SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1561 **17 juin 2014**

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SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Services, Assistance et Formation en Informatique s.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-8210 Mamer, 90, route d'Arlon.

R.C.S. Luxembourg B 141.941.

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

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

Pour SERVICES, ASSISTANCE ET FORMATION EN INFORMATIQUE s.à r.l.

Référence de publication: 2014053347/10.

(140060795) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Services, Assistance et Formation en Informatique s.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-8210 Mamer, 90, route d'Arlon.

R.C.S. Luxembourg B 141.941.

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.

Pour SERVICES, ASSISTANCE ET FORMATION EN INFORMATIQUE s.à r.l.

Référence de publication: 2014053348/10.

(140060796) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Schroedinger Inv. S.A., Société Anonyme.

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

R.C.S. Luxembourg B 63.539.

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

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

Référence de publication: 2014053345/9.

(140061141) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Solidar Sicav, Société d'Investissement à Capital Variable.

Siège social: L-8217 Mamer, 41, Op Bierg.

R.C.S. Luxembourg B 152.084.

EXTRAIT

Il résulte des résolutions prises lors de l'Assemblée Générale Ordinaire de la Société tenue en date du 8 mai 2013 que:

1. Le Conseil d'Administration de la Société est composé des personnes suivantes:

Administrateurs

- Barbro Liljeholm, avec adresse professionnelle au 5, Brunnsgatan - SE 111 38 Stockholm, Suède;
- Peter Helle, avec adresse professionnelle au 65, Regeringsgatan, - SE-103 93 Stockholm, Suède;
- Jean Philippe Claessens, avec adresse professionnelle au 41, Op Bierg - L-8217 Mamer, Grand Duché de Luxembourg;
- Gianluigi Sagramoso, avec adresse professionnelle au 19, Via Cantonale - 6900 Lugano, Suisse;
- Anne-Claire Allain, avec adresse professionnelle au 41, Op Bierg - L-8217 Mamer, Grand Duché de Luxembourg.

2. PricewaterhouseCoopers S.à r.l., avec siège social au 400, Route d'Esch - L-1471 Luxembourg, Grand Duché de Luxembourg, a été nommé en tant que Réviseur de la Société.

Les mandats des Administrateurs et du Réviseur d'Entreprises viendront à échéance lors de la prochaine Assemblée Générale Ordinaire Annuelle de la SICAV appelée à statuer sur l'exercice clôturé au 31 décembre 2013.

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

Mamer, le 10 avril 2014.

Pour extrait conforme

Un mandataire

Référence de publication: 2014053364/25.

(140061176) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

SHCO 51 S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 179.408.

Extrait des résolutions prises par l'associé unique en date du 10 avril 2014

En date du 10 avril 2014, l'associé unique de la Société a décidé comme suit:

- d'accepter la démission de Intertrust Luxembourg (Management) S.à r.l., en tant qu'administrateur de la Société;

- de nommer M. Kay Rieck, né le 24 février 1964 à Döbeln, Allemagne, demeurant professionnellement au Gerokstraße 33, D-70184 Stuttgart, Allemagne, en tant qu'administrateur de la Société;

- de nommer M. Lars Degenhardt, né le 25 avril 1969 à Göttingen, Allemagne, demeurant professionnellement au Gerokstraße 33, D-70184 Stuttgart, Allemagne, en tant qu'administrateur de la Société;

Les mandats des nouveaux administrateurs débuteront avec effet immédiat et pour une durée de six ans qui se terminera lors de l'assemblée générale approuvant les comptes annuels 2019 qui se tiendra en 2020.

Dans cette même résolution, l'associé unique de la Société a décidé de transférer le siège social de 13-15, Avenue de la Liberté, L-1931 Luxembourg au 26, Boulevard Royal, L-2449 Luxembourg.

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

Luxembourg, le 14 avril 2014.

An KELLES

Mandataire

Référence de publication: 2014053352/22.

(140060959) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

SF (Lux) Sicav 3, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 104.252.

Extrait de la résolution circulaire du conseil d'administration du 5 avril 2014

- Est élu au Conseil d'Administration avec effet au 24 février 2014:

* Mme. Roxana Zürcher, Membre du Conseil d'Administration, Europastrasse 1 CH-8152 Opfikon Suisse, jusqu'à l'assemblée générale annuelle de 2014

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

Luxembourg, le 11 avril 2014.

Pour SF (Lux) Sicav 3

UBS Fund Services (Luxembourg) S.A.

Guillaume André / Mathias Welter

Director / Associate Director

Référence de publication: 2014053351/17.

(140060612) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Saral Invest S.A., Société Anonyme.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 90.968.

Extrait des résolutions circulaires du conseil d'administration prises en date du 24 février 2014

Les membres du Conseil d'administration décident de transférer le siège social de la Société de L-1330 Luxembourg, 34A, Boulevard Grande-Duchesse Charlotte, à 127, rue de Mühlenbach, L-2168 Luxembourg avec effet au 1 er mars 2014.

Ils prennent note qu'à partir du 1 er mars 2014, la nouvelle adresse professionnelle de Monsieur François Georges, administrateur de la Société sera la suivante: 127, rue de Mühlenbach, L-2168 Luxembourg.

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

Luxembourg, le 1 er mars 2014.

SARAL INVEST S.A.

Référence de publication: 2014053340/15.

(140060502) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Tagus Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 15.000,00.

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

R.C.S. Luxembourg B 167.224.

Extrait des résolutions prises par l'associé de la Société en date du 27 Mars 2014

Par les résolutions écrites du 27 mars 2014, l'associé de la Société a décidé:

- D'accepter la démission de Monsieur Graham Peter Wilson Marr en tant que gérant de Catégorie B, prenant effet au 27 mars 2014.

- D'accepter la démission de Monsieur Julian Jose Gonzalez Ulecia Lopez De Juan Abad en tant que gérant de Catégorie A, prenant effet au 27 mars 2014.

- De nommer en tant que gérant de Catégorie B, pour une durée déterminée jusqu'à l'assemblée générale qui se tiendra en l'année 2015, Monsieur Daniel Alexandre Miguel Amarai, né le 24 juin 1971 à Lisbonne, en Portugal, ayant comme adresse professionnelle, Av. da Liberdade, 249, 8° 1250-143 Lisbonne, Portugal.

- De nommer en tant que gérant de Catégorie A, pour une durée déterminée jusqu'à l'assemblée générale qui se tiendra en l'année 2015, Monsieur Miguel Reccanello Carneiro Pacheco, né le 20 mai 1969 à Lisbonne, en Portugal, ayant comme adresse professionnelle, 24, Avenida 24 de Julho, P-1200-480 Lisbonne, Portugal.

Le conseil de gérance est donc composé comme suit:

- Mr Luis Eduardo Brito Freixial DE GOES, Gérant de catégorie A,
- Mr Pedro Jácome DA COSTA MARQUES HENRIQUES, Gérant de catégorie A,
- Mr Miguel Reccanello Carneiro PACHECO, Gérante de catégorie A,
- Mr Daniel Alexandre Miguel AMARAL, Gérant de catégorie B,
- Mr Michael Gregory ALLEN, Gérant de catégorie B.

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

Luxembourg, le 8 avril 2014.

Signature.

Référence de publication: 2014053379/28.

(140061161) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Venture & Capital Holding Inc., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2130 Luxembourg, 9, boulevard Dr Charles Marx.

R.C.S. Luxembourg B 73.412.

Extrait du Rapport de la Réunion du Conseil d'Administration tenue à 11.00 heures le 09 AVRIL 2014

Extrait des résolutions prises:

Après discussion pleine et entière,

1. Le Conseil d'Administration constate que le siège social de la société a été transféré du 34, rue Michel Rodange, L-2430 Luxembourg au 9, Boulevard Dr Charles Marx, L-2130 Luxembourg, en date du 1 er avril 2014.

Référence de publication: 2014053431/12.

(140060462) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

AV Investments S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

Siège social: L-1420 Luxembourg, 7, avenue Gaston Diderich.

R.C.S. Luxembourg B 184.277.

Le siège de la société a été transféré du 5, avenue Gaston Diderich, L-1420 Luxembourg au 7, avenue Gaston Diderich, L-1420, Luxembourg avec effet au 3 avril 2014.

Luxembourg, le 15.04.2014.

Pour extrait sincère et conforme

Pour AV Investments S.à r.l.

United International Management S.A.

Référence de publication: 2014053539/14.

(140061732) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Ventos S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 49.346.

Le Conseil d'administration du 02 avril 2014 a décidé de:

1. Prendre acte de la démission de M. Rafael Jiménez López de ses fonctions d'Administrateur et d'Administrateur délégué avec effet le 02 avril 2014.

2. Coopter M. Jean-Philippe Mersy, expert-comptable, demeurant professionnellement au 45, rue des Scillas L-2529 Howald, en remplacement de M. Rafael Jiménez López aux fonctions d'Administrateur à compter du 02 avril 2014 jusqu'à l'issue de l'Assemblée générale ordinaire de 2016.

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

Luxembourg, le 10 avril 2014.

VENTOS S.A.
Société Anonyme
Un mandataire

Référence de publication: 2014053430/18.

(140060830) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

VASEQ Manager S.A., Société Anonyme.

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

R.C.S. Luxembourg B 99.120.

CLÔTURE DE LIQUIDATION

Extrait des résolutions prises par les actionnaires en date du 31 décembre 2013

Il résulte des résolutions prises par les actionnaires de la Société en date du 31 décembre 2013 que:

- la clôture de la liquidation est prononcée et que la Société a définitivement cessé en date du 31 décembre 2013;

- que les livres et documents sociaux seront déposés et conservés pendant une durée de cinq ans à l'adresse suivante: SGG S.A., 412F, route d'Esch, L-1471 Luxembourg.

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

Luxembourg, le 14 avril 2014.

VASEQ MANAGER S.A., en liquidation
Un mandataire

Référence de publication: 2014053428/17.

(140061100) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

WP International V S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 149.030.

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: 2014053452/9.

(140061006) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

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

Siège social: L-1541 Luxembourg, 65, boulevard de la Fraternité.

R.C.S. Luxembourg B 64.125.

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.

Pour WALDY LUXEMBOURG S.à.r.l.

Référence de publication: 2014053444/10.

(140060789) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Worms, Société Anonyme.

Siège social: L-1331 Luxembourg, 25A, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 112.633.

Extrait du procès-verbal de la réunion du conseil d'administration de Worms tenu à Luxembourg le 07 avril 2014

En date du 07 avril 2014, les administrateurs de la société ont décidé comme suit:

- De transférer le siège social de la société à compter du 1 er avril 2014 au 25a, boulevard Grande Duchesse Charlotte, L-1331 Luxembourg.

Luxembourg Corporation Company SA
Signatures

Référence de publication: 2014053441/13.

(140061071) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Worms & Cie S.C.A., Société en Commandite par Actions.

Siège social: L-1331 Luxembourg, 25A, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 150.878.

Extrait du procès-verbal de la réunion du conseil d'administration de Worms & Cie SCA tenu à Luxembourg le 07 avril 2014

En date du 07 avril 2014, les administrateurs de la société ont décidé comme suit:

- De transférer le siège social de la société à compter du 1 er avril 2014 au 25a, boulevard Grande Duchesse Charlotte, L-1331 Luxembourg.

Luxembourg Corporation Company SA
Signatures

Référence de publication: 2014053442/13.

(140061054) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

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

Siège social: L-1541 Luxembourg, 65, boulevard de la Fraternité.

R.C.S. Luxembourg B 64.125.

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

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

Pour WALDY LUXEMBOURG S.à.r.l.

Référence de publication: 2014053443/10.

(140060788) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Zebedee S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 147.447.

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: 2014053459/9.

(140061267) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Synapsia SA, Société Anonyme.

Siège social: L-1470 Luxembourg, 52, route d'Esch.

R.C.S. Luxembourg B 159.857.

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: 2014053329/9.

(140061237) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

C.I.G.D. SA, Consortium International de Gestion et de Développement SA, Société Anonyme.

Siège social: L-2430 Luxembourg, 18-20, rue Michel Rodange.

R.C.S. Luxembourg B 78.257.

EXTRAIT

Il résulte d'un procès-verbal d'une assemblée générale ordinaire tenue en date du 16 avril 2013 que:

L'assemblée décide de reconduire les mandats des administrateurs suivants:

- Monsieur Roger GREDEN, né le 28 octobre 1953 à Arlon (Belgique), demeurant 4A, rue de l'Ouest L - 2273 Luxembourg,
- Madame Nelly NOEL, née le 28 octobre 1946 à Esch-sur-Alzette, demeurant 121, rue du Rollingergrund L - 2440 Luxembourg,
- Monsieur Pierre-Paul BOEGEN, né le 20 octobre 1948 à Arlon (Belgique), demeurant 65, rue de Freylange B - 6700 Arlon.

Leurs mandats prendront fin à l'issue de l'assemblée générale qui se tiendra en l'an 2017.

L'assemblée décide de reconduire le mandat du commissaire aux comptes détenu par la société:

- CODEJA SARL, inscrite au Registre de Commerce et des Sociétés Luxembourg sous le numéro B 71.771, avec siège social à L - 2430 Luxembourg, 18 - 20, rue Michel Rodange.

Son mandat prendra fin à l'issue de l'assemblée générale qui se tiendra en l'an 2017.

Pour extrait sincère et conforme

Référence de publication: 2014053639/22.

(140062163) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

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

Capital social: EUR 12.400,00.

Siège social: L-1114 Luxembourg, 10, rue Nicolas Adames.

R.C.S. Luxembourg B 174.276.

CLÔTURE DE LIQUIDATION

Extrait

Il résulte du procès-verbal de l'Assemblée Générale Extraordinaire des actionnaires de la société CLOUDBAG S.à.r.l. (en liquidation) tenue à Luxembourg en date du 27 mars 2014 que les actionnaires, à l'unanimité des voix, ont pris les résolutions suivantes:

1) La liquidation de la société a été clôturée.

2) Les livres et documents sociaux sont déposés et conservés pendant cinq ans à l'ancien siège de la société, et les sommes et valeurs éventuelles revenant aux créanciers et aux actionnaires qui ne se seraient pas présentés à la clôture de la liquidation sont déposés au même siège social au profit de qui il appartiendra.

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

Référence de publication: 2014053631/18.

(140061560) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

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

Siège social: L-2330 Luxembourg, 124, boulevard de la Pétrusse.

R.C.S. Luxembourg B 184.207.

Il résulte des résolutions prises par le conseil d'administration de la Société en date du 24 mars 2014 que:

Le siège social de la Société a été transféré du 5, rue Goethe, L-1637 Luxembourg au 124, Boulevard de la Pétrusse, L-2330 Luxembourg avec effet au 24 mars 2014;

Monsieur Johannes Andries van den Berg est désormais domicilié professionnellement au 124, Boulevard de la Pétrusse, L-2330 Luxembourg avec effet au 24 mars 2014;

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

Fait à Luxembourg, le 14 avril 2014.

Référence de publication: 2014053635/14.

(140061356) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Danone Ré, Société Anonyme.

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 30.185.

Extrait du procès-verbal de l'Assemblée Générale qui s'est tenue le mercredi 26 mars 2014 à 11.00 heures au 74, rue de Merl, L-2146 Luxembourg

- L'Assemblée décide de nommer comme Administrateurs les personnes suivantes:

* Monsieur Christophe Bombled, Président du Conseil d'Administration, demeurant professionnellement WTC Schiphol Airport, Tower E, Schiphol Boulevard 105, Schiphol Amsterdam 1118 BG, Pays-Bas

* Monsieur Laurent Sauquet, Administrateur, demeurant professionnellement rue Jules Cockx, 6, B-1160 Bruxelles

* Monsieur Claude Weber, Administrateur-délégué, demeurant professionnellement au 74, rue de Merl, L-2146 Luxembourg

Leur mandat prendra fin l'issue de l'Assemblée Générale Ordinaire de 2015 qui aura à statuer sur les comptes de l'exercice social de 2014.

- L'Assemblée nomme PricewaterhouseCoopers comme Réviseur d'entreprises indépendant. Ce mandat viendra à expiration à l'issue de l'Assemblée Générale à tenir en 2015 et qui aura à statuer sur les comptes de l'exercice de 2014.

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

Pour extrait sincère et conforme
Signature
Un mandataire

Référence de publication: 2014053687/23.

(140062032) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

CVC Investments Vista S.C.A., Société en Commandite par Actions.

Siège social: L-2163 Luxembourg, 20, avenue Monterey.

R.C.S. Luxembourg B 140.890.

Les statuts coordonnés au 08/04/2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Redange-sur-Attert, le 14/04/2014.

Me Cosita Delvaux
Notaire

Référence de publication: 2014053675/12.

(140061083) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Degroof Bonds, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 22.421.

Extrait des résolutions de l'Assemblée Générale Ordinaire tenue à Luxembourg le 9 avril 2014

L'Assemblée Générale Ordinaire a décidé:

1. de réélire Messieurs Eric NOLS, Vincent PLANCHE, Rudy GLORIEUX, Eric LOBET et Vincenzo SCARFO, en qualité d'administrateurs pour le terme d'un an, prenant fin à la prochaine Assemblée Générale Ordinaire en 2015,

2. de réélire KPMG Luxembourg S.à.r.l., en qualité de Réviseur d'Entreprises pour le terme d'un an, prenant fin à la prochaine Assemblée Générale Ordinaire en 2015.

Luxembourg, le 14 avril 2014.

Pour Degroof Bonds
BANQUE DEGROOF LUXEMBOURG S.A.
Agent Domiciliataire
Corinne ALEXANDRE / Valérie GLANE
Assistante / Fondé de pouvoir

Référence de publication: 2014053677/19.

(140061344) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Denardi International S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 29, avenue Monterey.

R.C.S. Luxembourg B 126.351.

Extrait des résolutions prises par le conseil de gérance tenu le 11 Avril 2014

Le siège social de la société est transféré ce jour à l'adresse suivante:

29, avenue Monterey L-2163 Luxembourg

L'Assemblée générale agrée la démission en tant que gérant de:

- Monsieur Frans J. KLUIJFHOUT, administrateur de société, demeurant à Ziedewijksedijk 30, NL-2991 VR Barendrecht

- Monsieur Huig DONKER, administrateur de société, demeurant à Straatsbursestraat 29, NL-3332 SN Zwiijndrecht

Est nommé gérant:

- Monsieur Stefan Alexander Swärtz, commercial, né 1 er Février 1975 à Breda(Nl)

demeurant à Dr,J,Presserstraat 127 2552 LS Den Haag à partir du 11 Avril 2014

L'Assemblée générale agrée la cession des parts sociales de:

Monsieur Frans J. KLUIJFHOUT, administrateur de société, demeurant à Ziedewijksedijk 30, NL-2991 VR Barendrecht qui transfère ce jour 250 parts sociales en faveur de: Monsieur Stefan Alexander Swärtz, commercial, né 1 er Février 1975 à Breda(N1) demeurant à Dr,J,Presserstraat 127 2552 LS Den Haag à partir du 11 Avril 2014

- Monsieur Huig DONKER, administrateur de société, demeurant à Straatsbursestraat 29, NL-3332 SN Zwiijndrecht qui transfère ce jour 250 parts sociales en faveur de Monsieur Stefan Alexander Swärtz, commercial, né 1 er Février 1975 à Breda(N1) demeurant à Dr,J,Presserstraat 127 2552 LS Den Haag à partir du 11 Avril 2014

Pour extrait conforme

Référence de publication: 2014053679/25.

(140061540) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Ditco International S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 29, avenue Monterey.

R.C.S. Luxembourg B 121.746.

Extrait des résolutions prises par le conseil de gérance tenu le 14 Avril 2014

Le conseil a décidé de démissionner comme gérant avec effet immédiat

Monsieur van de Pas Adrian né 07 juin 1939 a Amsterdam directeur, et résident raadhuisstraat 32 NL-1121 XD Landsweer Pays Bas

Le conseil a décidé de nommer comme gérant avec effet immédiat

Monsieur Ayhan YÖNLÜ , commerçant, né le 29 août 1973 à Berlin résident à Bruxelles -1210 Rue Georges Mattheus, 6

e conseil a décidé d'accepter la cession des parts sociales de,

Monsieur Eduard R. Pantekoek, administrateur, né le 24 août 1950 à Rotterdam (Pays-Bas), demeurant à Van Leeuwenhoekstraat 21, 2984 EE Ridderkerk, détenant 500 parts sociales en faveur de

Monsieur Ayhan YÖNLÜ , commerçant, né le 29 août 1973 à Berlin résident à Bruxelles -1210 Rue Georges Mattheus, 6

Pour extrait conforme

Référence de publication: 2014053681/20.

(140061586) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

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

Siège social: L-8041 Strassen, 80, rue des Romains.

R.C.S. Luxembourg B 156.592.

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: 2014053689/9.

(140061990) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Charga S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 14, avenue Gaston Diderich.

R.C.S. Luxembourg B 85.496.

Extrait de résolution de l'Assemblée Générale Extraordinaire tenant lieu d'Assemblée Générale Ordinaire Annuelle du 25 mars 2014

Les actionnaires de la société CHARGA S.A. réunis en Assemblée Générale ordinaire annuelle du 25 mars 2014, ont décidé à l'unanimité, de prendre les résolutions suivantes:

L'assemblée générale constatant que les mandats de:

- Monsieur Christoff DELLI ZOTTI, architecte, demeurant à L-1470 Luxembourg, 14, Avenue Gaston Diderich,

- Monsieur Jean-Paul FRANK, expert-comptable, demeurant professionnellement à L-2530 Luxembourg, 4, rue Henri Schnadt,

- Monsieur Steve KIEFFER, expert-comptable, demeurant professionnellement à L-2530 Luxembourg, 4, rue Henri Schnadt.

sont arrivés à leur terme en 2014, décide de les renouveler dans leurs fonctions pour une nouvelle période de six années, soit jusqu'à l'assemblée générale ordinaire qui se tiendra en 2020.

D'autre part, l'assemblée générale constatant que le mandat de l'administrateur délégué de:

- Monsieur Christoff DELLI ZOTTI, architecte, demeurant à L-1470 Luxembourg, 14, Avenue Gaston Diderich,

est arrivé à son terme en 2014, décide de le renouveler dans sa fonction pour une nouvelle période de six années, soit jusqu'à l'assemblée générale ordinaire qui se tiendra en 2020.

Est nommé président du conseil d'administration:

- Monsieur Christoff DELLI ZOTTI, architecte, demeurant à L-1470 Luxembourg, 14, Avenue Gaston Diderich

L'assemblée générale constatant que le mandat du commissaire aux comptes de:

- La société LUX-AUDIT S.A., avec siège social à L-1510 Luxembourg, 57, avenue de la Faïencerie

est arrivé à échéance, décide de le renouveler dans sa fonction pour une nouvelle période de six années, soit jusqu'à l'assemblée générale ordinaire qui se tiendra en 2020.

Pour extrait conforme

Luxembourg, le 25 mars 2014.

Référence de publication: 2014053654/30.

(140061783) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Creta Foods S.A., Société Anonyme.

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

R.C.S. Luxembourg B 154.653.

EXTRAIT

Un des administrateurs de la société, à savoir Monsieur Manuel HACK, a démissionné de ses fonctions d'administrateur de la société, avec effet au 4 avril 2014.

Luxembourg, le 14 avril 2014.

Pour CRETA FOODS S.A.

Société anonyme

Référence de publication: 2014053674/13.

(140061407) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Healthcare Holding S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 185.560.

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

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

Junglinster, le 15 avril 2014.

Pour copie conforme

Référence de publication: 2014053816/11.

(140061814) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

SERVICE CENTRAL DE LÉGISLATION
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Chasey S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 113.809.

L'adresse du siège social des associés suivants a changé:

- Ahab Opportunities, L.P. se situe désormais au 260 Fifth Avenue, Suite 3S, New York, NY 10001, États-Unis d'Amérique;

- Ahab Opportunities, Ltd. se situe désormais au 260 Fifth Avenue, Suite 3S, New York, NY 10001, États-Unis d'Amérique.

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

Manacor (Luxembourg) S.A.
Gérant

Référence de publication: 2014053655/16.

(140061458) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Global Performance 17 S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 115, avenue Gaston Diderich.

R.C.S. Luxembourg B 180.980.

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

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

Junglinster, le 15 avril 2014.

Pour copie conforme

Référence de publication: 2014053791/11.

(140061911) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Eternity Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 136.686.

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

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

Luxembourg, le 15 avril 2014.

Pour: ETERNITY INVESTMENTS S.A.
Société anonyme
Experta Luxembourg
Société anonyme
Aurélie Katola / Christine Racot

Référence de publication: 2014053731/15.

(140062254) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

F.D. Investisseurs Associés S.à r.l., Fandel, Dorland: Investisseurs Associés S.à r.l., Société à responsabilité limitée.

Siège social: L-3372 Leudelange, 21, rue Léon Laval.

R.C.S. Luxembourg B 181.822.

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

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

Luxembourg, le 15 avril 2014.

Maître Léonie GRETHEN
Notaire

Référence de publication: 2014053744/12.

(140062014) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Alias Investment, Société d'Investissement à Capital Variable.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 96.732.

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

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

Was held

an extraordinary general meeting of shareholders of Alias Investment, a société d'investissement à capital variable, having its registered office at 5, Allée Scheffer, L-2520 Luxembourg, Grand-Duchy of Luxembourg (the «Company»), incorporated pursuant to a deed of Maître Joseph Elvinger, notary residing in Luxembourg, on 7 November 2003, published in the Mémorial C, Recueil des Sociétés et Associations (the «Mémorial») number 1244 of 25 November 2003 and registered with the Luxembourg Trade and Companies Register under number B-96.732. The Articles of Incorporation were amended for the last time by deed of Maître Joseph Elvinger, prenamed, on 8 August 2005, published in the Mémorial number 1010 of 8 October 2005.

The meeting was declared open at 2 p.m. and was presided over by Mrs Laetitia Boeuf, private employee, residing in Luxembourg.

The Chairman appointed Mrs Marie Bernot, private employee, residing in Luxembourg, as secretary of the meeting.

The meeting elected as scrutineer Mrs Sophie Dubru, private employee, residing in Luxembourg.

The Chairman declared and requested the notary to state that:

A. The agenda of the extraordinary general meeting is the following:

Agenda

I. include the provisions set forth in the Luxembourg law of 17 December 2010 on undertakings for collective investment implementing Directive 2009/65/EC (also known as UCITS IV Directive) in to Luxembourg law (the "Law") and especially update the provisions regarding the set-up of master-feeder sub-funds within the Company, to allow the convening of the annual general meeting of shareholders at another date, time and place as set forth in the Articles, to also provide for the possibility to fix a record date by reference to which attendance rights, quorum and majority requirements for shareholders' meetings will be measured, to allow cross sub-funds investments and update the provisions relating to mergers of sub-funds or of the Company;

II. amend the corporate object of the Company in order to refer to the Law so as to read as follows:

"The exclusive object of the Company is the collective investment of its assets in transferable securities, money market instruments and other permissible assets such as referred to in the law of 17 December 2010 on undertakings for collective investment, as may be amended (the "Law") with the purpose of offering various investment opportunities, spreading investment risk and offering its Shareholders the benefit of the management of the Company's asset.

The Company may take any measures and carry on any operations deemed useful for the accomplishment and development of its object in the broadest sense in the frame of Part I of the Law.

III. Include any OECD member state, Singapore or any member state of the G20 to the list of countries acceptable to the Commission de Surveillance du Secteur Financier which issue or guarantee transferable securities and money market instruments in which the Company may invest up to 100% of its total net assets of each sub-fund:

IV. Amend the calculation of the net asset value of the sub-funds;

V. Amend the list of situations where the net asset value of shares may be suspended; and

VI. Make some minor updates to the Articles.

B. All the shares being registered shares, the meeting has been convened by notices containing the agenda sent to all shareholders by registered mail on 16 January 2014.

C. The shareholders present and represented and the number of shares held by each of them are shown on the attendance list intialled "ne varietur" by the shareholders present, by the proxies of the shareholders represented and by the members of the bureau. The said list and proxies will be annexed to this deed, to be registered therewith.

D. As appears from the said attendance list out of 819,312.536 shares in issue, 11,389.789 shares are present or duly represented at this Extraordinary General Meeting. The Chairman informs the meeting that a first extraordinary general meeting has been convened with the same agenda as the agenda of the present meeting indicated above, for the day 16 December 2013 and that the quorum requirements for voting the items of the agenda had not been attained. In accordance with Article 67-1 of the law of 10 August 1915 on commercial companies, the present meeting may thus deliberate validly no matter how many shares are represented.

The shareholders have adopted, by more than two third majority vote as regards the items on the agenda of the meeting, the following resolutions:

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First resolution

The meeting decide to include in the Articles of Incorporation the provisions set forth in the Luxembourg law of 17 December 2010 on undertakings for collective investment implementing Directive 2009/65/EC (also known as UCITS IV Directive) in to Luxembourg law (the "Law") and especially update the provisions regarding the set-up of master-feeder sub-funds within the Company, to allow the convening of the annual general meeting of shareholders at another date, time and place as set forth in the Articles, to also provide for the possibility to fix a record date by reference to which attendance rights, quorum and majority requirements for shareholders' meetings will be measured, to allow cross sub-funds investments and update the provisions relating to mergers of sub-funds or of the Company;

Second resolution

The meeting decided to amend the corporate object of the Company in order to refer to the Law so as to read as follows:

"The exclusive object of the Company is the collective investment of its assets in transferable securities, money market instruments and other permissible assets such as referred to in the law of 17 December 2010 on undertakings for collective investment, as may be amended (the "Law") with the purpose of offering various investment opportunities, spreading investment risk and offering its Shareholders the benefit of the management of the Company's asset.

The Company may take any measures and carry on any operations deemed useful for the accomplishment and development of its object in the broadest sense in the frame of Part I of the Law.

Third resolution

The meeting decides to include in the Articles of Incorporation any OECD member state, Singapore or any member state of the G20 to the list of countries acceptable to the Commission de Surveillance du Secteur Financier which issue or guarantee transferable securities and money market instruments in which the Company may invest up to 100% of its total net assets of each sub-fund:

Fourth resolution

The meeting decides to amend the calculation of the net asset value of the subfunds.

Fifth resolution

The meeting decides to amend the list of situations where the net asset value of shares may be suspended.

Sixth resolution

The meeting decides to make some minor updates of the Articles of Incorporation.

Further to the resolutions, the only version of the Articles of Incorporation will be the English version and they will now read as follows:

1. Denomination, Duration, Corporate object, Registered office

Art. 1. Denomination. There exists among the subscribers and all those who become owners of shares hereafter issued, a corporation in the form of a société anonyme, qualifying as a société d'investissement à capital variable with multiple sub-funds under the name of "ALIAS INVESTMENT" (the "Company").

Art. 2. Duration. The Company is established for an unlimited period of time. The Company may be dissolved by a resolution of the shareholders (the "Shareholders") adopted in the manner required for amendment of these articles of incorporation (the "Articles of Incorporation").

Art. 3. Corporate object. The exclusive object of the Company is the collective investment of its assets in transferable securities, money market instruments and other permissible assets such as referred to in the law of 17 December 2010 on undertakings for collective investment, as may be amended (the "Law"), with the purpose of offering various investment opportunities, spreading investment risk and offering its Shareholders the benefit of the management of the Company's assets.

The Company may take any measures and carry on any operations deemed useful for the accomplishment and development of its object in the broadest sense in the frame of Part I of the Law.

Art. 4. Registered office. The registered office of the Company is established in Luxembourg City, in the Grand Duchy of Luxembourg. If permitted by and under the conditions set forth in Luxembourg laws and regulations, the board of directors (hereafter collegially referred to as the "Board of Directors" or the "Directors" or individually referred to as a "Director") may decide to transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg. Wholly owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

In the event that the Board of Directors determines that extraordinary political, economical, social or military developments have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be tempo-

rarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg corporation.

2. Share capital, Variations of the share capital, Characteristics of the shares

Art. 5. Share capital. The share capital of the Company shall be at any time equal to the total net assets of the Company, as defined in Article 12. The minimum capital of the Company shall not be less than the amount prescribed by the Law.

For consolidation purposes, the reference currency of the Company is the Euro.

Art. 6. Variations in share capital. The Share capital may be increased or decreased as a result of the issue by the Company of new fully paid-up shares (each a "Share") or the repurchase by the Company of existing Shares from its Shareholders.

Art. 7. Sub-Funds. The Board of Directors is authorised without limitation to issue fully paid Shares at any time in accordance with Article 13 hereof without reserving to the existing Shareholders a preferential right to subscription of the Shares to be issued.

Shares may, as the Board of Directors shall determine, be of different subfunds corresponding to separate portfolios of assets (each a "Sub-Fund") (which may, as the Board of Directors shall determine, be denominated in different currencies) and the proceeds of the issue of the Shares of each Sub-Fund shall be invested pursuant to Article 3 hereof in transferable securities, money market instruments or other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities and other permitted assets, as the Board of Directors shall from time to time determine.

Each Sub-Fund is deemed to be a compartment within the meaning of the Law (in particular article 181 of the Law).

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in Euro, be converted into Euro.

Art. 8. Classes of Shares. The Board of Directors may, at any time, within each Sub-Fund, issue different classes of Shares (each a "Class") which may differ in, inter alia, their charging structure, the minimum investment requirements, the management fees or type of target investors, or corresponding to a specific distribution policy, such as giving right to regular dividend payments ("Distribution Shares") or giving no right to distributions as earnings will be reinvested ("Capitalisation Shares"). Fractions of Shares may be issued under the conditions as set out in the Company's sales documents.

When the context so requires, references in these Articles of Incorporation to Sub-Fund(s) shall mean references to Class(es) of Shares and vice-versa.

Art. 9. Form of the Shares. The Company may issue Shares of each Sub-Fund and of each Class of Shares in both registered and bearer form.

Registered shares shall be materialized by an inscription in the register of Shareholders and are issued in uncertificated form with a confirmation statement, unless a share certificate is specifically requested at the time of subscription, and in such case, the subscriber will bear the risk and any additional expense arising from the issue of such certificate. Holders of certificated Shares must return their share certificates, duly renounced, to the Company before conversion or redemption instructions may be effected.

If bearer Shares are issued, share certificates shall be issued under supervision of the custodian of the Company (the "Custodian") in such denominations as shall be determined by the Board of Directors.

In the absence of a specific request for share certificates, each Shareholder will receive written confirmation of the number of Shares held in each Sub-Fund and in each Class of Shares. Upon request, a Shareholder may receive without any charge, a registered certificate in respect of the Shares held.

The share certificates delivered by the Company are signed by two Directors (the two signatures may be either handwritten, printed or appended with a signature stamp) of by one Director and another person authorized by the Board of Directors for the purpose of authenticating certificates (in which case, the signature must be hand-written).

In case a holder of bearer Shares requests that rights attaching to such certificates be modified through their conversion into certificates with different denominations, such Shareholder shall bear the cost of such conversion.

In case a holder of registered Shares requests that more than one share certificate be issued for his Shares, the cost of such additional certificates may be charged to him.

A register of Shareholders shall be kept at the registered office of the Company. Such Share register shall set forth the name of each Shareholder, his residence or elected domicile, the number of Shares held by him, the Class of Share, the amounts paid for each such Share, the transfer of Shares and the dates of such transfers. The Share register is conclusive evidence of ownership. The Company treats the registered owner of a Share as the absolute and beneficial owner thereof.

Shares shall only be issued upon acceptance of the subscription and receipt of the purchase price by the Custodian or by a person acting for its account. Subject to all applicable laws and regulations, payment of the purchase price will be

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made in the currency in which the Shares are denominated as well as in certain other currencies as may be determined from time to time by the Board of Directors.

Following acceptance of the subscription and receipt of the relevant purchase price, rights in the subscribed Shares shall be vested in the subscriber and, following his request, he shall forthwith receive final Share certificates in bearer or registered form.

The transfer of bearer Shares shall be carried out by way of the delivery to the relevant holder of the corresponding share certificate(s). The transfer of a registered Share shall be effected by a written declaration of transfer inscribed on the register of Shareholders, such declaration of transfer, in a form acceptable to the Company, to be dated and signed by the transferor and the transferee or by persons holding suitable powers of attorney to act therefore. The Company may also accept as evidence of transfer other instruments of transfer satisfactory to the Company.

Any owner of registered Shares has to indicate to the Company an address to be maintained in the Share register. All notices and announcements of the Company given to owners of registered Shares shall be validly made at such address. Any Shareholder may, at any moment, request in writing amendments to his address as maintained in the Share register. In case no address has been indicated by an owner of registered Shares, the Company is entitled to deem that the necessary address of the Shareholder is at the registered office of the Company. The Shareholder shall be responsible for ensuring that its details, including its address, for the register of Shareholders are kept up to date and shall bear any and all responsibility should any details be incorrect or invalid.

The Shares are issued, and Share certificates if requested are delivered, only upon the acceptance of the subscription and the receipt of the subscription price under the conditions as set out in the Company's sales documents.

The Company will recognise only one holder in respect of each Share in the Company. In the event of joint ownership, the Company may suspend the exercise of any right deriving from the relevant Share or Shares until one person shall have been designated to represent the joint owners vis-à-vis the Company.

If a conversion or a payment made by any subscriber results in the issue of a Share fraction, such fraction shall be entered into the register of Shareholders. It shall not be entitled to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend.

Art. 10. Loss or destruction of share certificates. If any Shareholder can prove to the satisfaction of the Company that his Share certificate has been mislaid, damaged or destroyed, then at his request, a duplicate share certificate may be issued under such conditions and guarantees as the Company may determine, including an indemnity or other verification of title or claim to title countersigned by a bank, stockbroker or other party acceptable to the Company. Upon the issue of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate shall become null and void.

Mutilated or defaced share certificates may be exchanged for new ones by order of the Company.

The mutilated or defaced certificates shall be delivered to the Company and shall be cancelled immediately.

The Company, at its discretion, may charge the Shareholder for the costs of a duplicate or of a new share certificate, as well as all costs and reasonable expenses incurred by the Company in connection with the issuance and registration thereof, or in connection with the annulment of the old Share certificate.

Art. 11. Limitation to the ownership of Shares. The Board of Directors shall have power to impose or relax such restrictions on any Sub-Fund or Class of Shares (other than any restrictions on transfer of Shares) (but not necessarily on all Classes of Shares within the same Sub-Fund) as it may think necessary for the purpose of ensuring that no Shares in the Company or no Share of any Sub-Fund in the Company are acquired or held by or on behalf of (a) any person in breach of the law or requirements of any country or governmental or regulatory authority (if the Directors shall have determined that any of them, the Company, any of the Company's investment managers or advisers or any other person as determined by the Directors would suffer any disadvantage as a result of such breach) or (b) any person in circumstances which in the opinion of the Board of Directors might result in the Company incurring any liability to taxation (to include, inter alia, regulatory or tax liabilities and any other tax liabilities that might derive, inter alia, from the requirements of the Foreign Account Tax Compliance Act, as might be amended completed or supplemented ("FATCA") or any breach thereof) or suffering any other pecuniary disadvantage which the Company might not otherwise have incurred or suffered, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority.

More specifically, the Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, and without limitation, by any "U.S. person", as defined hereafter.

Such persons, firms or corporate bodies (including US persons and/or persons subject to FATCA requirements or in breach thereof) are herein referred to as "Prohibited Persons".

For such purposes, the Company may, at its discretion and without liability:

a) decline to issue any Share and decline to register any transfer of a Share, where it appears to it that such registration or transfer would or might result in such Share being directly or beneficially owned by a Prohibited Person; and/or

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on, the register of Shareholders to furnish it with any representations and warranties or any information, supported by

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affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such Shareholder's Shares rests in a Prohibited Person, or whether such registration will result in beneficial ownership of such shares by a Prohibited Person; and/or

c) where it appears to the Company that any Prohibited Person, either alone or in conjunction with any other person, is a beneficial or registered owner of Shares, or is in breach of its representations and warranties or fails to make such representations and warranties in a timely manner as the Company may require compulsorily purchase from any such Shareholder all Shares held by such Shareholder.

In such cases enumerated under (a) thru (c) above, the Company may compulsorily redeem from any such Shareholder all Shares held by such Shareholder in the following manner:

1) The Company shall serve a notice (hereinafter referred to as the "Redemption Notice") upon the Shareholder subject to compulsory repurchase; the Redemption Notice shall specify the Shares to be repurchased as aforesaid, the Redemption Price (as defined here below) to be paid for such Shares and the place at which this price is payable. Any such notice may be served upon such Shareholder by registered mail, addressed to such Shareholder at his last known address or at his address as indicated in the Share register. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate, if issued, representing Shares specified in the Redemption Notice. Immediately after the close of business on the date specified in the Redemption Notice, such Shareholder shall cease to be the owner of the Shares specified in the redemption notice and the share certificate, if issued, representing such Shares shall be cancelled in the books of the Company,

2) The price at which the Shares specified in any Redemption Notice shall be purchased (hereinafter referred to as the "Redemption Price") shall be an amount based on the Net Asset Value per Share of the Class and the Sub-Fund to which the Shares belong, determined in accordance with Article 12 hereof, as at the date of the Redemption Notice,

3) Subject to all applicable laws and regulations, payment of the Redemption Price will be made to the owner of such Shares in the currency in which the Shares are denominated or in certain other currencies as may be determined from time to time by the Board of Directors, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to such owner upon surrender of the share certificate, if issued, representing the Shares specified in such Redemption Notice. Upon deposit of such Redemption Price as aforesaid, no person interested in the Shares specified in such Redemption Notice shall have any further interest in such Shares or any claim against the Company or its assets in respect thereof, except the right of the Shareholder appearing as the owner thereof to receive the Redemption Price so deposited (without interest) from such bank upon effective surrender of the share certificate, if issued, as aforesaid,

4) The exercise by the Company of the powers conferred by this Article 11 shall not be questioned or invalidated in any case on the ground that there was insufficient evidence of ownership of Shares by any person at the date of any Redemption Notice, provided that in such case the said powers were exercised by the Company in good faith.

The Company may also, at its discretion and without liability, decline to accept the vote of any Prohibited Person at any meeting of Shareholders of the Company.

Whenever used in these Articles of Incorporation, the term "U.S. person" shall include a national or resident of the United States of America or any of its states, territories, possessions or areas subject to its jurisdiction (the "United States") and any partnership, corporation or other entity organised or created under the laws of the United States or any political subdivision thereof. The Directors may clarify the term U.S. person in the Company's sales documents.

In addition to the foregoing, the Board of Directors may restrict the issue and transfer of Shares of a Class of Shares or of a Sub-Fund to institutional investors within the meaning of the Law ("Institutional Investor(s)"). The Board of Directors may, at its discretion, delay the acceptance of any subscription application for Shares of a Class of Shares or of a Sub-Fund reserved for Institutional Investors until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of Shares of a Class of Shares or of a Sub-Fund reserved to Institutional Investors is not an Institutional Investor, the Board of Directors will convert the relevant Shares into Shares of a Class of Shares or of a Sub-Fund which is not restricted to Institutional Investors (provided that there exists such a Class of Shares or of a Sub-Fund with similar characteristics) or compulsorily redeem the relevant Shares in accordance with the provisions set forth above in this Article. The Board of Directors will refuse to give effect to any transfer of Shares and consequently refuse for any transfer of Shares to be entered into the register of Shareholders in circumstances where such transfer would result in a situation where Shares of a Class of Shares or of a Sub-Fund to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor. In addition to any liability under applicable law, each Shareholder who (i) does not qualify as an Institutional Investor, and who holds Shares in a Class of Shares or of a Sub-Fund restricted to Institutional Investors, or (ii) is a Prohibited Person, shall hold harmless and indemnify the Company, the Board of Directors, the other Shareholders of the relevant Class of Shares or of a Sub-Fund and the Company's agents for any damages, losses and expenses resulting from or connected to such holding circumstances where the relevant Shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an eligible investor or has failed to notify the Company of its loss of such status.

3. Net asset value, Issue and repurchase of shares, Suspension of the calculation of the net asset value

Art. 12. Net Asset Value. The Net Asset Value per Share of each Class of Shares in each Sub-Fund of the Company shall be determined periodically by the Company, but in any case not less than twice a month or, subject to regulatory approval, no less than once a month, as the Board of Directors may determine (every such day for determination of the Net Asset Value being referred to herein as the "Valuation Day") on the basis of prices whose references are specified in the Company's sales documents.

The Net Asset Value per Share is expressed in the reference currency of each Sub-Fund and, for each Class of Shares for all Sub-Funds, is determined by dividing the value of the total assets of each Sub-Fund properly allocable to such Class of Shares less the total liabilities of such Sub-Fund properly allocable to such Class of Shares by the total number of Shares of such Class outstanding on any Valuation Day.

If since the close of business, there has been a material change in the quotations on the markets on which a substantial portion of the investments attributable to a particular Sub-Fund are dealt or quoted, the Company may, in order to safeguard the interests of Shareholders and the Company, cancel the first valuation and carry out a second valuation.

Upon the creation of a new Sub-Fund, the total net assets allocated to each Class of Shares of such Sub-Fund shall be determined by multiplying the number of Shares of a Class issued in the Sub-Fund by the applicable purchase price per Share. The amount of such total net assets shall be subsequently adjusted when Shares of such Class are issued or repurchased according to the amount received or paid as the case may be.

The valuation of the Net Asset Value per Share of the different Classes of Shares shall be made in the following manner:

a) The assets of the Company shall be deemed to include:

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

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

3) all bonds, time notes, certificates of deposit, Shares, stocks, units or Shares of undertakings for collective investments, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (i) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

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

6) the preliminary expenses of the Company including the costs of issuing and distributing shares of the Company insofar as the same have not been written off;

7) all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

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

ii) Securities listed on a recognised stock exchange or dealt on any other regulated market (hereinafter referred to as a "Regulated Market") that operates regularly, is recognised and is open to the public, will be valued at their last available closing prices, or, in the event that there should be several such markets, on the basis of their last available closing prices on the main market for the relevant security;

iii) In the event that the last available closing price does not, in the opinion of the Directors, truly reflect the fair market value of the relevant securities, the value of such securities will be determined by the Directors based on the reasonably foreseeable sales proceeds determined prudently and in good faith;

iv) Securities not listed or traded on a stock exchange or not dealt on another Regulated Market will be valued on the basis of the probable sales proceeds determined prudently and in good faith by the Directors;

v) The value of financial derivative instruments traded on exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these financial derivative instruments on exchanges and Regulated Markets on which the particular financial derivative instruments are traded by the Company; provided that if financial derivative instruments could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the value of such financial derivative instruments shall be such value as the Directors may deem fair and reasonable;

vi) the financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in a reliable and verifiable manner on a daily basis and verified by a competent professional appointed by the Company;

vii) Investments in other open-ended UCI will be valued on the basis of the last available net asset value of the units or Shares of such UCI;

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viii) All other transferable securities and other permitted assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors;

ix) liquid assets and money market instruments may be valued at market value plus any accrued interest or on an amortised cost basis as determined by the Board of Directors. All other assets, where practice allows, may be valued in the same manner. If the method of valuation on an amortised cost basis is used, the portfolio holdings will be reviewed from time to time under the direction of the Board of Directors to determine whether a deviation exists between the Net Asset Value calculated using the market quotation and that calculated on an amortised cost basis. If a deviation exists which may result in a material dilution or other unfair result to investors or existing Shareholders, appropriate corrective action will be taken including, if necessary, the calculation of the Net Asset Value by using available market quotations; and

x) in the event that the above mentioned calculation methods are inappropriate or misleading, the Board of Directors may adjust the value of any investment or permit some other method of valuation to be used for the assets of the Company if it considers that the circumstances justify that such adjustment or other method of valuation should be adopted to reflect more fairly the value of such investments.

b) The liabilities of the Company shall be deemed to include:

i) all loans, bills and accounts payable;

ii) all accrued or payable administrative expenses (including global management fees, distribution fees, custodian fees, administrative agent fees, registrar and transfer agent fees, "nominee" fees and other third party fees);

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

iv) an appropriate provision for future taxes based on capital and income to the dealing day preceding the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the Directors, in particular those that have been set aside for a possible depreciation of the investments of the Company; and

v) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares of the Company. In determining the amount of such liabilities, the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its Directors (including all reasonable out of pocket expenses), the management company, investment advisors or investment managers and sub-investment managers, accountants, custodian bank and paying agent, administrative, corporate and domiciliary agent, registrar and transfer agent and permanent representatives in places of registration, nominees and any other agent employed by the Company, fees for legal and auditing services, cost of any proposed listings, maintaining such listings, promotion, printing, reporting and publishing expenses (including reasonable marketing and advertising expenses and costs of preparing, translating and printing in different languages) of sales documents of the Company, explanatory memoranda or registration statements, annual reports, semi-annual reports and long form reports, taxes or governmental and supervisory authority charges, insurance costs and all other operating expenses, including the cost of buying and selling assets, interests, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

c) The Directors shall establish a pool of assets for each Sub-Fund in the following manner:

(a) the proceeds from the allotment and issue of each Class of Shares of such Sub-Fund shall be applied in the books of the Company to the portfolio of assets established for that Sub-Fund, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such pool subject to the provisions of this Article;

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

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

(d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated to all the pools pro rata to the Net Asset Values of each pool; provided that all liabilities, attributable to a pool shall be binding on that pool; and

(e) upon the record date for the determination of the person entitled to any dividend declared on any Class of Shares, the Net Asset Value of such Class of Shares shall be reduced by the amount of such dividends.

d) For the purpose of valuation under this Article:

(a) Shares of the Company to be redeemed under Article 13 hereof shall be treated as existing and taken into account until immediately after the time specified by the Directors on the Valuation Day on which such valuation is made, and, from such time and until paid, the price therefore shall be deemed to be a liability of the Company;

(b) Shares of the Company in respect of which subscription has been accepted but payment has not yet been received shall be deemed to be existing as from the close of business on the Valuation Day on which they have been allotted and the price therefore, until received by the Company, shall be deemed a debt due to the Company;

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(c) all investments, cash balances and other assets of any Sub-Fund expressed in currencies other than the currency of denomination in which the Net Asset Value per Share of the relevant Sub-Fund is calculated shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of the relevant Sub-Fund;

(d) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable; and

(e) the valuation referred to above shall reflect that the Company is charged with all expenses and fees in relation to the performance under contract or otherwise by agents for management company services (if appointed), asset management, custodial, domiciliary, registrar and transfer agency, audit, legal and other professional services and with the expenses of financial reporting, notices and dividend payments to Shareholders and all other customary administration services and fiscal charges, if any.

e) The Board of Directors may invest and manage all or any part of the pools of assets established for one or more Sub-Fund(s) (hereafter referred to as "Participating Funds") on a pooled basis where it is applicable with regard to their respective investment sectors to do so. Any such enlarged asset pool ("Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter the Directors may from time to time make further transfers to the Enlarged Asset Pool. They may also transfer assets from the Enlarged Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Enlarged Asset Pool only where they are appropriate to the investment sector of the Enlarged Asset Pool concerned.

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

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

Art. 13. Issue, redemption and conversion of Shares. The Board of Directors is authorised to issue further fully paid-up Shares of each Class and of each Sub-Fund at any time at a price based on the Net Asset Value per Share for each Class of Shares and for each Sub-Fund determined in accordance with Article 12 hereof, as of such Valuation Day as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by applicable charges, as approved from time to time by the Board of Directors and described in the Company's sales document. Such price may be rounded upwards or downwards as the Board of Directors may resolve.

The Board of Directors may delegate to any duly authorised Director or officer of the Company or to any other duly authorised person, the duty of accepting subscriptions and of receiving payment for such new Shares.

All new Share subscriptions shall, under pain of nullity, be entirely paid-up, and the Shares issued carry the same rights as those Shares in existence on the date of the issuance. The subscription price shall be paid within a period as determined by the Board of Directors and specified in the Company's sales documents not exceeding 5 business days after the relevant Valuation Day.

The Company may reject any subscription in whole or in part, and the Directors may, at any time and from time to time and in their absolute discretion without liability and without notice, discontinue the issue and sale of Shares of any Class in any one or more Sub-Funds.

The subscription price (not including the sales commission or any other changes) may, upon approval of the Board of Directors, and subject to all applicable laws and regulations, namely with respect to a special audit report confirming the value of any assets contributed in kind (if legally required), be paid by contributing to the Company assets acceptable to the Board of Directors consistent with the investment policy and investment restrictions of the Company. The costs for such subscription in kind, in particular the costs of the special audit report, will be borne by the Shareholder requesting the subscription in kind or by a third party, but will not be borne by the Company unless the Board of Directors considers that the subscription in kind is in the interest of the Company or made to protect the interests of the Company.

Any Shareholder may request the redemption of all or part of his Shares by the Company provided that:

(i) in the case of a request for redemption of part of his Shares, the Company may, if compliance with such request would result in a holding of Shares of any one Class or in any one Sub-Fund with an aggregate Net Asset Value of less than such amount or number of Shares as the Board of Directors may determine from time to time and as described in the sales documents, redeem all the remaining Shares held by such Shareholder; and

(ii) the Company may limit the total number of Shares of any Sub-Fund which may be redeemed (including conversions) on a Valuation Day to a certain percentage as disclosed in the Company's sales documents of the total net assets of such Sub-Fund on a Valuation Day.

In case of deferral of redemption the relevant Shares shall be redeemed at a price based on the Net Asset Value per Share prevailing at the date on which the redemption is effected, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or less any other charge as foreseen by the sales documents of the Company. Redemption requests that have not been dealt with in case of such deferral will be given priority as if the request had been made for the next following Valuation Day or dates until completion of full

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treatment of the original request, subject always to the limit set out under (ii) above. The redemption proceeds shall normally be paid within five days which are business days in Luxembourg following the applicable Valuation Day and shall be based on the price for the relevant Class of Shares of the relevant Sub-Fund as determined in accordance with the provisions of Article 12 hereof, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or less any other charge as foreseen by the sales documents of the Company. If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the Class of Shares of a given Sub-Fund being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

With the consent of or upon request of the Shareholder(s) concerned, the Board of Directors may (subject to the principle of equal treatment of Shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming Shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the Shares to be redeemed as described in the Company's sales documents. Such redemption will, if required by law or regulation, be subject to a special audit report by the approved statutory auditor of the Company confirming the number, the denomination and the value of the assets which the Board of Directors will have determined to be contributed in counterpart of the redeemed Shares. The costs for such redemptions in kind, in particular the costs of the special audit report, will be borne by the Shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the Board of Directors considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of Shares in the relevant Sub-Fund.

Any such request must be filed or confirmed by such Shareholder in written form at the registered office of the Company in Luxembourg or with any other person or entity appointed by the Company as its agent for redemption of Shares. Proper evidence of transfer or assignment must be received by the Company or its agent appointed for that purpose before the redemption proceeds may be paid.

Under exceptional circumstances, the Board of Directors reserves the right to conduct the necessary sales of investments before setting the price at which Shareholders can apply to have their Shares redeemed or converted. In this case, subscriptions, redemptions and conversion applications in process shall be dealt with on the basis of the Net Asset Value thus calculated after the necessary sales, which shall have been effected without delay.

Shares of the Company redeemed by the Company shall be cancelled.

Any Shareholder is entitled to request the conversion of whole or part of his Shares, provided that the Board of Directors may, in the Company's sales documents:

a) set terms and conditions as to the right and frequency of conversion of Shares between Sub-Funds or between Classes of Shares; and

b) subject conversions to the payment of such charges and commissions as it shall determine.

If as a result of any request for conversion, the aggregate Net Asset Value of the Shares held by a Shareholder in any Class of Shares would fall below such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such Shareholder's holding of Shares in such Class, as stated in the sales documents of the Company.

Such a conversion shall be effected on the basis of the Net Asset Value of the relevant Shares of the different Sub-Funds or Classes of Shares, determined in accordance with the provisions of Article 12 hereof. The relevant number of shares may be rounded up or down to a certain number of decimal places as determined by the Board of Directors and described in the sales documents of the Company.

Art. 14. Suspension of the calculation of the Net Asset Value and of the issue, the redemption and the conversion of Shares. The Company may suspend the calculation of the Net Asset Value of one or more Sub-Funds and the issue, redemption and conversion of any Classes of Shares in the following circumstances:

a) during any period when any of the principal stock exchanges or other markets on which a 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;

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

c) during any breakdown or restriction 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 value on any stock exchange or other market in respect of the assets attributable to such Sub-Fund;

d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of 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 Directors, be effected at normal rates of exchange;

e) during any period when in the opinion of the Directors of the Company there exist unusual circumstances where it would be impracticable or unfair towards the Shareholders to continue dealing with Shares of any Sub-Fund of the

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Company or any other circumstance or circumstances where a failure to do so might result in the Shareholders of the Company, a Sub-Fund or a Class of Shares incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the Shareholders of the Company, a Sub-Fund or a Class of Shares might not otherwise have suffered;

f) in the event of (i) the publication of the convening notice to a general meeting of Shareholders at which a resolution to wind up the Company or a Sub-Fund is to be proposed, or of (ii) the decision of the Board of Directors to wind up one or more Sub-Funds, or (iii) to the extent that such a suspension is justified for the protection of the Shareholders, of the notice of the general meeting of Shareholders at which the merger of the Company or a Sub-Fund is to be proposed, or of the decision of the Board of Directors to merge one or more Sub-Funds;

g) where a UCI in which a Sub-Fund has invested a substantial portion of its assets temporarily suspends the repurchase, redemption or subscription of its units, whether on its own initiative or at the request of its competent authorities..

The suspension of the calculation of the Net Asset Value of a Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-Fund which is not suspended.

Any such suspension shall be promptly notified to Shareholders requesting redemption or conversion of their Shares by the Company at the time of the filing of the written request for such redemption as specified in Article 13 hereof. The Board of Directors may also make public such suspension in such a manner as it deems appropriate.

Suspended subscription, redemption and conversion applications may be withdrawn by written notice provided that the Company receives such notice before the suspension ends.

Suspended subscription, redemption and conversion applications shall be executed on the first Valuation Day following the resumption of Net Asset Value calculation by the Company.

4. General shareholders' meetings

Art. 15. General provisions. Any regularly constituted meeting of the Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all Shareholders of the Company regardless of the Class of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 16. Annual general Shareholders' meeting. The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company or such other place in Luxembourg as may be specified in the notice of the meeting, on the first Friday of April at 10.00 a.m. (Luxembourg time). If such day is a bank holiday, then the annual general meeting shall be held on the next following bank business day.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of Shareholders may be held at another date, time or place than those set forth in the preceding paragraph, which date, time and place are to be decided by the Board of Directors.

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

Art. 17. General meetings of Shareholders of Classes of Shares. The Shareholders of any Sub-Fund or any Class of Shares may hold or be convened to, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund or Class of Shares.

Two or more Classes of Shares or Sub-Funds may be treated as a single Class or Sub-Fund if such Sub-Funds or Classes would be affected in the same way by the proposals requiring the approval of holders of Shares relating to the separate Sub-Funds or Classes.

Art. 18. Functioning of Shareholders' meetings. The quorum and time required by law shall govern the notice for and conduct of the meetings of Shareholders of the Company, unless otherwise provided herein.

Each whole Share, regardless of the Class and of the Sub-Fund to which it belongs, is entitled to one vote, subject to the limitations imposed by these Articles of Incorporation. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing or by cable, telegram, telex, telefax message, facsimile transmission or any other electronic means capable of evidencing such proxy. Fractions of Shares are not entitled to a vote.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of Shareholders duly convened will be passed by simple majority of the votes cast. Votes cast shall not include votes in relation to Shares in respect of which the Shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote. A corporation may execute a proxy under the hand of a duly authorised officer.

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

Where there is more than one Class of Shares or Sub-Fund and the resolution of the general meeting is such as to change the respective rights thereof, such resolution must, in order to be valid, be approved separately by Shareholders of such Class of Shares or Sub-Fund in accordance with the quorum and majority requirements provided for by this Article.

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Art. 19. Notice to the general Shareholders' meetings. Shareholders shall meet upon call by the Board of Directors. To the extent required by law, the notice shall be published in the Mémorial Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspapers as the Board of Directors may decide.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may provide that the quorum and the majority applicable for this general meeting will be determined by reference to the Shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a Shareholder to participate at a general meeting of Shareholders and to exercise the voting right attached to his / her / its Shares will be determined by reference to the Shares held by this Shareholder as at the Record Date.

5. Management of the company

Art. 20. Board of Directors. The Company shall be managed by a Board of Directors composed of not less than three members who need not to be Shareholders of the Company.

Art. 21. Duration of the functions of the Directors, renewal of the Board of Directors. The Directors shall be elected by a general meeting of Shareholders 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 or an additional director appointed at any time by resolution adopted by the general meeting of Shareholders.

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

Art. 22. Committee of the Board of Directors. The Board of Directors shall choose from among its members a chairman, and may chose from among its members one or more vice-chairmen. It may also chose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the Shareholders.

Art. 23. Meetings and deliberations of the Board of Directors. The Board of Directors shall meet upon call by the chairman, or any two Directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of Shareholders and the Board of Directors, but in his absence the Shareholders or the Board of Directors may appoint another Director by a majority vote to preside at such meetings. For general meetings of Shareholders and in the case no Director is present, any other person may be appointed as chairman.

The Board of Directors from time to time may appoint officers of the Company, including a general manager, any assistant managers, assistant secretaries or other officers considered necessary for the operation and management of the Company. Any such appointment may be revoked at any time by the Board of Directors. Officers need not be Directors or Shareholders of the Company. The officers appointed, unless otherwise stipulated herein, shall have the powers and duties given to them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all Directors at least 24 hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by cable, telegram, telex or facsimile transmission or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not be required for meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any meetings of the Board of Directors by appointing in writing or by cable, telegram, telex or facsimile transmission or any other electronic means capable of evidencing such appointment another Director as his proxy. Directors may also cast their vote in writing or by cable, telegram, facsimile transmission or any other electronic means capable of evidencing such vote.

Any Director may also participate at any meeting of the Board of Directors by videoconference or any other means of telecommunication permitting the identification of such Director. Such means must allow the Director(s) to participate effectively at such meeting of the Board of Directors. The proceedings of the meeting must be retransmitted continuously. Such meeting held at distance by way of such communication means shall be deemed to have taken place at the registered office of the Company.

The Directors may only act at duly convened meetings of the Board of Directors. One Director may replace several other Directors. Directors may not bind the Company by their individual signature, except as specifically permitted by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least half of the Directors are present or represented at a meeting of Directors. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. The chairman shall have the casting vote.

Resolutions signed by all members of the Board of Directors will be as valid and effectual as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution and may be evidenced by letters, cables, telegrams, telexes, facsimile transmission and other means capable of evidencing such consent.

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The Board of Directors may delegate, under its responsibility and supervision, its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to natural persons or corporate entities which need not be members of the Board of Directors.

Art. 24. Minutes. The minutes of any meeting of the Board of Directors 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 such chairman, or by the secretary, or by two Directors.

Art. 25. Engagement of the Company vis-à-vis third persons. The Company shall be engaged by the signature of two members of the Board of Directors or by the individual signature of any duly authorised Director or officer of the Company or by the individual signature of any other person to whom authority has been delegated by the Board of Directors from time to time.

Art. 26. Powers of the Board of Directors. The Board of Directors determines the general orientation of the management and of the investment policy, as well as the guidelines to be followed in the management of the Company, always in application of the principle of risk diversification.

When any investment policies are determined and implemented, the Board of Directors shall ensure compliance with the following provisions:

The Board of Directors may decide that investment of the Company be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Law, (ii) in transferable securities and money market instruments dealt in on another market in a Member State (as defined by the Law) which is regulated, operates regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing on a stock exchange in Europe, Asia, Oceania (including Australia), the American continents and Africa, or dealt in on another market in the countries referred to above, provided that such market is regulated, operates regularly and is recognised and open to the public, (iv) in recently issued transferable securities, and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of issue, as well as (v) in any other transferable securities, instruments or other assets within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations and disclosed in the sales documents of the Company.

The Board of Directors of the Company may decide to invest up to one hundred per cent of the total net assets of each Sub-Fund of the Company in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Company (including but not limited to OECD member states, Singapore, or any member state of the G20), or public international bodies of which one or more of Member States of the European Union are members, provided that in the cases where the Company decides to make use of this provision it must hold, on behalf of the Sub-Fund concerned, securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of such Sub-Fund's total net assets.

The Board of Directors may decide that investments of the Company be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the Law and / or over-the-counter provided that, among others, the underlying consists of instruments covered by Article 41 (1) of the Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as disclosed in its sales documents.

The Board of Directors may decide that investments of a Sub-Fund to be made with the aim to replicate a certain index provided that the relevant index is recognised by the Luxembourg supervisory authority on the basis that it is sufficiently diversified, represents an adequate benchmark for the market to which it refers and is published in an appropriate manner.

Investments of the Company may be made either directly or indirectly through wholly owned subsidiaries. When investments of the Company are made in the capital of subsidiary companies which, exclusively on its behalf, carry on only the business of management, advice or marketing in the country where the subsidiary is located, with regard to the redemption of units at the request of Shareholders, Article 48 paragraphs (1) and (2) of the Law do not apply. Any reference in these Articles of Incorporation to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

The Company will not invest more than 10% of the net assets of any Sub-Fund in undertakings for collective investment as defined in Article 41 (1) e) of the Law unless specifically foreseen in the sales documents of the Company for a Sub-Fund.

Under the conditions set forth in Luxembourg laws and regulations, any Sub-Fund may, to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents, invest in one or more Sub-Funds. The relevant legal provisions on the computation of the Net Asset Value will be applied accordingly. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting

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rights, if any, attaching to the Shares held by a Sub-Fund in another Sub-Fund are suspended for as long as they are held by the Sub-Fund concerned. In addition and for as long as these Shares are held by a Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum capital required by the Law.

Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the largest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company, (i) create any Sub-Fund qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing Sub-Fund into a feeder UCITS Sub-Fund or (iii) change the master UCITS of any of its feeder UCITS Sub-Funds.

The Board of Directors may invest and manage all or any part of the pools of assets established for two or more Sub-Funds on a pooled basis, as described in Article 12, where it is appropriate with regard to their respective investment sectors to do so.

Art. 27. Interest. 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 any such other company or firm.

Any Director or officer of the Company who serves as a Director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason his/her/its connection and/or relationship with that other company or firm, be prevented from considering and voting or acting upon any matters with respect to any such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction submitted for approval to the Board of Directors conflicting with that of the Company, that Director or officer shall make such a conflict known to the Board of Directors and shall not consider or vote on any such transaction, and any such transaction shall be reported to the next meeting of Shareholders.

The preceding paragraph does not apply where the decision of the Board of Directors or by the single Director relates to current operations entered into under normal conditions.

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 any entity promoting the Company or any subsidiary thereof, or any other company or entity as may from time to time be determined by the Board of Directors at its discretion, provided that this personal interest is not considered as a conflicting interest according to applicable laws and regulations.

Art. 28. Indemnification of the Directors. The Company shall indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonable incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or 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 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.

6. Auditor

Art. 29. Auditor. The general meeting of Shareholders shall appoint an approved statutory auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the Law and serve until its successor is elected.

7. Annual accounts

Art. 30. Accounting year. The accounting year of the Company shall begin on January 1 st in each year and shall end on December 31 st of the same year.

The accounts of the Company shall be expressed in Euro or to the extent permitted by laws and regulations such other currency, as the Board of Directors may determine. Where there shall be different Sub-Funds as provided for in Article 7 hereof, and if the accounts within such Sub-Funds are expressed in different currencies, such accounts shall be converted into Euro and added together for the purpose of determination of the accounts of the Company.

Art. 31. Distribution Policy. The Shareholders shall in a special meeting of each Class of Shares, upon proposal from the Directors and within the limits provided by Luxembourg law, determine how the results of the Company shall be disposed of and other distributions shall be effected and may from time to time declare, or authorise the Directors to declare distributions. Distributions may be made out of investment income, capital gains or capital.

For any Sub-Fund or Class of Shares, the Directors may decide to pay interim dividends in compliance with the conditions set forth by law. The annual general meeting resolving on the approval of the annual accounts shall also ratify interim dividends resolved by the Directors. Distribution Shares confer in principle on their holders the right to receive dividends declared on the portion of the net assets of the Company attributable to the relevant Class of Shares in accordance with the provisions below. Accumulation Shares do not in principle confer on their holders the right to

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dividends. The portion of the net assets of the Company attributable to accumulation Shares of the relevant Class of Shares in accordance with the provisions below shall automatically be reinvested within the relevant Class of Shares and shall automatically increase the Net Asset Value of these Shares.

The Directors shall for the purpose of the calculation of the Net Asset Value of the Shares as provided in Article 12 operate within each Sub-Fund and Class of Shares a separate pool of assets corresponding to distribution and accumulation Shares in such manner that at all times the portion of the total assets of the relevant Sub-Fund and Class of Shares attributable to the distribution Shares and accumulation Shares respectively shall be equal to the portion of the total of distribution Shares and accumulation Shares respectively in the total number of Shares of the relevant Sub-Fund and Class of Shares.

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

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

Dividends will normally be paid in the currency in which the relevant Class of Shares is expressed or, in exceptional circumstances, in such other currency as selected by the Board of Directors and may be paid at such places and times as may be determined by the Board of Directors. The Board of Directors may make a final determination of the rate of exchange applicable to translate dividends into the currency of their payment.

The Board of Directors may decide that dividends be automatically reinvested for any Sub-Fund or Class of Shares unless a Shareholder entitled to receive cash distribution elects to receive payment of such dividends. However, no dividends will be paid if their amount is below an amount to be decided by the Board of Directors from time to time and published in the sales documents of the Company. Such dividends will automatically be reinvested.

No distribution shall be made if as a result thereof the capital of the Company becomes less than the minimum required by law.

Declared dividends not claimed within five years of the due date will lapse and revert to the relevant Sub-Fund or Class. The Board of Directors has all powers and may take all measures necessary for the implement of this position. No interest shall be paid on a dividend declared and held by the Company at the disposal of its beneficiary.

8. Dissolution and Liquidation

Art. 32. Dissolution of the Company. In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each Class of Shares shall be distributed by the liquidators to the holders of Shares of each Class of Shares of each Sub-Fund in proportion of their holding of Shares in such Class of Shares of each Sub-Fund either in cash or, upon the prior consent of the Shareholder, in kind. Any funds to which Shareholders are entitled upon the liquidation of the Company and which are not claimed by those entitled thereto prior to the close of the liquidation process shall be deposited for the benefit of the persons entitled thereto to the Caisse de Consignation in Luxembourg in accordance with the Law. Amounts so deposited shall be forfeited in accordance with Luxembourg laws.

Art. 33. Termination, division and amalgamation of Sub-Funds. The Directors may decide at any moment the termination, division and/or amalgamation of any Sub-Fund. In the case of termination of a Sub-Fund, the Directors may offer to the Shareholders of such Sub-Fund the conversion of their Class of Shares into Classes of Shares of another Sub-Fund, under terms fixed by the Directors.

In the event that for any reason the value of the net assets in any Sub-Fund or of any Class of Shares within a Sub-Fund has decreased to an amount determined by the Directors from time to time to be the minimum level for such Sub-Fund or such Class of Shares to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Sub-Fund concerned would have material adverse consequences on the investments of that Sub-Fund, or as a matter of economic rationalisation or if the Board of Directors considers it in the general best interest of the Shareholders, the Directors may decide to compulsorily redeem all the Shares of the relevant Classes issued in such Sub-Fund at the Net Asset Value per Share, taking into account actual realisation prices of investments and realisation expenses and calculated on the Valuation Day at which such decision shall take effect.

The Company shall serve a notice to the Shareholders of the relevant Class of Shares prior to the effective date of the compulsory redemption, which will indicate the reasons for and the procedure of the redemption operations.

Unless it is otherwise decided in the interests of, or to maintain equal treatment between, the Shareholders, the Shareholders of the Sub-Fund concerned may continue to request redemption or conversion of their Shares free of charge, taking into account actual realisation prices of investments and realisation expenses and prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred on the Board of Directors by the preceding paragraph hereof, the general meeting of Shareholders of any one or all Classes of Shares issued in any Sub-Fund may, upon proposal of the Board of

Directors, redeem all the Shares of the relevant Classes and refund to the Shareholders the Net Asset Value of their Shares, taking into account actual realisation prices of investments and realisation expenses and calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders that shall decide by resolution taken by simple majority of the votes cast.

Assets which may not be distributed to their owners upon the implementation of the redemption will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

All redeemed Shares will be cancelled in the books of the Company.

Under the same circumstances provided for under this Article the Board of Directors may decide to reorganise a Sub-Fund or Class by means of a division into two or more Sub-Funds or Classes.

The Board of Directors may decide to consolidate a Class of any Sub-Fund. The Board of Directors may also submit the question of the consolidation or split of a Class to a meeting of holders of such Class. Such meeting will resolve on the consolidation or split without quorum and with a simple majority of the votes cast. Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, a general meeting of Shareholders of any Sub-Fund (or Class as the case may be) may, upon proposal from the Board of Directors, decide (i) that all Shares of such Sub-Fund shall be redeemed and the Net Asset Value of the Shares (taking into account actual realisation prices of investments and realisation expenses) refunded to Shareholders, such Net Asset Value calculated as of the Valuation Day at which such decision shall take effect, (ii) decide upon the division of a Sub-Fund or the division, consolidation or amalgamation of Classes of Shares in the same Sub-Fund. There shall be no quorum requirements for such general meeting of Shareholders at which resolutions shall be adopted by simple majority of the votes cast if such decision does not result in the liquidation of the Company. Liquidation proceeds not claimed by the Shareholders at the close of the liquidation of a Sub-Fund will be deposited at the Caisse de Consignation in Luxembourg. If not claimed they shall be forfeited in accordance with Luxembourg Law.

Any merger of a Sub-Fund shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger to a meeting of Shareholders of the Sub-Fund concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of a Sub-Fund or the Company where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of Shareholders resolving by a simple majority of the votes cast without a quorum.

Any merger of a Sub-Fund shall be subject to the provisions on mergers set forth in the Law and any implementing regulation.

Art. 34. Amendment of the Articles of Incorporation. These Articles of Incorporation may be amended from time to time by a meeting of Shareholders, subject to the quorum and majority voting requirements provided by the laws of Luxembourg.

Art. 35. General provisions. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law dated 10 August 1915 as amended from time to time on commercial companies and the Law."

Nothing else being on the Agenda, the present meeting was adjourned.

The undersigned notary, who knows English, states herewith that on request of the persons appearing, the present deed is worded in English.

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

The document having been read to the persons appearing, known to the notary by their surnames, first names, civil status and residence, the said persons signed together with us the notary this original deed on the above mentioned date.

Signé: L. BOEUF, M. BERNOT, S. DUBRU et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 14 février 2014. Relation: LAC/2014/7263. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 14 avril 2014.

Référence de publication: 2014052799/850.

(140060903) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Liaison Corporate Services S.à r.l., Société à responsabilité limitée.

Siège social: L-2121 Luxembourg, 117, Val des Bons-Malades.

R.C.S. Luxembourg B 186.024.

STATUTES

In the year two thousand and fourteen, on the twenty-eighth of March.

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

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THERE APPEARED:

1. STICHTING LCS, fondation of dutch law, with registered office in Huizermaatweg 336, 1276LJ Huizen, The Netherlands, registered on the register of trade under the number 853684819, represented by its director, Alexander Bakkes, residing in 7 Val des Bons Malades, L-2121 Luxembourg, Grand Duchy of Luxembourg, born on January 25, 1959 in Rotterdam, The Netherlands.

2. Mr. Alexander Bakkes, residing in 7 Val des Bons Malades, L-2121 Luxembourg, Grand Duchy of Luxembourg, born on January 25, 1959 in Rotterdam, The Netherlands,

Both here represented by Annick Braquet, with professional address in Luxembourg,

By virtue of two proxies given udner private seal.

The said proxies, initialled "ne varietur" by the proxyholder of the appearing parties and the notary, will remain attached to the present deed to be filed at the same time with the registered authorities.

The appearing parties, represented as stated above, have requested the undersigned notary, to state as follows the articles of incorporation of a private limited liability company (société à responsabilité limitée), which is hereby incorporated:

Chapter I. - Purpose - Name - Duration

Art. 1. Limited liability company. A company is established between the actual share owner and all those who may become owners in the future, in the form of a limited liability company, ("société à responsabilité limitée"), which will be ruled by the concerning laws and the present articles of incorporation.

Art. 2. Purpose. The company's purpose is in the Grand-Duchy of Luxembourg and abroad, on its own account and for the account of third parties, the administrative supervision and the provision of management assistance of any company or enterprise, in particular regarding their relations with the public authorities concerning taxes and any other requirements with the exception of the activities that are reserved for chartered accountants in terms of the law of 10 June 1999, as amended, and for professions mentioned in the law dated 2 nd September 2011 organising the access to the profession of craftsmen, trader, manufacturer as well as some other professions and for professionals of the financial sector and/or of activities that are otherwise restricted by Luxembourgish laws.

The company is entitled to provide administrative and commercial services, in which capacity it may provide advice of any kind, consultancy services and organizational services generally, provided these are not activities reserved for chartered accountants, for liberal professions, for professionals of the financial sector nor are these activities otherwise restricted by Luxembourgish laws as stipulated in the previous paragraph.

The company may carry out any commercial, industrial or financial operations, or any operations relating to movable or immovable property, which are directly or indirectly connected with its object or which may facilitate the attainment of that object, and may provide any services as agent or commercial and/or industrial representative, whether in so doing it acts itself as a counterparty or as a representative or intermediary

Within the limits of its activity, the company can grant mortgage, contract loans, with or without guarantee, and stand security for other persons or companies, within the limits of the concerning legal dispositions.

Art. 3. Duration. The company is established for an unlimited duration.

Art. 4. Denomination. The company shall take the name of "Liaison Corporate Services S.à r.l.".

Art. 5. Registered Office. The registered office is set in Luxembourg-City.

The company may open branches in other countries.

It may, by a simple decision of the shareholders, be transferred to any other place in the Grand-Duchy of Luxembourg.

Chapter II. - Corporate capital - Sharequotas

Art. 6. Corporate Capital. The company's capital is set at twelve thousand five hundred Euro (EUR 12,500.-), represented by one hundred (100) shares of a par value of one hundred and twenty-five Euro (EUR 125.-) each.

When and as long as all the shares are held by one person, the company is a one person company in the sense of article 179(2) of the amended law concerning trade companies; in this case, the articles 200-1 and 200-2 among others of the same law are applicable, i.e. any decision of the single shareholder as well as any contract between the latter and the company must be recorded in writing and the provisions regarding the general shareholders' meeting are not applicable.

The company may acquire its own shares provided that they be cancelled and the capital reduced proportionally.

Art. 7. Sharequotas. The shares shall be freely transferable between shareholders.

They can only be transferred inter vivos or upon death to non-shareholders with the unanimous approval of all the shareholders.

In this case the remaining shareholders have a pre-emption right.

They must use this pre-emption right within thirty days from the date of refusal to transfer the shares to a non-shareholder person.

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In case of use of this pre-emption right the value of the shares shall be determined pursuant to par. 6 and 7 of article 189 of the Company law.

Art. 8. Personal situation of Shareholder. Death, state of minority declared by the court, bankruptcy or insolvency of a shareholder does not affect the company.

Art. 9. Creditors, beneficiaries or heirs of a shareholder. Creditors, beneficiaries or heirs shall not be allowed for whatever reason to place the assets and documents of the company under seal, nor to interfere with its management; in order to exercise their rights they will refer to the values established by the last balance-sheet and inventory of the company.

Chapter III. - Management

Art. 10. Management. The company shall be managed by one or several managers, who need not be shareholders, (the "Manager(s)"). If several Managers have been appointed, the Managers will constitute a board of Managers (the "Board of Managers").

The Manager(s) shall be appointed by the sole shareholder or, as the case may be, by the general meeting of shareholders, which will determine their number, their remuneration and the limited or unlimited duration of their mandate. The Managers will hold office until their successors are elected. They may be reelected at the end of their term and they may be removed at any time, with or without cause, by a resolution of the sole shareholder or, as the case may be, of the general meeting of shareholders.

The sole shareholder or, as the case may be, the general meeting of shareholders may decide to qualify the appointed Managers as Class A Managers or Class B Managers.

Even after the term of their mandate, the Manager(s) shall not disclose Company information which may be detrimental to the Company's interests, except when such a disclosure is mandatory by law.

Art. 11. Meetings of the Board of Managers. If the Company is composed of one sole Manager, the latter will exercise the power granted by the Companies Law to the Board of Managers.

The Board of Managers will appoint a chairman (the "Chairman") from among its members. It may also appoint a secretary, who need not be a Manager and who will be responsible for keeping the minutes of the meetings of the Board of Managers and of the shareholder(s).

The Board of Managers will meet upon notice given by the Chairman or upon request of any Manager. The Chairman will preside at all meetings of the Board of Managers. In her/his absence the Board of Managers may appoint another Manager as chairman pro tempore by vote of the majority present or represented at such meeting.

Except in cases of urgency or with the prior consent of all those entitled to attend, at least twenty-four hours' written notice of board meetings shall be given. Any such notice shall specify the place, the date, time and agenda of the meeting.

The notice may be waived by unanimous written consent by all Managers at the meeting or otherwise. No separate notice is required for meetings held at times and places specified in a time schedule previously adopted by resolution of the Board of Managers.

Every board meeting shall be held in Luxembourg or such other place indicated in the notice.

Any Manager may act at any meeting of the Board of Managers by appointing in writing another Manager as her/his representative.

A quorum of the Board of Managers shall be the presence or the representation of a majority of the Managers holding office provided that the Class A Manager is present or represented.

Decisions will be taken by a majority of the votes of the Managers present or represented at the relevant meeting provided that this majority vote includes the affirmative consent of the Class A Manager.

One or more Managers may participate in a meeting by means of a conference call, by videoconference or by any similar means of communication enabling several persons participating therein to simultaneously communicate with each other. Such methods of participation are to be considered as equivalent to a physical presence at the meeting.

A written decision signed by all the Managers, is proper and valid as though it had been adopted at a meeting of the Board of Managers which was duly convened and held. Such a decision can be documented in a single document or in several separate documents having the same content and each of them signed by one or several Managers.

Art. 12. Minutes of Meetings of the Board of Managers. The minutes of the meeting of the Board of Managers or, as the case may be, of the written decisions of the sole Manager, shall be drawn up and signed by all Managers present at the meeting or, as the case may be, by the sole Manager. Any proxies will remain attached thereto.

Copies or extracts thereof shall be certified by the sole Manager or, as the case may be, by the Chairman of the Board of Managers or by any two Managers.

Art. 13. General Powers of the Managers. The Manager or, as the case may be, the Board of Managers is vested with the broadest powers to act on behalf of the Company and to perform or authorise all acts of administrative or disposal nature, necessary or useful for accomplishing the Company's object. All powers not expressly reserved by the Companies

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Law to the sole shareholder or, as the case may be, to the general meeting of shareholders fall within the competence of the Manager or, as the case may be, the Board of Managers.

Art. 14. Delegation of Powers. The Manager or, as the case may be, the Board of Managers may confer certain powers and/or special mandates to any member(s) of the Board of Managers or to any other person(s), who need not be a Manager or a Shareholder of the Company, acting either alone or jointly, under such terms and with such powers as the Manager or, as the case may be, the Board of Managers shall determine.

The Manager or, as the case may be, the Board of Managers may also appoint one or more advisory committees and determine their composition and purpose.

Art. 15. Representation of the Company. In case only one Manager has been appointed, the Company will be bound toward third parties by the sole signature of that Manager as well as by the joint signatures or single signature of any person(s) to whom the Manager has delegated such signatory power, within the limits of such power.

In case the Company be managed by a Board of Managers, subject to the following, the Company will be bound towards third parties by the joint signatures of any two Managers as well as by the joint signatures or single signature of any person (s) to whom the Board of Managers has delegated such signatory power, within the limits of such power.

Notwithstanding the paragraph above, if the sole shareholder or, as the case may be, the general meeting of shareholders has appointed one or several Class A Managers and one or several Class B Managers, the Company will be bound towards third parties only by the joint signatures of one Class A Manager and one Class B Manager, as well as by the single signature of a Class A manager, as well as by the joint signatures or single signature of any person(s) to whom the Board of Managers has delegated such signatory power, within the limits of such power.

Art. 16. Conflict of Interests. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the sole fact that any one or more duly authorised representatives of the Company, including but not limited to any Manager, has a personal interest in, or is a duly authorised representative of said other company or firm.

Except as otherwise provided for hereafter, any duly authorised representatives of the Company, including but not limited to any Manager, who serves as a duly authorised representative of any other company or firm with which the Company contracts or otherwise engages in business, shall not for that sole reason, be automatically prevented from considering and acting upon any matters with respect to such contract or other business.

Notwithstanding the above, in the event that any Manager has any personal interest in any transaction to which the Company is a party, other than transactions falling within the scope of the day-to-day management of the Company, concluded in the Company's ordinary course of business and at arm's length, s/he shall inform the Board of Managers of any such personal interest and shall not consider or vote on any such transaction. Any such transaction and such Manager's interest therein shall be reported to the sole shareholder or, as the case may be, to the next general meeting of shareholders. When the Company is composed of a sole Manager, any transaction to which the Company shall become a party, other than transactions falling within the scope of the day-to-day management of the Company, concluded in the Company's ordinary course of business and at arm's length, and in which the sole Manager has a personal interest which is conflicting with the Company's interest therein, the relevant transaction shall be approved by the sole shareholder.

Art. 17. Indemnification. The Company shall indemnify any Manager and his heirs, executors and administrators, for expenses reasonably incurred by him in connection with any action, suit or procedure to which he may be made a party by reason of his being or having been a Manager, or at the request of the Company, of any other company of which the Company is a shareholder or creditor and by which he is not entitled to be indemnified, except for such action, suit or procedure in relation to matters for which he be held liable for gross negligence or misconduct. In the event of a settlement, indemnification shall only be provided for matters that the Company has been advised by its legal 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 which the relevant person may be entitled to.

Art. 18. Liability of the managers. The managers in said capacity do not engage their personal liability concerning by the obligation they take regularly in the name of the company; as pure proxies they are only liable for the execution of their mandate.

Chapter IV. - Meeting of shareholders

Art. 19. Annual General Meeting. The annual general meeting, to be held only in case the Company has more than twenty-five (25) shareholders, will be held at the registered office of the Company or at such other place as may be specified in the notice convening the meeting on third Wednesday of the month of June of each year, at 10:30 a.m..

If such day is not a business day in Luxembourg, the meeting will be held on the next following business day.

Each shareholder, without consideration to the number of shares he holds, may participate to the collective decisions; each shareholder has as many votes as shares. Any shareholder may be represented at general meetings by a special proxy holder.

Art. 20. Powers of the Meeting of Shareholders. In case that the company consists of only one share owner, the powers assigned to the general meeting are exercised by the sole shareholder.

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Any regularly constituted general meeting of shareholders of the Company represents the entire body of shareholders. It shall have the powers to order, carry out or ratify acts relating to the operations of the Company. The general meeting of shareholders shall have the powers vested to it by the Companies Law and by these articles.

Collective resolutions shall be taken only if adopted by shareholders representing more than half of the corporate capital.

Nevertheless, decisions amending the articles of association can be taken only by the majority of the shareholders representing three quarter of the corporate capital.

Art. 21. Minutes of Shareholders Resolutions. Minutes of the written decisions of the sole shareholder or, as the case may be, of the general meetings of shareholders shall be drawn up and signed by the sole shareholder or, as the case may be, by the bureau of the meeting.

Copies or extracts of the minutes of the resolutions passed by sole shareholder or, as the case may be, by the general meeting of shareholders shall be certified by the sole Manager or, as the case may be, by the Chairman of the Board of Managers or by any two Managers.

Chapter V. - Financial year - Distribution of profits

Art. 22. Financial Year. The fiscal year shall begin on the first day of the month of January and terminate on the last day of the month of December every year.

Art. 23. Approval of Annual Accounts. At the end of each financial year, the accounts are closed and the Manager or, as the case may be, the Board of Managers, shall draw up the annual accounts of the Company in accordance with the Companies Law and submit them to the sole shareholder or, as the case may be, to the general meeting of shareholders for approval.

Each shareholder or his representative may inspect the annual accounts at the registered office of the Company as provided for by the Companies Law.

Art. 24. Allocation of Profits. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by the Companies Law. That allocation will cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed share capital of the Company.

The sole shareholder or, as the case may be, the general meeting of shareholders shall determine how the remainder of the annual net profits will be allocated. It/she/he may decide to use the whole or part of the remainder to existing losses, if any, to carry it forward to the next following financial year or to distribute it to the shareholder(s) as dividend.

Art. 25. Interim Dividends. The Manager or, as the case may be, the Board of Managers is authorised to pay out interim dividends, provided that current interim accounts have been drawn-up and that said interim accounts show that the Company has sufficient available funds for such a distribution.

Chapter VI. - Dissolution - Liquidation

Art. 26. Dissolution, Liquidation. In case of dissolution, the liquidation shall be carried out by one or several liquidators, who may not be shareholders and shall be nominated by the shareholders who shall determine their powers and compensations.

Chapter VII. - General stipulations

Art. 27. Applicable law. All issues not referred to in these articles, shall be governed by the concerning legal regulations."

Subscription and Payment

Name	Number of Shares	Subscribed amount
Stichting LCS	50	6,125 EUR
Alexander Bakkes	50	6,125 EUR
TOTAL	100	12,500 EUR

All the 100 (hundred) Shares, representing the entire share capital of the Company have been entirely subscribed by the above mentioned persons in the above mentioned percentages, and fully paid up in cash, therefore the amount of 12,500.- EUR (twelve thousand five hundred) is as now at the disposal of the Company, proof of which has been duly given to the notary by producing a blocked funds certificate.

Estimate of costs

The costs, expenses, fees and charges, in whatever form, which are to be borne by the Company or which shall be charged to it in connection with its incorporation, have been estimated at about EUR 1,200.-

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Resolutions of the shareholders

Immediately after the incorporation of the Company, the shareholders representing the entirety of the subscribed share capital passed the following resolutions:

1) Is appointed as manager of the Company for an undetermined duration:

Mr. Alexander Bakkes, residing in 117 Val des Bons Malades, L-2121 Luxembourg.

2) The Company is bound by the sole signature of the manager.

3) The registered office of the Company shall be established at 117, Val des Bons Malades, L-2121 Luxembourg.

Declaration

The undersigned notary, who understands and speaks English, states herewith that, at the request of the above parties appearing by power of attorney, this deed is worded in English followed by a French version. Also at the request of the above parties, in the event of discrepancies between the English text and the French text, the English version will prevail.

In faith of which we, the undersigned Notary, have set our hand and seal in the city of Luxembourg, on the day named at the beginning of this document.

The document having been read to the persons appearing, the said persons signed with us, the Notary, this original deed.

Suit la traduction française du texte qui précède:

L'an deux mil quatorze, le vingt-huit mars.

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

ONT COMPARU:

1. STICHTING LCS, fondation de droit néerlandais, avec siège social à Huizermaatweg 336, 1276LJ Huizen, Pays-Bas, inscrite au Registre de Commerce sous le numéro 853684819, représentée par son directeur, Alexander Bakkes, demeurant à 117 Val des Bons Malades, L-2121 Luxembourg, Grand-Duché de Luxembourg, né le 25 janvier 1959 à Rotterdam, Pays-Bas, indépendant, n° passeport NVDL588D2,

2. Monsieur Alexander Bakkes, demeurant à 117 Val des Bons Malades, L-2121 Luxembourg, Grand-Duché de Luxembourg, né le 25 janvier 1959 à Rotterdam, Pays-Bas, indépendant, n° passeport NVDL588D2,

les deux ici représentés par Annick Braquet, demeurant professionnellement à Luxembourg,

en vertu de deux procurations sous seing privé.

Lesdites procurations, après avoir été signées «ne varietur» par le mandataire des parties comparantes et le notaire instrumentant, resteront annexées au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Les parties comparantes, représentées comme indiqué ci-dessus, ont prié le notaire instrumentant d'acter de la façon suivante les statuts d'une société à responsabilité limitée qui est ainsi constituée:

Titre Ier. - Objet - Raison sociale - Durée

Art. 1er. Sàrl. Il est formé par la présente entre les propriétaires actuels des parts sociales ci-après créées et tous ceux qui pourront le devenir dans la suite, une société à responsabilité limitée qui sera régie par les lois y relatives, ainsi que par les présents statuts.

Art. 2. Objet. La société a pour objet tant au Grand-Duché de Luxembourg et qu'à l'étranger, pour son propre compte et pour le compte de tiers, la supervision administrative et l'assistance à la gestion, de toute société ou entreprise, notamment au sujet de leurs relations avec les pouvoirs publics concernant les taxes et toute autre exigence à l'exception d'une des activités qui sont réservées aux comptables agréés en ce qui concerne la loi du 10 Juin 1999, tel que modifié, et aux professions libérales mentionnées dans la loi du 2 septembre 2011 réglementant l'accès aux professions d'artisan, de commerçant, d'industriel ainsi qu'à certaines professions libérales et aux professionnels du secteur financier et/ou des activités qui sont limitées d'une autre façon selon les lois luxembourgeoises.

La société pourra fournir les services consistant en des travaux administratifs ou commerciaux, à ce titre il peut fournir toutes sortes de conseil, de consultance et de services d'organisation en général, pour autant qu'il ne s'agit pas d'activités réservées aux experts-comptables aux professions libérales, et aux professionnels du secteur financier et limitées d'une autre façon selon les lois luxembourgeoises, telles que définies dans le paragraphe précédent.

Elle pourra effectuer toutes opérations commerciales, financières, ou toutes les opérations relatives à la propriété mobilière ou immobilière, qui sont directement ou indirectement liées à son objet ou qui peut faciliter la réalisation de cet objet et peut fournir des services comme mandataire ou un représentant commercial et/ou industriel si ce faisant, elle agit elle-même comme une contrepartie ou un représentant ou d'intermédiaire.

Dans le cadre de son activité, la société pourra accorder hypothèque, emprunter avec ou sans garantie ou se porter caution pour d'autres personnes morales et physiques, sous réserve des dispositions légales afférentes.

Art. 3. Durée. La société est constituée pour une durée illimitée.

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Art. 4. Dénomination. La société prend la dénomination de «Liaison Corporate Services S.à r.l.».

Art. 5. Siège social. Le siège social est établi à Luxembourg-Ville.

La société peut ouvrir des succursales dans d'autres pays.

Le siège pourra être transféré en toute autre localité du Grand-Duché de Luxembourg par simple décision des associés.

Titre II. - Capital social - Parts sociales

Art. 6. Capital Social. Le capital social est fixé à douze mille cinq cents Euros (EUR 12.500,-), représenté par cent (100) parts sociales d'une valeur de cent vingt-cinq Euros (EUR 125,-) chacune.

Lorsque, et aussi longtemps qu'un associé réunit toutes les parts sociales entre ses seules mains, la société est une société unipersonnelle au sens de l'article 179 (2) de la loi modifiée sur les sociétés commerciales; dans cette éventualité, les articles 200-1 et 200-2, entre autres, de la même loi sont d'application, c'est-à-dire chaque décision de l'associé unique ainsi que chaque contrat entre celui-ci et la société doivent être établis par écrit et les clauses concernant les assemblées générales des associés ne sont pas applicables.

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

Art. 7. Parts Sociales. Les parts sociales sont librement cessibles entre associés.

Elles ne peuvent être cédées entre vifs ou pour cause de mort à des non-associés que moyennant l'accord unanime de tous les associés.

En cas de cession à un non-associé, les associés restants ont un droit de préemption.

Ils doivent l'exercer endéans les 30 jours à partir de la date du refus de cession à un non-associé.

En cas d'exercice de ce droit de préemption, la valeur de rachat des parts est calculée conformément aux dispositions des alinéas 6 et 7 de l'article 189 de la loi sur les sociétés commerciales.

Art. 8. Situation personnelle des associés. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne mettent pas fin à la société.

Art. 9. Créanciers, ayants-droit ou héritiers d'un associé. Les créanciers, ayants-droit ou héritiers d'un associé ne pourront pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la société, ni s'immiscer en aucune manière dans les actes de son administration; pour faire valoir leurs droits, ils devront se tenir aux valeurs constatées dans les derniers bilan et inventaire de la société.

Titre III. - Administration et gérance

Art. 10. Gérance. La société est administrée par un ou plusieurs gérants, associés ou non ("Gérant(s)). Si plusieurs Gérants ont été nommés, les Gérants vont constituer un conseil de gérance (le "Conseil de Gérance").

Le(s) Gérant(s) est/sont nommé(s) par l'associé unique ou, le cas échéant, par l'assemblée générale des associés, qui fixe leur nombre, leur rémunération et le caractère limité ou illimité de leur mandat. Le(s) Gérant(s) restera/resteront en fonction jusqu'à la nomination de leur successeur. Il(s) peut/peuvent être renommé(s) à la fin de leur mandat et peut/peuvent être révoqué(s) à tout moment, avec ou sans motif, par une décision de l'associé unique ou, le cas échéant, de l'assemblée générale des associés.

L'associé unique ou, le cas échéant, l'assemblée générale des associés peut décider de nommer le(s) Gérant(s) comme Gérant de Classe A ou Gérant de Classe B.

Le(s) Gérant(s) ne révélera/révéleront pas, même après le terme de leur mandat, les informations concernant la Société à leur disposition, dont la révélation pourrait porter préjudice aux intérêts de la Société, excepté lorsqu'une telle révélation est obligatoire par la loi.

Art. 11. Réunions du Conseil de Gérance. Si la Société est composée d'un seul Gérant, ce dernier exerce le pouvoir octroyé par la Loi au Conseil de Gérance.

Le Conseil de Gérance choisira parmi ses membres un président (le "Président"). Il pourra également choisir un secrétaire qui n'a pas besoin d'être Gérant et qui sera responsable de la tenue des procès-verbaux des réunions du Conseil de Gérance et des associés.

Le Conseil de Gérance se réunira sur convocation du Président ou à la demande d'un Gérant. Le Président présidera toutes les réunions du Conseil de Gérance, sauf qu'en son absence, le Conseil de Gérance désignera à la majorité des personnes présentes ou représentées à une telle réunion un autre président pro tempore.

Sauf en cas d'urgence ou avec l'accord préalable de toutes les personnes autorisées à participer, un avis écrit de toute réunion du Conseil de Gérance sera donné à tous les Gérants avec un préavis d'au moins vingt-quatre heures. La convocation indiquera le lieu, la date et l'heure de la réunion et en contiendra l'ordre du jour.

Il pourra être passé outre cette convocation avec l'accord écrit de chaque Gérant donné à la réunion ou autrement. Une convocation spéciale ne sera pas requise pour les réunions se tenant à une date et à un endroit déterminé dans un calendrier préalablement adopté par le Conseil de Gérance.

Toute réunion du Conseil de Gérance se tiendra à Luxembourg ou à tout autre endroit indiqué dans la convocation.

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Tout Gérant pourra se faire représenter aux réunions du Conseil de Gérance en désignant par écrit un autre Gérant comme son mandataire.

Le quorum du Conseil de Gérance est atteint par la présence ou la représentation d'une majorité de Gérants, à condition que le Gérant de Classe A fasse partie de la majorité.

Les décisions sont prises à la majorité des votes des Gérants présents ou représentés à la réunion.

Un ou plusieurs Gérants peuvent participer à une réunion par conférence téléphonique, vidéoconférence ou tout moyen de télécommunication similaire permettant à plusieurs personnes y participant de communiquer simultanément l'une avec l'autre. De telles participations doivent être considérées comme équivalentes à une présence physique à la réunion, à condition que le Gérant de Classe A fasse partie de la majorité.

Une décision écrite par voie circulaire signée par tous les Gérants est régulière et valable comme si elle avait été adoptée à une réunion du Conseil de Gérance, dûment convoquée et tenue. Une telle décision pourra être documentée par un ou plusieurs écrits séparés ayant le même contenu, signés chacun par un ou plusieurs Gérants.

Art. 12. Procès-verbaux du Conseil de Gérance. Les procès-verbaux de la réunion du Conseil d'Administration ou, le cas échéant, les décisions écrites du Gérant Unique, doivent être établies par écrit et signées par tous les Gérants présents ou représentés ou le cas échéant, par le Gérant unique de la Société. Toutes les procurations seront annexées.

Les copies ou les extraits de celles-ci doivent être certifiées par le gérant unique ou le cas échéant, par le Président du Conseil de Gérance ou, le cas échéant, par deux Gérants.

Art. 13. Pouvoirs des Gérants. Le Gérant unique ou, le cas échéant, le Conseil de Gérance est investi des pouvoirs les plus étendus pour agir au nom de la Société et pour accomplir et autoriser tous les actes d'administration ou de disposition, nécessaires ou utiles pour la réalisation de l'objet social de la Société. Tous les pouvoirs qui ne sont pas expressément réservés par la Loi ou par les présents Statuts à l'associé unique ou, le cas échéant, à l'assemblée générale des associés sont de la compétence du Gérant unique ou, le cas échéant, du Conseil de Gérance.

Art. 14. Délégation de Pouvoirs. Le Gérant ou, le cas échéant, le Conseil de Gérance peut conférer certains pouvoirs ou mandats spéciaux à un ou plusieurs membres du Conseil de Gérance ou à une ou plusieurs autres personnes qui peuvent ne pas être Gérants ou Associés de la Société, agissant seul ou ensemble, selon les conditions et les pouvoirs applicables au Conseil de Gérance ou, le cas échéant, déterminés par le Conseil de Gérance.

Le Gérant ou, le cas échéant, le Conseil de Gérance peut aussi nommer un ou plusieurs comités et déterminer leur composition et leur objet.

Art. 15. Représentation de la Société. En cas de nomination d'un Gérant unique, la société sera engagée à l'égard des tiers par la signature individuelle de ce Gérant, ainsi que par les signatures conjointes ou la signature unique de toute personne à qui le Gérant a délégué un tel pouvoir de signature, dans les limites d'un tel pouvoir.

Dans le cas où la Société est gérée par un conseil de gérance et sous réserve de ce qui suit, la Société sera engagée vis-à-vis des tiers par les signatures conjointes de deux gérants ainsi que par la signature unique de toute personne à qui le Conseil de Gérance a délégué un tel pouvoir de signature, dans les limites d'un tel pouvoir.

Nonobstant le paragraphe qui précède, si l'associé unique ou, le cas échéant, l'assemblée générale des associés a nommé un ou plusieurs Gérants de Classe A et un ou plusieurs Gérants de Classe B, la Société sera engagée envers les tiers par les signatures conjointes d'un Gérant de Classe A et d'un Gérant de Classe B, ainsi que par la signature individuelle d'un Gérant de Classe A ainsi que par les signatures conjointes ou la signature unique de toute personne à qui le Conseil de Gérance a délégué un tel pouvoir de signature, dans les limites de ce pouvoir.

Art. 16. Conflit d'intérêts. Aucun contrat ou autre transaction entre la Société et d'autres sociétés ou firmes ne sera affecté ou invalidé par le fait qu'un ou plusieurs représentants valablement autorisés de la Société, comprenant mais non limité à tout Gérant, y auront un intérêt personnel, ou en seront des représentants valablement autorisés.

Sauf dispositions contraires ci-dessous, tout représentant valablement autorisé de la Société, en ce compris tout Gérant qui remplira en même temps des fonctions de représentant valablement autorisé pour le compte d'une autre société ou firme avec laquelle la Société contractera ou entrera autrement en relations d'affaires, ne sera pas, pour ce seul motif, automatiquement empêché de donner son avis et d'agir quant à toutes opérations relatives à un tel contrat ou opération.

Nonobstant ce qui précède, au cas où un Gérant ou un fondé de pouvoirs de la Société aurait un intérêt personnel dans une opération à laquelle la Société est partie, autre que les transactions conclues dans la cadre de la gestion journalière de la Société, conclue dans des conditions d'affaires ordinaires de la Société et dans des conditions contractuelles normales, il/elle en avisera le Conseil de Gérance (s'il existe) et ne pourra prendre part aux délibérations ou émettre un vote au sujet de cette opération. Cette opération ainsi que l'intérêt personnel du Gérant dans celle-ci seront portés à la connaissance de l'associé unique ou, le cas échéant, à la prochaine assemblée générale des associés. Lorsque la Société est composée d'un seul Gérant, toute transaction à laquelle la Société devient partie, autres que les transactions tombant dans le cadre de la gestion journalière de la Société, conclue dans des conditions d'affaires ordinaires de la Société et dans des conditions contractuelles normales, et dans laquelle le Gérant unique a un intérêt personnel qui est en conflit avec l'intérêt de la Société, la transaction concernée doit être approuvée par l'associé unique.

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Art. 17. Indemnisation. La Société doit indemniser tout Gérant et ses héritiers, exécuteurs et administrateurs testamentaires, des dépenses raisonnables faites par lui en relation avec toute action, procès ou procédure à laquelle il a pu être partie en raison de sa fonction passée ou actuelle de Gérant, ou, à la demande de la Société, de toute autre société dans laquelle la Société est associé ou créancière et par laquelle il n'est pas autorisé à être indemnisé, excepté en relation avec les affaires pour lesquelles il est finalement déclaré dans de telles actions, procès et procédures responsable de grosse négligence ou faute grave. En cas de règlement amiable d'un conflit, des indemnités doivent être accordées uniquement dans les matières en relation avec le règlement amiable du conflit pour lesquelles, selon le conseiller juridique de la Société, la personne indemnisée n'a pas commis une telle violation de ses obligations. Le droit à indemnité ci-avant n'exclut pas d'autres droits que la personne concernée peut revendiquer.

Art. 18. Responsabilité. Le ou les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Chapitre IV. - Assemblées générales des associés

Art. 19. Assemblée Générale des Associés. L'assemblée générale annuelle qui doit être tenue uniquement si la Société a plus de vingt-cinq (25) associés, sera tenue au siège social de la société ou à un autre endroit tel qu'indiqué dans la convocation de l'assemblée le troisième mercredi du mois de juin de chaque année, à 10:30 heures.

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

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

Art. 20. Pouvoirs de l'Assemblée Générale. Toute assemblée générale des associés régulièrement constituée représente l'ensemble des associés. L'assemblée générale des associés a le pouvoir d'ordonner, exécuter ou ratifier les actes relatifs aux activités de la Société. L'assemblée générale des associés a les pouvoirs lui attribués par la Loi et les présents Statuts.

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

Toutefois, les décisions ayant pour objet une modification des statuts ne pourront être prises qu'à la majorité des associés représentant les trois quarts du capital social.

Art. 21. Procès-verbaux des résolutions des associés. Les procès-verbaux des décisions écrites de l'associé unique ou, le cas échéant, des assemblées générales des associés doivent être établies par écrit et signée par le seul associé ou, le cas échéant, par le bureau de l'assemblée.

Les copies ou extraits des procès-verbaux de l'associé unique ou, le cas échéant, de l'assemblée générale des associés doivent être certifiées par le Gérant unique ou, le cas échéant, par le Président du Conseil de Gérance ou par deux Gérants.

Chapitre V. - Année sociale, Répartition des bénéfices

Art. 22. Année Sociale. L'année sociale commence le premier jour du mois de janvier et finit le dernier jour du mois de décembre.

Art. 23. Approbation des Comptes Annuels. A la fin de chaque année sociale, les comptes sont arrêtés et le Gérant ou, le cas échéant, le Conseil de Gérance dresse les comptes annuels de la Société conformément à la loi et les soumet, à l'associé unique ou, le cas échéant, à l'assemblée générale des associés pour approbation.

Tout associé ou son mandataire peut prendre connaissance des comptes annuels au siège social de la Société conformément aux dispositions de la Loi.

Art. 24. Affectation des Bénéfices. Sur les bénéfices nets de la Société il sera prélevé cinq pour cent (5 %) pour la formation d'un fonds de réserve légale. Ce prélèvement cesse d'être obligatoire lorsque et aussi longtemps que la réserve légale atteindra dix pour cent (10%) du capital social souscrit de la Société.

L'associé unique ou, le cas échéant, l'assemblée générale des associés décide de l'affectation du solde des bénéfices annuels nets. Elle peut décider de verser la totalité ou une part du solde à un compte de réserve ou de provision, de le reporter à nouveau ou de le distribuer aux associés comme dividendes.

Art. 25. Dividendes Intérimaires. Le Gérant unique ou, le cas échéant, le Conseil de Gérance est autorisé à verser des acomptes sur dividendes, sous condition que des comptes intérimaires aient été établis et fassent apparaître assez de fonds disponibles pour une telle distribution.

Titre VI. - Dissolution - Liquidation

Art. 26. Dissolution, Liquidation. Lors de la dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés, qui en fixeront les pouvoirs et émoluments.

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Titre V. - Dispositions générales

Art. 27. Loi applicable. Pour tout ce qui n'est pas prévu dans les présents statuts, les associés s'en réfèrent aux dispositions légales.

Souscription - Paiement

Nom	Nombre de Parts Sociales	Montant souscrit
Stichting LCS	50	6.125 EUR
Alexander Bakkes	50	6.125 EUR
TOTAL	100	12.500 EUR

L'intégralité des 100 (cent) parts sociales représentant l'intégralité du capital social de la Société a été entièrement souscrite par les personnes citées ci-dessus dans les proportions y mentionnées, et a été intégralement libérée en numéraire. Le montant de 12.500 EUR (douze mille cinq cents euros) est donc à la disposition de la Société, ainsi qu'il en a été justifié au notaire instrumentant par la production d'un certificat de blocage des fonds.

Estimation des Frais

Le montant des frais, dépenses, coûts ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, sont approximativement évalués à EUR 1.200.-

Résolutions des associés

Immédiatement après la constitution de la Société, les associés, représentant la totalité du capital social souscrit, ont pris les résolutions suivantes:

1) Monsieur Alexander Bakkes, demeurant à 117 Val des Bons Malades, L-2121 Luxembourg est nommé gérant pour une période indéterminée.

2) La société est engagée par la signature individuelle du gérant.

3) Le siège social de la Société est établi au 117 Val des Bons Malades, L-2121 Luxembourg, Grand-duché de Luxembourg.

Déclaration

Le notaire soussigné, qui comprend et parle anglais, constate par la présente qu'à la requête des parties comparaissant en vertu des procurations données sous seing privé, le présent acte est rédigé en anglais suivi d'une version française et qu'en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

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

Et après lecture faite aux comparants, ils ont signé avec nous, notaire, le présent acte.

Signé: A. BRAQUET et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 2 avril 2014. Relation: LAC/2014/15505. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 10 avril 2014.

Référence de publication: 2014051870/480.

(140059470) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 avril 2014.

Alfa Consult, Société Anonyme.

Siège social: L-2652 Luxembourg, 142-144, rue Albert Unden.

R.C.S. Luxembourg B 60.732.

L'an deux mille quatorze, le trente-et-un mars.

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

S'est réunie

une assemblée générale extraordinaire des actionnaires de "ALFA CONSULT", une société anonyme ayant son siège social au 142-144 rue Albert Unden L-2652 Luxembourg, constituée suivant acte reçu par Maître Joseph ELVINGER, notaire de résidence alors à Dudelange, en date du 8 septembre 1997, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 688 du 8 décembre 1997,

immatriculée au Registre de Commerce et des Sociétés à Luxembourg, section B, numéro 60.732 (la «Société»).

L'assemblée est présidée par Mme Anne-Sophie DECAMPS, clerc de notaire, demeurant professionnellement à Luxembourg, qui se désigne également comme secrétaire.

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

La présidente prie le notaire d'acter que:

I.- Les actionnaires représentés et le nombre des actions qu'ils détiennent sont renseignés sur une liste de présence. Cette liste et les procurations, une fois signées «ne varietur» par les comparantes et le notaire instrumentant, resteront ci-annexées pour être enregistrées avec l'acte.

II.- Il ressort de la liste de présence que les six mille cinq cents (6.500) actions d'une valeur nominale de cent euros (100,- EUR) chacune, représentant l'intégralité du capital social de six cent cinquante mille euros (650.000,- EUR), sont représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont les actionnaires ont été préalablement informés.

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

Ordre du jour:

1.- Augmentation du capital social à concurrence d'un montant de trois cent cinquante mille euros (350.000,- EUR) pour le porter de son montant actuel de six cent cinquante mille euros (650.000,- EUR) représenté par six mille cinq cents (6.500) actions d'une valeur nominale de cent euros (100,- EUR) chacune, à un million d'euros (1.000.000,- EUR) par la création et l'émission de trois mille cinq cents (3.500) nouvelles actions d'une valeur nominale de cent euros (100,- EUR) chacune, ayant les mêmes droits et privilèges que les actions existantes.

2.- Souscription, intervention du souscripteur et libération des trois mille cinq cents (3.500) nouvelles actions.

3.- Modification afférente de l'article 5 des statuts.

L'assemblée, après avoir approuvé l'exposé de la Présidente et, après s'être reconnue régulièrement constituée, a abordé l'ordre du jour et, après en avoir délibéré, a pris à l'unanimité des voix, les résolutions suivantes:

Première résolution:

L'assemblée générale augmente le capital social d'un montant de trois cent cinquante mille euros (350.000,- EUR) pour le porter de son montant actuel de six cent cinquante mille euros (650.000,- EUR) représenté par six mille cinq cents (6.500) actions d'une valeur nominale de cent euros (100,- EUR) chacune, à un million d'euros (1.000.000,- EUR) par la création et l'émission de trois mille cinq cents (3.500) nouvelles actions d'une valeur nominale de cent euros (100,- EUR) chacune, ayant les mêmes droits et privilèges que les actions existantes.

Deuxième résolution:
Souscription et libération

Les trois mille cinq cents (3.500) nouvelles actions ont toutes été souscrites par les actionnaires actuels au prorata de leur participation actuelle dans la Société et libérées moyennant apport en nature consistant en l'incorporation des résultats reportés arrêtés, ainsi qu'ils résultent d'une situation comptable en date du 31 décembre 2013.

Une copie dudit bilan, signé «ne varietur» par les comparants et le notaire instrumentant, restera annexé au présent acte pour être formalisé avec lui.

Troisième résolution:

Afin de mettre les statuts en concordance avec les résolutions qui précèdent, l'apport étant totalement réalisé, l'assemblée générale décide de modifier l'article 5 des statuts pour lui donner la teneur suivante:

Version française:

« **Art. 5.** Le capital social est fixé à un million d'euros (1.000.000,- EUR) représenté par mille (1.000) actions d'une valeur nominale de cent euros (100,-EUR) chacune.»

Version anglaise:

« **Art. 5.** The share capital is fixed at one million euro (EUR 1,000,000.-) represented by one thousand (1,000) shares with a nominal value of one hundred euro (EUR 100.-) each."

Frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de l'augmentation de son capital, s'élève à environ mille huit cent trois euros (1.803,- EUR).

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

DONT ACTE, passé à Luxembourg, le jour, mois et an qu'en tête des présentes.

Et après lecture faite aux comparantes, connues du notaire instrumentant par leur nom, prénoms usuels, état et demeures, celles-ci ont signé avec le notaire le présent acte.

Signé: V.PIERRU, A-S.DECAMPS, P.DECKER.

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Enregistré à Luxembourg A.C., le 01.04.2014. Relation: LAC/2014/15230. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 31.03.2014.

Référence de publication: 2014052251/73.

(140060071) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 avril 2014.

Pandominion, Société Anonyme.

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

R.C.S. Luxembourg B 185.992.

STATUTES

In the year two thousand and fourteen, on the twenty-eight of March.

Before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg, (Grand Duchy of Luxembourg).

THERE APPEARED:

1. Mr. Charles MEYER, born on April 19 th , 1969 in Luxembourg (Grand-Duchy of Luxembourg), residing professionally at 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand-Duchy of Luxembourg);

2. Mr. John WANTZ, born on May 17 th , 1966 in Luxembourg (Grand-Duchy of Luxembourg), residing professionally at 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand-Duchy of Luxembourg);

3. Ms. Martine GRÜN, born on March 19 th , 1975 in Luxembourg (Grand-Duchy of Luxembourg), residing professionally at 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand Duchy of Luxembourg); and

4. Mr. Ulrich BINNINGER, born on August 30 th , 1966 in Trier (Germany), residing professionally at 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand Duchy of Luxembourg);

hereinafter together referred to as the "Subscribers".

All the parties are here represented by Mrs Nathalie CLERCX, private employee, professionally residing at 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand-Duchy of Luxembourg), by virtue of four (4) proxies given under private seal in Luxembourg (Grand-Duchy of Luxembourg) on March 21 st , 2014.

Such proxies, after having been signed "ne varietur" by the proxyholder and the notary, will remain attached to the present deed in order to be recorded with it.

Such appearing parties, represented as said before, have required the officiating notary to enact the deed of association of a joint stock company (société anonyme) to be established as follows:

I. Name, Duration, Object, Registered office

Art. 1. There is hereby established by the Subscribers and all those who may become owners of the shares hereafter issued, a company in the form of a joint stock company ("societé anonyme"), under the name of "PANDOMINION" (hereafter the "Company").

Art. 2. The duration of the Company is unlimited.

Art. 3. The object of the Company is the holding of participations, in any form whatsoever, in other Luxembourg or foreign companies, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stocks, bonds, debentures, notes and other securities of any kind, and the ownership, administration, development and management of its portfolio. The Company may also hold interests in partnerships.

The Company may borrow in any form and proceed to the issuance of bonds and debentures.

In a general fashion it may grant assistance to affiliated companies, take any controlling and supervisory measures and carry out any operation, which it may deem useful in the accomplishment and development of its purposes.

The Company may further carry out any commercial, industrial or financial operations, as well as any transactions on real estate or on movable property.

Art. 4. The registered office of the Company is established in Luxembourg-City (Grand-Duchy of Luxembourg).

The Company may establish branches, subsidiaries, agencies or administrative offices in the Grand-Duchy of Luxembourg as well as in foreign countries by a simple decision of the board of directors.

The registered office may be transferred to any other municipality of the Grand- Duchy of Luxembourg by a decision of the shareholders' meeting.

II. Social capital, Shares

Art. 5. The share capital is set at forty thousand euro (EUR 40,000.-), represented by forty thousand (40,000) shares with a par value of one euro (EUR 1.-) each.

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The share capital of the Company may be increased or reduced by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation. The Company may, to the extent and under terms permitted by the law of August 10 th , 1915 on commercial companies, as amended (the "Law"), redeem its own shares.

Art. 6. The shares of the Company are in registered form.

A register of registered shares will be kept at the registered office, where it will be available for inspection by any shareholder. This register will contain all the information required by article 39 of the Law. Ownership of registered shares will be established by inscription in the said register. Certificates of these inscriptions shall be issued and signed by two directors or, if the Company as only one director, by this director.

The Company will recognize only one holder per share; in case a share is held by more than one person, the persons claiming ownership of the share will have to name a unique proxy to present the share in relation to the Company. The Company has the right to suspend the exercise of all rights attached to that share until one person has been appointed as the sole owner in relation to the Company.

The transfer of shares is subject to a preemptive right as described hereafter.

The shareholder who wishes to transfer part or all of his shares shall notify his intention to the board of directors of the Company, indicating the number of shares, the name of the transferee and the agreed price. The board of directors of the Company shall, within fifteen (15) days, notify this information by registered mail to all the other shareholders of the Company.

The Shareholders, who wish to exercise their preemptive right, shall notify their offer to the board of directors of the Company and to the transferor, by registered mail within thirty (30) days.

If several shareholders wish to exercise their preemptive right on the proposed sale, the shares shall be allocated to them pro-rata to the number of shares they already hold in the Company.

If no existing shareholder wishes to exercise his preemptive right under the conditions set forth previously, the Company shall be authorized to buy the shares at a price which, in the absence of agreement between the parties, shall be equivalent to the net asset value determined by the board of directors, the transferring directors refraining from voting on such resolution, based on the latest approved annual accounts of the Company or on the latest available quarterly report prepared on the same basis than the annual accounts, without considering any potential right to a goodwill or to any other intangible right related to these shares.

In case of disagreement between the parties on the price, the latter will be definitely determined by an expert unanimously designated by the parties and acting according to the rules of the civil code. In case of disagreement regarding the designation of only one expert, each party shall appoint an expert who will together designate a third expert. The decision of the experts shall be taken at a simple majority of the votes and is enforceable without recourse.

If the Company does not wish to buy back the shares under the conditions set forth previously, the transferor is free to transfer his shares to the person indicated in his initial proposition under the condition set forth in the proposition.

The breach of any preceding paragraph shall trigger the nullity of the transfer.

III. General meetings of shareholders, Decision of the sole shareholder

Art. 7. Any regularly constituted meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company. In case the Company has only one shareholder, such shareholder exercises all the powers granted to the general meeting of shareholders.

The general meeting is convened by the board of directors. It may also be convoked by request of shareholders representing at least one tenth of the Company's share capital.

Art. 8. The annual general meeting of shareholders shall be held on the 3 rd Thursday of June at 04.00 p.m. at the registered office of the Company, or at such other place as may be specified in the notice of meeting.

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

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 conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share is entitled to one vote. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing, cable, telegram, telex or facsimile.

Except as otherwise required by Law, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of those present or represented.

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

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

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Decision taken in a general meeting of shareholders must be recorded in minutes signed by the members of the board (bureau) and by the shareholders requesting to sign. In case of a sole shareholder, these decisions are recorded in minutes.

All shareholders may participate to a general meeting of shareholders by way of videoconference or by any other similar means of communication allowing their identification. These means of communication must comply with technical characteristics guaranteeing the effective participation to the meeting, which deliberation must be broadcasted uninterruptedly. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

IV. Board of directors

Art. 9. The Company shall be managed by a board of directors composed of four (4) members at least, who need not be shareholders of the Company. However, in case the Company is incorporated by a sole shareholder or that it is acknowledged in a general meeting of shareholders that the Company has only one shareholder left, the composition of the board of director may be limited to one (1) member only until the next ordinary general meeting acknowledging that there is more than one shareholder in the Company.

The directors shall be elected by the shareholders at their annual general meeting which shall determine their number, remuneration and term of office. The term of the office of a director may not exceed six (6) years and the directors shall hold office until their successors are elected.

The directors are elected by a simple majority of vote of the shares present or represented.

Any director may be removed with or without cause by the general meeting of shareholders.

In the event of a vacancy in the office of a director because of death, retirement or otherwise, this vacancy may be filled out on a temporary basis until the next meeting of shareholders, by observing the applicable legal prescriptions.

Art. 10. The board of directors shall choose from among its members a chairman, and may choose from among its members a vice-chairman. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders.

The board of directors shall meet upon call by the chairman, or two directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meeting of shareholders and of the board of directors, but in his absence, the shareholders or the board of directors may appoint another director as chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any meeting of the board of directors must be given to directors twenty-four hours at least in advance of the date foreseen for the meeting, except in case of emergency, in which case the nature and the motives of the emergency shall be mentioned in the notice. This notice may be omitted in case of assent of each director in writing, by cable, telegram, telex or facsimile, or any other similar means of communication. A special convocation will not be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of directors.

Any director may act at any meeting of the board of directors by appointing in writing or by cable, telegram, telex or facsimile another director as his proxy.

A director may represent more than one of his colleagues.

Any director may participate in any meeting of the board of directors by way of videoconference or by any other similar means of communication allowing their identification. These means of communication must comply with technical characteristics guaranteeing the effective participation to the meeting, which deliberation must be broadcasted uninterruptedly. The participation in a meeting by these means is equivalent to a participation in person at such meeting. The meeting held by such means of communication is reputed held at the registered office of the Company.

The board of directors can deliberate or act validly only if at least half of the directors are present or represented at a meeting of the board of directors.

Décisions shall be taken by a majority of votes of the directors present or represented at such meeting. In case of tie, the chairman of the board of directors shall have a casting vote.

The board of directors may, unanimously, pass resolutions by circular means when expressing its approval in writing, by cable, telegram, telex or facsimile, or any other similar means of communication, to be confirmed in writing. The entirety will form the minutes giving evidence of the resolution.

Art. 11. The minutes of any meeting of the board of directors shall be signed by the chairman or, in his absence, by the vice-chairman, or by two directors. 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. In case the board of directors is composed of one director only, the sole director shall sign these documents.

Art. 12. The board of directors is vested with the broadest powers to perform all acts of administration and disposition in the Company's interests.

All powers not expressly reserved by Law or by these articles of incorporation to the general meeting of shareholders fall within the competence of the board of directors.

In case the Company has only one director, such director exercises all the powers granted to the board of directors.

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According to article 60 of the Law, the daily management of the Company as well as the representation of the Company in relation with this management may be delegated to one or more directors, officers, managers or other agents, associate or not, acting alone or jointly. Their nomination, revocation and powers shall be settled by a resolution of the board of directors. The delegation to a member of the board of directors shall entail the obligation for the board of directors to report each year to the ordinary general meeting on the salary, fees and any advantages granted to the delegate.

The Company may also grant special powers by authentic proxy or power of attorney by private instrument.

Art. 13. The Company will be bound by the joint signature of two (2) directors or by the single signature of the Sole Director or by the single or joint signature of any persons to whom such signatory power shall be delegated by the board of directors.

V. Supervision of the company

Art. 14. The operations of the Company shall be supervised by one (1) or several statutory auditors, which may be shareholders or not.

The general meeting of shareholders shall appoint the statutory auditors, and shall determine their number, remuneration and term of office which may not exceed six (6) years.

VI. Accounting year, Balance

Art. 15. The accounting year of the Company shall begin on 1 st of January of each year and shall terminate on 31 st of December of the same year.

Art. 16. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by Law. This allocation shall cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the Company as stated in article 5 hereof or as increased or reduced from time to time as provided in article 5 hereof.

The general meeting of shareholders, upon recommendation of the board of directors, will determine how the remainder of the annual net profits will be disposed of.

Interim dividends may be distributed by observing the terms and conditions foreseen by Law.

VII. Liquidation

Art. 17. In the event of dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) appointed by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

VIII. Amendment of the articles of incorporation

Art. 18. These articles of association may be amended by a resolution of the general meeting of shareholders adopted in the conditions of quorum and majority foreseen in article 67-1 of the Law.

IX. Final clause - Applicable law

Art. 19. All matters not governed by these articles of incorporation shall be determined in accordance with the Law.

Transitory dispositions

1. The first financial year runs from the date of incorporation and ends on the 31 st of December 2014.
2. The first General Meeting will be held in the year 2015.

Subscription and payment

The Subscribers have subscribed a number of shares and have paid the amounts as mentioned hereafter:

Subscribers	Subscribed capital	Paid-in capital	Number of shares
Mr. Charles MEYER	EUR 24,000.-	EUR 6,000.-	24,000
Mr. John WANTZ	EUR 8,000.-	EUR 2,000.-	8,000
Ms. Martine GRÜN	EUR 4,000.-	EUR 1,000.-	4,000
Mr. Ulrich BINNINGER	EUR 4,000.-	EUR 1,000.-	4,000
TOTAL:	EUR 40,000.-	EUR 10,000.-	40,000

The articles of association having thus been established, the forty thousand (40,000) shares have been subscribed by the shareholders prenamed and represented as said before, and paid up by payment in cash, to the extent of 25%, by the aforesaid Subscribers, so that the sum of ten thousand euro (EUR 10,000.-) is from this day on at the free disposal of the Company and proof thereof has been given to the undersigned notary, who expressly attests thereto.

SERVICE CENTRAL DE LÉGISLATION
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Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26 of the Law of August 10 th , 1915, on commercial companies and expressly states that they have been fulfilled.

Extraordinary general meeting, Decisions taken by the shareholders

The aforementioned appearing parties, representing the whole of the subscribed share capital, have adopted the following resolutions as shareholders:

1) The number of directors is fixed at four (4) and that of the independent auditors at one (1).

2) Are appointed as Directors:

- Mr. Charles MEYER, born on April 19 th , 1969 in Luxembourg (Grand-Duchy of Luxembourg), residing professionally at 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand Duchy of Luxembourg);

- Mr. John WANTZ, born on May 17 th , 1966 in Luxembourg (Grand-Duchy of Luxembourg), residing professionally at 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand Duchy of Luxembourg);

- Ms Martine GRÜN, born on March 19 th , 1975 in Luxembourg (Grand-Duchy of Luxembourg), residing professionally at 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand Duchy of Luxembourg); and

- Mr. Ulrich BINNINGER, born on August 30 th , 1966 in Trier (Germany), residing professionally at 121, avenue de la Faïencerie, L- 1511 Luxembourg (Grand Duchy of Luxembourg);

3) PANCUNIA, a joint stock company, duly incorporated and validly existing under the laws of the Grand-Duchy of Luxembourg, having its registered address at 121, avenue de la Faïencerie, L-1511 Luxembourg, and registered with the Registre du Commerce et des Sociétés de Luxembourg under number B 166.760, is appointed as independent auditor of the Company.

5) The mandates of the directors will expire at the general annual meeting in the year 2019.

6) The mandate of the independent auditor of the Company will expire at the general meeting in the year 2015.

7) The registered office of the Company will be established at 121, avenue de la Faïencerie, L-1511 Luxembourg.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is evaluated at approximately one thousand five hundred euro (EUR 1,500.-).

Statement

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

WHEREOF, the present deed was drawn up in Luxembourg, at the date indicated at the beginning of the document.

After reading the present deed to the mandatory of the appearing party, acting as said before, known to the notary by name, first name, civil status and residence, the said mandatory has signed with Us the notary the present deed.

Suit la version française du texte qui précède:

L'an deux mille quatorze, le vingt-sept mars.

Par-devant Nous, Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, (Grand-Duché de Luxembourg).

ONT COMPARU:

1. M. Charles MEYER, né le 19 avril, 1969 à Luxembourg (Grand-Duché de Luxembourg), résidant professionnellement au 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand-Duché de Luxembourg);

2. M. John WANTZ, né le 17 mai, 1966 à Luxembourg (Grand-Duché de Luxembourg), résidant professionnellement au 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand-Duché de Luxembourg);

3. Melle Martine GRÜN, née le 19 mars, 1975 à Luxembourg (Grand-Duché de Luxembourg), résidant professionnellement au 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand-Duché de Luxembourg); et

4. Mr. Ulrich BINNINGER, né le 30 août, 1966 à Trèves (Allemagne), résidant professionnellement au 121, avenue de la Faïencerie, L- 1511 Luxembourg (Grand-Duché de Luxembourg);

ci-après les «Souscripteurs».

Toutes les parties sont ici représentées par Madame Nathalie CLERCX, employée privée, en vertu de quatre (4) procurations signées sous seing privé à Luxembourg (Grand-Duché de Luxembourg) le 21 mars 2014.

Lesquelles procurations, après avoir été signée «ne varietur» par le mandataire et le notaire, resteront annexées au présent acte afin d'être enregistrées avec lui.

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Lesquels comparants, représentés comme dit ci-avant, ont requis le notaire instrumentaire d'arrêter les statuts d'une société anonyme à constituer comme suit:

I. Nom, Durée, Objet, Siège social

Art. 1er. Il est formée par les Souscripteurs et tous ceux qui deviendront propriétaires des actions ci-après créées, une société anonyme, sous la dénomination "PANDOMINION" (ci-après la "Société").

Art. 2. La durée la de Société est illimitée.

Art. 3. L'objet de la Société est la prise de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères, l'acquisition par l'achat, la souscription ou de toute autre manière, ainsi que le transfert par vente, échange ou autre, d'actions, d'obligations, de reconnaissances de dettes, notes ou autres titres de quelque forme que ce soit, et la propriété, l'administration, le développement et la gestion de son portefeuille. La société peut en outre prendre des participations dans des sociétés de personnes.

La Société peut emprunter sous toutes les formes et procéder à l'émission d'obligations et de reconnaissances de dettes.

D'une façon générale, elle peut accorder une assistance directe ou indirecte aux sociétés affiliées ou aux sociétés du groupe, prendre toutes mesures de contrôle et/ou de supervision et accomplir toute opération qui pourrait être utile à l'accomplissement et au développement de son objet.

La Société pourra en outre effectuer toute opération commerciale, industrielle ou financière, ainsi que toute transaction sur des biens mobiliers ou immobiliers.

Art. 4. Le siège social est établi à Luxembourg-Ville.

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

Le siège social pourra être transféré dans toute autre localité du Grand-Duché de Luxembourg par décision de l'assemblée des actionnaires.

II. Capital social - Actions

Art. 5. Le capital social est fixé à quarante mille euros (40.000,-EUR), représenté par quarante mille (40.000) actions d'une valeur nominale d'un euro (1,- EUR) chacune.

Le capital social peut être augmenté ou réduit par décision de l'assemblée générale des actionnaires statuant comme en matière de modification des statuts. La Société peut, aux conditions et aux termes prévus par la loi du 10 août 1915 concernant les Sociétés commerciales, telle que modifiée (la "Loi"), racheter ses propres actions.

Art. 6. Les actions de la Société sont nominatives.

Il est tenu au siège social un registre des actions nominatives, dont tout actionnaire pourra prendre connaissance, et qui contiendra les indications prévues à l'article 39 de la Loi. La propriété des actions nominatives s'établit par une inscription sur ledit registre. Des certificats constatant ces inscriptions au registre seront délivrés, signés par deux administrateurs ou, si la Société ne comporte qu'un seul administrateur, par celui-ci.

La Société ne reconnaît qu'un propriétaire par action; si la propriété de l'action est indivise, démembrée ou litigieuse, les personnes invoquant un droit sur l'action devront désigner un mandataire unique pour présenter l'action à l'égard de la Société. La Société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

L'actionnaire qui désire céder tout ou partie de ses actions doit notifier son intention au conseil d'administration de la Société en précisant le nombre d'actions, l'identité du cessionnaire et le prix convenu. Le conseil d'administration doit dans les quinze (15) jours notifier par lettre recommandée ces informations à tous les actionnaires autres que l'actionnaire cédant.

Les actionnaires qui souhaitent exercer leur droit de préemption doivent notifier leur offre dans les trente (30) jours par lettre recommandée au conseil d'administration et à l'actionnaire cédant.

Si plusieurs actionnaires souhaitent exercer leur droit de préemption sur la vente proposée, les actions cédées leur sont attribuées proportionnellement au nombre d'actions qu'ils détiennent.

Si aucun actionnaire ne souhaite exercer son droit de préemption dans les conditions ci-dessus, la Société peut racheter les actions à un prix qui, à défaut d'accord entre parties, sera équivalent à l'actif net comptable qui sera déterminé par le conseil d'administration, les administrateurs vendeurs n'ayant pas de droit de vote à cet égard, sur base des derniers comptes annuels de la Société ou du dernier état trimestriel préparé sur les mêmes bases que celles des comptes annuels, sans prise en compte d'un quelconque droit au titre d'un goodwill ou autre droit incorporel lié aux dites actions.

En cas de désaccord entre parties sur le prix, celui-ci sera définitivement tranché par un expert désigné d'un commun accord par les parties et statuant suivant les règles du code civil. A défaut d'accord sur la désignation d'un seul expert, chaque partie désignera un expert et les deux experts s'adjoindront un troisième expert. La décision des experts est prise à la majorité simple et est sans recours.

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Si la Société ne souhaite pas racheter les actions à ces conditions, l'actionnaire cédant est libre de céder les actions à la personne indiquée dans sa proposition initiale et aux conditions y contenues.

La violation des paragraphes précédents entraîne la nullité de la cession.

III. Assemblées générales des actionnaires, Décisions de l'actionnaire unique

Art. 7. L'assemblée des actionnaires de la Société régulièrement constituée représentera tous les actionnaires de la Société. Elle aura les pouvoirs les plus larges pour ordonner, faire ou ratifier tous les actes relatifs aux opérations de la Société. Lorsque la Société compte un actionnaire unique, il exerce les pouvoirs dévolus à l'assemblée générale.

L'assemblée générale est convoquée par le conseil d'administration. Elle peut l'être également sur demande d'actionnaires représentant un dixième au moins du capital social.

Art. 8. L'assemblée générale annuelle des actionnaires se tiendra le troisième jeudi de juin à 16.00 heures au siège social de la Société ou à tout autre endroit qui sera fixe dans l'avis de convocation.

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

D'autres assemblées 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'est pas autrement disposé dans les présents statuts.

Toute action donne droit à une voix. Tout actionnaire pourra prendre part aux assemblées des actionnaires en désignant par écrit, par câble, télégramme, télex ou téléfax une autre personne comme son mandataire.

Dans la mesure où il n'en est pas autrement disposé par la Loi ou les présents statuts, les décisions d'une assemblée des actionnaires dûment convoquée sont prises à la majorité simple des votes des actionnaires présents ou représentes.

Le conseil d'administration peut déterminer toutes autres conditions à remplir par les actionnaires pour prendre part à toute assemblée des actionnaires.

Si tous les actionnaires sont présents ou représentes lors d'une assemblée des actionnaires, et s'ils déclarent connaître l'ordre du jour, l'assemblée pourra se tenir sans avis de convocation préalables.

Les décisions prises lors de l'assemblée sont consignées dans un procès-verbal signé par les membres du bureau et par les actionnaires qui le demandent. Si la Société compte un actionnaire unique, ses décisions sont également écrites dans un procès verbal.

Tout actionnaire peut participer à une réunion de l'assemblée générale par visioconférence ou par des moyens de télécommunication permettant leur identification. Ces moyens doivent satisfaire à des caractéristiques techniques garantissant la participation effective à l'assemblée, dont les délibérations sont retransmises de façon continue.

La participation à une réunion par ces moyens équivaut à une présence en personne à une telle réunion.

IV. Conseil d'administration

Art. 9. La Société sera administrée par un conseil d'administration de quatre (4) membres au moins, qui n'ont pas besoin d'être actionnaires de la Société.

Toutefois, lorsque la Société est constituée par un actionnaire unique ou que, à une assemblée générale des actionnaires, il est constaté que celle-ci n'a plus qu'un actionnaire unique, la composition du conseil d'administration peut être limitée à un (1) membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un actionnaire.

Les administrateurs seront élus par l'assemblée générale des actionnaires qui fixe leur nombre, leurs émoluments et la durée de leur mandat. Les administrateurs sont élus pour un terme qui n'excédera pas six (6) ans, jusqu'à ce que leurs successeurs soient élus.

Les administrateurs seront élus à la majorité des votes des actionnaires présents ou représentés.

Tout administrateur pourra être révoqué avec ou sans motif à tout moment par décision de l'assemblée générale des actionnaires.

Au cas ou le poste d'un administrateur devient vacant à la suite de décès, de démission ou autrement, cette vacance peut être temporairement comblée jusqu'à la prochaine assemblée générale, aux conditions prévues par la Loi.

Art. 10. Le conseil d'administration devra choisir en son sein un président et pourra également choisir parmi ses membres un vice-président. Il pourra également choisir un secrétaire qui n'a pas besoin d'être administrateur et qui sera en charge de la tenue des procès-verbaux des réunions du conseil d'administration et des assemblées générales des actionnaires.

Le conseil d'administration se réunira sur la convocation du président ou de deux administrateurs, au lieu indiqué dans l'avis de convocation.

Le président présidera toutes les assemblées générales des actionnaires et les réunions du conseil d'administration; en son absence l'assemblée générale ou le conseil d'administration pourra désigner à la majorité des personnes présentes à cette assemblée ou réunion un autre administrateur pour assumer la présidence pro tempore de ces assemblées ou réunions.

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Avis écrit de toute réunion du conseil d'administration sera donné à tous les administrateurs au moins vingt-quatre heures avant la date prévue pour la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation. Il pourra être passé outre à cette convocation à la suite de l'assentiment de chaque administrateur par écrit ou par câble, télégramme, télex, télécopieur ou tout autre moyen de communication similaire. Une convocation spéciale ne sera pas requise pour une réunion du conseil d'administration se tenant à une heure et un endroit déterminé dans une résolution préalablement adoptée par le conseil d'administration.

Tout administrateur pourra se faire représenter à toute réunion du conseil d'administration en désignant par écrit ou par câble, télégramme, télex ou téléfax un autre administrateur comme son mandataire.

Un administrateur peut représenter plusieurs de ses collègues.

Tout administrateur peut participer à une réunion du conseil d'administration par visioconference ou par des moyens de télécommunication permettant son identification. Ces moyens doivent satisfaire à des caractéristiques techniques garantissant une participation effective à la réunion du conseil dont les délibérations sont retransmises de façon continue. La participation à une réunion par ces moyens équivaut à une présence en personne à une telle réunion. La réunion tenue par de tels moyens de communication à distance est réputée se tenir au siège de la Société.

Le conseil d'administration ne pourra délibérer ou agir valablement que si la moitié au moins des administrateurs est présente ou représentée à la réunion du conseil d'administration.

Les décisions sont prises à la majorité des voix des administrateurs présents ou représentés à cette réunion. En cas de partage des voix, le président du conseil d'administration aura une voix prépondérante.

Le conseil d'administration pourra, à l'unanimité, prendre des résolutions par voie circulaire en exprimant son approbation au moyen d'un ou de plusieurs écrits, par courrier ou par courrier électronique ou par télécopie ou par tout autre moyen de communication similaire, à confirmer le cas échéant par courrier, le tout ensemble constituant le procès-verbal faisant preuve de la décision intervenue.

Art. 11. Les procès-verbaux de toutes les réunions du conseil d'administration seront signés par le président ou, en son absence, par le vice-président, ou par deux administrateurs. Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président ou par deux administrateurs. Lorsque le conseil d'administration est composé d'un seul membre, ce dernier signera.

Art. 12. Le conseil d'administration est investi des pouvoirs les plus larges de passer tous actes d'administration et de disposition dans l'intérêt de la Société.

Tous pouvoirs que la Loi ou les présents statuts ne réservent pas expressément à l'assemblée générale des actionnaires sont de la compétence du conseil d'administration.

Lorsque la Société compte un seul administrateur, il exerce les pouvoirs dévolus au conseil d'administration.

La gestion journalière de la Société ainsi que la représentation de la Société en ce qui concerne cette gestion pourront, conformément à l'article 60 de la Loi, être déléguées à un ou plusieurs administrateurs, directeurs, gérants et autres agents, associés ou non, agissant seuls ou conjointement. Leur nomination, leur révocation et leurs attributions seront réglées par une décision du conseil d'administration. La délégation à un membre du conseil d'administration impose au conseil l'obligation de rendre annuellement compte à l'assemblée générale ordinaire des traitements, émoluments et avantages quelconques alloues au délégué.

La Société peut également conférer tous mandats spéciaux par procuration authentique ou sous seing privé.

Art. 13. La Société sera engagée par la signature collective de deux (2) administrateurs, ou par la seule signature de toute(s) personne(s) à laquelle (auxquelles) pareils pouvoirs de signature auront été délégués par le conseil d'administration.

Lorsque le conseil d'administration est composé d'un (1) seul membre, la Société sera engagée par sa seule signature.

V. Surveillance de la société

Art. 14. Les opérations de la Société seront surveillées par un (1) ou plusieurs commissaires aux comptes qui n'ont pas besoin d'être actionnaire.

L'assemblée générale des actionnaires désignera les commissaires aux comptes et déterminera leur nombre, leurs rémunérations et la durée de leurs fonctions qui ne pourra excéder six (6) années.

VI. Exercice social - Bilan

Art. 15. L'exercice social commencera le premier janvier de chaque année et se terminera le trente et un décembre de la même année.

Art. 16. Sur le bénéfice annuel net de la Société il est prélevé cinq pour cent (5%) pour la formation du fonds de réserve légale; ce prélèvement cessera d'être obligatoire lorsque et tant que la réserve aura atteint dix pour cent (10%) du capital social, tel que prévu à l'article 5 de ces statuts, ou tel qu'augmenté ou réduit en vertu de ce même article 5.

L'assemblée générale des actionnaires déterminera, sur proposition du conseil d'administration, de quelle façon il sera disposé du solde du bénéfice annuel net.

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Des acomptes sur dividendes pourront être versés en conformité avec les conditions prévues par la Loi.

VII. Liquidation

Art. 17. 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) nommes par l'assemblée générale des actionnaires qui déterminera leurs pouvoirs et leurs rémunérations.

VIII. Modification des statuts

Art. 18. Les présents statuts pourront être modifiés par une assemblée générale des actionnaires statuant aux conditions de quorum et de majorité prévues par l'article 67-1 de la Loi.

IX. Dispositions finales - Loi applicable

Art. 19. Pour toutes les matières qui ne sont pas régies par les présents statuts, les parties se réfèrent aux dispositions de la Loi.

Dispositions transitoires

1. Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2014.
2. La première assemblée générale ordinaire annuelle se tiendra en 2015.

Souscription et libération

Les actionnaires ont souscrits un nombre de parts et ont payé en numéraire les montants tels que listés ci-dessous:

Actionnaires	Capital souscrit	Capital payé	Nombres de parts
M. Charles MEYER	EUR 24.000,-	EUR 6.000,-	24.000
M. John WANTZ	EUR 8.000,-	EUR 2.000,-	8.000
Melle. Martine GRÜN	EUR 4.000,-	EUR 1.000,-	4.000
M. Ulrich BINNINGER	EUR 4.000,-	EUR 1.000,-	4.000
TOTAL:	EUR 40.000,-	EUR 10.000,-	40.000

Les statuts de la Société ayant été ainsi arrêtés, les quarante mille (40.000) actions ont été souscrites par les actionnaires pre-désignés et représentés comme dit ci-avant, et libérées en numéraire, à raison de 25%, par les Souscripteurs prédits, de sorte que la somme de dix mille euros (10.000,- EUR) se trouve dès-à-présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire par une attestation bancaire, qui le constate expressément.

Déclaration

Le notaire instrumentaire déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la Loi et en confirme expressément l'accomplissement.

Assemblée générale des actionnaires, Décisions des actionnaires

Les comparants pré-désignés, représentant l'intégralité du capital social souscrit, ont pris les résolutions suivantes en tant qu'actionnaires de la Société:

1) Le nombre des administrateurs est fixé à quatre (4) et celui des commissaires aux comptes à un (1).

2) Sont nommés en tant qu'Administrateurs:

- M. Charles MEYER, né le 19 avril, 1969 à Luxembourg (Grand-Duché de Luxembourg), résidant professionnellement au 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand-Duché de Luxembourg);

- M. John WANTZ, né le 17 mai, 1966 à Luxembourg (Grand-Duché de Luxembourg), résidant professionnellement au 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand-Duché de Luxembourg);

- Melle Martine GRÜN, née le 19 mars, 1975 à Luxembourg (Grand-Duché de Luxembourg), résidant professionnellement au 121, avenue de la Faïencerie, L-1511 Luxembourg (Grand-Duché de Luxembourg); et

- M. Ulrich BINNINGER, né le 30 août, 1966 à Trèves (Allemagne), résident professionnellement au 121, avenue de la Faïencerie, L- 1511 Luxembourg (Grand-Duché de Luxembourg);

3) PANCUNIA, une société anonyme, dûment constituée et valablement existante sous les lois du Grand-Duché de Luxembourg, ayant son siège social au 121, avenue de la Faïencerie, L-1511 Luxembourg enregistrée auprès du Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 166.760, est nommée en tant que commissaire aux comptes de la Société.

5) Les mandats des administrateurs expireront à l'assemblée générale annuelle de l'année 2019.

5) Le mandat du commissaire aux comptes expirera à l'assemblée générale annuelle de l'année 2015.

6) Le siège social de la Société sera établi au 121, avenue de la Faïencerie, L-1511 Luxembourg.

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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 en raison du présent acte, est évalué approximativement à mille cinq cents euros (1.500,- EUR).

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais et le français, déclare par les présentes, qu'à la requête des comparants, le présent acte est rédigé en anglais suivi d'une version française; à la requête des mêmes comparants, et en cas de divergences entre le texte anglais et français, la version française prévaudra.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte au mandataire des comparants, agissant comme dit ci-avant, connu du notaire par nom, prénom, état civil et domicile, ledit mandataire a signé avec Nous notaire le présent acte.

Signé: N. Clercx et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 02 avril 2014. LAC/2014/15401. Reçu soixante-quinze euros EUR 75,-

Le Receveur (signée): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, sur papier libre, aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 9 avril 2014.

Référence de publication: 2014052001/495.

(140058747) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 avril 2014.

Netzaberg Luxembourg SPS 1 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-3372 Luxembourg, 15, rue Léon Laval.

R.C.S. Luxembourg B 133.215.

In the year two thousand and fourteen, on the twenty-six day of March

Before us Maître Jean-Paul MEYERS, civil law notary residing in Rambrouch, Grand Duchy of Luxembourg.

Was held

an extraordinary general meeting (the "Meeting") of the shareholders of Netzaberg Luxembourg SPS 1 S.à.r.l., a société à responsabilité limitée, having its registered office at 14,rue du marché aux herbes,L-1728 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 133.215, incorporated pursuant to a deed of Maître Paul Bettingen notary residing in Niederanven on October 18 th 2007, published in the Mémorial C, Recueil des Sociétés et Associations, on December 4 th 2007, under number 2795, and whose articles of association have /not yet been amended since then.

The Meeting is chaired by Sophie Monvoisin, residing professionally in Luxembourg, (the Chairman) who appoints as secretary (the Secretary) and the Meeting elects as scrutineer Anastasia Tylinski, residing professionally in Luxembourg (the Scrutineer).

The Chairman, the Secretary and the Scrutineer constitute the bureau of the Meeting (the Bureau).

The Bureau having thus been constituted, the Chairman declares and requests the notary to record the following:

I.- The shareholders present or represented and the number of shares held by each of them are shown on an attendance list. That list and proxies, signed ne varietur by the Bureau, the appearing persons and the notary, shall remain here annexed to be registered with the minutes.

II.- It appears from said attendance list that all the shareholders are present or represented at the present Meeting, so that the Meeting can validly decide on all the items of the agenda which are known to the shareholders who declare having been informed on the agenda of the Meeting beforehand and have waived all convening requirements and formalities.

III.- The agenda of the meeting is the following:

Agenda:

1. Transfer of registered office;
2. Amendment of the respective article of the articles of association;
3. Miscellaneous.

After the foregoing was approved by the meeting, the shareholders unanimously decide what follows:

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First resolution:

The meeting decides to transfer the statutory seat of the company with effect on March 26, 2014 to following address: 15, Rue Léon Laval L-3372 Leudelange.

Second resolution:

As a consequence of the above resolution, the meeting decides to amend article 5 of the articles of association as follows:

" **Art. 5. Registered Office.** The Registered Office of the Company is established in Leudelange, Grand-Duchy of Luxembourg."

Power

The above appearing parties hereby give power to any agent and / or employee of the office of the signing notary, acting individually to proceed as the case may be with the registration, listing, modification, deletion, publication or any other useful or necessary operations following this deed and possibly to draw, correct and sign any error, lapse or typo in this deed.

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

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

The document having been read to the persons appearing, they signed together with us, the notary, the present original deed.

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

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le vingt-six Mars,

Par-devant Maître Jean-Paul MEYERS, notaire de résidence à Rambrouch, Grand-Duché de Luxembourg.

Se réunit

une assemblée générale extraordinaire des associés de la société à responsabilité limitée Netzaberg Luxembourg SPS 1 S.à.r.l., ayant son siège social le, 14, rue du marché aux herbes, L-1728 Luxembourg, R.C.S. Luxembourg section B numéro 122.643, constituée suivant acte reçu le 18 octobre 2007, publié au Mémorial C, Recueil Spécial des Sociétés et Associations,numéro 2795 du 4 décembre 2007, L'Assemblée est présidée par Sophie Monvoisin, ayant son adresse professionnelle à Luxembourg (le «Président»).

Le Président nomme comme secrétaire et l'assemblée élit comme scrutateur de l'Assemblée (le «Secrétaire» et le «Scrutateur») Anastasia Tylinski, ayant son adresse professionnelle à Luxembourg.

Le Président, le Secrétaire et le Scrutateur étant collectivement appelé le «Bureau».

Le Bureau ayant été constitué, le Président a déclaré et a requis le notaire d'acter que:

I.- Les associés présents ou représentés et le nombre de parts sociales qu'ils détiennent sont renseignés sur une liste de présence. Cette liste de présence et les procurations, une fois signées par le Bureau, les comparants et le notaire instrumentant, resteront ci-annexées pour être enregistrées avec l'acte.

II.- Clôturée, cette liste de présence fait apparaître que toutes les parts sociales, représentant l'intégralité du capital social sont représentées à la présente assemblée générale extraordinaire, de sorte qu'il a pu être fait abstraction des convocations d'usage, les associés présents se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable et que l'assemblée peut dès lors décider valablement sur tous les points portés à l'ordre du jour,

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

Ordre du jour:

4. Transfert de siège;
5. Modification subséquente de l'article correspondant des statuts;
6. Divers.

Ces faits exposés et reconnus exacts par l'assemblée, les associés décident ce qui suit à l'unanimité:

Première résolution:

L'Assemblée décide, avec effet au 26 mars 2014 de transférer le siège de la société au 15, Rue Léon Laval L-3372 Leudelange.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Deuxième résolution:

En conséquence de la résolution qui précède, l'Assemblée décide de modifier l'article 5 des statuts comme suit:

« **Art. 5.** Le siège social est établi à Leudelange».

Pouvoirs

Les comparants donnent par la présente pouvoir à tout clerc et/ou employé de l'étude du notaire soussigné, agissant individuellement, afin de procéder suivant besoin à l'enregistrement, l'immatriculation, la modification, la radiation auprès du Registre des Sociétés ou la publication ou toutes autres opérations utiles ou nécessaires dans la suite du présent acte et, le cas échéant pour corriger, rectifier, rédiger, ratifier et signer toute erreur, omission ou faute(s) de frappe(s) au présent acte.

Plus rien n'étant à l'ordre du jour, et plus aucun associé ne désirant prendre la parole, la séance est levée.

DONT ACTE, passé à Luxembourg, les jours, mois et an qu'en tête des présentes.

Et après lecture faite aux comparants, ils ont tous signé avec Nous notaire la présente minute.

Le notaire soussigné qui connaît la langue anglaise constate que sur demande des comparants le présent acte est rédigé en langue anglaise suivi d'une version française. Sur demande des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

Signé: Monvoisin, Tylinski, Jean-Paul Meyers.

Enregistré à Redange/Attert, le 28 mars 2014. Relation: RED/2014/726. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Kirsch.

POUR EXPEDITION CONFORME, délivrée sur papier libre, aux fins d'enregistrement auprès du R.C.S.L. et de la publication au Mémorial C, Recueil des Sociétés et Associations.

Rambrouch, le 09 avril 2014. Jean-Paul MEYERS.

Référence de publication: 2014051961/107.

(140059083) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 avril 2014.

Spaniba S.àr.l., Société à responsabilité limitée.

Capital social: EUR 22.162.500,00.

Siège social: L-1528 Luxembourg, 1, boulevard de la Foire.

R.C.S. Luxembourg B 128.694.

Il est noté que suivant l'acte du 30 novembre 2010 par devant Maître Jacques DELVAUX, la société NIBASPA S.à r.l, son Associé unique, a pris les résolutions suivantes:

- de transférer son siège social du 23, avenue Monterey, L-2086 Luxembourg au 69, Foro Buonaparte, I-20121 Milano, Italie;
- de changer la dénomination de NIBASPA S. à r. l. en NIBASPA S. r. l.

Fait à Luxembourg, le 24 mars 2014.

Certifié conforme et sincère
SPANIBA S.à r.l.

Référence de publication: 2014053368/16.

(140060915) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

Superior LuxCo 1 S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 170.401.

Les comptes annuels au 31 août 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.

Luxembourg, le 10 avril 2014.

Superior Luxco 1 S.à r.l.
J. H. Greenberg / G.B.A.D. Cousin
Gérant A / Gérant B

Référence de publication: 2014053327/13.

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