

MEMORIAL

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Luxembourg



MEMORIAL

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RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 563

4 mars 2014

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Fourpoints Funds, Société d'Investissement à Capital Variable.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 70.453.

Les actionnaires de la Société sont priés de bien vouloir assister à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le mardi 25 mars 2014 à 11.00 heures au siège social de la Société, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration
2. Rapport du Réviseur d'Entreprises
3. Examen et approbation des comptes annuels au 31.12.2013
4. Décharge à donner aux Administrateurs
5. Affectation du résultat
6. Nominations statutaires
7. Divers

Aucun quorum n'est requis pour les points à l'ordre du jour de l'Assemblée et les décisions seront prises à la majorité simple des voix exprimées des actionnaires présents ou représentés à l'Assemblée.

Pour pouvoir assister à l'Assemblée, les propriétaires d'actions au porteur sont priés de déposer leurs actions au siège social de la Société cinq jours francs avant la date fixée pour l'Assemblée.

Les actionnaires sont informés que le rapport annuel est disponible sur demande, et sans frais, auprès du siège social de la Société.

Le Conseil d'Administration.

Référence de publication: 2014033509/755/24.

Editions Letzeburger Journal S.A., Société Anonyme.

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

R.C.S. Luxembourg B 5.056.

Les actionnaires sont invités à

L'ASSEMBLEE GENERALE ANNUELLE

qui se tiendra vendredi, le 14 mars 2014, à 11 heures au siège social à Luxembourg, 51, rue de Strasbourg (2^e étage).

Ordre du jour:

1. Rapports du conseil d'administration et du commissaire aux comptes sur l'exercice 2013
2. Approbation du bilan au 31 décembre 2013 et du compte de profits et pertes de l'exercice 2013
3. Affectation des résultats
4. Décharge à donner aux administrateurs et au commissaire aux comptes
5. Nominations statutaires
6. Divers

Pour assister ou être représentés à cette assemblée, les actionnaires sont priés de se conformer à l'article 16 des statuts.

Le Conseil d'Administration.

Référence de publication: 2014020512/19.

CONREN Fortune, Société d'Investissement à Capital Variable.

Siège social: L-2180 Luxembourg, 4, rue Jean Monnet.

R.C.S. Luxembourg B 79.471.

Gemäß Art. 11 ff. der Statuten ergeht hiermit die Einladung zur

ORDENTLICHEN JÄHRLICHEN GENERALVERSAMMLUNG

der Aktionäre zum 19. März 2014 um 16.00 Uhr am Sitz der Gesellschaft mit folgender Tagesordnung:

Tagesordnung:

1. Bericht des Verwaltungsrats und des Wirtschaftsprüfers über das am 31. Dezember 2013 abgelaufene Geschäftsjahr.

2. Genehmigung der Bilanz zum 31. Dezember 2013 samt GuV und Anhang sowie Beschlussfassung über die Gewinnverwendung.
3. Beschlussfassung über die Vergütung der Mitglieder des Verwaltungsrats.
4. Entlastung der Mitglieder des Verwaltungsrats für ihre Tätigkeit im abgelaufenen Geschäftsjahr.
5. Verlängerung des Mandats des Wirtschaftsprüfers.
6. Verschiedenes.

Zur Teilnahme an der ordentlichen Generalversammlung und zur Ausübung des Stimmrechts sind diejenigen Aktionäre berechtigt, die bis spätestens fünf Tage vor der Versammlung die Depotbestätigung eines Kreditinstitutes bei der Gesellschaft einreichen, aus der hervorgeht, daß die Aktien bis zur Beendigung der Generalversammlung gesperrt gehalten werden. Aktionäre können sich auch von einer Person vertreten lassen, die hierzu schriftlich bevollmächtigt ist. Die Vollmachten müssen wenigstens fünf Tage vor der Versammlung am Sitz der Gesellschaft hinterlegt werden. Dies sollte vorab per Fax (+ 352 221522- 500) oder Email (d_FundSetUpOpam@oppenheim.lu), gefolgt durch die Übersendung der Originale erfolgen. Hinsichtlich der Anwesenheit einer Mindestanzahl von Aktionären gelten die gesetzlichen Bestimmungen.

Luxemburg, im März 2014.

Der Verwaltungsrat .

Référence de publication: 2014033511/1999/26.

Abbey Holdings S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 27.285.

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

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

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014021862/17.

BCBL S.A., Société Anonyme.

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

R.C.S. Luxembourg B 122.830.

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

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

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014024354/17.

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

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

R.C.S. Luxembourg B 36.021.

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

L'ASSEMBLEE GENERALE ORDINAIRE

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

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014027529/1023/17.

Groupe Adeo & Cie Valadeo, Société en Commandite par Actions.

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.

R.C.S. Luxembourg B 64.283.

Messieurs les Actionnaires sont priés d'assister à

L'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra le vendredi 21 mars 2014 à 11 heures 30 minutes à L-2529 Howald, 45, rue des Scillas, avec l'ordre du jour suivant:

Ordre du jour:

1. Autorisation pour la Société d'acquérir ses actions suite au non-exercice du droit de préemption par le Commandité, eu égard à la Déclaration de Transfert de 285 968 Actions Ordinaires GROUPE ADEO & CIE VALADEO de la société anonyme BRICOLAGE INVESTISSEMENT France conformément à l'article 9 des statuts de la Société.
2. Décision de la Société de procéder au rachat des 285 968 Actions Ordinaires appartenant à la société anonyme BRICOLAGE INVESTISSEMENT France pour un prix de dix millions cinq cent soixante-neuf mille trois cent soixante-dix-sept euros et vingt-huit cents (EUR 10.569.377,28), en vue de leur annulation et délégation de pouvoirs au Gérant pour procéder à toutes les mesures d'exécution relatives au rachat desdites actions, notamment les éventuelles délégations de pouvoirs en vue de la signature du contrat de vente correspondant.
3. Constat du rachat par la Société des 285 968 Actions Ordinaires appartenant à la société anonyme BRICOLAGE INVESTISSEMENT France par la signature du contrat de vente y afférent;
4. Décision de la Société d'annuler purement et simplement les 285 968 Actions Ordinaires rachetées à la société anonyme BRICOLAGE INVESTISSEMENT France;
5. Réduction du capital social de la Société à concurrence d'un million quatre cent un mille deux cent quarante-trois euros et vingt cents (EUR 1.401.243,20), pour le porter de son montant actuel de trente-trois millions huit cent quarante et un mille huit cent vingt euros et soixante cents (EUR 33.841.820,60) à un montant de trente-deux millions quatre cent quarante mille cinq cent soixante-dix-sept euros et quarante cents (EUR 32.440.577,40), par l'annulation de deux cent quatre-vingt-cinq mille neuf cent soixante-huit (285 968) Actions Ordinaires ayant une valeur nominale de quatre euros et quatre-vingt-dix cents (EUR 4,90) chacune;
6. Pouvoirs à donner au Gérant afin de procéder à toutes les écritures comptables nécessaires à la réduction de capital;
7. Constatation de la réduction du capital social de la Société et modification corrélative du premier alinéa de l'article 7 des statuts de la Société qui aura dorénavant la teneur suivante:
«Art. 7. Capital social. La société a un capital souscrit de trente-deux millions quatre cent quarante mille cinq cent soixante-dix-sept euros et quarante cents (EUR 32.440.577,40) représenté par six millions six cent vingt mille cinq cent vingt-cinq (6'620'525) Actions Ordinaires avec une valeur nominale de quatre euros et quatre-vingt-dix cents (EUR 4,90) et par une (1) Action de Commandité non rachetable avec une valeur nominale de quatre euros et quatre-vingt-dix cents (EUR 4,90).».
8. Constat du transfert du siège social de l'actionnaire commandité unique, la société anonyme de droit français, Groupe ADEO, de F-59260 LEZENNES (France), Rue Chanzy à F-59790 RONCHIN (France), Rue Sadi Carnot, CS 00001 et modification corrélative du deuxième alinéa de l'article 1^{er} des statuts de la Société, qui aura dorénavant la teneur suivante:
«Art. 1^{er}. Forme et dénomination sociale (deuxième alinéa)
- Actionnaire commandité:
La Société est gérée par un actionnaire commandité unique: la société anonyme de droit français, Groupe ADEO, ayant son siège social à F-59790 RONCHIN (France), Rue Sadi Carnot, CS 00001, immatriculée au Registre de Commerce et des Sociétés de Lille sous le numéro 358 200 913 (ci-après le "Commandité" ou le "Gérant").»
Le reste de l'article demeure inchangé.»

9. Transfert du siège social de la Société de L-1511 Luxembourg, 121, avenue de la Faiencerie à L-2529 Howald, 45, rue des Scillas et modification corrélative de la première phrase de l'article 2 des statuts de la Société, qui aura dorénavant la teneur suivante:
«Art. 2. (première phrase) Le siège social de la Société est établi dans la commune de Hesperange.»
Le reste de l'article demeure inchangé.
10. Ajout de deux paragraphes supplémentaires à la fin de l'article 6 des statuts de la Société comme suit:
«Par exception, en cas de liquidation des droits à la retraite d'un Salarié, Actionnaire Commanditaire, ce dernier devra vendre les Actions Ordinaires lui appartenant:
- au plus tard dans le mois suivant la troisième fixation annuelle de la valeur de l'Action de la Société telle que visée au 4^e paragraphe de l'article 10 des présents statuts intervenant le 15 mai ou le jour ouvré précédant cette date;
- et au prix fixé par le dernier paragraphe du même article 10.
A compter de son départ effectif du GROUPE ADEO, l'Actionnaire Commanditaire concerné ne pourra plus souscrire ou acquérir des Actions Ordinaires de la Société.»
11. Renouvellement de l'autorisation du Gérant de réaliser toute augmentation du capital dans le cadre du capital autorisé de EUR 70.021.000.- pour une nouvelle période de cinq (5) ans, avec la faculté de limiter ou de supprimer le droit de souscription préférentiel, conformément au rapport justificatif du Gérant, avec modification corrélative de l'article 7 des statuts de la Société;
12. Modification de la date de l'assemblée générale annuelle de la Société du premier mercredi du mois d'avril à 14.00 heures au dernier mercredi du mois de mai à 14.00 heures et de son lieu, avec modification corrélative du quatrième alinéa de l'article 20 des statuts de la Société, qui aura dorénavant la teneur suivante:
«Art. 20. (quatrième alinéa) L'assemblée générale annuelle se réunit, conformément à la loi luxembourgeoise, au siège social ou à l'endroit indiqué dans l'avis de convocation le dernier mercredi du mois de mai à 14.00 heures. Si ce jour est un jour férié, légal ou bancaire, à Luxembourg, l'assemblée générale se réunit le premier jour ouvrable suivant.»
Le reste de l'article demeure inchangé.
13. Toutes autres modifications statutaires nécessaires ou utiles;
14. Divers.

Une première assemblée a eu lieu le vendredi 14 février 2014 avec le même ordre du jour. A défaut de quorum suffisant, aucune décision n'a pu être prise. La seconde assemblée délibère valablement, quelle que soit la portion du capital représentée.

Le Gérant.

Référence de publication: 2014022485/79.

Digital Funds, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 66.323.

The shareholders of DIGITAL FUNDS are invited to the

ANNUAL GENERAL MEETING

of the company that will take place at its registered office on *12 March 2014* at 11:00 a.m. with the following

Agenda:

1. Report of the Board of Directors and of the Auditor
2. Approval of the annual accounts as of 30 September 2013
3. Decision on the allocation of the results
4. Discharge to be given to the members of the Board of Directors
5. Statutory elections
6. Auditor's mandate
7. Miscellaneous

The latest version of the Annual Report is available free of charge during normal office hours at the registered office of the Company in Luxembourg.

In order to participate in the Annual General Meeting, the shareholders need to deposit their shares at the latest at 16:00 (Luxembourg time) five days prior to the Annual General Meeting with the Custodian Bank, UBS (Luxembourg) S.A., 33A avenue J.F. Kennedy, L-1855 Luxembourg or at any other appointed paying agent. The majority at the annual general meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five days prior to the Annual General Meeting (referred to as "record date"). There will be no requirement as to the quorum in order for the Annual General Meeting to validly deliberate and decide on the matters listed in the agenda; resolutions will be passed by the simple majority of the shares present or represented at the meeting. At the Annual General Meeting,

each share entitles to one vote. The rights of the shareholders to attend the Annual General Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the record date.

If you cannot attend this meeting and if you want to be represented by the chairman of the Annual General Meeting, please return a proxy, dated and signed by fax and/or mail at the latest five days prior to the Annual General Meeting (the "record date") to the attention of the Company Secretary at UBS FUND SERVICES (LUXEMBOURG) S.A. 33 A, avenue J.F. Kennedy, L-1855 Luxembourg, fax number +352 441010 6249. Proxy forms may be obtained by simple request at the same address.

The proxy form will only be valid if it includes the shareholder's and his/her/its legal representative's first name, surname and number of shares held at the record date and official address and signature as well as voting instructions. Incomplete or erroneous proxy forms or proxy forms, which do not comply with the formalities described therein, will not be taken into account.

The Board of Directors.

Référence de publication: 2014026411/755/38.

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

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

R.C.S. Luxembourg B 64.483.

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

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

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014027532/1023/16.

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

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

R.C.S. Luxembourg B 152.733.

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

RECONVENED ANNUAL GENERAL MEETING

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

Agenda:

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

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

From the General Partner.

Référence de publication: 2014027534/755/25.

Kensalys S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.
R.C.S. Luxembourg B 74.503.

Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à
l'ASSEMBLEE GENERALE ORDINAIRE,
qui aura lieu le 12 mars 2014 à 17.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014027533/1023/16.

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

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.
R.C.S. Luxembourg B 57.703.

Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à
l'ASSEMBLEE GENERALE ORDINAIRE,
qui aura lieu le 12 mars 2014 à 11.30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014027537/1023/18.

Eurocash-Fund, Société d'Investissement à Capital Variable.

Siège social: L-2180 Luxembourg, 4, rue Jean Monnet.
R.C.S. Luxembourg B 45.631.

Gemäß Art. 22 ff. der Statuten laden wir die Aktionäre zur

ORDENTLICHEN JÄHRLICHEN GENERALVERSAMMLUNG

ein, die am 12. März 2014 um 16:00 Uhr am Sitz der Gesellschaft stattfinden wird.

Tagesordnung:

1. Bericht des Verwaltungsrats und des Wirtschaftsprüfers über das am 31. Dezember 2013 abgelaufene Geschäftsjahr.
2. Genehmigung der Bilanz zum 31. Dezember 2013 samt GuV und Anhang sowie Beschlussfassung über die Gewinnverwendung.
3. Beschlussfassung über die Vergütung der Mitglieder des Verwaltungsrats.
4. Entlastung der Mitglieder des Verwaltungsrats für ihre Tätigkeit im abgelaufenen Geschäftsjahr.
5. Verlängerung des Mandats des Wirtschaftsprüfers.
6. Verschiedenes.

Zur Teilnahme an der ordentlichen Generalversammlung sowie zur Ausübung des Stimmrechts sind diejenigen Aktionäre berechtigt, die bis spätestens fünf Tage vor der Versammlung die Depotbestätigung eines Kreditinstituts bei der Gesellschaft einreichen, aus der hervorgeht, daß die Aktien bis zur Beendigung der Generalversammlung gesperrt gehalten werden. Aktionäre können sich auch von einer Person vertreten lassen, die hierzu schriftlich bevollmächtigt ist. Die Vollmachten müssen wenigstens fünf Tage vor der Versammlung am Sitz der Gesellschaft hinterlegt werden. Dies sollte

vorab per Fax (+ 352 221522-500) oder Email (d_FundSetUpOpam@oppenheim.lu), gefolgt durch die Übersendung der Originale erfolgen. Hinsichtlich der Anwesenheit einer Mindestanzahl von Aktionären gelten die gesetzlichen Bestimmungen.

Luxemburg, im Februar 2014.

Der Verwaltungsrat.

Référence de publication: 2014027543/1999/26.

**Swedbank Management Company S.A., Société Anonyme,
(anc. Ektornet Latvia S.A.).**

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 149.317.

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

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

There was held

an extraordinary general meeting of shareholders of Ektornet Latvia, having its registered office in Luxembourg, incorporated pursuant to a notary deed of Maître Jean Seckler, notary residing in Junglinster, on 10 November 2009, published in the Mémorial Recueil des Sociétés et Associations C number 2393 of 8 December 2009, registered to the Trade Register of Luxembourg under the number B-149.317.

The meeting is opened at 4.30 pm at Luxembourg, under the chair of Fiona Silva, lawyer, professionally residing in Luxembourg,

who appointed as secretary, Solange Wolter-Schieres, professionally residing in Luxembourg.

The meeting elected as scrutineer Agathe Robles, professionally residing in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the notary to state:

That the Agenda of the meeting is the following:

I. Approval of the following modifications to the articles of incorporation of the Company (the "Articles"):

1. Change of the name of the Company

The name of the Company has been modified to Swedbank Management Company S.A.

2. Amendment of Article 1 of the Articles

Amendment of Article 1 of the Articles, so as to be read as follows:

" **Art. 1. Corporate form - Name.** There is hereby established a public limited company ("société anonyme") under the name of "Swedbank Management Company S.A." (the "Company")."

3. Amendment of Article 3 of the Articles

Amendment of Article 3 of the Articles, so as to be read as follows:

" **Art. 3. Corporate object.** The object of the Company is the collective portfolio management of one or several (i) undertakings for collective investment in transferable securities authorized according to the Directive 2009/65/EC, as amended from time to time ("UCITS"), (ii) alternative investment funds within the meaning of the Directive 2011/61/EU, as amended from time to time ("AIF") and (iii) other collective investment funds not covered by these Directives ("UCI") on behalf of their unitholders or shareholders in accordance with the provisions of chapter 15 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law") and the law of 12 July 2013 relating to alternative investment fund managers, as amended from time to time (the "2013 Law").

The activity of collective portfolio management of investment funds includes the functions listed in Annex II of the 2010 Law and Annex I of the 2013 Law namely:

- Investment management including portfolio management and risk management. In this connection, the Company may, for the account of the investment funds, (i) provide investment advice and make investment decisions, (ii) enter into agreements, (iii) buy, sell, exchange and deliver any sort of transferable securities and/or other acceptable types of assets and (iv) exercise all voting rights pertaining to securities held by the investment funds under management.

- Administration. This function includes all activities listed under "Administration" in Annex II of the 2010 Law and Annex I of the 2013 Law i.e. namely (i) legal and fund management accounting services, (ii) customer inquiries, (iii) valuation and pricing (including tax returns), (iv) regulatory compliance monitoring, (v) maintenance of unitholders and/or shareholders register, (vi) distribution of income, (vii) units and/or shares issues and redemptions, (viii) contract settlements (including certificate dispatch) and (ix) record keeping.

- Marketing of the units/shares of the investment funds in Luxembourg and abroad.

- Activities related to the assets of AIFs, namely services necessary to meet the fiduciary duties of the Company, facilities management, real estate administration activities, advice to undertakings on capital structure, industrial strategy and related matters, advice and services relating to mergers and the purchase of undertakings and other services connected to the management of the AIF and the companies and other assets in which it has invested.

The Company may perform part or all of these activities for Luxembourg and foreign UCITS, UCIs and AIFs (the management of AIFs covers at least portfolio and/or risk management) or for other management companies or alternative investment fund managers as delegate.

The Company may provide services in Luxembourg and abroad. It may also for that purpose establish representative offices and/or branches.

The Company may also administer its own assets and perform all operations and activities considered useful for the accomplishment and development of its purposes, while remaining however within the limits laid down by the Law, by chapter 15 of the 2010 Law and the 2013 Law and by the modified law of 10 August 1915 on commercial companies (the "Law")."

4. Amendment of Article 5 of the Articles

- Amendment of the 4th paragraph of Article 5 of the Articles, so as to be read as follows:

"The shares of the Company will be in registered form."

- Amendment of the 6th paragraph of Article 5 of the Articles, so as to be read as follows:

"Certificates of these inscriptions shall be issued and signed by two directors."

- Removal of the 7th and 8th paragraphs of Article 5 of the Articles.

5. Amendment of Article 6 of the Articles

- The provision about the attendance of a sole director has been deleted from the Articles.

- Removal of the 2nd paragraph of Article 6 of the Articles.

6. Amendment of Article 7 of the Articles

- Addition of a 4th and a 5th paragraph in Article 7 of the Articles, so as to be read as follows:

"Written notice of any meeting of the board shall be given to all Directors at least twenty-four hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of the circumstances shall be set forth in the convening notice.

This notice may be waived by the consent in writing or by email or fax or telegram or telex of each Director."

- Amendment of the 6th paragraph of Article 7 of the Articles, so as to be read as follows:

"The board of directors can deliberate or act validly if at least a majority of the Directors is present or represented at the meeting of the board of directors. Decisions shall be taken by a simple majority of the votes of the Directors present or represented at such meeting. In case of a tie vote, the Chairman has a casting vote."

- Removal of the last sentence in the 7th paragraph of Article 7 of the Articles.

7. Amendment of Article 9 of the Articles

Amendment of Article 9 of the Articles, so as to be read as follows:

" **Art. 9. Binding signature.** In all circumstances, the Company will be bound by the joint signatures of any two Directors or by the sole signature of the managing Director within the limits of the daily management or by the joint or sole signature of any person to whom such signatory power shall have been delegated by the board of directors."

8. Amendment of Article 10 of the Articles

Amendment of the 6th paragraph of Article 10 of the Articles, so as to be read as follows:

"Each ordinary share is entitled to one vote. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by email or by fax or telegram or telex or by sending ballot voting forms by post or fax to be received prior to the relevant meeting of shareholders to the Company's registered office or to the address specified in the convening notice to the relevant meeting of shareholders."

9. Amendment of Article 11 of the Articles

Amendment of the 1st and 2nd paragraph of Article 11 of the Articles, so as to be read as follows:

" **Art. 11. Annual general meeting of shareholders.** The annual general meeting of shareholders shall be held on the last Thursday of April at 02:00 p.m. at the registered office of the Company, or at such other place as may be specified in the notice of meeting.

If such day is a legal holiday in Luxembourg, the annual general meeting shall be held on the next following business day."

10. Amendment of Article 12 of the Articles

Removal of the last paragraph of Article 12 of the Articles.

II. Additional minor changes

Approval of all other minor amendments, including any format and stylistic changes as duly reflected in the draft articles of incorporation submitted previously to the shareholders.

III. Miscellaneous

That the quorum required is at least fifty per cent of the issued share capital of the Company and the resolution on each item of the agenda has to be passed by the affirmative vote of at least two-thirds of the votes casts at the meeting.

That the sole shareholder of the Company (the "Sole Shareholder"), who is represented by virtue of a proxy, and the number of its shares are shown on an attendance list, signed by the chairman, the secretary, the scrutineer and the undersigned notary. The said list, as well as the proxy signed by the Sole Shareholder, will remain annexed to the present minutes to be filed with the registration authorities.

That it appears from such attendance list that the entire share capital of the Company is represented at the Meeting.

That the Sole Shareholder, which is represented by virtue of a proxy, states that it has been informed of the agenda of the meeting and considers that it has been validly convened to the meeting. The Sole Shareholder therefore agrees to deliberate and vote upon all the items of the agenda.

Then the shareholder took the following resolutions:

RESOLUTION to approve the modifications of the Articles as mentioned above.

RESOLUTION to approve all other minor amendments, including any format and stylistic changes as duly reflected in the draft articles of incorporation submitted previously to the shareholders.

A copy of the articles of incorporation after having been signed ne varietur by all the appearing parties and the undersigned notary will remain attached to this deed to be filed with it with the registration authorities.

RESOLUTION to approve that the amendments above will be effective on 4 February 2014.

There being no further business before the meeting, the same was thereupon adjourned.

The undersigned notary, who understands and speaks English, herewith states that on request of the appearing persons, this deed is worded in English followed by a French translation. On request of the same appearing persons and in case of divergences between the English and the French text, the English version shall be prevailing.

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

The document having been read to the persons appearing, the members of the board signed together with the notary the present deed.

Suit la traduction française du texte qui précède

L'an deux mille quatorze, le quatre février.

Par-devant Maître Henri Hellinckx, notaire de résidence à Luxembourg.

S'est réunie

l'Assemblée Générale Extraordinaire des actionnaires de Ektornet Latvia S.A., ayant son siège social à Luxembourg, constituée suivant acte reçu par Maître Jean Seckler, notaire de résidence à Junglinster, en date du 10 novembre 2009, publié au Mémorial Recueil des Sociétés et Associations C numéro 2393 du 8 décembre 2009, et enregistrée auprès du Registre de Commerce et des Sociétés sous le numéro B-149.317.

La réunion est ouverte à 16 heures 30 à Luxembourg sous la présidence de Madame Fiona Silva, avocate, demeurant professionnellement à Luxembourg.

qui désigne comme secrétaire Madame Solange Wolter-Schieres, demeurant professionnellement à Luxembourg.

L'assemblée élit comme scrutateur Madame Agathe Robles, demeurant professionnellement à Luxembourg.

Le bureau de l'assemblée étant ainsi constitué, le président déclare et prie le notaire d'acter que:

L'ordre du jour de la réunion est le suivant:

I. Approbation des modifications des statuts de la Société (les «Statuts»)

1. Changement de nom de la Société

Le nom de la Société est modifié en Swedbank Management Company S.A.

2. Modification de l'article 1 des Statuts

Modification de l'article 1 des Statuts de la Société pour lui donner la teneur suivante:

Forme sociale - Dénomination. Il est formé par les présentes une société anonyme sous la dénomination de "Swedbank Management Company S.A." (la «Société»).

3. Modification de l'article 3 des Statuts

Modification de l'article 3 des Statuts de la Société pour lui donner la teneur suivante:

Objet social. La Société a pour objet la gestion collective de portefeuille d'un ou plusieurs (i) organismes de placement collectif en valeurs mobilières, autorisés conformément à la Directive 2009/65/CE, telle que modifiée de temps à autre («OPCVM»), (ii) fonds d'investissement alternatifs au sens de la Directive 2011/61/UE, telle que modifiée de temps à autre («FIA») et (iii) autres fonds d'investissement qui ne relèvent pas de ces Directives («OPC») pour le compte de leurs porteurs de parts ou de leurs actionnaires, conformément aux dispositions du chapitre 15 de la loi luxembourgeoise du 17 décembre 2010 relative aux organismes de placement collectif, telle que modifiée de temps à autre (la «Loi de 2010») et de la loi du 12 juillet 2013 relative aux gestionnaires de fonds d'investissement alternatifs, telle que modifiée de temps à autre (la «Loi de 2013»).

La gestion collective de portefeuille de fonds d'investissement comprend les fonctions mentionnées à l'annexe II de la Loi de 2010 et à l'annexe I de la Loi de 2013 à savoir:

- la gestion de portefeuille comprenant la gestion de portefeuille et la gestion des risques. A ce titre, la Société pourra, pour le compte des fonds d'investissement, (i) fournir tout conseil en investissement ou prendre toute décision d'investissement, (ii) conclure des contrats, (iii) acheter, vendre, échanger et délivrer tout type de valeurs mobilières et/ou d'autres types d'actifs autorisés et (iv) exercer tout droit de vote relatif aux titres détenus par les fonds d'investissement gérés.

- l'administration. Cette fonction comprend les activités mentionnées sous «Administration» à l'annexe II de la Loi de 2010 et à l'annexe I de la Loi de 2013 i.e. à savoir (i) les services juridiques et de gestion comptable du fonds, (ii) les demandes de renseignements des clients, (iii) l'évaluation du portefeuille et détermination de la valeur des parts, y compris les aspects fiscaux, (iv) le contrôle du respect des dispositions réglementaires, (v) la tenue du registre des porteurs de parts/d'actions, (vi) la répartition des revenus, (vii) l'émissions et rachats de parts/d'actions; (viii) le règlement des contrats, y compris envoi des certificats, et (ix) l'enregistrement et conservation des opérations.

- la commercialisation des parts/actions des fonds d'investissement au Luxembourg et à l'étranger.

- les activités liées aux actifs d'un FIA, à savoir l'exécution des services nécessaires pour que soient remplis les devoirs fiduciaires de la Société, et assurés la gestion des infrastructures, les activités d'administration des immeubles, le conseil aux entreprises concernant la structure du capital, la stratégie industrielle et les questions connexes, le conseil et les services concernant les fusions et les acquisitions, et d'autres services liés à la gestion du FIA et des sociétés et autres actifs dans lesquels il a investi.

La Société pourra fournir tout ou partie de ces activités pour des OPCVM, OPC et FIA luxembourgeois et étrangers (la gestion des FIA couvre au moins la gestion de portefeuille et/ou la gestion des risques) ou pour d'autres sociétés de gestion ou gestionnaires de fonds d'investissements alternatifs en tant que délégué.

La Société peut fournir des services à Luxembourg et à l'étranger. Elle peut également pour cette raison établir des bureaux de représentation et/ou des succursales.

La Société peut également administrer ses propres avoirs et exécuter toutes les opérations et activités considérées utiles pour l'accomplissement et le développement de ses objectifs, ceux-ci étant conformes aux limites posées par le chapitre 15 de la Loi de 2010, la Loi de 2013 et par la loi modifiée du 10 août 1915 sur les sociétés commerciales (la "Loi").

4. Modification de l'article 5 des Statuts

Modification du quatrième paragraphe de l'article 5 des Statuts pour lui donner la teneur suivante:

Les actions de la Société sont nominatives.

Modification du sixième paragraphe de l'article 5 des Statuts pour lui donner la teneur suivante:

Des certificats constatant ces inscriptions au registre seront délivrés, signés par deux administrateurs.

Suppression des septième et huitième paragraphes de l'article 5 des Statuts.

5. Modification de l'article 6 des Statuts

Les dispositions relatives au directeur unique sont supprimées des Statuts. Suppression du second paragraphe de l'article 6 des Statuts.

6. Modification de l'article 7 des Statuts

Ajout d'un quatrième et cinquième paragraphes à l'Article 7 avec la teneur suivante:

Avis écrit de toute réunion du conseil d'administration sera donné à tous les Administrateurs au moins vingt-quatre heures avant l'heure prévue pour la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans la convocation.

On pourra passer outre à cette convocation à la suite de l'assentiment par écrit ou par e-mail, par fax, par télégramme ou par télex de chaque Administrateur.

Modification du sixième paragraphe de l'article 7 des Statuts pour lui donner la teneur suivante:

Le conseil d'administration ne pourra délibérer ou agir valablement, que si la majorité au moins des Administrateurs sont présents ou représentés à la réunion du conseil d'administration. Les décisions seront prises à la majorité simple des voix des Administrateurs présents ou représentés à ces réunions. En cas d'égalité des voix, le président a une voix prépondérante.

Suppression de la dernière phrase du septième paragraphe de l'article 7 des Statuts.

7. Modification de l'article 9 des Statuts

Modification de l'article 9 des Statuts de la Société pour lui donner la teneur suivante:

Art. 9. Signature. En toutes circonstances, la Société est engagée par la signature conjointe de deux Administrateurs, par la signature unique de l'Administrateur-délégué dans les limites de la gestion journalière, ou par la signature conjointe ou unique de toutes personnes auxquelles un tel pouvoir de signature aura été délégué par le conseil d'administration.

8. Modification de l'article 10 des Statuts

Modification du sixième paragraphe de l'article 10 des Statuts de la Société pour lui donner la teneur suivante:

Chaque action ordinaire donne droit à une voix. Un actionnaire peut agir à toute assemblée des actionnaires en désignant une autre personne comme mandataire, par écrit, par e-mail, par fax, par télégramme ou par télex ou en envoyant des bulletins de vote par la poste ou par facsimile devant être reçus avant la tenue de l'assemblée des actionnaires concernée au siège social de la Société ou à toute autre adresse précisée dans l'avis de convocation à l'assemblée des actionnaires concernée.

9. Modification de l'article 11 des Statuts

Modification du premier et deuxième paragraphes de l'article 11 des Statuts de la Société pour leur donner la teneur suivante:

Assemblée générale annuelle. L'assemblée générale annuelle des actionnaires se tiendra le dernier jeudi du mois d'avril à 14.00 heures au siège social de la Société ou à tout autre endroit qui sera fixé dans l'avis de convocation.

Si ce jour est un jour férié légal au Luxembourg, l'assemblée générale annuelle se tiendra le premier jour ouvrable qui suit.

10. Modification de l'article 12 des Statuts

Suppression du dernier paragraphe de l'article 12 des Statuts.

II. Autres changements mineurs

Accord sur tous les autres changements mineurs de forme et stylistiques comme dûment reflétés dans la version des Statuts préalablement soumis à l'Actionnaire

III. Divers

Que le quorum requis est d'au moins 50% des actions émises de la Société et la décision sur chacun des points de l'agenda nécessite le vote affirmatif d'au moins deux-tiers des votes émis durant la réunion.

Que l'actionnaire unique de la Société (l'«Actionnaire Unique») qui est représenté par un mandataire et le nombre de ses actions sont inscrites sur la liste de présence signée par le président, le secrétaire, le scrutateur et le notaire soussigné. Ladite liste de présence et la procuration resteront annexées au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Qu'il apparaît de la liste de présence que l'entière du capital de la Société est représentée à la Réunion.

Que toutes les actions représentant l'entière du capital social étant représentées à la présente assemblée, 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.

L'actionnaire a ensuite pris les décisions suivantes:

Il est décidé d'approuver les modifications aux Statuts comme mentionnées ci-dessus.

Il est décidé d'approuver les autres modifications mineures notamment de forme et stylistiques comme dûment reflétées dans la version des Statuts préalablement soumis à l'Actionnaire

Une copie des Statuts après avoir été signée ne varietur par tous les comparants et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Il est décidé que ces modifications seront effectives le 4 février 2014.

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

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande du comparant, le présent acte est rédigé en langue anglaise suivi d'une version française; sur demande du même comparant et en cas de divergences entre le texte français et le texte anglais, le texte anglais fait foi.

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

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

Signé: S. WOLTER-SCHIERES, A. ROBLES, F. SILVA et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 14 février 2014. Relation: LAC/2014/7255 Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 24 février 2014.

Référence de publication: 2014031040/265.

(140034306) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 février 2014.

Fair Play Capital SICAV SIF S.A., Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1118 Luxembourg, 11, rue Aldringen.
R.C.S. Luxembourg B 184.804.

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STATUTES

In the year two thousand and fourteen, on the ninth day of January.
Before Maître Paul DECKER, notary residing in Luxembourg.

There appeared:

Mrs Virginie PIERRU, notary clerk, residing professionally in Luxembourg, acting as proxy-holder of:

1. Mr. Anthony COSTARD, lawyer, born on 22 June 1978 in Rennes (France) residing professionally at 84, rue du Faubourg Saint-Honoré, 75008 Paris (France),
2. Mr. Pierre MATHEY, lawyer, born on 23 April 1977 in Marseille (France) residing professionally at 84, rue du Faubourg Saint-Honoré, 75008 Paris, (France),
3. Mr. Laurent PICHONNIER, Managing Partner of Global Finance Consult (Luxembourg), born on January 4th, 1972 in Bordeaux (France) residing professionally at 53, rue d'Anvers, L-1130 Luxembourg (France),
4. "FAIR PLAY CAPITAL ADVISORY (LUX) S.à r.l.", a private liability company, in course of registration with the Luxembourg Trade and Companies Register, having its registered address at 53, rue d'Anvers, L-1130 Luxembourg, by virtue of four (4) proxies given under private seal on December 23rd, 2013.

Said proxies, after having been initialised "ne varietur" by the proxy-holder and the undersigned notary, shall remain attached to the present deed to be filed at the same time with the registration authorities.

Such appearing parties, acting in their herein above stated capacity, have requested the notary to draw up the following Articles of Incorporation of a public limited liability company so called "société anonyme" as "Société d'Investissement à Capital Variable Fonds d'Investissement Spécialisé" which they declared to organize.

Art. 1. Name. There exists among the existing Shareholders and those who may become owners of Shares in the future, a Luxembourg company (the "Company") under the form of a public limited company ("société anonyme") subject to the 10th August 1915 as amended relating to commercial companies (the "Law of 1915") and the law of 13th February 2007 relating to Specialised Investment Funds (the "Law of 2007").

The Company will exist under the corporate name of: "FAIR PLAY CAPITAL SICAV SIF S.A.".

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg.

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

Art. 3. Duration. The Company is created for an unlimited duration.

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in transferable securities of all types and all other permitted assets according to the Law of 2007 by means of spreading investment risks and affording its Shareholders the results of the management of its assets.

Art. 5. Investment Objectives and Policies. The purpose of the Company is to provide investors with an opportunity for investment in a professionally managed investment fund in order to achieve an optimum return from the capital invested.

The Company is restricted solely to Well-informed Investors. This condition is not applicable to the Directors and other persons who are involved in the management of the Company.

The Company will seek to achieve its objectives, in accordance with the investment policies and guidelines established by the Board of Directors of the Company. For this purpose the Company offers a choice of Sub-Funds as described in the Offering Document, which allow investors to make their own strategic allocation.

The specific goals and criteria to manage the assets of the various Sub-Funds could be considered as pursuing several strategies, such as: investment in real estate, alternative investment strategies, investment in venture capital, investment in futures contracts (commodity futures and/or financial futures) and/or in options and any other permissible strategies; as stated, from time to time, in each relevant Appendix of the Offering Document dedicated to each one of these specific goals and criteria.

There can however be no assurance that the investment objectives will be successful or that the investment objectives for any Sub-Fund will be attained.

The specific investment policies and risk spreading rules applicable to any particular Sub-Fund shall be determined by the Board of Directors and disclosed in the Offering Document.

Art. 6. Share Capital, Sub-Funds, Classes-Categories of Shares. The capital of the Company shall be represented by fully or partly paid up Shares with a par value of ten euros (EUR 10) each and shall at the time of establishment amount to four hundred thousand euros (EUR 400,000.-). The capital of the Company shall at any time be equal to the total net asset value of the Company.

The minimum capital of the Company shall be at least the equivalent of one million two hundred and fifty thousand euros (EUR 1,250,000.-) within a period of twelve (12) months following the approval of the company by the Luxembourg Financial Authority.

For each Sub-Fund, a separate portfolio of investments and assets will be maintained. The different portfolios will be separately invested in accordance with their specific features as described in the Offering Document of the Company.

The Company is one single entity; however, the rights of investors and creditors regarding a Sub-Fund or raised by the constitution, operation or liquidation of a Sub-Fund are limited to the assets of this Sub-Fund, and the assets of a Sub-Fund will be answerable exclusively for the rights of the Shareholders relating to this Sub-Fund and for those of the creditors whose claim arose in relation to the constitution, operation or liquidation of this Sub-Fund. In the relations between the Company's Shareholders, each Sub-Fund is treated as a separate entity. The assets, commitments, charges and expenses that cannot be allocated to one specific Sub-Fund will be charged to the different Sub-Funds pro rata to their respective net assets, if appropriate due to the amounts considered. However, instruments used to hedge the exposure of the investments and attributable solely to any particular Class or Category of Shares may be allocated solely to corresponding Class or Category of Shares.

The Board of Directors of the Company may, at any time, create additional Sub-Funds. In that event the Offering Document will be updated accordingly.

Furthermore, in respect of each Sub-Fund, the Board of Directors of the Company may decide to issue one or more classes of Shares (the "Classes"), and within each Class, one or several Category(ies) of Shares subject to specific features such as a specific sales and redemption charge structure, a specific management fee structure, different distribution, Shareholders servicing or other fees, different types of targeted investors, different currencies and/or such other features as may be determined by the Board of Directors of the Company from time to time.

The currency in which the Classes or Categories of Shares are denominated may differ from the Reference Currency of the relevant Sub-Fund. The Sub-Fund may, at the expense of the relevant Class or Category of Shares, use instruments such as forward currency contracts to hedge the exposure of the investments denominated in other currencies than the currency in which the relevant Class or Category of Shares is denominated.

Art. 7. Shares. The Company and its Sub-Funds, Class or Category of Shares are restricted solely to Well-informed investors such as institutional investors, professional investors and any other investor, who meets the following conditions:

a) he has confirmed in writing that he adheres to the status of Well-informed Investor, and

(b) (i) he invests a minimum of 125,000 EUR in the specialised investment fund,

or

(ii) he has been the subject of an assessment made by a credit institution within the meaning of Directive 2006/48/EC, by an investment firm within the meaning of Directive 2004/39/EC or by a management company within the meaning of Directive 2001/107/EC certifying his expertise, his experience and his knowledge in adequately appraising an investment in the specialised investment fund.

The conditions set forth above are not applicable to the Directors and other persons who are involved in the management of the Company.

7.1 Form, Ownership and Transfer of Shares

The Company shall issue ordinary Shares (being referred as "Shares") in registered form only. Fractions of registered Shares will be issued, whether resulting from subscription or conversion of Shares.

Fractions of registered Shares will be issued to one thousandth of a Share. Fractions of Shares are not entitled to a vote, but are entitled to participate in the dividends and liquidation proceeds.

All issued registered Shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to the Company, the number of registered Shares held by him and the amount paid up on each fractional Share.

The inscription of the Shareholder's name in the register of Shares evidences his or her right of ownership of such registered Shares. A confirmation of shareholding will be delivered upon request.

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

For the purposes of these Shares, “Carried Interest” shall mean the special distribution payable as more particularly described in the Appendices of the Offering Document.

Shareholders wishing to transfer some or all of the Shares registered in their names should submit to the Registrar and Transfer Agent a Share transfer form or other appropriate documentation signed by the transferor and the transferee. No stamp duty is payable in Luxembourg on transfer. The Board of Directors may decline to register any transfer of Shares where the transfer would result in the legal or beneficial ownership of such Shares by an Ineligible Investor.

The Board of Directors will not issue or give effect to any transfer of Shares of the Company to any investor who may not be considered as Well Informed Investor.

The Board of Directors may, at its discretion, delay the acceptance of any subscription until such date as it has received sufficient evidence on the qualification of the investor as Well Informed Investor. If it appears at any time that a Shareholder of a Class or Category is not a Well Informed Investor, the Board of Directors will redeem the relevant Shares.

The Board of Directors will refuse the issue of Shares or the transfer of Shares, if there is not sufficient evidence that the person or company to which the Shares are sold or transferred is a Well Informed Investor. In considering the qualification of a subscriber or a transferee as a Well Informed Investor, the Board of Directors will have due regard to the guidelines or recommendations (if any) of the competent supervisory authorities.

Well Informed Investors subscribing in their own name, but on behalf of a third party, must certify to the Board of Directors that such subscription is made on behalf of a Well Informed Investor as aforesaid and the Board of Directors may require evidence that the beneficial owner of the Shares is a Well Informed Investor.

7.2 Restrictions of the ownership of Shares

The Board of Directors may restrict or place obstacles, at its sole discretion, in the way of the ownership of ordinary Shares in the Company by any person. The Board of Directors may restrict or place obstacles in the way of the ownership of Shares in the Company by any person if the Company considers that this ownership involves a violation of the Laws of the Grand Duchy or abroad, more specifically a violation of the Law of 2007, or may involve the Company in being subject to taxation in a country other than the Grand Duchy or may in some other manner be detrimental to the Company.

To that end, the Board of Directors may:

- Decline to issue any Shares and decline to register any transfer of Shares when it appears that such issue or transfer might or may have as a result the allocation of ownership of the Shares to a person who is not authorised to hold Shares in the Company;

- Proceed with the compulsory redemption of all the relevant Shares if it appears that a person who is not authorised to hold such Shares in the Company, either alone or together with other persons, is the owner of Shares in the Company, or proceed with the compulsory redemption of any or a part of the Shares, if it appears to the Company that one or several persons is or are owner or owners of a proportion of the Shares in the Company in such a manner that this may be detrimental to the Company. The compulsory redemption's procedure is more fully described in the Offering Document.

- Refuse, during any General Meeting of Shareholders, the right to vote of any person who is not authorised to hold Shares in the Company.

Art. 8. Issue and redemption of Shares.

8.1 Issue of Shares

The Board of Directors may issue Shares of any Class or Category within each separate Sub-Fund.

The Board of Directors may impose restrictions on the frequency at which Shares shall be issued in any Sub-Fund.

Shares shall be issued on the relevant business day (a “Business Day”) having been designated by the Board of Directors to be a valuation day for the relevant Sub-Fund (the “Valuation Day”) as described in the Offering Document.

Applications instructions for the subscription of Shares may be made on any Business Day. Investors whose instructions for subscription are received by the Registrar and Transfer Agent before the appropriate dealing cut-off time, as more fully described for each Sub-Fund in the Offering Document, will be allotted Shares at a price corresponding to the Net Asset Value per Share as of the relevant Valuation Day, not later than five (5) Business Days counting from and including the date on which the Net Asset Value of the subscribed Shares is available (the “Publication Day”). In particular, no forward or future dated instructions will be recognised and such instructions received by the Registrar and Transfer Agent prior to the appropriate dealing cut-off time on any Valuation Day will be processed at the applicable Valuation Day without reference to the applicant. If instructions are received by the Registrar and Transfer Agent after the appropriate dealing cut-off time applicable to the Valuation Day, the subscriptions will be deferred until the following Valuation Day. Unless otherwise specified in the Appendices of the Offering Document, subscription fees may be charged on the subscription of Shares in favour of the Investment Manager and/or the intermediaries involved in the offering of Shares.

Furthermore, potential Shareholders may be asked to commit to subscribe to Class or Category of Shares on one or more dates or periods as determined by the Board of Directors (each a “Closing”) and which shall be indicated and more fully described for each Sub-Fund in the Offering Document or any subscription agreement entered into between the Board of Directors and each Shareholder (the “Subscription Agreement”) setting out the aggregate amount that each Shareholder undertakes to invest in the Company (the “Shareholder Commitment”).

Payments for subscriptions for Shares shall be made in whole on a Closing or on any other date; upon receipt of a written notice issued by the Board of Directors (the “Draw Down Notice”) as determined by the Board of Directors and as indicated and more fully described for each Sub-Fund in the Offering Document or the Subscription Agreement.

In case of failure to make payments of subscriptions commitments for Shares, to be made in whole on any Draw Down Notice, the Shareholder will become automatically subject to “Default Provisions” procedure as more fully described in the Offering Document.

The Board of Directors may determine any other subscription conditions such as minimum commitments on Closings, subsequent commitments, default interests or restrictions on ownership.

Instructions for the subscription of Shares may be made by fax, telex or by post. Applications for subscription should contain the information described in the Offering Document (if applicable) and confirmation in writing that the applicant adheres to the status of Well-informed Investor (except for institutional or professional investors). All necessary documents to fulfil the subscription should be enclosed with such application. No liability shall be accepted by the Custodian, Registrar and Transfer Agent or the Company for any delays or losses arising from incomplete documentation.

Any new subscriber may have to apply for a minimum holding amount as more fully described for each Sub-Fund in the Offering Document. Such minimum may be reached by combining investments in various Sub-Funds. However, the Company may authorize a new subscriber to apply for Shares amounting to a sum that is less than the minimum initial investment or the equivalent in the reference currency of the relevant Sub-Fund from time to time.

Confirmation statements will be mailed or e-mailed to subscribers or their banks by the Company in accordance with the provision of the Offering Document at the risk of the Shareholder.

Payments for subscriptions for Shares shall be made in whole, on or before the applicable Valuation Day; and for Shareholders Commitment upon receipt of a written notice issued by the Board of Directors (the “Draw Down Notice”), giving not less than 10 Bank Business Days’ notice to the relevant investors, or as determined by the Board of Directors and as indicated and more fully described in each Sub-Fund relevant Appendix or the Subscription Agreement. In case of failure to make payments of subscriptions commitments for Shares, to be made in whole on any Draw Down Notice, the Shareholder will become automatically subject to “Default Provisions” procedure as more fully described in the Offering Document.

Shares will only be allotted upon receipt of notification from the Custodian that an authenticated electronic funds transfer advice or SWIFT message has been received provided that the transfer of money has been made in strict accordance with the instructions given in the electronic funds transfer form. In the event that the application has been made in a currency other than the Reference Currency of the Class or Category within the relevant Sub-Fund(s), the Registrar and Transfer Agent will perform the necessary foreign exchange transactions. Investors should be aware that the costs to perform such foreign exchange transactions, amount of currency involved and the time of day at which such foreign exchange is transacted, will be supported entirely by said investor and will affect the rate of exchange. No liability shall be accepted by the Custodian, Registrar and Transfer Agent or the Company for any costs or losses arising from adverse currency fluctuations.

Payment shall be made in the Reference Currency of the Sub-Fund or, if applicable, in the denomination currency of the relevant Class or Category as disclosed in each Sub-Fund relevant Appendix of the Offering Document in the form of electronic bank transfer net of all bank charges (except where local banking practices do not allow electronic bank transfers) to the order of the Custodian on the date the Net Asset Value of the allotted Shares is available.

The Company may agree to issue Shares as consideration for a contribution in kind of appraisable assets to any Shareholder who agrees, in compliance with the conditions set forth by Luxembourg law, in particular where the law mentions the obligation to deliver a report on the contribution in kind from the auditor of the Company (“Réviseur d’Entreprises agréé”) which shall be available for inspection, and provided that such securities comply with the investment objectives and policies of the relevant Sub-Fund. Such report may not have to be issued where the assets contributed in kind are listed on a Regulated Market under the conditions and rules set out in Article 26-1 of the law of 10 August 1915 on commercial companies. Any costs incurred in connection with a contribution in kind of appraisable assets shall be borne by the relevant Shareholder.

The Company may, at any time at its discretion, temporarily discontinue, cease definitely or limit the issue of Shares for a definite Sub-Fund. Furthermore there are circumstances under which conversions and redemptions may be deferred. In that respect details of these are given in the Article 13, point 13.2 “Calculation” below.

The Board of Directors may, at any time at its discretion, temporarily discontinue, cease definitely or limit the issue of Shares or to persons or corporate bodies residing or established in certain countries or territories. The Board of Directors may decide, at its sole discretion, to prohibit any persons or corporate bodies from acquiring ordinary Shares. The Company may also prohibit certain persons or corporate bodies from acquiring Shares if such a measure is necessary for the protection of the Company or any Sub-Fund, the Shareholder of the Company or any Sub-Fund.

Furthermore, the Company may (i) reject in whole or in part at its discretion any application for Shares or (ii) repurchase at any time the Shares held by Shareholders who are excluded from purchasing or holding Shares, in which case subscription monies paid, or the balance thereof, as appropriate, will normally be returned to the applicant in accordance with the provision of the Offering Document, provided such subscription monies have been cleared.

8.2 Minimum Investment and Holding

Minimum amounts of initial and subsequent investments as well as of holding may be set by the Board of Directors and disclosed in the Offering Document of the Company.

8.3 Redemption of Shares

Shareholders may only request redemption of their Shares in accordance with the conditions set-forth for each Sub-Fund in the Offering Document. Where redemptions are prohibited until a definite date (hereafter a “Close-ended Period”), the Board of Directors may, without obligation and at its sole discretion, determine during such Close-ended Period, any particular redemption conditions from time to time. Any such repurchase may be considered as a distribution for the purpose of determining the rights of the Shareholders to participate in such repurchase in case any preferred returned and carried interest rules shall be applicable thereto. In such a case, these particular redemption conditions shall apply to all Shareholders within the same Class or Category of Shares concerned.

The repurchase price may, depending on the Net Asset Value per Share applicable on the date of repurchase, be higher or lower than the price paid at the time of subscription.

Only if redemptions are specifically accepted by the Board of Directors, investors whose instructions for redemption are received by the Registrar and Transfer Agent before an appropriate dealing cut-off time, as determined by the Board of Directors, will have their Shares redeemed, at a price corresponding to the Net Asset Value per Share as of the relevant Valuation Day not later than ten (10) Business Days counting from and including the date on which the Net Asset Value of the redeemed Shares is available (the “Publication Day”). In particular, no forward or future dated instructions will be recognised and such instructions received by the Registrar and Transfer Agent prior to the appropriate dealing cut-off time on any Valuation Day will be processed at the applicable Valuation Day without reference to the applicant. If instructions are received by the Registrar and Transfer Agent after the appropriate dealing cut-off time applicable to the Valuation Day, the redemption instruction will be considered invalid. Unless otherwise specified in each Sub-Fund relevant Appendix below, redemption fees may be charged on the redemption of Shares in favour of the intermediaries involved in the offering of Shares.

Furthermore, an amount equal to any duties and charges attributable to the relevant Class or Categories of Shares which will be incurred upon the disposal of the Company’s investments as at the date of redemption in order to fund such a redemption may be deducted. Any such redemption may be considered as a distribution in the context of the determination of the rights of the holders pursuant to the distribution policy as more particularly described in the Offering Document.

Instructions for the redemption of Shares may be made by fax or by post. Applications for redemption should contain the following information (if applicable): the identity and address and register number of the Shareholder requesting the redemption, the relevant Sub-Fund, the relevant Class or Category, the number of Shares or currency amount to be redeemed, the name in which such Shares are registered and full payment details, including name of recipient, bank and account number. All necessary documents to fulfil the redemption should be enclosed with such application. Redemption requests must be accompanied by a document evidencing authority to act on behalf of particular Shareholder or power of attorney which is acceptable in form and substance to the Company. All necessary documents to fulfil the redemption should be enclosed with such application to be considered valid on any particular Valuation Day. No liability shall be accepted by the Custodian, Registrar and Transfer Agent or the Company for any delays or losses arising from incomplete documentation. Redemption requests made in accordance with the foregoing procedure shall be irrevocable, except that a Shareholder may revoke such request in the event that it cannot be honoured for any of the reasons specified in the Offering Document.

If, due to an application for redemption, a Shareholder would hold less than the minimum holding amount, described for each Sub-Fund in the Offering Document, the Board of Directors may decide to compulsorily redeem the entire amount of the shares, on behalf of such Shareholder.

The Board of Directors may decide compulsory redemptions at its sole discretion, in the way of the ownership of Shares in the Fund by any person, and in case of failure to make payments of subscriptions commitments for Shares. The modalities of compulsory redemptions are described in the Offering Document.

Payment of the redemption price will be made by the Custodian or its agents as ore fully described in the Offering Document.

Payment for such Shares will be made in the Reference Currency of the relevant Sub-Fund or, if applicable, in the denomination currency of the relevant Class or Category as disclosed in each Sub-Fund relevant Appendix below or in any freely convertible currency specified by the Shareholder. In the last case, any conversion cost shall be borne by the relevant Shareholder.

Except during Close-ended Periods, the Company shall ensure that an appropriate level of liquidity is maintained in each Sub-Fund, Class or Category of Shares so that, under normal circumstances, repurchase of Shares of a Sub-Fund, Class or Category of Shares may be made by the Valuation Day. However, if on any Valuation Day redemption requests relate to more than 10% of the Shares in issue in a specific Class or Category or Sub-Fund, the Company may decide that part or all of such requests for repurchase will be deferred for such period as the Company considers to be in the best interests of the Shareholders. The requests for redemption at such Valuation Day shall be reduced pro rata and the Shares which are not redeemed by reason of such limit shall be treated as if a request for redemption had been made in respect of each subsequent Valuation Day if appropriate level of liquidity could be obtained and until all the Shares to which the

original request related have been redeemed. Redemption requests which have been carried forward from an earlier Valuation Day shall be complied with (subject always to the foregoing limit of 10% and if appropriate level of liquidity could be obtained, will be given priority over later requests.

The Company may agree to make, in whole or in part, a payment in-kind of Assets of the Sub-Fund in lieu of paying to Shareholders redemption proceeds in cash. The total or partial in-kind payment of the redemption proceeds may only be made (i) with the consent of the relevant Shareholder which consent may be indicated in the Shareholder's application form or otherwise and (ii) by taking into account the fair and equal treatment of the interests of all Shareholders. In addition, in-kind payments of the redemption proceeds will only be made provided that the Shareholders who receive the in-kind payments are legally entitled to receive and dispose of the redemption proceeds for the redeemed Shares of the relevant Sub-Fund. In the event of an in-kind payment, the costs of any transfers of Assets to the redeeming Shareholder shall be borne by that Shareholder. To the extent that the Company makes in-kind payments in whole or in part, the Company will undertake its reasonable efforts, consistent with both applicable law and the terms of the in-kind appraisable assets being distributed, to distribute such in-kind Assets to each redeeming Shareholder pro rata on the basis of the redeeming Shareholder's Shares of the relevant Sub-Fund.

Art. 9. Conversion and Transfer of Shares. Shareholders may only be entitled, in accordance with the conditions set forth in the Appendices of the Offering Document, to convert all or part of their Shares of a particular Class or Category into Shares of other Class(es) or Category(ies) of Shares (as far as available) within the same Sub-Fund or, as the case may be, all or part of their Shares of the same or different Classes or Categories of Shares (as far as available) of another Sub-Fund.

However, in order to avoid Ineligible Investors in one Class, Shareholders should note that they cannot convert Shares of one Class in a Sub-Fund to Shares of another Class in the same or a different Sub-Fund without the prior approval of the Board of Directors.

Where applicable, instructions for the conversion / switching of Shares may be made by fax, telex or by post. Applications for conversion / switches should contain the information described in the Offering Document (if applicable). All necessary documents to fulfil the switch should be enclosed with such application to be considered valid on any particular Valuation Day. No liability shall be accepted by the Custodian, Registrar and Transfer Agent or the Company for any delays or losses arising from incomplete documentation.

Shareholders wishing to transfer some or all of the Shares registered in their names (including transfer of rights and obligations from one Shareholder to the other) should submit to the Registrar and Transfer Agent a Share transfer form or other appropriate documentation signed by the transferor and the transferee. Transfer of Shares may only be carried out if the transferee qualifies as a Well-informed Investor and accepts to take over liabilities of the transferor towards the Company (including Shareholder Commitment).

However, the Board of Directors may decline, at its entire discretion, to register any transfer of Shares.

A conversion of Shares of a particular Class or Category of one Sub-Fund for Shares of another Class or Category in the same Sub-Fund and/or for Shares of the same or different Class or Category in another Sub-Fund will be treated as a redemption of Shares and a simultaneous purchase of Shares of the acquired Class or Category and/or Sub-Fund. A converting Shareholder may, therefore, realise a taxable gain or loss in connection with the conversion under the laws of the country of the Shareholder's citizenship, residence or domicile.

All terms and conditions regarding the redemption of Shares shall equally apply to the conversion of Shares.

Investors whose applications for conversion are received by the Registrar and Transfer Agent before the appropriate dealing cut-off time, as set forth by the Board of Directors, will have their Shares converted on the basis of the respective Net Asset Value of the relevant Shares as of the applicable Valuation Day, taking into account the actual rate of exchange on the day concerned. The Net Asset Value of the relevant Shares on a particular Valuation Day will be available on the Publication Day.

If the Valuation Day of the Class or Category of Shares or Sub-Fund taken into account for the conversion does not coincide with the Valuation Day of the Class or Category of Shares or Sub-Fund into which they shall be converted, the Shareholders' attention is drawn to the fact that the amount converted will not generate interest during the time separating the two Valuation Days.

Unless otherwise specified in the Appendices of the Offering Document, a conversion fee may be charged on the conversion of Shares.

The allocation rate at which all or part of the Shares in a given Sub-Fund (the "Original Sub-Fund") are converted into Shares in another Sub-Fund (the "New Sub-Fund"), or all or part of the Shares of a particular Class or Category of Shares (the "Original Class") are converted into another Class or Category of Shares within the same or another Sub-Fund (the "New Class") is determined in the Offering Document.

After conversion of the Shares, the Registrar and Transfer Agent will inform the Shareholder of the number of Shares of the New Sub-Fund or New Class obtained by conversion and the price thereof.

If, due to an application for conversion, a Shareholder would hold less than the minimum holding amount, described for each Sub-Fund relevant Appendix, the Board of Directors may decide to compulsorily convert the entire amount of the Shares, on behalf of such Shareholder. Application for conversion may be refused if such conversion would result in

the investor having an aggregate residual holding, in either Class or Category of Shares, of less than the minimum holding amount indicated for each Class or Category of Shares in each Sub-Fund relevant Appendix of the Offering Document.

If on any Valuation Day conversion requests relate to more than 10% of the Shares in issue in a specific Class or Category or Sub-Fund, the Company may decide that part or all of such requests for conversion will be deferred for such period as the Company considers to be in the best interests of the Shareholders. The requests for conversion at such Valuation Day shall be reduced pro rata and the Shares which are not converted by reason of such limit shall be treated as if a request for conversion had been made in respect of each subsequent Valuation Day until all the Shares to which the original request related have been converted. Conversion requests which have been carried forward from an earlier Valuation Day shall be complied with (subject always to the foregoing limits) and given priority over later requests.

Art. 10. Charges of the Company.

10.1 General

The Company shall pay out of the assets of the relevant Sub-Fund all expenses payable by the Sub-Fund which shall include but not be limited to:

- fees payable to and reasonable disbursements and out-of-pocket expenses incurred by the Company, its Directors, the Custodian and Paying Agent, Central Administration Agent, the Registrar and Transfer Agent, the Domiciliary Agent, as applicable;

- all taxes which may be due on the assets and the income of the Sub-Fund (in particular, the “taxe d’abonnement” and any stamp duties payable);

- usual banking fees due on transactions involving securities held in the Sub-Fund;

- legal, transaction costs (including transactions costs linked to aborted transactions) or consulting expenses incurred by the Company, the Custodian and Paying Agent, Central Administration Agent, the Registrar and Transfer Agent, the Domiciliary Agent while acting in the interests of the Shareholders;

- the cost of any liability insurance or fidelity bonds covering any costs, expenses or losses arising out of any liability of, or claim for damage or other relief asserted against the Company, its Directors and any person or company with whom they are affiliated or by whom they are employed and/or other agents of the Company for violation of any law or failure to comply with their respective obligations under these Articles of Incorporation or otherwise with respect to the Company;

- the costs and expenses of the preparation and printing of written confirmations of Shares; the costs and expenses of preparing and/or filing and printing of the Board of Directors and all other documents concerning the Company, including valuation, registration statements and Offering Document and explanatory memoranda with all authorities (including local securities dealers’ associations) having jurisdiction over the Company or the offering of Shares of the Company; the costs and expenses of preparing, in such languages as are necessary for the benefit of the Shareholders, including the beneficial holders of the Shares, and distributing annual reports and such other reports or documents as may be required under the applicable laws or regulations of the above-cited authorities; the cost of appraising, valuing, accounting, bookkeeping and calculating the Net Asset Value from the Central Administrator; the cost of preparing and distributing public notices to the Shareholders; lawyers’ and auditor’s fees; and all similar administrative charges, including all advertising expenses, promoting of the Company and/or its Sub-Funds and other expenses directly incurred in offering or distributing the Shares.

All recurring charges will be charged first against income, then against capital gains and then against assets. Other charges may be amortised over a period not exceeding 5 years.

10.2 Formation and launching expenses of the Company

The costs and expenses of the formation of the Company and the initial issue of its Shares will be borne by the Company and amortised over a period not exceeding 5 years from the formation of the Company and in such amounts between Sub-Funds in each year as determined by the Company on an equitable basis.

10.3 Formation and launching expenses of additional Sub-Funds

The costs and expenses incurred in connection with the creation of a new Sub-Fund shall be written off over a period not exceeding 5 years against the assets of such Sub-Fund only and in such amounts each year as determined by the Company on an equitable basis. The newly created Sub-Fund may bear a pro-rata of the costs and expenses incurred in connection with the formation of the Company and the initial issue of Shares, which have not already been written off at the time of the creation of the new Sub-Fund.

10.4 Fees of the Investment Manager(s) and/or the Investment Advisor(s)

Investment Manager(s) and/or the Investment Advisor(s) is (are) entitled to receive, in respect of each Class, from the Company in any year the annual management/advisory fee(s), as specified in the Appendices of the Offering Document, which will cover its annual servicing and management/advisory fees for such classes of Shares. Such annual management/advisory fee(s) shall be payable in arrears in accordance with the provision of the related agreement, unless otherwise stipulated in the relevant sub-fund’s Appendix, calculated and accrued at each Valuation Day at the appropriate rate for the Class concerned.

Investment Manager(s) and/or the Investment Advisor(s) may be entitled to a performance fee or carried interest fee in relation to certain Sub-Funds, as indicated in each Sub-Fund relevant Appendix to the Offering Document.

Charges applicable to specific Sub-Funds, Classes or Categories of Shares including, but not limited to investment management fees, investment advisory fees, initial charges will be detailed in the Appendices of the Offering Document.

Art. 11. Accounting year. The accounting year of the Company will end on the last day of December each year.

The combined financial accounts of the Company will be expressed in euros. Financial accounts of each Sub-Fund will be expressed in the designated currency of the relevant Sub-Fund.

Art. 12. Publications. The most recent annual report of the Company may be obtained free of charge from the Company. Any other financial information to be published concerning the Company, including the Net Asset Value, the issue, conversion and repurchase price of the Shares for each Sub-Fund and any suspension of such valuation, will be made available to the public at the offices of the Company and its Central Administration Agent.

To the extent required by Luxembourg law or decided by the Board of Directors, all notices to Shareholders will be sent to Shareholders at their address indicated in the register of Shareholders. The Board of Directors may also decide to send such notices to the Shareholders via e-mail, and/or published them on the website of the Company, and/or in one or more newspapers and/or in the Mémorial.

Art. 13. Determination of the net asset value per Share.

13.1 Frequency of Calculation

The Net Asset Value per Share for each Sub-Fund, Class or Category is determined as described in the Offering Document, in accordance with the provisions of the Offering Document and of "Valuation of Assets" hereinafter, and at least once a year. Such calculation will be completed by the Central Administration Agent in its capacity as administrator.

13.2 Calculation

The Net Asset Value per Share of each Sub-Fund, Class or Category of Shares is determined as described in each Sub-Fund relevant Appendix to the Offering Document and at least once a year. On any Business Day, the Board of Directors may decide to determine a Net Asset Value to be used for information purpose only. The Net Asset Value will be expressed in the Reference Currency of the Sub-Fund, Class or Category of Shares. The Reference Currency of the Company is EURO.

The calculation of the Net Asset Value of Sub-Funds investing mainly in other funds / non quoted assets or assets to be valued at fair value by the Central Administration Agent normally before the next Valuation Day unless more than 40% of the underlying portfolios prices / assets valuation are not available to the Central Administration Agent. If so, the latter may suspend, without further notice to the Shareholders, the publication of the Net Asset Value until disposal of at least 60% of the underlying portfolios prices / assets valuation which represent at least 60% of the total Net Asset Value. Such delays between the applicable Valuation Day and the time necessary to perform the calculation and therefore publish the Net Asset Value are referred as to "Publication Day" within the Offering Document.

The Net Asset Value per Share of each Class or Category of Shares is determined by dividing the value of the total assets of that Sub-Fund properly allocable to such Class or Category less the liabilities of such Sub-Fund and any amount distributed to Shareholders properly allocable to such Class or Category by the total number of Shares of such Class or Category outstanding on the relevant Valuation Day.

The Net Asset Value per Share may be rounded up or down to the nearest cent of the relevant currency as the Board of Directors shall determine.

13.3 Temporary Suspension of the Calculation

In each Sub-Fund, the Board of Directors may temporarily suspend the determination of the Net Asset Value of a particular Sub-Fund, Class or Category of Shares and in consequence the issue, repurchase and conversion of Shares, without limitation to the generality of the above, in the following events:

- when one or more Regulated Markets, stock exchanges or other regulated markets, which provide the basis for valuing a substantial portion of the assets of the Company attributable to such Sub-Fund, or when one or more Regulated Markets, stock exchanges or other regulated markets in the currency in which a substantial portion of the assets of the Company attributable to such Sub-Fund is denominated, are closed otherwise than for ordinary holidays or if dealings and quotation therein shows important discrepancies between one or more Regulated Markets, stock exchanges or other regulated markets or otherwise are restricted or suspended; or
- when, as a result of political, social, economic, military or monetary events or any circumstances outside the responsibility and the control of the Company, disposal of the assets of the Company attributable to such Sub-Fund is not reasonably or normally practicable without being seriously detrimental to the interests of the Shareholders; or
- during the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Company attributable to such Sub-Fund would be impractical; or
- in the case of a breakdown in the normal means of communication used for the valuation of any investment of the Company attributable to such Sub-Fund, or if, for any exceptional circumstances, the value of any asset of the Company attributable to such Sub-Fund may not be determined as rapidly and accurately as required; or

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

- when there is a suspension of redemption or withdrawal rights by investment funds in which the Company or the relevant Sub-Fund is invested.

Any such suspension will be notified by regular post letters to those Shareholders having made an application for subscription, redemption or conversion of Shares for which the calculation of the Net Asset Value has been suspended.

Such suspension as to any Sub-Fund, Class or Category of Shares shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-Fund, Class or Category of Shares.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share in the relevant Sub-Fund, Class or Category of Shares.

13.4 Valuation of the Assets

The assets of the Company, in relation to each Sub-Fund, shall be deemed to include:

- (i) All cash on hand or on deposit, including any interest accrued thereon;
- (ii) All bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);
- (iii) All bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and Assets owned by the Company or contracted by the Board of Directors and/or by the Investment Manager on behalf of the Company (provided that the Board of Directors and/or the Investment Manager may make some adjustments in a manner not inconsistent with paragraph (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- (iv) All stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;
- (v) All interest accrued on any interest bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such asset;
- (vi) The preliminary expenses of the Company, including the cost of issuing and distributing Shares of the Company, insofar as the same have not been written off;
- (vii) The liquidating value of all forward contracts and all call or put options the Company has an open position in. However, instruments used to hedge the exposure of the investments and attributable solely to any particular Class or Category of Shares may be allocated solely to corresponding Class or Category of Shares;
- (viii) Any amount borrowed on behalf of each Sub-Fund and on a permanent basis, for investment purposes;
- (ix) All other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

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

(b) The value of securities listed or dealt in on a Regulated Market, stock exchange or other regulated markets will be valued at the last available price on such markets. If a security is listed or traded on several markets, the closing price at the market which constitutes the main market for such securities, will be determining;

(c) In the event that any Asset is not listed or dealt in on a Regulated Market, stock exchange or other regulated markets or if, in the opinion of the Board of Directors, the latest available price does not truly reflect the fair market value of the relevant securities, the value of such securities will be defined by the Board of Directors based on the reasonably fair value determined prudently and in good faith by the Board of Directors or by an Independent Valuator

(s). The probable fair value for un-listed securities or securities not negotiated on a regulated market shall be determined according to a commonly recognised Valuation Method determined internally or with the help of independent Experts in their fields as agreed from time to time by the Board of Directors. However, for particular Sub-Fund, when fair value is not economically efficient and/or does not appear relevant for investors, due to particular Sub-Fund characteristics, such as closed ended Sub-Funds, investments may be stated at cost less impairment losses when necessary. The Sub-Funds concerned will clearly mention such methodology;

(d) The liquidating value of futures, forward or options contracts not dealt in on Regulated Markets, stock exchange or other regulated markets shall mean their net liquidating value determined, pursuant to the policies established by the Company, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts dealt in on Regulated Markets, stock exchange or other regulated markets shall be based upon the last available settlement prices of these contracts on Regulated Markets, stock exchange or other regulated markets on which the particular futures, forward or options contracts are dealt in by the Company; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Company may deem fair and reasonable;

(e) All investments, with a known short term maturity date, value may be determined by using an amortised cost method. This involves valuing an investment at its cost and thereafter assuming a constant amortisation to maturity of any discount or premium, regardless of the impact of fluctuating interest rates on the market value of the investments. While this method provides certainty in valuation, it may result in periods during which value, as determined by amortisation cost, is higher or lower than the price such Sub-Fund would receive if it sold the investment. The Company will continually assess this method of valuation and recommend changes, where necessary, to ensure that the relevant Sub-Fund's investments will be valued at their fair value as determined in good faith by the Company. If the Company believe that a deviation from the amortised cost per Share may result in material dilution or other unfair results to Shareholders, the Company shall take such corrective action, if any, as they deem appropriate to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results;

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

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

(h) In relation to properties owned by the Company (directly or indirectly through subsidiaries), such valuation will be effected by an Independent Appraiser;

(i) All other assets will be valued at fair market value, as determined in good faith pursuant to procedures established by the Company or a committee appointed to that effect by the Company.

The Company, in its discretion, may permit some other method of valuation for particular Sub-Fund, including valuing investments at cost, less impairment losses when necessary. If the Board of Directors permits such other method of valuation to be used, such method shall be applied on a constant basis. The Sub-Funds concerned will clearly mention such methodology.

In the event that extraordinary circumstances render valuations as aforesaid impracticable or inadequate, the Company is authorised, prudently and in good faith, to follow other rules in order to achieve a fair valuation of the assets of the Company.

If since the time of determination of the net asset value per Share of any Class or Category in a particular Sub-Fund there has been a material change in the quotations in the markets on which a substantial portion of the investments of such Sub-Fund are dealt in or quoted, the Company may, in order to safeguard the interests of the Shareholders and the Company, cancel the first valuation of the net asset value per Share and carry out a second valuation. All the subscription, redemption and exchange orders received on such day will be dealt at the second Net Asset Value per Share.

The liabilities of the Company shall be deemed to include:

(i) All loans, bills and accounts payable;

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

(iii) All accrued or payable administrative expenses;

(iv) All known liabilities, present and future, including all matured contractual obligations for payment of money or property;

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

(vi) All other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares of the Company. In determining the amount of such liabilities, the Company shall take into account all expenses payable and all costs incurred by the Company, which shall comprise inter alia the fees and expenses detailed in Article 10.

In determining the amount of such other liabilities, the Company shall take into account all expenses payable by the Company which shall comprise promotion, printing, reporting and publishing expenses, including the cost of advertising, preparing, translating and printing of Offering Documents, explanatory memoranda, Company documentation or registration statements, annual reports, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone, facsimile and other electronic means of communication.

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

Each Sub-Fund shall be valued so that all agreements to purchase or sell securities are reflected as of the date of execution, and all dividends receivable and distributions receivable are accrued as of the relevant ex-dividend dates.

Art. 14. Distribution policy. Where specified for specific Classes or Categories as disclosed under the Appendices of the Offering Document, the Board of Directors of the Company may declare annual or other interim distributions out

from the investment income gains and realised capital gains and, if considered necessary to maintain a reasonable level of dividends, out of any other funds available for distribution.

Notwithstanding the above, no distribution may be made as a result of which the total net assets of the Company would fall below the equivalent in the Reference Currency of the Company of the minimum amount of the net assets of undertakings for collective investment, as required by Luxembourg law.

Where a distribution is made and not claimed within five years from its due date, it will lapse and will revert to the relevant Sub-Fund, Class or Category of Shares.

Art. 15. Amendments to the Articles of Incorporation. The Articles of Incorporation may be amended from time to time by a General Meeting of Shareholders, subject to the quorum and majority requirements provided by the Law of 1915 on commercial companies, as amended. Any amendment thereto shall be published in the Mémorial and, if necessary, in a Luxembourg newspaper of wide circulation and, if applicable, in the official publications specified for the respective countries in which the Shares are sold. Such amendments become legally binding on all Shareholders, following their approval by the General Meeting of Shareholders.

Art. 16. Duration, Liquidation and Amalgamation of the Company or of any Sub-Fund, Class or Category.

16.1. Duration

The Company and each of the Sub-Funds have been established for an unlimited period of time. The Company may at any time be dissolved by a resolution of the General Meeting of Shareholders subject to the quorum and majority referred to in Article 22 hereof.

16.2. Liquidation

Whenever the Share capital falls below two-thirds of the minimum capital indicated, the question of the dissolution of the Company shall be referred to the General Meeting by the Board of Directors. The General Meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the Share represented at the meeting.

The question of the dissolution of the Company shall further be referred to the General Meeting whenever the Share capital falls below one-fourth of the minimum capital set by Article 6 hereof; in such an event, the General Meeting shall be held without any quorum requirements and the dissolution may be decided by Shareholders holding one-fourth of the votes of the Shares represented at the meeting. The meeting must be convened so that it is held within a period of 40 days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

The liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the General Meeting of Shareholders which shall determine their powers and the compensation.

The event leading to dissolution of the Company must be announced by a notice published in the Mémorial. In addition, the event leading to dissolution of the Company must be announced in at least two newspapers with appropriate distribution, at least one of which must be a Luxembourg newspaper. Such event may also be notified to the Shareholders in such other manner as may be deemed appropriate by the Board of Directors.

The General Meeting or, as the case may be, the liquidator it has appointed, will realise the assets of the Company or of the relevant Class(es), Category(ies) and/or Sub-Fund(s) in the best interest of the Shareholders thereof, and upon instructions given by the General Meeting, the Custodian will distribute the net proceeds from such liquidation, after deducting all liabilities, unamortised costs and liquidation expenses relating thereto, amongst the Shareholders of the relevant Class(es), Category(ies) and/or Sub-Fund(s) in proportion to the number of Shares held by them. The General Meeting may distribute the assets of the Company or of the relevant Class(es), Category(ies) and/or Sub-Funds wholly or partly in kind to any Shareholder who agrees in compliance with the conditions set forth by the General Meeting (including, without limitation, delivery of independent report issued by the auditor(s) of the Company) and the principle of equal treatment of Shareholders. In that respect, distribution in kind of assets, including fractions of securities or assets attributable to each Shareholder, held by the Company may be performed by the issuance and distribution, to each Shareholder, of a certificate of entitlement issued by the Custodian and representing the assets and fractions herein.

At the close of liquidation of the Company, the proceeds thereof corresponding to Shares not surrendered will be kept in safe custody with the Luxembourg Caisse de Consignation until the prescription period has elapsed. As far as the liquidation of any Class, Category and/or Sub-Fund is concerned, the proceeds thereof corresponding to Shares not surrendered for repayment at the close of liquidation will be kept in safe custody with the Custodian during a period not exceeding 9 months as from the date of the close of the liquidation; after this delay, these proceeds shall be kept in safe custody at the Caisse de Consignation.

In the event that for any reason whatsoever, the value of assets of a Class, Category or Sub-Fund should fall down to such an amount considered by the Board of Directors as the minimum level under which the Class, Category or Sub-Fund may no longer operate in an economic efficient way, or in the event that a significant change in the economic or political situation impacting such Class, Category or Sub-Fund should have negative consequences on the investments of such Class, Category or Sub-Fund or when the range of products offered to clients is rationalized, the Board of Directors may decide to conduct a liquidation or a compulsory redemption operation on all Shares of a Class, Category or Sub-Fund, at the net asset value per Share applicable on the Valuation Day, the date on which the decision shall come into effect (including actual prices and expenses incurred for the realization of investments, closing expenses, non paid off

setting up expenses, any non paid off sales charges and any other liabilities). The Company shall send a notice to the Shareholders of the relevant Class, Category or Sub-Fund, before the effective date of such liquidation or compulsory redemption. Such notice shall indicate the reasons for such liquidation / redemption as well as the procedures to be enforced. Unless otherwise stated by the Board of Directors, Shareholders of such Class, Category or Sub-Fund, may not continue to apply for the redemption or the conversion of their Shares while awaiting for the enforcement of the decision to liquidate / to redeem compulsorily. If the Board of Directors authorizes the redemption or conversion of Shares, such redemption and conversion operations shall be carried out according to the clauses provided by the Board of Directors in the sales documents of Shares, free of charge (but including actual prices and expenses incurred for the realization of investments, closing expenses, non paid off setting up expenses, any non paid off sales charges and any other liabilities) until the effective date of the liquidation / compulsory redemption.

Any of the above liquidations or any compulsory redemption may be settled through a distribution of the assets of the relevant Class(es), Category(ies) and/or Sub-Funds wholly or partly in kind, to any Shareholder, in compliance with the conditions set forth by the Law of 1915 on commercial companies (including, without limitation, delivery of independent valuation report issued by the auditor(s) of the Company) and the principle of equal treatment of Shareholders. In that respect, distribution in kind of assets, including fractions of securities or assets attributable to each Shareholder, held by the Company may be performed by the issuance and distribution, to each Shareholder, of a certificate of entitlement issued by the Custodian and representing the assets and fractions herein.

16.3. Amalgamation or Transfer of Class, Category and/or Sub-Fund

Under the same circumstances as provided in the paragraph above in relation to the compulsory redemption of Class(es), Category(ies) and/or Sub-Funds, the Board of Directors may decide to amalgamate a Class, Category and/or Sub-Fund into another Class, Category and/or Sub-Fund. Shareholders will be informed of such decision by a notice sent to the Shareholders at their address indicated in the register of Shareholders or in such manner as may be deemed appropriate by the Board of Directors and, in addition, the publication will contain information in relation to the new Class, Category and/or Sub-Fund. Such publication will be made at least one month before the date on which the amalgamation becomes effective in order to enable Shareholders to request redemption of their Shares, free of charge, before the operation involving contribution into the new Class, Category and/or Sub-Fund becomes effective.

The Board of Directors may also decide to amalgamate the assets of any Class, Category and/or Sub-Fund to those of another UCI submitted to Luxembourg Law or to another sub-fund within such other UCI (such other UCI or sub-fund within such other UCI being the "New Fund") (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). The question to amalgamate the assets of any Class, Category and/or Sub-Fund to those of a New Fund shall be referred, by the Board of Directors, to the General Meeting of Shareholders of the concerned Class, Category and/or Sub-Fund. Such General Meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting. Furthermore, such decision will be announced by a notice sent to the Shareholders at their address indicated in the register of Shareholders or in such manner as may be deemed appropriate by the Board of Directors (and, in addition, the notice will contain information in relation to the New Fund), one month before the date on which the amalgamation becomes effective in order to enable Shareholders to request redemption of their Shares, free of charge, during such period. After such period, Shareholders having not requested the redemption of their Shares will be bound by the decision of the General Meeting.

16.4. Division of a Class, Category and/or Sub-Fund

The Board of Directors may decide that any Class, Category or Sub-Fund may be split into several Sub-Funds, Classes and/or Categories of Shares with the same or different characteristics by a corresponding split of the portfolio of the Sub-Fund, Class and/or Category to be split. The Board of Directors may not decide a split of Sub-Funds, Classes and/or Categories if the rights of any Shareholder(s) of any of the resulting Sub-Fund, Class and/or Category are changed in any way unless the Shareholder(s) concerned has (have) received adequate prior notice with the option to redeem its (their) Shares, without charge, prior to the date the split becomes effective.

Solely under exceptional circumstances, in the event that for any reason whatsoever, the assets of a Class, Category or Sub-Fund becomes, outside the control of the Board of Directors or the Investment Manager, illiquid or hard to value, the Board of Directors may decide to divide or split-up a Class, Category and/or Sub-Fund into another Class, Category and/or Sub-Fund (herein referred as to "Side Pocket").

A Side Pocket is a Class or Category of Shares created in a Sub-Fund or a Sub-Fund created in the Company to isolate investments that are illiquid or hard to value. This technique will be used in the following context:

- To protect the redeeming investors from being paid an amount in respect of the illiquid or hard to value investments that may be less than their ultimate realisation value;
- To protect the remaining investors against the disposal of part or all of the most liquid assets in order to satisfy redemption orders;
- To protect new investors by ensuring that they are not exposed to the Side Pocket at the time they join the Company;
- To avoid Net Asset Value suspensions affecting all the investors in the Company.

The use of Side Pockets is authorized under the following conditions:

- The creation of Side Pockets can only be used in order to protect investors;
- The activation of Side Pockets can only be made in exceptional circumstances when investments become illiquid or hard to value;
 - Side pockets may only exist on a temporary basis and are not subject to any subscription fee, redemption fee, conversion fee, Investment Manager(s) fee, Sub-Investment Manager(s) fee, Investment Advisor(s) fee, performance fee, trailing or distribution fee and to any other fee normally applicable in the context of management of the assets or distribution or otherwise marketing of standard Classes, Categories or Sub-Funds;
- The investments comprising the Side Pocket shall not represent an amount of the assets of the Company as more fully described in the Offering Document.

Shareholders will be informed of such decision by a notice sent to their address indicated in the register of Shareholders or in such manner as may be deemed appropriate by the Board of Directors and, in addition, the information will contain information in relation to the new Class, Category and/or Sub-Fund and the illiquid assets contributed into it.

Art. 17. Conflict of Interest. Potential investors should be aware that there may be situations in which each and any of the Directors, the Investment Manager(s) or any Investment Advisor could encounter a conflict of interest in connection with the Company. In particular, potential investors should be aware of the following:

Certain Directors, Investment Managers, Investment Advisors and/or Intermediaries of the Company may control, directly or indirectly, entities in which they may have a financial or managerial interest (an "Affiliated Company"). Such Affiliated Company may be entitled to receive a portion, or all, of the brokerage commissions, transaction charges, advisory fees or investment management fees paid by the Company during the course of its day-to-day business. Such Affiliated Company may be in conflict of interest with, respectively, the Director, Investment Managers, Investment Advisors and/or Intermediaries duty to act for the benefit of the Shareholders in limiting expenses of the Company, and their interest in receiving such fees and/or commissions.

The Investment Manager(s) or any Investment Advisors may advise or make, as the case may be, investments for other clients without making the same available to the Company where, in regard to its obligations under the contractual agreement, the Investment Manager(s) or any Investment Advisors consider that it is acting in the best interests of the Company, so far as reasonably practicable having regard to its obligations to other clients.

The Investment Manager(s) or any Investment Advisors, any of their directors, officers, employees, agents and affiliates and the Directors of the Company and any person or company with whom they are affiliated or by whom they are employed (each an Interested Party) may be involved in other financial, investment or other professional activities including in connection with the underlying funds which may cause conflicts of interest with the Company. Furthermore, Interested Parties may provide services similar to those provided to the Company to other entities and will not be liable to account for any profit earned from any such services; also an Interested Party may acquire investments in which the Company may invest on behalf of clients. Furthermore, when the Investment Manager(s) or any Investment Advisors allocate or propose to allocate an investment into a fund which is also managed by it, it may collect a management charge on such investments in addition to its fees set out in the Offering Document.

The Company may acquire securities from or dispose of securities to any Interested Party or any investment fund or account advised or managed by any such person. An Interested Party may provide professional services to the Company or hold Shares and buy, hold and deal in any investments for their own accounts notwithstanding that similar investment may be held by the Company. An Interested Party may contract or enter into any financial or other transaction with any Shareholder or with any entity any of whose securities are held by or for the account of the Company, or is interested in any such contract or transaction. Furthermore, any Interested Party may receive commissions to which it or he is contractually entitled in relation to any sale or purchase of any investments of the Company effected by it for the account of the Company, provided that each case the terms are no less beneficial to the Company than a transaction involving a disinterested party and any commission is in line with market practice.

Art. 18. Directors. The Company shall be managed by a Board of Directors composed of not less than three members. The members of the Board of Directors shall not necessarily be Shareholders of the Company.

The directors shall be elected by the General Meeting of Shareholders for a period up to six years. They shall be eligible for re-election.

If a legal entity is appointed director, it must appoint an individual through whom it shall exercise its director's duties. In this respect, a third party shall have no right to demand the justification of powers; the mere qualification of representative or of delegate of the legal entity being sufficient.

The term of office of outgoing directors not re-elected shall end immediately after the General Meeting which has replaced them.

Any director may be removed from office with or without giving a reason or be replaced at any time by a resolution adopted by the General Meeting of Shareholders.

Any candidate for the function of director who is not mentioned in the agenda of the General Meeting of Shareholders must be elected by 2/3 of the votes of the Shareholders present or represented.

Potential directors mentioned in the agenda of the Annual General Meeting must be elected by the majority of the votes of the Shareholders present or represented.

In the event a seat on the Board falls vacant because of death, resignation or otherwise, the remaining directors appointed by the General Meeting may appoint, by a majority vote, a director to temporarily fill such vacancy until the next General Meeting of Shareholders, which shall ratify such appointment.

Art. 19. Chairmanship and Meetings of the Board of Directors. The Board of Directors shall choose a Chairman from among its members and may also choose one or more vice-chairmen from among its members. It may also appoint a secretary, who need not be a director. Meetings of the Board of Directors shall be called by the chairman or any two directors, and held at the place, date and time indicated in the notice of meeting. Any director may take part in any meeting by appointing another director as his proxy, in writing, by telegram, telex or telefax or any other similar written means of communication. Any director may represent one or more of his colleagues.

Meetings of the Board of Directors shall be chaired by its chairman, or failing that, the oldest vice-chairman if any, or failing that, the managing director if any, or failing that, the oldest director attending the meeting.

The Board of Directors can deliberate or act validly only if at least the majority of the directors are present or represented. Resolutions shall be adopted by a majority vote of the directors present or represented. In the event that, at any meeting of the Board of Directors, the number of votes for and against a resolution is equal, the person chairing the Board of Directors' meeting shall have a casting vote.

Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications whereby all persons participating in a meeting can hear each other. Participation in a meeting by such means shall be equivalent to a physical presence at such meeting.

Notwithstanding the foregoing clauses, directors may also vote by means of a circular document. The resolution shall be approved by the directors by each of them signing either a single document or multiple copies of the same document. Such resolutions shall have the same validity and force as if they had been voted during a Board meeting, duly convened and held, and can be proven by letter, fax, telegram or any similar means.

The minutes of the meetings of the Board of Directors shall be signed by the Chairman or by the person who chaired such meeting in his absence.

Copies or extracts of such minutes needed as evidence in court or otherwise shall be signed by the Chairman, or by the secretary, or by two directors or by any person authorised by the Board of Directors.

Art. 20. Powers of the Board of Directors. The Board of Directors has the most extensive powers to perform all acts of administration and disposal in the Company's interest. All powers not expressly reserved by law or by these Articles of Association for the General Meeting of Shareholders shall fall within the remit of 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 investment policy.

Subject to its overall responsibility, control, and supervision, the Board of Directors may appoint one or more Investment Managers/Investment Advisors to provide day-to-day investment decision, respectively recommendations.

Each Investment Manager may delegate, under its overall control and responsibility, its authority to make investment decisions, at its own cost and with the prior approval and/or ratification of the Board of Directors of the Company, to one or more Sub-Investment Manager(s) for each Sub-Fund.

Investment Manager(s) shall make the investment decisions for each Sub-Fund and place purchase and sale orders for the Sub-Fund's transactions.

Investment Advisor(s) shall advise the Company, respectively the Investment Manager(s), of the Company on a day-to-day basis. Based on this advice, the Company, respectively the Investment Manager(s), will manage the Company's portfolios. The Company, respectively the Investment Manager, shall not be bound to act, purchase or sell securities, by any advice or recommendation given by any Investment Advisor.

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

Art. 21. Signatory Powers. The Company will be bound by the joint signature of any two Directors, Officers or of any other persons to whom authority has been delegated by the Board of Directors.

Art. 22. General Meetings of Shareholders of the Company. The General Meeting of Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all the Shareholders regardless of the Class or Category of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The General Meeting of Shareholders shall meet upon call by the Board of Directors.

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

The Annual General Meeting of Shareholders will be held at the registered office of the Company in Luxembourg on the last Thursday of June each year, or if such day is not a day on which banks are open for business in Luxembourg, on the following day on which banks are open for business in Luxembourg. Notice to Shareholders will be given in accordance

with Luxembourg law. The notice will specify the place and time of the meeting, the conditions of admission, the agenda, the quorum and the voting requirements.

To the extent required by Luxembourg law or decided by the Board of Directors of the Company, all notices to Shareholders will be sent to Shareholders at their address indicated in the register of Shareholders and, only if necessary, in one or more newspapers of wide circulation and/or in the Mémorial.

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

The agenda shall be prepared by the Board of Directors except in the instance where the meeting is called on the written demand of the Shareholders in which instance the Board of Directors may prepare a supplementary agenda.

All shares are in registered form and if no publications are made, notices to Shareholders may be mailed by registered mail only.

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

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

The business transacted at any meeting of the Shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters. Each share of whatever Class or Category is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing or by cable, telegram, telex or facsimile transmission, who need not to be a Shareholder and who may be a director of the Company.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the Shareholders present or represented.

Art. 23. Auditor. In accordance with the Law of 2007, the books and the preparation of all declarations required by Luxembourg law shall be supervised by an independent auditor (“Réviseur d’Entreprises agréé”) who shall be appointed by the General Meeting and who shall be remunerated by the Company.

The incumbent independent auditor may be dismissed at any time by the General Meeting.

Art. 24. Custody of the assets of the Company. To the extent required by the Law of 2007, the Company shall enter into a custody agreement with a banking or savings institution as defined by the law of 5th April 1993 on the supervision of the financial sector, as amended (the “Custodian”). The Custodian shall have the powers and responsibilities provided for by the Law of 2007.

If the Custodian wishes to resign, the Board of Directors shall use its best endeavours to find a replacement within two months of the effectiveness of such resignation. The Board of Directors may terminate the custody agreement but may not remove the Custodian from office unless a replacement has been found.

Art. 25. Central Administration of the Company. To the extent required by the Law of 2007, the Company shall enter into a central administration agreement with a Central Administration Agent regulated under Luxembourg law.

If the Central Administration Agent wishes to resign, the Board of Directors shall use its best endeavours to find a replacement within two months of the effectiveness of such resignation. The Board of Directors may terminate the central administration agreement but may not remove the Central Administration Agent from office unless a replacement has been found.

Art. 26. Applicable law, Jurisdiction, Language. The Articles of Incorporation are pursuant the laws of the Grand Duchy of Luxembourg.

The Luxembourg District Court is the place of performance for all legal disputes between the Shareholders and the Company. Luxembourg law applies.

Statements made in these Articles of Incorporation are based on the laws and practice in force at the date of these Articles of Incorporation in the Grand Duchy of Luxembourg, and are subject to changes in those laws and practice.

English shall be the governing language of these Articles of Incorporation.

Art. 27. Miscellaneous. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Law of Luxembourg and the Law of 1915 on Commercial Companies as amended.

Transitory provisions

The first financial year shall begin on the date of incorporation of the Company and end on the 31st December 2014.

The Annual General Meeting shall be held for the first time on the day, time and place as indicated in these Articles of Incorporation in 2015.

Subscription and Payment

The initial capital is fixed at twenty thousand euro (EUR 20,000.-) divided into two thousand (2,000) shares with a par value of ten euros (EUR 10.-) each.

The subscribers have subscribed for the number of shares and have paid in cash the amount as mentioned hereafter:

Shareholder	Subscribed capital	Number of shares
Mr. Anthony COSTARD, prenamed	4.500	450
Mr. Pierre MATHEY, prenamed	4.500	450
Mr. Laurent PICHONNIER, prenamed	1.000	100
“FAIR PLAY CAPITAL ADVISORY (LUX) S.à r.l.”, prenamed	10.000	1.000
TOTAL:	EUR 400.000,-	2.000

All the Shares have been partly paid up in cash by 5% of the subscription amount for shares, so that the sum of twenty thousand euro (EUR 20,000.-) is as of now at the free disposal of the Company, as was certified to the notary executing this deed.

Evidence of the above payments, has been given to the undersigned notary, who expressly acknowledges it.

Statement

The notary executing this deed declares that the conditions enumerated in Article 26 of the law on commercial companies of 10th August 1915 have been fulfilled and expressly bears witness to their fulfilment.

Expenses

The expenses which shall be borne by the Corporation as a result of its organization are estimated at approximately one thousand two hundred and sixty euro (EUR 1,260.-).

Extraordinary General Meeting

The Shareholders duly represented, representing the entire subscribed capital and considering themselves as having received due notice, have immediately proceeded to hold an Extraordinary General Meeting and passed the following resolutions:

1) The Company shall be managed by a Board of Directors composed of up of eight (8) members and for the time being the number of directors is set at four (4).

Directors are elected by the General Meeting of Shareholders for a period of six (6) years.

2) The following have been elected as members of the Board of Directors:

- Mr. Anthony COSTARD, lawyer, born on 22 June 1978 in Rennes (France) residing professionally at 84, rue du Faubourg Saint-Honoré, 75008 Paris, France,

- Mr. Pierre MATHEY, lawyer, born on 23 April 1977 in Marseille (France) residing professionally at 84, rue du Faubourg Saint-Honoré, 75008 Paris, France,

- Mr. Andrei RADU, Independent Risk manager, born on 21 December 1980 in Pitesti (Romania), residing at 80, Gaston Diderich, L-1420 Luxembourg.

- Mr. Laurent PICHONNIER, Managing Partner of Global Finance Consult (Luxembourg), born on January 4th 1972 in Bordeaux (France) residing professionally at 53, rue d’Anvers, L-1130 Luxembourg.

Members of the Board of Directors have the opportunity to appoint temporary one or more other Director(s) of their choice based on the above limit (between four and eight).

A Director can be validly appointed only by the Ordinary General Meeting of Shareholders, which will rule on the validity of the appointment. If it does not validate the appointment, the decisions taken by the Board of Directors during the period when the director was coopted will be not questioned.

3) Has been appointed as Independent Auditor:

“PricewaterhouseCoopers”, a société cooperative with registered office at 400, route d’Esch, L-1014 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 65.477.

4) The director’s and auditor’s terms of office will expire after the Annual Meeting of Shareholders to be held in the year 2019.

5) The registered office of the Company is fixed at 11, rue Aldringen, L-1118 Luxembourg.

Meeting of the Board of Directors:

Then, directors met in the Board and decided to appoint the following director as Chairman of the Board of Directors:

Mr. Laurent PICHONNIER, prenamed.

The Chairman is elected for a period of six (6) years.

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

The undersigned notary, who understands and speaks English, herewith states that at request of the above-named persons, this deed is written in English.

This deed having been read to the said persons, all of whom are known to the notary by the surnames, first names, civil status and residences, the said persons appearing before the Notary signed, together with the notary, this original deed.

Signé: V. PIERRU, P. DECKER.

Enregistré à Luxembourg, A.C., le 14 janvier 2014. Relation: LAC/2014/1849. Reçu 75,- € (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée au Registre de Commerce et des Sociétés à Luxembourg.

Luxembourg, le 26 février 2014.

Référence de publication: 2014032230/927.

(140035937) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 février 2014.

Heinz Finance (Luxembourg) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 415.386.399,00.

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

R.C.S. Luxembourg B 149.974.

RECTIFICATIF

Il y a lieu de rectifier comme suit la deuxième ligne de l'en-tête du rectificatif, dans le Mémorial C n° 524 du 27 février 2014, page 25108:

au lieu de:

«Capital social: USD 415.386.399,00.»,

lire:

«Capital social: EUR 415.386.399,00.».

Référence de publication: 2014033251/14.

1798 Funds II, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.

The Unitholders are hereby informed that the liquidation of 1798 Funds II has been closed. The liquidation proceeds have been paid to the Unitholders entitled thereto and, accordingly, no assets have been deposited at the Caisse de Consignation in Luxembourg. The documents and Accounts of 1798 Funds II will remain deposited at the offices of Lombard Odier Funds (Europe) S.A., 5, allée Scheffer, L-2520 Luxembourg, for a period of five years.

Luxembourg, 18 February 2014.

Référence de publication: 2014033510/755/9.

smarteHealth G.m.b.H., Société à responsabilité limitée.

Capital social: EUR 62.500,00.

Siège social: L-9237 Diekirch, 3, place Guillaume.

R.C.S. Luxembourg B 119.745.

Im Jahre zweitausenddreizehn, am sechsten Tag des Monats Dezember.

Vor dem unterzeichnenden Notar Maître Edouard Delosch, mit Amtssitz in Diekirch, Großherzogtum Luxemburg,

Ist erschienen:

- Herr Etienne VANDERSTOKKER, Berater, geboren am 28. Juli 1952, in Wilrijk (Belgien), wohnhaft in B2650 Edegem, 42, Drie Eikenstraat.

Der Alleingeschafter hat den amtierenden Notar gebeten, zu beurkunden, dass der Alleingeschafter der alleinige Geschafter der Gesellschaft "smarteHealth G.m.b.H.", Gesellschaft mit beschränkter Haftung, mit Sitz L-9237 Diekirch, 3, place Guillaume, eingetragen im Gesellschafts- und Handelsregister Luxemburg R.C.S. Luxembourg unter der Nummer B 119.745, gegründet gemäß notarieller Urkunde gezeichnet durch Maître Fernand UNSEN, Notar mit damaligem Amtssitz in Diekirch, vom 26. September 2006 veröffentlicht im Mémorial C, Recueil des Sociétés et Associations, unter N° 2167 und am 21. November 2006. Die Satzung wurde zum letzten Mal abgeändert gemäß Urkunde durch Maître Pierre PROBST, Notar mit dem Amtssitz in Ettelbrück vom 19. Januar 2011, veröffentlicht im Mémorial C, Recueil des Sociétés et Associations, unter N° 746 vom 18. April 2011.

Der Alleingeschafter erkennt ausdrücklich von den aufgrund der folgenden Tagesordnung zu fassenden Beschlüssen umfassende Kenntnis gehabt zu haben:

Tagesordnung

1. Erweiterung des Gesellschaftszwecks und dementsprechend Artikel 2 der Satzung der Gesellschaft umzuändern;
2. Erhöhung des Gesellschaftskapitals der Gesellschaft um einen Betrag in Höhe von EUR 50.000,- (fünfzig tausend Euro), um dieses von seinem derzeitigen Betrag in Höhe von zwölftausend fünfhundert Euro (EUR 12.500,-) auf EUR 62.500,- (zweiundsechzig tausend fünfhundert Euro) zu bringen.
3. Schaffung von 400 (vierhundert) neuen Anteilen mit einem Nennwert von je EUR 125,- (einhundert fünfundzwanzig Euro), die die gleichen Rechte und Privilegien haben, wie in der Satzung der Gesellschaft beschrieben.
4. Annahme der Zeichnung der neu geschaffenen vierhundert (400) Anteile gegen Bareinlage.
5. Anteilsübertragungen von Herrn Etienne VANDERSTOKKER, vorgenannt, an die Stiftung STICHTING BWOOKP.
6. Festsetzen des Kapitals der Gesellschaft auf EUR 62.500,- (zweiundsechzigtausend fünfhundert Euro) eingeteilt in fünfhundert (500) Anteile mit einem Nennwert von je EUR 125,- (einhundert fünfundzwanzig Euro) und Abänderung von Artikel 6 der Satzung der Gesellschaft um die Kapitalerhöhung der Gesellschaft wiederzugeben.
7. Verschiedenes.

Der Alleingesellschafter hat den amtierenden Notar gebeten folgende Beschlussfassungen aufzunehmen:

Erster Beschluss

Der Gesellschafter beschließt den Gesellschaftszweck der Gesellschaft zu erweitern und dementsprechend Artikel 2 der Satzung der Gesellschaft umzuändern, welcher künftig folgenden Wortlaut erhält:

„ **Art. 2.** Zweck des Unternehmens ist neben dem Handel mit radiologischem und medizinischem Material (Hard- und Software), die Entwicklung von und der Handel mit psychologischen und sozialen Diagnoseverfahren und Interventions-Methoden (Hard- und Software), diesbezüglich Training, Ausbildung und Beratung.

Im Rahmen ihrer Tätigkeit kann die Gesellschaft in Hypothekeneintragungen einwilligen, Darlehen aufnehmen, mit oder ohne Garantie, und für andere Personen oder Gesellschaften Bürgschaften leisten, unter Vorbehalt der diesbezüglichen gesetzlichen Bestimmungen.

Sie kann im Übrigen alle kaufmännischen, industriellen und finanziellen Handlungen in Bezug auf bewegliche und unbewegliche Güter vollziehen, die für die Verwirklichung des Gegenstandes der Gesellschaft notwendig oder auch nur nützlich sind oder welche die Entwicklung der Gesellschaft erleichtern können.“

Zweiter Beschluss

Der Alleingesellschafter hat beschlossen, das Kapital der Gesellschaft um einen Betrag in Höhe von EUR 50.000,- (fünfzig tausend Euro) zu erhöhen, um dieses von seinem derzeitigen Betrag in Höhe von zwölftausend fünfhundert Euro (EUR 12.500,-) auf EUR 62.500,-(zweiundsechzig tausend fünfhundert Euro) zu bringen.

Dritter Beschluss

Der Alleingesellschafter hat beschlossen, vierhundert (400) neue Anteile mit einem Nennwert von je EUR 125,- (einhundert fünfundzwanzig Euro) zu schaffen, die die Rechte und Privilegien haben, wie in der Satzung der Gesellschaft beschrieben.

Zeichnung - Einzahlung

1. Daraufhin erschien an die Stiftung Stichting BWOOKP, mit Firmenadresse in 6211LK Maastricht, Minderbroedersberg 4-6, Niederlande, eingetragen im Handelsregister in Maastricht (Kamer van Koophandel) unter der Nummer 41077332 (nachstehend „BWOOKP“), vertreten durch Herrn Philippe Amand Etienne Ghislain DELESPAUL, Psychologe, wohnhaft in B-3630 Maasmechelen, Daalstraat, 33, aufgrund einer privatschriftlichen Vollmacht erstellt am 19, 22 & 27. August 2013, sowie aufgrund einer privatschriftlichen Vollmacht erstellt 06. Dezember 2013, welche durch die Komparten und den amtierenden Notar unterzeichnet und dieser Urkunde beiliegen bleibt und zusammen mit ihr zur Registrierung eingereicht werden wird.

BWOOKP gab an 320 (dreihundertzwanzig) neue Anteile mit einem Nennwert von je EUR 125,- (einhundert fünfundzwanzig Euro) zu zeichnen und diese neuen Anteile mittels Bareinlage voll einzuzahlen.

Der Gesamtbetrag in Höhe von EUR 40.000,- (vierzigtausend Euro) stand fortan der Gesellschaft zur Verfügung. Ein Beweis hierfür wurde dem amtierenden Notar vorgelegt.

2. Daraufhin erschien ECS HOLDING B.V., eine Gesellschaft niederländischen Rechts, mit Gesellschaftssitz in 6225CM Maastricht, Walburg 12, Niederlande und eingetragen im Handelsregister in Maastricht (Kamer van Koophandel) unter der Nummer 14629175 (nachstehend „ECS“), hier vertreten durch ihren alleinigen Geschäftsführer Herrn Peter EMONDS, Geschäftsführer, wohnhaft in NL-6225 CM Maastricht, Walburg 12.

ECS gab an 80 (achtzig) neue Anteile mit einem Nennwert von je EUR 125,- (einhundert fünfundzwanzig Euro) zu zeichnen und diese neuen Anteile mittels Bareinlage voll einzuzahlen.

Der Gesamtbetrag in Höhe von EUR 10.000,- (zehntausend Euro) stand fortan der Gesellschaft zur Verfügung. Ein Beweis hierfür wurde dem amtierenden Notar vorgelegt.

Folglich der vorbezeichneten Zeichnungen, stand ein Gesamtbetrag in Höhe von EUR 50.000,- (fünfzig tausend Euro) der Gesellschaft fortan zur Verfügung. Ein Beweis hierfür wurde dem amtierenden Notar vorgelegt.

Vierter Beschluss

Die Generalversammlung hat beschlossen, vorbezeichnete Zeichnungen und Einzahlungen anzunehmen und die 400 (vierhundert) neuen Anteile als voll einbezahlte Anteile den vorbezeichneten zeichnenden Personen zuzuweisen.

Fünfter Beschluss

Herr Etienne VANDERSTOKKER, vorgeannt, überträgt und überlässt hiermit zwanzig (20) ihm gehörende Anteile der Gesellschaft "smarteHealth G.m.b.H", an die Stiftung Stichting BWOOKP, mit Firmenadresse in 6211LK Maastricht, Minderbroedersberg 4-6, Niederlande, eingetragen im Handelsregister in Maastricht (Kamer van Koophandel) unter der Nummer 41077332 (nachstehend „BWOOKP“), für den Betrag von zweitausend fünfhundert Euro (EUR 2.500,-).

Herr Etienne VANDERSTOKKER, vorgeannt, erklärt vor Unterschrift gegenwärtiger Urkunde und ohne Beisein des Notars von der Stiftung BWOOKP den Betrag erhalten zu haben worüber hiermit Quittung, Titel und Entlastung.

Ist der gegenwärtigen Urkunde beigetreten:

Die Stiftung BWOOKP, vorgeannt, hier vertreten wie vorerwähnt, durch Herrn Philippe Amand Etienne Ghislain DELESPAUL, vorgeannt, welcher erklärt die vorhergehende Anteilübertragung anzunehmen.

Die Stiftung BWOOKP, vorgeannt, ist von heute an Eigentümer der ihm übertragenen Anteile mit allen daran verbundenen Rechten und Pflichten.

BWOOKP erklärt eine genaue Kenntnis sowohl der Statuten als auch der finanziellen Lage der Gesellschaft zu haben

Herr Etienne VANDERSTOKKER, vorgeannt, handelnd in seiner Eigenschaft als Geschäftsführer der Gesellschaft "smarteHealth G.m.b.H", erklärt im Namen der Gesellschaft diese Abtretung von Gesellschaftsanteilen anzunehmen, mit Freistellung von der in Artikel 1690 des Zivilgesetzbuches vorgesehenen Zustellung.

Aufgrund dieser vorangegangenen Anteilübertragungen, sind die Anteile der Gesellschaft somit wie folgt aufgeteilt:

1. Herr Etienne VANDERSTOKKER, vorgeannt, achtzig Anteile	80 Anteile
2.- BWOOKP, vorgeannt, dreihundertvierzig Anteile	340 Anteile
3. ECS, vorgeannt, achtzig Anteile	80 Anteile
Total: fünfhundert Anteile	500 Anteile

Sechster Beschluss

Die Generalversammlung hat beschlossen Artikel 6 der Satzung der Gesellschaft abzuändern, um die obigen Beschlüsse wiederzugeben. Dieser Artikel wird von nun an folgenden Wortlaut haben

« **Art. 6.** Das Gesellschaftskapital beträgt EUR 62.500,- (zweiundsechzig tausend fünfhundert Euro), aufgeteilt in fünfhundert Anteile (500) von je einhundert fünfundzwanzig Euro (EUR 125.-), welche integral gezeichnet und voll eingezahlt wurden.»

Kosten

Die Kosten und Auslagen, die der Gesellschaft in Zusammenhang mit vorliegender Urkunde entstehen oder die sie zu tragen hat, belaufen sich auf ungefähr eintausend drei hundert Euro (EUR 1.300,-).

WORÜBER, Urkunde erstellt in Diekirch am Datum, wie eingangs erwähnt.

Nachdem die Urkunde den Erschienenen, welche dem Notar mit Nachname, Vorname, Personenstand und Adresse bekannt ist, vorgelesen wurde, hat die erschienene Person zusammen mit dem Notar die vorliegende Urkunde unterschrieben.

Gezeichnet: E. VANDERSTOKKER, P. A. E. G. DELESPAUL, P. EMONDS, DELOSCH.

Enregistré à Diekirch, le 10 décembre 2013. Relation: DIE/2013/15131. Reçu soixante-quinze (75.-) euros.

Le Receveur (signé) pd: RECKEN.

Für gleichlautende Ausfertigung, ausgestellt zwecks Veröffentlichung im Memorial C.

Diekirch, den 17. Januar 2014.

Référence de publication: 2014009682/121.

(140011299) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2014.

Hortense S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.
R.C.S. Luxembourg B 54.641.

Extrait du Procès-verbal de la Réunion du Conseil d'Administration tenue le 13 juin 2013.

Résolution unique:

Le Conseil d'Administration décide de renouveler avec effet immédiat le mandat de Président du Conseil d'Administration de Monsieur Claude SCHMITZ, Conseiller fiscal, né à Luxembourg le 23/09/1955, domicilié professionnellement à Luxembourg au 2, Avenue Charles de Gaulle L-1653 Luxembourg jusqu'à l'issue de l'Assemblée Générale Statutaire Annuelle qui se tiendra en 2019.

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

HORTENSE S.A.

Société Anonyme

Référence de publication: 2014012348/16.

(140013665) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

HFX S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 44, rue de la Vallée.
R.C.S. Luxembourg B 152.578.

In the year two thousand and thirteen, on the thirtieth of December.

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

Was held

an extraordinary general meeting of shareholders of the public limited company (société anonyme) HFX S.A., with registered office in L-2661 Luxembourg, 44, rue de la Vallée, R.C.S. Luxembourg number B 152578, incorporated by deed of the undersigned notary on the 14th of April 2010, published in the Mémorial C number 1120 of the 28th of May 2010, and whose articles of incorporation have been modified by deed of the undersigned notary,

- on the 3rd of December 2010, published in the Mémorial C number 540 of the 23rd of March 2011,
- on the 20th April 2011, published on the Mémorial C number 1377 of the 24th of June 2011,
- on the 5th of December 2011, published in the Mémorial C number 3212 of the 30th of December 2011,
- on the 28th of December 2011, published in the Mémorial C number 306 of the 4th February 2012
- on the 19th of February 2013, published in the Mémorial C number 769 of the 29th of March 2013
- and on the 27th of December 2012, published in the Mémorial C number 848 of the 10th of April 2013.

The meeting is presided over by Mr. Max MAYER, private employee, residing professionally in L-6130 Junglinster, 3, route de Luxembourg.

The chairman appoints as secretary and the meeting elects as scrutineer Mr. Henri DA CRUZ, private employee, residing professionally in L-6130 Junglinster, 3, route de Luxembourg.

The board having thus been formed the chairman states and asks the notary to enact:

That the shareholders present or represented as well as the number of shares held by them are indicated on an attendance list, which after having been signed by the shareholders or their proxy-holders, shall remain annexed to this document and shall be filed at the same time with the registration authorities.

It results from the said attendance list that all the issued shares are present or represented, so that the present meeting can take place without prior convening notices.

That the present meeting is regularly constituted and may validly deliberate upon the points of the agenda, which reads as follows:

Agenda:

- 1.- Increase of the capital of the Company by an amount of 100,000.-EUR, so as to raise it from its present amount of 800,000.- EUR to 900,000.- EUR, by the issuance of 1,000 new shares having par value of 100.- EUR each, vested with the same rights and obligations as the existing shares.
- 2.- Subscription and full payment of the new shares.
- 3.- Subsequent amendment of article 5, paragraph 1, of the articles of incorporation.

After deliberation, the following resolutions were taken by the meeting by unanimous vote.

First resolution

The meeting decides to increase the capital of the Company by an amount of one hundred thousand Euro (100,000.- EUR), so as to raise it from its present amount of eight hundred thousand Euro (800,000.- EUR) to nine hundred thousand Euro (900,000.- EUR), by the issuance of one thousand (1,000) new shares having par value of one hundred Euro (100.- EUR) each, vested with the same rights and obligations as the existing shares, to be entirely paid up by contribution in cash.

Subscription and payment

The one thousand (1,000) new shares have been subscribed and fully paid up by payment in cash by the sole shareholder the company Xenon Private Equity V L.P., having its registered office in St. Paul's Gate, 22-24 New Street, St. Helier, Jersey JE1 4TR.

The sum of one hundred thousand Euro (100,000.- EUR) is forthwith at the free disposal of the public limited company HFX S.A. as has been proved to the notary by a bank certificate, who states it expressly.

Second resolution

As a consequence of the foregoing resolutions, the meeting decides to amend the first paragraph of article five of the articles of incorporation to give it the following wording:

" **Art. 5. (paragraph 1).** The share capital is set at nine hundred thousand Euro (900,000.-EUR) represented by nine thousand (9,000) shares of a par value of one hundred Euro (100.- EUR) per share."

Costs

The amount of the expenses, remunerations and charges, in any form whatsoever, to be borne by the present deed are estimated at one thousand six hundred Euros.

Nothing else being on the agenda, the meeting was closed.

Declaration

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

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

The document having been read to the appearing persons, all of whom are known to the notary, by their surnames, first names, civil status and residences, the said persons appearing signed together with us, the notary, the present original deed.

Suit la version française du texte qui précède:

L'an deux mille treize, le trente décembre.

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

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme HFX S.A., avec siège social à L-2661 Luxembourg, 44, Rue de la Vallée, R.C.S. Luxembourg numéro B 152578, constituée suivant acte reçu par le notaire instrumentant en date du 14 avril 2010, publié au Mémorial C numéro 1120 du 28 mai 2010, et dont les statuts ont été modifiés suivant acte reçu par le notaire instrumentant

- en date du 3 Décembre 2010, publié au Mémorial C numéro 540 du 23 mars 2011,
- en date du 20 avril 2011, publié au Mémorial C numéro 1377 du 24 juin 2011,
- en date du 5 décembre 2011, publié au Mémorial C numéro 3212 du 30 décembre 2011,
- en date du 28 décembre 2011, publié au Mémorial C numéro 306 du 4 février 2012,
- en date du 19 février 2013, publié au Mémorial C numéro 769 du 29 mars 2013,
- et en date du 27 décembre 2012, publié au Mémorial C numéro 848 du 10 avril 2013.

La séance est ouverte sous la présidence de Monsieur Max MAYER, employé privé, demeurant professionnellement à L-6130 Junglinster, 3, route de Luxembourg.

La présidente désigne comme secrétaire et l'assemblée choisit comme scrutateur Monsieur Henri DA CRUZ, employé privé, demeurant professionnellement à L-6130 Junglinster, 3, route de Luxembourg.

Le bureau ayant ainsi été constitué, le président expose et prie le notaire instrumentaire d'acter:

Les actionnaires présents ou représentés à l'assemblée et le nombre d'actions possédées par chacun d'eux ont été portés sur une liste de présence, laquelle, signée par les actionnaires présents et les mandataires de ceux représentés, demeurera annexée au présent acte avec lequel elle sera enregistrée.

Il résulte de ladite liste de présence 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, qui est conçu comme suit:

Ordre du jour:

1.- Augmentation du capital social à concurrence de 100.000,- EUR, pour porter son montant actuel de 800.000,- EUR à 900.000,- EUR, par l'émission de 1.000 actions nouvelles ayant une valeur nominale de 100,-EUR chacune, jouissant des mêmes droits et obligations que les actions existantes.

2.- Souscription et libération intégrale des actions nouvelles.

3.- Modification afférente de l'article 5, alinéa 1^{er}, des statuts.

Après délibération, l'assemblée prend à l'unanimité les résolutions suivantes:

Première résolution

L'assemblée décide d'augmenter le capital social à concurrence de cent mille euros (100.000,- EUR), pour le porter son montant actuel de huit cent mille euros (800.000,- EUR) à neuf cent mille euros (900.000,- EUR), par l'émission de trois mille (1.000) actions nouvelles ayant une valeur nominale de cent euros (100,- EUR) chacune, jouissant des mêmes droits et obligations que les actions existantes, à libérer intégralement par un versement en numéraire.

Souscription et libération

Les mille (1.000) actions nouvelles ont été souscrites et entièrement libérées par un versement en numéraire par l'actionnaire unique la société Xenon Private Equity V L.P., ayant son siège social à St. Paul's Gate, 22-24 New Street, St. Helier, Jersey JE1 4TR.

La somme de cent mille euros (100.000,- EUR) se trouve dès-à-présent à la libre disposition de la société anonyme HFX S.A., ainsi qu'il en a été justifié au notaire par une attestation bancaire, qui le constate expressément.

Deuxième résolution

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

" **Art. 5. (alinéa 1^{er})**. Le capital social est fixé à neuf cent mille euros (900.000,- EUR) représenté par neuf mille (9.000) actions d'une valeur nominale de cent euros (100,- EUR) chacune."

Frais

Le montant des frais, dépenses et rémunérations quelconques incombant à la société en raison des présentes s'élève approximativement à mille six cents euros.

L'ordre du jour étant épuisé, la séance est levée.

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête des personnes comparantes, le présent acte est rédigé en anglais suivi d'une traduction française, à la requête des mêmes personnes et en cas de divergences entre le texte anglais et français, la version anglaise fera foi.

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

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

Signé: Max MAYER, Henri DA CRUZ, Jean SECKLER.

Enregistré à Grevenmacher, le 06 janvier 2014. Relation GRE/2014/86. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

Référence de publication: 2014010925/130.

(140012457) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 janvier 2014.

GL Europe Capital Solutions Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 183.554.

Le présent document est établi en vue de mettre à jour les informations inscrites auprès du Registre de Commerce et des Sociétés de Luxembourg.

L'orthographe exacte du nom du gérant de classe B de la Société doit se lire comme suit:

- Jorrit Crompvoets

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

Luxembourg, le 22 janvier 2014.

GL Europe Capital Solutions Holdings S.à r.l.

Signature

Référence de publication: 2014012321/16.

(140013739) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

Gremalux Holding S.A.H., Société Anonyme.

Siège social: L-2530 Luxembourg, 4, rue Henri M. Schnadt.

R.C.S. Luxembourg B 24.035.

Extrait de résolution de l'Assemblée Générale Ordinaire tenue extraordinairement en date du 17 décembre 2013

L'assemblée générale des actionnaires de la société GREMALUX HOLDING S.A.H. a décidé, en date du 17 décembre 2013, de prendre les résolutions suivantes:

L'assemblée générale décide de révoquer:

- Monsieur Dan Epps

de son poste d'administrateur et de Président du conseil d'administration de la société avec effet immédiat.

Par conséquent, l'assemblée générale décide de nommer:

- Monsieur Jean-Paul FRANK, expert-comptable, né le 12/11/1969 à Luxembourg, demeurant professionnellement à L-2530 Luxembourg, 4, rue Henri Schnadt

au poste d'administrateur pour une durée de deux années c'est-à-dire jusqu'à l'assemblée générale qui se tiendra en 2015.

Pour extrait conforme

Luxembourg, le 17 décembre 2013.

Référence de publication: 2014012331/20.

(140014181) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

Abira Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 54.617.

Extrait du procès-verbal de l'Assemblée Générale Annuelle des Actionnaires tenue le 22 janvier 2014

Monsieur Francesco Cavallini, né le 16 novembre 1986 à Luxembourg, demeurant professionnellement 412F, Route d'Esch, L-2086 Luxembourg, a été nommé administrateur de la Société avec effet au 23 décembre 2013 en remplacement de Monsieur Pierre Mestdagh. Son mandat prendra fin lors de l'assemblée générale annuelle de l'année 2016.

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

Luxembourg, le 22.01.2014.

Référence de publication: 2014012080/13.

(140014108) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

Zonat S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 98.480.

Il résulte du procès - verbal de l'Assemblée Générale Extraordinaire, tenue à Luxembourg en date du 7 décembre 2012 que:

- Le commissaire aux comptes Fiduciaires Hellers, Kos & Associés S.à r.l. est remplacé par G.T. Fiduciaires S.A., ayant son siège social à L-1273 Luxembourg, 19, rue de Bitbourg.

- Les mandats des membres du conseil d'administration et du commissaire aux comptes sont prolongés jusqu'à l'assemblée générale qui se tiendra en l'an 2018:

* Paul Raynor Keating (anc. Paul Keating), administrateur, président du conseil d'administration et administrateur-délégué,

* Gernot Kos, administrateur,

* Thierry Hellers, administrateur.

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

27012

Luxembourg, le 22 janvier 2014.
G.T. Experts Comptables S.à.r.l.
Luxembourg

Référence de publication: 2014012735/21.

(140013820) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

World Strategy Portfolios, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 150.891.

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EXTRAIT

Sur base de la Résolution Circulaire du 17 Décembre 2013, le Conseil d'Administration décide du changement d'adresse de la Société.

La nouvelle adresse, 42, rue de la Vallée, L-2661 Luxembourg sera effective au 20 janvier 2014.

Pour World Strategy Portfolios

Référence de publication: 2014012722/12.

(140014275) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

Zebra Real Estate S.à r.l., Société à responsabilité limitée.

Capital social: CHF 60.000,00.

Siège social: L-1855 Luxembourg, 37C, avenue John Fitzgerald Kennedy.

R.C.S. Luxembourg B 170.804.

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In the year two thousand and three, on the thirtieth day of December.

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

THERE APPEARED:

Zebra Holdings and Investments S.à r.l., a private limited liability company (société à responsabilité limitée), having its registered office at 37C, Avenue John Fitzgerald Kennedy, L-1855 Luxembourg and registered with the Trade and Company Register under B 141 451 (the "Shareholder"),

here represented by Mr. Régis Galiotto, professionally residing in Luxembourg, by virtue of a proxy, given on 19 December, 2013.

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

The appearing party is the sole shareholder (the "Shareholder") of Zebra Real Estate S.à r.l., a société à responsabilité limitée incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 37C, Avenue J.F. Kennedy L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and Companies' Register under number B.170.804 (the "Company"), incorporated pursuant to a deed of the undersigned notary on 25 July 2012 published in the Mémorial Recueil des Sociétés et Associations C number 2304 of 15 September 2012.

Such appearing party has requested the undersigned notary to then review the following agenda (the "Agenda"):

Agenda

1. Approval decrease of the Company's share capital by an amount of two million nine hundred forty thousand Swiss Francs (CHF 2.940.000) through the cancellation of two thousand nine hundred forty (2.940) shares each having a nominal value of one thousand Euros (EUR 1.000) in order to reduce the share capital from its current amount of three million of Swiss Francs (CHF 3.000.000) down to an amount of sixty thousand Swiss Francs (CHF 60.000);

2. Subsequent amendment of article 5.1 of the Company's articles of association;

3. Miscellaneous.

Further to the review of the different items composing the Agenda, the Shareholder, requested the notary the following resolutions:

First resolution:

The general meeting resolves to decrease the share capital of the Company by an amount of two million nine hundred forty thousand Swiss Francs (CHF 2.940.000) so as to bring it from its current amount of three million Swiss Francs (CHF 3.000.000), represented by three thousand (3.000) shares with nominal value of one thousand Swiss Francs (CHF 1.000) each, down to sixty thousand Swiss Francs (CHF 60.000), through the cancellation of two thousand nine hundred forty

(2.940) shares having a nominal value of one thousand Swiss Francs (CHF 1.000) each and by reimbursement of the amount of two million nine hundred forty thousand Swiss Francs (CHF 2.940.000.-) to the sole Shareholder.

Second resolution:

As a consequence of the above resolutions, article 5.1 of the articles of association of the Company is amended and shall read as follows:

" Art. 5. Share Capital.

5.1 The Company share capital is set at sixty thousand Swiss Francs (CHF 60.000), consisting of sixty (60) shares, having a par value of one thousand (EUR 1.000) each."

Estimate of costs

The costs, expenses, remuneration or charges of any form whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed to EUR 2,000.-.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing persons, the present deed is worded in English, followed by a French translation. On express request of the same appearing persons, and in case any divergences would arise between the French and English text, the English text will prevail.

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

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

Suit la traduction en français du texte qui précède

L'an deux mille treize, le trente décembre.

Par devant Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché du Luxembourg.

A COMPARU

Zebra Holdings and Investments S.à r.l., société à responsabilité limitée, ayant son siège social au 37C, Avenue John Fitzgerald Kennedy, L-1855 Luxembourg dûment enregistrée auprès du Registre de Commerce et des Sociétés du Luxembourg sous le numéro B 141 451 (l'"Actionnaire"),

dûment représentée par Monsieur Régis Galiotto, demeurant professionnellement au Luxembourg, en vertu d'une procuration sous seing privé signée à Luxembourg le 19 décembre 2013.

Laquelle procuration après avoir été paraphée «ne varietur» par le mandataire et le notaire, restera annexée aux présentes minutes pour être soumises avec elle à la formalité de l'enregistrement.

La comparante représentée comme indiquée est l'associé unique de la société Zebra Real Estate S.à r.l., société à responsabilité limitée, ayant son siège social au 37C, Avenue J.F. Kennedy L-1855 Luxembourg dûment enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B.170.804 (ci-après la «Société»), constituée suivant acte reçu par le notaire instrumentant en date du 25 juillet 2012, publié au Mémorial Recueil des Sociétés et Associations C numéro 2304 du 15 septembre 2012.

La comparante représentant l'entière du capital social, l'assemblée générale des associés est valablement constituée et peut valablement délibérer sur les points portés à l'ordre du jour:

Ordre du jour

1. Approbation de la réduction du capital social de la Société d'un montant de deux millions neuf cent quarante mille Francs Suisses (CHF 2.940.000) par l'annulation de deux mille neuf cent quarante (2.940) parts sociales ayant une valeur nominale de mille Francs Suisses (CHF 1.000) chacune afin de réduire le montant du capital social de son montant actuel de trois millions de Francs Suisses (CHF 3.000.000) à soixante mille Francs Suisses (CHF 60.000);

2. Avenant subséquent de l'article 5.1 des statuts de la Société;

3. Miscellaneous.

L'assemblée générale des associés, après avoir délibéré, prend à l'unanimité les résolutions suivantes:

Première résolution:

L'assemblée générale décide de réduire le montant du capital social de la Société à concurrence d'un montant de deux millions neuf cent quarante mille Francs Suisses (CHF 2.940.000) pour le ramener de son montant actuel de trois millions de Francs Suisses (CHF 3.000.000) représenté par trois mille (3.000) parts sociales avec une valeur nominale de mille Francs Suisses (CHF 1.000) chacune, à soixante mille Francs Suisses (CHF 60.000) par l'annulation de deux mille neuf cent quarante (2.940) parts sociales et remboursement du montant de deux millions neuf cent quarante mille Francs Suisses (CHF 2.940.000) à l'associé unique.

Deuxième résolution:

En conséquence de la précédente résolution, l'article 5.1 de statuts de la Société sera modifié et aura désormais la teneur suivante:

« **Art. 5. Capital Social.**

5.1: Le capital social de la Société est fixé à soixante mille Francs Suisses (CHF 60.000), représenté par soixante (60) parts sociales d'une valeur nominale de mille Francs Suisses (CHF 1.000) chacune.

Frais et Dépenses

Les frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, incombant à la Société et mis à sa charge en raison des présentes, sont estimés à EUR 2.000,-.

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

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande des comparantes, le présent acte est rédigé en langue anglaise suivi d'une version française; sur demande des mêmes comparantes et en cas de divergences entre le texte français et le texte anglais, ce dernier fera foi.

Et après lecture faite et interprétation donnée au mandataire de la comparante, celui-ci a signé avec le notaire le présent acte.

Signé: R. GALIOTTO et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 8 janvier 2014. Relation: LAC/2014/978. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 21 janvier 2014.

Référence de publication: 2014012013/109.

(140013368) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2014.

Valoris Luxembourg S.A., Société Anonyme.

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 62.829.

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

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

Esch-sur-Alzette, le 10 décembre 2013.

Référence de publication: 2014011979/10.

(140013586) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2014.

**Spring Capital International S.à r.l., Société à responsabilité limitée unipersonnelle,
(anc. Spring Capital S.à r.l.).**

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 183.651.

L'an deux mille quatorze, le dix janvier.

Par-devant Maître Pierre PROBST, notaire de résidence à Ettelbruck,

Ont comparu:

1. La société COTRIMO S.A., immatriculée au RCS Luxembourg sous le numéro B 38.289, ayant son siège social à L-8211 Mamer, Route d'Arlon, 53,

Ici représenté par Madame Stéphanie Paché, employée privée, demeurant professionnellement à Mamer, route d'Arlon, 53

En vertu d'un pouvoir sous seing-privé lui délivré à Mamer, le 6 janvier 2014.

Lequel pouvoir, après avoir été signé «ne varietur» par toutes les parties et le notaire soussigné, restera annexé aux présentes aux fins de formalisation.

2. La société KNEIFF S.A., immatriculée au RCS Luxembourg sous le numéro B 166.994, ayant son siège social à L-8211 Mamer, Route d'Arlon, 53,

Ici représenté par Madame Stéphanie Paché, employée privée, demeurant professionnellement à Mamer, route d'Arlon, 53

En vertu d'un pouvoir sous seing-privé lui délivré à Mamer, le 6 janvier 2014.

Lequel pouvoir, après avoir été signé «ne varietur» par toutes les parties et le notaire soussigné, restera annexé aux présentes aux fins de formalisation.

3. La société HOSINGEN S.A., immatriculée au RCS Luxembourg sous le numéro B 167.169, ayant son siège social à L-8211 Mamer, Route d'Arlon, 53,

Ici représenté par Madame Stéphanie Paché, employée privée, demeurant professionnellement à Mamer, route d'Arlon, 53

En vertu d'un pouvoir sous seing-privé lui délivré à Mamer, le 6 janvier 2014.

Lequel pouvoir, après avoir été signé «ne varietur» par toutes les parties et le notaire soussigné, restera annexé aux présentes aux fins de formalisation.

4. La société NOR CAP SA, immatriculée au RCS Luxembourg sous le numéro B 162.548, ayant son siège social à L-8211 Mamer, Route d'Arlon, 53,

Ici représenté par Madame Stéphanie Paché, employée privée, demeurant professionnellement à Mamer, route d'Arlon, 53

En vertu d'un pouvoir sous seing-privé lui délivré à Mamer, le 6 janvier 2014.

Lequel pouvoir, après avoir été signé «ne varietur» par toutes les parties et le notaire soussigné, restera annexé aux présentes aux fins de formalisation.

Les comparantes, représentée ès-qualités, ont exposé au notaire instrumentant:

- qu'elles sont les associées, représentant l'intégralité du capital de la société à responsabilité limitée «Spring Capital S.à r.l.» avec siège social à L-8211 Mamer, Route d'Arlon, 53 non encore inscrite au registre de commerce et des sociétés à Luxembourg

- constituée suivant acte reçu par le notaire instrumentaire en date du 28 novembre 2013 et enregistrée à Diekirch le 28 novembre 2013 sous la relation DIE/2013/14674, non encore publiée

et ont requis le notaire d'acter la résolution suivante:

Unique résolution

Les associés décide de changer la dénomination sociale de la société et en conséquence décide de modifier l'article 4 des statuts comme suit:

« **Art. 4.** La société prend la dénomination de SPRING CAPITAL INTERNATIONAL S.à R.L.»

Frais.

Le montant des dépenses, frais, rémunérations et charges de toutes espèces qui incombent à la société ou qui sont mis à sa charge à raison du présent acte s'élève à approximativement 700,- EUR.

Déclaration du comparant

Le(s) associé(s) déclare(nt), en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être le(s) bénéficiaire(s) réel(s) de la société faisant l'objet des présentes et certifie(nt) que les fonds/biens/ droits servant à la libération du capital social ne proviennent pas respectivement que la société ne se livre(ra) pas à des activités constituant une infraction visée aux articles 506-1 du Code pénal et 8-1 de la loi du 19 février 1973 concernant la vente de substances médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-5 du Code Pénal (financement du terrorisme).

Dont acte, fait et passé à Ettelbruck, en l'étude du notaire instrumentaire, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au comparant, connu du notaire par nom, prénoms usuels, état et demeure, il a signé avec le notaire le présent acte.

Signé: Stéphanie Paché, Pierre PROBST.

Enregistré à Diekirch, Le 10 janvier 2014. Relation: DIE/2014/372. Reçu soixante-quinze euros 75,00.-€.

Le Receveur pd (signé): Recken.

POUR EPXEDITION CONFORME, délivrée à la société sur demande et aux fins de publication au Mémorial.

Ettelbruck, le 22 janvier 2014.

Référence de publication: 2014011931/68.

(140013613) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2014.

Agri-Top Holding S.A., Société Anonyme.

Siège social: L-1651 Luxembourg, 15-17, avenue Guillaume.

R.C.S. Luxembourg B 63.113.

CLÔTURE DE LIQUIDATION

Extrait du procès-verbal de l'assemblée générale des actionnaires de la société tenue extraordinairement à Luxembourg, le 31 décembre 2013

Il résulte de la réunion de l'assemblée générale des actionnaires de la société que l'assemblée générale prononce la clôture de la liquidation de la Société AGRI-TOP HOLDING S.A. avec effet au 31 décembre 2013 et décide que les livres

et les documents sociaux seront déposés et conservés pendant une durée de cinq ans à partir du jour de la liquidation au 15-17 Avenue Guillaume, L-1651 Luxembourg.

Résolution prise à l'unanimité

Pour extrait sincère et conforme

Le liquidateur

Référence de publication: 2014012086/17.

(140013609) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

Allseas Finance S.A., Société Anonyme.

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

R.C.S. Luxembourg B 148.778.

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.

Echternach, le 22 janvier 2014.

Référence de publication: 2014012062/10.

(140014257) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

**EAV Lux 2 S.à r.l., Société à responsabilité limitée,
(anc. Takeoff LuxCo Financing S.à r.l.).**

Siège social: L-2180 Luxembourg, 6, rue Jean Monnet.

R.C.S. Luxembourg B 180.759.

In the year two thousand and thirteen, on the ninth day of December.

Before Maître Paul DECKER, notary residing in Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED:

Duplex Acquisition Vehicle Limited, a private company with limited liability, incorporated and existing under the law of the British Virgin Islands, having its registered address at Walkers Chambers, PO Box 92, Road Town, Tortola VG 1110, the British Virgin Islands (the "Sole Shareholder")

here represented by Mrs Géraldine Nucera, private employee, residing professionally in Luxembourg, by virtue of a power of attorney give under private seal.

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

The appearing party is the sole shareholder of Takeoff Luxco Financing S.à r.l. (the Company), incorporated on 2 October 2013 pursuant to a deed (currently being published in the Mémorial C, Recueil des Sociétés et Associations) of Maître Marc Loesch, notary residing in Mondorf-les-Bains, Grand Duchy of Luxembourg.

The Sole Shareholder, represented as stated above, has requested the undersigned notary to record the following:

1. Change of the name of the Company from Takeoff Luxco Financing S.à r.l. to EAV Lux 2 S.à r.l.
2. Subsequent restatement of article number 1 of the articles of association of the Company;
3. Empowerment and authorisation of Maître Decker to (i) accomplish the filing with the Luxembourg Trade and Companies Register of the relevant documents, (ii) publish the relevant information in the Memorial C, Recueil des Sociétés et Associations, and, generally, (iii) perform anything else which might be necessary or useful for the purpose of these resolutions; and
4. miscellaneous.

After due consideration, the Sole Shareholder resolves to adopt the following resolutions:

First resolution

The Sole Shareholder resolves to change the name of the Company from "Takeoff Luxco Financing S.à r.l." to "EAV Lux 2 S.à r.l."

Second resolution

As a consequence of the above resolutions, the Sole Shareholder resolves to amend article 1 of the articles of association of the Company, which will read henceforth as follows:

" **Art. 1. Form, Name.** There exists a private limited liability company (société à responsabilité limitée) under the name of "EAV Lux 2 S.à r.l." which will be governed by the Laws and particularly by the Companies Act as well as by the Articles of Association.

The Company may be composed of one single Shareholder, owner of all the shares, or several Shareholders, but not exceeding forty (40) Shareholders."

Third resolution

The Sole Shareholder resolves to grant power and authority to Maître Paul DECKER to (i) accomplish the filing with the Luxembourg Trade and Companies Register of the relevant documents, (ii) publish the relevant information in the Mémorial C, Recueil des Sociétés et Associations, and, generally, (iii) perform anything else which might be necessary or useful for the purpose of these resolutions.

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated to be approximately EUR 900.-

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mil treize, le neuf décembre.

Par-devant Maître Decker, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

A COMPARU:

Duplex Acquisition Vehicle Limited, une "private company with limited liability", constituée et existant sous la loi des Iles Vierges Britanniques, ayant son siège social à Walkers Chambers, PO Box 92, Road Town, Tortola VG 1110, Iles Vierges Britanniques (l'Associée unique),

Ici représentée par Madame Géraldine Nucera, employée privée, demeurant professionnellement à Luxembourg, en vertu d'une procuration sous seing privé.

Ladite procuration restera, après avoir été signée "ne varietur" par la mandataire de la partie comparante et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Laquelle comparante est l'unique associée de «Takeoff Luxco Financing S.à r.l.» (la Société), constituée le 2 octobre 2013 suivant un acte (en cours de publication au Mémorial C, Recueil des Sociétés et Associations) de Maître Marc Loesch, notaire de résidence à Mondorf-les-Bains, Grand-Duché de Luxembourg.

L'Associée unique, représentée comme ci-avant, a requis le notaire instrumentant d'acter les points suivants:

1. Changement du nom de la Société de «Takeoff Luxco Financing S.à r.l.» en «EAV Lux 2 S.à r.l.».
2. Modification subséquente de l'article 1^{er} des statuts
3. Pouvoir et autorisation à Maître Paul DECKER de (i) accomplir l'enregistrement des documents au Registre de Commerce et des Sociétés, (ii) publier les informations au Registre de Commerce et des Sociétés, et généralement, (iii) faire tout ce qui peut être nécessaire ou utile à l'accomplissement de ces résolutions, et
4. Divers.

Après considération, l'associée unique décide d'adopter les résolutions suivantes:

Première résolution

L'Associée unique décide de changer le nom de la Société de «Takeoff Luxco Financing S.à r.l.» en «EAV Lux 2 S.à r.l.».

Deuxième résolution

En conséquence, l'Associée unique décide de modifier l'article 1^{er} des statuts qui sera lu comme suit:

« **Art. 1^{er}. Forme et Dénomination.** Il est établi une société à responsabilité limitée sous la dénomination de «EAV Lux 2 S.à r.l.» qui sera gouvernée par les Lois et particulièrement, par la Loi sur les Sociétés Commerciales, ainsi que par les Statuts.

La Société peut être composée d'une Associée unique, propriétaire de toutes les Parts Sociales, ou de plusieurs Associés, sans excéder quarante (40) Associés.»

Troisième résolution

L'Associée unique décide de donner pouvoir et autorité à Maître Paul DECKER pour (i) accomplir l'enregistrement des documents au Registre de Commerce et des Sociétés, (ii) publier les informations au Registre de Commerce et des Sociétés, et généralement, (iii) faire tout ce qui peut être nécessaire ou utile à l'accomplissement de ces résolutions.

Estimation des frais

Le montant des dépenses, coûts, rémunérations et frais qui seront supportés par la Société en conséquence du présent acte est estimé à environ EUR 900,-

Le notaire soussigné qui parle et comprend l'anglais, déclare que les parties comparantes l'ont requis de documenter le présent acte en langue anglaise, suivi d'une version française; à la requête des mêmes parties comparantes, et en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

Dont acte, fait et passé à Luxembourg, date qu'en tête de la présente.

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

Signé: G.NUCERA, P.DECKER.

Enregistré à Luxembourg A.C., le 10 décembre 2013. Relation: LAC/2013/56420. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 22 janvier 2014.

Référence de publication: 2014011939/104.

(140013590) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2014.

R&H Fund Services (Luxembourg) Limited, Société Anonyme.

Siège social: L-1511 Luxembourg, 151, avenue de la Faiënerie.

R.C.S. Luxembourg B 150.293.

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

Before the undersigned Maître Léonie GRETHEN, notary residing in Luxembourg.

Was held

an Extraordinary General Meeting of shareholders of "R&H Fund Services (Luxembourg) Limited S.A" (the "Company"), a société anonyme, having its registered office in Luxembourg, incorporated by a notarial deed on 16 December 2009, published in the Mémorial Recueil des Sociétés et Associations number 185 on 28 January 2010.

The meeting was opened by Mr. Mustafa NEZAR, lawyer, with professional address, being in the chair, who appointed as secretary Ms Alida MUHOVIC, employee, with professional address in Luxembourg.

The meeting elected as scrutineer Ms Monique DRAUTH, employee, with professional address in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the notary to state that:

I. The agenda of the meeting is the following:

1. Decision to be taken about the dissolution of the Company.
2. Appointment of a liquidator and determination of his powers.
3. Discharge to the members of the Board of Directors.

II. The shareholders present or represented, the proxyholders of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the shareholders, the proxyholders of the represented shareholders, the board of the meeting and the undersigned notary, will remain annexed to the present deed.

The proxies of the represented shareholders will also remain annexed to the present deed.

III. As appears from the said attendance list, that all the shares are present or represented at the present general meeting.

IV. As a consequence, the totality of the capital being present or represented, the present meeting is regularly constituted and may validly deliberate on the items of the agenda.

After the foregoing has been approved by the meeting, the meeting unanimously took the following resolutions:

First resolution

The general meeting decides the anticipated dissolution of the Company with effect as on this day.

Second resolution

The general meeting decides to put the company into liquidation and to appoint as liquidator, Platinum Advisory Services Luxembourg S.à r.l., having its registered office at 151, avenue de la Faiënerie, L-1511 Luxembourg, registered at R.C.S. Luxembourg under number B 127972.

The liquidator has the broadest powers foreseen by articles 144-148 bis of the law on commercial companies. He may execute all acts foreseen by article 145 without the authorization of the general meeting whenever it is requested.

The liquidator is dispensed to draw up an inventory and he may refer to the books of the company.

He may, under his own liability, delegate for special operations to one or more proxyholders such capacities and for such period he may determine.

Third resolution

The general meeting decides to give discharge to the members of the Board of Directors for the exercise of their mandate.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the corporation incurs or for which it is liable by reason of the present deed, is approximately ONE THOUSAND EURO (1,000.- EUR).

There being no further business, the meeting is terminated.

The undersigned notary, who knows English, states that on request of the appearing parties, the present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the English version will be binding.

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

The document having been read to the persons appearing, who are known to the notary by their surname, first name, civil status and residence, they signed together with the notary the present deed.

Suit la version française du texte qui précède:

L'an deux mil treize, le vingt-quatre décembre.

Pardevant Maître Léonie GRETHEN, notaire de résidence à Luxembourg.

S'est réunie:

L'assemblée générale extraordinaire des actionnaires de la société anonyme "R&H Fund Services (Luxembourg) Limited S.A." (la «Société»), avec siège social à Luxembourg, constituée suivant acte notarié en date du 16 décembre 2009, publié au Mémorial Recueil des Sociétés et Associations numéro 185 du 28 janvier 2010.

L'assemblée est ouverte sous la présidence de Monsieur Mustafa NEZAR, juriste, demeurant professionnellement à Luxembourg,

qui désigne comme secrétaire Madame Alida MUHOVIC, salariée, demeurant professionnellement à Luxembourg.

L'assemblée choisit comme scrutateur Madame Monique DRAUTH, salariée, administrateurs de sociétés, demeurant professionnellement à Luxembourg.

Le bureau ainsi constitué, le Président expose et prie le notaire instrumentant d'acter:

I. - Que la présente assemblée générale extraordinaire a pour Ordre du jour:

1. Décision à prendre concernant la dissolution de la Société.
2. Nomination d'un liquidateur et détermination de ses pouvoirs.
3. Décharge aux membres du Conseil d'administration.

II. - 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. Cette liste de présence, après avoir été signée "ne varietur" par les actionnaires présents, les mandataires des actionnaires représentés ainsi que par les membres du bureau et le notaire instrumentant, restera annexée au présent procès-verbal pour être soumise avec lui à la formalité de l'enregistrement.

Resteront pareillement annexées aux présentes les procurations des actionnaires représentés, après avoir été signées "ne varietur" par les comparants et le notaire instrumentant.

III. - 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.

IV. - Qu'en conséquence la présente assemblée, réunissant la totalité du capital social, est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

Ces faits ayant été reconnus exacts par l'assemblée, celle-ci, après avoir délibéré, prend à l'unanimité des voix, les résolutions suivantes:

Première résolution

L'assemblée décide la dissolution anticipée de la société à compter de ce jour.

Deuxième résolution

L'assemblée décide la mise en liquidation de la société et de nommer comme liquidateur, la société Platinum Advisory Services Luxembourg S.à r.l., 151, avenue de la Faïencerie, L-1511 Luxembourg, immatriculée au R.C.S. de Luxembourg sous le numéro B 127972.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148bis des lois coordonnées sur les sociétés commerciales. Il peut accomplir les actes prévus à l'article 145 sans devoir recourir à l'autorisation de l'assemblée générale dans les cas où elle est requise.

Le liquidateur est dispensé de dresser inventaire et peut s'en référer aux écritures de la société.

Il peut, sous sa responsabilité, pour des opérations spéciales et 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'assemblée décide de donner décharge aux membres du Conseil d'administration pour l'exécution de leur mandat.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société à raison de la présente est évalué à environ MILLE EUROS (1.000.- EUR).

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

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que les comparants l'ont requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

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, ceux-ci ont signé avec le notaire le présent acte.

Signé: NEZAR, MUHOVIC, DRAUTH, GRETHEN.

Enregistré à Luxembourg Actes Civils, le 27 décembre 2013. Relation: LAC/2013/60048. Reçu douze euros (12,00 €).

Le Receveur (signé): Irène Thill.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Luxembourg, le 10 janvier 2014.

Référence de publication: 2014011882/116.

(140012951) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2014.

SBT Immobilien Luxembourg S.A., Société Anonyme.

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

R.C.S. Luxembourg B 111.666.

Im Jahre zweitausend und dreizehn, am achtzehnten Dezember.

Vor dem unterzeichnenden Notar, Maître Marc Loesch, mit Amtssitz in Bad-Mondorf, Großherzogtum Luxemburg, sind die Gesellschafter der SBT IMMOBILIEN LUXEMBOURG S.A., eine Aktiengesellschaft (société anonyme) luxemburgischen Rechts, mit Gesellschaftssitz in L-2453 Luxemburg, 5, rue Eugène Ruppert, eingetragen im Handels- und Gesellschaftsregister (registre de commerce et des sociétés) Luxemburg unter der Nummer B 111.666, im folgenden die „Gesellschaft“ genannt, zu einer außerordentlichen Hauptversammlung der Aktionäre zusammengetreten.

Die Gesellschaft wurde gemäß einer notariellen Urkunde vom 26. Oktober 2005, veröffentlicht im luxemburgischen Amtsblatt 'Mémorial, Recueil des Sociétés et Associations C' Nummer 362 vom 18. Februar 2006, gegründet. Die Satzung wurde letztmals geändert, gemäß einer notariellen Urkunde vom 15. Juni 2012, veröffentlicht im luxemburgischen Amtsblatt 'Mémorial, Recueil des Sociétés et Associations C' Nummer 2413 vom 27. September 2012.

Die Versammlung wird um 9.21 Uhr unter dem Vorsitz von Herrn Mario DI STEFANO, mit Berufsanschrift in Luxemburg, eröffnet.

Der Vorsitzende beruft zum Sekretär Herrn Richard LENERTZ, mit Berufsanschrift in

Die Versammlung beruft zum Stimmzähler Herr Jean-Philippe FRANCOIS, mit Berufsanschrift in Luxemburg.

Nachdem das Büro der Versammlung bestimmt war, stellte der Vorsitzende fest:

- dass die anwesenden oder vertretenen Aktionäre sowie die jeweilige Anzahl der von ihnen gehaltenen Aktien in einer Anwesenheitsliste aufgeführt sind, die von dem Vorsitzenden, dem Sekretär, dem Stimmzähler sowie dem amtierenden Notar ne varietur unterzeichnet wird und dieser Niederschrift in Anlage dauerhaft beigelegt bleibt; Vollmachten der vertretenen Aktionäre verbleiben, von dem Vorsitzenden, dem Sekretär, dem Stimmzähler sowie dem amtierenden Notar ne varietur unterzeichnet, anliegend an der Präsenzliste;

- dass sich aus der Anwesenheitsliste ergibt, dass die Gesamtheit (100 %) der vierhundert (400) stimmberechtigten Aktien der Gesellschaft mit einem Nominalwert von je einhundert Euro (EUR 100,-) - somit darstellend das gesamte (100%) Stammkapital der Gesellschaft von vierzigtausend Euro (EUR 40.000,-) - anwesend oder vertreten sind, so dass die Hauptversammlung über alle Punkte der Tagesordnung rechtsgültig beraten und abstimmen kann;

- dass die Hauptversammlung erklärt, rechtmäßig einberufen und über die Tagesordnung der gegenwärtigen Hauptversammlung informiert zu sein und ausdrücklich auf die Einberufungsformalitäten gemäß des abgeänderten Gesetzes vom 10. August 1915 über die Handelsgesellschaften (das "Gesetz") zu verzichten.

Die vorstehend vom Vorsitzenden abgegebenen Erklärungen wurden vom Stimmzähler überprüft und für richtig befunden.

Mithin stimmte die Hauptversammlung über folgende Tagesordnung ab:

TOP 1. Beschlussfassung, die Möglichkeit, unter Einhaltung der gesetzlichen Bedingungen Vorschüsse auf Dividenden auszuzahlen, in die Satzung aufzunehmen.

TOP 2. Entsprechende Abänderung und Neufassung durch Hinzufügung eines dritten Absatzes zu Artikel 10 der Satzung der Gesellschaft, der wie folgt lauten soll:

" **Art. 10.** [...]

[Absatz 3] Der Verwaltungsrat kann unter Einhaltung der hierfür vorgesehenen gesetzlichen Bedingungen Vorschüsse auf Dividenden auszahlen."

TOP 3. Verschiedenes.

Die Ausführungen des Vorsitzenden wurden durch die Versammlung einstimmig für richtig befunden. Nach Überprüfung der Richtigkeit der Tagesordnung und nach eingehender Beratung, fasste die Versammlung einstimmig folgende Beschlüsse in Einklang mit den jeweiligen Bestimmungen der Satzung der Gesellschaft (die „Satzung“) und des Gesetzes:

Beschluss betreffend Top 1 und Top 2

Die Hauptversammlung beschließt die Möglichkeit, unter Einhaltung der gesetzlichen Bedingungen, Vorschüsse auf Dividenden auszuzahlen in die Satzung aufzunehmen, und in Folge dessen Artikel 10 der Satzung entsprechend abzuändern durch Hinzufügung eines neuen 3. Absatzes wie folgt:

"Der Verwaltungsrat kann unter Einhaltung der hierfür vorgesehenen gesetzlichen Bedingungen Vorschüsse auf Dividenden auszahlen."

Da alle Punkte der Tagesordnung abschließend abgehandelt wurden und niemand mehr das Wort ergriff, erklärte der Vorsitzende die Versammlung um

Uhr für beendet.

Kosten

Die Erschienenen schätzen die Kosten, Gebühren und Auslagen, welche der Gesellschaft aus Anlass gegenwärtiger Urkunde erwachsen, auf eintausendvierhundert Euro (EUR 1.400).

Worüber Urkunde Aufgenommen zu Luxemburg, am Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an die Erschienenen, haben dieselben mit dem Notar gegenwärtige Urkunde unterschrieben.

Signé: M. Di Stefano, R. Lenertz, J.-P. François, M. Loesch.

Enregistré à Remich, le 19 décembre 2013. REM/2013/2248. Reçu soixante-quinze euros. 75,00 €.

Le Receveur (signé): P. MOLLING.

Pour expédition conforme,

Mondorf-les-Bains, le 21 janvier 2014.

Référence de publication: 2014011915/68.

(140012404) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2014.

Allianz Investments II Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-2450 Luxembourg, 14, boulevard F.D. Roosevelt.

R.C.S. Luxembourg B 139.522.

Les statuts coordonnés au 6 janvier 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Marc Loesch

Notaire

Référence de publication: 2014012061/11.

(140013790) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

Logwin AG, Société Anonyme.

Siège social: L-6776 Grevenmacher, 5, An den Längten.
R.C.S. Luxembourg B 40.890.

AUSZUG

Gemäß Beschluss des Verwaltungsrates vom 23. Dezember 2013 ist mit Wirkung zum 1er. Januar 2014 Herr Sebastian Esser, geboren am 13. April 1974 in Köln, Deutschland, geschäftsansässig in Weicherstrasse 5, 63741 Aschaffenburg, Deutschland, auf unbestimmte Zeit als Mitglieder des Executive Committee ernannt worden.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Grevenmacher, den 1. Januar 2014.

Für die Gesellschaft

Unterschriften

Référence de publication: 2014012754/15.

(140014265) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

Union Privée de Participation S.A., Société Anonyme.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 43.040.

Extrait des résolutions prises lors de l'assemblée générale ordinaire tenue extraordinairement le 20 janvier 2014

Sont nommés administrateurs, leurs mandats prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2013:

- Monsieur Christophe SEEFELD, consultant indépendant, demeurant professionnellement au 118, rue du Rhône, CH - 1204 Genève, Suisse;

- Monsieur Luc HANSEN, licencié en administration des affaires, demeurant professionnellement au 2, avenue Charles de Gaulle, L - 1653 Luxembourg.

- Monsieur Reno Maurizio TONELLI, licencié en sciences politiques, demeurant professionnellement au 2, avenue Charles de Gaulle, L - 1653 Luxembourg.

Est nommé commissaire aux comptes, son mandat prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2013:

- MONTBRUN REVISION S.à r.l., 2, avenue Charles de Gaulle, L - 1653 Luxembourg.

Luxembourg, le 20 janvier 2014.

Référence de publication: 2014012691/20.

(140014430) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

MPX Invest S.à r.l., Société à responsabilité limitée.

Siège social: L-2529 Howald, 45, rue des Scillas.
R.C.S. Luxembourg B 166.370.

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.

Junglinster, le 8 janvier 2014.

Pour copie conforme

Référence de publication: 2014005508/11.

(140004917) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2014.

Truflux, Société Anonyme.

Siège social: L-1840 Luxembourg, 8A, boulevard Joseph II.
R.C.S. Luxembourg B 94.345.

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 6 janvier 2014.

Référence de publication: 2014005727/10.

(140004862) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2014.

Altice S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 3, boulevard Royal.
R.C.S. Luxembourg B 183.391.

Extrait des résolutions prises à Luxembourg par l'actionnaire unique de la société en date du 16 janvier 2014

L'actionnaire unique a décidé de nommer en qualité d'administrateur non exécutif de la Société, Monsieur Scott MAT-LOCK, né le 3 juillet 1965 à Yuba City, California (USA), et demeurant à Keizersgracht 708, 1017 EW Amsterdam, (Pays-Bas), avec effet au 16 Janvier 2014 et jusqu'à l'Assemblée Générale des Actionnaires de la Société approuvant les comptes annuels devant se clôturer au 31 Décembre 2016.

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

Référence de publication: 2014012096/13.

(140014230) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2014.

P & P, Société à responsabilité limitée.

Siège social: L-4084 Esch-sur-Alzette, 1, rue François Donven.
R.C.S. Luxembourg B 16.667.

DISSOLUTION

L'an deux mil treize, le vingt décembre,

Pardevant Maître Camille MINES, notaire de résidence à Capellen,

a comparu:

Madame Madeleine HICK, retraitée, née le 03 avril 1933 à Linger, demeurant à L-4084 Esch/Alzette, 1, rue François Donven,

agissant tant en son nom personnel qu'en sa qualité de mandataire de sa fille

Madame Marie Anne NEY, professeur d'école, née le 17 mars 1965 à Luxembourg, demeurant à L-4085 Esch/Alzette, 1, rue Henri Dunant,

en vertu d'une procuration sous seing privé, laquelle après avoir été signée ne varietur par le notaire et les comparants, restera annexée aux présentes avec lesquelles elle sera enregistrée.

Détentrices de toutes les 650 parts sociales de la société P & P, avec siège à Esch/Alzette, 1, rue François Donven, constituée aux termes d'un acte reçu par Maître Georges BOURG, alors notaire de résidence à Esch/Alzette, en date du 20 avril 1979, publié au Mémorial C numéro 182 du 11 août 1979 et dont les statuts ont été modifiés aux termes d'une assemblée générale actée par Maître Aloyse BIEL, alors notaire de résidence à Differdange, en date du 10 janvier 1996, publiée au Mémorial C numéro 175 du 09 avril 1996;

Laquelle, es-qualité qu'elle agit, a déclaré:

Qu'ensemble avec sa mandante elles sont les seules associées de la société à responsabilité limitée P & P avec siège à Esch/Alzette, inscrite au R.C.S.L. sous le numéro B 16.667,

Que la société P & P a cessé toute activité commerciale.

Que les comptes sociaux sont parfaitement connus des associées et sont approuvés par elles.

Que tout le passif de la société a été apuré et que tout l'actif a été distribué.

Que les associées n'ont plus de revendication envers la société.

Ceci approuvé, les comparants ont prié le notaire d'acter les résolutions unanimes suivantes:

1. La société P & P est dissoute et liquidée avec effet immédiat.
2. Pour autant que de besoin, Madame Madeleine HICK, préqualifiée, est à considérer comme liquidateur, qui est également personnellement et solidairement responsable des frais des présentes.
3. Les documents de la société seront conservés pendant un délai de cinq ans à L-4084 Esch/Alzette, 1, rue François Donven.
4. Au cas où, par impossible, une dette ou une créance aurait échappé au liquidateur, les associées susdites en supporteraient les frais ou en feraient le bénéfice.

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentant.

Et après lecture faite et interprétation donnée de tout ce qui précède aux comparants, connus du notaire par nom, prénom, état et demeure, ils ont signé le présent acte avec le notaire.

Signé: M. A. Ney, C. Mines.

Enregistré à Capellen, le 23 décembre 2013. Relation: CAP/2013/4890. Reçu soixante-quinze euros. 75,-€.

Le Receveur (signé): I. Neu.

POUR COPIE CONFORME,

Capellen, le 5 janvier 2014.

Référence de publication: 2014011843/46.

(140013036) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2014.

Luxemburger Patentgesellschaft A.G., Société Anonyme.

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

R.C.S. Luxembourg B 56.640.

—
AUFFLÖSUNG

Im Jahre zweitausenddreizehn, am vierundzwanzigsten Dezember.

Vor Uns Roger ARRENSDORFF, Notar im Amtssitze zu Luxemburg.

Ist erschienen:

- Dr. Markus Peter ZINK, Patentanwalt, wohnhaft zu CH-8173 Riedt-Neerach, Birchlistrasse 1,

hier vertreten durch Carmen WEBER, Kauffrau für Versicherungen und Finanzen, geschäftsansässig zu L-1840 Luxembourg, 11A, boulevard Joseph II, auf Grund einer Vollmacht unter Privatschrift vom 23. Dezember 2013,

welche Vollmacht nach ne varietur Unterzeichnung durch den Komparenten und den amtierenden Notar gegenwärtiger Urkunde als Anlage beigebogen bleibt um mit derselben einregistriert zu werden,

handelnd in seiner Eigenschaft als alleiniger Aktieninhaber der Gesellschaft "LUXEMBURGER PATENTGESELLSCHAFT A.G.", mit Sitz zu L-1840 Luxembourg, 11A, Boulevard Joseph II, gegründet gemäss Urkunde aufgenommen vor Notar Edmond SCHROEDER aus Mersch am 22. Oktober 1996, veröffentlicht im Mémorial, Recueil Spécial des Sociétés et Associations C, Nummer 8 vom 10. Januar 1997, eingetragen im Handelsregister unter der Nummer B 56.640.

Sodann hat der Komparent, vertreten wie hiavor erwähnt, den Notar ersucht um seine Erklärungen und Feststellungen wie folgt zu beurkunden:

1) Dass die Gesellschaft "LUXEMBURGER PATENTGESELLSCHAFT A.G." gegründet wurde wie hiavor erwähnt.

2) Dass das Gesellschaftskapital vorgenannter Gesellschaft eine Million zweihundertfünfzigtausend Luxemburger Franken (1.250.000.-LUF), ausmachend dreissigtausend neunhundertsechsdachtzig Komma neunundsechzig Euro (30.986,69.- EUR) beträgt und in eintausendzweihundertfünfzig (1.250) Aktien zu je eintausend Luxemburger Franken (1.000.- LUF) eingeteilt ist.

3) Dass der Komparent alleiniger Eigentümer der genannten Gesellschaft ist, welche das gesamte Gesellschaftskapital von einer Million zweihundertfünfzigtausend Luxemburger Franken (1.250.000.-LUF), ausmachend dreissigtausend neunhundertsechsdachtzig Komma neunundsechzig Euro (30.986,69.- EUR) darstellt und dementsprechend den ausdrücklichen Wunsch äussert die Gesellschaft aufzulösen und sich bereit erklärt alle Aktiva und Passiva der Gesellschaft zu übernehmen und für allfällige Schulden aufzukommen und dass somit dieselbe vollständig liquidiert ist.

Er ernennt sich zum Liquidator der Gesellschaft.

Sodann erteilt der Komparent den Verwaltungsratsmitgliedern und dem Kommissar der aufgelösten Gesellschaft Entlastung.

Die Geschäftsbücher der aufgelösten Gesellschaft werden für die Dauer von fünf (5) Jahren im Gesellschaftssitz der aufgelösten Gesellschaft hinterlegt.

Dass der alleinige Aktieninhaber der wirklich Berechtigte des Gesellschaftskapitals ist, welche Gelder aus keiner Straftat entstammen.

Worüber Urkunde, Errichtet wurde zu Luxembourg, 11A, Boulevard Joseph II.

Nach Vorlesung alles Vorstehenden an den Komparenten, hat derselbe mit dem Notar gegenwärtige Urkunde unterschrieben.

Gezeichnet: WEBER, ARRENSDORFF.

Enregistré à Luxembourg Actes Civils, le 31 décembre 2013. Relation: LAC / 2013 / 60782. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): THILL.

POUR EXPEDITION CONFORME, délivrée à des fins administratives

Luxembourg, le 21 janvier 2014.

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