MEMORIAL

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MEMORIAL

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RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1386 **30 mai 2014**

SOMMAIRE

Special Movie Production S.A., Société Anonyme.

Siège social: L-1220 Luxembourg, 196, rue de Beggen.

R.C.S. Luxembourg B 76.371.

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Die Aktionäre der Aktiengesellschaft Special Movie Production S.A. werden gebeten, an der

ORDENTLICHEN HAUPTVERSAMMLUNG

der Gesellschaft teilzunehmen, die am Dienstag, den *17. Juni 2014* , um 10.30 Uhr, am Sitz der Gesellschaft in L-1220 Luxembourg, 196, rue de Beggen stattfinden wird, mit folgender Tagesordnung:

Tagesordnung:

1. Feststellung der Beschlussfähigkeit
2. Bericht des Verwaltungsrates über das Geschäftsjahr 2013
3. Bericht des Réviseur d'entreprises
4. Feststellung des Jahresabschlusses 2013
5. Entscheidung gemäß Art. 100 des Gesetzes vom 10. August 1915
6. Entlastung des Verwaltungsrates und des Réviseur d'entreprises
7. Verlängerung der Mandate des Verwaltungsrates
8. Bestätigung eines kooptierten Verwaltungsratsmitgliedes
9. Wahl eines Réviseur d'entreprises
10. Verschiedenes

Teilnahme an der ordentlichen Hauptversammlung

Zur Teilnahme an der ordentlichen Hauptversammlung und zur Ausübung des Stimmrechts sind alle Namensaktionäre sowie alle Inhaber von Inhaberaktien berechtigt. Eine Hinterlegung ist nicht erforderlich.

Der Verwaltungsrat.

Référence de publication: 2014066267/607/25.

Cyan Oak Global Opportunities Fund, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1616 Luxembourg, 28-32, place de Gare.

R.C.S. Luxembourg B 187.151.

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STATUTES

In the year two thousand and fourteen, on the nineteenth day of the month of May.

Before Us, Maître Jean Joseph WAGNER, notary residing in Sanem.

There appeared:

Mr. Yannick MALLEGOL, whose professional address is situated at 132-134, Lots Road, London SW10 0RJ, England (the Shareholder),

here represented by Mr. Nicolas BIGUMA, Funds Lawyer, professionally residing at 28-32, Place de Gare, L-1616 Luxembourg by virtue of a power of attorney, given under private seal.

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

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

1. Art. 1. Form and name.

1.1 There exists an investment company with variable capital - specialised investment fund ("société d'investissement à capital variable - fonds d'investissement specialisé") in the form of a public limited liability company ("société anonyme") under the name of "Cyan Oak Global Opportunities Fund" (the Company).

1.2 The Company shall be governed by the law of 13 February 2007 relating to specialised investment funds, as amended (the 2007 Act), by the law of 10 August 1915 on commercial companies, as it may be amended from time to time (the Companies Act) (provided that in case of conflicts between the Companies Act and the 2007 Act, the 2007 Act shall prevail) as well as by these Articles.

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

1.4 Any reference to the shareholders in the articles of association of the Company (the Articles) shall be a reference to the Sole Shareholder of the Company if the Company has only one shareholder.

2. Art. 2. Registered office.

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

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

2.3 If extraordinary events of political, economic or social nature, likely to impair the normal activity at the registered office or the easy communication between that office and foreign countries, shall occur or shall be imminent, the registered office may be provisionally transferred abroad until such time as circumstances have completely returned to normal. Such a transfer will have no effect on the nationality of the Company, which shall remain a Luxembourg company. The declaration of the provisional transfer abroad of the registered office will be made and brought to the attention of third parties by the officer of the Company best placed to do so in the circumstances.

3. Art. 3. Duration.

3.1 The Company is formed for an unlimited duration, provided that the Company will however be automatically put into liquidation upon the termination of a Sub-fund if no further Sub-fund is active at this time.

3.2 The Company may be dissolved, at any time, by a resolution of the General Meeting adopted in the manner required for amendments of the Articles, as prescribed in article 25.

4. Art. 4. Corporate objects.

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

4.2 The Company may take any measures and carry out any transaction, which it may deem useful for the fulfilment and development of its purpose and may, in particular and without limitation:

(a) make investments whether directly or through direct or indirect participations in subsidiaries of the Company or other intermediary vehicles;

(b) borrow money in any form or obtain any form of credit facility and raise funds through, including, but not limited to, the issue of bonds, notes, promissory notes, and other debt or equity instruments;

(c) advance, lend or deposit money or give credit to companies and undertakings;

(d) enter into any guarantee, pledge or any other form of security, whether by personal covenant or by mortgage or charge upon all or part of the assets (present or future) of the Company or by all or any of such methods, for the performance of any contracts or obligations of the Company, or any director, manager or other agent of the Company, or any company in which the Company or its parent company has a direct or indirect interest, or any company being a direct or indirect shareholder of the Company or any company belonging to the same group as the Company;

to the fullest extent permitted under the 2007 Act.

5. Art. 5. Share capital.

5.1 The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the value of the net assets of the Company attributable to the shares as determined pursuant to article 12.

5.2 The capital must reach an amount of one million two hundred and fifty thousand euro (EUR1,250,000) within twelve months following the date on which the Company has been approved as a specialised investment fund (SIF) under the 2007 Act on the official list of Luxembourg SIFs, and thereafter may not be less than this amount.

5.3 The Company was incorporated with an initial capital of thirty one thousand euro (EUR31,000) represented by thirty-one (31) fully paid up shares with no par value.

5.4 The Company is an umbrella fund and the Board will set up separate portfolios of assets that represent sub-funds as defined in article 71 of the 2007 Act (the Sub-funds, each a Sub-fund), and that are formed for one or more Classes. Each Sub-fund will be invested in accordance with the investment objective and policy applicable to that Sub-fund. The investment objective, policy and other specific features of each Sub-fund are set forth in the issuing document of the Company drawn up in accordance with article 52 of the 2007 Act (the Memorandum). Each Sub-fund may have its own funding, Classes, investment policy, capital gains, expenses and losses, distribution policy or other specific features.

5.5 Within a Sub-fund, the Board may, at any time, decide to issue one or more classes of shares (the Classes, each class of shares being a Class) which will be commonly invested but subject to different rights as described in the Memorandum, to the extent authorised under the 2007 Act and the Companies Act, including, without limitation, different:

(a) type of target investors;

(b) fees and expenses structures;

(c) sales and redemption charge structures;

(d) subscription and/or redemption procedures;

(e) minimum investment and/or subsequent holding requirements;

(f) shareholders servicing or other fees;

(g) distribution rights and policy, and the Board may in particular, decide that shares and/or bonds pertaining to one or more Class(es) be entitled to receive incentive remuneration scheme in the form of carried interest or to receive preferred returns;

(h) marketing targets;

(i) transfer or ownership restrictions;

(j) reference currencies.

5.6 A separate Net Asset Value per share, which may differ as a consequence of these variable factors, will be calculated for each Class in the manner described in article 12.

5.7 The Company may create additional Classes whose features may differ from the existing Classes and additional Sub-funds whose investment objectives may differ from those of the Sub-funds then existing. Upon creation of new Sub-funds or Classes, the Memorandum will be updated, if necessary.

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

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

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

6. Art. 6. Shares.

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

6.2 A register of shareholders will be kept at the registered office by the Administrative Agent of the Company as defined in the Memorandum (the Administrative Agent) on behalf of the Company, and will be available for inspection by any shareholder. Such register shall set forth the name of each shareholder, its residence or elected domicile, the number and Class held by it, the amounts paid in on each such share, and the transfer of shares and the dates of such transfers. The ownership of the shares will be established by the entry in this register.

6.3 Shareholders 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.

6.4 In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered into the register of shareholders by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change his address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

6.5 The Company will recognise only one holder per share. In case a share is held by more than one person, the Company has the right to suspend the exercise of all rights attached to that share until one person has been appointed as sole owner in relation to the Company. The same rule shall apply in the case of conflict between an usufruct holder ("usufruitier") and a bare owner ("nu-propriétaire") or between a pledgor and a pledgee.

6.6 The Company may decide to issue fractional shares. Such fractional shares do not carry voting rights, except where their number is such that they represent a whole share, but are entitled to participate in the net assets attributable to the relevant Class on a pro rata basis.

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

7. Art. 7. Issue of shares.

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

7.2 Shares are exclusively reserved for subscription by well-informed investors within the meaning of article 2 of the 2007 Act (Well-Informed Investors).

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

(a) decide to set minimum commitments, minimum subsequent commitments, minimum subscription amount and minimum holding amount for a particular Class or Sub-fund;

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

(c) determine any default provisions on non or late payment for shares or restrictions on ownership in relation to the shares;

(d) in respect of any one given Sub-fund and/or Class, levy a subscription fee and has the right to waive partly or entirely this subscription charge;

(e) restrict the ownership of shares of a particular Class to certain type of persons or entities;

(f) decide that payments for subscriptions to shares shall be made in whole or in part on one or more dealing dates, closings or draw down dates at which the commitment of the investor will be called against issue of shares of the relevant Sub-fund and Class;

(g) set the initial issue price, initial offering period, cut-off time for acceptance of application forms or subscription agreements or documents, etc. in relation to a particular Sub-fund or Class.

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

7.5 A process determined by the Board and described in the Memorandum shall govern the chronology of the issue of shares in a Sub-fund.

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

7.7 The Company may, in its absolute discretion, accept or reject (partially or totally) any request for subscription for shares.

7.8 The Company may agree to issue shares as consideration for a contribution in kind of securities or other assets, in accordance with Luxembourg law, in particular in accordance with the obligation to deliver a valuation report from an auditor (“réviseur d’entreprises agréé"), and provided that such securities or other assets comply with the investment objectives and strategy of the relevant Sub-fund. Any costs incurred in connection with a contribution in kind will be borne by the shareholder acquiring shares in this manner.

7.9 If the Board determines that it would be detrimental to the existing investors of the Company or the relevant Sub-fund or Class to accept a subscription for shares of any Class in any Sub-fund that represents more than such percentage as set out in the Memorandum of the net assets of a Class and/or Sub-fund, the Board may postpone the acceptance of such subscription and, in consultation with the incoming investor, may require it to stagger its proposed subscription over an agreed period of time.

Investor or shareholder’s default

7.10 The failure of an investor or shareholder to make, within a specified period of time determined by the Board, any required contributions or certain other payments to the Company, in accordance with the terms of its application form, subscription document or agreement or commitment to the Company, entitles the Company to impose on the relevant investor or shareholder the penalties determined by the Board and detailed in the Memorandum which may include without limitation:

(a) the right of the Company to compulsorily redeem all or part of the shares of the defaulting shareholder in accordance with article 8;

(b) the right to require the defaulting shareholder to pay damages to the benefit of the Company;

(c) the right for the Company to retain all dividends paid or other sums distributed with regard to the shares held by the defaulting shareholder;

(d) the right of the Company to require the defaulting shareholder to pay interest at such rate as set out in the Memorandum on all outstanding amounts to be advanced and costs and expenses in relation to the default;

(e) the loss of the defaulting shareholder’s right to vote with regard to any matter that must be approved by all or a specified portion of the shareholders;

(f) the right of the Company to commence legal proceedings;

(g) the right of the Company to reduce or terminate the defaulting shareholder’s commitment;

(h) the right of the other shareholders to purchase all or part of the shares of the defaulting shareholder at a price determined in accordance with the provisions of the Memorandum;

unless such penalties are waived by the Board in its discretion.

7.11 The penalties or remedies set forth above and in the Memorandum will not be exclusive of any other remedy which the Company or the shareholders may have at law or under the subscription agreement, Memorandum or the relevant shareholder's commitment.

8. Art. 8. Redemptions of shares. General.

8.1 The Board may create each Sub-fund as:

- a closed-ended Sub-fund the shares of which are in principle not redeemable at the request of a shareholder; or

- an open-ended Sub-fund where any shareholder may request a redemption of all or part of its shares from the Company in accordance with the conditions and procedures set forth by the Board in the Memorandum and within the limits provided by law and these Articles.

8.2 Subject to the provisions of article 13, the redemption price per share will be paid within a period determined by the Board and disclosed in the Memorandum, as determined in accordance with the current policy of the Board, provided that any share certificates issued and any other transfer documents have been received by the Company. Redemptions may take place over one or more redemption dates, as specified in the Memorandum, and shareholders may be paid out at different redemption prices, calculated in accordance with the Memorandum.

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

8.4 A process determined by the Board and described in the Memorandum shall govern the chronology of the redemption of shares in a Sub-fund.

8.5 If, in addition, on a Valuation Day (as defined below) or at some time during a Valuation Day, redemption applications as defined in this article and conversion applications as defined in article 9 exceed a certain level set by the Board in relation to the shares of a given Class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain time period and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the non-proceeded redemptions will then be proceeded by priority on the Valuation Day following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit and unless otherwise specified in the Memorandum).

8.6 The Board may, at the request of a shareholder, agree to make, in whole or in part, a distribution in-kind of securities or other assets of the Sub-fund to that shareholder in lieu of paying to that shareholder redemption proceeds in cash. The Board will agree to do so if they determine that such a transaction would not be detrimental to the best interests of the remaining shareholders of the relevant Sub-fund. Such redemption will be effected at the Net Asset Value per Share of the relevant Class of the Sub-fund which the shareholder is redeeming, and thus will constitute a pro rata portion of the Sub-fund's assets attributable in that Class in terms of value. The assets to be transferred to such shareholder will be determined by the Board or the investment manager of the Fund and the Depositary, with regard to the practicality of transferring the assets and to the interests of the Sub-fund and continuing participants therein and to the shareholder. Such a shareholder may incur brokerage and/or local tax charges on any transfer or sale of securities so received in satisfaction of redemption. The net proceeds from this sale by the redeeming shareholder of such securities may be more or less than the corresponding redemption price of Shares in the relevant Sub-fund due to market conditions and/or differences in the prices used for the purposes of such sale or transfer and the calculation of the Net Asset Value per Share of Shares of the Sub-fund. The selection, valuation and transfer of assets will be subject to the review and approval of the auditor

8.7 All redeemed shares may be cancelled.

8.8 All applications for redemption of shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article 13 of these Articles, when the calculation of the Net Asset Value has been suspended or when redemption has been suspended as provided for in this article.

Redemption of shares at the initiative of the Company

8.9 The Board may redeem shares of any Class and Sub-fund, on a pro rata basis among shareholders, in order to distribute proceeds generated by an investment through returns or its disposal, subject to compliance with the relevant distribution scheme (and, as the case may be, reinvestment rights) as provided for each Sub-fund and/or Class in the Memorandum (if any).

8.10 The Company will announce in due time the redemption by way of mail addressed to the shareholders by the Board.

8.11 The Company may compulsorily redeem the shares:

(a) held by a Restricted Person as defined in, and in accordance with the provisions of, article 11;

(b) in case of liquidation or merger of Sub-funds or Classes, in accordance with the provisions of article 28;

(c) held by a shareholder who fails to make, within a specified period of time determined by the Company, any required contributions or certain other payments to the relevant Sub-fund (including the payment of any interest amount or charge

due in case of default), in accordance with the terms of its application form, subscription document or agreement, these Articles and the Memorandum;

(d) in all other circumstances, in accordance with the terms and conditions set out in the application form, subscription document or agreement, these Articles and the Memorandum.

9. Art. 9. Conversion of shares. If conversions of shares are allowed between Classes of the same Sub-fund or between shares pertaining to a Class into shares of the same Class or of another Class of another Sub-fund, then the applicable terms and conditions to conversion of shares shall be as set forth in the Memorandum.

10. Art. 10. Transfer of shares.

10.1 The sale, assignment, transfer, exchange, pledge, encumbrance or other disposition (each such transaction, a Transfer) of all or any part of any investor's shares in any Sub-fund is subject to the provisions of this article 10.

10.2 In addition, no Transfer shall be valid or effective if:

(a) the Transfer would result in a violation of any law or regulation of Luxembourg, the U.S., the United Kingdom or any other jurisdiction (including, without limitation, the U.S. Securities Act, any securities laws of the individual states of the United States, or ERISA) or subject the Company or any Sub-fund to any other adverse tax, legal or regulatory consequences as determined by the Company;

(b) the Transfer would result in a violation of any term or condition of these Articles or the Memorandum;

(c) the Transfer would result in the Company being required to register as an investment company under the U.S. Investment Companies Act; and

(d) it shall be a condition of any Transfer (whether permitted or required) that:

(i) the transferee represents in a form acceptable to the Company that such transferee is not a Restricted Person, and that the proposed Transfer itself does not violate any laws or regulations (including, without limitation, any securities laws) applicable to it; and

(ii) the transferee is not a Restricted Person.

11. Art. 11. Ownership restrictions.

11.1 The Company may restrict or prevent the ownership of shares in the Company by any individual or legal entity if:

(a) in the opinion of the Company such holding may be detrimental to the Company; or

(b) it may result (either individually or in conjunction with other investors in the same circumstances) in:

(i) the Company, a Sub-fund or its subsidiaries, holding companies or intermediary vehicles incurring any liability for any taxation whenever created or imposed and whether in Luxembourg, or elsewhere or suffering pecuniary disadvantages which the same might not otherwise incur or suffer; or

(ii) the Company or a Sub-fund being subject to the U.S. Employee Retirement Income Security Act of 1974, as amended; or

(iii) the Company or a Sub-fund being required to register its shares under the laws of any jurisdiction other than Luxembourg (including, without limitation, the U.S. Securities Act or the U.S. Investment Companies Act); or

(c) it may result in a breach of any law or regulation applicable to the relevant individual or legal entity itself, the Company or any Sub-fund, whether Luxembourg law or other law (including anti-money laundering and terrorism financing laws and regulations); or

(d) in the opinion of the Company such holding may result in a breach of any law or regulation, whether Luxembourg law or other law; or

(e) as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred;

(such individual or legal entities are to be determined by the Board and are defined herein as Restricted Persons). A person or entity that does not qualify as Well-Informed Investor will be regarded as a Restricted Person.

11.2 For such purposes the Company may:

(a) decline to issue any shares and decline to register any Transfer of shares, where such registration or Transfer would result in legal or beneficial ownership of such shares by a Restricted Person; and

(b) at any time require any person whose name is entered in the register of shareholders or who seeks to register a transfer in the register of shareholders to deliver to the Company any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares vests with a Restricted Person, or whether such registration will result in beneficial ownership of such shares by a Restricted Person.

11.3 If it appears that a shareholder of the Company is a Restricted Person, the Company shall be entitled to, in its absolute discretion:

(a) decline to accept the vote of the Restricted Person at the General Meeting; and/or

(b) retain all dividends paid or other sums distributed with regard to the shares held by the Restricted Person; and/or

(c) instruct the Restricted Person to sell his/her/its shares and to demonstrate to the Company that this sale was made within thirty (30) calendar days of the sending of the relevant notice, subject each time to the applicable restrictions on Transfer as set out in article 10 above; and/or

(d) compulsorily redeem all shares held by the Restricted Person at a price based on the latest calculated Net Asset Value per share, less a penalty fee equal to, in the absolute discretion of the Board, either (i) 20% of the Net Asset Value of the relevant Shares or (ii) the costs incurred by the Company as a result of the holding of shares by the Restricted Person (including all costs linked to the compulsory redemption).

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

12. Art. 12. Calculation of net asset value.

12.1 The Company, each Sub-fund and each Class in a Sub-fund have a net asset value (the Net Asset Value) determined in accordance with Luxembourg Law and these Articles, as of each valuation day as stipulated in the Memorandum (the Valuation Day). The reference currency of the Company is the euro.

12.2 Calculation of the Net Asset Value

(a) The Administrative Agent shall under the supervision of the Company compute the Net Asset Value per Class in the relevant Sub-fund as follows: each Class participates in the Sub-fund according to the portfolio and distribution entitlements attributable to each such Class. The value of the total portfolio and distribution entitlements attributed to a particular Class of a particular Sub-fund on a given Valuation Day adjusted with the liabilities relating to that Class on that Valuation Day represents the total Net Asset Value attributable to that Class of that Sub-fund on that Valuation Day. The assets of each Class will be commonly invested within a Sub-fund but subject to different fee structures, distribution, marketing targets, currency or other specific features as it is stipulated in the Memorandum. A separate Net Asset Value per Share, which may differ as consequence of these variable factors, will be calculated for each Class as follows: the Net Asset Value of that Class of that Sub-fund on that Valuation Day divided by the total number of Shares of that Class of that Sub-fund then outstanding on that Valuation Day.

(b) For the purpose of calculating the Net Asset Value per Class of a particular Sub-fund, the Net Asset Value of each Sub-fund will be determined by calculating the aggregate of:

(i) the value of all assets of the Company which are allocated to the relevant Sub-fund in accordance with the provisions of the Articles; less

(ii) all the liabilities of the Company which are allocated to the relevant Sub-fund in accordance with the provisions of the Articles, and all fees attributable to the relevant Sub-fund, which fees have accrued but are unpaid on the relevant Valuation Day.

Asset and liabilities - Valuation rules

12.3 The value of the assets of the Company will be determined as follows:

(a) securities which are listed on a stock exchange or dealt in on another regulated market will be valued on the basis of the last available publicised stock exchange or market value;

(b) securities which are not listed on a stock exchange nor dealt in on another regulated market will be valued on the basis of the probable net realisation value (excluding any deferred taxation) estimated with prudence and in good faith by the Board. If a net asset value is determined for the units or shares issued by a target fund which calculates a net asset value per share or unit, those units or shares will be valued on the basis of the latest net asset value determined according to the provisions of the particular issuing documents of this target or, at their latest unofficial net asset values (i.e. estimates of net asset values which are not generally used for the purposes of subscription and redemption or which may be provided by a pricing source - including the investment manager of the target fund - other than the administrative agent of the target fund) if more recent than their official net asset values. The Net Asset Value calculated on the basis of unofficial net asset values of target funds may differ from the Net Asset Value which would have been calculated, on the relevant Valuation Day, on the basis of the official net asset values determined by the administrative agents of the target funds. However, such Net Asset Value is final and binding notwithstanding any different later determination. In case of the occurrence of an evaluation event that is not reflected in the latest available net asset value of such shares or units issued by such target funds, the valuation of the shares or units issued by such target funds may be estimated with prudence and in good faith in accordance with procedures established by the Board to take into account this evaluation event. The following events qualify as evaluation events: capital calls, distributions or redemptions effected by the target fund or one or more of its underlying investments as well as any material events or developments affecting either the underlying investments or the target funds themselves;

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

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

(e) 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 Board;

(f) money market instruments held by the Company with a remaining maturity of ninety days or less will be valued by the amortised cost method, which approximates market value;

(g) the Board may permit some other method of valuation to be used if it considers such valuation method more appropriate for the valuation of any asset or liability of the Company in compliance with Luxembourg law and Luxembourg Generally Accepted Accounting Principles. This method will then be applied in a consistent way. The Administrative Agent can rely on such deviations as approved by the Company for the purpose of the Net Asset Value calculation.

12.4 For the purpose of determining the value of the Company's assets, the Administrative Agent of the Company, having due regards to the standard of care and due diligence in this respect, may, when calculating the Net Asset Value, rely, unless there is manifest error, upon the valuations rules as set out in the Memorandum.

12.5 All assets denominated in a currency other than the reference currency of the respective Sub-fund/ Class will be converted at the conversion rate between the reference currency and the currency of denomination prevailing in a recognised market on the day when the last available closing prices are taken. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the Board. The Net Asset Value per share may be rounded up or down to the nearest whole cents of the currency in which the Net Asset Value of the relevant shares are calculated.

12.6 For the purpose of this article 12,

(a) Shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board on the Valuation Day with respect to which such valuation is made and from such time and until received by the Company the price therefore shall be deemed to be an asset of the Company;

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

(c) all investments, cash balances and other assets expressed in currencies other than the reference currency of the respective Subfund/ Class shall be valued after taking into account the market rate or rates of exchange in force as of the Valuation Day; and

(d) where on any Valuation Day the Company has contracted to:

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

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

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

Allocation of assets and liabilities

12.7 The assets and liabilities of the Company shall be allocated as follows:

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

(b) the assets and liabilities and income and expenditure applied to a Sub-fund shall be attributable to the Class or Classes corresponding to such Sub-fund;

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

(d) where the Company incurs a liability in relation to any asset of a particular Class or particular Classes within a Sub-fund or in relation to any action taken in connection with an asset of a particular Class or particular Classes within a Sub-fund, such liability shall be allocated to the relevant Class or Classes within such Sub-fund;

(e) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class, such asset or liability shall be allocated to all the Classes pro rata to their respective Net Asset Values or in such other manner as determined by the Board acting in good faith, provided that (i) where assets of several Classes are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Company, the respective right of each Class shall correspond to the prorated portion resulting from the contribution of the relevant Class to the relevant account or pool and (ii) such right shall vary in accordance with the contributions and withdrawals made for the account of the Class, as described in the Memorandum, and finally, (iii) all liabilities, whatever Class they are attributable to, will unless otherwise agreed upon with the creditors, be binding upon the Company as a whole;

(f) upon the payment of distributions to the shareholders of any Class, the Net Asset Value of such Class shall be reduced by the amount of such distributions.

General rules

12.8 All valuation regulations and determinations shall be interpreted and made in accordance with Luxembourg law.

12.9 For the avoidance of doubt, the provisions of this article 12 are rules for determining the Net Asset Value per share and are not intended to affect the treatment for accounting or legal purposes of the assets and liabilities of the Company or any share issued by the Company.

12.10 The Net Asset Value per share of each Class in each Sub-fund is made public at the registered office of the Company and made available at the registered office of the Administrative Agent. The Company may arrange for the publication of this information in the reference currency of each Sub-fund/ Class and any other currency at the discretion of the Board in leading financial newspapers. The Company cannot accept any responsibility for any error or delay in publication or for non-publication of prices.

12.11 Different valuation rules may be applicable in respect of a specific Sub-fund as further laid down in the Memorandum.

13. Art. 13. Temporary suspension of calculation of the net asset value.

13.1 The Company may temporarily suspend the determination of the Net Asset Value per share of the Class(es) of any Sub-fund and the issue, redemption and/or conversion of its(their) shares from its shareholders:

(a) during any period when any of the principal stock exchanges or other markets on which any substantial portion of the investments of the Company attributable to such Sub-fund from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such Sub-fund quoted thereon; or

(b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Board as a result of which disposal or valuation of assets owned by the Company or attributable to such Sub-fund would be impracticable; or

(c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments of such Sub-fund or the current price or values on any stock exchange or other market in respect of the assets attributable to such Sub-fund; or

(d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of the shares of such Sub-fund or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot, in the opinion of the Board, be effected at normal rates of exchange;

(e) when the net asset value calculation of, and/or the redemption right of investors in, one or more target funds representing a substantial portion of the assets of the relevant Sub-fund is suspended;

(f) when for any reason the prices of any investment owned by the Sub-fund cannot be reasonably, promptly and accurately ascertained;

(g) upon the publication of a notice convening a General Meeting for the purpose of winding-up the Company or any Sub-fund(s).

13.2 Any such suspension may be notified by the Company in such manner as it may deem appropriate to the persons likely to be affected thereby. The Company shall notify shareholders requesting redemption or conversion of their shares of such suspension.

13.3 Such suspension as to any Sub-fund will 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.

13.4 Any request for subscription, conversion or redemption will be irrevocable except in the event of a suspension of the calculation of the Net Asset Value, in which case shareholders may give notice that they wish to withdraw their application. If no such notice is received by the Company, such application will be dealt with as of the first Valuation Day, as determined for each relevant Sub-fund, following the end of the period of suspension.

13.5 Under exceptional circumstances that may adversely affect the interests of shareholders, or in case of massive redemption applications within a Sub-fund, the Board reserves the right only to determine the issue/redemption or conversion price after having executed, as soon as possible, the necessary sales of securities or other assets on behalf of

the relevant Sub-fund. In this case, subscription, redemption and conversion applications in process will be dealt with on the basis of the Net Asset Value thus calculated.

14. Art. 14. Management.

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

14.2 The Board will issue, in at least one Sub-fund, at least one Class M Share (as described in the Memorandum) reserved for subscription by such person(s) as decided by the Board and as more fully described in this article 14 and the Memorandum. To the exclusion of the initial Board, The holders of Class M Share(s) will be entitled to propose to the General Meeting a list containing the names of candidates for the position of director. At any time, at least 50% of the director(s) must have been appointed out of the list(s) proposed by the holder(s) of Class M Share(s) (the Class M Director (s)).

14.3 The General Meeting shall determine the number of directors (within the limits of articles 14.1 and 14.2 above) and the term of their office. Any decision of the General Meeting to the effect of changing the composition of the Board must be taken in accordance with the rights of the Class M Shares as described under article 14.2 above. In case where the General Meeting were to refuse to appoint a candidate proposed by the holder(s) of Class M Share(s), then the holder (s) of Class M Share(s) will make another proposal to the General Meeting.

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

14.5 Members of the Board are selected by a majority vote of the shares present or represented at the relevant General Meeting.

14.6 A director may be removed with or without cause and/or replaced, at any time, by resolution adopted by the General Meeting, provided however that if a Class M Director is removed, the remaining directors must call for an extraordinary General Meeting without delay in order for a new Class M Director to be appointed in his/her place in accordance with the requirements of this article. The new Class M Director so appointed will be chosen from the candidate(s) on the list presented by the holder(s) of Class M Share(s).

14.7 In the event of vacancy in the office of a director because of death, retirement or otherwise, the remaining directors may elect, by a majority vote, a director to fill such vacancy until the next General Meeting. In the absence of any remaining directors, a General Meeting shall promptly be convened by the auditor and held to appoint new directors. For the avoidance of doubt, a vacancy in the office of a Class M Director must be filled with a new Class M Director proposed by the holder(s) of Class M Share(s).

15. Art. 15. Meetings of the board.

15.1 The Board shall appoint a chairman (the Chairman) out of the Class M Director(s). It may further choose a secretary, who need not be a director, and who shall be responsible for keeping the minutes of the meetings of the Board. The Chairman will preside at all meetings of the Board. In his/her absence, the other members of the Board will appoint another Class M Director as chairman pro tempore who will preside at the relevant meeting by simple majority vote of the directors present or represented at such meeting.

15.2 The Board shall meet upon call by the Chairman or any two directors at the place indicated in the notice of meeting.

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

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

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

15.6 The Board can validly debate and take decisions only if at least the majority of its members, and at least one Class M Director, is present or represented. A director may represent more than one of his or her colleagues, under the condition however that at least two directors are present at the meeting or participate at such meeting by way of any

means of communication that are permitted under these Articles and by the Companies Act. Decisions shall be taken by the majority of the members present or represented and the positive vote of at least one Class M Director.

15.7 In case of a tied vote, the chairman of the meeting shall not have a casting vote.

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

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

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

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

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

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

18. Art. 18. Delegation of powers.

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

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

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

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

19. Art. 19. Binding signatures.

19.1 The Company shall be bound towards third parties in all matters by the joint signature of a Class M Director and any other director (whether Class M Director or not) of the Company.

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

20. Art. 20. Investment policy and restrictions. General

20.1 The Board, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-fund, (ii) any restrictions which shall from time to time be applicable to the investment of the Company's and its Sub-funds' assets, in accordance with the 2007 Act (iii) the hedging strategy to be applied to specific Classes within particular Sub-funds and (iv) the course of conduct of the management and business affairs of the Company, all within the investment powers and restrictions as shall be set forth by the Board in the Memorandum, in compliance with applicable laws and regulations.

20.2 The Board, acting in the best interests of the Company, may decide, in accordance with the terms of the Memorandum, that (i) all or part of the assets of the Company or of any Sub-fund be co-managed on a segregated basis with other assets held by other investors, including other Funds and/or their sub-funds, or that (ii) all or part of the assets of two or more Sub-funds be co-managed on a segregated or on a pooled basis.

21. Art. 21. Conflict of interests.

21.1 No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm.

21.2 Any director or officer of the Company who serves as director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, solely by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

21.3 In the event that any director of the Company may have any personal and opposite interest in any transaction of the Company, such director shall make known to the Board such personal and opposite interest and shall not consider or vote upon any such transaction, and such transaction, and such director's interest therein, shall be reported to the next following annual General Meeting.

21.4 The preceding paragraph does not apply to resolutions of the Board concerning transactions made in the ordinary course of business of the Company which are entered into on arm's length terms.

22. Art. 22. Indemnification.

22.1 All members of the Board (each referred to as Indemnified Person) are entitled to be indemnified, out of the relevant Sub-fund's assets against all liabilities, costs or expenses (including reasonable legal fees) incurred by reason of such Indemnified Person being a member of the Board, provided that no Indemnified Person shall be entitled to such indemnification for any action or omission resulting from any behaviour which qualifies as fraud, wilful misconduct, reckless disregard or gross negligence.

22.2 In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

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

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

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

24. Art. 24. Annual general meeting of the shareholders - Other meetings.

24.1 The annual General Meeting shall be held, in accordance with Luxembourg law, in Luxembourg at the address of the registered office of the Company or at such other place in the municipality of the registered office as may be specified in the convening notice of the meeting, on the second Tuesday of the month of May at 2.00 p.m. CET. If such day is not a business day, the annual General Meeting shall be held on the preceding business day.

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

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

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

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

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

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

25.3 All the shares of the Company being in registered form, the convening notices shall be made by registered letters or courier only.

25.4 Each share is entitled to one vote.

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

25.6 However, resolutions to alter the Articles may only be adopted in a General Meeting where at least one half of the share capital is represented and the agenda indicates the proposed amendments to the Articles and, as the case may

be, the text of those which concern the objects or the form of the Company. If the first of these conditions is not satisfied, a second meeting may be convened, in the manner prescribed by the Articles, by means of notices published twice, at fifteen days interval at least and fifteen days before the meeting in the Official Journal ("Mémorial") and in two Luxembourg newspapers. Such convening notice shall reproduce the agenda and indicate the date and the results of the previous meeting. The second meeting shall validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes expressed at the relevant General Meeting.

25.7 Votes relating to shares for which the shareholder did not participate in the vote, abstain from voting, cast a blank (blanc) or spoilt (nul) vote are not taken into account to calculate the above majority requirements.

25.8 The nationality of the Company may be changed and the commitments of its shareholders may be increased only with the unanimous consent of the shareholders.

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

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

25.11 The Board may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders. The convening notice to a General Meeting may provide that the quorum and majority requirements will be assessed against the number of shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the relevant meeting (the Record Date) in which case, the right of any shareholder to participate in the meeting will be determined by reference to his/her/its holding as at the Record Date.

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

25.13 Before commencing any deliberations, the shareholders shall elect a chairman of the General Meeting. The chairman shall appoint a secretary and the shareholders shall appoint a scrutineer. The chairman, the secretary and the scrutineer form the General Meeting's bureau.

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

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

26. Art. 26. General meetings of shareholders in a sub-fund or in a class of shares.

26.1 The shareholders of the Classes issued in a Sub-fund may hold, at any time, General Meetings to decide on any matters which relate exclusively to that Sub-fund.

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

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

27. Art. 27. Auditors.

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

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

28. Art. 28. Liquidation or merger of sub-funds or classes.

28.1 In the event that, for any reason, the value of the total net assets in any Sub-fund or Class has decreased to, or has not reached, an amount determined by the Board to be the minimum level for such Sub-fund or Class to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation, or as a matter of economic rationalisation, the Board may decide to offer to the relevant shareholders the conversion of their shares into shares of another Sub-fund under terms fixed by the Board or to compulsory redeem all the shares of the relevant Sub-fund or Class at the Net Asset Value per share (taking into account projected realisation prices of investments and realisation expenses) calculated on the Valuation Day immediately preceding the date at which such decision will take effect. The Company will serve a notice to the holders of the relevant shares prior to the effective date for the compulsory redemption, which will indicate the reasons for and the procedure for the redemption operations.

28.2 Any request for subscription shall be suspended as from the moment of the announcement of the termination of the relevant Sub-fund or Class.

28.3 Notwithstanding the powers conferred to the Board by the preceding article, the General Meeting of any Class or of any Sub-fund will, in any other circumstances, have the power, upon proposal from the Board, to redeem all the shares of the relevant Sub-fund or Class and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Day at which such decision will take effect. There will be no quorum requirements for a General Meeting constituted pursuant to this article 28, which will decide by resolution taken by simple majority of those present or represented and voting at such meeting.

28.4 Any request for subscription will be suspended as from the moment of the announcement of the termination, the merger or the transfer of the relevant Sub-fund or Class.

28.5 Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Depositary for a maximum period of nine (9) months following the decision to liquidate. After such period, the assets will be deposited with the "Caisse de Consignation" on behalf of the persons entitled thereto.

28.6 All redeemed shares may be cancelled.

28.7 Under the same circumstances as provided by the first paragraph of this article, the Board may decide to allocate the assets of any Sub-fund to those of another existing Sub-fund or to another undertaking for collective investment organised under the provisions of the 2007 Act or Part II of the law of 17 December 2010 concerning undertakings for collective investment, as amended, or to another sub-fund within such other undertaking for collective investment (the New Sub-fund) and to redesignate the shares of the Sub-fund concerned as shares of another Sub-fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be notified in the same manner as described in the first paragraph of this article one month before its effectiveness (and, in addition, the publication will contain information in relation to the New Sub-fund), in order to enable shareholders to request redemption of their shares, free of charge, during such period.

28.8 Any request for subscription will be suspended as from the moment of the announcement of the merger or the transfer of the relevant Sub-fund.

28.9 Notwithstanding the powers conferred to the Board by article 28.6, a contribution of the assets and liabilities attributable to any Sub-fund to another Sub-fund within the Company may, in any other circumstances, be decided upon by a General Meeting of the Sub-fund or Class concerned for which there will be no quorum requirements and which will decide upon such an amalgamation by resolution taken by simple majority of those present or represented and voting at such meeting.

28.10 Furthermore, in other circumstances than those described in the first paragraph of this article, a contribution of the assets and liabilities attributable to any Sub-fund to another undertaking for collective investment referred to in article 28.6 or to another sub-fund within such other undertaking for collective investment shall require a resolution of the shareholders of the Class or the concerned Sub-fund taken with 50% quorum requirement of the shares in issue and adopted at a two thirds (2/3) majority of the shares present or represented and voting, except when such an amalgamation is to be implemented with a Luxembourg undertaking for collective investment of the contractual type ("fonds commun de placement") or a foreign based undertaking for collective investment, in which case resolutions shall be binding only on such shareholders who have voted in favour of such amalgamation.

29. Art. 29. Accounting year. The accounting year of the Company shall begin on 1 January and ends on 31 December of each year.

30. Art. 30. Annual accounts.

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

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

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

31. Art. 31. Application of income.

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

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

31.3 Payments of dividends to owners of registered shares will be made to such shareholders at their addresses in the register of shareholders.

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

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

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

32. Art. 32. Depositary.

32.1 The Company shall enter into a depositary agreement with a bank or savings institution which shall satisfy the requirements of the 2007 Act (the Depositary) who shall assume towards the Company and its shareholders the responsibilities provided by the 2007 Act. The fees payable to the Depositary will be determined in the depositary agreement.

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

33. Art. 33. Winding up.

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

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

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

33.4 The meeting must be convened so that it is held within a period of forty (40) days from the ascertainment that the share capital, together with the share premium, of the Company have fallen below two-thirds or one-quarter of the legal minimum, as the case may be.

33.5 Should the Company be voluntarily liquidated, then its liquidation will be carried out in accordance with the provisions of the 2007 Act and the Companies Act. In the event of a voluntary liquidation, the Company shall, upon its dissolution, be deemed to continue to exist for the purposes of the liquidation. The operations of the Company shall be conducted by one or several liquidators, who, after having been approved by the Luxembourg regulatory authority, shall be appointed by a General Meeting, which shall determine their powers and compensation.

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

33.7 If the Company were to be compulsorily liquidated, the provision of the 2007 Act will be exclusively applicable.

33.8 The issue of new shares by the Company shall cease on the date of publication of the notice of the General Meeting, to which the dissolution and liquidation of the Company shall be proposed.

33.9 The liquidator(s) will realise each Sub-fund's assets in the best interests of the shareholders and apportion the proceeds of the liquidation of each Sub-fund, net of all liquidation expenses, shall be distributed by the liquidators among the holders of shares in each Class in accordance with their respective rights.

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

34. Art. 34. Applicable law. All matters not governed by these Articles shall be determined in accordance with the 2007 Act and the Companies Act in accordance with article 1.2.

Transitional provisions

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

The first general Annual Meeting will be held in 2015.

Subscription

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

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

Statement - Costs

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

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 three thousand euros.

Resolutions of the extraordinary general meeting

Immediately after the incorporation of the Company, the above-named shareholder(s) representing the entire subscribed capital and considering themselves as duly convened, have immediately proceeded to an extraordinary general meeting.

Having first verified that it was regularly constituted, the shareholders have passed the following resolutions:

1. the number of directors is set at three (3);

2. the following persons are appointed as directors:

- Mr. Yannick MALLEGOL, Class M Director, Cyan Oak Capital (UK) LLP, whose professional address is situated at 132-134, Lots Road, London SW10 0RJ (England);

- Mr. Juan Manuel GONZALEZ MANTERO, whose professional address is situated at 132-134, Lots Road, London SW10 0RJ (England); and

- Mrs. Daniela KLASEN MARTIN, whose professional address is situated at 9A Boulevard Prince Henri, l-1724 Luxembourg

3. that there be appointed Ernst & Young, société anonyme whose registered office is situated at 7, rue Gabriel Lippmann - Parc d'Activité Syrdall 2, L-5365 Munsbach, Grand Duchy of Luxembourg, R.C.S. number B 47 771, as the independent auditor ("réviseur d'entreprises agréé") of the Company;

4. that the terms of office of the members of the Board will expire after the annual General Meeting of the year 2015;

5. that the term of office of the independent auditor will expire after the annual General Meeting of the year 2015; and

6. that the address of the registered office of the Company is situated at 28-32, Place de la Gare, L-1616 Luxembourg, Grand Duchy of Luxembourg.

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

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

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

Signé: N. BIGUMA, J.-J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 20 mai 2014. Relation: EAC/2014/6999. Reçu soixante-quinze Euros (75,- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2014072007/867.

(140084959) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 mai 2014.

Vahina, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 78.166.

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Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra à l'adresse du siège social, le *10 juin 2014* à 13.30 heures, avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels au 31 décembre 2012 et au 31 décembre 2013 et des rapports du conseil d'administration et du commissaire aux comptes y relatifs.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012 et au 31 décembre 2013.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070246/534/16.

I.B.M.S. - International Business and Management Services S.A., Société Anonyme.

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 100.719.

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Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social 6, rue Adolphe, L-1116 Luxembourg, le *10 juin 2014* à 09.30 heures, pour délibérer sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, du rapport du conseil d'administration et du rapport du commissaire aux comptes pour l'exercice clos au 31 décembre 2013,
2. Approbation des comptes annuels au 31 décembre 2013 et affectation du résultat,
3. Décharge à donner aux administrateurs et au commissaire aux comptes,
4. Nominations statutaires,
5. Décision à prendre en vertu de l'article 100 de la loi sur les sociétés commerciales,
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070265/833/19.

Finplat S.A., Société Anonyme.

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

R.C.S. Luxembourg B 46.611.

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

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le *10 juin 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 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. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070257/1023/17.

Santander Asset Management Luxembourg S.A., Société Anonyme.

Siège social: L-1616 Luxembourg, 28-32, place de la Gare.

R.C.S. Luxembourg B 57.043.

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In the year two thousand and fourteen,

on the thirtieth day of the month of April;

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

was held

an extraordinary general meeting of shareholders (the "Meeting") of "Santander Asset Management Luxembourg S.A.", a société anonyme having its registered office at 28-32, place de la Gare, L-1616 Luxembourg and registered under R.C.S. Luxembourg B 57.043 (the "Company"). The Company was incorporated pursuant to a notarial deed enacted on 29 November 1996, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 10 on 13 January 1997. The articles of association of the Company (the "Articles") were last amended pursuant to a notarial deed enacted on 15 November 2005, published in the Mémorial, number 1276 on 25 November 2005.

The Meeting was presided by Mrs Marie-José FERNANDES, employee, professionally residing in Luxembourg.

The chairman appointed as secretary Mr Nicolas BIGUMA, employee, professionally residing in Luxembourg.

The Meeting appointed as scrutineer Mr Benjamin POUJOL, employee, professionally residing in Luxembourg.

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

I. The shareholders present or represented and the number of shares held by each of them are shown on a separate attendance list, signed by the chairman, the secretary, the scrutineer and the undersigned notary. The said list will remain annexed to this document.

II. It appears from the attendance list that, out of hundred twenty-three thousand four hundred and eighty-seven (123,487) shares in issue, all said hundred twenty-three thousand four hundred and eighty-seven (123,487) shares are present or represented at the Meeting and that all the shareholders are aware of all the items of the below agenda and waive their right to prior convening notice so that the present Meeting is regularly constituted and may validly decide on the items of the agenda.

III. The agenda of the Meeting is the following:

Agenda

Restatement of the articles of incorporation of the Company with effect as from 02 May 2014 in order to change the registered office of the Company from Luxembourg to Senningerberg and to reflect some provisions provided by (i) the law of 10 August 1915 on commercial companies and (ii) the law of 17 December 2010 on undertakings for collective investment including a new object clause (article 3) which shall read as follows:

Art. 3. The principal object of the Corporation is the management of Luxembourg and foreign undertakings for collective investment in transferable securities (UCITS) authorised according to EU Directive 2009/65/EC and the additional management of other Luxembourg and foreign undertakings for collective investment (UCIs), in accordance with Article 101(2) and Annex II of the amended Luxembourg Law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law").

The Corporation will not provide the services of (a) management of portfolios of investments on a discretionary client-by-client basis (b) investment advice, and (c) safekeeping and administration in relation to shares or units of collective investment undertakings as contemplated in Article 101(3) of the 2010 Law.

The Corporation may provide the above mentioned management, administration and marketing services to the subsidiaries of UCITS and UCIs to which it provides services, including domiciliation and administration support services.

The Corporation may perform permitted activities outside of Luxembourg through the free provision of services and/or through the opening of branches.

The Corporation may carry out any activities connected directly or indirectly to, and/or deemed useful and/or necessary for the accomplishment of its object, remaining, however, within the limitations set forth in, but to the furthest extent permitted by, the provisions of the 2010 Law.

After deliberation, the Meeting unanimously took the following sole resolution:

Sole resolution

The Meeting decided with effect as from 2 May 2014 to change the registered office of the Company from Luxembourg to 6, route de Trèves L-2633 Senningerberg and to restate the articles of association of the Company as follows:

Art. 1. There exists among the owners of shares and all those who may become owners of shares, a corporation (the "Corporation") in the form of a société anonyme under the denomination of “Santander Asset Management Luxembourg S.A.”

Art. 2. The Corporation is established for an unlimited duration. It may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these Articles, as described in Article 22 hereof.

Art. 3. The principal object of the Corporation is the management of Luxembourg and foreign undertakings for collective investment in transferable securities (UCITS) authorised according to EU Directive 2009/65/EC and the additional management of other Luxembourg and foreign undertakings for collective investment (UCIs), in accordance with Article 101(2) and Annex II of the amended Luxembourg Law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law").

The Corporation will not provide the services of (a) management of portfolios of investments on a discretionary client-by-client basis (b) investment advice, and (c) safekeeping and administration in relation to shares or units of collective investment undertakings as contemplated in Article 101(3) of the 2010 Law.

The Corporation may provide the above mentioned management, administration and marketing services to the subsidiaries of UCITS and UCIs to which it provides services, including domiciliation and administration support services.

The Corporation may perform permitted activities outside of Luxembourg through the free provision of services and/or through the opening of branches.

The Corporation may carry out any activities connected directly or indirectly to, and/or deemed useful and/or necessary for the accomplishment of its object, remaining, however, within the limitations set forth in, but to the furthest extent permitted by, the provisions of the 2010 Law.

Art. 4. The registered office of the Corporation is established in Senningerberg, in the Grand Duchy of Luxembourg. To the extent permitted by law, the board of directors may decide to transfer the registered office of the Corporation

to any other place in the Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors (the "Board").

In the event that the Board determines that extraordinary political, economic or social developments have occurred or are imminent, that could interfere with the normal activities of the Corporation 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 measure shall have no effect on the nationality of the Corporation, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg corporation.

Art. 5. The corporate capital is set at one hundred and twenty-five thousand ninety-two euro and thirty-three cent (EUR 125,092.33) represented by one hundred and twenty-three thousand four hundred and eighty-seven (123,487) shares with a par value of one point zero thirteen euros (EUR 1,013) each, (the "Shares") all fully paid-in.

The authorized capital is set at two hundred thousand point six hundred forty-two euro (EUR 200,000,642) represented by one hundred ninety-seven thousand four hundred thirty-four (197,434) shares with a par value of one point zero thirteen euro (EUR 1.013) each.

The authorized and the subscribed capital of the Corporation may be increased or reduced by a decision of the general meeting of shareholders, voting with the same quorum as for an amendment of the articles of incorporation.

The Board may increase the subscribed capital within the limits of the authorized capital during a period of five years after the date of publication of the extraordinary general meeting of 30 April 2014. Such increase may be subscribed for and issued in the form of shares with or without premium, as the Board shall determine. The Board is specifically authorized to proceed to such issues without reserving for the then existing shareholders a preferential right to subscribe to the shares to be issued. The Board may delegate to any duly authorized director or officer of the corporation, or to any other duly authorized person, the duties of accepting subscriptions and receiving payment for shares representing part or all of such increased amounts of capital.

Each time the Board shall act to render effective an increase of the subscribed capital, the present article shall be considered as automatically amended in order to reflect the result of such action.

Art. 6. The Shares shall be and remain in registered form.

A register of shareholders (the "Register") shall be kept at the registered office of the Corporation. Such register shall set forth the name of each shareholder, his residence or elected domicile, the number of shares held by him, the amounts paid in on each such share, and the transfer (s) of shares and the date(s) of such transfer(s).

The transfer of a share shall be effected by written declaration of transfer inscribed in the register of shareholders, such declaration of transfer to be dated and signed by the transferor and the transferee or by persons holding suitable powers of attorney to act therefore. The Corporation may also accept as evidence of transfer other instruments of transfer satisfactory to the Corporation.

Payments of dividends to shareholders will be made to their addresses in the Register.

Art. 7. The capital of the Corporation may be increased or reduced by a resolution of the shareholders adopted in the manner required for amendment of these Articles, as prescribed in Article 22 hereof.

Art. 8. Any regularly constituted meeting of shareholders of the Corporation shall represent the entire body of shareholders of the Corporation.

It shall have the broadest powers to order, carry out or ratify acts relative to the operations of the Corporation.

Art. 9. The annual general meeting of shareholders shall be held in accordance with Luxembourg law, in Luxembourg at the registered office of the Corporation, or at such other place in Luxembourg as may be specified in the notice of meeting, on the second Tuesday in the month of March at 2 p.m.. If such day is a legal holiday in Luxembourg, the annual general meeting shall be held on the next following business day. The annual general meeting may be held outside the Grand Duchy of Luxembourg, if, in the absolute and final judgement of the Board, exceptional circumstances so require.

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

The quorum and time required by law shall govern the notice for and the conduct of the meetings of shareholders of the Corporation, unless otherwise provided herein.

Each Share is entitled to one vote, subject to the limitations imposed by these Articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable or telegram, telefax message, facsimile or any other electronic means capable of evidencing such proxy.

Except as otherwise required by law, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the Shares present or represented and voting.

If and to the extent permitted by the Board for a specific meeting of shareholders, each shareholder may vote through voting forms sent by post or facsimile to the Corporation's registered office or to the address specified in the convening notice.

The shareholders may only use voting forms provided by the Corporation and which contain at least:

the name, address or registered office of the relevant shareholder;

the total number of shares held by the relevant shareholder and, if applicable, the number of shares of each class or sub-class held by the relevant shareholder;

the place, date and time of the general meeting;

the agenda of the general meeting;

the proposal submitted for decision of the general meeting; as well as for each proposal three boxes allowing the shareholder to vote in favour, against or abstain from voting on each proposed resolution by ticking the appropriate box.

Voting forms, which show neither a vote in favour, nor against the resolution, nor an abstention shall be void. The Corporation will only take into account voting forms received prior to the general meeting of shareholders to which they relate.

The Board may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

Art. 10. Shareholders will meet upon a call of the Board pursuant to a notice setting forth the agenda, sent by registered mail at least eight days prior the date of the general meeting to the shareholders' address in the Register.

However, if all shareholders are present or represented at a shareholders' meeting and if they declare to be informed of its agenda, the meeting may be held without convening notice or prior publications.

Art. 11. The Corporation shall be managed by a Board composed of at least three members, who need not be shareholders of the Corporation.

The directors shall be elected by the shareholders at a general meeting, for a period ending at the next annual general meeting and until their successors are elected and qualify; provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders. In the event of vacancy in the office of director because of death, retirement or otherwise, the remaining directors may meet and may elect, by majority vote, a director to fill such vacancy until the next meeting of shareholders.

Art. 12. The Board shall elect from among its members a chairman, and may choose among its members one or more vice-chairmen. It may also choose a secretary, who needs not be a director, who shall be responsible for keeping the minutes of the meetings of the Board and of the shareholders. The Board shall meet upon call by the chairman or two directors, at the place indicated in the notice of the meeting.

The chairman shall preside at all meetings of shareholders and of the Board, but in his absence the shareholders or the Board may appoint another director, and in respect of shareholders' meetings any other person as chairman pro tempore by vote of the majority present at any such meeting.

The Board may from time to time appoint a general manager, an administrative manager, or other officers considered necessary for the operation and management of the Corporation. More specifically, in accordance with the requirements of article 102(1)(c) of the aforesaid 2010 Law, the Board will appoint at least two officers to effectively conduct the business of the Corporation.

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

Officers need not to be directors or shareholders of the Corporation.

The officers appointed, unless otherwise stipulated in these Articles, shall have the powers and duties given to them by the Board.

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 notice of meeting.

This notice may be waived by verbal consent (to be confirmed in writing), in writing or by cable, telegram, telecopier, telefax messages, facsimile or any other electronical means capable of evidencing such consent of each director.

Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

A director may act at a meeting of the Board by appointing another director as his proxy in writing or by cable, telegram, telecopier, telefax message, facsimile or any other electronic means capable of evidencing the proxy.

A director may also participate at any meeting of the Board by videoconference or any other means of telecommunication permitting the identification of such director. Such means must allow the director to participate effectively at such meeting of the Board. The proceedings of the meeting must be retransmitted continuously. The meeting is deemed to be held at the registered office of the Corporation.

Except as stated below, the Board can deliberate or act validly only if at least a majority of the directors is in attendance (which may be by way of a conference telephone call) or represented at a meeting of the Board.

Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. In the event of parity of votes, the chairman shall have a casting vote.

Meetings of the Board may be held in Luxembourg or abroad.

The directors may also approve by unanimous vote a circular resolution, by expressing their consent on one or several separate instruments in writing or by telegram or telecopier, confirmed in writing, which shall all together constitute appropriate minutes evidencing such decision.

Art. 13. The minutes of any meeting of the Board shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

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

Art. 14. The Board is vested with the broadest powers to perform all acts of administration and disposition in the Corporation's interest.

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

The Board has in particular power to determine the corporate policy and the course of conduct of the management and business affairs of the Corporation.

The Board may delegate its powers to conduct the daily management and affairs of the Corporation and its powers to carry out acts in furtherance of the corporate policy and object, to officers of the Corporation or directors of the Corporation or to any contractual parties.

The Board may in accordance with the provisions of the relevant law declare and pay an interim dividend, based on the semi-annual accounts.

Art. 15. No contract or other transaction between the Corporation and any other corporation or firm shall be affected or invalidated by the fact that any other or more of the directors or officers of the Corporation is interested in, or is a director, associate, officer or employee of such other corporation or firm.

Any director or officer of the Corporation who serves as a director, associate, officer or employee of any corporation or firm with which the Corporation shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Corporation may have a personal interest in any transaction of the Corporation, such director or officer shall make known to the Board such personal interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding meeting of shareholders. The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving Santander and any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board in its discretion, unless such "personal interest" is considered to be a conflicting interest by applicable laws and regulations.

The preceding paragraph shall not apply where the decision of the Board relates to current operations entered into normal conditions.

Art. 16. To the widest extent authorised under Luxembourg law, the Corporation shall indemnify any director or officer, and his heirs, executors and administrators, against expenses, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation or at its request, of any other corporation of which the Corporation is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty.

The foregoing right or indemnification shall not exclude other rights to which he may be entitled.

Art. 17. The Corporation will be bound by the joint signatures of any two directors of the Corporation, or by the joint signatures of a director and of any duly authorized person, or by the individual signature of any other person to whom specific authority has been delegated by the Board.

Art. 18. The audit of the annual accounting documents of the Corporation shall be entrusted to an approved statutory auditor (réviseur d'entreprises agréé).

The approved statutory auditor shall be elected by the annual general meeting of shareholders for a period ending at the date of the next annual general meeting of shareholders and shall remain in office until reelected or until his successor is elected.

The approved statutory auditor's office may be removed by the general meeting of shareholders on serious grounds.

Art. 19. The accounting year of the Corporation shall begin on the first day of January and shall terminate on the thirty-first day of December of the same year.

Art. 20. From the annual net profits of the Corporation, five per cent (5%) shall be allocated to the reserve required by law.

This allocation shall cease to be required as soon as and as long as such legal reserve amounts to ten percent (10%) of the issued capital of the Corporation as stated in article five hereof or as increased or reduced from time to time as provided in article seven hereof.

The general meeting of shareholders, upon recommendation of the Board, shall determine how the remainder of the annual net profits shall be disposed of and may declare dividends from time to time as in its discretion believes best suits the corporate purpose and policy.

Art. 21. In the event of dissolution of the Corporation, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

Art. 22. These Articles may be amended by a resolution of an extraordinary shareholders' meeting, subject to the quorum and voting requirements provided by the laws of Luxembourg.

Art. 23. Liquidation proceeds not claimed by the shareholders entitled thereto at the close of the liquidation shall be deposited in favour of whom it may concern at the Caisse de Consignation in Luxembourg. If not claimed, they shall be forfeited in accordance with Luxembourg law.

Art. 24. All matters not governed by these Articles shall be determined in accordance with the law of 10 th August, 1915 on Commercial Companies and amendments thereto.

IV. There being no further business on the agenda, the Meeting was thereupon closed.

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 translation. On request of the same appearing party and in case of divergences between the English and the French texts, the English version will prevail.

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

The document having been read to the parties appearing, all of whom are known to the notary by their surnames, Christian names, civil status and residences, the members of the bureau signed together with Us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze,

le trente avril.

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

s'est tenue:

l'assemblée générale extraordinaire des actionnaires (l'"Assemblée") de «Santander Asset Management Luxembourg S.A.», une société anonyme ayant son siège social au 28-32, Place de la Gare, L-1616 Luxembourg et immatriculée sous le numéro RCS Luxembourg B. 57.043 (la "Société").

La société a été constituée suivant acte notarié dressé en date du du 29 novembre 1996, publié au Mémorial C, Recueil des Sociétés et Associations (le "Mémorial") numéro 10 en date du 13 janvier 1997. Les statuts (les "Statuts") de la Société ont été dernièrement modifiés suivant acte notarié reçu en date du 15 novembre 2005 publié au Mémorial numéro 1276 en date du 25 novembre 2005.

L'Assemblée est présidée par Madame Marie-José FERNANDES, employée, résidant professionnellement à Luxembourg.

Le président a désigné en qualité de secrétaire Monsieur Nicolas BIGUMA, employé, résidant professionnellement à Luxembourg.

L'Assemblée a élu en qualité de scrutateur Monsieur Benjamin POUJOL, employé, résidant professionnellement à Luxembourg.

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

I. Les actionnaires présents ou représentés ainsi que le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence distincte, signée par le président, le secrétaire, le scrutateur et le notaire soussigné. Ladite liste restera annexée au présent document.

II. Il résulte de ladite liste de présence que des cent vingt-trois mille quatre cent quatre-vingt-sept (123'487) actions émises, toutes ces cent vingt-trois mille quatre cent quatre-vingt-sept (123'487) actions sont présentes ou représentées à l'Assemblée et que tous les actionnaires sont informés de tous les points portés à l'ordre du jour ci-dessous et renoncent à leur droit d'être préalablement convoqué, de telle sorte que l'Assemblée est régulièrement constituée et peut valablement décider sur les points portés à l'ordre du jour.

III. L'ordre du jour de l'Assemblée est le suivant:

Ordre du Jour

Refonte des statuts de la Société avec effet à compter du 02 mai 2014 afin de transférer le siège social de la Société de Luxembourg à 6, route de Trèves L-2633 Senningerberg et de refléter certaines dispositions de (i) la loi du 10 août 1915 concernant les sociétés commerciales et de (ii) de la loi du 17 décembre 2010 concernant les organismes de placement collectif incluant une nouvelle clause relative à l'objet social (article 3) comme suit:

Art. 3. «L'objet principal de la Société est la gestion d'organismes de placement collectif en valeurs mobilières (OPCVM) luxembourgeois et étrangers autorisés conformément à la directive européenne 2009/65/CE ainsi que la gestion d'autres organismes de placement collectif (OPC) luxembourgeois et étrangers, conformément à l'article 101(2) et à l'annexe II de la loi modifiée du 17 décembre 2010 relative aux organismes de placement collectif (la "Loi de 2010").

La Société ne fournira pas de services de (a) gestion de portefeuilles d'investissement sur une base discrétionnaire et individualisée, (b) conseils en investissement et (c) garde et administration d'organismes de placement collectif au sens de l'article 101(3) de la Loi de 2010.

La Société peut également fournir les services susmentionnés de gestion, d'administration et de commercialisation aux filiales d'OPCVM et d'OPC auxquels elle fournit des services, y compris des services de domiciliation et de support administratif.

La Société peut prester ses activités en dehors du Luxembourg au titre de la libre prestation de services et/ou par l'établissement de succursales.

La Société peut exercer toutes activités liées directement ou indirectement à et/ou jugées utiles et/ou nécessaires à l'accomplissement de son objet, tout en restant, cependant, dans les limites de la Loi de 2010.»

Après délibération, l'Assemblée a voté à l'unanimité la résolution suivante:

Résolution unique

L'Assemblée a décidé avec effet à compter du 02 mai 2014 de transférer le siège social de la Société au 6, route de Trèves L-2633 Senningerberg et de procéder à la refonte des Statuts de la Société comme suit:

Art. 1 er . Il existe entre les actionnaires et tous ceux qui deviendront actionnaires une société (la «Société») en la forme d'une société anonyme sous la dénomination «Santander Asset Management Luxembourg S.A.»

Art. 2. La Société est établie pour une période indéterminée. Elle peut être dissoute par décision des actionnaires statuant dans la manière requise pour modifier les statuts, telle que décrite à l'article 22 ci-après.

Art. 3. L'objet principal de la Société est la gestion d'organismes de placement collectif en valeurs mobilières (OPCVM) luxembourgeois et étrangers autorisés conformément à la directive européenne 2009/65/CE ainsi que la gestion d'autres organismes de placement collectif (OPC) luxembourgeois et étrangers, conformément à l'article 101(2) et à l'annexe II de la loi modifiée du 17 décembre 2010 relative aux organismes de placement collectif (la "Loi de 2010").

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La Société peut exercer toutes activités liées directement ou indirectement à et/ou jugées utiles et/ou nécessaires à l'accomplissement de son objet, tout en restant, cependant, dans les limites de la Loi de 2010.

Art. 4. Le siège social est établi à Senningerberg, au Grand-Duché de Luxembourg. Si et dans la mesure où cela est autorisé par la loi, le conseil d'administration peut décider de transférer le siège social de la Société à tout autre endroit au Grand-Duché de Luxembourg. Il peut être créé, par décision du conseil d'administration (le "Conseil"), des succursales ou bureaux tant dans le Grand-Duché de Luxembourg qu'à l'étranger.

Au cas où le Conseil estimerait que des événements extraordinaires d'ordre politique, économique ou social de nature à compromettre les activités normales de la Société au siège social, ou la communication aisée de ce siège avec les personnes situées à l'étranger se sont produits ou sont imminents, il pourra transférer provisoirement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales; cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la Société laquelle, nonobstant ce transfert provisoire du siège restera luxembourgeoise.

Art. 5. Le capital social de la Société est fixé à cent vingt-cinq mille quatre-vingt-douze euros et trente-trois cent (EUR 125.092,33), représenté par cent vingt-trois mille quatre cent quatre-vingt-sept (123.487) actions avec une valeur nominale d'un virgule zéro treize euro (1,013), chacune entièrement libérée.

Le capital autorisé est fixé à deux cents mille virgule six cent quarante-deux euros (200.000.642) représenté par cent quatre-vingt-dix-sept quatre cent trente-quatre actions avec une valeur nominale de un virgule zéro treize euro (1,013) chacune.

Le capital émis de la Société pourra être augmenté ou réduit par l'assemblée générale des actionnaires, selon le même quorum que pour la modification des statuts.

Le Conseil pourra augmenter le capital souscrit dans les limites du capital autorisé pour une période de cinq ans après la publication de l'Assemblée générale extraordinaire du 30 avril 2014. Une telle augmentation pourra être souscrite ou émise sous la forme d'actions assorties ou non de prime d'émission, ainsi qu'il sera déterminé par le Conseil. Le Conseil est spécialement autorisé à procéder à de telles émissions sans réserver aux actionnaires existants un droit de souscription préférentiel sur les actions à émettre.

Le Conseil peut déléguer à tout administrateur ou gérant de la Société dûment autorisé ou à toute autre personne dûment autorisée les tâches d'accepter les souscriptions et de recevoir paiement pour des actions représentant tout ou partie du capital augmenté.

Chaque fois que le Conseil prendra acte en vue de rendre effective une augmentation du capital souscrit, le présent article sera considéré comme automatiquement modifié pour refléter le résultat d'un tel acte.

Art. 6. Les actions prennent et prendront la forme d'actions nominatives.

Un registre des actionnaires (le "Registre") sera tenu au siège social de la Société. Ce registre contiendra le nom de chaque actionnaire, sa résidence ou son domicile élu, le nombre d'actions qu'il détient, la somme libérée pour chacune de ces actions ainsi que le transfert des actions et les dates de ces transferts.

Le transfert d'une action se fera par une déclaration écrite de transfert inscrite au registre des actionnaires, cette déclaration de transfert devant être datée et signée par le cédant et le cessionnaire ou par des personnes détenant les pouvoirs de représentation nécessaires pour agir à cet effet. La Société pourra également accepter en guise de preuve du transfert d'autres instruments de transfert jugés suffisants par la Société.

Le paiement de dividendes aux actionnaires sera fait à leur adresse telle qu'indiquée dans le Registre.

Art. 7. Le capital émis de la Société pourra être augmenté ou réduit par résolution des actionnaires prise conformément aux dispositions exigées pour la modification des présents Statuts, telles qu'établies à l'article 22 ci-après.

Art. 8. Toute assemblée des actionnaires de la Société régulièrement constituée représente tous les actionnaires de la Société. Elle a les pouvoirs les plus larges pour ordonner, faire ou ratifier tous les actes relatifs aux opérations de la Société.

Art. 9. L'assemblée générale annuelle des actionnaires se tiendra, conformément à la loi luxembourgeoise, au Grand-Duché de Luxembourg au siège social de la Société ou à tout autre endroit au Grand-Duché de Luxembourg qui sera fixé dans l'avis de convocation, le deuxième mardi du mois de mars à 14 heures.

Si ce jour n'est pas un jour bancaire ouvrable à Luxembourg, l'assemblée générale annuelle se tiendra le premier jour bancaire ouvrable suivant. L'assemblée générale annuelle pourra se tenir à l'étranger si le Conseil constate souverainement que des circonstances exceptionnelles le requièrent.

Les autres assemblées générales des actionnaires pourront se tenir aux heures et lieux spécifiés dans les avis de convocation.

Les quorums et délais requis par la loi régleront les avis de convocation et la conduite des assemblées des actionnaires de la Société dans la mesure où il n'en est pas autrement disposé dans les présents Statuts.

Chaque action donne droit à une voix. Un actionnaire pourra prendre part aux assemblées des actionnaires en désignant par écrit, par câble, par télégramme ou par télex ou tout autre moyen électronique permettant de confirmer une autre personne comme mandataire.

Dans la mesure où il n'en est pas autrement disposé par la loi, les décisions d'une assemblée des actionnaires dûment convoquée, seront prises à la majorité simple des voix présentes ou représentées et assorties de droit de vote.

Si et dans la mesure autorisée par le Conseil pour une assemblée générale bien définie, chaque actionnaire pourra voter au moyen d'un formulaire de vote envoyé par courrier ou fac-similé au siège social de la Société ou à l'adresse indiquée dans l'avis de convocation.

Les actionnaires ne pourront utiliser que les formulaires de vote fournis par la Société et qui contiennent au moins:

le nom, l'adresse ou le siège social de l'actionnaire respectif;

le nombre total d'actions détenues par l'actionnaire respectif et, si applicable, le nombre d'actions de chaque classe ou sous-classe détenues par l'actionnaire respectif;

le lieu, la date et l'heure de l'assemblée générale;

l'ordre du jour de l'Assemblée générale; ainsi que

pour chaque proposition trois cases permettant à l'actionnaire de voter pour, contre, ou s'abstenir de voter sur chaque résolution proposée en cochant la case y correspondante.

Les formulaires de vote qui ne mentionnent ni un vote pour, ni contre, ni une abstention de voter seront nuls. La Société ne prendra en compte que les formulaires de vote reçus avant l'assemblée générale pour laquelle ils ont été destinés.

Le Conseil peut déterminer toutes autres conditions à remplir par les actionnaires pour prendre part à toute assemblée générale des actionnaires.

Art. 10. Les actionnaires seront convoqués par le Conseil par avis de convocation comprenant l'ordre du jour et envoyé au moins huit jours avant la date de l'assemblée générale par lettre recommandée à l'adresse de l'actionnaire telle que indiquée dans le Registre.

Cependant, si tous les actionnaires sont présents ou représentés à une assemblée des actionnaires et s'ils affirment avoir été informés de l'ordre du jour de l'assemblée, celle-ci pourra être tenue sans avis ou publication préalables.

Art. 11. La Société sera administrée par un Conseil composé de trois membres au moins, lesquels n'auront pas besoin d'être actionnaires de la Société.

Les administrateurs seront élus par les actionnaires lors d'une assemblée générale, pour une période se terminant à la prochaine assemblée générale annuelle et jusqu'à ce que leurs successeurs soient élus et agréés; toutefois un administrateur peut être révoqué avec ou sans motif et/ou remplacé à tout moment par décision des actionnaires.

Au cas où le poste d'un administrateur devient vacant à la suite de décès, de démission ou autrement, les administrateurs restants pourront se réunir et élire à la majorité des voix un administrateur pour remplir les fonctions attachées au poste devenu vacant, jusqu'à la prochaine assemblée des actionnaires.

Art. 12. Le Conseil choisira parmi ses membres un président et pourra élire en son sein un ou plusieurs vice-présidents. Il désignera également un secrétaire qui n'a pas besoin d'être un administrateur et qui devra dresser les procès-verbaux des réunions du Conseil ainsi que des assemblées des actionnaires. Le Conseil se réunira sur la convocation du président ou de deux administrateurs, au lieu indiqué dans l'avis de convocation.

Le président du Conseil présidera les assemblées des actionnaires et les réunions du Conseil, mais en son absence les actionnaires ou le conseil d'administration désigneront à la majorité un autre administrateur, et pour les assemblées des actionnaires toute autre personne, pour assumer la présidence de ces assemblées et réunions.

Le Conseil pourra nommer un directeur général, un directeur administratif, ou autres fondés de pouvoir dont les fonctions seront jugées nécessaires pour mener à bien les affaires et la gestion de la Société.

Plus spécifiquement, en conformité avec les exigences de l'article 102(1) (c) de la Loi de 2010, le conseil d'administration nommera au moins deux fondés de pouvoir pour diriger de fait l'activité de la Société.

Pareilles nominations peuvent être révoquées à tout moment par le conseil.

Les fondés de pouvoir n'ont pas besoin d'être administrateurs ou actionnaires de la Société.

Pour autant que les Statuts n'en décident pas autrement, les fondés de pouvoir auront les pouvoirs et les charges qui leur sont attribués par le conseil d'administration.

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 de cette urgence sera mentionnée dans l'avis de convocation.

On pourra passer outre à cette convocation à la suite de l'assentiment verbal (à confirmer par écrit) ou l'assentiment par écrit, par câble, télégramme, télex ou tout autre moyen de communication électronique prouvant le consentement de chaque administrateur.

Une convocation distincte ne sera pas requise pour des réunions du conseil se tenant à des heures et endroits déterminés dans une résolution préalablement adoptée par le Conseil.

Tout administrateur pourra se faire représenter en désignant par écrit ou par câble, télégramme, télex ou tout autre moyen de communication électronique permettant d'identifier le consentement un autre administrateur comme son mandataire.

Un administrateur peut également participer à une réunion du Conseil par visioconférence ou par tout autre moyen de télécommunication permettant l'identification de cet administrateur. Ce moyen doit permettre à l'administrateur de participer effectivement à cette réunion du conseil. Les délibérations du conseil d'administration doivent être retransmises de façon continue. La réunion du Conseil est réputée avoir lieu au siège social de la Société.

Exception faite des dispositions ci-après, le Conseil ne pourra délibérer ou agir valablement que si au moins la majorité des administrateurs sont présents, le cas échéant au moyen d'une conférence téléphonique) ou représentés à la réunion du conseil.

Les décisions sont prises à la majorité des voix des administrateurs présents ou représentés à cette réunion.

Si, lors d'une réunion du Conseil, il y a égalité de voix, le président aura une voix prépondérante.

Les réunions du Conseil pourront être tenues à Luxembourg ou ailleurs.

Les administrateurs pourront prendre par voie unanime des résolutions circulaires, en exprimant leur approbation au moyen d'un ou de plusieurs écrits, ou par télex, câble ou télégramme, à confirmer par écrit, le tout constituant le procès-verbal faisant preuve de la décision intervenue.

Art. 13. Les procès-verbaux des réunions du Conseil seront signés par le président ou l'administrateur qui aura assumé la présidence en son absence.

Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président ou deux administrateurs.

Art. 14. Le Conseil est pourvu des pouvoirs les plus étendus pour exercer les actes de gestion et de disposition dans l'intérêt de la Société.

Le Conseil jouira des pouvoirs les plus étendus non expressément réservés par la loi ou les Statuts à l'assemblée des actionnaires.

Le Conseil a en particulier le pouvoir de déterminer la politique commerciale de la Société ainsi que la conduite de l'administration et des opérations de la Société.

Le Conseil pourra déléguer ses pouvoirs relatifs à la gestion journalière et à l'exécution d'opérations et ses pouvoirs de faire tous actes en vue de l'accomplissement de la politique sociétaire et son objet à des fondés de pouvoir de la Société ou aux administrateurs de la Société ou à toute partie contractuelle.

Le Conseil pourra conformément aux dispositions de la loi applicable déclarer et payer des dividendes intermédiaires, sur base des comptes semi-annuels.

Art. 15. Aucun contrat et aucune transaction que la Société pourra conclure avec d'autres sociétés ou firmes ne pourront être affectés ou viciés par le fait qu'un ou plusieurs administrateurs ou fondés de pouvoir de la Société auraient un intérêt quelconque, ou par le fait qu'il en serait administrateur, collaborateur, fondé de pouvoir ou employé dans telle autre société ou firme.

L'administrateur ou fondé de pouvoir de la Société, qui agit comme administrateur, associé, fondé de pouvoir ou employé d'une société ou firme avec laquelle la Société conclut des contrats, ou avec laquelle elle est autrement en relation d'affaires, ne sera pas en raison de cette affiliation avec cette autre société ou firme privé du droit de délibérer et de voter ou d'agir sur quelque matière que ce soit en relation avec un tel contrat ou ces autres affaires.

Au cas où un administrateur ou fondé de pouvoir aurait un intérêt personnel dans quelque affaire de la Société, cet administrateur ou fondé de pouvoir devra informer le Conseil de son intérêt personnel et il ne délibérera ou ne prendra pas part au vote sur cette affaire; rapport devra être fait au sujet de cette affaire et de l'intérêt personnel de pareil administrateur ou fondé de pouvoir à la prochaine assemblée des actionnaires. Le terme "intérêt personnel", tel qu'il est utilisé à la phrase qui précède, ne s'appliquera pas aux relations ou aux intérêts qui pourront exister de quelque manière, en quelque qualité, ou à quelque titre que ce soit, en rapport avec Santander et toute société filiale ou affiliée ou encore en rapport avec toute autre société ou entité que le Conseil pourra déterminer discrétionnairement, à moins que cet "intérêt personnel" ne soit considéré comme conflictuel par les législations et réglementations applicables.

Les dispositions du paragraphe précédent ne sont pas applicables lorsque les décisions du Conseil d'administration concernent des opérations courantes et conclues dans des conditions normales.

Art. 16. Dans la mesure la plus large possible permise par la loi luxembourgeoise, la Société indemnisera tout administrateur ou fondé de pouvoir, ses héritiers, exécuteurs testamentaires et administrateurs, des dépenses raisonnablement encourues par ce dernier, en rapport avec toutes actions, procès ou procédures auxquels il aura été partie en sa qualité ou pour avoir été administrateur ou fondé de pouvoir de la Société ou pour avoir été, à la demande de la Société, administrateur ou fondé de pouvoir de toute autre société dont la Société est actionnaire ou créditrice par laquelle il ne serait pas indemnisé, sauf le cas où dans pareils actions, procès ou procédures il sera finalement condamné pour négligence grave ou mauvaise administration; en cas d'arrangement extrajudiciaire, une telle indemnité ne sera accordée que si la Société est informée par son avocat-conseil que l'administrateur ou fondé de pouvoir en question n'a pas commis un tel manquement à ses devoirs.

Le droit à indemnisation n'exclura pas d'autres droits auxquels il peut prétendre.

Art. 17. La Société sera engagée par la signature conjointe de deux administrateurs, ou par la signature conjointe d'un administrateur et d'un fondé de pouvoir dûment autorisé, ou par la signature individuelle de toute autre personne à qui des pouvoirs spécifiques auront été spécialement délégués par le Conseil.

Art. 18. Le contrôle des documents comptables annuels de la Société, doit être confié à un réviseur d'entreprises agréé.

Le réviseur d'entreprises agréé sera élu par l'assemblée générale annuelle des actionnaires pour une période prenant fin le jour de la prochaine assemblée générale annuelle des actionnaires et restera en fonction jusqu'à sa réélection ou l'élection de son successeur.

Le réviseur d'entreprises agréé en fonction peut être révoqué par l'assemblée générale des actionnaires pour motifs sérieux.

Art. 19. L'exercice social commencera le premier jour de janvier de chaque année et se terminera le trente et unième jour de décembre de la même année.

Art. 20. Il sera prélevé sur les bénéfices nets annuels de la Société, cinq pour cent (5 %) qui seront affectés à la réserve requise par la loi.

Ce prélèvement cessera d'être obligatoire lorsque la réserve légale aura atteint et pour autant qu'elle constitue d'atteindre dix pour cent (10 %) du capital de la Société tel qu'il est prévu à l'Article cinq des Statuts ou tel que celui-ci aura été augmenté ou réduit de temps à autre ainsi qu'il est prévu à l'Article sept ci-avant.

L'assemblée générale des actionnaires, sur recommandation du Conseil, décidera de l'usage à faire du solde du bénéfice net annuel et peut décider de la distribution de dividendes de temps à autre quand elle le jugera à sa discrétion le mieux adapté à l'objet et aux buts de la Société.

Art. 21. En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales) nommés par l'assemblée des actionnaires décidant cette dissolution qui déterminera leurs pouvoirs et leur rémunération.

Art. 22. Les présents Statuts pourront être modifiés de temps à autre par décision d'une assemblée générale extraordinaire des actionnaires, soumise aux conditions de quorum et de vote requises par les lois luxembourgeoises.

Art. 23. Les produits de liquidation non revendiqués par les actionnaires y ayant droit à la fin de la liquidation seront déposés en faveur de ces actionnaires auprès de la Caisse de Consignation à Luxembourg. En cas de non revendication, ils seront prescrits conformément à la loi luxembourgeoise.

Art. 24. Pour toutes les matières qui ne sont pas régies par les présents Statuts, les parties se réfèrent aux dispositions de la loi modifiée du 10 août 1915 relative aux sociétés commerciales.

IV. Aucun point n'étant plus à l'ordre du jour, l'Assemblée est dès lors close.

Le notaire soussigné, comprenant et parlant la langue anglaise, déclare qu'à la demande des parties comparantes, le présent procès-verbal est rédigé en langue anglaise, suivi d'une traduction française. A la demande des mêmes personnes comparantes, le texte anglais fera foi en cas de divergences entre le texte anglais et le texte français.

Fait et passé à Luxembourg, A la date indiquée en tête des présentes.

Après lecture du procès-verbal aux comparants, tous connus du notaire par leur nom, prénom usuel, état et demeure, les membres du bureau ont signé, ensemble avec Nous le notaire le présent acte.

Signé: M.J. FERNANDES, N. BIGUMA, B. POUJOL, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 5 mai 2014. Relation: EAC/2014/3121. Reçu soixante-quinze Euros (75,- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2014069175/545.

(140080597) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mai 2014.

O'Key Group S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 23, rue Beaumont.

R.C.S. Luxembourg B 80.533.

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You are hereby invited to the

ANNUAL GENERAL MEETING

of shareholders of the Company (the "General Meeting") which is scheduled to take place on Wednesday *June 11, 2014* at 10.00 a.m. Central European Time at 5, Place Winston Churchill, L-2014 Luxembourg, Grand Duchy of Luxembourg, in order to deliberate on the following matters:

Agenda of the General Meeting:

1. To receive the statutory and the consolidated financial statements of the Company for the financial year ended December 31, 2013.
2. To receive the reports of the board of directors of the Company on the statutory and the consolidated financial statements of the Company for the accounting year ended December 31, 2013.
3. To receive the reports of the approved statutory auditor of the Company on the statutory and the consolidated financial statements of the Company for the accounting year ended December 31, 2013.
4. To approve the statutory financial statements of the Company for the financial year ended December 31, 2013.
5. To approve the consolidated financial statements of the Company for the financial year ended December 31, 2013.
6. To approve the results of the Company for the financial year ended December 31, 2013.
7. To approve the compensation of the directors and officers of the Company for the financial year ended December 31, 2014 in an aggregate amount of up to USD 300,000 and to delegate to the board of directors of the Company the power to determine each director's and officer's compensation.
8. To discharge the Directors for the financial year ended December 31, 2013.
9. To reappoint KPMG Luxembourg as approved statutory auditor of the Company, to hold office until the conclusion of the annual general meeting expected to be held in 2015.
10. To authorise the directors of the Company to determine the remuneration of the approved statutory auditors.

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

A copy of the documentation related to the General Meeting is available at the registered office of the Company.

The documents required by Article 73 of the Luxembourg law of August 10, 1915 on commercial companies, as amended, will be available from the date of this convening notice at the registered office of the Company.

To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of shareholders of the Company at their registered office by 12.00 a.m. CET on June 6 th , 2014. Changes to the register of shareholders of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

In case you are not able to attend, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy form is enclosed to this convening notice. In case you did not receive the aforementioned proxy or the enclosures referred to above, you may request these again directly from the Company.

The proxy should be returned to the Company before 12.00 a.m. CET on June 10 th , 2014 at the latest, by e-mail as a PDF (at aleksandra.lysova@okmarket.ru) or fax (at +7 495 663 66 78) with the original to follow by mail (at the registered office of the Company).

Luxembourg, May 19, 2014.

For the Board of Directors

(The Chairman)

Référence de publication: 2014069296/260/49.

Locafer S.A., Société Anonyme.

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

R.C.S. Luxembourg B 9.595.

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Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *10 juin 2014* à 14.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels et des rapports du conseil d'administration et du commissaire aux comptes.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2013.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070239/534/15.

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

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 39.661.

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Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social 6, rue Adolphe, L-1116 Luxembourg, le *10 juin 2014* à 11.00 heures, pour délibérer sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, du rapport du conseil d'administration et du rapport du commissaire aux comptes pour l'exercice clos au 31 décembre 2013,
2. Approbation des comptes annuels au 31 décembre 2013 et affectation du résultat,
3. Décharge à donner aux administrateurs et au commissaire aux comptes,
4. Nominations statutaires,
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070266/833/18.

Sagittarius Investissements S.A., Société Anonyme.

Siège social: L-2732 Luxembourg, 2, rue Wilson.

R.C.S. Luxembourg B 69.113.

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L'an deux mille quatorze, le quatorzième jour du mois de mai.

Par-devant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), soussigné.

S'est réunie

l'assemblée générale extraordinaire des actionnaires (l'"Assemblée") de la société anonyme régie par les lois du Luxembourg "SAGITTARIUS INVESTISSEMENTS S.A.", établie et ayant son siège social à L-2732 Luxembourg, 2, rue Wilson, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 69113, (la "Société"), constituée suivant acte reçu par Maître André-Jean-Joseph SCHWACHTGEN, notaire alors de résidence à Luxembourg (Grand-Duché de Luxembourg), en date du 23 mars 1999, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 440 du 11 juin 1999,

et dont les statuts (les "Statuts") ont été modifiés suivant acte reçu par ledit notaire André-Jean-Joseph SCHWACHTGEN, en date du 18 décembre 2003, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 69 du 19 janvier 2004.

L'Assemblée est présidée par Monsieur Lorenzo SUBANI, conseiller, demeurant à MC-98000 Monaco, 19, boulevard de Suisse (Principauté de Monaco).

Le Président désigne comme secrétaire Monsieur Christian DOSTERT, clerc de notaire, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling (Grand-Duché de Luxembourg).

L'Assemblée choisit comme scrutateur Monsieur Ivo Ottavio FRANCESCON, avocat, demeurant à MC-98000 Monaco, 49, Avenue Hector Otto (Principauté de Monaco).

Le bureau ayant ainsi été constitué, le Président a déclaré et requis le notaire instrumentant d'acter:

A) Que la présente Assemblée a pour ordre du jour:

Ordre du jour:

1. Approbation des comptes au 31 décembre 2013 et affectation des résultats;

2. Création de deux catégories d'actions, à savoir (i) des actions de catégorie A et (ii) des actions de catégorie B et détermination de leurs caractéristiques;

3. Reclassification des cent cinquante (150) actions existantes en cent cinquante (150) actions de catégorie A avec une valeur nominale de mille euros (1.000,- EUR) chacune;

4. Reconnaissance, en relation avec la création d'un capital autorisé, du rapport spécial du conseil d'administration émis conformément à l'article 32-3 (5) de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, expliquant, entre autres, les raisons pour lesquelles le conseil d'administration doit être autorisé à supprimer ou limiter le droit de souscription préférentiel des actionnaires au moment de l'émission de nouvelles actions au moyen du capital autorisé et approbation de la faculté accordée au conseil d'administration de supprimer ou de limiter le droit de souscription préférentiel des actionnaires en procédant de la sorte;

5. Création d'un capital autorisé pour un montant de onze millions deux cent quatre-vingt-huit mille euros (11.288.000,- EUR) autorisant l'administrateur unique ou le conseil d'administration, pendant une période de cinq ans courant à partir de la date de publication de l'assemblée générale extraordinaire portant création du capital autorisé au Mémorial C, Recueil des Sociétés et Associations, d'augmenter une ou plusieurs fois le capital souscrit dans les limites du capital autorisé, sans réserver pour les actionnaires existant un droit de souscription préférentiel pour la souscription des nouvelles actions émises;

6. Modification afférente de l'article 3 des statuts actuels;

7. Divers.

B) Que l'Assemblée a été convoquée par des avis de convocation contenant l'ordre du jour et publiés:

- au Mémorial C, Recueil des Sociétés et Associations, du 24 avril 2014 (numéro 1039) et du 5 mai 2014 (numéro 1123); et

- au journal luxembourgeois "Lëtzebuerger Journal" du 24 avril 2014 et du 5 mai 2014;

ainsi qu'il appert de la présentation des exemplaires à l'Assemblée.

C) Que les actionnaires, présents ou représentés, ainsi que le nombre de actions possédées par chacun d'eux, sont portés sur une liste de présence; cette liste de présence est signée par les actionnaires présents, les mandataires de ceux représentés, les membres du bureau de l'Assemblée et le notaire instrumentant.

D) Que les procurations des actionnaires représentés, signées "ne varietur" par les membres du bureau de l'Assemblée et le notaire instrumentant, resteront annexées au présent acte pour être formalisée avec lui.

E) Qu'il résulte de ladite liste de présence que sur les cent cinquante (150) actions, avec une valeur nominale de mille euros (1.000,- EUR) chacune, représentatives de l'intégralité du capital social actuellement fixé à cent cinquante mille euros (150.000,- EUR), 149 actions sont présentes ou valablement représentées à la présente Assemblée.

F) Que vu l'ordre du jour et les prescriptions de l'article 67 de la loi concernant les sociétés commerciales, la présente assemblée est régulièrement constituée et peut valablement délibérer sur toutes les questions mises à l'ordre du jour;

Ensuite l'Assemblée, après délibération, a pris à l'unanimité la résolution suivante:

Première résolution

Après avoir examiné les comptes annuels au 31 décembre 2013, l'Assemblée entend le rapport du conseil d'administration ainsi que le rapport du commissaire aux comptes et, après en avoir délibéré, elle prend les résolutions suivantes:

1. Les rapports du conseil d'administration et du commissaire aux comptes sont acceptés.

2. Les comptes annuels au 31 décembre 2013 sont approuvés. L'Assemblée décide de reporter à nouveau le solde de huit cent trois mille cinq cent cinq Euros et soixante-dix-neuf Cents (803.505,79 EUR).

3. Décharge est accordée aux membres du conseil d'administration et au commissaire aux comptes.

Deuxième résolution

L'Assemblée décide:

- de créer deux catégories d'actions, à savoir (i) des actions de catégorie A et (ii) des actions de catégorie B, et

- de déterminer les caractéristiques desdites actions de catégorie A et actions de catégorie B comme suit:

"Le capital social est constitué d'actions de catégorie A ou B.

Les actions A peuvent être tant au porteur que nominatives.

Les actions B ne peuvent être que nominatives. Elles sont privilégiées lors de la répartition des dividendes de la Société ou en cas de liquidation et affectation de l'excédent correspondant: pour chaque délibération sur la répartition des dividendes ou affectation jusqu'à concurrence de la valeur nominale souscrite, elles seront privilégiées par rapport aux autres catégories d'actions.

Tout certificat actionnaire sera valablement émis à condition qu'il soit signé par le Président du conseil d'administration ou, à l'échéance, par le Vice-président, avec certification notariale apposée sur ce même titre par un notaire ne devant pas être obligatoirement luxembourgeois.

Les actions ne pourront être souscrites et/ou émises qu'en faveur d'associés personnes physiques, étant expressément exclu que les actions soient détenues par des sociétés ou organismes de quelque nature que ce soit (à savoir des sociétés fiduciaires, trust, fondations, sociétés de personnes).

Les actions de la Société peuvent être émises, au choix du propriétaire, en certificats d'actions unitaires ou représentatifs de plusieurs actions.

La Société pourra racheter ses propres actions conformément à la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée."

Troisième résolution

L'Assemblée décide de reclassifier les cent cinquante (150) actions existantes en cent cinquante (150) actions de catégorie A avec une valeur nominale de mille euros (1.000,- EUR) chacune.

Quatrième résolution

L'Assemblée reconnaît, relativement à la création d'un capital social autorisé, le rapport spécial du conseil d'administration émis conformément à l'article 32-3 (5) de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, expliquant, entre autres, les raisons pour lesquelles le conseil d'administration doit être autorisé à supprimer ou limiter le droit de souscription préférentiel des actionnaires au moment de l'émission de nouvelles actions au moyen du capital autorisé et approuve la faculté accordée au conseil d'administration de supprimer ou limiter le droit de souscription préférentiel des actionnaires en procédant de telle sorte.

Cinquième résolution

L'Assemblée décide d'introduire un capital social autorisé d'un montant d'onze millions deux cent quatre-vingt-huit mille euros (11.288.000,- EUR) autorisant l'administrateur unique ou le conseil d'administration, pendant une période de cinq ans courant à partir de la date de publication de la présente assemblée générale extraordinaire portant création du capital autorisé au Mémorial C, Recueil des Sociétés et Associations, d'augmenter une ou plusieurs fois, le capital social dans la limite du capital social autorisé sans réserver aux actionnaires le droit préférentiel de souscrire aux actions nouvellement émises. En émettant des actions dans la limite du capital social autorisé et sous la réserve des dispositions impératives de la loi, le conseil d'administration sera autorisé à déterminer le nombre d'actions à émettre, le prix de la souscription des actions ainsi émises et, le cas échéant, le paiement d'une prime d'émission par les souscripteurs.

Sixième résolution

Afin de mettre les statuts en concordance avec les résolutions qui précèdent, l'Assemblée décide de modifier les articles 3 et 4 des Statuts et de leur donner les teneurs suivantes:

" **Art. 3.** Le capital social est fixé à CENT CINQUANTE MILLE EUROS (150.000,- EUR), représenté par CENT CINQUANTE (150) action de catégorie A avec une valeur nominale de MILLE EUROS (1.000,- EUR) chacune, entièrement libérées.

Pour la durée telle que prévue ci-après, le capital social pourra être porté de son montant actuel à ONZE MILLIONS DEUX CENT QUATRE-VINGT-HUIT MILLE EUROS (11.288.000,- EUR) par la création et l'émission d'actions de catégorie A ou de catégorie B supplémentaires d'une valeur nominale de MILLE EUROS (1.000,- EUR) chacune, émises avec une prime d'émission de DEUX MILLE CINQ CENTS EUROS (2.500,- EUR) par action.

En outre, le conseil d'administration est autorisé, pendant une période de cinq ans prenant fin le 5 e anniversaire de la publication au Mémorial C, Recueil des Sociétés et Associations, de l'assemblée générale extraordinaire datée du 14 mai 2014, à augmenter en une ou plusieurs fois le capital souscrit à l'intérieur des limites du capital autorisé avec émission d'actions nouvelles. Ces augmentations de capital peuvent être libérées en espèces, en nature ou par compensation avec des créances certaines, liquides et immédiatement exigibles vis-à-vis de la Société, ou même par incorporation de bénéfices reportés, de réserves disponibles ou de primes d'émission, ou par conversion d'obligations comme dit ci-après.

Le conseil d'administration est spécialement autorisé à procéder à de telles émissions sans réserver aux actionnaires antérieurs un droit préférentiel de souscription des actions à émettre.

Le conseil d'administration est spécialement, dans le cadre de ce capital autorisé, à:

a) émettre de nouvelles actions, en une fois ou en tranches;

b) fixer le moment et le lieu de l'émission intégrale ou partielle de nouvelles actions;

c) fixer les conditions de souscription et de libération du capital;

d) proposer, le cas échéant, à de nouveaux actionnaires la souscription de nouvelles actions;

e) mettre en place toutes modalités de réalisation jugées utiles ou nécessaires n'ayant pas été prévues expressément par le présent acte;

f) faire constater, selon les modalités prévues, les souscriptions de nouvelles actions, la libération du capital ainsi que son augmentation;

g) mettre à jour les statuts après toute modification résultant de l'augmentation du capital réalisée et dûment vérifiée, conformément à la loi, pourvu que la présente autorisation sera renouvelée tous les cinq ans;

En tout cas, le capital souscrit et le capital autorisé pourront être augmentés ou diminués suivant décision de l'assemblée générale extraordinaire des actionnaires conformément à la loi sur la modification des statuts. En particulier, le capital souscrit pourra être augmenté en numéraire (par voie de nouveaux apports en espèces ou en nature) ou à titre gratuit (sous forme de transformation de réserves ou d'autres fonds disponibles en capital).

De même le conseil d'administration est autorisé à émettre des emprunts obligataires, convertibles ou non convertibles, sous forme d'obligations au porteur ou nominatives, sous quelque dénomination et en quelque monnaie que ce soit, étant entendu que toute émission d'obligations convertibles ne pourra se faire que dans le cadre du capital autorisé.

Le conseil d'administration déterminera la nature, le prix, le taux d'intérêt, les conditions d'émission et de remboursement de l'emprunt obligataire et toutes autres conditions y ayant trait.

Un registre des obligations nominatives sera tenu au siège social de la Société."

" **Art. 4.** Le capital social est constitué d'actions de catégorie A ou de catégorie B.

Les actions de catégorie A peuvent être tant au porteur que nominatives.

Les actions de catégorie B ne peuvent être que nominatives. Elles sont privilégiées lors de la répartition des dividendes de la Société ou en cas de liquidation et affectation de l'excédent correspondant: pour chaque délibération sur la répartition des dividendes ou affectation jusqu'à concurrence de la valeur nominale souscrite, elles seront privilégiées par rapport aux autres catégories d'actions.

Tout certificat actionnaire sera valablement émis à condition qu'il soit signé par le Président du conseil d'administration ou, à l'échéance, par le Vice-président, avec certification notariale apposée sur ce même titre par un notaire ne devant pas être obligatoirement luxembourgeois.

Les actions ne pourront être souscrites et/ou émises qu'en faveur d'associés personnes physiques, étant expressément exclu que les actions soient détenues par des sociétés ou organismes de quelque nature que ce soit (à savoir des sociétés fiduciaires, trust, fondations, sociétés de personnes).

Les actions de la Société peuvent être émises, au choix du propriétaire, en certificats d'actions unitaires ou représentatifs de plusieurs actions.

La Société pourra racheter ses propres actions conformément à la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée."

Aucun autre point n'étant porté à l'ordre du jour de l'Assemblée et aucun des actionnaires présents ou représentés ne demandant la parole, le Président a ensuite clôturé l'Assemblée.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison des présentes, est évalué approximativement à 1.200,- EUR.

Constatation

Le notaire soussigné constate que sur demande des comparants le présent acte est suivi d'une traduction en Italien. A la demande des mêmes comparants et en cas de divergences entre le texte français et le texte italien, le texte français fera foi.

DONT ACTE, fait et passé à Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte aux comparants, connus du notaire par noms, prénoms, état civil et domiciles, lesdits comparants ont signé avec Nous, notaire, le présent acte.

Suit la version italienne du texte qui précède:

L'anno duemilaquattordici, il giorno quattordicesimo del mese di maggio;

Dinanzi a me, Me Carlo WERSANDT, notaio residente a Lussemburgo (Granducato del Lussemburgo), in seguito firmatario;

Si è riunita

l'assemblea generale straordinaria degli azionisti (l'"Assemblea") della società anonima regolata dalle leggi del Lussemburgo "SAGITTARIUS INVESTISSEMENTS S.A.", stabilita e avente la propria sede legale a L-2732 Luxembourg, 2, rue Wilson, iscritta nel Registro del Commercio e delle Società di Lussemburgo, sezione B, al numero 69113, (la "Società"), costituita per atto ricevuto dal Dott. André-Jean-Joseph SCHWACHTGEN, notaio alora residente a Lussemburgo (Granducato del Lussemburgo), in data 23 marzo 1999, pubblicato nel Mémorial C, Recueil des Sociétés et Associations, numero 440 dell'11 giugno 1999,

e il cui statuto (lo "Statuto") è stato modificato per atto ricevuto dal suddetto notaio André-Jean-Joseph SCHWACHTGEN, in data 18 dicembre 2003, pubblicato nel Mémorial C, Recueil des Sociétés et Associations, numero 69 in data 19 gennaio 2004.

L'Assemblea è presieduta da Signor Lorenzo SUBANI, consigliere, domiciliato a MC-98000 Monaco, 19, boulevard de Suisse (Principato di Monaco).

Il Presidente designa come segretario il Signore Christian DOSTERT, impiegato del notaio, domiciliato professionalmente a L-1466 Lussemburgo, 12, rue Jean Engling (Granducato del Lussemburgo).

L'Assemblea nomina come scrutatore il Signore Ivo Ottavio FRANCESCON, avvocato, domiciliato a MC-98000 Monaco, 49, Avenue Hector Otto (Principato di Monaco).

La commissione essendo così costituita, il Presidente ha dichiarato e richiesto al notaio rogante di mettere agli atti:

A) Che la presente Assemblea ha come ordine del giorno:

Ordine del giorno:

1. Approvazione dei conti al 31 dicembre 2013 e assegnazione dei risultati;

2. Creazione di due categorie di azioni, ovvero, (i) azioni di categoria A e (ii) azioni di categoria B e determinazione delle loro caratteristiche;

3. Riclassificazione delle centocinquanta (150) azioni esistenti in centocinquanta (150) azioni di categoria A del valore nominale di mille euro (1.000,- EUR) ciascuna;

4. Riconoscimento, relativamente alla creazione di un capitale autorizzato, del rapporto speciale del consiglio di amministrazione emesso in deroga a quanto disposto dall'articolo 32-3 (5) della legge modificata del 10 agosto 1915 sulle società commerciali, che spiega, fra l'altro, le ragioni per le quali il consiglio di amministrazione debba essere autorizzato a sopprimere o limitare di diritto di opzione degli azionisti al momento dell'emissione di nuove azioni nei limiti del capitale autorizzato e approvazione della facoltà accordata al consiglio di amministrazione di sopprimere o limitare il diritto di opzione degli azionisti procedendo in tal maniera;

5. Creazione di un capitale autorizzato per un ammontare di undici milioni duecentottantottomila euro (11.288.000,- EUR) con autorizzazione all'amministratore unico o al consiglio di amministrazione di aumentare in una o più volte il capitale sottoscritto nei limiti del capitale autorizzato, per un periodo di cinque anni a partire dalla data di pubblicazione nel Mémorial C, Recueil des Sociétés et Associations dell'assemblea generale straordinaria avente come ordine del giorno la creazione del capitale autorizzato, senza riservare agli azionisti esistenti il diritto di opzione per la sottoscrizione delle nuove azioni emesse;

6. Relativa modifica dell'articolo 3 dello statuto attuale;

7. Varie ed eventuali.

B) Che l'Assemblea è stata convocata tramite avvisi di convocazione contenenti l'ordine del giorno e pubblicati:

- nel Mémorial C, Recueil des Sociétés et Associations, del 24 aprile 2014 (numero 1039) e del 5 maggio 2014 (numero 1123); e

- nel giornale lussemburghese "Lëtzebuerger Journal" del 24 aprile 2014 e del 5 maggio 2014;

come appare dalla presentazione degli esemplari all'Assemblea.

C) Che gli azionisti, presenti o rappresentati, così come il numero di azioni possedute da ciascuno di essi, sono riportati su una lista di presenze; essa lista di presenze è firmata dagli azionisti presenti, dai mandatari degli azionisti rappresentati, dai membri della commissione dell'Assemblea e dal notaio rogante.

D) Che le procure degli azionisti rappresentati, firmate "ne varietur" dai membri della commissione dell'Assemblea e dal notaio rogante, resteranno allegate al presente atto per essere sottoposte, nella stessa sede, alle formalità.

E) Che da essa lista di presenze risulta che delle (150) azioni, di valore nominale di mille euro (1.000,- EUR) ciascuna, rappresentanti integralmente il capitale sociale attualmente stabilito a centocinquantamila euro (150.000,- EUR), 149 azioni sono presenti o validamente rappresentate alla presente Assemblea.

F) Che, visto l'ordine del giorno e le disposizioni dell'articolo 67 della legge sulle società commerciali, la presente assemblea è regolarmente costituita e può validamente deliberare riguardo a tutte le questioni poste all'ordine del giorno;

In seguito l'Assemblea, previa delibera, ha preso all'unanimità le risoluzioni seguenti:

Prima delibera

In seguito all'esame dei conti annuali al 31 dicembre 2013, L'Assemblea comprende la relazione del consiglio di amministrazione e altresì la relazione del revisore dei conti e ha deliberato quanto segue:

1. Sono accettate le relazioni del consiglio di amministrazione e del revisore dei conti.

2. Sono approvati i conti annuali al 31 dicembre 2013. L'Assemblea decide di riportare a nuovo il saldo di de otto cento tre mila cinque cento cinque euros e settanta nove cents (803.505,79 EUR).

3. È concesso il discarico ai membri del consiglio di amministrazione e al revisore dei conti.

Seconda delibera

L'Assemblea decide:

- Di creare due categorie di azioni, nella specie, (i) azioni di categoria A e (ii) azioni di categoria B, e

- Di determinare le caratteristiche di dette azioni di categoria A e azioni di categoria B come segue:

"Il capitale sociale è costituito da azioni di categoria A o B.

Le azioni A possono essere sia al portatore che nominative.

Le azioni B possono essere unicamente nominative. Esse sono privilegiate al momento della distribuzione dei dividendi della Società ovvero in sede di liquidazione ed assegnazione del relativo avanzo: per ciascuna delibera relativamente alla distribuzione dei dividendi o assegnazione sino a concorrenza del valore nominale sottoscritto, esse saranno privilegiate rispetto alle altre categorie d'azioni.

Condizione essenziale per la valida emissione di ogni certificato azionario è la firma dello stesso a cura del Presidente del consiglio di amministrazione ovvero, alla scadenza, del Vicepresidente, con l'autentica notarile di un notaio non obbligatoriamente lussemburghese apposta sul medesimo titolo.

Le azioni potranno essere sottoscritte e/o emesse esclusivamente a favore di soci persone fisiche, essendo espressamente escluso che le azioni siano detenute da società ovvero enti di qualunque natura (quali società fiduciarie, trust, fondazioni, società di persone).

Le azioni della Società possono essere emesse, a scelta del proprietario, in certificati di azioni unitarie o rappresentanti di più azioni.

La Società potrà procedere all'acquisto di azioni proprie in conformità a quanto previsto della legge modificata del 10 agosto 1915 sulle società commerciali."

Terza delibera

L'Assemblea decide di riclassificare le centocinquanta (150) azioni esistenti in centocinquanta (150) azioni di categoria A con valore nominale di mille euro (1.000,- EUR) ciascuna.

Quarta delibera

Relativamente alla creazione di un capitale sociale autorizzato, l'Assemblea riconosce il rapporto speciale del consiglio di amministrazione emesso conformemente a quanto previsto dall'articolo 32-3 (5) della legge modificata del 10 agosto 1915 sulle società commerciali, che espone, fra l'altro, le ragioni per le quali il consiglio di amministrazione debba essere autorizzato a sopprimere o limitare di diritto di opzione degli azionisti al momento dell'emissione di nuove azioni mediante il capitale autorizzato e approva la facoltà accordata al consiglio di amministrazione di sopprimere o limitare il diritto di opzione degli azionisti procedendo in tal maniera.

Quinta delibera

L'Assemblea decide di introdurre un capitale sociale autorizzato per un ammontare di undicimiloniduecentottantottomila euro (11.288.000,- EUR) autorizzando l'amministratore unico o il consiglio di amministrazione di aumentare in una o più volte il capitale sociale nel limite del capitale autorizzato, per un periodo di cinque anni a partire dalla data di pubblicazione nel Mémorial C, Recueil des Sociétés et Associations della presente assemblea generale straordinaria avente come ordine del giorno la creazione del capitale autorizzato, senza riservare agli azionisti esistenti il diritto di opzione per la sottoscrizione delle azioni nuovamente emesse. Nell'emettere le azioni nel limite del capitale autorizzato e con riserva delle disposizioni imperative della legge, il consiglio di amministrazione sarà autorizzato a determinare il numero di azioni da emettere, il prezzo della sottoscrizione delle azioni così emesse e, all'occorrenza, il pagamento di un sovrapprezzo da parte dei sottoscrittori.

Sesta delibera

Al fine di rendere lo statuto conforme alle delibere di cui sopra, l'Assemblea decide di modificare gli articoli 3 e 4 dello statuto come segue:

" **Art. 3.** Il capitale sociale è fissato a CENTOCINQUANTAMILA EURO (150.000,- EUR), rappresentato da CENTOCINQUANTA (150) azioni di categoria A con valore nominale di MILLE EURO (1.000,- EUR) ciascuna, interamente liberate.

Per la durata prevista in seguito, il capitale sociale potrà essere portato dal suo ammontare attuale a UNDICI MILIONI DUECETOTTANTOTTOMILA EURO (11.288.000,- EUR) mediante la creazione e l'emissione di azioni supplementari di categoria A o di categoria B con valore nominale di MILLE EURO (1.000,- EUR) ciascuna, emesse con un sovrapprezzo di DUEMILACINQUECENTO EURO (2.500,- EUR) ad azione.

Il consiglio di amministrazione è altresì autorizzato ad aumentare in una o più volte il capitale sottoscritto nei limiti del capitale autorizzato, mediante l'emissione di nuove azioni per un periodo che avrà termine al quinto anno dalla pubblicazione nel Mémorial C, Recueil des Sociétés et Associations, dell'assemblea generale straordinaria datata 14 maggio 2014. Tali aumenti di capitale possono essere liberati in denaro, in natura ovvero mediante compensazione con crediti certi, liquidi ed immediatamente esigibili nei confronti della Società, ovvero mediante incorporazione degli utili portati a nuovo, delle riserve disponibili o dei sovrapprezzi, ovvero mediante conversione delle obbligazioni come definito qui di seguito.

Il consiglio di amministrazione è in particolar modo autorizzato a procedere a tali emissioni senza riservare agli azionisti precedenti il diritto di opzione sulle azioni da emettere.

Nei limiti del capitale autorizzato, il consiglio di amministrazione è in particolar modo autorizzato a:

a) emettere nuove azioni in una o più tranches;

b) fissare il momento e il luogo dell'emissione integrale o parziale delle nuove azioni;

c) determinare le condizioni di sottoscrizione e di liberazione del capitale;

d) proporre, se del caso, a nuovi azionisti la sottoscrizione delle nuove azioni;

e) mettere in atto tutte le più opportune modalità di esecuzione che si rendessero utili o necessarie e che non sono state espressamente previste dal presente atto;

f) far constatare, nelle forme previste, le sottoscrizioni delle nuove azioni, la liberazioni del capitale e l'aumento dello stesso;

g) aggiornare lo statuto in conformità con qualsiasi modifica derivante dall'aumento del capitale realizzato e debitamente verificato, il tutto in conformità della Legge, alla condizione che la presente autorizzazione dovrà essere rinnovata ogni cinque anni;

In ogni caso, il capitale sottoscritto e il capitale autorizzato possono essere aumentati o diminuiti mediante delibera dell'Assemblea Generale Straordinaria degli Azionisti in conformità con le disposizioni della legge sulla modifica degli statuti. In particolare il capitale sottoscritto potrà essere aumentato a pagamento (mediante nuovi conferimenti in denaro o in natura) o a titolo gratuito (mediante passaggio a capitale di riserve o altri fondi disponibili).

Il Consiglio di Amministrazione è altresì autorizzato ad emettere dei prestiti obbligazionari, convertibili o non convertibili, sotto forma di obbligazioni al portatore o nominative, con qualsivoglia denominazione monetaria, restando inteso che qualsiasi emissione di obbligazioni convertibili dovrà essere fatta unicamente nei limiti del capitale autorizzato.

Il Consiglio di Amministrazione determinerà la natura, il prezzo, il tasso di interesse, le condizioni di emissione e di rimborso del prestito obbligazionario e tutte le altre condizioni concernenti.

Presso la sede legale della società si terrà un registro delle obbligazioni nominative."

" **Art. 4.** Il capitale sociale è rappresentato da Azioni di categoria A o B.

Le azioni A possono essere sia al portatore che nominative.

Le azioni B possono essere unicamente nominative. Sono privilegiate nella distribuzione dei dividendi della Società, ovvero in sede di liquidazione ed assegnazione del relativo avanzo: per ogni delibera concernente la distribuzione dei

dividendi o l'assegnazione a concorrenza dell'importo nominale sottoscritto, esse saranno privilegiate rispetto alle altre categorie di azioni.

Condizione essenziale per la valida emissione del certificato azionario è la firma dello stesso a cura del Presidente del Consiglio di Amministrazione ovvero, alla scadenza, del Vicepresidente, con l'autentica notarile, di un notaio non obbligatoriamente Lussemburghese, apposta sul medesimo titolo.

Le azioni potranno essere sottoscritte e/o emesse unicamente a favore di soci persone fisiche, essendo espressamente escluso che le azioni possano essere detenute da società ovvero enti di qualunque natura (quali società fiduciarie, trust, fondazioni, società di persone).

Le azioni della Società possono essere emesse, a scelta del proprietario, in certificati unitari o rappresentanti più azioni.

La Società potrà procedere all'acquisto di azioni proprie in conformità a quanto previsto dalla legge modificata del 10 agosto 1915 sulle società commerciali."

Null'altro essendovi all'ordine del giorno dell'Assemblea e non avendo nessuno degli azionisti presenti o rappresentati chiesto la parola, il Presidente ha tolto l'Assemblea.

Costi

L'ammontare totale dei costi, spese, remunerazioni di qualsiasi natura che competono alla Società, ovvero che sono poste in carico alla Società in ragione dei presenti è stimato approssimativamente in 1.200,- EUR.

Constatazione

Il notaio sottoscritto constata che a richiesta dei Comparenti il presente atto è seguito da una traduzione in italiano. A richiesta degli stessi Comparenti e in caso di divergenza tra il testo francese e il testo italiano, farà fede il testo francese.

DI CUI ATTO, redatto e rogato a Lussemburgo, alla data indicata nell'intestazione.

Del presente ho dato lettura ai comparenti, conosciuti dal notaio per cognome, nome, stato civile, i quali sottoscrivono con noi, Notaio, il presente atto.

Signé: L. SUBANI, C. DOSTERT, I. O. FRANSCESCON, C. WERSANDT.

Enregistré à Luxembourg A.C., le 15 mai 2014 LAC/2014/22669 Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): Irène THILL.

Pour expédition conforme délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 26 mai 2014.

Référence de publication: 2014074197/354.

(140087243) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 mai 2014.

Allianz Global Investors Fund IX, Société d'Investissement à Capital Variable.

Siège social: L-2633 Senningerberg, 6A, route de Trèves.

R.C.S. Luxembourg B 48.370.

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Hiermit wird mitgeteilt, dass die

JAHRESHAUPTVERSAMMLUNG

der Anteilinhaber der Allianz Global Investors Fund IX (SICAV) am *10. Juni 2014* um 10:45 Uhr Ortszeit Luxemburg am Gesellschaftssitz 6A, route de Trèves in 2633 Senningerberg, Luxemburg, stattfinden wird, um die folgenden Tagesordnungspunkte zu erörtern und darüber abzustimmen:

Tagesordnung:

1. Genehmigung der Berichte des Verwaltungsrats und der Abschlussprüfer sowie Verabschiedung des Jahresabschlusses und der Verwendung der Erträge (ggf.) für das Geschäftsjahr bis 31. Dezember 2013.
2. Entlastung des Verwaltungsrats von seiner Verantwortung für alle Maßnahmen, die im Rahmen seines Mandates während des Geschäftsjahres bis 31. Dezember 2013 ergriffen wurden.
3. Wiederwahl von Herrn Dr Kai Wallbaum, Herrn Mathias Müller sowie Herrn Markus Breidbach als Verwaltungsratsmitglieder bis zur nächsten Jahreshauptversammlung.
4. Wiederwahl von KPMG Luxemburg S.àr.l. zum Abschlussprüfer bis zur nächsten Jahreshauptversammlung.
5. Beschluss über sonstige Angelegenheiten, die ordnungsgemäß auf der Versammlung vorgebracht werden.

Abstimmung:

Die Beschlüsse auf der Tagesordnung können ohne Quorum mit einfacher Mehrheit der abgegebenen Stimmen gefasst werden. Das Quorum sowie die Mehrheitsverhältnisse im Verhältnis zu den ausstehenden Anteilen werden am 5. Juni 2014 per 24:00 Uhr MESZ ("Stichtag") bestimmt.

Abstimmungsregelung:

Zur Teilnahme und Stimmabgabe berechtigt sind die Anteilinhaber, die eine Bestätigung ihrer Depotbank oder ihres Instituts vorlegen können, aus der die Anzahl der von ihnen am Stichtag gehaltenen Anteile hervorgeht und welche bis 11:00 Uhr MESZ am 6. Juni 2014 bei der Transferstelle, der RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxemburg, eingegangen sein muss.

Alle Anteilinhaber, die zur Teilnahme und Abstimmung auf der Versammlung berechtigt sind, haben das Recht, einen Vertreter zu bestimmen, der an ihrer Stelle abstimmen darf. Um gültig zu sein, muss die Stimmrechtsvoll-macht vollständig ausgefüllt und handschriftlich durch den Auftragserteilenden oder dessen Anwalt oder, falls der Auftragserteilende eine Gesellschaft ist, mit dem Firmensiegel oder handschriftlich durch einen Bevollmächtigten unterzeichnet werden und an die Transferstelle, die RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxemburg, geschickt werden, so dass sie bis 11:00 Uhr MESZ in Luxemburg am 6. Juni 2014 eingetroffen ist.

Vollmachtsformulare erhalten registrierte Anteilinhaber bei der Transferstelle RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxemburg. Eine zum Stellvertreter ernannte Person muss kein Anteilinhaber der Gesellschaft sein. Durch die Ernennung eines Stellvertreters ist ein Anteilinhaber nicht von der Teilnahme an der Versammlung ausgeschlossen.

Sollten Sie weitere Rückfragen haben, konsultieren Sie bitte Ihren Finanzberater, die Verwaltungsgesellschaft oder eine der im Verkaufsprospekt vom 28. November 2013 ausgewiesenen Informationsstellen.

Sollten Sie Ihren Wohnsitz in der Bundesrepublik Deutschland haben, wenden Sie sich bitte an die Allianz Global Investors Europe mbH, Bockenheimer Landstraße 42-44, 60325 Frankfurt am Main, E-Mail: info@allianzgi.com als Informationsstelle für Anleger in der Bundesrepublik Deutschland.

Exemplare des zum 28. November 2013 aktualisierten Verkaufsprospekts sind am Sitz der Gesellschaft, bei der Verwaltungsgesellschaft, den Vertriebsgesellschaften und den Informationsstellen der Gesellschaft in jedem Rechtsgebiet, in dem die Gesellschaft zum öffentlichen Vertrieb zugelassen ist, während der üblichen Geschäftszeiten einsehbar bzw. auf Anfrage kostenlos erhältlich.

Senningerberg, Mai 2014. *Der Verwaltungsrat.*

Référence de publication: 2014070260/755/49.

Vianden RCG Re SCA, Société en Commandite par Actions.

Siège social: L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels.

R.C.S. Luxembourg B 27.908.

Clemency RCG Re SCA, Société en Commandite par Actions.

Siège social: L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels.

R.C.S. Luxembourg B 42.294.

Wiltz RCG Re SCA, Société en Commandite par Actions.

Siège social: L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels.

R.C.S. Luxembourg B 46.306.

Larochette RCG Re SCA, Société en Commandite par Actions.

Siège social: L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels.

R.C.S. Luxembourg B 28.687.

Schengen RCG Re SCA, Société en Commandite par Actions.

Siège social: L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels.

R.C.S. Luxembourg B 37.290.

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MERGER PLAN

BETWEEN:

(1) VIANDEN RCG RE S.C.A., a Luxembourg société en commandite par actions, having its registered office at L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 27908 (the "Absorbing Company");

(2) Clemency RCG Re S.C.A., a Luxembourg société en commandite par actions, having its registered office at L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 42294 ("Clemency"); and

(3) Wiltz RCG Re S.C.A., a Luxembourg société en commandite par actions, having its registered office at L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 46306 ("Wiltz"); and

(4) Larochette RCG Re S.C.A., a Luxembourg société en commandite par actions, having its registered office at L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 28687 ("Larochette")

(5) Schengen RCG Re S.C.A., a Luxembourg société en commandite par actions, having its registered office at L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 37290 ("Schengen")

Clemency, Wiltz, Larochette and Schengen together called the "Absorbed Companies".

The Absorbing Company and the Absorbed Companies being referred to herein as the "Merging Companies" have adopted a draft merger plan (the "Merger Plan") as follows:

WHEREAS:

The Absorbing Company is a Luxembourg société en commandite par actions, having its registered office at L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg, incorporated pursuant to a notarial deed drawn up on April 20 th , 1988 by Me Frank BADEN and registered with the Luxembourg Register of Commerce and Companies under the number B 27.908. Its articles have been published in the Mémorial C, Recueil des Sociétés et Associations dated July 11 th , 1988, number 187. The subscribed capital of this Company is of USD 6,502,939 (six million five hundred two thousand nine hundred and thirty-nine United States Dollars), fully paid up.

1) Clemency RCG Re S.C.A. is a Luxembourg société en commandite par actions, having its registered office at L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg, incorporated pursuant to a notarial deed, drawn up on December 21 st , 1992 by Me Reginald Neuman and registered with the Luxembourg Register of Commerce and Companies under the number B 42294. Its articles have been published in the Mémorial C, Recueil des Sociétés et Associations dated January 27 th , 1993, number 39. The subscribed capital of this Company is of USD 4,480,000 (four million United States Dollars), fully paid up.

2) Wiltz RCG Re S.C.A. is a Luxembourg société en commandite par actions, having its registered office at L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg, incorporated pursuant to a notarial deed, drawn up on December 23 rd , 1993 by Me Joseph Elvinger and registered with the Luxembourg Register of Commerce and Companies under the number B 46306. Its articles have been published in the Mémorial C, Recueil des Sociétés et Associations dated 6 April 1994, number 127. The subscribed capital of this Company is of USD 5,118,001 (five million one hundred eighteen thousand and one United Sates Dollars), fully paid up.

3) Larochette RCG Re S.C.A. is a Luxembourg société en commandite par actions, having its registered office at L - 4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg, incorporated pursuant to a notarial deed, drawn up on August 11, 1988 by Me Gérard LECUIT and registered with the Luxembourg Register of Commerce and Companies under the number B 28687. Its articles have been published in the Mémorial C, Recueil des Sociétés et Associations dated November 16 th , 1988, number 302. The subscribed capital of this Company is of USD 5,096,800 (five million ninety-six thousand eight hundred United Sates Dollars), fully paid up.

4) Schengen RCG Re S.C.A. is a Luxembourg société en commandite par actions, having its registered office at L - 4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels, Grand Duchy of Luxembourg, incorporated pursuant to a notarial deed, drawn up on June 25, 1991 by Me Joseph Kerschen and registered with the Luxembourg Register of Commerce and Companies under the number B 37290. Its articles have been published in the Mémorial C, Recueil des Sociétés et Associations dated December 13 th , 1991, number 461. The subscribed capital of this Company is of 5,064,320 USD (five million sixty-four thousand three hundred twenty United states Dollars), fully paid up.

The General Partner of the above-mentioned companies (the "Boards") submit the proposal of a merger (the "Merger") of the Absorbing Company with the Absorbed Companies.

The proposed Merger is subject to the condition that the shareholders of the Merging Companies approve the present Merger Plan at separate extraordinary general meetings of shareholders in conformity with the law on commercial companies of August 10, 1915, as amended (the "Law").

The effective date of the Merger shall be the date at which the extraordinary general meetings of the shareholders of the Merging Companies shall approve the Merger Plan or such other day decided by said meetings (the "Effective Date").

IT IS AGREED as follows:

1. The Merging Companies intend to effectuate with effect January 1 st , 2014 or at any date thereafter, the merger between the Absorbing Company and the Absorbed Companies in accordance with the provisions of articles 261 to 276 of the Law, as amended.

2. On the Effective Date, the Absorbed Companies will contribute all of their assets and liabilities (apport d'universalité de patrimoine) to the Absorbing Company. The amount of the market value of the net assets contributed by the Absorbed Companies, which the parties estimate on the day of the Merger Plan, will be an amount of USD 284,396,937 (two hundred eighty-four million three hundred ninety-six thousand nine hundred thirty-seven United States Dollars).

3. The annual accounts as of December 31, 2013 as well as a provisional accounting statement as of January 1 st , 2013 have been drawn up for the Merging Companies. Based on these figures, the share capital of the Absorbing Company shall be increased from its current amount of USD 6,502,939 (six million five hundred and two thousand nine hundred

thirty nine United States Dollars) to USD 15,282,048 (fifteen million two hundred eighty-two thousand forty-eight United States Dollars) through the issuance of 8,779,109 (eight million seven hundred seventy-nine thousand one hundred and nine) shares: 8,779,109 (eight million seven hundred seventy-nine thousand one hundred and nine) Limited shareholders shares (actions de commanditaire) and no Unlimited shareholders share (action de commandité) to be subscribed by the shareholders of the Absorbed Companies on the Effective Date, with the subscription of a merger share premium of an amount of USD 19,661,215 (nineteen million six hundred sixty-one thousand two hundred fifteen).

4. As a result of the Merger, the Absorbed Companies shall cease to exist and all their shares in issue shall be cancelled.

5. The holder of all the shares in the Absorbed Companies as at the Effective Date shall receive in exchange of their shares a number of shares in the Absorbing Company equal to the number of shares it holds in the Absorbed Companies multiplied by the exchange ratio. Based on the figures currently available, the exchange ratio will be 1 (one) share of the Absorbing Company in exchange for x shares of the merging companies as follows:

Merging Companies	Exchange Ratio	Share capital increase	Number of new shares	Soulte	Merger Premium
Clemency	3.6211	1,237,183 USD	1,237,183		7,619,938 USD
Wiltz	1.9936	1,044,298 USD	1,044,298		4,110,619 USD
Larochette	1.9871	2,561,742 USD	2,561,742		5,938,036 USD
Schengen	3.4271	3,935,886 USD	3,935,886		1,992,622 USD
Total		8,779,109 USD	8,779,109		19,661,215 USD

6. The exchange ratio may be adjusted by mutual consent of the Merging Companies on or before the date of the extraordinary general meetings of shareholders of the Merging Companies at which the present Merger Plan shall be ratified and approved in order to reflect any facts or events which are material for the purpose of determining the net asset value of the respective assets and liabilities, such consent to be evidenced by representation letters of the Merging Companies dated prior to the date of the said shareholders' meetings.

7. The current share capital of the Absorbing Company is composed of 6,502,938 (six million five hundred two thousand nine hundred and thirty-eight) Limited shareholders shares (actions de commanditaire) and 1 (one) Unlimited shareholders share (action de commandité). New shares to be issued by the Absorbing Company as of the Effective Date of the Merger shall be Limited shareholders shares (actions de commanditaire) of the Absorbing Company, which shall retain the corporate legal form of a société en commandite par actions.

8. As mentioned under paragraph 3 above, as a result of the Merger, the Absorbing Company shall issue to the sole shareholder of the Absorbed Company as at the Effective Date 8,779,109 (eight million seven hundred seventy-nine thousand one hundred and nine) new shares, all being Limited shareholders shares (actions de commanditaire) of the Absorbing Company.

Consequently, the current shareholding of the Company after the issuance of new shares is composed as follows:

	Unlimited Shareholder Shares:	Limited Shareholder Shares:
RCG Re	1	
Ramius Entreprise Luxembourg Holding sàrl		15,282,047
TOTAL OF SHARES	1	15,282,047

9. The shareholders of the Absorbed Companies as at the Effective Date will be removed from the shareholder's register of the Absorbed Companies and registered in the shareholders' register of the Absorbing Company for the number of shares it will receive on the Effective Date of the Merger.

10. There being no special advantages and there won't be no advantages granted to the members of the Boards or to the independent auditors of the Merging Companies.

11. As from the Effective Date of the Merger, all assets and liabilities of the Absorbed Companies shall be deemed transferred to the Absorbing Company and for accounting purposes, the operations of the Absorbed Companies shall be treated as being carried out on behalf of the Absorbing Company as of 1 January 2014.

12. In accordance with Article 263 of the Law, the Merger shall be approved by the general meetings of the shareholders of each of the Merging Companies and, where appropriate, of the holders of securities other than shares.

13. The Merger shall be effective and will have the effects provided for by article 274 of the Law once the general meetings of shareholders of the Absorbing Company and Absorbed Companies have approved it.

14. From the Effective Date, the new shares will participate in the results of the Absorbing Company.

15. The Absorbing Company shall itself carry out all formalities, including such announcements as are prescribed by law, which are necessary or useful to carry into effect the Merger and the transfer and assignment of the assets and liabilities by the Absorbed Companies.

16. Insofar as required by law or deemed necessary or useful, appropriate transfer instruments shall be executed by the Merging Companies to effect the transfer of the assets and liabilities contributed to the Absorbing Company and to execute such transfer instruments and assignments.

17. Based on the developments set out above and due to the fact that the figures and parities provided in the present Merger Plan are valuated at the present date on a provisional basis, the Boards of the Merging Companies may at any time be entitled to proceed to adjustments, where appropriate, pertaining to the values and postulates considered in the Merger Plan and submit the revised figures and parities to the approval of the general meeting of shareholders of the Merging Companies.

18. The books and documents of the Absorbed Companies shall be kept at the registered office of the Absorbing Company as long as required under the laws of the Grand Duchy of Luxembourg.

The present deed is worded in English, followed by a French version, and the parties agree that in case of divergences between the English and the French texts, the English version will prevail.

Suit la traduction française:

ENTRE:

(1) Vianden RCG Re S.C.A., une société en commandite par actions ayant son siège social à L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 27908, constituée suivant acte reçu par Maître Frank BADEN, notaire de résidence à Luxembourg en date du 20 avril 1988, publié au Mémorial C, Recueil des Sociétés et Associations numéro 187 du 11 juillet 1988, («la société Absorbante»)

(2) Clemency RCG Re S.C.A., une société en commandite par actions, ayant son siège social à L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 42294, constituée suivant acte reçu par Maître Reginald Neuman, notaire de résidence à Luxembourg en date du 21 décembre 1992 publié au Mémorial C, Recueil des Sociétés et Associations numéro 39 du 27 janvier 1993,

(3) Wiltz RCG Re S.C.A., une société en commandite par actions, ayant son siège social à L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 46306, constituée suivant acte reçu par Maître Joseph Elvinger, notaire de résidence à Luxembourg en date du 23 décembre 1993, publié au Mémorial C, Recueil des Sociétés et Associations numéro 127 du 6 avril 1994,

(4) Larochette RCG Re S.C.A., une société en commandite par actions, ayant son siège social à L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 28.687, constituée suivant acte reçu par Maître Gérard Lecuit, notaire de résidence à Héspérange en date du 11 août 1988, publié au Mémorial C, Recueil des Sociétés et Associations numéro 302 du 16 novembre 1988,

(5) Schengen RCG Re S.C.A., une société en commandite par actions, ayant son siège social à L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels, inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 37290, constituée suivant acte reçu par Maître Joseph Kerschen, notaire de résidence à Luxembourg-Eich en date du 25 juin 1991, publié au Mémorial C, Recueil des Sociétés et Associations numéro 461 du 13 décembre 1991,

Clemency, Wiltz, Larochette et Schengen forment ensemble les "Sociétés Absorbées".

La Société Absorbante et les Sociétés Absorbées étant définies ci-après comme les "Sociétés Fusionnantes", ont adopté le projet de fusion (le "Projet de Fusion") comme suit:

ALORS QUE:

La Société Absorbante est une société en commandite par actions de droit luxembourgeois, dont le siège social est au L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels, Grand-Duché de Luxembourg, constituée en vertu d'un acte du notaire Maître Frank BADEN du 20 avril 1988 et immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 27908. Ses statuts ont été publiés au Mémorial C, Recueil des Sociétés et Associations en date du 11 juillet 1988, numéro 187. Le capital souscrit de cette Société est de USD 6.502.939 (six millions cinq cent deux mille neuf cent trente-neuf Dollars des Etats-Unis d'Amérique) et a été entièrement libéré.

1) Clemency RCG Re S.C.A., est une société en commandite par actions, ayant son siège social à L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 42294, constituée suivant acte reçu par Maître Reginald Neuman, notaire de résidence à Luxembourg en date du 21 décembre 1992 publié au Mémorial C, Recueil des Sociétés et Associations numéro 39 du 27 janvier 1993. Le capital souscrit de cette Société est de USD 4.480.000 (quatre millions quatre cent quatre-vingt mille Dollars des Etats-Unis d'Amérique) et a été entièrement libéré.

2) Wiltz RCG Re S.C.A., une société en commandite par actions, ayant son siège social à L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 46306, constituée suivant acte reçu par Maître Joseph Elvinger, notaire de résidence à Luxembourg en date du 23 décembre 1993, publié au Mémorial C, Recueil des Sociétés et Associations numéro 127 du 6 avril 1994. Le capital souscrit de cette Société est de USD 5.118.001 (cinq millions cent dix-huit mille et un Dollars des Etats-Unis d'Amérique) et a été entièrement libéré.

3) Larochette RCG Re S.C.A., une société en commandite par actions, ayant son siège social à L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 28.687,

constituée suivant acte reçu par Maître Gérard Lecuit, notaire de résidence à Hesperange en date du 11 août 1988., publié au Mémorial C, Recueil des Sociétés et Associations numéro 302 du 16 novembre 1988. Le capital souscrit de cette Société est de USD 5.096.800 (cinq millions quatre-vingt-seize mille huit cent Dollars des Etats-Unis d'Amérique) et a été entièrement libéré.

4) Schengen RCG Re S.C.A., une société en commandite par actions, ayant son siège social à L-4243 Esch-sur-Alzette 97, rue Jean-Pierre Michels, inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B numéro 37290, constituée suivant acte reçu par Maître Joseph Kerschen, notaire de résidence à Luxembourg-Eich en date du 25 juin 1991, publié au Mémorial C, Recueil des Sociétés et Associations numéro 461 du 13 décembre 1991. Le capital souscrit de cette Société est de USD 5.064.320 (cinq millions soixante-quatre mille trois cent vingt Dollars des Etats-Unis d'Amérique) et a été entièrement libéré.

Les conseils de gérance des sociétés mentionnées ci-dessus (les "Conseils") proposent une fusion (la "Fusion") de la Société Absorbante avec les Sociétés Absorbées.

La Fusion proposée est soumise à la condition que les actionnaires des Sociétés Fusionnantes approuvent le présent Projet de Fusion lors d'une assemblée générale extraordinaire des actionnaires distincte, conformément à la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la "Loi").

La date effective de la Fusion sera la date à laquelle les assemblées générales extraordinaires des Sociétés Fusionnantes approuveront le Projet de Fusion ou tout autre jour décidé par ces assemblées (la "Date Effective").

IL EST DECIDE comme suit:

1. Les Sociétés Fusionnantes envisagent de réaliser, avec effet au 1 er janvier 2014 ou à toute date ultérieure, la fusion entre la Société Absorbante et les Sociétés Absorbées en conformité avec les articles 261 à 276 de la Loi, telle que modifiée.

2. A la Date Effective, les Sociétés Absorbées apporteront l'ensemble de leur actif et passif (apport d'universalité de patrimoine) à la Société Absorbante. Le montant correspondant à la valeur de marché de l'actif net apporté par les Sociétés Absorbées, estimé par les parties au jour du Projet de Fusion, sera d'un montant de USD 284.396.937 (deux cent quatre-vingt-quatre million trois cent quatre-vingt-seize mille neuf cent trente-sept Dollars des Etats-Unis).

3. Les comptes annuels du 31 décembre 2013, ainsi qu'un état comptable provisionnel au 1 er janvier 2014 ont été établis pour les Sociétés Fusionnantes. Selon ces chiffres, le capital social de la Société Absorbante sera augmenté de son montant actuel de USD 6.502.939 (six millions cinq cent deux mille neuf cent trente-neuf Dollars des Etats-Unis) à USD 15.282.048 (quinze millions deux cent quatre-vingt-deux mille zéro quarante-huit Dollars des Etats-Unis) par l'émission de 8.779.109 (huit millions sept cent soixante-dix-neuf mille cent neuf) actions de commanditaires et aucune action de commandité devant être souscrites par les associés des Sociétés Absorbées, y compris une prime de fusion d'un montant de USD 19.661.215 (dix-neuf millions six cent soixante et un mille deux cent quinze Dollars des Etats-Unis).

4. En conséquence de la Fusion, les Sociétés Absorbées cesseront d'exister et toutes leurs parts sociales émises seront annulées.

5. Le détenteur de toutes les parts sociales dans les Sociétés Absorbées recevront en échange de ses parts sociales un nombre de parts sociales dans la Société Absorbante égal au nombre de parts sociales qu'il détient dans les Sociétés Absorbées multiplié par le rapport d'échange. Sur la base des chiffres disponibles actuellement le rapport d'échange sera de 1 (une) part sociale de la Société Absorbante en échange de:

Société Absorbée	Rapport d'échange	Augmentation	Nombre d'actions nouvelles	Soulte	Prime de fusion
Clemency	3,6211	1 237 183 USD	1 237 183		7 619 938
Wiltz	4,9009	1 044 298 USD	1 044 298		4 110 619
Larochette	1,9896	2 561 742 USD	2 561 742		5 938 036
Schengen	1,2867	3 935 886 USD	3 935 886		1 992 622
Total		8 779 109 USD	8 779 109		19 661 215

6. Le rapport d'échange ci-dessus pourra être ajusté par accord mutuel des Sociétés Fusionnantes avant ou à la date des assemblées générales extraordinaires des associés des Sociétés Fusionnantes approuvant et ratifiant le présent Projet de Fusion afin de refléter tous faits ou événements qui seraient substantiels pour les besoins de la détermination de la valeur de l'actif net de l'actif et passif respectif, un tel accord devant être établi par des lettres de représentation des Sociétés Fusionnantes datées antérieurement à la date desdites assemblées d'associés.

7. Le capital social actuel de la Société Absorbante est composé d'actions de 6,502,938 (six millions cinq cent deux mille neuf cent trente-huit) de commanditaire et d'une (1) action de commandité. Les nouvelles actions devant être émises par la Société Absorbante à la Date Effective de la Fusion seront des parts de commanditaire de la Société Absorbante.

8. Comme mentionné au paragraphe 3 ci-dessus, en conséquence de la Fusion, la Société Absorbante émettra aux actionnaires des Sociétés Absorbées à la Date Effective 8 779 109 (huit millions sept cent soixante-dix-neuf mille cent neuf) nouvelles actions, étant toutes actions de commanditaire de la Société Absorbante.

Par conséquent l'actionnariat de la société après la création de ces actions est composé comme suit:

	Actions de commandité:	Actions de commanditaires:
RCG Re	1	
Ramius Entreprise Luxembourg Holdco sàrl		15,282,047
Nombre total d'actions	1	15,282,047

9. Les actionnaires des Sociétés Absorbées seront radiés des registres des actionnaires des Sociétés Absorbées à la Date Effective et enregistré dans le registre des actionnaires de la Société Absorbante pour le nombre d'actions qu'il recevra à la Date Effective de la Fusion.

10. En l'absence d'avantage particulier, il ne sera accordé aucun avantage aux membres des Conseils ou au réviseur indépendant des Sociétés Fusionnantes.

11. A partir de la Date Effective de la Fusion, l'ensemble de l'actif et du passif des Sociétés Absorbées sera considéré comme transféré à la Société Absorbante, et d'un point de vue comptable, les opérations des Sociétés Absorbées seront considérées comme accomplies pour le compte de la Société Absorbante à partir du 1 er janvier 2014.

12. Conformément à l'article 263 de la Loi, la Fusion doit être approuvée par l'assemblée générale des associés de chaque Société Fusionnante et le cas échéant, par les assemblées des détenteurs de titres autres que les actions.

13. La Fusion produira ses effets et aura les effets prévus à l'article 274 de la Loi dès que les assemblées générales des actionnaires de la Société Absorbante et des Sociétés Absorbées l'auront approuvée.

14. A partir de la date Effective, les nouvelles actions participeront aux résultats de la Société Absorbante.

15. La Société Absorbante accomplira elle-même toutes les formalités, y compris les publications prescrites par la loi, qui sont nécessaires ou utiles pour la prise d'effet de la Fusion et le transfert et la cession de l'ensemble de l'actif et du passif par les Sociétés Absorbées.

16. Dans la mesure où la loi l'exige ou il est jugé nécessaire ou utile de le faire, des documents de transfert appropriés seront signés par les Sociétés Fusionnantes pour réaliser le transfert de l'ensemble de l'actif et du passif apporté à la Société Absorbante et pour signer ces documents de transfert et cessions.

17. Sur la base des développements ci-dessus et dû au fait que les chiffres et les parités fournis dans le présent Projet de Fusion sont évalués à la date d'aujourd'hui sur une base provisoire, les Conseils des Sociétés Fusionnantes ont à tout moment le droit de procéder à des ajustements, où approprié, se rapportant aux valeurs et aux postulats considérés dans le Projet de Fusion et soumettre les chiffres révisés et les parités à l'accord des assemblées générales des associés des Sociétés Fusionnantes.

18. Les livres et documents des Sociétés Absorbées seront gardés au siège social de la Société Absorbante aussi longtemps que le requièrent les lois du Grand-Duché de Luxembourg.

Le présent acte est établi en langue anglaise, suivi d'une version française, et les parties décident qu'en cas de divergences entre les versions française et anglaise, la version anglaise prévaudra.

Luxembourg on May 26 th , 2014.

VIANDEN RCG RE S.C.A.
TOLGA BAKIRCIOGLU / CLAUDE LANG
Manager RCG Re S.à r.l. / Manager RCG Re S.à r.l.
General Partner to Vianden / General Partner to Vianden
CLEMENCY RCG RE S.C.A.
TOLGA BAKIRCIOGLU / CLAUDE LANG
Manager RCG Re S.à r.l. / Manager RCG Re S.à r.l.
General Partner to Clemency / General Partner to Clemency
WILTZ RCG RE S.C.A.
TOLGA BAKIRCIOGLU / CLAUDE LANG
Manager RCG Re S.à r.l. / Manager RCG Re S.à r.l.
General Partner to Wiltz / General Partner to Wiltz
LAROCHETTE RCG RE S.C.A.
TOLGA BAKIRCIOGLU / CLAUDE LANG
Manager RCG Re S.à r.l. / Manager RCG Re S.à r.l.
General Partner to Larochette / General Partner to Larochette
SCHENGEN RCG RE S.C.A.
TOLGA BAKIRCIOGLU / CLAUDE LANG
Manager RCG Re S.à r.l. / Manager RCG Re S.à r.l.
General Partner to Schengen / General Partner to Schengen

Référence de publication: 2014075186/314.
(140088477) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 mai 2014.

Financière du Glacis S.A., Société Anonyme.

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

R.C.S. Luxembourg B 55.415.

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

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

FINANCIERE DU GLACIS S.A.
Signatures

Référence de publication: 2014045175/11.

(140051653) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2014.

Fenster-Eck S.à r.l., Société à responsabilité limitée.

Siège social: L-8287 Kehlen, 14, Zone Industrielle.

R.C.S. Luxembourg B 99.039.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Diekirch, le 28 mars 2014.

Référence de publication: 2014045173/10.

(140051906) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2014.

WestProfil, Société d'Investissement à Capital Variable.

Siège social: L-1912 Luxembourg, 3, rue des Labours.

R.C.S. Luxembourg B 109.089.

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Die JÄHRLICHE GENERALVERSAMMLUNG

der Investmentgesellschaft mit variablem Kapital (Société d'Investissement à Capital Variable) WestProfil findet am *10. Juni 2014* um 10:00 Uhr in den Räumen der International Fund Management S.A., 3, rue des Labours, L-1912 Luxembourg, statt.

Tagesordnung:

1. Entgegennahme der Berichte des Verwaltungsrates und des Wirtschaftsprüfers für das Geschäftsjahr vom 1. Januar 2013 bis 31. Dezember 2013
2. Beschlussfassung über den Jahresabschluss für das Geschäftsjahr vom 1. Januar 2013 bis 31. Dezember 2013
3. Beschlussfassung über die Verwendung des Jahresüberschusses
4. Entlastung des Verwaltungsrates
5. Beschlussfassung über personelle Änderungen im Verwaltungsrat
6. Verschiedenes

Die Punkte auf der Tagesordnung unterliegen keiner Anwesenheitsbedingung und die Beschlüsse werden durch die einfache Mehrheit der anwesenden oder vertretenen Aktionäre gefasst.

Jahresabschluss, Bericht des Wirtschaftsprüfers und Geschäftsbericht können durch die Aktionäre in den Geschäftsräumen der Verwaltungsgesellschaft, International Fund Management S.A., 3, rue des Labours, L-1912 Luxembourg eingesehen werden oder werden den Aktionären auf Verlangen zugesendet.

Anwesenheitsquorum und die Mehrheitserfordernisse in der Generalversammlung werden entsprechend der Anzahl der am fünften Tag vor der Generalversammlung um Mitternacht (Ortszeit Luxemburg) ausgegebenen und im Umlauf befindlichen Anteile bestimmt.

Um an dieser Generalversammlung teilnehmen zu können, müssen Aktionäre von in Wertpapierdepots gehaltenen Aktien ihre Aktien daher durch die jeweilige depotführende Stelle mindestens fünf Tage vor der Generalversammlung sperren lassen und dieses mittels einer Bestätigung der depotführenden Stelle (Sperrbescheinigung) am Tage der Versammlung nachweisen.

Aktionäre oder deren Vertreter, die an der Generalversammlung teilnehmen möchten, werden gebeten, sich bis spätestens 05 Juni 2014 anzumelden.

Luxemburg, 14. Mai 2014. *Der Verwaltungsrat.*

Référence de publication: 2014070261/1202/33.

Lincoln Electric Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-1611 Luxembourg, 41, avenue de la Gare.

R.C.S. Luxembourg B 149.225.

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Les comptes annuels au 31 décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014045285/9.

(140052380) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2014.

Herzog Investments S.A., Société Anonyme.

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 128.037.

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

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

Signature.

Référence de publication: 2014045224/10.

(140052215) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2014.

Lux Investcom SA, Société Anonyme.

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 81.370.

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Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu mercredi *11 juin 2014* à 10:00 heures au siège social de la société, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des comptes annuels et affectation des résultats au 31/12/2013.
2. Approbation du rapport du commissaire aux comptes.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Décision à prendre conformément à l'article 100 de la loi du 10 août 1915 concernant les sociétés commerciales.
5. Nominations statutaires.
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070272/1267/17.

Bio-Products and Bio-Engineering S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1143 Luxembourg, 2BIS, rue Astrid.

R.C.S. Luxembourg B 55.891.

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Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE STATUTAIRE

des actionnaires qui se tiendra le *10 juin 2014* à 11.00 heures au siège social à Luxembourg pour délibérer de l'ordre du jour suivant:

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes
2. Approbation des bilan, compte de pertes et profits et affectation des résultats au 31.12.2013
3. Décharge aux administrateurs et au commissaire aux comptes
4. Nominations statutaires
5. Divers

Le Conseil d'Administration.

Référence de publication: 2014071827/788/18.

I.F.F.A. S.A., Société Anonyme.

Siège social: L-8287 Kehlen, 10, Zone Industrielle.

R.C.S. Luxembourg B 51.216.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Diekirch, le 28 mars 2014.

Référence de publication: 2014045236/10.

(140051842) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2014.

Landschaft Properties S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons Malades.

R.C.S. Luxembourg B 114.870.

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

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

Luxembourg, le 10 mars 2014.
SG AUDIT SARL

Référence de publication: 2014045302/11.

(140051972) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2014.

Cormea S.A., Société Anonyme.

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

R.C.S. Luxembourg B 113.376.

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

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le *10 juin 2014* à 10.00 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 30 juin 2013, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 30 juin 2013.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070258/1023/16.

E.M.E.A. Management Services S.A., Société Anonyme.

Siège social: L-1611 Luxembourg, 65, avenue de la Gare.

R.C.S. Luxembourg B 72.799.

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Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu mardi *10 juin 2014* à 10:00 heures au siège social de la société, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des comptes annuels et affectation des résultats au 31/12/2013.
2. Approbation du rapport du commissaire aux comptes.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Ratification des décisions prises par le Conseil d'Administration du 2 décembre 2013.
5. Nominations statutaires.
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070259/1267/17.

LGT (Lux)) I, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 170.539.

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Le bilan au 30 septembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 4 mars 2013.

CREDIT SUISSE FUND SERVICES (LUXEMBOURG) S.A.

Référence de publication: 2014045307/11.

(140051862) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2014.

LB-Re, Société Anonyme.

Siège social: L-2220 Luxembourg, 534, rue de Neudorf.

R.C.S. Luxembourg B 24.011.

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Le Bilan au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Pour la société LB-Re

Aon Insurance Managers (Luxembourg) S.A.

Référence de publication: 2014045304/11.

(140052267) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2014.

KreaMark, Société Anonyme.

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 148.319.

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Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu vendredi *13 juin 2014* à 14:00 heures au siège social de la société, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des comptes annuels et affectation des résultats au 31/12/2013.
2. Approbation du rapport du commissaire aux comptes.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Nominations statutaires.
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070263/1267/16.

Uluru, Société Anonyme.

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 26.455.

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Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu jeudi *12 juin 2014* à 11:00 heures au siège social de la société, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des comptes annuels et affectation des résultats au 31/12/2013.
2. Approbation du rapport du commissaire aux comptes.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Nominations statutaires.
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2014070264/1267/16.

Real Estate Vehicle Partners S.A., Société Anonyme.

Siège social: L-4761 Pétange, 59, route de Luxembourg.

R.C.S. Luxembourg B 137.379.

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Le Bilan abrégé et les comptes annuels au 31 Décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 31 mars 2014.

Référence de publication: 2014046751/11.

(140053181) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er avril 2014.

Real Estate Vehicle Partners S.A., Société Anonyme.

Siège social: L-4761 Pétange, 59, route de Luxembourg.

R.C.S. Luxembourg B 137.379.

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Le Bilan abrégé et les comptes annuels au 31 Décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 31 mars 2014.

Référence de publication: 2014046752/11.

(140053182) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er avril 2014.

Propreal S.A., Société Anonyme.

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

R.C.S. Luxembourg B 31.615.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *10 juin 2014* à 11:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014070278/795/16.

Alata Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 132.822.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *10 juin 2014* à 16:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

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

Le Conseil d'Administration.

Référence de publication: 2014070277/795/16.

Allianz Global Investors Fund II, Société d'Investissement à Capital Variable.

Siège social: L-2633 Senningerberg, 6A, route de Trèves.

R.C.S. Luxembourg B 117.659.

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Hiermit wird mitgeteilt, dass die

JAHRESHAUPTVERSAMMLUNG

der Anteilinhaber der Allianz Global Investors Fund II (SICAV) am *10. Juni 2014* um 11:15 Uhr MESZ am Gesellschaftssitz 6A, route de Trèves in 2633 Senningerberg, Luxemburg, stattfinden wird, um die folgenden Tagesordnungspunkte zu erörtern und darüber abzustimmen:

Tagesordnung:

1. Genehmigung der Berichte des Verwaltungsrats und der Abschlussprüfer sowie Verabschiedung des Jahresabschlusses und der Verwendung der Erträge (ggf.) für das Geschäftsjahr bis 31. Dezember 2013.
2. Entlastung des Verwaltungsrats von seiner Verantwortung für alle Maßnahmen, die im Rahmen seines Mandates während des Geschäftsjahres bis 31. Dezember 2013 ergriffen wurden.
3. Wiederwahl von Herrn Dr Kai Wallbaum, Herrn Mathias Müller sowie Herrn Markus Breidbach als Verwaltungsratsmitglieder bis zur nächsten Jahreshauptversammlung.
4. Wiederwahl von PricewaterhouseCoopers, S.à r.l., Luxemburg, zum Abschlussprüfer bis zur nächsten Jahreshauptversammlung.
5. Beschluss über sonstige Angelegenheiten, die ordnungsgemäß auf der Versammlung vorgebracht werden.

Abstimmung:

Die Beschlüsse auf der Tagesordnung können ohne Quorum mit einfacher Mehrheit der abgegebenen Stimmen gefasst werden. Das Quorum sowie die Mehrheitsverhältnisse im Verhältnis zu den ausstehenden Anteilen werden am 5. Juni 2014 per 24:00 Uhr MESZ ("Stichtag") bestimmt.

Abstimmungsregelung:

Zur Teilnahme und Stimmabgabe berechtigt sind die Anteilinhaber, die eine Bestätigung ihrer Depotbank oder ihres Instituts vorlegen können, aus der die Anzahl der von ihnen am Stichtag gehaltenen Anteile hervorgeht und welche bis 11:00 Uhr MESZ am 6. Juni 2014 bei der Transferstelle, der RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxemburg, eingegangen sein muss.

Alle Anteilinhaber, die zur Teilnahme und Abstimmung auf der Versammlung berechtigt sind, haben das Recht, einen Vertreter zu bestimmen, der an ihrer Stelle abstimmen darf. Um gültig zu sein, muss die Stimmrechtsvoll-macht vollständig ausgefüllt und handschriftlich durch den Auftragserteilenden oder dessen Anwalt oder, falls der Auftragserteilende eine Gesellschaft ist, mit dem Firmensiegel oder handschriftlich durch einen Bevollmächtigten unterzeichnet werden und an die Transferstelle, die RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxemburg, geschickt werden, so dass sie bis 11:00 Uhr MESZ in Luxemburg am 6. Juni 2014 dort eingetroffen ist.

Vollmachtsformulare erhalten registrierte Anteilinhaber bei der Transferstelle RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxemburg. Eine zum Stellvertreter ernannte Person muss kein Anteilinhaber der Gesellschaft sein. Durch die Ernennung eines Stellvertreters ist ein Anteilinhaber nicht von der Teilnahme an der Versammlung ausgeschlossen.

Sollten Sie weitere Rückfragen haben, konsultieren Sie bitte Ihren Finanzberater, die Verwaltungsgesellschaft oder eine der im Verkaufsprospekt vom 18. Februar 2014 ausgewiesenen Informationsstellen.

Sollten Sie Ihren Wohnsitz in der Bundesrepublik Deutschland haben, wenden Sie sich bitte an die Allianz Global Investors Europe mbH, Bockenheimer Landstraße 42-44, 60325 Frankfurt am Main, E-Mail: info@allianzgi.com als Informationsstelle für Anleger in der Bundesrepublik Deutschland.

Exemplare des zum 18. Februar 2014 aktualisierten Verkaufsprospekts sind am Sitz der Gesellschaft, bei der Verwaltungsgesellschaft, den Vertriebsgesellschaften und den Informationsstellen der Gesellschaft in jedem Rechtsgebiet, in dem die Gesellschaft zum öffentlichen Vertrieb zugelassen ist, während der üblichen Geschäftszeiten einsehbar bzw. auf Anfrage kostenlos erhältlich.

Senningerberg, Mai 2014. *Der Verwaltungsrat.*

Référence de publication: 2014070254/755/50.

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