

MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1585

19 juin 2014

SOMMAIRE

ABD Optique S.à r.l.	76039	Anima Management Company S.A.	76042
Actire	76038	Antin Infrastructure Partners II Luxem-	
AI Eskimo (Luxembourg) S.à r.l.	76035	bourg GP, S.à r.l.	76038
AI Keyemde (Luxembourg) Subco S.à r.l.		AOL Europe Holdings (2) & Cie	76042
.....	76039	AOL Europe Luxembourg & Cie	76080
AI Reliance Investments (Luxembourg) II		AOL Europe Services S.à r.l.	76036
S.à r.l.	76040	AOL Holdings (Lux) S.à r.l.	76080
AI Reliance Investments (Luxembourg) S.à		Asteo Luxembourg	76039
r.l.	76040	Bach II JHC S.à r.l.	76075
AIRTECH EUROPE S.à r.l.	76040	Beechbrook Mezzanine II S.à r.l.	76080
Allgeier S.A.	76040	Cargill International Luxembourg 2 S.à r.l.	
Almeria Invest Spf S.A.	76041	76056
Alter Ego Immobilier S.à r.l.	76036	CC Real Estate S.A.	76042
Altirian S.A.	76041	Chic & Cute S.à r.l.	76035
Amazon EU S.à r.l.	76036	ESFIL - Espirito Santo Financière S.A. ...	76034
Amazon Media EU S.à r.l.	76037	Eurolab (Photo) S.à r.l.	76035
Amazon Services Europe S.à r.l.	76038	FS-T S.à r.l.	76039
Amazon Services Europe S.à r.l.	76037	Generali Hedge Funds Sicav	76062
Amicorp Holding S.à r.l.	76038	Highland VII - PRI (1) S.à r.l.	76043
AMM Finance Sicav	76037	Home Evolutive SA	76035
AMO Holding 17 S.à r.l.	76041	SETTE Construction S.à r.l.	76036
AMO Holding 18 S.à r.l.	76042	Strateji SICAV	76078
Anhod	76041	Thalia Alternative SICAV	76062
Anima Management Company S.A.	76039	Waste Systems S.à r.l.	76059
Anima Management Company S.A.	76034	Zender S.à r.l.	76034

Zender S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-5367 Schuttrange, 64, rue Principale.

R.C.S. Luxembourg B 134.983.

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.
Schuttrange, le 15 avril 2014.

Référence de publication: 2014055021/10.

(140062919) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 avril 2014.

Anima Management Company S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 8, avenue de la Liberté.

R.C.S. Luxembourg B 148.820.

Extrait des résolutions du conseil d'administration circulaire du 21 janvier 2014

Il résulte du procès-verbal de la réunion du Conseil d'Administration Circulaire du 21 janvier 2014 les résolutions suivantes:

Résolution

Suite à la démission de:

Monsieur Sante JANNONI, en tant que Administrateur de la société, formalisée par lettre du 20 janvier 2014, avec effet au 20 janvier 2014;

Le Conseil prend acte et accepte ladite démission.

Monsieur Sante JANNONI, demeurant 11b, Boulevard Joseph II, L-2011 Luxembourg, demeure Dirigeant, en charge de la gestion journalière de la société selon le mandat attribué pour une période indéterminée le 23 novembre 2009.

Résolution

Le Conseil décide de coopter:

Madame Aine JOY, demeurant Block A, 10th floor, George's Quay Plaza 1, George's Quay Dublin 2, Irlande, en tant que Administrateur de la société, en remplacement de Monsieur Sante JANNONI; avec effet au 21 janvier 2014;

Le mandat susmentionné prendra fin à l'issue de l'Assemblée Générale Annuelle de 2014.

Résolution

Le Conseil décide de nommer:

Monsieur Benoît PAQUAY, demeurant 6B, Route de Trèves, L-2633 Senningerberg, Luxembourg, en tant que Dirigeant, en charge de la gestion journalière de la société; avec effet au 20 janvier 2014;

Le mandat susmentionné est attribué pour une période indéterminée.

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

Luxembourg, le 15 avril 2014.

Jérôme DEBERTOLIS.

Référence de publication: 2014055051/29.

(140062747) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 avril 2014.

ESFIL - Espirito Santo Financière S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 22-24, boulevard Royal.

R.C.S. Luxembourg B 46.338.

Il résulte des décisions prises lors de la résolution par écrit de l'actionnaire unique datée du 9 janvier 2014 que:

- M. José Manuel DA FONSECA ANTUNES a démissionné de ses fonctions d'Administrateur et Président du conseil d'Administration de la Société avec effet au 27 décembre 2013;

- M. Jean-Luc SCHNEIDER, déjà membre du Conseil d'Administration de la Société, a été nommé avec effet immédiat à la fonction de Président du conseil d'Administration.

- le nombre des membres du conseil d'Administration de la Société a été réduit de 4 à 3 membres.

Pour extrait conforme

SG AUDIT SARL

Référence de publication: 2014055266/15.

(140064093) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Chic & Cute S.à r.l, Société à responsabilité limitée.

Siège social: L-4048 Esch-sur-Alzette, 11, rue Helen Buchholtz.
R.C.S. Luxembourg B 152.007.

Par cette lettre, je vous informe de ma décision de démissionner de mes fonctions de gérant technique, à compter du 06 avril 2014.

Esch-sur-Alzette, le 06 avril 2014.

De Abreu Machado Antonio.

Référence de publication: 2014055053/10.

(140063326) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 avril 2014.

Eurolab (Photo) S.à r.l., Société à responsabilité limitée.

Siège social: L-2230 Luxembourg, 17A, rue du Fort Neipperg.
R.C.S. Luxembourg B 25.108.

CLÔTURE DE LIQUIDATION

Par jugement rendu en date du 27 mars 2014, le Tribunal d'Arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, a déclaré close pour absence d'actifs les opérations de liquidation de:

- la société à responsabilité limitée EUROLAB (PHOTO) SARL (RCS B25108) dont le siège social à L-2230 Luxembourg, 17a, rue du fort Neipperg, de fait inconnue à cette adresse.

Les frais ont été mis à charge du Trésor.

Pour extrait conforme

Me Stéphanie STAROWICZ

Le liquidateur

Référence de publication: 2014055055/16.

(140063160) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 avril 2014.

Home Evolutive SA, Société Anonyme.

Siège social: L-2714 Luxembourg, 2, rue du Fort Wallis.
R.C.S. Luxembourg B 29.655.

CLÔTURE DE LIQUIDATION

Par jugement rendu en date du 27 mars 2014, le Tribunal d'Arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, a déclaré close pour absence d'actif les opérations de liquidation de:

- la société anonyme HOME EVOLUTIVE SA (RCS B29655) dont le siège social à L-2714 Luxembourg, 2, de fait inconnue à cette adresse.

Les frais ont été mis à charge du Trésor.

Pour extrait conforme

Me Stéphanie STAROWICZ

Le liquidateur

Référence de publication: 2014055056/16.

(140063161) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 avril 2014.

AI Eskimo (Luxembourg) S.à r.l., Société à responsabilité limitée.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.
R.C.S. Luxembourg B 170.268.

Suite au changement de dénomination et de forme juridique en date du 28 mars 2014 de l'associé de la Société, il convient de modifier celui-ci de AI Global Investments S.à r.l., société à responsabilité limitée, en AI Global Investments & Cy S.C.A., société en commandite par actions, avec effet immédiat.

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

Luxembourg, le 17 avril 2014.

Référence de publication: 2014055110/12.

(140063656) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

SETTE Construction S.à r.l., Société à responsabilité limitée.

Siège social: L-5887 Alzingen, 477, route de Thionville.
R.C.S. Luxembourg B 172.214.

Par décision prise lors de l'assemblée générale extraordinaire tenue ce jour au siège de la société, le pouvoir de signature des gérants est modifié comme suit:

"la société est valablement engagée par la signature de l'un des deux gérants"

ALZINGEN, LE 16 AVRIL 2014.

E. BARTHEL

Associé / Un mandataire

Référence de publication: 2014055066/13.

(140062982) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 avril 2014.

Alter Ego Immobilier S.à r.l., Société à responsabilité limitée.

Siège social: L-8028 Strassen, 35, rue Mathias Goergen.
R.C.S. Luxembourg B 164.041.

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: 2014055086/9.

(140063347) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Amazon EU S.à r.l., Société à responsabilité limitée.

Capital social: EUR 37.500,00.

Siège social: L-2338 Luxembourg, 5, rue Plaetis.
R.C.S. Luxembourg B 101.818.

Les comptes annuels au 31 décembre 2013, ainsi que le rapport du réviseur d'entreprises agréé, ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 17 avril 2014.

Pour la Société

Signature

Référence de publication: 2014055088/13.

(140064080) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AOL Europe Services S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 72.728.

Extrait des résolutions prises par l'associée unique en date du 17 mars 2014

1. Monsieur Larry Owen Martin a démissionné de son mandat de gérant avec effet au 14 mars 2014.

2. Madame Amanda Louise Reid, administrateur de sociétés, née à Birmingham (Royaume Uni), le 29 mai 1978, demeurant professionnellement à 11-20 Capper Street, Shropshire House, Londres, WC1E 6JA, Royaume Uni, a été nommée comme gérante avec effet immédiat pour une durée indéterminée.

Veillez prendre note que Monsieur Matthew Bryce Kelpy, gérant, réside désormais professionnellement à 22000 AOL Way, Dulles, VA 20166, Etats-Unis d'Amérique et que Monsieur Michael Edward Nolan Jr., gérant, réside désormais professionnellement à 770 Broadway, New York, NY 10003, Etats-Unis d'Amérique.

Luxembourg, le 17 avril 2014.

Pour extrait et avis sincères et conformes

Pour AOL EUROPE SERVICES S.à r.l.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014055131/19.

(140063518) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Amazon Media EU S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-2338 Luxembourg, 5, rue Plaetis.

R.C.S. Luxembourg B 112.767.

Les comptes annuels au 31 décembre 2013, ainsi que le rapport du réviseur d'entreprises agréé, ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 17 avril 2014.

Pour la Société

Signature

Référence de publication: 2014055090/13.

(140064079) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Amazon Services Europe S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-2338 Luxembourg, 5, rue Plaetis.

R.C.S. Luxembourg B 93.815.

EXTRAIT

Par résolutions écrites du 24 mars 2014, l'associé unique a décidé de renouveler, avec effet immédiat, le mandat de la société Ernst & Young S.A., située au 7 rue Gabriel Lippmann, L-5365 Munsbach, Grand-Duché de Luxembourg et immatriculée auprès du R.C.S. Luxembourg sous le numéro B 47771, en tant que réviseur d'entreprises agréé de la Société, jusqu'à la tenue de l'assemblée générale annuelle se tenant en 2015 ou l'adoption des résolutions écrites approuvant les comptes annuels de l'exercice 2014.

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

Luxembourg, le 17 avril 2014.

Pour la Société

Signature

Référence de publication: 2014055091/18.

(140064005) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AMM Finance Sicav, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 99.080.

EXTRAIT

Il résulte des résolutions prises lors de l'Assemblée Générale Ordinaire de la Société tenue en date du 15 avril 2014 que:

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

Administrateurs

- Nicolas de Malezieux, avec adresse professionnelle au 9, Chemin des Chalets - CH-1279 Chavannes de bogis, Suisse;
- Aline Simonis, avec adresse professionnelle au 41, Op Bierg - L-8217 Mamer, Grand Duché de Luxembourg;
- Jean Philippe Claessens, avec adresse professionnelle au 41, Op Bierg - L-8217 Mamer, Grand Duché de Luxembourg.

2. Deloitte Audit S.à r.l., avec siège social au 560, Rue de Neudorf - L-2220 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 2014.

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

Mamer, le 16 avril 2014.

Pour extrait conforme

Un mandataire

Référence de publication: 2014055122/23.

(140063215) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Amazon Services Europe S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-2338 Luxembourg, 5, rue Plaetis.

R.C.S. Luxembourg B 93.815.

Les comptes annuels au 31 décembre 2013, ainsi que le rapport du réviseur d'entreprises agréé, ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 17 avril 2014.

Pour la Société

Signature

Référence de publication: 2014055092/13.

(140064078) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Amicorp Holding S.à r.l., Société à responsabilité limitée.**Capital social: EUR 25.000,00.**

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

R.C.S. Luxembourg B 111.864.

Conformément à la cession des parts sociales du 31 mars 2014, la société Amicorp Investments Ltd a transféré ses 500 parts sociales détenues dans la Société, à Amicorp Limited, avec adresse au 111 Connaught Road Central, Wing On Centre, Rooms 2103-04, Hong Kong, Chine et enregistré au Registre des Sociétés sous le numéro 2055004.

Le nouvel associé de la Société est Amicorp Limited, et la cession des parts sociales, a été reportée au registre des associés de la Société.

Luxembourg, le 16 avril 2014.

Pour extrait sincère et conforme

Amicorp Holding S.à r.l.

Représenté par M. Matthijs Bogers

Gérant

Référence de publication: 2014055093/18.

(140063244) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Antin Infrastructure Partners II Luxembourg GP, S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 179.122.

EXTRAIT

Par résolutions prises en date du 31 mars 2014, le conseil de gérance de Antin Infrastructure Partners II Luxembourg GP S.à r.l. a transféré le siège social de la société au 2-8 Avenue Charles de Gaulle, L-1653 Luxembourg, avec effet au 31 mars 2014.

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

Le 16 avril 2014.

Référence de publication: 2014055096/13.

(140063463) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Actire, Société Anonyme.

Siège social: L-2163 Luxembourg, 23, avenue Monterey.

R.C.S. Luxembourg B 50.463.

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.

Pour la Société

Référence de publication: 2014055106/10.

(140063445) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Anima Management Company S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 8, avenue de la Liberté.
R.C.S. Luxembourg B 148.820.

Les comptes annuels au 31.12.2013 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: 2014055094/9.

(140064071) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Asteo Luxembourg, Société à responsabilité limitée.

Capital social: EUR 50.000,00.

Siège social: L-2330 Luxembourg, 120, Boulevard de la Pétrusse.
R.C.S. Luxembourg B 164.062.

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: 2014055097/9.

(140063770) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

ABD Optique S.à r.l., Société à responsabilité limitée.

Siège social: L-4601 Differdange, 3, avenue de la Liberté.
R.C.S. Luxembourg B 156.935.

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

Référence de publication: 2014055101/9.

(140063652) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AI Keyemde (Luxembourg) Subco S.à r.l., Société à responsabilité limitée.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.
R.C.S. Luxembourg B 171.476.

Suite au changement de dénomination et de forme juridique en date du 28 mars 2014 de l'associé de la Société, il convient de modifier celui-ci de AI Global Investments S.à r.l., société à responsabilité limitée, en AI Global Investments & Cy S.C.A., société en commandite par actions, avec effet immédiat.

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

Référence de publication: 2014055111/12.

(140063657) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

FS-T S.à r.l., Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 10, rue Gabriel Lippmann.
R.C.S. Luxembourg B 144.799.

Extrait des résolutions de l'Assemblée Générale des Actionnaires de la Société en date du 19 mars 2014

En date du 19 mars 2014, l'Assemblée Générale des Actionnaires de la Société a décidé de renouveler le mandat de Messieurs Marc Lenert et Joseph Glod, en tant que gérants de la Société, dont le mandat s'achèvera à la fin de l'assemblée générale annuelle des actionnaires de la Société approuvant les comptes annuels clôturés au 31 décembre 2014.

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

Luxembourg, le 14 avril 2014.

Pour FS-T S.à.r.l.

Un mandataire

Référence de publication: 2014055308/15.

(140063754) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AI Reliance Investments (Luxembourg) II S.à r.l., Société à responsabilité limitée.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 177.817.

Suite au changement de dénomination et de forme juridique en date du 28 mars 2014 de l'associé de la Société, il convient de modifier celui-ci de AI Global Investments S.à r.l., société à responsabilité limitée, en AI Global Investments & Cy S.C.A., société en commandite par actions, avec effet immédiat.

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

Référence de publication: 2014055112/12.

(140063660) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AI Reliance Investments (Luxembourg) S.à r.l., Société à responsabilité limitée.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 177.839.

Suite au changement de dénomination et de forme juridique en date du 28 mars 2014 de l'associé de la Société, il convient de modifier celui-ci de AI Global Investments S.à r.l., société à responsabilité limitée, en AI Global Investments & Cy S.C.A., société en commandite par actions, avec effet immédiat.

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

Référence de publication: 2014055113/12.

(140063661) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AIRTECH EUROPE S.à r.l., Société à responsabilité limitée.

Siège social: L-4562 Differdange, Zone Industrielle Haneboesch.

R.C.S. Luxembourg B 36.184.

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.

Pour AIRTECH EUROPE S.à R.L

Référence de publication: 2014055114/10.

(140064087) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Allgeier S.A., Société Anonyme.

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

R.C.S. Luxembourg B 161.707.

Extrait des résolutions de l'actionnaire unique de la société prises en date du 16 avril 2014

L'actionnaire unique a pris note de la démission de Madame GOOVAERTS Leen, demeurant au 8, Vander Achterstraat, 3080 Tervuren, Belgique de ses fonctions d'administrateur de la Société avec date d'effet au 19 mars 2014.

L'actionnaire unique a décidé de nommer:

- Monsieur BEERTEN Peter Frans Leon, né le 11 Juillet 1960 à Genk, Belgique, demeurant au 23 Korbeekstraat, 3061 Leefdaal, Belgique, aux fonctions d'administrateur de la Société avec effet au 19 mars 2014 et pour une période prenant fin au jour de l'assemblée générale annuelle qui sera tenue en 2020 approuvant les comptes de l'exercice se clôturant au 31 décembre 2019,

- Monsieur ROHRER Hubert Franz, né le 29 Janvier 1963 à Fribourg, Allemagne, demeurant professionnellement au 60, Hans-Bredow-Str., 28307 Bremen, Allemagne, aux fonctions d'administrateur de la Société avec effet au 19 mars 2014 et pour une période prenant fin au jour de l'assemblée générale annuelle qui sera tenue en 2020 approuvant les comptes de l'exercice se clôturant au 31 décembre 2019.

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

Référence de publication: 2014055115/20.

(140063395) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Almeria Invest Spf S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.
R.C.S. Luxembourg B 177.049.

Les comptes annuels au 31/12/2013 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: 2014055118/9.

(140063370) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Altirian S.A., Société Anonyme.

Siège social: L-9711 Clervaux, 80, Grand-rue.
R.C.S. Luxembourg B 173.677.

Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

L-9711 Clervaux, le 30 août 2013.

Tordeurs Thierry
Administrateur

Référence de publication: 2014055119/12.

(140063420) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AMO Holding 17 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 200.000.000,00.

Siège social: L-1160 Luxembourg, 24-26, boulevard d'Avranches.
R.C.S. Luxembourg B 135.801.

Le Conseil de gérance a décidé de transférer le siège social de la société du 19, avenue de la Liberté, L-2930 Luxembourg, au 24-26, boulevard d'Avranches, L-1160 Luxembourg, avec date d'effet au 16 avril 2014.

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

Le 17 avril 2014.

Référence de publication: 2014055124/12.

(140063577) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Anhod, Société Anonyme.

R.C.S. Luxembourg B 145.625.

Il est porté à la connaissance de tous, que le contrat de domiciliation entre:

Société domiciliée:

ANHOD S.A.

Société Anonyme

5, rue de Bonnevoie, L-1260 Luxembourg

RCS Luxembourg B 145.625

Et

Domiciliataire:

Fidelia, Corporate & Trust Services S.A., Luxembourg

Société Anonyme

5, rue de Bonnevoie, L-1260 Luxembourg

RCS Luxembourg B 145.508

a pris fin avec effet au 17 Avril 2014.

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

Fidelia, Corporate & Trust Services S.A., Luxembourg

Référence de publication: 2014055126/21.

(140064051) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AMO Holding 18 S.à r.l., Société à responsabilité limitée.**Capital social: EUR 200.000.000,00.**

Siège social: L-1160 Luxembourg, 24-26, boulevard d'Avranches.

R.C.S. Luxembourg B 135.828.

Le Conseil de gérance a décidé de transférer le siège social de la société du 19, avenue de la Liberté, L-2930 Luxembourg, au 24-26, boulevard d'Avranches, L-1160 Luxembourg, avec date d'effet au 16 avril 2014.

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

Le 17 avril 2014.

Référence de publication: 2014055125/12.

(140063576) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AOL Europe Holdings (2) & Cie, Société en nom collectif.

Siège social: L-1331 Luxembourg, 67, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 163.810.

Extrait des résolutions prises par les associées en date du 17 mars 2014

1. Monsieur Larry Owen Martin a démissionné de son mandat de gérant avec effet au 14 mars 2014.

2. Monsieur Michael Edward Nolan Jr., administrateur de sociétés, né à New York, (Etats-Unis d'Amérique), le 3 février 1967, demeurant professionnellement à 770 Broadway, New York, NY 10003, Etats-Unis d'Amérique, a été nommé comme gérant avec effet immédiat pour une durée indéterminée.

Veillez prendre note que Monsieur Graham Edwin Moysey, gérant, réside désormais professionnellement au 99 Spadina Avenue, Suite 200, Toronto, Ontario, M5V 3P8, Canada, que Madame Nicola Foley, gérante, réside désormais professionnellement au 6, rue Eugène Ruppert, L-2453 Luxembourg, que Monsieur Hugo Froment, gérant, réside désormais professionnellement au 67, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg.

Luxembourg, le 17 avril 2014.

Pour extrait et avis sincères et conformes

Pour AOL Europe Holdings (2) & Cie

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014055128/20.

(140063934) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Anima Management Company S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 8, avenue de la Liberté.

R.C.S. Luxembourg B 60.170.

Les comptes annuels au 31.12.2013 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: 2014055127/9.

(140064070) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

CC Real Estate S.A., Société Anonyme.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.

R.C.S. Luxembourg B 144.491.

Il résulte des actes de la Société que Madame Sandrine Durante, résidant professionnellement au 19-21 Boulevard du Prince Henri à L-1724 Luxembourg, a présenté sa démission de ses fonctions d'administrateur en date du 11 avril 2014.

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

CC REAL ESTATE S.A.

Société Anonyme

Signature

Référence de publication: 2014055204/13.

(140063174) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Highland VII - PRI (1) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 346.041,00.

Siège social: L-2522 Luxembourg, 6, rue Guillaume Schneider.

R.C.S. Luxembourg B 146.560.

In the year two thousand and fourteen, on the seventh day of March.

before Maître Henri Hellinckx, notary residing in Luxembourg, Grand-Duchy of Luxembourg

Was held

an extraordinary general meeting (the Meeting) of the sole shareholder of Highland VII - PRI (1) S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) with registered office at 6, rue Guillaume Schneider, L-2522 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 146.560 (the Company). The Company was incorporated on May 14, 2009, pursuant to a deed of the undersigned notary, published in the Mémorial C, Recueil des Sociétés et Associations number 1277 dated July 2, 2009. The articles of association of the Company (the Articles) have been amended for the last time pursuant to a deed of Maître Martine Schaeffer, notary residing in Luxembourg, Grand-Duchy of Luxembourg, dated June 5, 2013, published in the Mémorial C, Recueil des Sociétés et Associations number 3188 dated December 14, 2013.

There appeared:

Highland Capital Partners VII Limited Partnership, a limited partnership organised under the laws of the State of Delaware, having its registered office at One Broadway, 16th Floor, Cambridge, Massachusetts 02142, USA, registered with the Registrar of Companies of the State of Delaware under number 050884108-4052599 (the Sole Shareholder),

here represented by Maître Tulay Sonmez, attorney-at-law, professionally residing in Luxembourg, by virtue of a power of attorney given under private seal, which power of attorney, after having been signed *ne varietur* by the proxyholder acting on behalf of the appearing parties and the undersigned notary, was attached to this deed for the purpose of registration.

The appearing party, represented as stated above, has requested the undersigned notary to record that:

I. The Sole Shareholder holds all of the twelve thousand five hundred (12,500) ordinary shares, the fifty-five thousand four hundred and twelve (55,412) class A shares, the seven thousand six hundred and forty (7,640) class A1 shares, the twenty-four thousand two hundred and nineteen (24,219) class A2 shares, the forty-six thousand one hundred and nine (46,109) class A3 shares, the two (2) class A4 shares, the two (2) class A5 shares, the forty-four thousand one hundred and eighty-four (44,184) class B shares, the twenty-seven thousand six hundred and sixty-six (27,666) class B1 shares, the sixteen thousand two hundred and twenty-five (16,225) class C shares, the twenty-five thousand seven hundred and seventy-two (25,772) class D shares, the sixteen thousand six hundred and fifty-three (16,653) class E shares, the twelve thousand four hundred and eighty-one (12,481) class E1 shares, the twenty-two thousand seven hundred and thirty (22,730) class G shares, the nineteen thousand three hundred and seventy-six (19,376) class H shares, the one thousand seven hundred and eighteen (1,718) class H1 shares, the six thousand eight hundred and seventy-three (6,873) class H2 shares and the four thousand eight hundred and fifty-three (4,853) class I shares, all in registered form, having a nominal value of one euro (EUR 1) each, subscribed and fully paid-up, representing the entirety of the share capital of the Company.

II. The agenda of the Meeting is as follows:

1. Waiver of convening notices;

2. Creation of a new class of shares, being the class I1 "tracker" shares (the Class I1 Shares), having a nominal value of one euro (EUR 1) each, which will have such rights and features as set out in the Articles as they are proposed to be amended in items 5. and 6. of this agenda;

3. Increase of the subscribed share capital of the Company by an amount of one thousand six hundred and twenty-six euro (EUR 1,626) in order to bring the said share capital from its current amount of three hundred forty-four thousand four hundred and fifteen euro (EUR 344,415), represented by twelve thousand five hundred (12,500) ordinary shares, fifty-five thousand four hundred and twelve (55,412) class A shares, seven thousand six hundred and forty (7,640) class A1 shares, twenty-four thousand two hundred and nineteen (24,219) class A2 shares, forty-six thousand one hundred and nine (46,109) class A3 shares, two (2) class A4 shares, two (2) class A5 shares, forty-four thousand one hundred and eighty-four (44,184) class B shares, twenty-seven thousand six hundred and sixty-six (27,666) class B1 shares, sixteen thousand two hundred and twenty-five (16,225) class C shares, twenty-five thousand seven hundred and seventy-two (25,772) class D shares, sixteen thousand six hundred and fifty-three (16,653) class E shares, twelve thousand four hundred and eighty-one (12,481) class E1 shares, twenty-two thousand seven hundred and thirty (22,730) class G shares, nineteen thousand three hundred and seventy-six (19,376) class H shares, one thousand seven hundred and eighteen (1,718) class H1 shares and six thousand eight hundred and seventy-three (6,873) class H2 shares and four thousand eight hundred and fifty-three (4,853) class I shares, all in registered form, having a nominal value of one euro (EUR 1) each, to an amount of three hundred forty-six thousand and forty-one euro (EUR 346,041), by way of the issue of one thousand six hundred and twenty-six (1,626) new Class I1 Shares;

4. Subscription for the new shares and payment of the share capital increase specified under item 3. above;
5. Amendment to article 5.1. of the Articles in order to reflect the creation and issuance of new Class I1 Shares, as proposed above;
6. Amendment to article 16.2. of the Articles;
7. Amendment to the shareholder's register of the Company in order to reflect the above changes with power and authority given to any manager of the Company, to any lawyer or employee of Stibbe Avocats in Luxembourg and to any partner or employee of Capita Fiduciary Group, acting individually, to proceed on behalf of the Company with the registration of the newly issued shares in the shareholder's register of the Company; and
8. Miscellaneous.

Now, therefore, the appearing party, acting through its proxyholder, has requested the undersigned notary to record the following resolutions:

First resolution

The entirety of the share capital of the Company being represented, the Meeting waives the convening notices, the Sole Shareholder represented at the Meeting considering itself as duly convened and declaring having perfect knowledge of the agenda which has been communicated to it in advance.

Second resolution

The Meeting resolves to create a new class of shares, being the class I1 "tracker" shares (the Class I1 Shares), having a nominal value of one euro (EUR 1) each, which will have such rights and features as set out in the Articles as they will be amended pursuant to the below resolutions.

Third resolution

The Meeting resolves to increase the share capital of the Company by an amount of one thousand six hundred and twenty-six euro (EUR 1,626) in order to bring the said share capital from its current amount of three hundred forty-four thousand four hundred and fifteen euro (EUR 344,415), represented by twelve thousand five hundred (12,500) ordinary shares, fifty-five thousand four hundred and twelve (55,412) class A shares, seven thousand six hundred and forty (7,640) class A1 shares, twenty-four thousand two hundred and nineteen (24,219) class A2 shares, forty-six thousand one hundred and nine (46,109) class A3 shares, two (2) class A4 shares, two (2) class A5 shares, forty-four thousand one hundred and eighty-four (44,184) class B shares, twenty-seven thousand six hundred and sixty-six (27,666) class B1 shares, sixteen thousand two hundred and twenty-five (16,225) class C shares, twenty-five thousand seven hundred and seventy-two (25,772) class D shares, sixteen thousand six hundred and fifty-three (16,653) class E shares, twelve thousand four hundred and eighty-one (12,481) class E1 shares, twenty-two thousand seven hundred and thirty (22,730) class G shares, nineteen thousand three hundred and seventy-six (19,376) class H shares, one thousand seven hundred and eighteen (1,718) class H1 shares and six thousand eight hundred and seventy-three (6,873) class H2 shares and four thousand eight hundred and fifty-three (4,853) class I shares, all in registered form, having a nominal value of one euro (EUR 1) each, to an amount of three hundred forty-six thousand and forty-one euro (EUR 346,041), by way of the issue of one thousand six hundred and twenty-six (1,626) new Class I1 Shares.

Fourth resolution

The Meeting resolves to accept and record the following subscriptions to and full payment of the share capital increase as follows:

Subscription and payment

Highland Capital Partners VII Limited Partnership, prenamed and represented as stated above, declares to subscribe to the one thousand six hundred and twenty-six (1,626) newly issued Class I1 Shares of the Company, having a par value of one euro (EUR 1) each, and to have them fully paid up at the price of one thousand six hundred twenty-six euro and sixty-six cents (EUR 1,626.66), of which (i) one thousand six hundred and twenty-six euro (EUR 1,626) shall be allocated to the nominal share capital account of the Company, and (ii) the balance, i.e. sixty-six cents (EUR 0.66) to the share premium account of the Company connected to the Class I1 Shares, by way of a contribution in kind consisting of a receivable in an amount of one thousand six hundred twenty-six euro and sixty-six cents (EUR 1,626.66) that it held against the Company (the Receivable).

Further, it was evidenced by a certificate dated March 6, 2014, issued jointly by the Sole Shareholder and the Company, that at the date of such certificate:

- «1. the Sole Shareholder is the owner of the Receivable;
2. the Sole Shareholder is solely entitled to the Receivable and possesses the power to dispose of the Receivable, which is freely transferable; and
3. the value of the Receivable is one thousand six hundred twenty-six euro and sixty-six cents (EUR 1,626.66).»

Said certificate, after having been signed *ne varietur* by the proxyholder acting on behalf of the appearing party and the undersigned notary, shall remain attached to the present deed for the purpose of registration.

The Sole Shareholder resolves to record that the shareholding in the Company is, further the increase in share capital, as follows:

	Shares
Highland Capital Partners VII Limited Partnership	12,500 Ordinary Shares
	55,412 Class A Shares
	7,640 Class A1 Shares
	24,219 Class A2 Shares
	46,109 Class A3 Shares
	2 Class A4 Shares
	2 Class A5 Shares
	44,184 Class B Shares
	27,666 Class B1 Shares
	16,225 Class C Shares
	25,772 Class D Shares
	16,653 Class E Shares
	12,481 Class E1 Shares
	22,730 Class G Shares
	19,376 Class H Shares
	1,718 Class H1 Shares
	6,873 Class H2 Shares
	4,853 Class I Shares
	1,626 Class I1 Shares
	<hr/>
Total:	346,041 Shares

Fifth resolution

As a consequence of the above resolutions, the Meeting resolves to amend Article 5.1. of the Articles which shall be reworded as follows:

“ **5.1.** The Company’s corporate capital is set at three hundred forty-six thousand and forty-one euro (EUR 346,041) represented by twelve thousand five hundred (12,500) ordinary shares in registered form, having a nominal value of one euro (EUR 1) each (the Ordinary Shares, and individually, an Ordinary Share), fifty-five thousand four hundred and twelve (55,412) class A shares in registered form having a nominal value of one euro (EUR 1) each (the Class A Shares, and individually, a Class A Share), seven thousand six hundred and forty (7,640) class A1 shares in registered form having a nominal value of one euro (EUR 1) each (the Class A1 Shares, and individually, a Class A1 Share), twenty-four thousand two hundred and nineteen (24,219) class A2 shares in registered form having a nominal value of one euro (EUR 1) each (the Class A2 Shares, and individually, a Class A2 Share), forty-six thousand one hundred and nine (46,109) class A3 shares in registered form having a nominal value of one euro (EUR 1) each (the Class A3 Shares, and individually, a Class A3 Share), two (2) class A4 shares in registered form having a nominal value of one euro (EUR 1) each (the Class A4 Shares, and individually, a Class A4 Share), two (2) class A5 shares in registered form having a nominal value of one euro (EUR 1) each (the Class A5 Shares, and individually, a Class A5 Share), forty-four thousand one hundred and eighty-four (44,184) class B shares in registered form having a nominal value of one euro (EUR 1) each (the Class B Shares, and individually, a Class B Share), twenty-seven thousand six hundred and sixty-six (27,666) class B1 shares in registered form having a nominal value of one euro (EUR 1) each (the Class B1 Shares, and individually, a Class B1 Share), sixteen thousand two hundred and twenty-five (16,225) class C shares in registered form having a nominal value of one euro (EUR 1) each (the Class C Shares, and individually, a Class C Share), twenty-five thousand seven hundred and seventy-two (25,772) class D shares in registered form having a nominal value of one euro (EUR 1) each (the Class D Shares, and individually, a Class D Share), sixteen thousand six hundred and fifty-three (16,653) class E shares in registered form having a nominal value of one euro (EUR 1) each (the Class E Shares, and individually, a Class E Share), twelve thousand four hundred and eighty-one (12,481) class E1 shares in registered form having a nominal value of one euro (EUR 1) each (the Class E1 Shares, and individually, a Class E1 Share), twenty-two thousand seven hundred and thirty (22,730) class G shares in registered form having a nominal value of one euro (EUR 1) each (the Class G Shares, and individually, a Class G Share), nineteen thousand three hundred and seventy-six (19,376) class H shares in registered form having a nominal value of one euro (EUR 1) each (the Class H Shares, and individually, a Class H Share), one thousand seven hundred and eighteen (1,718) class H1 shares in registered form having a nominal value of one euro (EUR 1) each (the Class H1 Shares, and individually, a Class H1 Share), six thousand eight hundred and seventy-three (6,873) class H2 shares in registered form having a nominal value of one euro (EUR 1) each (the Class H2 Shares, and individually, a Class H2 Share), four thousand eight hundred and fifty-three (4,853) class I shares in registered form having a nominal value of one euro (EUR 1) each (the Class I Shares, and individually, a Class I Share) and one thousand six hundred and twenty-six (1,626) class I1 shares in registered form having a nominal value of one euro (EUR 1) each (the Class I1 Shares, and individually, a Class I1 Share, and together with the Ordinary Shares, the Class A Shares, the Class A1 Shares, the Class A2 Shares, the Class A3 Shares, the Class A4 Shares, the Class A5 Shares, the Class B Shares, the Class B1 Shares,, the Class C Shares, the Class D Shares,

the Class E Shares, the Class E1 Shares, the Class G Shares, the Class H Shares, the Class H1 Shares, the Class H2 Shares and the Class I Shares, the Shares, and individually and irrespectively to the class of shares it belongs, a Share).

The Company may also create and issue additional classes of shares to be designated distinctively as a class that will track the performance and returns of the underlying assets that they will track. The Ordinary Shares, the Class A Shares, the Class A1 Shares, the Class A2 Shares, the Class A3 Shares, the Class A4 Shares, the Class A5 Shares, the Class B Shares, the Class B1 Shares, the Class C Shares, the Class D Shares, the Class E Shares, the Class E1 Shares, the Class G Shares, the Class H Shares, the Class H1 Shares, the Class H2 Shares, the Class I Shares and the Class I1 Shares constitute separate classes of shares in the Company, but rank *pari passu* in all respects save as hereinafter specifically provided.

The Class A Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A shares of its fully owned subsidiary, Highland VII - PRI (2) S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and organized under the laws of the Grand Duchy of Luxembourg, with its registered office at 6, rue Guillaume Schneider, L-2522 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 146.561 (the Subsidiary).

The Class A1 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A1 shares of the Subsidiary.

The Class A2 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A2 shares of the Subsidiary.

The Class A3 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A3 shares of the Subsidiary.

The Class A4 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A4 shares of the Subsidiary.

The Class A5 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class A5 shares of the Subsidiary.

The Class B Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class B shares of the Subsidiary.

The Class B1 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class B1 shares of the Subsidiary.

The Class C Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class C shares of the Subsidiary.

The Class D Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class D shares of the Subsidiary.

The Class E Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class E shares of the Subsidiary.

The Class E1 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class E1 shares of the Subsidiary.

The Class G Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class G shares of the Subsidiary.

The Class H Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class H shares of the Subsidiary.

The Class H1 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class H1 shares of the Subsidiary.

The Class H2 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class H2 shares of the Subsidiary.

The Class I Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class I shares of the Subsidiary.

The Class I1 Shares track the performance and returns (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) of the direct investment by the Company in the class I1 shares of the Subsidiary.”

Sixth resolution

As a consequence of the above resolutions, the Meeting further resolves to amend Article 16.2. of the Articles which shall be reworded as follows:

“ **16.2.** After the allocation of any profits to the statutory reserve account and subject to any mandatory provisions of the law, all further profits shall be distributed and paid as follows:

(a) the holders of the shares of each class, pro rata to the capital invested by each of them in respect of their shares (nominal value and, as the case may be, share premium), shall be entitled to a dividend equal to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the assets acquired with the proceeds of the subscription for the shares of such class, minus (ii) any costs directly related to such investment, items (i) and (ii) to be determined by the board of managers;

(b) for the avoidance of any doubt:

- the holders of the Class A Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A shares of the Subsidiary (the Class A Investment Net Income), minus (ii) any costs directly related to the Class A Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class A1 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A1 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A1 shares of the Subsidiary (the Class A1 Investment Net Income), minus (ii) any costs directly related to the Class A1 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class A2 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A2 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A2 shares of the Subsidiary (the Class A2 Investment Net Income), minus (ii) any costs directly related to the Class A2 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class A3 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A3 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A3 shares of the Subsidiary (the Class A3 Investment Net Income), minus (ii) any costs directly related to the Class A3 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class A4 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A4 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A4 shares of the Subsidiary (the Class A4 Investment Net Income), minus (ii) any costs directly related to the Class A4 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class A5 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class A5 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class A5 shares of the Subsidiary (the Class A5 Investment Net Income), minus (ii) any costs directly related to the Class A5 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

- the holders of the Class I Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class I Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class I shares of the Subsidiary (the Class I Investment Net Income), minus (ii) any costs directly related to the Class I Investment Net Income, items (i) and (ii) to be determined by the board of managers; and

- the holders of the Class I1 Shares at the time of such distribution, pro rata to the capital invested (nominal value and, as the case may be, share premium) by each holder of Class I1 Shares in respect of such shares, shall be entitled to (i) any proceeds and income derived by the Company (including, without limitation, dividends, capital gains, liquidation profits, sale proceeds and any other proceeds and income) from its direct investment in the class I1 shares of the Subsidiary (the Class I1 Investment Net Income), minus (ii) any costs directly related to the Class I1 Investment Net Income, items (i) and (ii) to be determined by the board of managers;

(c) the general meeting of the shareholders has discretionary power to dispose of the remainder (if any) of the profits which are not derived by the Company from a specific investment which performance and returns are tracked by a particular class of shares. It may in particular allocate such profit to the payment of a dividend, transfer it to the reserve or carry it forward. In case of declaration of payment by the general meeting of the shareholders of all or part of the remainder of the profits as dividends, such dividends will be paid to the holders of Ordinary Shares on a pro rata basis to the number of Ordinary Shares held by them.”

Seventh resolution

The Meeting resolves to amend the register of shareholders of the Company in order to reflect the above changes and empowers and authorizes any manager of the Company, any lawyer or employee of Stibbe Avocats in Luxembourg and any partner or employee of Capita Fiduciary Group, acting individually, to proceed on behalf of the Company with the registration of the newly issued shares in the register of shareholders of the Company.

There being no further business, the Meeting is closed.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately EUR 2,500.-.

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

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

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

Suit la version française du texte qui précède:

L'an deux mille quatorze, le septième jour du mois de mars.

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

S'est tenue

une assemblée générale extraordinaire (l'Assemblée) de l'associé unique de Highland VII - PRI (1) S.à r.l., une société à responsabilité limitée de droit luxembourgeois ayant son siège social au 6, rue Guillaume Schneider, L-2522 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 146.560 (la Société). La Société a été constituée le 14 mai 2009 suivant un acte du notaire instrumentant, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1277 du 2 juillet 2009. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois en date du 5 juin 2013 suivant un acte de Maître Martine Schaeffer, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 3188 du 14 décembre 2013.

A comparu:

Highland Capital Partners VII Limited Partnership, une société en commandite (limited partnership) organisée selon les lois de l'Etat du Delaware, ayant son siège social au One Broadway, 16th Floor, Cambridge, Massachusetts 02142, USA, immatriculée au Registre des Sociétés de l'Etat du Delaware sous le numéro 050884108-4052599 (l'Associé Unique),

ici représentée par Maître Tulay Sonmez, Avocat à la Cour, de résidence professionnelle à Luxembourg, en vertu d'une procuration donnée sous seing privé;

Ladite procuration, après avoir été signées ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour être soumises avec lui aux formalités d'enregistrement.

La partie comparante, représentée comme décrit ci-dessus, a requis le notaire instrumentant d'acter ce qui suit:

I. L'Associé Unique détient les douze mille cinq cents (12.500) parts sociales ordinaires, les cinquante-cinq mille quatre cent douze (55.412) parts sociales de classe A, les sept mille six cent quarante (7.640) parts sociales de classe A1, les vingt-quatre mille deux cent dix-neuf (24.219) parts sociales de classe A2, les quarante-six mille cent neuf (46.109) parts sociales de classe A3, les deux (2) parts sociales de classe A4, les deux (2) parts sociales de classe A5, les quarante-quatre mille cent quatre-vingt-quatre (44.184) parts sociales de classe B, les vingt-sept mille six cent soixante-six (27.666) parts sociales de classe B1, les seize mille deux cent vingt-cinq (16.225) parts sociales de classe C, les vingt-cinq mille sept cent soixante-douze (25.772) parts sociales de classe D, les seize mille six cent cinquante-trois (16.653) parts sociales de classe E, les douze mille quatre cent quatre-vingt-une (12.481) parts sociales de classe E1, les vingt-deux mille sept cent trente (22.730) parts sociales de classe G, les dix-neuf mille trois cent soixante-seize (19.376) parts sociales de classe H, les mille sept cent dix-huit (1.718) parts sociales de classe H1, les six mille huit cent soixante-treize (6.873) parts sociales de classe H2 et les quatre mille huit cent cinquante-trois (4.853) parts sociales de classe I, toutes sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, souscrites et entièrement libérées, représentant l'intégralité du capital social de la Société.

II. L'ordre du jour de l'Assemblée est libellé comme suit:

1. Renonciation aux formalités de convocation;

2. Création d'une nouvelle classe de parts sociales, soit les parts sociales de classe I1 (les Parts Sociales de Classe I1), ayant une valeur nominale de un euro (EUR 1) chacune, qui auront les droits et caractéristiques tels qu'exposés dans les Statuts qui font l'objet d'une modification concernant les points 5. et 6. du présent ordre du jour;

3. Augmentation du capital social de la Société d'un montant de mille six cent vingt-six euros (EUR 1.626) afin de porter le capital social de son montant actuel de trois cent quarante-quatre mille quatre cent quinze euros (EUR 344.415) représenté par (12.500) parts sociales ordinaires, cinquante-cinq mille quatre cent douze (55.412) parts sociales de classe A, sept mille six cent quarante (7.640) parts sociales de classe A1, vingt-quatre mille deux cent dix-neuf (24.219) parts sociales de classe A2, quarante-six mille cent neuf (46.109) parts sociales de classe A3, deux (2) parts sociales de classe A4, deux (2) parts sociales de classe A5, quarante-quatre mille cent quatre-vingt-quatre (44.184) parts sociales de classe B, vingt-sept mille six cent soixante-six (27.666) parts sociales de classe B1, seize mille deux cent vingt-cinq (16.225) parts sociales de classe C, vingt-cinq mille sept cent soixante-douze (25.772) parts sociales de classe D, seize mille six cent cinquante-trois (16.653) parts sociales de classe E, douze mille quatre cent quatre-vingt-une (12.481) parts sociales de classe E1, vingt-deux mille sept cent trente (22.730) parts sociales de classe G, dix-neuf mille trois cent soixante-seize (19.376) parts sociales de classe H, mille sept cent dix-huit (1.718) parts sociales de classe H1, six mille huit cent soixante-treize (6.873) parts sociales de classe H2 et quatre mille huit cent cinquante-trois (4.853) parts sociales de classe I, toutes sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, à trois cent quarante-six mille quarante-et-un euros (EUR 346.041), par l'émission de mille six cent vingt-six (1.626) nouvelles Parts Sociales de Classe I1;

4. Souscription aux nouvelles parts sociales et libération de l'augmentation du capital social mentionnée au point 4. ci-dessus;

5. Modification de l'article 5.1. des Statuts afin de refléter la création et l'émission des nouvelles Parts Sociales de Classe I1, telles que mentionnées ci-dessus;

6. Modification de l'article 16.2. des Statuts;

7. Modification du registre des associés de la Société, afin d'y faire figurer les modifications ci-dessus avec pouvoir et autorité donnés à tout gérant de la Société, à tout avocat ou employé de Stibbe Avocats à Luxembourg et à tout associé ou employé de Capita Fiduciary Group, agissant individuellement, pour procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des associés de la Société; et

8. Divers.

Ces faits exposés, la partie comparante, agissant par le biais de son mandataire, a requis le notaire instrumentant d'enregistrer les résolutions suivantes:

Première résolution

La totalité du capital social de la Société étant représentée, l'Assemblée renonce aux formalités de convocation, l'Associé Unique représenté à l'Assemblée se considérant lui-même comme ayant été dûment convoqués et déclarant avoir une parfaite connaissance de l'ordre du jour qui lui a été communiqué au préalable.

Deuxième résolution

L'Assemblée décide de créer une nouvelle classe de parts sociales, soit les parts sociales de classe I1 (les Parts Sociales de Classe I1), ayant une valeur nominale de un euro (EUR 1) chacune, qui auront les droits et caractéristiques tels qu'exposés dans les Statuts tels que modifiés en vertu des résolutions suivantes.

Troisième résolution

L'Assemblée décide d'augmenter le capital social souscrit de la Société d'un montant de mille six cent vingt-six euros (EUR 1.626) afin de porter le capital social de son montant actuel de trois cent quarante-quatre mille quatre cent quinze euros (EUR 344.415) représenté par (12.500) parts sociales ordinaires, cinquante-cinq mille quatre cent douze (55.412) parts sociales de classe A, sept mille six cent quarante (7.640) parts sociales de classe A1, vingt-quatre mille deux cent

dix-neuf (24.219) parts sociales de classe A2, quarante-six mille cent neuf (46.109) parts sociales de classe A3, deux (2) parts sociales de classe A4, deux (2) parts sociales de classe A5, quarante-quatre mille cent quatre-vingt-quatre (44.184) parts sociales de classe B, vingt-sept mille six cent soixante-six (27.666) parts sociales de classe B1, seize mille deux cent vingt-cinq (16.225) parts sociales de classe C, vingt-cinq mille sept cent soixante-douze (25.772) parts sociales de classe D, seize mille six cent cinquante-trois (16.653) parts sociales de classe E, douze mille quatre cent quatre-vingt-une (12.481) parts sociales de classe E1, vingt-deux mille sept cent trente (22.730) parts sociales de classe G, dix-neuf mille trois cent soixante-seize (19.376) parts sociales de classe H, mille sept cent dix-huit (1.718) parts sociales de classe H1, six mille huit cent soixante-treize (6.873) parts sociales de classe H2 et quatre mille huit cent cinquante-trois (4.853) parts sociales de classe I, toutes sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, à trois cent quarante-six mille quarante-et-un euros (EUR 346.041), par l'émission de mille six cent vingt-six (1.626) nouvelles Parts Sociales de Classe I1.

Quatrième résolution

L'Assemblée décide d'accepter et d'enregistrer la souscription suivante et la libération intégrale de l'augmentation du capital social:

Souscription et Libération

Highland Capital Partners VII Limited Partnership, préqualifiée et représentée comme décrit ci-dessus, déclare souscrire aux mille six cent vingt-six (1.626) Parts Sociales de Classe I1 nouvellement émises par la Société, ayant une valeur nominale d'un euro (EUR 1) chacune, et les libérer intégralement au prix de mille six cent vingt-six euros et soixante-six cents (EUR 1.626,66), dont (i) mille six cent vingt-six euros (EUR 1.626) sont affectés au compte capital social nominal de la Société, et (ii) la différence, i.e. soixante-six cents (EUR 0,66) à un compte de prime d'émission de la Société lié aux Parts Sociales de Classe I1, par un apport en nature composé d'une créance d'un montant de mille six cent vingt-six euros et soixante-six cents (EUR 1.626,66) qu'elle détient envers la Société (la Créance).

De plus, il résulte d'un certificat en date du 6 mars 2014, émis conjointement par Highland Capital Partners VII Limited Partnership et la Société que, en date de ce certificat:

«1. l'Associé Unique est le propriétaire de la Créance;

2. l'Associé Unique est le seul autorisé à détenir la Créance et a le pouvoir de disposer de la Créance, qui est librement cessible; et

3. la valeur de la Créance est de mille six cent vingt-six euros et soixante-six cents (EUR 1.626,66).»

Ledit certificat, après avoir été signé ne varietur par le mandataire agissant pour le compte de la partie comparante et le notaire instrumentant, restera annexé au présent acte pour les formalités de l'enregistrement.

L'Assemblée décide de noter que suite à l'augmentation du capital social, l'actionariat dans la Société se présente comme suit:

	Parts Sociales
Highland Capital Partners VII Limited Partnership	12.500 Parts Sociales Ordinaires
	55.412 Parts Sociales de Classe A
	7.640 Parts Sociales de Classe A1
	24.219 Parts Sociales de Classe A2
	46.109 Parts Sociales de Classe A3
	2 Parts Sociales de Classe A4
	2 Parts Sociales de Classe A5
	44.184 Parts Sociales de Classe B
	27.666 Parts Sociales de Classe B1
	16.225 Parts Sociales de Classe C
	25.772 Parts Sociales de Classe D
	16.653 Parts Sociales de Classe E
	12.481 Parts Sociales de Classe E1
	22.730 Parts Sociales de Classe G
	19.376 Parts Sociales de Classe H
	1.718 Parts Sociales de Classe H1
	6.873 Parts Sociales de Classe H2
	4.853 Parts Sociales de Classe I
	1.626 Parts Sociales de Classe I1
Total:	346.041 Parts Sociales

Cinquième résolution

En conséquence des résolutions qui précèdent, l'Assemblée décide de modifier l'article 5.1. des Statuts, qui aura désormais le libellé suivant:

“ 5.1. Le capital social de la Société est fixé à trois cent quarante-six mille quarante-et-un euros (EUR 346.041), représenté par douze mille cinq cents (12.500) parts sociales ordinaires sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales Ordinaires et individuellement, une Part Sociale Ordinaire), cinquante-cinq mille quatre cent douze (55.412) parts sociales de classe A sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A, et individuellement, une Part Sociale de Classe A), sept mille six cent quarante (7.640) parts sociales de classe A1 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A1, et individuellement, une Part Sociale de Classe A1), vingt-quatre mille deux cent dix-neuf (24.219) parts sociales de classe A2 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A2, et individuellement, une Part Sociale de Classe A2), quarante-six mille cent neuf (46.109) parts sociales de classe A3 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A3, et individuellement, une Part Sociale de Classe A3), deux (2) parts sociales de classe A4 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A4, et individuellement, une Part Sociale de Classe A4), deux (2) parts sociales de classe A5 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe A5, et individuellement, une Part Sociale de Classe A5), quarante-quatre mille cent quatre-vingt-quatre (44.184) parts sociales de classe B sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe B, et individuellement, une Part Sociale de Classe B), vingt-sept mille six cent soixante-six (27.666) parts sociales de classe B1 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe B1, et individuellement, une Part Sociale de Classe B1), seize mille deux cent vingt-cinq (16.225) parts sociales de classe C sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe C, et individuellement, une Part Sociale de Classe C), vingt-cinq mille sept cent soixante-douze (25.772) parts sociales de classe D sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe D, et individuellement, une Part Sociale de Classe D), seize mille six cent cinquante-trois (16.653) parts sociales de classe E sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe E, et individuellement, une Part Sociale de Classe E), douze mille quatre cent quatre-vingt-une (12.481) parts sociales de classe E1 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe E1, et individuellement, une Part Sociale de Classe E1), vingt-deux mille sept cent trente (22.730) parts sociales de classe G sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe G, et individuellement, une Part Sociale de Classe G), dix-neuf mille trois cent soixante-seize (19.376) parts sociales de classe H sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe H, et individuellement, une Part Sociale de Classe H), mille sept cent dix-huit (1.718) parts sociales de classe H1 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe H1, et individuellement, une Part Sociale de Classe H1), six mille huit cent soixante-treize (6.873) parts sociales de classe H2 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe H2, et individuellement, une Part Sociale de Classe H2), quatre mille huit cent cinquante-trois (4.853) parts sociales de classe I sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe I, et individuellement, une Part Sociale de Classe I) et mille six cent vingt-six (1.626) parts sociales de classe I1 sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune (les Parts Sociales de Classe I1, et individuellement, une Part Sociale de Classe I1, et ensemble avec les Parts Sociales Ordinaires, les Parts Sociales de Classe A, les Parts Sociales de Classe A1, les Parts Sociales de Classe A2, les Parts Sociales de Classe A3, les Parts Sociales de Classe A4, les Parts Sociales de Classe A5, les Parts Sociales de Classe B, les Parts Sociales de Classe B1, les Parts Sociales de Classe C, les Parts Sociales de Classe D, les Parts Sociales de Classe E, les Parts Sociales de Classe E1, les Parts Sociales de Classe G, les Parts Sociales de Classe H, les Parts Sociales de Classe H1, les Parts Sociales de Classe H2 et les Parts Sociales de Classe I, les Parts Sociales, et individuellement et indépendamment de la classe de parts sociales à laquelle elle appartient, une Part Sociale).

La Société peut également créer et émettre des autres classes de parts sociales qu'il faudra désigner différemment comme une classe qui tracera la performance et le rendement des actifs sous-jacents qu'elles suivront. Les Parts Sociales Ordinaires, les Parts Sociales de Classe A, les Parts Sociales de Classe A1, les Parts Sociales de Classe A2, les Parts Sociales de Classe A3, les Parts Sociales de Classe A4, les Parts Sociales de Classe A5, les Parts Sociales de Classe B, les Parts Sociales de Classe B1, les Parts Sociales de Classe C, les Parts Sociales de Classe D, les Parts Sociales de Classe E, les Parts Sociales de Classe E1, les Parts Sociales de Classe G, les Parts Sociales de Classe H, les Parts Sociales de Classe H1, les Parts Sociales de Classe H2, les Parts Sociales de Classe I et les Parts Sociales de Classe I1 forment des classes séparées de parts sociales dans la Société, mais ont les mêmes droits et obligations à tous égards sauf disposition particulière ci-après.

Les Parts Sociales de Classe A tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A de sa filiale détenue entièrement, Highland VII - PRI (2) S.à r.l., une société à responsabilité limitée constituée et organisée selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 6, rue Guillaume Schneider, L-2522 Luxembourg, immatriculée au Registre de Commerce et des Sociétés sous le numéro B 146.561 (la Filiale).

Les Parts Sociales de Classe A1 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A1 de la Filiale.

Les Parts Sociales de Classe A2 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A2 de la Filiale.

Les Parts Sociales de Classe A3 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A3 de la Filiale.

Les Parts Sociales de Classe A4 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A4 de la Filiale.

Les Parts Sociales de Classe A5 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe A5 de la Filiale.

Les Parts Sociales de Classe B tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe B de la Filiale.

Les Parts Sociales de Classe B1 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe B1 de la Filiale.

Les Parts Sociales de Classe C tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe C de la Filiale.

Les Parts Sociales de Classe D tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe D de la Filiale.

Les Parts Sociales de Classe E tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe E de la Filiale.

Les Parts Sociales de Classe E1 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe E1 de la Filiale.

Les Parts Sociales de Classe G tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe G de la Filiale.

Les Parts Sociales de Classe H tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe H de la Filiale.

Les Parts Sociales de Classe H1 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe H1 de la Filiale.

Les Parts Sociales de Classe H2 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe H2 de la Filiale.

Les Parts Sociales de Classe I tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe I de la Filiale.

Les Parts Sociales de Classe I1 tracent la performance et le rendement (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de l'investissement direct par la Société dans les parts sociales de classe I1 de la Filiale“

Sixième résolution

En conséquence des résolutions qui précèdent, l'Assemblée décide de modifier l'article 16.2. des Statuts, qui aura désormais le libellé suivant:

“ **16.2.** Après l'affectation de tous bénéfices au compte de réserve statutaire et sous réserve de toutes dispositions obligatoires légales, tous les autres bénéfices seront distribués et payés comme suit:

(a) Les détenteurs des parts sociales de chaque classe, au prorata du capital investi par chacun d'entre eux pour leurs parts sociales (valeur nominale et, selon le cas, prime d'émission), auront droit à un dividende égal à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les actifs acquis avec les produits de la

boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe D de la Filiale (le Revenu Net d'Investissement de Classe D), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe D, les points (i) et (ii) devant être déterminés par le conseil de gérance;

- les détenteurs des Parts Sociales de Classe E au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe E pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe E de la Filiale (le Revenu Net d'Investissement de Classe E), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe E, les points (i) et (ii) devant être déterminés par le conseil de gérance;

- les détenteurs des Parts Sociales de Classe E1 au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe E1 pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe E1 de la Filiale (le Revenu Net d'Investissement de Classe E1), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe E1, les points (i) et (ii) devant être déterminés par le conseil de gérance;

- les détenteurs des Parts Sociales de Classe G au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe G pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe G de la Filiale (le Revenu Net d'Investissement de Classe G), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe G, les points (i) et (ii) devant être déterminés par le conseil de gérance;

- les détenteurs des Parts Sociales de Classe H au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe H pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe H de la Filiale (le Revenu Net d'Investissement de Classe H), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe H, les points (i) et (ii) devant être déterminés par le conseil de gérance;

- les détenteurs des Parts Sociales de Classe H1 au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe H1 pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe H1 de la Filiale (le Revenu Net d'Investissement de Classe H1), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe H1, les points (i) et (ii) devant être déterminés par le conseil de gérance;

- les détenteurs des Parts Sociales de Classe H2 au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe H2 pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe H2 de la Filiale (le Revenu Net d'Investissement de Classe H2), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe H2, les points (i) et (ii) devant être déterminés par le conseil de gérance;

- les détenteurs des Parts Sociales de Classe I au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe I pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe I de la Filiale (le Revenu Net d'Investissement de Classe I), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe I, les points (i) et (ii) devant être déterminés par le conseil de gérance; et

- les détenteurs des Parts Sociales de Classe I1 au moment de cette distribution, au prorata du capital investi (valeur nominale, et selon le cas, prime d'émission) par chaque détenteur de Parts Sociales de Classe I1 pour ces parts sociales, auront droit à (i) tous produits et revenus dérivés par la Société (en ce compris, notamment, les dividendes, plus-values, boni de liquidation, produits des ventes et tout autre produits ou revenu) de son investissement direct dans les parts sociales de classe I1 de la Filiale (le Revenu Net d'Investissement de Classe I1), moins (ii) tous frais directement liés au Revenu Net d'Investissement de Classe I1, les points (i) et (ii) devant être déterminés par le conseil de gérance;

(c) L'assemblée générale des associés a le pouvoir discrétionnaire de disposer du surplus (le cas échéant) des bénéfices qui ne sont pas dérivés par la Société d'un investissement spécifique dont la performance et le rendement sont tracés par une classe de parts sociales spécifique. Elle peut en particulier affecter ce bénéfice au paiement d'un dividende, le transférer à la réserve ou le reporter. En cas de déclaration de paiement par l'assemblée générale des associés de la totalité ou d'une partie du surplus des bénéfices sous forme de dividendes, ces dividendes seront versés aux détenteurs des Parts Sociales Ordinaires sur une base proportionnelle au nombre de Parts Sociales Ordinaires qu'ils détiennent."

Septième résolution

L'Assemblée décide de modifier le registre des associés de la Société, afin d'y faire figurer les modifications ci-dessus et donne pouvoir et autorité à tout gérant de la Société, à tout avocat ou employé de Stibbe Avocats à Luxembourg et à tout associé ou employé de Capita Fiduciary Group, agissant individuellement, pour procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des associés de la Société.

Plus aucun point ne figurant à l'ordre du jour, l'Assemblée est levée.

Estimation des frais

Les dépenses, frais, honoraires et charges de quelque nature que ce soit, qui incomberont à la société en raison du présent acte sont estimés à environ EUR 2.500,-.

Le notaire instrumentant, qui comprend et parle la langue anglaise, déclare par la présente qu'à la requête de la partie comparante ci-dessus, le présent acte est rédigé en anglais suivi d'une version française. A la requête de la même partie comparante, en cas de divergences entre le texte anglais et français, la version anglaise fera foi.

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

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

Signé: T. SONMEZ et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 10 mars 2014. Relation: LAC/2014/11165. 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: 2014053819/770.

(140062003) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Cargill International Luxembourg 2 S.à r.l., Société à responsabilité limitée.

Capital social: USD 1.918.329.062,00.

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

R.C.S. Luxembourg B 150.966.

In the year two thousand and fourteen, on the twenty-fifth of February.

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

THERE APPEARED:

Cargill International Luxembourg 1 S.à r.l., a société à responsabilité limitée, incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 11-13, Boulevard de la Foire, L-1528 Luxembourg, registered with the Luxembourg Trade and Companies' Register under section B, number 150.964,

here represented by Mr Gianpiero SADDI, employee, professionally residing in Luxembourg, by virtue of a proxy given in Luxembourg, on February 25, 2014.

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

Such appearing party is the sole shareholder of Cargill International Luxembourg 2 S.à r.l., a société à responsabilité limitée, incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 11-13, Boulevard de la Foire, L-1528 Luxembourg, registered with the Luxembourg Trade and Companies' Register under section B, number 150.966, incorporated pursuant to a deed of the undersigned notary, on 25 January 2010, published on 3 March 2010 in the Mémorial C, Recueil des Sociétés et Associations, number 459 (hereinafter the "Company"). The articles of association were amended for the last time on 18 December 2013 pursuant to a deed of the undersigned notary, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

The appearing party, representing the entire share capital of the Company and having waived any notice requirement, reviewed the following agenda:

Agenda

1. Increase of the share capital of the Company by an amount of one hundred and forty-two million six hundred and five thousand six hundred and eighty-three United States Dollars (USD 142,605,683.-) so as to raise it from its current amount of one billion seven hundred and seventy-five million seven hundred and twenty-three thousand nine hundred and nineteen United States Dollars (USD 1,775,723,919.-) up to one billion nine hundred and eighteen million three hundred and twenty-nine thousand sixty-two United States Dollars (USD 1,918,329,062.-) through the issue of one hundred and forty-two million six hundred and five thousand six hundred and eighty-three (142,605,683) new shares of a par value of one United States Dollar (USD 1.-) each.

2. Subsequent amendment of Article 5.1 of the articles of association of the Company.

3. Miscellaneous.

After having reviewed the items of the agenda, the appearing party requested the notary to enact the following resolutions:

First resolution

The sole shareholder resolves to increase of the share capital of the Company by an amount of one hundred and forty-two million six hundred and five thousand six hundred and eighty-three United States Dollars (USD 142,605,683.-)

so as to raise it from its current amount of one billion seven hundred and seventy-five million seven hundred and twenty-three thousand nine hundred and nineteen United States Dollars (USD 1,775,723,919.-) up to one billion nine hundred and eighteen million three hundred and twenty-nine thousand sixty-two United States Dollars (USD 1,918,329,062.-)

through the issue of one hundred and forty-two million six hundred and five thousand six hundred and eighty-three (142,605,683) new shares of a par value of one United States Dollar (USD 1.-) each.

The one hundred and forty-two million six hundred and five thousand six hundred and eighty-three (142,605,683) new shares have been entirely subscribed by Cargill International Luxembourg 1 S.à r.l., aforementioned, at a total price of one hundred and forty-two million six hundred and five thousand six hundred and eighty-three United States Dollars (USD 142,605,683.-).

The subscribed shares have been fully paid up through a contribution in kind as described hereafter:

Description of the contribution

The contribution in kind consists of forty-four thousand five (44,005) ordinary shares of Cargill Siam Limited, a private company limited by shares, having its registered office at 18th Floor, Sindhorn Building Tower 3, 130-132 Wittayu Road, Lumpini, Sub-district, Pathumwan District, Bangkok, Thailand, with registration number 2258/2523 (0105523022585) ("Cargill Siam"), representing twenty percent (20%) of the total number of shares issued by Cargill Siam to Cargill International, Inc..

The fair market value of this contribution is of one hundred and forty-two million six hundred and five thousand six hundred and eighty-three United States Dollars (USD 142,605,683.-).

The proof of the existence and of the value of the above contribution has been produced to the undersigned notary.

Any manager or authorised officer of the contributed company is authorised to record such contribution in its shareholders' register.

Second resolution

As a consequence of the above resolution, the sole shareholder resolves to amend article 5.1 of the articles of association of the Company which now reads as follows:

" **5.1.** The Company's share capital is set at one billion nine hundred and eighteen million three hundred and twenty-nine thousand sixty-two United States Dollars (USD 1,918,329,062.-) represented one billion nine hundred and eighteen million three hundred and twenty-nine thousand sixty-two (1,918,329,062) shares having a par value of one United States Dollar (USD 1.-) each."

Estimate of costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its capital increase, have been estimated at about seven thousand Euro (EUR 7,000.-).

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

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

The document having been read to the person appearing known to the notary by his name, first name and residence, such proxyholder signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le vingt-cinq février.

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

A COMPARU:

Cargill International Luxembourg 1 S.à r.l., une société à responsabilité limitée, constituée et existant selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 11-13, boulevard de la Foire, L-1528 Luxembourg, enregistrée auprès du Registre du Commerce et des Sociétés de Luxembourg, sous le numéro B 150.964,

ici représentée par Monsieur Gianpiero SADDI, employé, ayant son adresse professionnelle à Luxembourg, en vertu d'une procuration sous seing privé donnée à Luxembourg, le 25 février 2014.

Ladite procuration paraphée "ne varietur" par le mandataire de la partie comparante et par le notaire soussigné restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Laquelle partie comparante est l'associé unique de Cargill International Luxembourg 2 S.à r.l., une société à responsabilité limitée constituée et existant selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 11-13, Boulevard de la Foire, L-1528 Luxembourg, enregistrée auprès du Registre du Commerce et des Sociétés de Luxembourg, sous le numéro B 150.966, constituée selon acte du notaire soussigné le 25 janvier 2010, publié le 3 mars 2010 au Mémorial C, Recueil des Sociétés et Associations, numéro 459 (ci-après la «Société»). Les statuts de la Société ont été modifiés pour la dernière fois selon acte du notaire soussignée, le 18 décembre 2013, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

La partie comparante, représentant l'intégralité du capital social de la Société et ayant renoncé à toute convocation, a revu l'ordre du jour suivant:

Ordre du jour

1. Augmentation du capital social de la Société d'un montant de cent quarante-deux millions six cent cinq mille six cent quatre-vingt-trois américains (USD 142.605.683,-) afin de le porter de son montant actuel d'un milliard sept cent soixante-quinze millions sept cent vingt-trois mille neuf cent dix-neuf dollars américains (USD 1.775.723.919,-) à un milliard neuf cent dix-huit millions trois cent vingt-neuf mille six cent deux dollars américains (USD 1.918.329.602,-) par l'émission de cent quarante-deux millions six cent cinq mille six cent quatre-vingt-trois (142.605.683) nouvelles parts sociales d'une valeur nominale d'un dollar américain (USD 1,-) chacune;

2. Modification subséquente de l'article 5.1 des statuts de la Société;

3. Divers.

Après avoir passé en revue les points à l'ordre du jour, la partie comparante a requis le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

L'associé unique décide d'augmenter le capital social de la Société d'un montant de cent quarante-deux millions six cent cinq mille six cent quatre-vingt-trois américains (USD 142.605.683,-)

afin de le porter de son montant actuel d'un milliard sept cent soixante-quinze millions sept cent vingt-trois mille neuf cent dix-neuf dollars américains (USD 1.775.723.919,-) à un milliard neuf cent dix-huit millions trois cent vingt-neuf mille six cent deux dollars américains (USD 1.918.329.602,-)

par l'émission de cent quarante-deux millions six cent cinq mille six cent quatre-vingt-trois (142.605.683) nouvelles parts sociales d'une valeur nominale d'un dollar américain (USD 1,-) chacune.

Les cent quarante-deux millions six cent cinq mille six cent quatre-vingt-trois (142.605.683) nouvelles parts sociales ont été intégralement souscrites par Cargill International Luxembourg 1 S.à r.l., susmentionnée, pour un prix total de cent quarante-deux millions six cent cinq mille six cent quatre-vingt-trois américains (USD 142.605.683,-), la totalité étant allouée au capital social.

Les parts sociales souscrites ont été intégralement libérées par voie d'apport en nature comme décrit ci-après:

Description de l'apport

L'apport en nature consiste en quarante-quatre mille cinq (44.005) actions ordinaires de Cargill Siam Limited, une société existant sous le droit de Thaïlande, ayant son siège social à 18th Floor, Sindhorn Building Tower 3, 130-132 Wittayu Road, Lumpini, Sub-district, Pathumwan District, Bangkok, Thaïlande, enregistrée sous le numéro 2258/2523 (0105523022585) («Cargill Siam»), représentant vingt pour cent (20%) du nombre total de parts émises par Cargill Siam à Cargill International, Inc..

La valeur de marché de cet apport en nature est évaluée à cent quarante-deux millions six cent cinq mille six cent quatre-vingt-trois américains (USD 142.605.683,-).

La preuve de l'existence et de la valeur des apports ci-dessus a été présentée au notaire soussigné.

Tout gérant ou fondé de pouvoir des sociétés apportées sera autorisé à inscrire lesdites contributions dans le registre des actionnaires.

Deuxième résolution

A la suite de la résolution précédente, l'associé unique décide de modifier l'Article 5.1 des statuts de la Société qui aura désormais la teneur suivante:

“ **5.1.** Le capital social de la Société est fixé à un milliard neuf cent dix-huit millions trois cent vingt-neuf mille six cent deux dollars américains (USD 1.918.329.602,-) représenté par un milliard neuf cent dix-huit millions trois cent vingt-neuf mille six cent deux (1.918.329.602) parts sociales, d'une valeur d'un dollar américain (USD 1,-) chacune.”

Estimation des frais

Les frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison de cette augmentation de capital ont été estimés à environ sept mille euros (EUR 7.000,-).

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

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

Et après lecture faite et interprétation donnée au mandataire de la comparante, connue du notaire instrumentaire par nom, prénom usuel et demeure, ledit mandataire a signé le présent acte avec le notaire.

Signé: G. Saddi et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 04 mars 20104. LAC/2014/9947. Reçu soixante-quinze euros EUR 75,-

Le Releveur (signé): 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 7 mars 2014.

Référence de publication: 2014053619/156.

(140061615) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Waste Systems S.à r.l., Société à responsabilité limitée.

Capital social: EUR 200.000,00.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 107.107.

In the year two thousand and fourteenth, on the nineteenth day of March.

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

THERE APPEARED:

Investindustrial II L.P., a limited partnership registered under the laws of United Kingdom, having its registered office at Ogier House, the Esplanade, St Hélier, JE4 9WG Jersey, Channel Islands, registered with the Jersey Financial Services Commission Companies under number 222, represented by its general partner Investindustrial General Partner Limited, a company incorporated under the laws of Jersey, having its registered office at Ogier House, the Esplanade, St Hélier, Jersey JE4 9WG, Channel Islands, registered with the Jersey Financial Services Commission Companies under number 74795 (Investindustrial II),

hereby represented by Régis Galiotto, notary's clerk, professionally residing in Luxembourg, by virtue of a proxy given under private seal on February 13, 2014.

Such power of attorney, after having been signed "ne varietur" by the proxyholder of the appearing party and the undersigned notary, shall remain annexed to the present deed to be filed with such deed with the registration authorities.

The appearing party, represented as stated hereabove, has requested the undersigned notary to record the following:

I. Investindustrial II is the sole shareholder (the Sole Shareholder) of Waste Systems S.à r.l., a private limited liability company (société à responsabilité limitée), incorporated and organised under the laws of Luxembourg, having its registered office at 51, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 107.107, incorporated on March 30, 2005 pursuant to a deed enacted by Maître Gérard Lecuit, notary residing in Luxembourg (Grand Duchy of Luxembourg), published in the Mémorial C, Recueil des Sociétés et Associations, number 782, page 37504 dated August 4, 2005 (the Company). The articles of association of the Company (the Articles) have been amended for the last time pursuant to a deed dated December 24, 2013 enacted by the undersigned notary, not yet published in the Mémorial C, Recueil des Sociétés et Associations;

II. The Company's share capital is presently set at two hundred thousand euro (EUR 200,000.-) represented by twenty thousand (20,000) shares in registered form, having a par value of ten euro (EUR 10.-) each;

III. The agenda of the meeting is worded as follows:

1. Dissolution and liquidation of the Company;
2. Appointment of Mayfair Trust S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 2, Millewee, L-7257 Walferdange, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 112.769, as liquidator of the Company and determination of the powers of the liquidator and liquidation procedure;
3. Discharge to be granted to the managers of the Company for the exercise of their mandate; and
4. Miscellaneous.

IV. These facts having been exposed and recognized as true by the Sole Shareholder, acting through its proxyholder, the appearing party has requested the undersigned notary to record the following resolutions:

First resolution

The Sole Shareholder resolves to dissolve the Company with immediate effect and to put the Company into liquidation.

Second resolution

The Sole Shareholder resolves to appoint Mayfair Trust S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 2, Millewee, L-7257 Walferdange, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 112.769, as liquidator of the Company (the Liquidator).

Third resolution

The Sole Shareholder resolves that the Liquidator will prepare a detailed inventory of the Company's assets and liabilities, that the Liquidator will have the broadest powers pursuant to the Luxembourg law on commercial companies of August 10, 1915, as amended (the Law) to perform his/its duties (including without limitation to dispose of the Company's assets) and that the Company will be bound towards third parties by the sole signature of the Liquidator.

For such a purpose, the Liquidator shall be entitled to pass all deeds and carry out all operations, including those referred to in article 145 of the Law. The Liquidator may, under his/its sole responsibility, delegate his/its powers for specific defined operations or tasks, to one or several persons or entities.

The Liquidator shall be authorised to make, in his/its sole discretion, advance payments of the liquidation proceeds (boni de liquidation) to the Sole Shareholder resolves, in accordance with article 148 of the Law.

Fourth resolution

The Sole Shareholder resolves to grant full discharge to the managers of the Company for the exercise of their mandates.

Estimate of 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 approximately one thousand five hundred Euros (EUR 1,500.-).

Declaration

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le dix-neuvième jour du mois de mars.

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

A COMPARU:

Investindustrial II L.P., un limited partnership régi par les lois du Royaume-Uni, ayant son siège social sis à Ogier House, the Esplanade, St Hélier, JE4 9WG Jersey, Channel Islands, immatriculée auprès de la Jersey Financial Services Commission Companies sous le numéro 222, représenté par son associé commandité Investindustrial General Partner Limited, une société constituée selon le droit de Jersey, ayant son siège social sis à Ogier House, the Esplanade, St Hélier, Jersey JE4 9WG, Iles Britanniques, immatriculée auprès de la Jersey Financial Services Commission Companies sous le numéro 74795 (Investindustrial II),

ici représenté par Régis Galiotto, cleric de notaire, demeurant professionnellement à Luxembourg, en vertu d'une procuration donnée sous seing privé le 13 février 2014.

Ladite procuration, après avoir été signée "ne varietur" par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

La partie comparante, représentée comme indiqué ci-dessus, a demandé au notaire instrumentant d'acter ce qui suit:

I. Investindustrial II est l'associé unique (l'Associé Unique) de Waste Systems S.à r.l., une société à responsabilité limitée, constituée et régie par le droit luxembourgeois, ayant son siège social au 51, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 107.107, constituée le 30 mars 2005 suivant acte de Maître Gérard Lecuit, notaire de résidence à Luxembourg

(Grand-Duché de Luxembourg), publié au Mémorial C, Recueil des Sociétés et Associations, numéro 782, page 37504, en date du 4 août 2005 (la Société). Les statuts de la Société ont été modifiés pour la dernière fois par acte du notaire comparant en date du 24 décembre 2013, non encore publié au Mémorial C, Recueil des Sociétés et Associations;

II. Le capital social de la Société est actuellement fixé à deux cent mille euros (200.000 EUR) représenté par vingt mille (20.000) parts sociales sous forme nominative, ayant une valeur nominale de dix euros (10 EUR) chacune;

III. L'ordre du jour de l'assemblée est libellé comme suit:

1. Dissolution et mise en liquidation de la Société;

2. Nomination de Mayfair Trust S.à r.l., une société à responsabilité limitée, ayant son siège social au 2, Millewee, L-7257 Walferdange, Grand-Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 112.769, en qualité de liquidateur de la Société et détermination des pouvoirs du liquidateur et procédure de liquidation;

3. Décharge à accorder aux gérants de la Société pour l'exercice de leur mandat; et

4. Divers.

IV. Ces faits exposés et reconnus exacts par l'Associé Unique, représenté par son mandataire, la partie comparante a prié le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

L'Associé Unique décide de dissoudre la Société avec effet immédiat et de mettre la Société en liquidation.

Deuxième résolution

L'Associé Unique décide de nommer Mayfair Trust S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 2, Millewee, L-7257 Walferdange, Grand-Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 112.769, en qualité de liquidateur de la Société (le Liquidateur).

Troisième résolution

L'Associé Unique décide que le Liquidateur dressera un inventaire détaillé des actifs et passifs de la Société, que le Liquidateur sera investi des pouvoirs les plus étendus en vertu de la loi du 10 août 1915, telle que modifiée (la Loi), afin d'accomplir ses fonctions (y inclus le droit de disposer sans limite des actifs de la Société) et que la Société sera engagée vis-à-vis des tiers par la signature unique du Liquidateur.

A ces fins, le Liquidateur est autorisé à passer tous les actes et accomplir toutes les opérations, y inclus ceux prévus par l'article 145 de la Loi. Le Liquidateur pourra, sous sa seule responsabilité, déléguer tout ou partie de ses pouvoirs à une ou plusieurs personnes ou entités, pour des opérations ou actes spécifiques.

Le Liquidateur est autorisé, à sa seule discrétion, à payer des avances sur les boni de liquidation à l'Associé Unique, et ce conformément à l'article 148 de la Loi.

Quatrième résolution

L'Associé Unique décide de donner pleine et entière décharge aux gérants de la Société pour l'exercice de leur mandat.

Estimation des 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 à environ mille cinq cents Euros (1.500.- EUR).

Déclaration

Le notaire instrumentant, qui comprend et parle la langue anglaise, déclare qu'à la requête de la partie comparante, le présent acte est rédigé en anglais, suivi d'une traduction française et en cas de divergences entre la version anglaise et la version française, la version anglaise fera foi.

DONT ACTE, fait et passé à Luxembourg, à la date qu'en tête du présent acte.

Lecture du présent acte ayant été faite au mandataire de la partie comparante, ce mandataire a signé avec le notaire instrumentant, le présent acte.

Signé: R. GALIOTTO et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 26 mars 2014. Relation: LAC/2014/14006. Reçu douze euros (12.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 14 avril 2014.

Référence de publication: 2014053436/142.

(140060995) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2014.

**Thalia Alternative SICAV, Société d'Investissement à Capital Variable,
(anc. Generali Hedge Funds Sicav).**

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 100.470.

In the year two thousand and fourteen, on the second of April.
Before Maître Maître Henri Hellinckx, notary residing in Luxembourg,

was held

an extraordinary general meeting of shareholders of Generali Hedge Funds Sicav, a public limited company (société anonyme) qualifying as an investment company with variable share capital, with its registered office in Luxembourg, incorporated pursuant to a notarial deed dated April 22, 2004.

The Meeting was opened under the chairmanship of Mr Francesco MOLINO, bank employee, residing professionally in Luxembourg,

who appointed as secretary and scrutineer Mrs Chantal WALCH, bank employee, residing professionally in Luxembourg.

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

I.- That the present meeting has been convened by notices containing the agenda and published as follows:

a) in the Mémorial, Recueil Spécial C,

on March 13, 2014

on March 24, 2014

b) in the Luxemburger Wort

on March 13, 2014

on March 24, 2014

II. That the agenda of the meeting is the following:

Agenda:

Agenda:

- Amendment of the Articles of Incorporation (the "Articles") of the Company in order to change:

Art. 1. ("Name"). Changing from:

- There exists among the subscribers of shares and all those who may become owners of shares hereafter issued, a public limited company ("société anonyme") in the form of an investment company with variable capital ("société d'investissement à capital variable - SICAV") with multiple sub-funds under the name of "GENERALI HEDGE FUNDS SICAV" (hereinafter referred to as the "Company").

To:

There exists among the subscribers of shares and all those who may become owners of shares hereafter issued, a public limited company ("société anonyme") in the form of an investment company with variable capital ("société d'investissement à capital variable - SICAV") with multiple sub-funds under the name of "THALIA ALTERNATIVE SICAV" (hereinafter referred to as the "Company").

Articles 4, 5, 18, 25, 28 and 29 in order to replace any reference to the law of 20 December 2002 on undertakings for collective investment by references to the law of 17 December 2010 on undertakings for collective investment.

III. That the names of the shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list, signed by the shareholders present, the proxies of the represented shareholders, by the board of the meeting and the notary will remain annexed to the present deed to be registered therewith with the registration authorities;

IV. The quorum of at least one half of the capital is required by Article 67-1 (2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, and the resolution on each item of the agenda, has to be passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting.

V. That pursuant to the attendance list, out of 7,516,812.351 shares in issue, 5,055,000 shares of the Company are represented at the present meeting.

After the foregoing was approved by the meeting, the meeting took the following resolutions by unanimous vote:

First resolution:

The meeting resolves to change the name of the Company to "THALIA ALTERNATIVE SICAV" and to amend Article 1 of the Articles of Incorporation as follows:

"There exists among the subscribers of shares and all those who may become owners of shares hereafter issued, a public limited company ("société anonyme") in the form of an investment company with variable capital ("société d'in-

vestissement à capital variable - SICAV") with multiple sub-funds under the name of "THALIA ALTERNATIVE SICAV" (hereinafter referred to as the "Company")."

Second resolution:

The meeting resolves to amend Articles 4, 5, 18, 25, 28 and 29 in order to replace any reference to the law of 20 December 2002 on undertakings for collective investment by references to the law of 17 December 2010 on undertakings for collective investment and to restate the Articles of Incorporation as a whole in the English language only as follows:

Chapter I. Name - Registered office - Life - Purpose

Art. 1. Name. There exists among the subscribers of shares and all those who may become owners of shares hereafter issued, a public limited company ('société anonyme') in the form of an investment company with variable capital ('société d'investissement à capital variable - SICAV') with multiple sub-funds under the name of "THALIA ALTERNATIVE SICAV" (hereinafter referred to as the "Company").

Art. 2. Registered office. The registered office of the Company is established in Luxembourg in the Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad (though not in the United States of America, its territories and properties).

In the event that the Board of Directors determines that extraordinary political 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 temporarily transferred abroad until the complete cessation of these abnormal circumstances; however, such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg Company.

Art. 3. Duration. The Company is established for an unlimited period of time. The Company may be dissolved by a resolution of the shareholders adopted in the manner required to amend these articles of incorporation.

Art. 4. Purpose. The exclusive object of the Company is the investment of its assets in transferable securities and other legally authorised assets with the objective to have its shareholders participate in the profits and proceeds resulting from the management of its assets while always remaining in accordance with the principle of risk spreading.

The Company may take any measures in the largest sense and within the limits of Part II of the law of 17 December 2010 relative to undertakings for collective investment (hereinafter referred to as the "Law"), and carry out all and any transactions which it may deem useful for the accomplishment and development of its corporate purpose.

Chapter II. Corporate capital - Shares - Net asset value

Art. 5. Capital - Share categories. The share capital of the Company consists of fully paid-up shares without par value and shall at all times be equal to the total value of the net assets of the Company according to Article 11 below. According to the legal prescriptions, the capital of the Company must reach 1,250,000.- euros within the first six months following its incorporation as an undertaking for collective investments, and thereafter may not be less than this amount. The initial share capital is set at thirty-one thousand euros (EUR 31,000. -) and is divided into 310 fully paid-up shares (three-hundred and ten) without par value.

The Board of Directors may, at any time, establish several pool of assets, each constituting a sub-fund (hereinafter referred to as a "Sub-Fund") within the meaning of Article 133 of the law of 17 December 2010. In the relations between shareholders, these pools shall exclusively be allocated to the share category or categories issued in the relevant Sub-Fund. Within each Sub-Fund, there may be issued one or several share categories which can be classified in particular according to their individual dividend policy and fees structure.

The proceeds from the issue of shares in any share category shall be invested in securities and other legally authorised assets according to the investment policy determined for each Sub-Fund by the Board of Directors while taking into consideration the investment restrictions provided by the Law or laid down by the Board of Directors.

For the determination of the capital of the Company, the net assets attributable to each Sub-Fund shall be converted into EURO if they are not already denominated in EURO and the total capital is equal to the sum of all the net assets of all the share categories within each Sub-Fund taken together.

Art. 6. Form of the shares.

(1) The Board of Directors shall decide whether the Company will issue bearer and/or registered shares and whether it will issue one or several share categories within the Sub-Funds, which will distinguish themselves by their dividend policy and fees structure. If certificates are issued, they will be issued in the form determined by the Board of Directors; on the front side, certificates will carry the remark that they may not be transferred to any person from or resident in the United States of America or to American citizens or any legal entity established by or for any person of the United States of America (according to the definition of Article 10 hereunder).

All registered shares issued by the Company shall be entered in the Register of Shareholders kept by the Company or by one or several persons appointed for this task.

The Company will decide if it issues documents to confirm the entry in the Register of Shareholders to the shareholders or if shareholders will receive a written confirmation of their shareholding in the Company.

In case bearer shares are issued, registered shares may be switched to bearer shares and vice versa, if share owners so request. Switching of registered shares into bearer shares will be made by cancellation of any issued certificates for registered shares and the issue of one or several share certificates for the bearer shares that replace them, as well as by an entry to this effect in the Register of Shareholders which will establish cancellation of the registered shares.

The switch from bearer shares to registered shares will be made by cancellation of the certificates relating to the bearer shares and the issue of certificates for the registered shares they replace, as the case may be, as well as an entry in the Register of Shareholders which will establish this issue. The costs of a switch may be charged to the shareholder concerned according to a decision of the Board of Directors.

Prior to the issue of bearer shares and the switch of registered shares to bearer shares, the Board of Directors may require sufficient guarantees to prove that such issue or switch does not result in any of the shares becoming the property of a U.S. person within the meaning of the definition in Article 10 below.

Share certificates shall be signed by any two members of the Board of Directors. Both signatures may be hand-written, printed or appended by facsimile. One of these signatures may be that of any person appointed to this effect by the Board of Directors; in this case, this signature must be hand-written. The Company may issue temporary certificates in a form which will be determined by the Board of Directors.

The shares are issued, and share certificates if requested are delivered, only upon acceptance of the subscription and the receipt of the subscription price under the conditions as set out in the current prospectus,

(2) In the case of bearer shares being issued, transfer will be made by handing over the relative share certificates. Transfer of registered shares will be made

(i) if share certificates were issued, through the return of the certificate or certificates for the registered shares and any other transfer documents requested by the Company, or

(ii) if no certificates were issued, through the entry of a written declaration of transfer in the Register of Shareholders; this declaration must be signed by the transferor and the transferee or their duly authorised representatives, and carry the date. Any transfer of registered shares will be entered in the Register of Shareholders and such entry must be signed by one or several directors or authorised representatives of the Company or by one or several persons appointed to this effect by the Board of Directors.

(3) Any shareholder who wishes to receive a certificate for registered shares shall indicate an address to the Company to which all notices and information will be sent.

In the event that such shareholder does not provide such an address, a notice to this effect will be entered in the Register of Shareholders and this shareholder's address will be deemed to be at the registered office of the Company or at such other address as determined by the Company until another address will be provided to the Company by such shareholder. The shareholder concerned may at any time change his address by means of a written notification addressed to the Company at its registered office or at such other address as may be set by the Company.

(4) 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 may be issued at his request and at 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 certificate, on which it shall be recorded that it is a duplicate, the original share certificate shall become 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 may, at its own judgement, charge the shareholder for the costs of the duplicate or of a new certificate, as well as all appropriate expenses undergone by the Company in connection with the issue and entry of the replacement certificate in the Register of Shareholders or in connection with the destruction of the old certificate.

(5) The Company will recognise only one owner per share. If a partnership were to own a share, or in case of a share being divided or contentious, the persons claiming a right to that share shall have to appoint a sole representative who will exercise the rights conferred by such share with respect to the Company. The Company may suspend all rights to such share until such representative is appointed.

(6) The Company may decide to issue share fractions. A fraction of a share does not entitle to vote, though it entitles to the respective fraction of the net asset value assigned to the share category concerned. Concerning bearer shares, certificates will only be issued for whole shares and fractions of shares being automatically redeemed and the credit balance being reverted to the shareholders.

Art. 7. Issue of shares. The Board of Directors is empowered at any time and without limitation to issue further fully paid-up shares of each category of each Sub-Fund without reserving to the existing shareholders any preferential right in relation to the shares to be issued. The Board of Directors may limit the frequency of issues of shares in any Sub-Fund; the Board of Directors may in particular determine that shares in any one Sub-Fund will be issued only during one or several specific time periods or at such other frequency as provided in the sales documentation relating to the shares.

In the context of the offer for subscription of the shares in the Company, the price per share offered shall be equal to the net asset value of the share of the respective share category of the relevant Sub-Fund as calculated according to the provisions of Article 11 below on the valuation day (according to the definition of Article 12 below) at the conditions and procedures determined by the Board of Directors. This price may be increased by such percentage as will be necessary to cover the costs and expenses the Company estimates to incur in relation to the investment of the funds it will receive by issuing these shares, as well as the sales fees as determined from time to time by the Board of Directors. The sales price thus determined shall have to be paid within a specific time bracket as determined by the Board of Directors; this period may not exceed five business days counting from the valuation day concerned.

The Board of Directors may assign the duty of accepting subscription requests and payments of the share price of new shares to be issued, as well as that of delivering shares to the subscribers concerned, to any director, officer or authorised representative, as well as to any other duly appointed person. The Company may issue shares against payment in kind consisting of securities or other legally authorised assets which have to be in conformity with the investment policy of the Sub-Fund concerned; in this case, the conditions and, in particular, the obligations with regard to expert valuation by an auditor appointed by the Company shall have to be observed, as established by Luxembourg law.

Art. 8. Repurchase of shares. Shareholders may request the repurchase of all or part of their shares by the Company according to procedures and methods laid down by the Board of Directors such as described in the sales documentation of the shares as well as within the limits of the law and the restrictions contained in these Articles.

The repurchase price shall be equal to the net asset value of the share of the share category concerned of the relevant Sub-Fund, as calculated according to Article 11 below, minus costs and commissions (if any) at the rates laid down in the sales documents of the shares. This repurchase price may be rounded up or down to the next full number in the currency concerned according to the decisions of the Board of Directors.

The repurchase price shall be paid within the time period as included in the procedures and methods determined by the Board of Directors and indicated in the sales documentation of the shares; this period may not exceed five business days as from the relevant valuation day, provided that the share certificates (if issued) and the transfer documents have been received by the Company, regardless of the provisions of Article 12 of these Articles.

The Company will ensure that at all times each Sub-Fund has enough liquidity to enable satisfaction of any requests for redemption of shares.

In the case of a repurchase request resulting in the number or the total net asset value of the shares held by a shareholder in any share category would fall below such number or value as determined by the Board of Directors, then the Company may decide that this request must be treated as a request for redemption for the full balance of such shareholder's holding of shares in such category, as stated in the prospectus.

Furthermore, if on any valuation day the number of repurchase requests made according to the provisions of this Article and the conversion requests made according to the provisions of Article 9 below were to exceed a certain threshold in the number of the shares of a share category in circulation, as determined by the Board of Directors, the latter may decide that the repurchase or conversion of all or part of such shares be deferred for a period fixed by the Board of Directors and at conditions which will take due account of the best interests of the Company. These requests for repurchase or conversion of shares shall be handled on the valuation day following the period of deferral and priority shall be given to the requests that were deferred before requests received for such valuation day will be handled.

All shares repurchased shall be cancelled.

Art. 9. Conversion of shares. Any shareholder is entitled to request the conversion of the shares he owns in any one share category into shares of another share category and/or into shares of another Sub-Fund whereby the Board of Directors may impose restrictions in particular with regard to frequency, methods and conditions for such conversion requests and for which it may debit the costs and expenses whose amount it shall determine. The conditions, limits, costs and charges with regard to conversion requests shall be indicated in the sales documentation of the shares.

The price for the conversion of shares in one share category into shares of another share category and/or shares of another Sub-Fund will be calculated with reference to the respective net assets values of both share categories and/or Sub-Fund concerned on the basis of the calculations of a same valuation day.

If as a result of a conversion of shares the number or the total net asset value of the shares held by a shareholder in one of the share categories and /or in one of the Sub-Fund were to fall under a number or a specific value set by the Board of Directors, the Company may place such shareholder under the obligation to sell all the shares he holds in the category and/or Sub-Fund concerned.

Shares that were converted in shares of another share category and/or Sub-Fund will be cancelled.

Art. 10. Restrictions in relation to the ownership of shares. The Company may restrict or prevent the direct or indirect ownership of shares with regard to any person, firm or corporation if, in the opinion of the Company, such ownership could be detrimental to the Company, or if it would entail a non-respect of Luxembourg or foreign legal or administrative prescriptions, or if the Company were subjected to other than Luxembourg laws (including, but not limited with regard to fiscal law) on the basis of such ownership.

In particular, however, but without limitation, it may restrict or prevent the ownership to any person of the United States of America according to the definition in this Article, and for that purpose, it may

A. decline to issue shares and to register any transfer of shares where it appears that such issue or transfer would or may eventually result in the beneficial ownership of said share by a person who is precluded from holding shares in the Company; and

B. require any person whose name is entered in the Register of registered shares or any person seeking to register such share, to furnish the Company with any information and documents, supported possibly by affidavit, which it may consider necessary for the purpose of determining whether or not ownership of such shares rests with a person of the United States of America or will become or will rest in such beneficial ownership; and

C. deny the vote to any person of the United States of American in all general meetings; and

D. cause any shareholder to sell his shares and require proof that such sale was carried out 30 days after instigation if, in the opinion of the Company, a person of the United States of America alone or together with another person are a beneficial owner of shares of the Company. If such shareholder were to disregard his obligations, the Company may compulsorily repurchase such shares from such shareholder or have a repurchase made, in the following manner:

(1) The Company shall serve a notice (the "repurchase notice") upon the shareholder bearing such shares or evidenced in the Register of registered shares; this repurchase notice shall specify the shares to be repurchased, the method of determination of the repurchase price and the name of the buyer.

The repurchase notice will be served upon such shareholder by registered mail. Said shareholder shall be obliged to deliver immediately the certificate(s) which stand(s) for the shares specified in the repurchase notice.

Immediately after the close of business on the date specified in the repurchase notice, such shareholder shall cease to be the owner of the shares specified in such notice.

(2) The price at which the shares specified in the repurchase notice (the "repurchase price") will be calculated on the basis of the net asset value per share of the share category and of the Sub-Fund concerned on the valuation day immediately preceding the date of the repurchase notice or the day immediately following the handing over of the certificates of the shares concerned, those days being determined by the Board of Directors for the repurchase of the shares; calculation of the price shall consider the principles of Article 8 above for the determination of the lower price and there will further be a deduction of the commissions provided for in this Article.

(3) Payment of the repurchase price will be made to the former shareholder in the currency determined by the Board of Directors for the payment of the repurchase price of the shares in the share category concerned; this amount will be deposited by the Company with a bank in Luxembourg or abroad (as specified in the repurchase notice) after the determination of the final repurchase price and surrender of the share certificate or certificates indicated in the repurchase notice, including all dividend coupons not yet due. Immediately after announcement of the repurchase notice, the former owner of the shares specified in the repurchase notice shall have no 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 price so deposited (without interest) from such bank upon effective surrender of the share certificate or certificates as aforesaid. If the repurchase price were not claimed within a period of five years as from the date of the repurchase notice, such price may no longer be claimed and shall lapse in favour of the Sub-Fund of the share category or categories concerned. The Board of Directors is fully empowered to take all necessary measures in regular intervals to authorise in the name of the Company all acts ensuring such lapse.

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

The term "person of the United States of America" contained in these Articles shall mean a citizen or resident of the United States of America as well as any company or partnership organised or established under the laws of any state, confederation, territory or possession of the United States of America, or any estate or trust other than an estate or trust the income of which derives from sources outside the United States of America and is not included in the gross income for purposes of computing United States income tax payable to it, as well as any firm, company or other corporate entity insofar as the property, independent of nationality, domicile, situation or residence according to prevailing provisions of the income tax laws of the United States of America may be attributed to one or several United States person or persons, or to other persons who are considered as persons of the United States of America according to "Regulation S" of the law "United States Securities Act" of 1933 or the provisions of the "United States International Revenue Code" of 1986, including subsequent modifications and amendments.

The term "person of the United States of America" according to its application to these Articles does not apply to subscribers of shares of the Company in relation to its establishment, under the condition, that such subscriber is holding the shares with the objective of selling them.

Art. 11. Calculation of the net asset value per share. The net asset value per share of each share category in each Sub-Fund shall be determined in the respective currency of the Sub-Fund concerned (according to the definitions in the sales documentation of the shares) and by dividing the value of the assets of each Sub-Fund properly allocable to each share

category minus the liabilities of such Sub-Fund properly allocable to such share category on a given valuation day, by the number of the shares of such share category outstanding on that valuation day, taking into account the determination method described below.

The net asset value per share as determined may be rounded up or down to the next full number in the currency concerned, as determined by the Board of Directors. If at the time of the determination of the net asset value any major change had incurred in market rates, on which a major part of the assets of the Company attributable to a particular Sub-Fund are dealt in or listed, the Company may cancel the first value determination and proceed to make a second determination in the interest of all the shareholders of the Company.

Upon the creation of a new Sub-Fund, the total net assets allowed to each category 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 category are issued or repurchased according to the amount received or paid as the case may be.

Valuation of the net assets in each Sub-Fund shall be made as follows.

1. The assets of the Company shall be deemed to include:

1. all cash on hand or on deposit, including any interest due or accrued thereon;
2. all bills, demand notes and accounts receivable (including proceeds of securities sold but whose payment has not yet been received);
3. all securities, units, stocks, bonds and debentures, option or subscription rights and all other investments in securities owned or contracted by the Company (provided the Company may make adjustments which are not inconsistent with (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividend, ex-right, or similar practices);
4. all dividends whether in cash or in kind and any cash distributions receivable by the Company to the extent that the Company may reasonably have expected them;
5. any accrued or outstanding interests on the securities which are the property of the Company, unless such interests are included in the price of these securities;
6. all preliminary expenses of the Fund including the costs of the issue of the shares inasmuch as such costs have not been amortised;
7. the liquidation value of all and any forward contracts and purchase and sales options on which the Company holds an open position;
8. all and any other assets of whatever nature, including prepaid expenses and costs.

The value of the assets held by each sub-fund is calculated as follows:

(a) shares or units in open-ended underlying UCI will be valued at the last available net asset value for such shares or units as of the relevant Valuation Day or based on the market value under the condition that this valuation reflects the most adequate price. If not available, shares or units in openended underlying UCI shall be valued at the estimated net asset value as of such Valuation Day, or if no such estimated net asset value is available they shall be valued at the last available actual or estimated net asset value which is calculated prior to such Valuation Day whichever is the closer to such Valuation Day, provided that if events have occurred which may have resulted in a material change in the net asset value of such shares or units since the date on which such actual or estimated net asset value was calculated, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Directors, such change. In respect of shares or units held by the Company, for which issues and redemptions are restricted and a secondary market trading is effected between dealers who, as main market makers, offer prices in response to market conditions, the Directors may decide to value such shares or units in line with the prices so established. If events have occurred which may have resulted in a material change of the net asset value of such shares or units in other UCI since the day on which the latest net asset value was calculated, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Directors, such change of value.

(b) any security or unit/share of a closed-end funds which is listed on any securities exchange or similar electronic system and regularly traded thereon will be valued based on the current market value or if no market value is available at its last closing price on the relevant Valuation day or at the last available closing price under the condition that this valuation reflects the most adequate price.

(c) any security which is not listed on any security exchange or similar electronic system or if being listed or quoted, is not regularly traded thereon or in respect of which no prices as described above are available will be valued at its fair value having regard to its cost price, the price at which any recent transaction on the security may have been effected, the size of the holding having regard to the total amount of such security in issue, and such other factors deemed relevant in considering a positive or negative adjustment to the valuation.

(d) debt securities and other securities are valued at the last available price, if they are listed on an official stock exchange. If the same security is listed on several stock exchanges, the last available price on the stock exchange that represents the major market for this security will apply;

(e) debt securities and other securities are valued at the last available price on this market, if they are not listed on an official stock exchange, but traded on another regulated market, which is recognised, open to the public and operating regularly;

(f) if these prices are not in line with the market, the respective securities, as well as the other legally admissible assets, will be valued at their market value which the Fund, acting with prudence and in good faith, shall estimate on the basis of the price likely to be obtained;

(g) time deposits with an original maturity exceeding 30 days can be valued at their respective rate of return, provided the corresponding agreement between the credit institution holding the time deposits and the Fund stipulates that these time deposits may be called at any time and that, if called for repayment, their cash value corresponds to this rate of return;

(h) any cash in hand or on deposit, notes payable on demand, bills and accounts receivable, prepaid expenses, cash dividends, interests declared or accrued as aforesaid and not yet received shall be valued at their full nominal value, unless in any case the same is unlikely to be paid or received in full, in which case the Board of Directors may value these assets with a discount he may consider appropriate to reflect the true value thereof. Liquid funds are valued at their nominal value plus any accrued interest.

(i) securities and other investments that are denominated in a currency other than the reference currency of the relevant Sub-Fund and which are not hedged by means of currency transactions are valued at mid closing spot rates.

The Company is authorized to temporarily apply other valuation principles - determined in good faith, generally recognized and verifiable by public accountants - uniformly to the total Company assets and the assets of a sub-fund if, due to extraordinary circumstances, it appears impossible or impractical to use the above-mentioned valuation criteria for valuing the relevant sub-fund properly.

II. The liabilities of the Company shall include:

(1) All loans, bills and accounts payable;

(2) all accrued interest on bonds issued by the Company (including all expenses and costs in relation to such bonds);

(3) all accrued or payable expenses (including administrative expenses, management fees, including possibly all performance fees, custodian bank fees, as well as the fees of the representatives of the Company);

(4) all known liabilities, present and future, including all matured contractual obligations for payments in cash or in kind, including the amount of any dividends declared but not yet paid by the Company;

(5) an appropriate provision for future taxes on capital and income incurred as at the relevant valuation day, to be determined by the Board of Directors and, as the case may be, any further reserves authorised and approved by the Board of Directors, as well as an amount which the Board of Directors may deem appropriate, as the case may be, to be a sufficient provision in order to meet any possible liability of the Company;

(6) any other liabilities or commitments of the Company of whatever origin they may be, recorded in accordance with generally accepted accounting principles. The Company shall, for the assessment of the amount of such liabilities or commitments, take into account all and any expenses to be borne by it, including, without limitation, the costs of incorporation and those of subsequent amendments of the Articles, any commissions to be paid to the manager, including possible performance fees, the fees payable to the auditors and accountants, those of the custodian bank and its correspondents, the fees of the domiciliary, administrative, transfer agents, paying agents, registrars, distributors and listing agencies (if required), as well as those of any permanent representatives at locations in which the Company is subject to registration duties, the remuneration of any other employee of the Company, the remuneration of the directors as well as any expenses reasonably incurred by the same, insurance costs and any reasonable travel expenses, the costs and expenses incurred in relation with legal assistance and the auditing of the Company's annual accounts, the costs pertaining to declarations of registration with governmental authorities and stock exchanges in Luxembourg and abroad, the costs of the preparation and printing of Prospectuses, of information material and periodical reports, the costs of reports to the shareholders, any taxes and similar duties, the costs pertaining to the purchase and sale of assets, any financial, banking or brokerage costs, postal expenses, telephone and telex costs and all other operating expenses. For the purpose of assessing the amounts of such liabilities, the Company may take into account administrative and other periodical or regular costs and expenses by way of an estimate relating to any business year or any other period.

As between the shareholders, each Sub-Fund shall be treated as a separate legal entity.

Vis-à-vis third parties, the Company shall constitute one single legal entity but by derogation from article 2093 of the Luxembourg Civil Code, the assets of a particular Sub-Fund are only applicable to the debts, engagements and obligation of that Sub-Fund. The assets, commitments, charges and expenses which cannot be allocated to one specific Sub-Fund will be charged to the different Sub-Funds proportionally to their respective net assets, or pro rata to their respective net assets, if appropriate due to the amounts considered.

III. These assets shall be attributed as follows (launch of Sub-Funds):

The Board of Directors shall establish a Sub-Fund for each share category as it may establish a Sub-Fund for two or several share categories as follows:

(a) in the case of several share categories being established in a particular Sub-Fund, these will differ in particular through their distribution policy and their fee structure;

(b) the proceeds resulting from the issue of the shares of a given share category shall be attributed in the Company's accounts to the Sub-Fund established for this category, whereby, if two share categories were issued in this Sub-Fund and are in circulation, the amount of the countervalue will proportionately increase the portion of the share category concerned in the net assets of that Sub-Fund;

(c) assets, liabilities, income and expenses relating to a Sub-Fund shall be attributed to the share category or categories composing such Sub-Fund;

(d) where any asset derives from another asset, such derivative asset shall be applied in the books to the same Sub-Fund from which it was originally derived, and on each subsequent revaluation of an asset, the increase or decrease in value of such asset shall be attributed to the Sub-Fund to which it belongs;

(e) if the Company has to bear a liability which is connected with an asset of a particular Sub-Fund or enters a transaction in relation to an asset of a particular Sub-Fund, this liability shall be attributed to that particular Sub-Fund;

(f) should it not be possible to attribute a liability of the Company to a particular Sub-Fund, this liability shall be attributed to all of the Sub-Funds in proportion to their relative net asset value, or according to any other method as determined by the Board of Directors to the best of its knowledge and belief;

(g) after payment of dividends to owners of shares in a particular share category, the net asset value of such share category shall be reduced by the amount thereof.

All the regulations for valuation and determination indicated hereabove shall be interpreted in line with generally accepted accounting principles.

Except in the case of malice, gross negligence or blatant error, any decision in relation to the calculation of the net asset value made by the Board of Directors or a bank, company or any other organisation appointed by the Board of Directors shall be final and binding for the Company and all current, former or future shareholders.

IV. For the purpose of this Article:

1. Each share repurchased by the Company according to Article 8 hereof shall be treated as issued and existing until the time of the valuation day concerned which will be determined by the Board of Directors in relation to offers, and from such time and until payment of its price shall be deemed to be a liability of the Company;

2. each share to be issued by the Company on the basis of subscription requests received shall be treated as from the valuation day determined by the Board of Directors, as a share issued and its price shall be deemed to be a debt receivable by the Company until reception of its price; and

3. all investments, cash assets and other assets of any Sub-Fund which are denominated in another currency as the reference currency of such Sub-Fund shall be valued by taking in account those exchange rates which are valid on the date and hour of the determination of the net asset value of the share.

Where the Company has entered an agreement on a particular valuation day with the purpose of:

acquiring an asset, the amount to be paid for such asset shall be deemed to be a liability of the Company while the value of such asset shall be deemed to be an asset of the Company;

selling an asset, the amount to be received for such asset shall be deemed to be an asset of the Company while the asset to be supplied will no longer be included in the balance sheet assets of the Company;

and the value will be estimated by the Company if the specific kind of counterservice or of the asset concerned is not known on valuation day.

Art. 12. Frequency and temporary suspension of the calculation of the net asset value of the share and of the issue, repurchase and conversion of shares. The net asset value per share of each share category in each Sub-Fund, as well as the price for issue, redemption and conversion shall be calculated regularly by the Company or a representative appointed for this purpose, but in any case not less than once a month at intervals determined by the Board of Directors, whereby the day or hour of the calculation of the net asset value of the share shall be defined as the "valuation day" herein.

The Company may suspend the calculation of the net asset value of the share of any Sub-Fund, as well as the issue, repurchase and conversion of shares in the following circumstances:

(a) any period when any of the principal markets or stock exchanges on which a substantial portion of the investments of the Company from time to time are quoted or dealt is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;

(b) any period when the net asset value of one or more UCI, in which the Company will have invested and the units or the shares of which constitute a significant part of the assets of the Company (at least 50%), cannot be determined accurately so as to reflect their fair market value as at the Valuation Day (as defined for each Sub-Fund); or

(c) the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Company would be impracticable; or

(d) any breakdown in the means of communication normally employed in determining the price or value of any of the investments or the current prices or values on any market or stock exchange;

(e) any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares 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

(f) upon the publication of a notice convening a general meeting of shareholders for the purpose of winding-up the Company.

Any suspension shall be published by the Company, in accordance with the legal requirements in Luxembourg and if deemed appropriate, announced to the shareholders having requested the subscription, redemption or conversion of shares whose net asset value calculation has been suspended.

At the time of a suspension of the calculation of the net asset value, requests for subscription, redemption or conversion of shares may be withdrawn if such withdrawal is received by the Company before the end of the suspension period.

Any suspension in any Sub-Fund shall have no effect upon the calculation of the net asset value per share, and of the prices for subscriptions, redemptions or conversions of shares of any other Sub-Fund which is not suspended.

Chapter III. Administration and supervision

Art. 13. Members of the board of directors. The Company shall be managed by a Board of Directors composed of at least three members who do not need to be shareholders of the Company.

The Directors shall be elected by the general shareholders' meeting for a period not exceeding six years and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of a vacancy in the office of 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 meeting of the shareholders.

Art. 14. Meetings of the board of directors. The Board of Directors shall choose from among its members a Chairman, and may choose one or more Vice-Chairmen. The Board may choose a secretary who does not have to be a director; the secretary shall draw up the minutes of the meetings of the Board of Directors and of the general meetings of the shareholders. The Board of Directors shall meet upon call of the Chairman or of two directors at a place indicated in the convening notice.

The Chairman shall preside the Board meetings and the shareholder meetings. In his absence, the shareholder meeting or the Board of Directors shall appoint another director or, in the case of general meetings, another person to chair the meetings.

The Board of Directors may from time to time appoint officers of the Company or other general representatives, including a General Manager, any Assistant General Managers or other officers and authorised representatives considered necessary for the successful operations and management of the Company. Any such appointment may be revoked at any time by the Board of Directors. Officers and authorised representatives need not be directors or shareholders of the Company. The officers and authorised representatives, unless otherwise stipulated in these Articles, shall have the powers and duties conferred to them by the Board of Directors.

Calls for meetings of the Board of Directors shall be made in writing to all the directors at least twenty-four hours before the time of the meeting, except in a case of emergency, in which case the nature and reasons of such circumstances shall be set forth in the notice of the meeting. This notice may be waived by the consent in writing or by telex, fax or any other means of communication of each director. Separate notices shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by a resolution of the Board of Directors.

Any director may act at any meeting by appointing in writing another director, by telegram or telex as his proxy. A director may act as proxy for several of his colleagues.

Any director may participate in any meeting of the Board of Directors by conference call or by other similar means of communication which allow all the persons taking part in the meeting to communicate with each other. The participation of a director in a meeting by these means is equivalent to a participation in person of such director at such meeting.

The Board of Directors can act validly only in the context or regularly called Board meetings. Directors may not bind the Company by their individual signature, except as specifically permitted by a decision of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least a majority of the directors or any other number of directors as laid down by the Board of Directors, is present or represented at a Board meeting.

Decisions of the Board of Directors are drawn up in minutes and these minutes shall be signed by the person chairing the Board meeting. Copies of extracts of such minutes which are to be produced in law courts or otherwise shall be validly signed by the person having chaired the Board meeting or by any two directors.

Decisions shall be taken by the majority of the directors present or represented. In the event of a tie, the Chairman shall have the casting vote.

Unanimous decisions of the Board of Directors may also be taken by circular resolutions, in which case the agreement shall be made on one or several documents as well as by telephone, telegram, telex, fax or any other, similar means of communication, whose content shall, however, have to be confirmed in writing; all the documents together shall represent the minutes as proof of the decision taken.

Art. 15. Powers of the board of directors. The Board of Directors shall have the broadest powers to carry out and conduct all acts of disposition and management within the limits of the corporate purpose, subject to the observance of the management policy according to Article 18 hereunder.

All the duties which are not expressly reserved to the competence of the general meeting by law or by these Articles shall fall to the Board of Directors.

Art. 16. Obligations of the company towards third parties. Towards third parties, the Company shall be legally bound by the joint signature of any two directors or by the individual signature of a person or the joint signature of persons authorised for this purpose by the Board of Directors.

Art. 17. Conferral of powers. The Board of Directors may confer its powers in respect of the day-to-day management of the Company's investments (including the authorisation to sign) and the representation of the Company in connection with the management to one or several directors or one or several physical persons or legal entities, who do not have to be directors and who have the powers determined by the Board of Directors and who confer those powers to other persons, subject to the authorisation of the Board of Directors.

The Board of Directors may grant special powers also by notarial or private deed.

Art. 18. Investment policy and investment restrictions. The Luxembourg supervisory authority may authorise the Company to invest in accordance with the principle of risk spreading and pursuant to Part II of the Luxembourg law dated 17 December 2010 as amended from time to time on undertakings for collective investment and as detailed by the Board of Directors in the Company's prospectus.

Art. 19. Compensation of the members of the board of directors. The Company shall indemnify any director, officer or authorised representative and their heirs, executors and other beneficiaries against expenses reasonably incurred by them in connection with any action, suits or proceedings to which they may be made a party by reason of their being a director, officer or authorised representative of the Company or, at the request of the Company, of any other corporation of which the Company is a shareholder or creditor, and from which they are not entitled to be indemnified, except in relation to matters as to which they will be adjudged in such action, suit or proceeding to be liable for negligence or gross misconduct. In the event of a settlement, indemnification shall be provided only if the Company is advised by counsel that the director or officer or authorised representative to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights of such director, officer or authorised representative to which they may be entitled.

Art. 20. Conflict of interest. No contract or other transaction which the Company and any other corporation or firm might enter into shall be affected or invalidated by the fact that any one or more of the directors, officers or authorised representatives of the Company is interested in, or is a director, associate, officer or authorised representative or employee of such other corporation or firm. Any director, officer or authorised representative of the Company who simultaneously serves as a director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director, officer or authorised representative of the Company may have any conflicting interest in any transaction of the Company, such director or officer or authorised representative shall make known to the Board of Directors such conflicting interest and shall not consider or vote on any such transaction. Such transaction and such director's, officer's or authorised representative's interest therein shall be reported to the next following meeting of the shareholders.

The term "conflicting interest" as used in the preceding sentence shall not include any relationship with or interest in any matter involving in any way or for any reason the custodian bank, the manager or any other person, corporation or legal entity as may from time to time be determined by the Board of Directors at its sole discretion.

Art. 21. Allowance to the board of directors. The general meeting of shareholders may allow the Directors, as remuneration for services rendered, a fixed annual sum, as Directors' remuneration, such amount being carried as general expenses of the Company and which shall be divided at the discretion of the Board of Directors among themselves.

Furthermore, the Directors may be reimbursed for any expenses engaged in on behalf of the Company insofar as they are reasonable.

The remuneration of the Chairman or the secretary of the Board of Directors as well as those of the General Manager and officers shall be fixed by the Board of Directors.

Art. 22. Supervision. The operations of the Company and its financial situation including particularly its books shall be supervised by an auditor who shall satisfy the requirements of Luxembourg law as to respectability and professional experience and who shall perform the duties foreseen by the Luxembourg law dated 30 March 1988 as amended from time to time on undertakings for collective investment.

The auditors shall be elected by the general meeting of shareholders.

Chapter IV. General meetings

Art. 23. General Meetings. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Shareholders shall meet upon call by the Board of Directors by a notice setting forth the agenda which must be sent at least eight days before the meeting to each holder of registered shares. To the extent required by law, the notice shall be published in the Memorial Recueil Spécial des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspaper as the board of directors may decide. The quorum and time required by law shall govern the notice for and conduct the meetings of the shareholders of the Company, unless otherwise provided herein.

It may convene also upon call of shareholders who represent at least one fifth of the corporate capital.

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 second Monday of the month of May at 3.00 p.m. and for the first time in 2005. If such day is a legal or bank holiday in Luxembourg, then the annual general meeting shall be held on the next following legal or bank business day.

Other general meetings may be held at such places and times as indicated in the respective convening notices.

Each time all the shareholders are present or represented and declare having been duly called and been informed of the agenda in advance, general meetings may be held without prior convening notice.

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

The points to be dealt with in a general meeting shall be itemised in the agenda (which will also include all legally required data) and shall be limited to points related thereto.

Each share, irrespective of the category to which it can be attributed, entitles to one vote according to the provisions of Luxembourg law and these Articles. Shareholders may participate in any general meeting by appointing another person in writing as their proxy; proxies do not have to be shareholders, but may be directors.

Unless otherwise provided by law and by these Articles, decisions may be taken in general meetings by the simple majority of the shareholders present or represented and voting.

Art. 24. General meetings of the shareholders of a sub-fund. Shareholders in one or several categories of shares issued in any of the Sub-Funds may at any time hold general meetings which are to decide on matters which are exclusively in relation to the Sub-Fund concerned.

The provisions of Article 23, paragraphs 2, 3 and 6 are applicable to such general meetings.

Each share entitles to one vote, according to the provisions of Luxembourg law and these Articles. Shareholders may participate personally in such meetings or be represented by appointing another person in writing as their proxy; proxies do not have to be shareholders, but may be directors.

Unless otherwise provided by law and by these Articles, decisions may be taken in general meetings of the shareholders of a Sub-Fund by the simple majority votes of the shareholders present or represented and voting.

Any decision of the general meeting of the shareholders of the Company, which modifies the rights of the shareholders of a specific Sub-Fund in relation to the rights of the shareholders of another Sub-Fund shall be presented for the passing of resolutions to the shareholders of such Sub-Fund in accordance with the provisions of Article 68 of the law of 10 August 1915 on commercial companies, as subsequently modified and amended.

Art. 25. Liquidation and merger 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 category or categories of shares of another Sub-Fund, under the terms fixed by the Directors or the redemption of their Shares for cash at the Net Asset Value per Share (including all estimated expenses and costs relating to the termination) determined on the Valuation Day.

In the event that for any reason the value of the net assets in any Sub-Fund or of any category or categories of shares within a Sub-Fund has decreased to an amount determined by the Board of Directors from time to time to be the minimum level for such Sub-Fund or such category or categories of shares to be operated in an economically and 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, the Board of Directors may decide to compulsorily repurchase all the shares of the category or categories concerned in such Sub-Fund at their net asset value of the valuation day on which such a decision enters into effect (while taking into account actual realisation prices of investments and realisation expenses). The Company shall inform the shareholders of the category or categories concerned before the compulsory repurchase enters into force. A notice to this effect will indicate the reasons and the procedure of the repurchase. Owners of registered shares will be notified in writing. The Company will inform the owners of bearer shares by a publication in the newspapers which will be determined by the Board of Directors.

Unless it is otherwise decided in the interest of, or to maintain equal treatment between the shareholders, the shareholders of the Sub-Fund concerned may continue to request the repurchase or conversion of their shares, free of charge, before the compulsory repurchase coming into force.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph hereof, the general meeting of the shareholders of any one or all categories of shares issued in any Sub-Fund may repurchase all the shares of the relevant categories 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 on which the decision shall come into force. There shall be no quorum requirements for such a general meeting of shareholders that shall decide by resolution taken by simple majority of the shares present or represented at such meeting.

Assets which could not be distributed to the beneficiaries upon the implementation of the repurchase shall be deposited with the custodian bank for a period of six months thereafter; after such period, these assets shall be deposited to the 'Caisse des Consignations' on behalf of the persons entitled thereto.

All repurchased shares will be cancelled in the books of the Company.

In the circumstances described here above in the first paragraph of this Article, the Board of Directors may decide to merge the assets of a Sub-Fund with those of another Sub-Fund of the Company or with another Luxembourg undertaking for collective investment organised according to Part II of the law of 17 December 2010, or with a Sub-Fund of another undertaking for collective investment (the "new Sub-Fund") and to re-evaluate the shares of the share category or categories concerned as shares of one or several share categories (after division or consolidation, if necessary, and payment of all amounts which are corresponding to fractions of share, to the shareholders). This decision shall be published in the same way as described in the first paragraph of this Article one month before the merger enters into force (whereby such publication will, among others, indicate the characteristics of the new Sub-Fund) to enable shareholders, who so desire, to request the repurchase or conversion free of charge during this period.

Regardless of the aforementioned powers conferred to the Board of Directors, the general meeting of the shareholders of a Sub-Fund may decide to merge several Sub-Funds of the Company. No quorum is required for such a meeting and the decisions may be taken at the simple majority of the shares present or represented in the meeting. Contribution of the assets and liabilities of a Sub-Fund into another undertaking for collective investment according to paragraph 5 of this Article or into a Sub-Fund of such another undertaking for collective investment shall have to be approved by a decision of the shareholders of the Sub-Fund concerned; in such meeting, at least 50% of the shares issued and in circulation of such Sub-Fund must be present or represented and the contribution must be approved by at least two thirds of the shares present or represented. In the case of a merger of a Sub-Fund, shareholders of the Sub-Fund concerned may request the repurchase or the conversion, free of charge, of their shares into shares of another Sub-Fund. In case of a merger with another Luxembourg undertaking for collective investment of the type established under the law of contract ('fonds commun de placement'), the decisions of the meeting shall only be binding for the shareholders having voted in favour of the merger.

Art. 26. Financial year. The financial year shall normally start on the first day of January and end on 31 December of the same calendar year excepted the first financial year which shall begin on the date of the incorporation and shall begin on the date of incorporation and shall terminate on 31 December 2004.

Art. 27. Distributions. Within the limits of the legal provisions, the general meeting of the holders of shares issued in any share category or categories of a Sub-Fund shall decide on the use of the profits, upon suggestions of the Board of Directors, and may decide a distribution or empower the Board of Directors to decide the payment of dividends.

Concerning each share category which may distribute its profits, the Board of Directors may decide to make interim dividend payments while respecting the provisions of the law. Payment of all distribution amounts shall be made to the owner of registered shares at their address entered in the Register of Shares and, concerning bearer shares, upon presentation of the dividend coupon with the agency or agencies authorised for this purpose by the Company.

Distributions may be paid, as the Board of Directors may choose, in any currency as well as at times and places as it may periodically determine.

The Board of Directors may decide to make payments in kind or in cash in the respect of the conditions and procedures it will have laid down.

Distributions declared, but not claimed by the beneficiaries thereto within a period of five years after distribution, may no longer be claimed and shall lapse in favour of the Sub-Fund of the share category or categories concerned.

No interest may be charged on dividends declared by the Company and put at the disposal of beneficiaries.

Chapter V. Final clauses

Art. 28. Advisor, Portfolio managers, Custodian and other contractual parties. The Company may enter into an investment advisory agreement in order to be advised and assisted while managing its portfolio, as well as enter into portfolio management agreements with one or more portfolio managers.

In addition, the Company shall enter into service agreements with other contractual parties, for example an administrative and domiciliary agent to fulfil the role of "administration centrale" as defined in the Institut Monétaire Luxembourgeois Circular 91/75 of 21 January 1991.

The company shall enter into a custody agreement with a bank (hereinafter referred to as the "Custodian") which shall satisfy the requirements of the Luxembourg law dated 17 December 2010 as amended from time to time on un-

undertaking for collective investment. All transferable securities and cash of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its shareholders the responsibilities provided by law.

In the event the Custodian desiring to retire the Board of Directors shall use their best endeavours to find another bank to be the Custodian in place of the retiring Custodian and the Board of Directors shall appoint such bank as Custodian. The Board of Directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor Custodian shall have been appointed in accordance with these provisions to act in place thereof.

Art. 29. Dissolution of the company. The Company may be wound up at any time following a decision of the general meeting of shareholders held according to the conditions of quorum and majority as provided in Article 32 below. The dissolution of the Company must be proposed by the Board of Directors to the general meeting of shareholders as soon as the corporate capital has fallen under two thirds of the minimum capital as provided by the Luxembourg law dated 17 December 2010 as amended from time to time on undertaking for collective investment. The general meeting of shareholders shall decide without conditions as to quorum and at the majority of the shares present or represented in the meeting.

The dissolution of the Company shall also be referred to the general meeting of shareholders whenever the corporate capital fall below one fourth of the minimum capital provided by the Luxembourg law dated 17 December 2010 as amended from time to time on undertaking for collective investment; in such case the meeting shall decide without regard to quorum and with the votes of the holders of one fourth of the shares present or represented in the meeting.

Calls to such general meetings shall be made so that the meetings concerned are held within forty days from the ascertainment that the net assets of the Company have fallen below one third respectively one fourth of the legal minimum capital.

Art. 30. Liquidation. In case of the dissolution of the Company, the liquidation shall be carried out by one or several liquidators (who may be physical person or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

The net product of the liquidation of each Sub-Fund shall be distributed by the liquidators to the shareholders of each Sub-Fund in proportion to the number of shares which they hold in that Sub-Fund. The amounts not claimed by the shareholders at the end of the liquidation shall be deposited with the Caisse de Consignations in Luxembourg. If these amounts were not claimed before the end of a period of five years, the amounts shall become state-barred and cannot be claimed any more.

Art. 31. Expenses borne by the company. The Company shall bear its initial incorporation costs, including the costs of drawing up and printing the prospectus, notary public fees, the filing costs with administrative and stock exchange authorities, the costs of printing the certificates and any other costs pertaining to the establishment and launching of the Company.

The costs will be amortized on a period not exceeding the five first accounting years.

Art. 32. Amendment of the articles. The present Articles may be amended from time to time by a general meeting of shareholders in the respect of the law of 10 August 1915 on commercial companies, as modified and amended, ruling on requirements of quorum and majority.

Any amendment of the terms and conditions of the Company which has as an effect a decrease of the rights or guarantees of the shareholders or which imposes on them additional costs, shall only come into force after a period of one month starting at the date of the approbation of the amendment by the general shareholder's meeting. During this month, the shareholders may continue to request the redemption of their shares under the conditions in force before the relevant amendment.

Art. 33. Clarification. Masculine terms include expressions in the feminine form and the term "person" includes companies, associations or other groups of persons, regardless of such companies or associations being legally established or not.

Art. 34. Applicable law. All matters not specifically governed by these Articles shall be determined in accordance with the law of 10 August 1915 on commercial companies and the provisions of the law of 30 March 1988 relating to undertakings for collective investment, as amended from time to time.

There being no further items on the agenda, the general meeting was thereupon closed.

Whereof, the present notarial deed was drawn up in Luxembourg, on the day named at the beginning of the document. The document having been read to the named persons, they signed together with the notary the present deed.

Signé: F. MOLINO, C. WALCH et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 3 avril 2014. Relation: LAC/2014/15767. 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: 2014053800/741.

(140061722) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Bach II JHC S.à r.l., Société à responsabilité limitée.

Capital social: USD 41.408.321,00.

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

R.C.S. Luxembourg B 163.050.

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

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

Was held

an extraordinary general meeting (the Meeting) of the sole shareholder of Bach II JHC S.à r.l., a private limited liability company (société à responsabilité limitée) existing and organized under the laws of the Grand Duchy of Luxembourg, having its registered office at 65, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg, having a share capital amounting to thirty-nine million four hundred and fifty-eight thousand three hundred and twenty-one United States Dollars (USD 39,458,321.-) and registered with the Luxembourg Register of Commerce and Companies under number B 163.050 (the Company). The Company was incorporated on August 12, 2011 pursuant to a deed of Maître Carlo Wersandt, notary residing in Luxembourg, Grand Duchy of Luxembourg, acting in replacement of Maître Henri Hellinckx, published in the Mémorial C, Recueil des Sociétés et Associations (the Mémorial) on October 24, 2011 under number 2574. The articles of association of the Company (the Articles) have been amended for the last time on November 29, 2013 pursuant to a deed of Maître Jean SECKLER, notary residing in Junglinster, Grand Duchy of Luxembourg, published in the Mémorial on January 23, 2014 under number 211.

THERE APPEARED:

Bach II JHC, L.P. (formerly known as CVCIGP II JHC, L.P.), an exempted limited partnership established and registered under the laws of the Cayman Islands, having its registered office at Mourant Ozannes Corporate Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, P.O. Box 1348, Grand Cayman KY1-1108, Cayman Islands, registered with the Registrar of Exempted Limited Partnerships in the Cayman Islands under number MC-49563 (the Sole Shareholder), acting through its general partner, Bach II JHC GP Limited,

hereby represented by Annick Braquet, employee, residing professionally in Luxembourg, Grand Duchy of Luxembourg, by virtue of a proxy given under private seal.

Said proxy, after having been signed *ne varietur* by the proxyholder acting on behalf of the appearing party and the undersigned notary, shall remain attached to this deed for the purpose of registration.

The appearing party, represented as stated above, has requested the undersigned notary to record:

I. That the Sole Shareholder owns all the shares of the Company.

II. That the agenda of the Meeting is worded as follows:

1. Increase of the share capital of the Company by an amount of one million nine hundred fifty thousand United States Dollars (USD 1,950,000.-) in order to bring the share capital of the Company from its present amount of thirty-nine million four hundred fifty-eight thousand three hundred twenty-one United States Dollars (USD 39,458,321.-) represented by thirty-nine million four hundred fifty-eight thousand three hundred twenty-one (39,458,321) shares, having a nominal value of one United States Dollar (USD 1) each, to forty-one million four hundred eight thousand three hundred twenty-one United States Dollars (USD 41,408,321.-) by way of the issuance of one million nine hundred fifty thousand (1,950,000) new class C shares of the Company, having a nominal value of one United States Dollar (USD 1);

2. Subscription for and payment of the newly issued shares as specified under item 1. above;

3. Subsequent amendment to article 5.1 of the articles of association of the Company in order to reflect the increase of the share capital specified under item 1. above;

4. Amendment to the register of shareholders of the Company in order to reflect the above changes with power and authority given to any manager of the Company and any employee of Intertrust (Luxembourg) S.A., each acting individually, under his or her sole signature, to proceed on behalf of the Company with the registration of the newly issued shares in the register of shareholders of the Company; and

5. Miscellaneous.

III. That the Sole Shareholder has taken the following resolutions:

First resolution

The Sole Shareholder resolves to increase the share capital of the Company by an amount of one million nine hundred fifty thousand United States Dollars (USD 1,950,000.-) in order to bring the share capital of the Company from its present amount of thirty-nine million four hundred fifty-eight thousand three hundred twenty-one United States Dollars (USD

39,458,321.-) represented by thirty-nine million four hundred fifty-eight thousand three hundred twenty-one (39,458,321) shares, having a nominal value of one United States Dollar (USD 1) each, to forty-one million four hundred eight thousand three hundred twenty-one United States Dollars (USD 41,408,321.-) by way of the issuance of one million nine hundred fifty thousand (1,950,000) new class C shares of the Company, having a nominal value of one United States Dollar (USD 1) each.

Second resolution

The Sole Shareholder resolves to accept and record the following subscription to, and full payment of, the share capital increase as follows:

Subscription - Payment

Thereupon, the Sole Shareholder, prenamed and represented as stated above, declares that it subscribes to one million nine hundred fifty thousand (1,950,000) new class C shares of the Company, having a nominal value of one United States Dollar (USD 1) each, and fully pays them up by way of a contribution in cash in an amount of one million nine hundred fifty thousand United States Dollars (USD 1,950,000.-), it being understood that such contribution in cash shall be entirely allocated to the share capital account of the Company.

The contribution in cash in an amount of one million nine hundred fifty thousand United States Dollars (USD 1,950,000.-) is at the Company's disposal and evidence thereof has been given to the undersigned notary.

Third resolution

As a consequence of the preceding resolutions, the Sole Shareholder resolves to amend article 5.1 of the Articles, so that it shall henceforth read as follows:

“ **5.1.** The share capital of the Company is set at forty-one million four hundred eight thousand three hundred twenty-one United States Dollars (USD 41,408,321.-) represented by forty-one million four hundred eight thousand three hundred twenty-one (41,408,321) shares in registered form, having a nominal value of one United States Dollar (USD 1) each (collectively, the Shares, and individually, a Share), divided into (i) thirty thousand (30,000) ordinary shares (collectively, the Ordinary Shares and individually, an Ordinary Share), (ii) eleven million sixty-one thousand and three hundred (11,061,300) class A shares (collectively, the Class A Shares and individually, a Class A Share), (iii) seventeen million three hundred forty thousand and seven hundred thirty-nine (17,340,739) class B shares (collectively, the Class B Shares and individually, a Class B Share), and (iv) twelve million nine hundred seventy-six thousand two hundred eighty-two (12,976,282) class C shares (collectively, the Class C Shares and individually, a Class C Share and together with the Class A Shares and the Class B Shares collectively, the Tracker Shares and individually, a Tracker Share) all subscribed and fully paid-up.”

Fourth resolution

The Sole Shareholder resolves to amend the register of shareholders of the Company in order to reflect the above changes with power and authority given to any manager of the Company and any employee of Intertrust (Luxembourg) S.A., each acting individually, under his or her sole signature, to proceed on behalf of the Company with the registration of the newly issued shares in the register of shareholders of the Company.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately EUR 3,000.-

Declaration

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le vingt-sixième jour du mois de mars.

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

S'est tenue

une assemblée générale extraordinaire (l'Assemblée) de l'associé unique de Bach II JHC S.à r.l., une société à responsabilité limitée constituée selon et régie par les lois du Grand-Duché de Luxembourg, dont le siège social est établi au 65, Boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand-Duché de Luxembourg, disposant d'un capital social de trente-neuf millions quatre cent cinquante-huit mille trois cent vingt-et-un dollars américains (USD 39.458.321.-)

et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 163.050 (la Société). La Société a été constituée le 12 août 2011 suivant acte de Maître Carlo Wersandt, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, en remplacement de Maître Henri Hellinckx, publié au Mémorial C, Recueil des Sociétés et Associations (le Mémorial) le 24 octobre 2011 sous le numéro 2574. Les statuts de la société (les Statuts) ont été modifiés pour la dernière fois le 29 novembre 2013 suivant acte de Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg, publié au Mémorial le 23 janvier 2014 sous le numéro 211.

A COMPARU:

Bach II JHC, L.P. (anciennement dénommée CVCIGP II JHC, L.P.), une société en commandite (limited partnership) établie et enregistrée sous les lois des Iles Caïmans, dont le siège social se situe à Mourant Ozannes Corporate Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, P.O. Box 1348, Grand Cayman KY1-1108, les Iles Caïmans, inscrite au Registrar of Exempted Limited Partnerships des Iles Caïmans sous le numéro MC-49563 (l'Associé Unique), agissant par son associé commandité, Bach II JHC GP Limited,

représentée par Annick Braquet, employée, avec adresse professionnelle à Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, après avoir été signée ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour les formalités de l'enregistrement.

La partie comparante, représentée comme indiqué ci-dessus, a requis le notaire instrumentant d'acter que:

I. L'Associé Unique possède toutes les parts sociales de la Société.

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

1. Augmentation du capital social de la Société d'un montant d'un million neuf cent cinquante mille dollars américains (USD 1.950.000,-) afin de porter le capital social de la Société de son montant actuel de trente-neuf millions quatre cent cinquante-huit mille trois cent vingt-et-un dollars américains (USD 39.458.321,-) représenté par trente-neuf millions quatre cent cinquante-huit mille trois cent vingt-et-une (39.458.321) parts sociales, ayant une valeur nominale d'un dollar américain (USD 1) chacune, à quarante-et-un millions quatre cent huit mille trois cent vingt-et-un dollars américains (USD 41.408.321,-) par l'émission d'un million neuf cent cinquante mille (1.950.000) nouvelles parts sociales de classe C de la Société, d'une valeur nominale d'un dollar américain (USD 1);

2. Souscription et libération des parts sociales nouvellement émises comme indiqué sous le point 1. ci-dessus;

3. Modification subséquente de l'article 5.1 des statuts de la Société afin d'y refléter l'augmentation du capital social comme indiqué sous le point 1. ci-dessus;

4. Modification du registre des associés de la Société afin d'y faire figurer les changements ci-dessus avec pouvoir et autorité donnés à tout gérant de la Société, à tout employé d'Intertrust (Luxembourg) S.A., chacun agissant individuellement, sous sa seule signature, afin de procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des associés de la Société; et

5. Divers.

III. L'Associé Unique a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société à concurrence d'un montant d'un million neuf cent cinquante mille dollars américains (USD 1.950.000,-) afin de porter le capital social de la Société de son montant actuel de trente-neuf millions quatre cent cinquante-huit mille trois cent vingt-et-un dollars américains (USD 39.458.321,-) représenté par trente-neuf millions quatre cent cinquante-huit mille trois cent vingt-et-une (39.458.321) parts sociales, ayant une valeur nominale d'un dollar américain (USD 1) chacune, à quarante-et-un millions quatre cent huit mille trois cent vingt-et-un dollars américains (USD 41.408.321,-) par l'émission d'un million neuf cent cinquante mille (1.950.000) nouvelles parts sociales de classe C de la Société, d'une valeur nominale d'un dollar américain (USD 1) chacune.

Deuxième résolution

L'Associé Unique décide d'accepter et d'enregistrer la souscription suivante à et la libération intégrale de l'augmentation du capital social comme suit:

Souscription - Libération

Sur ce, l'Associé Unique, précité et représenté comme indiqué ci-dessus, déclare souscrire à un million neuf cent cinquante mille (1.950.000) nouvelles parts sociales de classe C de la Société, ayant une valeur nominale d'un dollar américain (USD 1) chacune, et les libère intégralement par un apport en numéraire d'un montant d'un million neuf cent cinquante mille dollars américains (USD 1.950.000,-), étant entendu que cet apport en numéraire sera entièrement affecté au compte du capital social de la Société.

L'apport en numéraire d'un montant d'un million neuf cent cinquante mille dollars américains (USD 1.950.000,-) est à la disposition de la Société et preuve en a été donnée au notaire instrumentant.

Troisième résolution

En conséquence des résolutions précédentes, l'Associé Unique décide de modifier l'article 5.1 des Statuts de sorte qu'il ait désormais la teneur suivante:

« **5.1.** Le capital social de la Société est fixé à quarante-et-un millions quatre cent huit mille trois cent vingt-et-un dollars américains (USD 41.408.321,-) représenté par quarante-et-un millions quatre cent huit mille trois cent vingt-et-une (41.408.321) parts sociales sous forme nominative, ayant une valeur nominale d'un dollar américain (USD 1) chacune (au pluriel, les Parts Sociales et, au singulier, une Part Sociale), divisées entre (i) trente mille (30.000) parts sociales ordinaires (au pluriel, les Parts Sociales de Classe Ordinaire et, au singulier, une Part Sociale de Classe Ordinaire), (ii) onze millions soixante-et-un mille trois cents (11.061.300) parts sociales de classe A (au pluriel, les Parts Sociales de Classe A et, au singulier, une Part Sociale de Classe A), et (iii) dix-sept millions trois cent quarante mille sept cent trente-neuf (17.340.739) parts sociales de classe B (au pluriel, les Parts Sociales de Classe B et, au singulier, une Part Sociale de Classe B) et (iv) douze millions neuf cent soixante-seize mille deux cent quatre-vingt-deux (12.976.282) parts sociales de classe C (au pluriel, les Parts Sociales de Classe C et, au singulier, une Part Sociale de Classe C et avec les Parts Sociales de Classe A et les Parts Sociales de Classe B, au pluriel, les Parts Sociales Traçantes et, au singulier, une Part Sociale Traçante) toutes souscrites et entièrement libérées.»

Quatrième résolution

L'Associé Unique décide de modifier le registre des associés de la Société afin d'y faire figurer les changements ci-dessus avec pouvoir et autorité donnés à tout gérant de la Société et à tout employé d'Intertrust (Luxembourg) S.A., chacun agissant individuellement, sous sa seule signature, afin de procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des associés de la Société.

Estimation des frais

Les dépenses, frais, rémunérations et charges sous quelque forme que ce soit, qui incomberont à la Société en raison du présent acte s'élèvent à environ EUR 3.000.-

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, déclare par la présente qu'à la requête de la partie comparante ci-dessus, le présent acte est rédigé en anglais, suivi d'une version française. A la requête de la même partie comparante, en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

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

Lecture du présent acte ayant été faite au mandataire de la partie comparante, le mandataire de la partie comparante a signé, ensemble avec nous, le notaire, le présent acte original.

Signé: A. BRAQUET et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 2 avril 2014. Relation: LAC/2014/15487. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 9 avril 2014.

Référence de publication: 2014053553/197.

(140061444) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

Strateji SICAV, Société d'Investissement à Capital Variable.

Siège social: L-1445 Strassen, 4, rue Thomas Edison.

R.C.S. Luxembourg B 162.014.

In the year two thousand and fourteen, on the thirty-first of March.

Before Us, Maître Henri Hellinckx, notary, residing in Luxembourg,

was held

an Extraordinary General Meeting of the shareholders of STRATEJI SICAV (the "Meeting"), a public limited company (société anonyme) qualifying as a société d'investissement à capital variable, established under the Laws of Luxembourg, having its registered office at 4, rue Thomas Edison, L-1445 Strassen, and registered with the Luxembourg Trade and Companies Register under number B 162014, incorporated pursuant to a deed of the notary Henri Hellinckx dated April 7, 2011, published in the Mémorial C, Recueil des Sociétés et Associations N° 2198 of September 19, 2011 (the "Company").

The Meeting elects as chairman Mrs Vera Augsdörfer, employee, professionally residing at Strassen, who appoints as secretary Mr Oliver Kremer, employee, professionally residing at Strassen.

The Meeting elects as scrutineer Mrs Ursula Berg, employee, professionally residing at Strassen.

The Bureau having thus been constituted, the Chairman requests the undersigning notary to enact the following:

I.- The shareholders present or represented by proxy as well as the numbers of shares can be found on the presence list that has been signed by the shareholders, the proxy holders of the shareholders represented as well as the members of the bureau of the Meeting.

II.- It appears from the attendance list, that all the shares in circulation are present or represented at the present extraordinary general meeting, so that the meeting could validly decide on all the items of the agenda.

III.- The agenda of the Meeting is as follows:

- 1.- Shareholders' decision regarding the liquidation of Strateji SICAV.
- 2.- Appointment of IPConcept (Luxemburg) S.A., represented by Mr N. Rummler as liquidator of Strateji SICAV.
- 3.- Appointment of the auditing company Ernst & Young S.A. to audit the liquidation and draft the corresponding report.
- 4.- Liquidation costs.

After deliberation, the Shareholder passes the following resolutions:

First resolution

The Shareholder resolves to dissolve the Company and to begin on a voluntary basis its liquidation process (liquidation volontaire).

Second resolution

The Shareholder resolves to appoint IPConcept (Luxemburg) S.A., a Luxembourg public company (société anonyme) established under the Laws of Luxembourg, having its registered office at 4, rue Thomas Edison, L-1445 Strassen, and registered with the Luxembourg Trade and Companies Register under number B 82183, duly represented by Mr Nikolaus Rummler, as the Company's Liquidator.

The Shareholder resolves to confer on the Liquidator the broadest powers set forth in articles 144 et seq. of the Luxembourg law on commercial companies dated 10 August 1915, as amended (the Law).

The Shareholder also resolves to instruct the Liquidator, to the best of his abilities and with regard to the circumstances, to realise all the assets and to pay the debts of the Company.

The Shareholder further resolves that the Liquidator shall be entitled to execute all deeds and carry out all operations in the name of the Company, including those referred to in article 145 of the Law, without the prior authorisation of the Shareholders. The Liquidator may delegate his powers for specific defined operations or tasks to one or several person (s) or entity/ies, although he will retain sole responsibility for the operations and tasks so delegated.

The Shareholder further resolves to empower and authorise the Liquidator, on behalf of the Company in liquidation, to execute, deliver, and perform the obligations under, any agreement or document which is required for the liquidation of the Company and the disposal of its assets.

The Shareholder further resolves to empower and authorise the Liquidator to make, in his sole discretion, advance payments in cash or in kind of the liquidation proceeds (boni de liquidation) to the Shareholder, in accordance with article 148 of the Law.

Third resolution

The Shareholder resolves to appoint Ernst & Young S.A., as auditor to the liquidation (commissaire à la liquidation) and to instruct the auditor to examine the liquidation accounts as well as the liquidation report.

Forth resolution

The Shareholder resolves that the liquidation costs will be borne by the Company.

Nothing further on the agenda, the chairman declares the meeting closed.

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

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

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

Signé: V. AUGSDÖRFER, O. KREMER, U. BERG et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 3 avril 2014. Relation: LAC/2014/15761. Reçu douze euros (12.- EUR).

Le Releveur (signé): I. THILL.

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

Luxembourg, le 14 avril 2014.

Référence de publication: 2014054097/70.

(140061295) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 avril 2014.

AOL Europe Luxembourg & Cie, Société en nom collectif.

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

R.C.S. Luxembourg B 165.468.

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RECTIFICATIF

Veillez prendre note qu'une erreur s'est glissée lors du dépôt d'un avis auprès du registre de commerce et des sociétés, sous la référence L130084163 en date du 28 mai 2013.

Il convient de lire que Cyber Fin S.à r.l., associée de la société, à désormais pour dénomination sociale AOL Holdings (Lux) S.à r.l. et non pas AOL Holdings Luxembourg S.à r.l. comme mentionné par erreur.

Luxembourg, le 17 avril 2014.

Pour avis rectificatif sincère et conforme

Pour AOL Europe Luxembourg & Cie

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014055130/16.

(140063945) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

AOL Holdings (Lux) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 72.380.

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Extrait des résolutions prises par les associées en date du 17 mars 2014

1. Monsieur Larry Owen Martin a démissionné de son mandat de gérant de classe A avec effet au 14 mars 2014.

2. Madame Amanda Louise Reid, administrateur de sociétés, née à Birmingham (Royaume Uni), le 29 mai 1978, demeurant professionnellement à 11-20 Capper Street, Shropshire House, Londres, WC1E 6JA, Royaume Uni, a été nommée comme gérante de classe A avec effet immédiat pour une durée indéterminée.

Veillez prendre note que Monsieur Matthew Bryce Kelpy, gérant de catégorie B, réside désormais professionnellement à 22000 AOL Way, Dulles, VA 20166, Etats-Unis d'Amérique et que Monsieur Michael Edward Nolan Jr., gérant de catégorie A, réside désormais professionnellement au 770 Broadway, New York, NY 10003, Etats-Unis d'Amérique.

Luxembourg, le 17 avril 2014.

Pour extrait et avis sincères et conformes

Pour AOL Holdings (Lux) S.à r.l.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014055133/19.

(140063485) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 avril 2014.

Beechbrook Mezzanine II S.à r.l., Société à responsabilité limitée.**Capital social: EUR 36.500,00.**

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

R.C.S. Luxembourg B 178.669.

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EXTRAIT

Par résolutions prises en date du 31 mars 2014, le conseil de gérance de Beechbrook Mezzanine II S.à r.l. a transféré le siège social de la société au 2-8 Avenue Charles de Gaulle, L-1653 Luxembourg, avec effet au 31 mars 2014.

Par ailleurs, les gérants de la société ont changé d'adresse professionnelle comme suit:

- M. Christophe Ponticello a désormais pour adresse professionnelle le 2-8 Avenue Charles de Gaulle, L-1653 Luxembourg; et

- M. Simon Henin a désormais pour adresse professionnelle le 2-8 Avenue Charles de Gaulle, L-1653 Luxembourg.

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

Le 18 avril 2014.

Référence de publication: 2014055842/17.

(140064454) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2014.