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° 492 **24 février 2014**

SOMMAIRE

Dautom Holding S.A., Société Anonyme.

Siège social: L-2134 Luxembourg, 54, rue Charles Martel.

R.C.S. Luxembourg B 39.334.

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

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

Signature.

Référence de publication: 2014009907/10.

(140011235) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

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

Capital social: EUR 12.600,00.

Siège social: L-1226 Luxembourg, 20, rue J.-P. Beicht.

R.C.S. Luxembourg B 73.288.

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

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

Signature.

Référence de publication: 2014009914/10.

(140010593) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Deltatecc Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-5612 Mondorf-les-Bains, 62, avenue François Clément.

R.C.S. Luxembourg B 66.899.

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Le bilan arrêté au 31.12.2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Ehnen, le 20 janvier 2014.

Pour DELTATECC Luxembourg SARL

Fiduciaire Roger Linster Sàrl

Référence de publication: 2014009915/12.

(140011712) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Demec S.A., Société Anonyme.

Siège social: L-8133 Bridel, 7, rue Nicolas Goedert.

R.C.S. Luxembourg B 47.434.

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

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

Signature.

Référence de publication: 2014009916/10.

(140010646) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Dragon Investments, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 138.362.

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

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

DRAGON INVESTMENTS S.A., SPF

Signatures

Administrateur / Administrateur

Référence de publication: 2014009924/12.

(140010522) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Deale International Machines S.A., Société Anonyme.

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

R.C.S. Luxembourg B 43.108.

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Conformément aux dispositions de l'article 51 bis de la loi du 25 août 2006 sur les sociétés commerciales, l'administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L - 2661 Luxembourg, a désigné comme représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au conseil d'administration de la société DEALE International Machines S.A., société anonyme: Monsieur Jean-Marie BETTINGER, 42, rue de la Vallée, L-2661 Luxembourg.

Luxembourg, le 20 janvier 2014.

Pour: DEALE International Machines S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Mireille Wagner / Isabelle Marechal-Gerlaxhe

Référence de publication: 2014009912/18.

(140011395) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Decteck Properties S.A., Société Anonyme.

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

R.C.S. Luxembourg B 160.011.

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CLÔTURE DE LIQUIDATION

Extrait

Il résulte d'un acte de clôture de liquidation reçu par le notaire Martine SCHAEFFER, de résidence à Luxembourg, en date du 30 décembre 2013, enregistré à Luxembourg A.C., le 03 janvier 2014, LAC/2014/392, aux droits de soixante-quinze euros (75.- EUR), que la société anonyme établie à Luxembourg sous la dénomination de "DECTECK PROPERTIES S.A. (en liquidation)", R.C.S. Luxembourg Numéro B 160011, ayant son siège social à Luxembourg au 18, rue de l'Eau, constituée par acte de Me Jean SECKLER, notaire de résidence à Junglinster, en date du 23 mars 2011, publié au Mémorial, Recueil des Sociétés et Associations C numéro 1291 du 15 juin 2011.

Par conséquent la liquidation de la société a été clôturée et la société est dissoute.

Les livres et documents de la société resteront conserver pendant une durée de cinq ans à partir du jour de la liquidation auprès de FIDUCENTER S.A., ayant son siège social au 18, rue de l'Eau, L-1449 Luxembourg.

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

Luxembourg, le 17 janvier 2014.

Référence de publication: 2014009913/20.

(140011034) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

ETMF IIB S.A., Société Anonyme.

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

R.C.S. Luxembourg B 74.160.

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Extrait des résolutions de l'actionnaire unique prises en date du 20 novembre 2013

a) L'Actionnaire Unique décide d'accepter la démission de General Business Finance and Investment Ltd, ayant son siège social au CIBC Financial Centre, 3 rd Floor, 11 Dr Roy's Drive, PO BOX 694 George Town, Grand Cayman, Iles Vierges Britanniques, de son mandat d'administrateur de de la Société, avec effet immédiat.

b) L'Actionnaire Unique décide de nommer en remplacement Dominique RENCUREL, demeurant au 40 Avenue Grosbois, F-94440 Marolles en Brie, avec effet immédiat, en tant qu'administrateur de la Société, jusqu'à l'assemblée générale de la Société qui se tiendra en 2018.

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

Pour ETMF II B S.A.

Référence de publication: 2014009957/16.

(140011662) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Dongala S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 150.919.

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

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

Référence de publication: 2014009920/9.

(140010504) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Dongala S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 150.919.

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Les comptes annuels au 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014009921/9.

(140010505) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

DB Valoren S.à r.l., Société à responsabilité limitée.

Siège social: L-2310 Luxembourg, 6, avenue Pasteur.

R.C.S. Luxembourg B 111.379.

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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.
Luxembourg, le 16 janvier 2014.

Référence de publication: 2014009910/10.

(140011389) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Elektra Finanzierung A.G., Société Anonyme.

Siège social: L-1253 Luxembourg, 2A, rue Nicolas Bové.

R.C.S. Luxembourg B 41.610.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 17 janvier 2014.

Référence de publication: 2014009945/10.

(140011230) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Ficar Int. S.A., Société Anonyme.

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

R.C.S. Luxembourg B 128.266.

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Extrait des décisions prises par l'associée unique en date du 20 janvier 2014

1. Monsieur David SANA a démissionné de son mandat d'administrateur.

2. Monsieur Jonathan MIGNON, administrateur de sociétés, né à Libramont (Belgique), le 25 juillet 1988, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme administrateur jusqu'à l'issue de l'assemblée générale statutaire de 2018.

Luxembourg, le 20 janvier 2014.

Pour extrait sincère et conforme

Pour Ficar Int. S.A.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014009971/16.

(140011319) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Exclusive Opportunities S.A., Société Anonyme.

Siège social: L-1510 Luxembourg, 38-40, avenue de la Faïencerie.

R.C.S. Luxembourg B 148.006.

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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.
Luxembourg.

Référence de publication: 2014009968/10.

(140010970) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Evertrans S.A., Société Anonyme.

Siège social: L-2320 Luxembourg, 21, boulevard de la Pétrusse.

R.C.S. Luxembourg B 182.679.

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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.
Luxembourg, le 16 janvier 2014.

Référence de publication: 2014009966/10.

(140011434) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Eurotrack s.a., Société Anonyme.

Siège social: L-5324 Contern, 1A, rue des Chaux.

R.C.S. Luxembourg B 20.458.

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

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

Signature.

Référence de publication: 2014009964/10.

(140011236) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

EUSA Pharma (Luxembourg) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 118.913.425,00.

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

R.C.S. Luxembourg B 130.062.

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Afin de bénéficier de l'exemption de l'obligation d'établir des comptes consolidés et un rapport consolidé de gestion, prévue par l'article 314 de la loi sur les sociétés commerciales, les comptes consolidés au 31 décembre 2012 de sa société mère, EUSA Pharma Inc, ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 14 janvier 2014.

Référence de publication: 2014009965/12.

(140011173) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Europièces Luxembourg S.A., Société Anonyme.

Siège social: L-3961 Ehlange-sur-Mess, 51, rue des Trois Cantons.

R.C.S. Luxembourg B 36.769.

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Le bilan au 31.12.2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Pour extrait conforme
Pour EUROPIECES LUXEMBOURG S.A.
Signature

Référence de publication: 2014009962/12.

(140011104) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Ernst & Young Services S.A., Société Anonyme.

Siège social: L-5365 Munsbach, 7, rue Gabriel Lippmann.

R.C.S. Luxembourg B 69.847.

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EXTRAIT

La liste des signataires autorisés au 6 décembre 2013 de la Société a été déposée au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 6 janvier 2014.

Pour extrait conforme

Signature

Référence de publication: 2014009956/14.

(140011019) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

ETS Demestre Sàrl, Société à responsabilité limitée.

Siège social: L-4451 Belvaux, 196, route d'Esch.

R.C.S. Luxembourg B 151.020.

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

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

Signature.

Référence de publication: 2014009958/10.

(140011483) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Euro J.L.S. Sàrl, Société à responsabilité limitée.

Siège social: L-3562 Dudelange, 21, rue Schiller.

R.C.S. Luxembourg B 172.815.

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

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

Signature.

Référence de publication: 2014009959/10.

(140010966) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

EVR Medical S.àr.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 142.737.

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

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

Signature.

Référence de publication: 2014009967/10.

(140010753) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Fair Partners S.à r.l. S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 135.513.

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Les statuts coordonnés suivant l'acte n° 68068 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014009970/10.

(140011476) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Ernst & Young, Société Anonyme.

Siège social: L-5365 Munsbach, 7, rue Gabriel Lippmann.

R.C.S. Luxembourg B 47.771.

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EXTRAIT

La liste des signataires autorisés au 6 décembre 2013 de la Société a été déposée au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 6 janvier 2014.

Pour extrait conforme

Signature

Référence de publication: 2014009955/14.

(140011020) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

FLUX, Fiduciaire du Grand-Duché de Luxembourg, Société à responsabilité limitée.

Siège social: L-1724 Luxembourg, 29, boulevard du Prince Henri.

R.C.S. Luxembourg B 142.674.

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

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

Luxembourg, le 31 décembre 2013.

Référence de publication: 2014009972/10.

(140010421) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

FinAdmin E.I.G., Groupement d'Intérêt Economique.

Siège social: L-8308 Capellen, 38, Parc d'Activités de Capellen.

R.C.S. Luxembourg C 63.

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Extrait des résolutions prises par les Membres du Groupement en date du 23 décembre 2013.

A compter du 23 décembre 2013, suite à là liquidation et dissolution du membre du Groupement: NewPel Group Central Europe (abgekürzt NPGCE), les membres du Groupement notent que NewPel Group Central Europe (abgekürzt NPGCE), cesse d'appartenir au Groupement, en vertu des dispositions de l'Article 14 du contrat du Groupement.

A compter du 23 décembre 2013, les membres du Groupement sont:

- Private Estate Life S.A.
- Altraplan Luxembourg S.A.
- NPG Wealth Management S.à r.l.
- Saphir II Holding S.à r.l.

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

Luxembourg, le 16 janvier 2014.

FinAdmin E.I.G.

Signature

Référence de publication: 2014009977/20.

(140011589) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Fidinter, Société à responsabilité limitée.

Siège social: L-1249 Luxembourg, 3-11, rue du Fort Bourbon.

R.C.S. Luxembourg B 115.907.

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Les comptes annuels au 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014009983/10.

(140010712) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Food Concepts Holding SA, Société Anonyme.

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

R.C.S. Luxembourg B 148.428.

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Auszug aus der Beschlussfassung des Verwaltungsrat vom 17.01.2014

1) Der Sitz der Gesellschaft wird mit Wirkung zum 01.01.2014 an folgende Adresse verlegt:

11A, boulevard Joseph II

L-1840 Luxembourg

2) Die neue Geschäftsanschrift von Herrn Lars Pfefferkorn lautet 11A, boulevard Joseph II, L1840 Luxembourg.

Für beglaubigten Auszug
Food Concepts Holding S.A.

Référence de publication: 2014009981/14.

(140011108) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Dongala S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 150.919.

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Les comptes annuels au 31/12/2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014009922/9.

(140010506) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

DML Conseil S.à r.l., Société à responsabilité limitée.

Siège social: L-8048 Strassen, 2, rue des Ardennes.

R.C.S. Luxembourg B 156.798.

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L'an deux mille quatorze, le quinze janvier

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette.

A comparu:

Monsieur Denis LAMENDOUR, Gérant de société né le 13 mai 1964 à Paris (France), demeurant à L-8048 Strassen, 2, Rue des Ardennes,

Lequel comparant déclare être associé unique et gérant unique de la société à responsabilité limitée «DML Conseil S.à r.l.», établie et ayant son siège social à L-1836 Luxembourg, 22, Rue Jean Jaurès,

société constituée aux termes d'un acte reçu par le notaire instrumentant en date du 19 novembre 2010, publié au Mémorial C, Recueil des Sociétés et Associations n° 109 du 19 janvier 2011, inscrite au Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 156.798.

Ensuite le comparant, agissant en ses dites qualités, représentant l'intégralité du capital social, a pris à l'unanimité la résolution suivante:

Résolution unique

L'associée unique décide de changer le siège social de la société de L-1836 Luxembourg, 22, Rue Jean Jaurès à L- 8048 Strassen, 2, Rue des Ardennes, et de modifier en conséquence le premier alinéa de l'article 2 des statuts pour lui donner la teneur suivante:

"Le siège social est établi à Strassen.".

L'autre alinéa de l'article 2 reste inchangé.

L'associé unique déclare que l'adresse, L-8048 Strassen, 2, Rue des Ardennes, devra remplacer celle actuellement renseignée pour l'associé et le gérant unique partout où il se doit auprès du Registre de Commerce et des Sociétés à Luxembourg,

Frais

Les frais, dépenses, charges et rémunérations en relation avec les présentes sont tous à charge de la société.

Plus rien d'autre ne se trouvant à l'ordre du jour, la comparante a déclaré close la présente assemblée.

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

Et après lecture faite et interprétation donnée au comparant, connue du notaire par nom, prénom usuel, état et demeure, il a signé le présent procès-verbal avec le notaire.

Signé: LAMENDOUR, Moutrier Blanche.

Enregistré à Esch/Alzette Actes Civils, le 17 janvier 2014. Relation: EAC/2014/915. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): HALSDORF.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 20 janvier 2014.

Référence de publication: 2014009919/40.

(140011647) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Barclays Equity Index Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 9, allée Scheffer.

R.C.S. Luxembourg B 164.151.

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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.

Luxembourg, le 13 janvier 2014.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2014009934/14.

(140011010) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Europa Cobalt S.à r.l., Société à responsabilité limitée.

Capital social: EUR 753.900,00.

Siège social: L-2320 Luxembourg, 68-70, boulevard de la Pétrusse.

R.C.S. Luxembourg B 115.731.

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Extrait des résolutions prises par l'assemblée générale des associés de la Société à Luxembourg en date du 27 décembre 2013:

Il résulte des résolutions adoptées par l'assemblée générale des associés de la Société en date du 27 décembre 2013, qu'il a été décidé de:

1. prendre acte et accepter la démission de Monsieur Peter Cluff, gérant de la Société avec effet immédiat;

2. élire en tant que gérant de la Société Monsieur Kevin D'Arcy, né le 12 novembre 1975 en Irelande, et résidant professionnellement au 15 Sloane Square, GB-SW1W 8ER Londres, pour une durée déterminée prenant fin à l'assemblée générale qui doit être tenue en 2014 pour l'approbation des comptes au 31 décembre 2013.

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

Fait à Luxembourg, le 9 janvier 2014.

Pour la Société

Signature

Référence de publication: 2014009937/19.

(140011202) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Europièces Luxembourg S.A., Société Anonyme.

Siège social: L-3961 Ehlange-sur-Mess, 51, rue des Trois Cantons.

R.C.S. Luxembourg B 36.769.

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Le bilan au 31.12.2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Pour extrait conforme

Pour EUROPIECES LUXEMBOURG S.A.

Signature

Référence de publication: 2014009961/12.

(140011103) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

White Fleet II, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 184.203.

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STATUTES

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

Before the undersigned notary Maître Henri Hellinckx, having his official seat in Luxembourg (Grand Duchy of Luxembourg);

Appeared:

Credit Suisse Holding Europe (Luxembourg) S.A., with its statutory seat in 5, rue Jean Monnet, L-2180 Luxembourg, registered within the Luxembourg Trade and Companies Register under number R.C.S. Luxembourg B. 45630 (the "Initial Shareholder")

represented here by Marc Hirtz, having his business seat in Luxembourg, according to the power of attorney signed in private capacity.

The granted power of attorney duly signed by the appearing party and the notary remains attached to this document in order to be registered with this document.

Executing his power of representation, the appearing party asked the notary to notarize the articles of incorporation of a company which is established hereby as follows:

Art. 1. Name. It is hereby established among the subscribers and all those who may become holders of shares (the "Shareholders"), a company in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" (investment company with variable capital) under the name of White Fleet II (the "Company").

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 these Articles of Incorporation.

Art. 3. Object. The sole purpose of the Company shall be the investment of the Company's assets in securities and other legally permissible assets based on the principle of risk diversification and with the aim of distributing the proceeds arising from the management of the Company's assets to its Shareholders.

The Company may take any measures and execute any transactions that it deems useful in order to fulfill and implement such purpose in the widest extent permitted by the law of 17 December 2010 (the "Law of 17 December 2010") regarding undertakings for collective investment.

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 the 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 Certification of Shares. The capital of the Company shall at the time of establishment amount to fifty thousand US Dollar (USD 50.000.-), represented by five hundred (500) 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 23 hereof. The capital of the Company shall be represented in US Dollar.

The minimum capital of the Company shall be at least the equivalent in US Dollar of one million two hundred and fifty thousand in Euro (EUR 1,250,000) within a period of six (6) months following the authorization of the Company.

The Board of Directors may decide at any time that the shares of the Company pertain to different subfunds (the "Subfunds", each a "Subfund") to be established which may be denominated in different currencies.

The Board of Directors is authorized without limitation to issue further shares to be fully paid at any time in accordance with Article 24 hereof without reserving for the existing Shareholders a preferential right to subscription of the shares to be issued.

The Board of Directors may delegate to any duly authorized member of the Board of Directors 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.

Such shares may, as the Board of Directors shall determine, be of different classes and the proceeds of the issue of one or more classes of shares be accounted for in Subfunds or pools of assets established pursuant to Article 23 hereof

and shall invest in transferable securities and other investments permitted by the Law of 17 December 2010 corresponding to such geographical areas, industrial sectors or monetary zones, or such other areas or sectors, including in units or shares of other undertakings for collective investments as the Board of Directors shall from time to time determine in respect of each Subfund.

The Board of Directors may further decide, in connection with each Subfund or pool of assets, to create and issue new classes of shares within any Subfund that will be commonly invested pursuant to the specific investment policy of the Subfund concerned but where a specific sales and redemption charge structure or hedging policy or currency denomination or other distinguishing feature is applied to each class. For the purpose of determining the capital of the Company, the assets and liabilities of the Subfund shall be allocated to the individual classes of shares. If not expressed in US Dollar respectively, they shall be converted into US Dollar respectively and the capital shall be the total net assets of all classes.

Shares are in general issued in uncertificated registered form. The Board of Directors may however in its discretion decide to issue shares in bearer form. In respect of bearer shares, certificates will be issued in such denominations as the Board of Directors shall decide. If a bearer Shareholder requests the exchange of his certificates for certificates in other denominations or the conversion into registered shares, he may be charged the cost of such exchange. The Board of Directors may in its discretion decide whether to issue certificates in respect of registered shares or not. In case the Board of Directors has elected to issue no certificates in respect of registered shares, the Shareholder will receive a confirmation of his shareholding. In case the Board of Directors has elected to issue certificates in respect of registered shares and a Shareholder does not elect to obtain share certificates, he will receive instead a confirmation of his shareholding. If a registered Shareholder desires that more than one share certificate be issued for his shares, the cost of such additional certificates may be charged to such Shareholder. Share certificates shall be signed by two members of the Board of Directors. Both such signatures may be either manual, or printed, or by facsimile. However, one of the two signatures may be made by a person who has been authorized by the Board of Directors for such purpose. In such latter case, such signature shall be manual.

The Company may issue temporary share certificates in such form as the Board of Directors may from time to time determine. 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 subscription price as set forth in Article 24 hereof. The subscriber will, without undue delay, obtain delivery of definitive share certificates or a confirmation of his shareholding.

Payments of dividends will be made to Shareholders, in respect of registered shares, at their addresses in the register of Shareholders (the "Register of Shareholders") and, in respect of bearer shares, upon presentation of the relevant dividend coupons to the agent or agents appointed by the Company for such purpose.

All issued shares of the Company other than bearer shares 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 so far as notified to the Company, the number and class of shares held by him and the amount paid in on each such share. Every transfer of a share other than a bearer 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 bearer shares shall be effected by delivery of the relevant bearer share certificates. Transfer of registered shares shall be effected (a) if share certificates have been issued, by inscription of the transfer to be made by the Company upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company, and (b), if no share certificates have been issued, 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 a Shareholder does not provide such address, the Company may permit a notice to this effect to be entered in the Register of Shareholders and such 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 in the Register of Shareholders, 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.

The Company shall only acknowledge one single Shareholder per share. In case of joint ownership or usufruct, the Company may suspend the exercise of the rights assigned to the ownership of shares until such point of time in which a person is nominated who represents the joint owners or the beneficiaries and usufructuaries in relation to the Company.

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered in the register of Shareholders. Share fractions shall not be entitled to vote but shall be entitled to a corresponding fraction of net assets to be assigned to the existing share class. In the case of bearer shares, only certificates evidencing full shares will be issued. Any balance of bearer shares for which no certificate may be issued because of the denomination of the certificates, as

well as fractions of such shares may either be issued in registered form or the corresponding payment will be returned to the Shareholder as the Board of Directors may determine.

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, in particular, without being limited to a bond delivered by an insurance company, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in 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 concerned for the costs of a duplicate or of a new share certificate and all reasonable fees and expenses of 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 in the Company by any person, firm or corporate body.

More specifically, the Company may restrict or prevent the ownership of shares in 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 "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 on, 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, and the place at which the purchase price in respect of such shares is payable. Any such notice may be served upon such Shareholder by registered mail addressed to such Shareholder at his last address known to Company or appearing in the Register of Shareholders. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the Purchase Notice. 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 price at which such shares specified in the Purchase Notice is to be purchased ("the Purchase Price"), shall be equal to the redemption price of shares in the Company, determined in accordance with Article 22 hereof.

3) Payment of the Purchase Price will be made to the Shareholder concerned, 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 Shareholder upon surrender of the share certificate or certificates representing the shares specified in the Purchase Notice. Upon deposit of the Purchase Price as aforesaid no person shall have any further interest in the shares specified in the Purchase Notice 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 of such shares to receive the Purchase Price deposited (without interest) from such bank upon effective surrender of the share certificate or certificates as aforesaid.

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 Shareholder 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, the term "U.S. person", subject to applicable law and to such changes as the Board of Directors shall notify to the 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 corporation, 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. The general meeting shall represent all Shareholders of the Company. Its decisions shall bind all Shareholders. The general meeting shall have comprehensive power to direct, execute or approve actions in connection with the business activities 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 second Wednesday of March of each year at 9.00 a.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. 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 be represented at any meeting of Shareholders by another person, who does not have to be a Shareholder and who may be a member of the Board of Directors. Such proxy may be appointed in writing or by e-mail, telex or facsimile transmission.

Except as otherwise required by law or these articles of incorporation, 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 a 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 any bearer shares are outstanding, a notice shall, in addition, be published twice at eight-day intervals provided that the second publication must occur at least eight days prior to the meeting, in the Mémorial, Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspaper as the Board of Directors may decide.

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 or publication.

Art. 12. General meeting of the Shareholders of a Subfund or a share class. The Shareholders of the share classes in connection with a Subfund may hold general meetings at any time in order to decide on matters that exclusively refer to such Subfund.

Furthermore, the Shareholders of a share class 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 Subfund or a share class by written power of attorney to any other person who does not have to be shareholder and who may be a member of the Company's Board of Directors.

Unless provided otherwise by law or these Articles of Incorporation, resolutions of the general meeting of a Subfund or share class 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 members of the Board of 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, provided, however, that any member of the Board of Directors may be removed with or without cause and/or replaced at any time by resolution adopted by the annual general meeting of Shareholders.

In the event of a vacancy in the Board of Directors because of death, retirement or otherwise, the remaining members of the Board of Directors may meet and may elect, by majority vote, a new member of the Board of Directors in order to temporarily fill such vacancy until the next meeting of Shareholders.

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

It may also choose a secretary, who needs not be a member of the Board of Directors, 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 will appoint another member of the Board of Directors 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 policy pursuant to Article 21 of these articles of association. Any and all powers that are not expressly reserved for the general meeting by law or these articles of association 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 a member of the Board of Directors or Shareholders of the Company. The officers appointed, unless otherwise stipulated in these articles of incorporation, 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.

Furthermore, the Board of Directors may appoint one or more investment managers and/or investment advisors with respect to the implementation of the investment policy of the Company or a single Subfund.

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 cable, telegram, e-mail, facsimile or by any other comparable electronic means of transmission to all members of the Board of 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 cable, telegram, e-mail, facsimile or by any other comparable electronic means of transmission of each member of the Board of Directors and shall be deemed to be waived by any member of the Board of Directors 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 member of the Board of Directors may act at any duly convened meeting of the Board of Directors by appointing in writing or by cable, telegram, e-mail, facsimile or by any other comparable means of transmission by any other member of the Board of Directors as his proxy. Any member of the Board of Directors may attend a meeting of the Board of Directors by using telephone conference, video conference or any other audible or visual means of communication. A member of the Board of Directors attending a meeting of the Board of Directors by using such means of communication is deemed to be present in person at this meeting.

A meeting of the Board of Directors held by telephone conference or video conference or any other audible or visual means of communication, in which a quorum of members of the Board 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 members of the Board of 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 members of the Board of Directors present or represented at such meeting. Members of the Board of Directors who are not present in person or represented by proxy may vote in writing or by cable, telegram, e-mail, facsimile or by any other comparable electronic means of communication.

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 members of the Board of 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 member of the Board of Directors is affixed.

Resolutions taken by any other electronic means of communication e.g. e-mail, cables or telegrams 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 electronic means of communication. These approvals of the members of the Board of Directors shall remain attached to and form an integral part of the circular resolution endorsing the decisions formerly taken by electronic means of communication.

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

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

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 members of the Board of Directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any member of the Board of Directors 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 member of the Board of Directors or officer of the Company may have any personal interest in any transaction of the Company, such member of the Board of Directors 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 member'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 member of the Board of Directors or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any claim, action, suit or proceeding to which he may be made a party by reason of his being or having been a member of the Board of Directors or officer of the Company or, at his request, of any other corporation 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 wilful misconduct.

The words claim, action, suit or proceeding, shall apply to all claims, actions, suits or proceedings (civil, criminal or other including appeals).

Art. 19. Signatory Powers. The Company will be bound by the joint signature of any two members of the Board of Directors, or by such officers or 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 auditor in office may be replaced at any time by the Shareholders with or without case.

Art. 21. Investment Policy. The specific investment objectives, policies and restrictions applicable to each particular Subfund shall be determined by the Board of Directors and disclosed in the prospectus of the Company (the "Prospectus"). In particular, a Subfund qualifying as a feeder fund in the meaning of article 77 (1) of the Law of 17 December 2010 may invest at least 85% of its assets in shares or units of a master fund in the meaning to article 77 (3) of the Law of 17 December 2010. Further, a Subfund may invest up to 100% in transferable securities and money market instruments if these transferable securities and money market instruments involved are issued or guaranteed by a member state of the European Union, one or more of its local authorities, by any other state which is a member of the Organisation for Economic Cooperation and Development ("OECD"), by Brazil or Singapore or by a public international body to which one or more member states of the European Union belong. In such case, the Subfund concerned must hold securities or money market instruments from at least six different issues, and the securities or money market instruments of any single issue shall not exceed 30% of the Subfund's total assets.

Art. 22. Redemption of shares; Mandatory redemption. 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.

A Shareholder 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 applicable net asset value shall be determined. 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 23 hereof. Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

The Shareholder will be paid a redemption price per share based on the net asset value per share of the relevant class as determined in accordance with the provisions of Article 23 hereof. There may be deducted from the net asset value 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 further described in the Prospectus. Payments of the redemption proceeds will be made not later than ten (10) business days after the date on which the request for redemption has been received or after the date on which all the relevant documentation has been received by the Company unless otherwise provided by herein.

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 Prospectus.

If a redemption or conversion of some shares of a class would reduce the holding by any Shareholder below the minimum holding as the Board of Directors shall determine from time to time for the respective class, or, if the minimum subscription amount was waived at the time of subscribing for shares of 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, in the event of very large volumes of 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 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 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. 23. Calculation of Net Asset Value. For the purpose of determining the issue, redemption and conversion price thereof, the net asset value of shares in the Company shall be determined in respect of each class of shares by the Company from time to time, but in no instance less than twice a month, as the Board of Directors may determine (every such day as of which the net asset value is determined being referred to herein as a "Valuation Day"), provided that in any case where any Valuation Day would fall on a day defined as a holiday in the Prospectus, such Valuation Day shall then be the next following banking day following such holiday. If Valuation Days coincide with customary holidays in countries whose stock exchanges or other markets are decisive for valuing the majority of a Subfund's net assets, as an exception, the net asset value of that Subfund's shares shall not be valued on such days.

The Company may at any time and from time to time suspend the determination of the net asset value of shares of any particular Subfund and the issuance and redemption of shares of such Subfund from its Shareholders as well as conversions from and to shares of each Subfund, where a substantial proportion of the assets of the Subfund:

a) cannot be valued because a stock exchange or market is closed on a day other than a usual public holiday, or when trading on such stock exchange or market is restricted or suspended; or

b) is not freely disposable because a political, economic, military, monetary or any other event beyond the control of the Company does not permit the disposal of the Subfund's assets, or such disposal would be detrimental to the interests of Shareholders; or

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

d) is not available for transactions because restrictions on foreign exchange or other types of restrictions make asset transfers impracticable or it can be objectively demonstrated that transactions cannot be effected at normal foreign exchange rates;

The calculation of the net asset value and/or the issue and redemption of Shares of a Subfund may further be suspended:

a) when the prices of a substantial portion of the constituents of the underlying asset or the price of the underlying assets itself of an OTC transaction and/or when the applicable techniques used to create an exposure to such underlying asset cannot promptly or accurately be ascertained; or

b) if the existence of any state of affairs which, in the opinion of the Board of Directors, constitutes an emergency or renders impracticable a disposal of a substantial portion of the assets attributable to a Subfund and/or a disposal of substantial portion of the constituents of the underlying asset of an OTC transaction, requires such measure, or

c) following a suspension of the calculation of the net asset value per share or unit, the issue, redemption and/or conversion of shares or units, respectively, at the level of the master fund in which a Subfund invests in its quality as feeder fund of such master 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 Subfund of shares shall have no effect on the calculation of the net asset value, the issue, redemption and conversion of the shares of any other Subfund if such circumstances justifying the suspension are not applicable to the investments made on behalf of such Subfund.

Unless otherwise stated in the Prospectus, the net asset value of shares of each Subfund in the Company shall be expressed as a per share figure in the reference currency of the relevant Subfund and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to the respective Subfund (and to the individual share classes within such Subfund), 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 Subfund. The net asset value of an alternate currency class shall be calculated through conversion at the rate between the reference currency of the relevant Subfund and the alternate currency of the relevant alternate currency class as further specified in the Prospectus. 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.

In order to protect existing Shareholders and subject to the conditions set out in the Prospectus, the Board of Directors may decide to adjust the net asset value per share class of a Subfund upwards or downwards in the event of a net surplus of subscription or redemption applications on a particular Valuation Day. The adjustment of the net asset value is aiming to cover in particular but not exclusively transaction costs, tax charges and bid/offer spreads incurred by the relevant Subfund due to subscriptions, redemptions and/or conversions in and out of the Subfund. As specified for the relevant Subfunds in the Prospectus, the Net Asset Value may either be adjusted on every Valuation Day on a net deal basis regardless of the size of the net capital flow or only if a predefined threshold of net capital flows is exceeded.

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:

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

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

c) 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)

d) all units or shares of undertakings for collective investments

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

f) 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;

g) the formation expenses of the Company insofar as the same have not been written off, and

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

Unless otherwise set forth in the Prospectus, the value of such assets of each Subfund shall be valued as follows:

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

b) If a security is traded on several stock exchanges, the valuation shall be made by reference to the exchange which is the main market for this security.

c) In the case of securities for which trading on a stock exchange is not significant but which are traded on a secondary market with regulated trading among securities dealers (with the effect that the price reflects market conditions), the valuation may be based on this secondary market.

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

e) 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 Company 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 in good faith.

f) Derivatives shall be treated in accordance with the above. OTC swap transactions will be valued on a consistent basis based on bid, offer or mid prices as determined in good faith pursuant to procedures established by the Board of Directors. When deciding whether to use the bid, offer or mid prices the Board of Directors will take into consideration the anticipated subscription or redemption flows, among other parameters. If, in the opinion of the Board of Directors, such values do not reflect the fair market value of the relevant OTC swap transactions, the value of such OTC swap transactions will be determined in good faith by the Board of Directors or by such other method as it deems in its discretion appropriate.

g) The valuation price of a money market instrument which has a maturity or remaining term to maturity of less than 12 months and does not have any specific sensitivity to market parameters, including credit risk, shall, based on the net acquisition price or on the price at the time when the investment's remaining term to maturity falls below 12 months, be progressively adjusted to the repayment price while keeping the resulting investment return constant. In the event of a significant change in market conditions, the basis for the valuation of different investments shall be brought into line with the new market yields.

h) Units or shares of UCITS or UCI shall be valued on the basis of their most recently calculated net asset value, where necessary by taking due account of the redemption fee. Where no net asset value and only buy and sell prices are available for units or shares of UCITS or other UCI, the units or shares of such UCITS or UCIs may be valued at the mean of such buy and sell prices.

i) The value of total return swaps is calculated on a regular basis using comprehensible, transparent criteria. The Company and its independent auditor shall monitor the comprehensibility and transparency of the valuation methods and their application.

j) The value of credit default swaps is calculated on a regular basis using comprehensible, transparent criteria. The Company and its independent auditor shall monitor the comprehensibility and transparency of the valuation methods and their application.

k) Liquid assets, fiduciary and fixed-term deposits shall be valued at their respective nominal value plus accrued interest.

The amounts resulting from such valuations shall be converted into the reference currency of each Subfund at the rate as further specified in the Prospectus. 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 Subfund's assets. The net asset value 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 prospectus

The net asset value of one or more classes of shares may also be converted into other currencies at those rates as further specified in the Prospectus 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:

a) all loans, bills and accounts payable;

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

c) all accrued or payable expenses (including administrative fees, asset management fees, investment advisory and management fees, any potential performance fees as well as incentive fees, custodian fees and corporate agent's fees);

d) 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;

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

f) 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 investment advisers or investment managers including incentive fees, fees payable to the management company. Custodian 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 prospectuses, 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 brokerage, postage, telephone and telex. 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:

a) 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;

b) 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;

c) 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;

d) 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;

e) 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);

f) 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

g) 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:

a) shares of the Company to be redeemed under Article 22 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;

b) 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;

c) 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 in force at the date and time for determination of the net asset value of shares and

d) 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 23 (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 ("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 Board of 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 Fund 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. 24. Subscription Price. Whenever the Company shall offer shares for subscription, the subscription 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 Prospectus may provide for, subscription price to be rounded up to the smallest whole sub 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 Prospectus. The price so determined shall be payable not later than seven business days after the date on which the application was accepted or within such shorter delay as the Board of Directors may determine from time to time.

The Company may in the interest of the Shareholders accept transferable securities and other assets permitted by the Law of 17 December 2010 as payment for subscription ("contribution in kind"), provided, the offered transferable securities and other assets correspond to the investment policy and restrictions of the respective Subfund. 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. 25. Accounting Year. The first accounting year will start on the date of the incorporation of the Company and will end on 30 th September 2014. Thereafter, the accounting year of the Company shall begin on 1 October and shall terminate on the 30 September of the following year. The accounts of the Company shall be expressed in US Dollar. 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 US Dollar and added together for the purpose of the determination of the accounts of the Company.

Art. 26. Dividends. The allocation of the annual results and any other distributions shall be determined by the annual general meeting upon proposal of 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 determines.

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. 27. Custody. The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the Law of 17 December and any applicable CSSF-Circulars and Regulations (the "Custodian"). All securities and cash of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its Shareholders the responsibilities provided by the Law of 17 December 2010.

In the event the Custodian is desiring to retire, the Board of Directors shall use its best endeavours to find a bank willing to assume the tasks and responsibilities of a custodian as provided for in the Law of 17 December and any applicable CSSF-Circulars and Regulations as replacement for the retiring Custodian. The Directors may terminate the appointment of the Custodian, but shall not remove the Custodian unless and until a successor custodian shall have been appointed by the Board of Directors in accordance with this Article.

Art. 28. Dissolution.

I. Dissolution of the Company

In the event of the dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) appointed by the meeting of Shareholders effecting such dissolution with the prior consent of the CSSF and which shall determine the powers and the compensation of such liquidator(s), as required by Luxembourg law.

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

II. Dissolution of a Subfund

The dissolution of a Subfund by a compulsory redemption of shares related to such Subfund 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. In such an event, having regard to the interests of Shareholders, the Company may elect to distribute either cash and/or the other assets to Shareholders.

The dissolution of a Subfund may also be made upon a resolution passed by the simple majority of the votes cast by Shareholders present or represented in a general meeting of Shareholders of the relevant Subfund. Such decision does not require a quorum. Only the approval of the Shareholders of the Subfunds concerned will be required. In that event, the Company may upon a one month prior notice to the Shareholders of such Subfund 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.

Any redemption proceeds that cannot be distributed to the Shareholders within a period of nine months after the decision to liquidate the Company or a Subfund shall be deposited with the "Caisse des Consignations" 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.

III. Merger of a Subfund

In accordance with the definitions and conditions set out in the Law of 17 December 2010, any Subfund may, either as a merging Subfund or as a receiving Subfund, be subject to mergers with another Subfund of the Company or another UCITS, on a domestic or cross-border basis. The Company itself may also, either as a merging UCITS or as a receiving UCITS be subject to cross-border and domestic mergers.

Furthermore, a Subfund may as a receiving Subfund be subject to mergers with another UCI or Subfund thereof, on a domestic or crossborder basis.

In all cases, the Board of Directors of the Company will be competent to decide on the merger. Insofar as a merger requires the approval of the Shareholders pursuant to the provisions of the Law of 17 December 2010, the meeting of Shareholders deciding by simple majority of the votes cast by Shareholders present or represented at the meeting is competent to approve the effective date of such a merger. No quorum requirement will be applicable. Only the approval of the Shareholders of the Subfunds concerned by the merger will be required.

Mergers shall be announced at least thirty days in advance in order to enable Shareholders to request the redemption or conversion of their shares.

Art. 29. Amendments to Articles. These articles of incorporation 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 Shareholders 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. 30. Miscellaneous. All matters not governed by these articles of incorporation shall be determined in accordance with the Law of 17 December 2010 and the Luxembourg law of 10 August 1915 on Commercial Companies, as amended.

Transitional Dispositions

1) The first accounting year shall begin on the date of the incorporation of the Company and shall terminate on 30 September 2014.

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

Subscription of the initial capital

The initial capital shall be subscribed as follows:

Credit Suisse Holding Europe (Luxembourg) S.A., mentioned before, shall subscribe for five hundred (500) shares in the amount of fifty thousand US Dollar (USD50,000.-).

Thus, the initial capital shall in total amount to fifty thousand US Dollar (USD 50,000.-). The payment of the total amount of the initial capital has been duly proven to the undersigned notary.

Declaration

The acting notary declares and expressly certifies that the conditions provided for in the articles 26, 26-3 and 26-5 of the Act of August 10, 1915 on Commercial Companies, as amended, are fulfilled.

Costs and expenses

The organizational costs and expenses to be borne by the Company are assessed at EUR 3,000.-.

First Extraordinary General Meeting of Shareholders

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/2014/4548. 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: 2014021194/717.

(140024324) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

S&H Holding S.A., Société Anonyme.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 155.576.

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L'an deux mille douze, le vingt-neuf mars.

Pardevant Maître Jean SECKLER, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), soussigné;

S'est réunie

une assemblée générale extraordinaire de l'actionnaire unique de la société anonyme "S&H Holding S.A.", ayant son siège social à L-1118 Luxembourg, 23, rue Aldringen, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 155.576, constituée suivant acte reçu par le notaire instrumentant en date du 6 août 2010, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2322 du 29 octobre 2010. Les statuts ont été modifiés suivant acte reçu par le notaire instrumentant en date du 09 mars 2012, en voie de publication au Mémorial C, Recueil des Sociétés et Associations.

La séance est ouverte sous la présidence de Monsieur Max MAYER, employé, demeurant professionnellement à Junglinster, 3, route de Luxembourg.

Le Président désigne comme secrétaire et l'assemblée choisit comme scrutateur Monsieur Valerio RAGAZZONI, administrateur de sociétés, demeurant professionnellement à Luxembourg, 23, rue Aldringen.

L'actionnaire unique représenté à la présente assemblée ainsi que le nombre d'actions possédé a été portés sur une liste de présence, signée par le mandataire de l'actionnaire représenté, et à laquelle liste de présence, dressée par les membres du bureau, les membres de l'assemblée déclarent se référer.

La procuration émanant de l'actionnaire représenté à la présente assemblée, signée "ne varietur" par les comparants et le notaire instrumentant, restera annexée au présent acte avec lequel elle sera enregistrée.

Le Président expose et l'assemblée constate:

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

Ordre du jour:

1.- Diminution de la valeur nominale de 100,- EUR à 10 EUR par action, et augmentation du nombre d'action de 1.000 actions d'une valeur nominale de 100,- EUR chacune à 10.000 actions d'une valeur nominale de 10,- EUR chacune.

2.- Modification afférente du premier alinéa de l'article 5 des statuts.

3.- Divers.

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

C) Que l'intégralité du capital social étant représentée, il a pu être fait abstraction des convocations d'usage, l'actionnaire représenté se reconnaissant dûment convoqué et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui lui a été communiqué au préalable.

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

Première résolution

L'assemblée décide de diminuer la valeur nominale des actions de cent euros (100,- EUR) à dix euros (10,- EUR) par action et en conséquence d'augmenter le nombre d'actions de mille (1.000) d'une valeur nominale de cent euros (100,- EUR) chacune à dix mille (10.000) actions dune valeur nominale de dix euros (10,- EUR) chacune. Chaque (1) action existante donnera droit à dix (10) actions nouvelles.

Deuxième résolution

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

« **Art. 5. (1 er alinéa).** Le capital social est fixé à cent mille euros (100.000,- EUR), représenté par dix mille (10.000) actions d'une valeur nominale de dix euros (10,- EUR) chacune."

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de 850,- EUR.

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

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par noms, prénoms, états et demeures, ils ont tous signé avec Nous notaire le présent acte.

Signé: Max MAYER, Valerio RAGAZZONI, Jean SECKLER.

Enregistré à Grevenmacher, le 04 avril 2012. Relation GRE/2012/1179. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

Référence de publication: 2014024921/58.

(140030104) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 février 2014.

White Fleet III, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 184.204.

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STATUTES

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

Before the undersigned notary Maître Henri Hellinckx, having his official seat in Luxembourg (Grand Duchy of Luxembourg);

Appeared:

Credit Suisse Holding Europe (Luxembourg) S.A., with its statutory seat in 5, rue Jean Monnet, L-2180 Luxembourg, registered within the Luxembourg Trade and Companies Register under number R.C.S. Luxembourg B. 45630 (the "Initial Shareholder"),

represented here by Marc Hirtz, having his business seat in Luxembourg, according to the power of attorney signed in private capacity.

The granted power of attorney duly signed by the appearing party and the notary remains attached to this document in order to be registered with this document.

Executing his power of representation, the appearing party asked the notary to notarize the articles of incorporation of a company which is established hereby as follows:

Art. 1. Name. It is hereby established among the subscribers and all those who may become holders of shares (the "Shareholders"), a company in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" (investment company with variable capital) under the name of White Fleet III (the "Company").

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 these Articles of Incorporation.

Art. 3. Object. The sole purpose of the Company shall be the investment of the Company's assets in securities and other legally permissible assets based on the principle of risk diversification and with the aim of distributing the proceeds arising from the management of the Company's assets to its Shareholders.

The Company may take any measures and execute any transactions that it deems useful in order to fulfill and implement such purpose in the widest extent permitted by the law of 17 December 2010 (the "Law of 17 December 2010") regarding undertakings for collective investment.

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 the 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 Certification of Shares. The capital of the Company shall at the time of establishment amount to fifty thousand Swiss francs (CHF 50.000.-), represented by five hundred (500) 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 23 hereof. The capital of the Company shall be represented in Swiss Francs.

The minimum capital of the Company shall be at least the equivalent in Swiss Francs of one million two hundred and fifty thousand in Euro (EUR 1,250,000) within a period of six (6) months following the authorization of the Company.

The Board of Directors may decide at any time that the shares of the Company pertain to different subfunds (the "Subfunds", each a "Subfund") to be established which may be denominated in different currencies.

The Board of Directors is authorized without limitation to issue further shares to be fully paid at any time in accordance with Article 24 hereof without reserving for the existing Shareholders a preferential right to subscription of the shares to be issued.

The Board of Directors may delegate to any duly authorized member of the Board of Directors 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.

Such shares may, as the Board of Directors shall determine, be of different classes and the proceeds of the issue of one or more classes of shares be accounted for in Subfunds or pools of assets established pursuant to Article 23 hereof and shall invest in transferable securities and other investments permitted by the Law of 17 December 2010 corresponding to such geographical areas, industrial sectors or monetary zones, or such other areas or sectors, including in units or shares of other undertakings for collective investments as the Board of Directors shall from time to time determine in respect of each Subfund.

The Board of Directors may further decide, in connection with each Subfund or pool of assets, to create and issue new classes of shares within any Subfund that will be commonly invested pursuant to the specific investment policy of the Subfund concerned but where a specific sales and redemption charge structure or hedging policy or currency denomination or other distinguishing feature is applied to each class. For the purpose of determining the capital of the Company, the assets and liabilities of the Subfund shall be allocated to the individual classes of shares. If not expressed in Swiss Francs respectively, they shall be converted into Swiss Francs respectively and the capital shall be the total net assets of all classes.

Shares are in general issued in uncertificated registered form. The Board of Directors may however in its discretion decide to issue shares in bearer form. In respect of bearer shares, certificates will be issued in such denominations as the Board of Directors shall decide. If a bearer Shareholder requests the exchange of his certificates for certificates in other denominations or the conversion into registered shares, he may be charged the cost of such exchange. The Board of Directors may in its discretion decide whether to issue certificates in respect of registered shares or not. In case the Board of Directors has elected to issue no certificates in respect of registered shares, the Shareholder will receive a confirmation of his shareholding. In case the Board of Directors has elected to issue certificates in respect of registered shares and a Shareholder does not elect to obtain share certificates, he will receive instead a confirmation of his shareholding. If a registered Shareholder desires that more than one share certificate be issued for his shares, the cost of such additional certificates may be charged to such Shareholder. Share certificates shall be signed by two members of the Board of Directors. Both such signatures may be either manual, or printed, or by facsimile. However, one of the two signatures

may be made by a person who has been authorized by the Board of Directors for such purpose. In such latter case, such signature shall be manual.

The Company may issue temporary share certificates in such form as the Board of Directors may from time to time determine. 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 subscription price as set forth in Article 24 hereof. The subscriber will, without undue delay, obtain delivery of definitive share certificates or a confirmation of his shareholding.

Payments of dividends will be made to Shareholders, in respect of registered shares, at their addresses in the register of Shareholders (the "Register of Shareholders") and, in respect of bearer shares, upon presentation of the relevant dividend coupons to the agent or agents appointed by the Company for such purpose.

All issued shares of the Company other than bearer shares 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 so far as notified to the Company, the number and class of shares held by him and the amount paid in on each such share. Every transfer of a share other than a bearer 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 bearer shares shall be effected by delivery of the relevant bearer share certificates. Transfer of registered shares shall be effected (a) if share certificates have been issued, by inscription of the transfer to be made by the Company upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company, and (b), if no share certificates have been issued, 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 a Shareholder does not provide such address, the Company may permit a notice to this effect to be entered in the Register of Shareholders and such 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 in the Register of Shareholders, 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.

The Company shall only acknowledge one single Shareholder per share. In case of joint ownership or usufruct, the Company may suspend the exercise of the rights assigned to the ownership of shares until such point of time in which a person is nominated who represents the joint owners or the beneficiaries and usufructuaries in relation to the Company.

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered in the register of Shareholders. Share fractions shall not be entitled to vote but shall be entitled to a corresponding fraction of net assets to be assigned to the existing share class. In the case of bearer shares, only certificates evidencing full shares will be issued. Any balance of bearer shares for which no certificate may be issued because of the denomination of the certificates, as well as fractions of such shares may either be issued in registered form or the corresponding payment will be returned to the Shareholder as the Board of Directors may determine.

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, in particular, without being limited to a bond delivered by an insurance company, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in 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 concerned for the costs of a duplicate or of a new share certificate and all reasonable fees and expenses of 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 in the Company by any person, firm or corporate body.

More specifically, the Company may restrict or prevent the ownership of shares in 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 "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 on, 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, and the place at which the purchase price in respect of such shares is payable. Any such notice may be served upon such Shareholder by registered mail addressed to such Shareholder at his last address known to Company or appearing in the Register of Shareholders. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the Purchase Notice. 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 price at which such shares specified in the Purchase Notice is to be purchased ("the Purchase Price"), shall be equal to the redemption price of shares in the Company, determined in accordance with Article 22 hereof.

3) Payment of the Purchase Price will be made to the Shareholder concerned, 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 Shareholder upon surrender of the share certificate or certificates representing the shares specified in the Purchase Notice. Upon deposit of the Purchase Price as aforesaid no person shall have any further interest in the shares specified in the Purchase Notice 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 of such shares to receive the Purchase Price deposited (without interest) from such bank upon effective surrender of the share certificate or certificates as aforesaid.

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 Shareholder 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, the term "U.S. person", subject to applicable law and to such changes as the Board of Directors shall notify to the 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 corporation, 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. The general meeting shall represent all Shareholders of the Company. Its decisions shall bind all Shareholders. The general meeting shall have comprehensive power to direct, execute or approve actions in connection with the business activities 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 second Wednesday of March of each year at 9.00 a.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. 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 be represented at any meeting of Shareholders by another person, who does not have to be a Shareholder and who may be a member of the Board of Directors. Such proxy may be appointed in writing or by e-mail, telex or facsimile transmission.

Except as otherwise required by law or these articles of incorporation, 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 a 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 any bearer shares are outstanding, a notice shall, in addition, be published twice at eight-day intervals provided that the second publication must occur at least eight days prior to the meeting, in the Mémorial, Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspaper as the Board of Directors may decide.

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 or publication.

Art. 12. General meeting of the Shareholders of a Subfund or a share class. The Shareholders of the share classes in connection with a Subfund may hold general meetings at any time in order to decide on matters that exclusively refer to such Subfund.

Furthermore, the Shareholders of a share class 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 Subfund or a share class by written power of attorney to any other person who does not have to be shareholder and who may be a member of the Company's Board of Directors.

Unless provided otherwise by law or these Articles of Incorporation, resolutions of the general meeting of a Subfund or share class 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 members of the Board of 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, provided, however, that any member of the Board of Directors may be removed with or without cause and/or replaced at any time by resolution adopted by the annual general meeting of Shareholders.

In the event of a vacancy in the Board of Directors because of death, retirement or otherwise, the remaining members of the Board of Directors may meet and may elect, by majority vote, a new member of the Board of Directors in order to temporarily fill such vacancy until the next meeting of Shareholders.

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

It may also choose a secretary, who needs not be a member of the Board of Directors, 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 will appoint another member of the Board of Directors 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 policy pursuant to Article 21 of these articles of association. Any and all powers that are not expressly reserved for the general meeting by law or these articles of association 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 a member of the Board of Directors or Shareholders of the Company. The officers appointed, unless otherwise stipulated in these articles of incorporation, 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.

Furthermore, the Board of Directors may appoint one or more investment managers and/or investment advisors with respect to the implementation of the investment policy of the Company or a single Subfund.

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 cable, telegram, e-mail, facsimile or by any other comparable electronic means of transmission to all members of the Board of 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 cable, telegram, e-mail, facsimile or by any other comparable electronic means of transmission of each member of the Board of Directors and shall be deemed to be waived by any member of the Board of Directors 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 member of the Board of Directors may act at any duly convened meeting of the Board of Directors by appointing in writing or by cable, telegram, e-mail, facsimile or by any other comparable means of transmission by any other member of the Board of Directors as his proxy. Any member of the Board of Directors may attend a meeting of the Board of Directors by using telephone conference, video conference or any other audible or visual means of communication. A member of the Board of Directors attending a meeting of the Board of Directors by using such means of communication is deemed to be present in person at this meeting.

A meeting of the Board of Directors held by telephone conference or video conference or any other audible or visual means of communication, in which a quorum of members of the Board 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 members of the Board of 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 members of the Board of Directors present or represented at such meeting. Members of the Board of Directors who are not present in person or represented by proxy may vote in writing or by cable, telegram, e-mail, facsimile or by any other comparable electronic means of communication.

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 members of the Board of 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 member of the Board of Directors is affixed.

Resolutions taken by any other electronic means of communication e.g. e-mail, cables or telegrams 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 electronic means of communication. These approvals of the members of the Board of Directors shall remain attached to and form an integral part of the circular resolution endorsing the decisions formerly taken by electronic means of communication.

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

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

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 members of the Board of Directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any member of the Board of Directors 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 member of the Board of Directors or officer of the Company may have any personal interest in any transaction of the Company, such member of the Board of Directors 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 member'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 member of the Board of Directors or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any claim, action, suit or proceeding to which he may be made a party by reason of his being or having been a member of the Board of Directors or officer of the Company or, at his request, of any other corporation 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 wilful misconduct.

The words claim, action, suit or proceeding, shall apply to all claims, actions, suits or proceedings (civil, criminal or other including appeals).

Art. 19. Signatory Powers. The Company will be bound by the joint signature of any two members of the Board of Directors, or by such officers or 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 auditor in office may be replaced at any time by the Shareholders with or without case.

Art. 21. Investment Policy. The specific investment objectives, policies and restrictions applicable to each particular Subfund shall be determined by the Board of Directors and disclosed in the prospectus of the Company (the "Prospectus"). In particular, a Subfund qualifying as a feeder fund in the meaning of article 77 (1) of the Law of 17 December 2010 may invest at least 85% of its assets in shares or units of a master fund in the meaning to article 77 (3) of the Law of 17 December 2010. Further, a Subfund may invest up to 100% in transferable securities and money market instruments if these transferable securities and money market instruments involved are issued or guaranteed by a member state of the European Union, one or more of its local authorities, by any other state which is a member of the Organisation for Economic Cooperation and Development ("OECD"), by Brazil or Singapore or by a public international body to which one or more member states of the European Union belong. In such case, the Subfund concerned must hold securities or money market instruments from at least six different issues, and the securities or money market instruments of any single issue shall not exceed 30% of the Subfund's total assets.

Art. 22. Redemption of shares; Mandatory redemption. 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.

A Shareholder 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 applicable net asset value shall be determined. 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 23 hereof. Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

The Shareholder will be paid a redemption price per share based on the net asset value per share of the relevant class as determined in accordance with the provisions of Article 23 hereof. There may be deducted from the net asset value 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 further described in the Prospectus. Payments of the redemption proceeds will be made not later than ten (10) business days after the date on which the request for redemption has been received or after the date on which all the relevant documentation has been received by the Company unless otherwise provided by herein.

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 Prospectus.

If a redemption or conversion of some shares of a class would reduce the holding by any Shareholder below the minimum holding as the Board of Directors shall determine from time to time for the respective class, or, if the minimum subscription amount was waived at the time of subscribing for shares of 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, in the event of very large volumes of 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 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 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. 23. Calculation of Net Asset Value. For the purpose of determining the issue, redemption and conversion price thereof, the net asset value of shares in the Company shall be determined in respect of each class of shares by the Company from time to time, but in no instance less than twice a month, as the Board of Directors may determine (every such day as of which the net asset value is determined being referred to herein as a "Valuation Day"), provided that in any case where any Valuation Day would fall on a day defined as a holiday in the Prospectus, such Valuation Day shall then be the next following banking day following such holiday. If Valuation Days coincide with customary holidays in countries whose stock exchanges or other markets are decisive for valuing the majority of a Subfund's net assets, as an exception, the net asset value of that Subfund's shares shall not be valued on such days.

The Company may at any time and from time to time suspend the determination of the net asset value of shares of any particular Subfund and the issuance and redemption of shares of such Subfund from its Shareholders as well as conversions from and to shares of each Subfund, where a substantial proportion of the assets of the Subfund:

a) cannot be valued because a stock exchange or market is closed on a day other than a usual public holiday, or when trading on such stock exchange or market is restricted or suspended; or

b) is not freely disposable because a political, economic, military, monetary or any other event beyond the control of the Company does not permit the disposal of the Subfund's assets, or such disposal would be detrimental to the interests of Shareholders; or

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

d) is not available for transactions because restrictions on foreign exchange or other types of restrictions make asset transfers impracticable or it can be objectively demonstrated that transactions cannot be effected at normal foreign exchange rates;

The calculation of the net asset value and/or the issue and redemption of Shares of a Subfund may further be suspended:

a) when the prices of a substantial portion of the constituents of the underlying asset or the price of the underlying assets itself of an OTC transaction and/or when the applicable techniques used to create an exposure to such underlying asset cannot promptly or accurately be ascertained; or

b) if the existence of any state of affairs which, in the opinion of the Board of Directors, constitutes an emergency or renders impracticable a disposal of a substantial portion of the assets attributable to a Subfund and/or a disposal of substantial portion of the constituents of the underlying asset of an OTC transaction, requires such measure, or

c) following a suspension of the calculation of the net asset value per share or unit, the issue, redemption and/or conversion of shares or units, respectively, at the level of the master fund in which a Subfund invests in its quality as feeder fund of such master 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 Subfund of shares shall have no effect on the calculation of the net asset value, the issue, redemption and conversion of the shares of any other Subfund if such circumstances justifying the suspension are not applicable to the investments made on behalf of such Subfund.

Unless otherwise stated in the Prospectus, the net asset value of shares of each Subfund in the Company shall be expressed as a per share figure in the reference currency of the relevant Subfund and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to the respective Subfund (and to the individual share classes within such Subfund), 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 Subfund. The net asset value of an alternate currency class shall be calculated through conversion at the rate between the reference currency of the relevant Subfund and the alternate currency of the relevant alternate currency class as further specified in the Prospectus. 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.

In order to protect existing Shareholders and subject to the conditions set out in the Prospectus, the Board of Directors may decide to adjust the net asset value per share class of a Subfund upwards or downwards in the event of a net surplus of subscription or redemption applications on a particular Valuation Day. The adjustment of the net asset value is aiming to cover in particular but not exclusively transaction costs, tax charges and bid/offer spreads incurred by the relevant Subfund due to subscriptions, redemptions and/or conversions in and out of the Subfund. As specified for the relevant Subfunds in the Prospectus, the Net Asset Value may either be adjusted on every Valuation Day on a net deal basis regardless of the size of the net capital flow or only if a predefined threshold of net capital flows is exceeded.

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:

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

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

c) 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)

d) all units or shares of undertakings for collective investments

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

f) 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;

g) the formation expenses of the Company insofar as the same have not been written off, and

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

Unless otherwise set forth in the Prospectus, the value of such assets of each Subfund shall be valued as follows:

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

b) If a security is traded on several stock exchanges, the valuation shall be made by reference to the exchange which is the main market for this security.

c) In the case of securities for which trading on a stock exchange is not significant but which are traded on a secondary market with regulated trading among securities dealers (with the effect that the price reflects market conditions), the valuation may be based on this secondary market.

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

e) 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 Company 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 in good faith.

f) Derivatives shall be treated in accordance with the above. OTC swap transactions will be valued on a consistent basis based on bid, offer or mid prices as determined in good faith pursuant to procedures established by the Board of Directors. When deciding whether to use the bid, offer or mid prices the Board of Directors will take into consideration the anticipated subscription or redemption flows, among other parameters. If, in the opinion of the Board of Directors, such values do not reflect the fair market value of the relevant OTC swap transactions, the value of such OTC swap transactions will be determined in good faith by the Board of Directors or by such other method as it deems in its discretion appropriate.

g) The valuation price of a money market instrument which has a maturity or remaining term to maturity of less than 12 months and does not have any specific sensitivity to market parameters, including credit risk, shall, based on the net acquisition price or on the price at the time when the investment's remaining term to maturity falls below 12 months, be progressively adjusted to the repayment price while keeping the resulting investment return constant. In the event of a significant change in market conditions, the basis for the valuation of different investments shall be brought into line with the new market yields.

h) Units or shares of UCITS or UCI shall be valued on the basis of their most recently calculated net asset value, where necessary by taking due account of the redemption fee. Where no net asset value and only buy and sell prices are available for units or shares of UCITS or other UCI, the units or shares of such UCITS or UCIs may be valued at the mean of such buy and sell prices.

i) The value of total return swaps is calculated on a regular basis using comprehensible, transparent criteria. The Company and its independent auditor shall monitor the comprehensibility and transparency of the valuation methods and their application.

j) The value of credit default swaps is calculated on a regular basis using comprehensible, transparent criteria. The Company and its independent auditor shall monitor the comprehensibility and transparency of the valuation methods and their application.

k) Liquid assets, fiduciary and fixed-term deposits shall be valued at their respective nominal value plus accrued interest.

The amounts resulting from such valuations shall be converted into the reference currency of each Subfund at the rate as further specified in the Prospectus. 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 Subfund's assets. The net asset value 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 prospectus

The net asset value of one or more classes of shares may also be converted into other currencies at those rates as further specified in the Prospectus 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:

a) all loans, bills and accounts payable;

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

c) all accrued or payable expenses (including administrative fees, asset management fees, investment advisory and management fees, any potential performance fees as well as incentive fees, custodian fees and corporate agent's fees);

d) 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;

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

f) 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 investment advisers or investment managers including incentive fees, fees payable to the management company. Custodian 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 prospectuses, 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 brokerage, postage, telephone and telex. 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:

a) 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;

b) 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;

c) 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;

d) 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;

e) 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);

f) 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

g) 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:

a) shares of the Company to be redeemed under Article 22 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;

b) 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;

c) 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 in force at the date and time for determination of the net asset value of shares and

d) 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 23 (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 ("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 Board of 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 Fund 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. 24. Subscription Price. Whenever the Company shall offer shares for subscription, the subscription 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 Prospectus may provide for, subscription price to be rounded up to the smallest whole sub 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 Prospectus. The price so determined shall be payable not later than seven business days after the date on which the application was accepted or within such shorter delay as the Board of Directors may determine from time to time.

The Company may in the interest of the Shareholders accept transferable securities and other assets permitted by the Law of 17 December 2010 as payment for subscription ("contribution in kind"), provided, the offered transferable securities and other assets correspond to the investment policy and restrictions of the respective Subfund. 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. 25. Accounting Year. The first accounting year will start on the date of the incorporation of the Company and will end on 30 th September 2014. Thereafter, the accounting year of the Company shall begin on 1 October and shall terminate on the 30 September of the following year. The accounts of the Company shall be expressed in Swiss francs. 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 Swiss francs and added together for the purpose of the determination of the accounts of the Company.

Art. 26. Dividends. The allocation of the annual results and any other distributions shall be determined by the annual general meeting upon proposal of 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 determines.

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. 27. Custody. The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the Law of 17 December and any applicable CSSF-Circulars and Regulations (the "Custodian"). All securities and cash of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its Shareholders the responsibilities provided by the Law of 17 December 2010.

In the event the Custodian is desiring to retire, the Board of Directors shall use its best endeavours to find a bank willing to assume the tasks and responsibilities of a custodian as provided for in the Law of 17 December and any applicable CSSF-Circulars and Regulations as replacement for the retiring Custodian. The Directors may terminate the appointment of the Custodian, but shall not remove the Custodian unless and until a successor custodian shall have been appointed by the Board of Directors in accordance with this Article.

Art. 28. Dissolution.

I. Dissolution of the Company

In the event of the dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) appointed by the meeting of Shareholders effecting such dissolution with the prior consent of the CSSF and which shall determine the powers and the compensation of such liquidator(s), as required by Luxembourg law.

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

II. Dissolution of a Subfund.

The dissolution of a Subfund by a compulsory redemption of shares related to such Subfund 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. In such an event, having regard to the interests of Shareholders, the Company may elect to distribute either cash and/or the other assets to Shareholders.

The dissolution of a Subfund may also be made upon a resolution passed by the simple majority of the votes cast by Shareholders present or represented in a general meeting of Shareholders of the relevant Subfund. Such decision does not require a quorum. Only the approval of the Shareholders of the Subfunds concerned will be required. In that event, the Company may upon a one month prior notice to the Shareholders of such Subfund 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.

Any redemption proceeds that cannot be distributed to the Shareholders within a period of nine months after the decision to liquidate the Company or a Subfund shall be deposited with the "Caisse des Consignations" 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.

III. Merger of a Subfund

In accordance with the definitions and conditions set out in the Law of 17 December 2010, any Subfund may, either as a merging Subfund or as a receiving Subfund, be subject to mergers with another Subfund of the Company or another UCITS, on a domestic or cross-border basis. The Company itself may also, either as a merging UCITS or as a receiving UCITS be subject to cross-border and domestic mergers.

Furthermore, a Subfund may as a receiving Subfund be subject to mergers with another UCI or Subfund thereof, on a domestic or crossborder basis.

In all cases, the Board of Directors of the Company will be competent to decide on the merger. Insofar as a merger requires the approval of the Shareholders pursuant to the provisions of the Law of 17 December 2010, the meeting of Shareholders deciding by simple majority of the votes cast by Shareholders present or represented at the meeting is competent to approve the effective date of such a merger. No quorum requirement will be applicable. Only the approval of the Shareholders of the Subfunds concerned by the merger will be required.

Mergers shall be announced at least thirty days in advance in order to enable Shareholders to request the redemption or conversion of their shares.

Art. 29. Amendments to Articles. These articles of incorporation 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 Shareholders 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. 30. Miscellaneous. All matters not governed by these articles of incorporation shall be determined in accordance with the Law of 17 December 2010 and the Luxembourg law of 10 August 1915 on Commercial Companies, as amended.

Transitional Dispositions

1) The first accounting year shall begin on the date of the incorporation of the Company and shall terminate on 30 September 2014.

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

Subscription of the initial capital

The initial capital shall be subscribed as follows:

Credit Suisse Holding Europe (Luxembourg) S.A., mentioned before, shall subscribe for five hundred (500) shares in the amount of fifty thousand Swiss francs (CHF 50,000).

Thus, the initial capital shall in total amount to fifty thousand Swiss Francs (CHF 50,000.-). The payment of the total amount of the initial capital has been duly proven to the undersigned notary.

Declaration

The acting notary declares and expressly certifies that the conditions provided for in the articles 26, 26-3 and 26-5 of the Act of August 10, 1915 on Commercial Companies, as amended, are fulfilled.

Costs and expenses

The organizational costs and expenses to be borne by the Company are assessed at EUR 3,000.-.

First Extraordinary General Meeting of Shareholders

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/2014/4549. 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: 2014021195/716.

(140024333) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 février 2014.

Financière SH S.à r.l., Société à responsabilité limitée.

Capital social: EUR 19.200,00.

Siège social: L-8070 Bertrange, 10B, rue des Mérovingiens.

R.C.S. Luxembourg B 183.157.

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STATUTS

L'an deux mille treize,

le vingt décembre.

Par-devant Nous Maître Jean-Joseph WAGNER, notaire de résidence à SANEM, Grand-Duché de Luxembourg,

a comparu:

Monsieur Benoît CUISINIER, administrateur de société, né à Charleroi (Belgique), le 03 mars 1981, demeurant ruelle de Thuin, 14a, B-6540 Lobbes (Belgique),

représenté aux fins des présentes par:

Madame Mélanie PERARD, employée privée, avec adresse professionnelle au 10B, rue des Mérovingiens, L-8070 Bertrange, Grand-Duché de Luxembourg,

aux termes d'une procuration sous seing privé lui donnée à Lobbes (Belgique), le 19 décembre 2013.

La prédite procuration, après avoir été signée «ne varietur» par la mandataire de la personne comparante et le notaire soussigné, restera annexée au présent acte à des fins d'enregistrement.

Ladite personne comparante, représentée comme il est dit ci-avant, a requis le notaire instrumentant d'acter qu'elle est le seul et unique associé (l'«Associé»), de «Sports Management & Consulting», en abrégé: «SM & C», (la «Société»), une société privée à responsabilité limitée de droit belge, constituée suivant acte notarié reçu par Maître Luc BARBIER, notaire de résidence à Braine-l'Alleud (Belgique), en date du 09 juin 2000, publié à l'Annexe du Moniteur Belge du 04 juillet 2000, sous le numéro 20000704 – 475.

La Société est immatriculée auprès du Tribunal de Commerce à Charleroi (Belgique), sous le numéro d'entreprise 0472.180.855.

L'Associé, représenté comme ci-dessus indiqué, reconnaissant avoir été dûment et pleinement informé des décisions à intervenir sur base de l'ordre du jour suivant:

Ordre du jour:

1) Entérinement des décisions de l'Associé de la Société, actées par devant Maître Jérôme OTTE, notaire associé de résidence à Ixelles (Belgique), en date du 12 décembre 2013, qui a décidé entre autre, de transférer le siège social statutaire et le siège de direction effectif au Grand-Duché de Luxembourg et d'adopter la nationalité luxembourgeoise;

2) Constatation et transfert du siège social statutaire et le siège de direction effective de la Société à Bertrange et plus précisément au 10B, rue des Mérovingiens, L-8070 Bertrange et adoption par la Société de la nationalité luxembourgeoise;

3) Adoption de la forme juridique d'une société à responsabilité limité (SARL) soumise désormais au droit luxembourgeois et changement de sa dénomination sociale en «FINANCIERE SH S.à r.l.»;

4) Confirmation du montant du capital social souscrit de la Société à DIX-NEUF MILLE DEUX CENTS EUROS (19'200.- EUR) divisé en sept cent cinquante (750) parts sociales sans mention de valeur nominale et confirmation que toutes ces sept cent cinquante (750) parts sociales seront détenues par l'Associé, en sa qualité de seul et unique associé de la Société «FINANCIERE SH S.à r.l.»;

5) Acceptation du rapport de l'Associé sur l'évaluation des apports de la société «Sports Management & Consulting», en abrégé «SM & C» de droit belge faits à la société à responsabilité limitée de droit luxembourgeois suite à son transfert de siège et adoption de sa forme juridique en celle d'une société à responsabilité limitée;

6) Modification de l'objet social comme suit:

«La société a pour objet la prise de participations sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations.

La société a encore pour objet la gestion et la mise en valeur de son propre patrimoine immobilier.

La société peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs mobilières de toutes espèces et les réaliser par voie de vente, de cession, d'échange ou autrement.

La société peut également acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter.

La société peut emprunter et accorder à d'autres sociétés, tous concours, prêts, avances ou garanties sans toutefois entrer dans le cadre des activités de crédit visées par la loi du 5 avril 1993 relative au secteur financier ni celles de la loi du 8 avril 2011 relative au crédit à la consommation.

La société aura tous pouvoirs nécessaires à l'accomplissement ou au développement de son objet, dans le cadre de toutes activités permises à une Société de Participations Financières.»;

7) Démission de l'Associé, Monsieur Benoît CUISINIER, de son mandat de gérant unique de la Société de droit belge avec effet à la date de ces résolutions à prendre par l'Associé; Décharge à lui accorder pour l'exécution de son mandat jusqu'à la même date;

8) Nomination de deux gérants, fixation de leurs pouvoirs et du terme de leur mandat;

9) D'adapter les statuts de la Société à la législation luxembourgeoise et plus particulièrement à ceux d'une société à responsabilité limitée;

a requis le notaire soussigné d'acter les résolutions suivantes:

Première résolution

L'Associé DECIDE d'entériner les décisions de l'Associé de la Société, actées par devant Maître Jérôme OTTE, notaire associé de résidence à Ixelles (Belgique), en date du 12 décembre 2013, en voie de formalisation, qui a décidé entre autre, de transférer le siège social statutaire et le siège de direction effectif de la société «Sports Management & Consulting», en abrégé: «SM & C», à Bertrange, Grand-Duché de Luxembourg et d'adopter ainsi la nationalité luxembourgeoise.

Deuxième résolution

L'Associé constate et confirme le transfert dudit siège social de la Société à Bertrange, Grand-Duché de Luxembourg est plus précisément au 10B, rue des Mérovingiens, L-8070 Bertrange, sans dissolution de la Société et adoption par la Société de la nationalité luxembourgeoise.

Troisième résolution

L'Associé DECIDE d'adopter la forme juridique d'une société à responsabilité limité (SARL) régie par les Lois du Grand-Duché de Luxembourg et de modifier concomitamment la dénomination sociale de la Société en «FINANCIERE SH S.à r.l.».

Quatrième résolution

L'Associé DECIDE de confirmer le montant du capital social souscrit de la Société fixé à DIX-NEUF MILLE DEUX CENTS EUROS (19'200.-EUR) divisé en sept cent cinquante (750) parts sociales sans désignation de valeur nominale.

A cet effet et afin de confirmer la juste et équitable évaluation des apports (éléments actifs et passifs) faits par la «Sports Management & Consulting», en abrégé: «SM & C», de droit belge à la Société à Responsabilité Limitée soumise au droit luxembourgeois, suite audit transfert de son siège social et adoption de sa forme juridique d'une société à responsabilité limitée (SARL), l'Associé, par son représentant susnommé, a présenté au notaire un rapport d'évaluation établi par lui et daté du 19 décembre 2013.

Ledit rapport, après avoir été signé «ne varietur» par la mandataire de l'Associé et par le notaire soussigné, restera annexé au présent acte pour être enregistré en même temps avec lui.

Répartition des parts sociales

Les sept cent cinquante (750) parts sociales et représentatives de l'intégralité du capital social de la société nouvellement dénommée «FINANCIERE SH S.à r.l.» sont toutes détenues par Monsieur Benoît CUISINIER, administrateur de société, né à Charleroi (Belgique), le 03 mars 1981, demeurant ruelle de Thuin, 14a, B-6540 Lobbes (Belgique),

en sa qualité de seul et unique associé.

Toutes les parts sociales sont entièrement libérées.

Cinquième résolution

L'Associé DECIDE de modifier l'objet social existant de la Société et de lui donner à cet effet la teneur suivante:

«La société a pour objet la prise de participations sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations.

La société a encore pour objet la gestion et la mise en valeur de son propre patrimoine immobilier.

La société peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs mobilières de toutes espèces et les réaliser par voie de vente, de cession, d'échange ou autrement.

La société peut également acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter.

La société peut emprunter et accorder à d'autres sociétés, tous concours, prêts, avances ou garanties sans toutefois entrer dans le cadre des activités de crédit visées par la loi du 5 avril 1993 relative au secteur financier ni celles de la loi du 8 avril 2011 relative au crédit à la consommation.

La société aura tous pouvoirs nécessaires à l'accomplissement ou au développement de son objet, dans le cadre de toutes activités permises à une Société de Participations Financières.»

Sixième résolution

L'Associé DECIDE d'accepter, avec effet à la date du présent acte, la démission de Monsieur Benoît CUISINIER de la société «Sports Management & Consulting», en abrégé: «SM & C», de droit belge et DECIDE de lui accorder décharge pleine et entière pour l'exercice de ses fonctions de gérant unique jusqu'à ce jour.

Septième résolution

L'Associé DECIDE de fixer le nombre de gérants à deux (2) et DECIDE de nommer aux fonctions de gérants, pour une durée illimitée, les personnes suivantes:

a) Monsieur Benoît CUISINIER, administrateur de société, né à Charleroi (Belgique), le 03 mars 1981, demeurant ruelle de Thuin, 14a, B-6540 Lobbes (Belgique), et

b) Monsieur Gabriel JEAN, juriste, né à Arlon (Belgique), le 05 avril 1967, avec adresse professionnelle au 10B, rue des Mérovingiens, L-8070 Bertrange, Grand-Duché de Luxembourg.

Huitième résolution

L'Associé DECIDE d'adopter les nouveaux statuts d'une société à responsabilité limitée (S.à r.l.) soumis désormais à la loi luxembourgeoise.

Les nouveaux statuts sont conçus comme suit:

«FINANCIERE SH S.à r.l.»,

société à responsabilité limitée

L-8070 Bertrange, 10B, rue des Mérovingiens

«Titre I er .- Objet - Raison sociale - Durée - Siège

Art. 1 er . Il est formé par les présentes une société à responsabilité limitée luxembourgeoise qui sera régie par les lois y relatives, ainsi que par les présents statuts.

Art. 2. La société a pour objet la prise de participations sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations.

La société a encore pour objet la gestion et la mise en valeur de son propre patrimoine immobilier.

La société peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs mobilières de toutes espèces et les réaliser par voie de vente, de cession, d'échange ou autrement.

La société peut également acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter.

La société peut emprunter et accorder à d'autres sociétés, tous concours, prêts, avances ou garanties sans toutefois entrer dans le cadre des activités de crédit visées par la loi du 5 avril 1993 relative au secteur financier ni celles de la loi du 8 avril 2011 relative au crédit à la consommation.

La société aura tous pouvoirs nécessaires à l'accomplissement ou au développement de son objet, dans le cadre de toutes activités permises à une Société de Participations Financières.

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

Art. 4. La société prend la dénomination de «FINANCIERE SH S.à r.l.», société à responsabilité limitée.

Art. 5. Le siège social est établi à Bertrange, Grand-Duché de Luxembourg.

Il pourra être transféré en toute autre localité du Grand-Duché de Luxembourg, en vertu d'une décision de l'assemblée générale des associés.

La société peut ouvrir des agences ou succursales dans toute autre localité du Grand-Duché de Luxembourg.

Titre II.- Capital social - Parts sociales

Art. 6. Le capital social est fixé à la somme de DIX-NEUF MILLE DEUX CENTS EUROS (19'200.- EUR) divisé en sept cent cinquante (750) parts sociales sans désignation de valeur nominale, toutes intégralement libérées.

Art. 7. Le capital social pourra à tout moment être modifié moyennant l'accord des associés statuant à la majorité requise pour les modifications statutaires.

Art. 8. Chaque part sociale donne droit à une fraction proportionnelle au nombre de parts existantes de l'actif social ainsi que des bénéfices.

Art. 9. Les parts sociales sont librement cessibles entre associés.

Elles ne peuvent être cédées entre vifs à des non-associés, que moyennant l'accord unanime de tous les associés. Les parts sociales ne peuvent être transmises pour cause de mort à des non-associés que moyennant le même agrément.

Dans ce dernier cas cependant, le consentement n'est pas requis lorsque les parts sociales sont transmises à des ascendants ou à des descendants.

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

Art. 10. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne mettent pas fin à la société.

Art. 11. Les créanciers, personnels, ayants-droit ou héritiers ne pourront pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la société, ni s'immiscer en aucune manière dans les actes de son administration; pour faire valoir leurs droits, ils devront se tenir aux valeurs constatées dans les derniers bilans et inventaires de la société.

Titre III.- Administration et Gérance

Art. 12. La société est gérée et administrée par un ou plusieurs gérants, associés ou non, nommés et révocables à tout moment par l'assemblée générale qui fixe leurs pouvoirs et leurs rémunérations.

A défaut de disposition contraire, le ou les gérants ont vis-à-vis des tiers les pouvoirs les plus étendus pour agir au nom de la société dans toutes les circonstances et pour accomplir tous les actes nécessaires ou utiles à l'accomplissement de son objet social.

Vis-à-vis des tiers, la société sera engagée par la seule signature du gérant unique ou en cas de pluralité de gérants par la signature individuelle de chaque gérant ou par la signature conjointe ou la signature individuelle de toute personne à qui un tel pouvoir de signature a été délégué par la gérance, mais seulement dans les limites de ce pouvoir.

Art. 13. Le décès d'un gérant ou sa démission, pour quelque motif que ce soit, n'entraîne pas la dissolution de la société.

Art. 14. Chaque associé peut participer aux décisions collectives quelque soit le nombre des parts qui lui appartiennent; chaque associé à un nombre de voix égal au nombre de parts sociales qu'il possède. Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 15. Les décisions collectives ne sont valablement prises pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social.

Les modifications des statuts doivent être décidées à la majorité des associés représentant les trois quarts (3/4) du capital social. Néanmoins le changement de nationalité de la société requiert l'unanimité des voix des associés.

Art. 16. Le ou les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 17. L'année sociale commence le premier janvier et finit le trente et un décembre de la même année.

Art. 18. Chaque année, au 31 décembre, les comptes sont arrêtés et le ou les gérants dressent un inventaire comprenant l'indication des valeurs actives et passives de la société.

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

Art. 19. Les produits de la société, constatés dans l'inventaire annuel, déduction faite des frais généraux, amortissements et charges, constituent le bénéfice net de la société. Sur ce bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent (10%) du capital social.

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

Titre IV.- Dissolution - Liquidation

Art. 20. Lors de la dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés, qui en fixeront leurs pouvoirs et leurs émoluments.

Titre V.- Dispositions générales

Art. 21. Pour tout ce qui n'est pas réglé par les présents statuts, les associés s'en réfèrent aux dispositions légales en vigueur.»

Disposition transitoire

Le premier exercice social commence à la date de cette assemblée générale et se termine le 31 décembre 2014.

Frais

Les frais, dépenses, rémunérations et charges quelconques qui incombent à la société des suites du présent acte sont estimés à mille deux cents euros.

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 Nous, le notaire soussigné, notaire le présent acte.

Signé: M. PERARD, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 23 décembre 2013. Relation: EAC/2013/17211. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2014003607/213.

(140003463) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 janvier 2014.

Ajuno Ltd, Société Anonyme.

Siège social: L-1417 Luxembourg, 20, rue Dicks.

R.C.S. Luxembourg B 183.148.

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STATUTS

L'an deux mille treize, le cinq décembre.

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette.

Ont comparu:

1. SAHU S.A., société anonyme de droit luxembourgeois, ayant son siège social à L-1417 Luxembourg, 20, rue Dicks, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 74.642,

ici représentée par Monsieur Michel BOURKEL et par Monsieur Fulvio TETTAMANTI, agissant en leur qualité d'Administrateurs en fonction de la prédite société, ayant les pouvoirs d'engager la société par leurs signatures conjointes, tel qu'il résulte de l'article 8 des statuts de la société.

2. LASCAUX S.A. société anonyme de droit luxembourgeois, ayant son siège social à L-1417 Luxembourg, 20, rue Dicks, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 55.555,

ici représentée par Monsieur Michel BOURKEL et par Monsieur Fulvio TETTAMANTI, agissant en leur qualité d'Administrateurs en fonction de la prédite société, ayant les pouvoirs d'engager la société par leurs signatures conjointes, tel qu'il résulte de l'article 7 des statuts de la société.

Lesquels comparants, ès-qualités qu'ils agissent, ont arrêté, ainsi qu'il suit, les statuts d'une société anonyme qu'ils vont constituer entre eux:

Art. 1 er . Il est formé une société anonyme sous la dénomination de AJUNO LTD.

Le siège social est établi à Luxembourg.

Lorsque des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger se produiront ou seront imminents, le siège social pourra être déclaré transférer 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.

La durée de la société est illimitée.

Art. 2. La société a pour objet la prise de participations, sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations. Elle peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs mobilières de toutes espèces et les réaliser par voie de vente, cession, échange ou autrement.

La société peut également acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter.

La société peut emprunter et accorder aux sociétés dans lesquelles elle possède un intérêt direct ou indirect tous concours, prêts, avances ou garanties.

La société pourra faire en outre toutes autres opérations généralement quelconques qui se rattachent à son objet et à son accomplissement, et notamment toute opération mobilière et financière.

Art. 3. Le capital social est fixé à TRENTE ET UN MILLE EUROS (31.000,00.- EUR), représenté par TROIS CENT DIX (310.-) actions sans désignation de valeur nominale.

Les actions sont nominatives ou au porteur, au choix de l'actionnaire, à l'exception de celles pour lesquelles la loi prescrit la forme nominative.

Les actions de la société peuvent être créées, au choix du propriétaire, en titre unitaire ou en certificats représentatifs de plusieurs actions.

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

Le capital social de la société pourra être porté de son montant actuel à QUINZE MILLIONS D'EUROS (15.000.000.- EUR), représenté par CENT CINQUANTE MILLE (150.000.-) actions sans valeur nominale

Le conseil d'administration est autorisé et mandaté pour:

- réaliser cette augmentation de capital en une seule fois ou par tranches successives par émission d'actions nouvelles, à libérer par voie de versements en espèces, d'apports en nature, par transformation de créances ou encore, sur approbation de l'assemblée générale annuelle, par voie d'incorporation de bénéfices ou réserves au capital;

- fixer le lieu et la date de l'émission ou des émissions successives. Le prix d'émission, les conditions et modalités de souscription et de libération des actions nouvelles;

- supprimer ou limiter le droit de souscription préférentiel des actionnaires quant à l'émission ci-dessus mentionnée d'actions supplémentaires contre des apports en espèces ou en nature.

Cette autorisation est valable pour une période de cinq ans à partir de la date de publication du présent acte et peut être renouvelée par une assemblée générale des actionnaires quant aux actions du capital autorisé qui, d'ici là, n'auront pas été émises par le conseil d'administration.

A la suite de chaque augmentation de capital réalisée et dûment constatée dans les formes légales, le premier alinéa de cet article se trouvera modifié de manière à correspondre à l'augmentation intervenue; cette modification sera constatée dans la forme authentique par le conseil d'administration ou par toute personne qu'il aura mandatée à ces fins.

Art. 4. 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 nommé par l'assemblée générale, les administrateurs restants ainsi nommés ont le droit d'y pourvoir provisoirement. Dans ce cas, l'assemblée générale, lors de la première réunion, procède à l'élection définitive.

Art. 5. Le conseil d'administration est investi des pouvoirs les plus étendus pour faire touts actes d'administration et de disposition qui rentrent dans l'objet social. Il a dans sa compétence tous les actes qui ne sont pas réservés expressément par la loi et les statuts à l'assemblée générale. Il est autorisé à verser des acomptes sur dividendes, aux conditions prévues par la loi.

Le conseil d'administration peut désigner son président, en cas d'absence du président, la présidence de la réunion peut être conférée à un administrateur présent.

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, télécopieur, télégramme ou internet étant admis. En cas d'urgence, les administrateurs peuvent émettre leur vote par écrit, télégramme, fax ou internet.

Pour ce qui concerne le calcul du quorum et de la majorité sont réputés présents à la réunion les membres qui participent à la réunion par visioconférence ou par toute autre moyen de télécommunication permettant leur identification. Ces moyens doivent satisfaire à des caractéristiques techniques garantissant une participation effective à la réunion du conseil d'administration dont les délibérations sont retransmises de façon continue.

La réunion tenue par de tels moyens de communication à distance est réputée se dérouler au siège de la société.

Les décisions du conseil d'administration sont prises à la majorité des voix; en cas de partage, la voix de celui qui préside la réunion est prépondérante.

Le conseil peut déléguer tout ou partie de ses pouvoirs concernant la gestion ainsi que la représentation de la société en ce qui concerne cette gestion à un ou plusieurs administrateurs, directeurs, gérants ou autres agents, actionnaires ou non.

La délégation à un membre du conseil d'administration est subordonnée à l'autorisation préalable de l'assemblée générale.

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 soit par la signature collective de deux administrateurs, soit par la signature individuelle du délégué du conseil.

Art. 6. 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. 7. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

Art. 8. L'assemblée générale annuelle se réunit de plein droit, le 16 mai de chaque année à 10.30 heures à Luxembourg, 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. 9. 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.

Art. 10. 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 autorisé à verser des acomptes sur dividendes en se conformant aux conditions prescrites par la loi.

Art. 11. La loi du 10 août 1915 sur les sociétés commerciales ainsi que 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 terminera le 31 décembre 2013.

2) La première assemblée générale annuelle se tiendra en 2014.

Souscription et Libération

Les statuts de la société ayant été ainsi arrêtés, les comparants préqualifiés déclarent souscrire les actions comme suit:

1. SAHU S.A. préqualifiée, deux cent soixante-dix-neuf (279) actions;

2. LASCAUX S.A. préqualifiée, trente et une (31) actions

Total: trois cent dix (310) actions

Les comparants sub 1 et sub 2 sont désignés fondateurs et souscripteurs.

Toutes les actions ont été entièrement libérées par des versements en espèces de sorte que la somme de trente et un mille EUROS (EUR 31.000.-) se trouve dès-à-présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire instrumentant.

Déclaration

Le notaire rédacteur de l'acte 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.

Estimation des 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 en raison de sa constitution, s'élève approximativement à la somme de Eur 1.400.-.

Assemblée générale extraordinaire

Et à l'instant les comparants préqualifiés, ès-qualités qu'ils agissent, représentant l'intégralité du capital social, se sont constitués en assemblée générale extraordinaire à laquelle ils se reconnaissent dûment convoqués et après avoir constaté que celle-ci était régulièrement constituée, ils ont pris, à l'unanimité, les résolutions suivantes:

Première résolution

Le nombre des administrateurs est fixé à trois et celui du commissaire à un.

Deuxième résolution

Sont appelés aux fonctions d'administrateur:

a. Monsieur Michel BOURKEL, administrateur de sociétés, demeurant professionnellement à L-1417 Luxembourg, 20, rue Dicks

b. Madame Donatella LECCI, employée privée, demeurant professionnellement à L-1417 Luxembourg, 20, rue Dicks

c. Monsieur Bernard KLEIN, administrateur de sociétés, demeurant professionnellement à L-1417 Luxembourg, 20, rue Dicks

Troisième résolution

Est appelé aux fonctions de commissaire:

GESTION & ADMINISTRATION S.A., Company Nr. 29441, Vaea Street, Lev. 2, Nia Mall, WS Apia, Samoa Occidentales.

Quatrième résolution

Le mandat des administrateurs et commissaire prendra fin à l'issue de l'assemblée générale annuelle de l'an 2014.

Cinquième résolution

L'assemblée générale autorise le conseil d'administration à déléguer la gestion journalière des affaires de la société à un ou plusieurs de ses membres.

Sixième résolution

Faisant usage de la faculté offerte par l'article 5 des statuts, l'assemblée nomme en qualité de premier administrateur-délégué de la société Monsieur Michel BOURKEL prénommé, lequel pourra engager la société sous sa seule signature, dans le cadre de la gestion dans son sens le plus large, y compris toutes opérations bancaires.

Septième résolution

Le siège social est fixé à L -1417 Luxembourg, 20, rue Dicks.

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par leurs noms, prénoms usuels états et demeures, ils ont signé avec Nous notaire, la présente minute.

Signé: BOURKEL, TETTAMANTI, MOUTRIER.

Enregistré à Esch/Alzette Actes Civils, le 05/12/2013. Relation: EAC/2013/16005. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): SANTIONI.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 20/12/2013.

Référence de publication: 2014003445/169.

(140003303) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 janvier 2014.

KED Resources Luxembourg 2 S.à r.l., Société à responsabilité limitée.

Capital social: USD 114.286,00.

Siège social: L-1453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 182.636.

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

Before Us, Maître Francis Kesseler, notary residing in Esch/Alzette, Grand-Duchy of Luxembourg.

THERE APPEARED:

KED Resources Luxembourg 1 S.à r.l., a private limited liability company (société à responsabilité limitée) established and existing under the laws of Luxembourg, with registered office at 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duchy of Luxembourg, a share capital of forty thousand United States Dollars (USD 40.000,00) and under process of registration with the Luxembourg Trade and Companies Register,

here represented by Mr. Olivier de La Guéronnière, employee, with professional address at 1B, Heienhaff, L-1736 Senningerberg, Grand-Duchy of Luxembourg, by virtue of one (1) proxy given under private seal on November 25, 2013.

The said proxy, signed ne varietur by the proxy holder of the appearing person and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Such appearing person, represented as stated here above, has requested the undersigned notary to state that:

I. The appearing person is the sole shareholder of the private limited liability company established and existing under the laws of Luxembourg under the name of KED Resources Luxembourg 2 S.à r.l. (the Company), with registered office at 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duchy of Luxembourg, under process of registration with the Luxembourg Trade and Companies Register, established pursuant to a deed of the undersigned notary, dated November 25, 2013, under process of publication with the Mémorial C, Recueil des Sociétés et Associations.

II. The Company's share capital is set at forty thousand United States Dollars (USD 40.000,00) represented by eight hundred thousand (800.000) shares of five cents (USD 0,05) each.

III. The sole shareholder resolves to increase the Company's share capital to the extent of seventy-four thousand two hundred eighty-six United States Dollars (USD 74.286,00) to raise it from its present amount of forty thousand United States Dollars (USD 40.000,00) to one hundred fourteen thousand two hundred eighty-six United States Dollars (USD 114.286,00), by the creation and issuance of one million four hundred eighty-five thousand seven hundred twenty (1.485.720) new shares of five cents (USD 0,05) each (the New Shares), vested with the same rights and obligations as the existing shares.

Subscription - Payment

KED Resources Luxembourg 1 S.à r.l., prenamed, declares to subscribe the New Shares and to fully pay them up at their nominal value of five cents (USD 0,05) each, for an aggregate nominal amount of seventy-four thousand two hundred eighty-six United States Dollars (USD 74.286,00), together with a total share premium in the amount of two hundred ninety-seven million seven hundred forty-one thousand one hundred thirteen United States Dollars (USD 297.741.113,00), by contribution in kind in the total amount of two hundred ninety-seven million eight hundred fifteen thousand three hundred ninety-nine United States Dollars (USD 297.815.399,00) consisting in the contribution of all the shares held by KED Resources Luxembourg 1 S.à r.l., prenamed, in Koch Exploration Canada ULC, an unlimited liability company established and existing under the laws of the Province of Alberta, Canada, having its registered office at Suite 1500, 111-5 th Avenue S.W., Calgary, Alberta, T2P 3Y6, Canada and registered with the Registrar of Corporations of Alberta (Canada) under number 2015773555 (the Shares).

Evidence of the contribution's existence and value

Proof of the existence and value of the contribution in kind has been given by:

- a balance sheet dated November 25, 2013 of KED Resources Luxembourg 1 S.à r.l., prenamed, certified "true and correct" by its management;

- a contribution declaration of KED Resources Luxembourg 1 S.à r.l., prenamed, attesting that it is the unrestricted owner of the Shares.

Effective implementation of the contribution in kind

KED Resources Luxembourg 1 S.à r.l., prenamed, through its proxyholder, declares that:

- it is the sole unrestricted owner of the Shares and possesses the power to dispose of them, the latter being legally and conventionally freely transferable;

- the Shares have subsequently not been transferred and no legal or natural person other than KED Resources Luxembourg 1 S.à r.l., prenamed, is entitled to any rights as to the Shares;

- all further formalities are in course in the jurisdiction of the location of the Shares in order to duly carry out and formalize the transfer.

Report of the Company's managers

The report of the managers of the Company, dated November 25, 2013, annexed to the present deed, attests that the managers of the Company, acknowledging having been informed beforehand of the extent of their responsibility, legally bound as managers of the Company owing the above described contribution in kind, expressly agree with its description, with its valuation and confirm the validity of the subscription and payment.

IV. Pursuant to the above resolutions, the first paragraph of article 6 of the Company's articles of association is amended and shall henceforth read as follows:

« **Art. 6. First paragraph.** The share capital is set at one hundred fourteen thousand two hundred eighty-six United States Dollars (USD 114.286,00) represented by two million two hundred eighty-five thousand seven hundred twenty (2.285.720) shares of five cents (USD 0,05) each."

Expenses

The expenses, costs, remuneration or charges in any form whatsoever which will be borne to the Company as a result of the present shareholders' meeting are estimated at approximately seven thousand Euro (EUR 7.000,00).

Declaration

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

WHEREOF, the present deed was drawn up in Senningerberg, on the date first written above.

The document having been read to the proxyholder of the person appearing, who is known to the notary by his full name, civil status and residence, he signed together with Us, the notary, the present deed.

Suit la traduction en langue française du texte qui précède:

L'an deux mille treize, le vingt-cinq novembre.

Par-devant Nous, Maître Francis Kesseler, notaire de résidence à Esch/Alzette, Grand-Duché de Luxembourg.

A COMPARU:

KED Resources Luxembourg 1 S.à r.l, une société à responsabilité limitée établie et existant selon les lois Luxembourgeoises, ayant son siège social au 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg, au

capital social de quarante mille Dollars Américains (USD 40.000,00) et en cours d'immatriculation auprès du Registre de Commerce et des Sociétés de Luxembourg,

ici représentée par M. Olivier de La Guéronnière, employé, ayant son adresse professionnelle au 1B, Heienhaff, L-1736 Senningerberg, Grand-Duché de Luxembourg, en vertu d'une (1) procuration donnée sous seing privé le 25 novembre 2013.

Laquelle procuration, après avoir été signée ne varietur par le mandataire du comparant et le notaire instrumentaire, demeurera annexée aux présentes pour être enregistrée avec elles.

Le comparant, représenté par son mandataire, a requis le notaire instrumentaire d'acter que:

I. Le comparant est l'associé unique de la société à responsabilité limitée établie au Grand-Duché de Luxembourg sous la dénomination KED Resources Luxembourg 2 S.à r.l. (la Société), ayant son siège social au 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg, en cours d'immatriculation auprès du Registre de Commerce et des Sociétés de Luxembourg, constituée suivant acte reçu par le notaire soussigné, en date du 25 novembre 2013 et en cours de publication auprès du Mémorial C, Recueil des Sociétés et Associations.

II. Le capital social de la Société est fixé à quarante mille Dollars Américains (USD 40.000,00), représenté par huit cent mille (800.000) parts sociales d'une valeur nominale de cinq cents (USD 0,05) chacune.

III. L'associé unique décide d'augmenter le capital social de la Société à concurrence de soixante-quatorze mille deux cent quatre-vingt-six Dollars Américains (USD 74.286,00) pour le porter de son montant actuel de quarante mille Dollars Américains (USD 40.000,00) à cent quatorze mille deux cent quatre-vingt-six Dollars Américains (USD 114.286,00), par la création et l'émission d'un million quatre cent quatre-vingt-cinq mille sept cent vingt (1.485.720) nouvelles parts sociales d'une valeur nominale de cinq cents (USD 0,05) chacune (les Nouvelles Parts Sociales), investies des mêmes droits et obligations que les parts sociales existantes.

Souscription - Libération

KED Resources Luxembourg 1 S.à r.l., prénommée, déclare souscrire les Nouvelles Parts Sociales et les libérer intégralement à leur valeur nominale de cinq cents (USD 0,05) chacune, pour un montant total de soixante-quatorze mille deux cent quatre-vingt-six Dollars Américains (USD 74.286,00), ensemble avec une prime d'émission de deux cent quatre-vingt-dix-sept millions sept cent quarante et un mille cent treize Dollars Américains (USD 297.741.113,00) par apport en nature d'un montant total de deux cent quatre-vingt-dix-sept millions huit cent quinze mille trois cent quatre-vingt-dix-neuf Dollars Américains (USD 297.815.399,00), consistant en l'apport de l'ensemble des actions détenues par KED Resources Luxembourg 1 S.à r.l., prénommée, dans Koch Exploration Canada ULC, une unlimited liability company établie et existante selon les lois de la Province d'Alberta, Canada, ayant son siège social au Suite 1500, 111 -5 th Avenue S.W., Calgary, Alberta, T2P 3Y6, Canada et enregistrée auprès du Registre des Sociétés de la Province d'Alberta (Canada) sous le numéro 2015773555 (les Actions).

Preuve de l'existence et de la valeur de l'apport

Preuve de l'existence et de la valeur de cet apport en nature a été donnée par:

- un bilan au 25 novembre 2013 de KED Resources Luxembourg 1 S.à r.l., prénommée, certifié «sincère et véritable» par sa gérance;

- une déclaration d'apport de KED Resources Luxembourg 1 S.à r.l., prénommée, certifiant qu'elle est propriétaire sans restriction des Actions.

Réalisation effective de l'apport

KED Resources Luxembourg 1 S.à r.l., prénommée, par son mandataire, déclare que:

- elle est seul propriétaire sans restriction des Actions et possède les pouvoirs d'en disposer, ces dernières étant légalement et conventionnellement librement transmissibles;

- les Actions n'ont pas fait l'objet d'une quelconque cession et aucune personne morale ou physique autre que KED Resources Luxembourg 1 S.à r.l., prénommée, ne détient de droit sur les Actions;

- toutes autres formalités sont en cours de réalisation dans la juridiction de situation des Actions aux fins d'effectuer leur transfert.

Rapport des gérants de la Société

Le rapport des gérants de la Société en date du 25 novembre 2013, annexé aux présentes, atteste que les gérants de la Société, reconnaissant avoir pris connaissance de l'étendue de leur responsabilité, légalement engagés en leur qualité de gérant de la Société à raison de l'apport en nature décrit plus haut, marquent expressément leur accord sur la description de l'apport en nature, sur son évaluation et confirment la validité des souscriptions et libérations.

IV. Suite aux résolutions prises ci-dessus, le premier alinéa de l'article 6 des statuts de la Société est modifié pour avoir désormais la teneur suivante:

« **Art. 6. Premier paragraphe.** Le capital social est fixé à cent quatorze mille deux cent quatre-vingt-six Dollars Américains (USD 114.286,00), représenté par deux millions deux cent quatre-vingt-cinq mille sept cent vingt (2.285.720) parts sociales d'une valeur nominale de cinq cents (USD 0,05) chacune.»

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la Société et mis à sa charge à raison des présentes, sont évalués sans nul préjudice à la somme d'environ sept mille Euro (EUR 7.000,00).

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête du mandataire de la personne comparante, le présent acte est rédigé en anglais suivi d'une version française. A la requête de la même personne et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

DONT PROCES-VERBAL, passé à Senningerberg, les jour, mois et an qu'en tête des présentes.

Lecture faite et interprétation donnée au mandataire de la personne comparante, connu du notaire par son nom et prénom, état et demeure, il a signé avec Nous notaire, le présent acte.

Signé: de La Guéronnière, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 29 novembre 2013. Relation: EAC/2013/15623. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2014003700/155.

(140003384) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 janvier 2014.

Eptec S.A., Société Anonyme.

Siège social: L-2450 Luxembourg, 17, boulevard Roosevelt.

R.C.S. Luxembourg B 142.672.

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L'an deux mille treize,

Le douze décembre,

Pardevant Maître Emile SCHLESSER, notaire de résidence à Luxembourg, 35, rue Notre-Dame,

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme «EPTEC S.A.», avec siège social à L-5887 Alzingen, 427, route de Thionville, constituée suivant acte reçu par le notaire instrumentant en date du 9 octobre 2008, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 2760 du 13 novembre 2008, modifié suivant acte reçu par le notaire instrumentant en date du 12 octobre 2009, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 2152 du 4 novembre 2009, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg sous la section B et le numéro 142.672.

L'assemblée est présidée par Monsieur Lionel CAPIAUX, comptable, demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt,

qui désigne comme secrétaire Madame Jacqueline BERNARDI, employée privée, demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt.

L'assemblée choisit comme scrutateur Monsieur Faride BENTEBBAL, employé privé, demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt.

Le bureau ayant été constitué, le Président expose et l'assemblée constate:

I. - Que les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence, signée "ne varietur" par les membres du bureau et le notaire instrumentaire. Ladite liste de présence ainsi que les procurations resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

II. - Que l'intégralité du capital social étant présente ou représentée à la présente assemblée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

III. - Que la présente assemblée est régulièrement constituée et peut valablement délibérer sur l'ordre du jour conçu comme suit:

Ordre du jour:

1) Transfert du siège social de L-5887 Alzingen, 427, route de Thionville, à L-2450 Luxembourg, 17, boulevard Roosevelt.

2) Modification subséquente de l'article 1 ^{er} alinéa 2 dans sa version en langue française et anglaise.

3) Divers.

Ces faits exposés et reconnus exacts par l'assemblée, cette dernière, après délibération, prend à l'unanimité les résolutions suivantes:

Première résolution:

L'assemblée générale décide de transférer le siège social de L-5887 Alzingen, 427, route de Thionville, à L-2450 Luxembourg, 17, boulevard Roosevelt.

Deuxième résolution:

En conséquence de ce qui précède, l'assemblée générale décide de modifier l'article 1 er alinéa 2 des statuts, tant dans sa version en langue française que dans sa version en langue anglaise.

Troisième résolution:

A compter de ce jour l'article 1 er alinéa 2 sera lu comme suit:

- Version en langue française:

«Le siège social est établi ans la commune de Luxembourg».

- Version en langue anglaise:

«The registered office is established in the municipality of Luxembourg».

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

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

Et après lecture faite aux comparants, tous connus du notaire par noms, prénoms usuels, états et demeures, les membres du bureau ont signé avec le notaire la présente minute.

Signé: L. CAPIAUX, J. BERNARDI, F. BENTEBBAL, E. SCHLESSER.

Enregistré à Luxembourg Actes Civils, le 16 décembre 2013. Relation: LAC/2013/57654. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR COPIE CONFORME.

Luxembourg, le 7 janvier 2014.

Référence de publication: 2014006736/62.

(140006966) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 janvier 2014.

Fern Bird Properties S.à r.l., Société à responsabilité limitée.

Siège social: L-2561 Luxembourg, 31, rue de Strasbourg.

R.C.S. Luxembourg B 142.492.

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L'AN DEUX MIL TREIZE, LE TRENTE DECEMBRE.

Par devant Maître Cosita Delvaux, notaire de résidence à Redange-sur-Attert, Grand-Duché de Luxembourg,

A comparu:

Monsieur Diederik R.A. VERSTRAETEN, né le 31 mai 1948 à Terneuzen, Belgique et demeurant à Marbella Hill Club/ Los Hibiscus, 1-29600 Marbella, Espagne

ci-après appelé "le comparant" ou «l'associé»,

représenté par Monsieur G.J.A. DIRKX, directeur de sociétés, demeurant professionnellement au 31, rue de Strasbourg, L-2561 Luxembourg en vertu d'une procuration sous seing privée, donnée le 23 décembre 2013,

laquelle procuration restera après avoir été signée «ne varietur» par le mandataire et le notaire instrumentant, annexée au présent acte avec lequel elle sera soumise aux formalités de l'enregistrement.

Lequel comparant, représenté comme il est dit, en sa qualité d'associé unique de la société à responsabilité limitée FERN BIRD PROPERTIES S.à r.l., R.C.S. Luxembourg B 142492, ayant son siège social au 31, rue de Strasbourg L-2561 Luxembourg, constituée suivant acte reçu par Maître Gérard LECUIT, notaire de résidence à Luxembourg le 17 octobre 2008, publié au Mémorial C, Recueil des Sociétés et Associations, no 2720 du 7 novembre 2008, et dont les statuts n'ont pas été modifiés depuis cette date,

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

Le capital social est fixé à douze mille cinq cent quatre-vingt-seize euros (12.596,- EUR), représenté par neuf mille quatre cents (9.400) parts sociales avec une valeur nominale d'un euro et trente-quatre cents (1,34 EUR) chacune, toutes entièrement libérées.

A la suite de ses constations, l'associé unique déclare prendre les résolutions suivantes:

Première résolution

Conformément à la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, l'associé unique décide de dissoudre la Société et de la mettre en liquidation à compter de ce jour.

Deuxième résolution

Suite à la résolution qui précède, l'associé unique décide de se nommer en qualité de liquidateur.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148 bis de la loi du 10 août 1915 concernant les sociétés commerciales, telle qu'elle a été modifiée.

Il peut accomplir tous les actes prévus à l'article 145 sans devoir recourir à l'autorisation des actionnaires dans les cas où elle est requise.

Il peut dispenser le conservateur des hypothèques de prendre inscription d'office; renoncer à tous droits réels, privilèges, hypothèques, actions résolutoires; donner mainlevée, avec ou sans paiement de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisies, oppositions ou autres empêchements.

Le liquidateur est dispensé de l'inventaire et peut se référer aux comptes de la Société.

Il peut, sous sa responsabilité, pour des opérations spéciales ou déterminées, déléguer à un ou plusieurs mandataires telle partie de ses pouvoirs qu'il détermine et pour la durée qu'il fixera.

Troisième résolution

L'associé unique décide de donner décharge complète au gérant unique de la Société pour l'exécution de son mandat jusqu'à ce jour.

Plus rien ne figurant à l'ordre du jour, la séance est levée.

Frais

Les frais, dépenses, rémunérations et charges, sous quelque forme que ce soit qui incombent à la Société en raison du présent acte sont évalués à environ EUR 800.-.

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

Lecture du présent acte faite au comparant, connu du notaire instrumentant par son nom, prénom usuel, état et demeure, il a signé avec Nous, notaire, le présent acte.

Signé: G.J.A. DIRKX, C. DELVAUX.

Enregistré à Redange/Attert, le 02 janvier 2014. Relation: RED/2014/53. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): T. KIRSCH.

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

Redange-sur-Attert, le 13 janvier 2014. Me Cosita DELVAUX.

Référence de publication: 2014006757/58.

(140007175) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 janvier 2014.

Eastman Chemical Luxembourg Holdings 2 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 169.092.

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Extrait des résolutions prises lors de la réunion de l'associé datée du 20 décembre 2013

- En vertu de l'acte de transfert de parts, daté du 20 Décembre 2013, Eastman Global Holdings, Inc., ayant son siège social au 200 South Wîlcox Drive Kingsport, Tennessee 37660, Etats Unis d'Amérique a transféré 20,542 parts sociales détenues de la manière suivante:

* 20,542 parts sociales d'une valeur de 1 USD chacune, à la société Eastman Chemical Luxembourg Holdings 6 SCS ayant son siège social au 20, rue de la Poste, L-2346 Luxembourg.

Ainsi les parts sociales de préférence de la société Eastman Chemical Luxembourg Holdings 2 S.à r.l. sont réparties de la manière suivante:

* Eastman Chemical Luxembourg Holdings 6 SCS: 20,542 parts sociales.

Luxembourg, le 17 janvier 2014.

Wilko Van Rooijen

Mandataire

Référence de publication: 2014009932/19.

(140011507) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

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