MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1745 **5 juillet 2014**

SOMMAIRE

JMW Holdings Luxembourg S.à.r.l., Société à responsabilité limitée.

Capital social: USD 15.000,00.

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

R.C.S. Luxembourg B 89.708.

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

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

Référence de publication: 2014061958/9.

(140071907) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

LaSalle Japan Logistics S.à r.l., Société à responsabilité limitée.

Siège social: L-1931 Luxembourg, 41, avenue de la Liberté.

R.C.S. Luxembourg B 101.072.

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

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

Référence de publication: 2014061988/9.

(140072405) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

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

Siège social: L-2550 Luxembourg, 52-54, avenue du X Septembre.

R.C.S. Luxembourg B 122.543.

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Le Bilan du 1 er janvier 2013 au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014061955/10.

(140072473) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

Signet Luxembourg Finance S.à r.l., Société à responsabilité limitée.

Capital social: USD 2.450.000,00.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 146.368.

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Extrait des décisions de l'associé unique de la Société adoptées par écrit le 2 mai 2014

L'associé unique de la Société a pris acte et a accepté la démission avec effet immédiat de Ronald Ristau en tant que gérant de classe A de la Société et a décidé de nommer en qualité de gérant de classe A de la Société, avec effet immédiat et pour une durée indéterminée, Marianne Alison Kelly dont l'adresse se situe au 110, Cannon Street, EC4N 6EU, Londres, Royaume-Uni.

En conséquence de ce qui précède, en date du 2 mai 2014, le conseil de gérance de la Société se compose comme suit:

- Mark Andrew Jenkins, gérant de classe A;
- Marianne Alison Kelly, gérant de classe A;
- Virginia Jennifer Strelen, gérant de classe B;
- Wim Rits, gérant de classe B; et
- Jean Marc McLean, gérant de classe B.

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

Pour Signet Luxembourg Finance S.à r.l.
Un mandataire

Référence de publication: 2014062989/22.

(140073058) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

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

Siège social: L-6691 Moersdorf, 14, Jean Brachmond Strooss.

R.C.S. Luxembourg B 162.160.

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Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014061972/9.

(140071642) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

Kutten Alain S.à r.l., Société à responsabilité limitée.

Siège social: L-3465 Dudelange, 58, rue de l'Etang.

R.C.S. Luxembourg B 47.004.

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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: 2014061980/9.

(140071615) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

KoMed Home Care S.A., Société Anonyme.

Siège social: L-6630 Wasserbillig, 40-42, Grand-rue.

R.C.S. Luxembourg B 62.470.

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

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

Signature
LE CONSEIL D'ADMINISTRATION

Référence de publication: 2014061971/11.

(140071959) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

eBay International AG (Luxembourg branch), Succursale d'une société de droit étranger.

Adresse de la succursale: L-2449 Luxembourg, 22-24, boulevard Royal.

R.C.S. Luxembourg B 165.452.

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Conseil d'administration:

Les actionnaires de la Société prennent acte de la démission de Monsieur Nicholas Staheyeff de son poste d'administrateur de la Société, avec effet au 4 mars 2013.

Les actionnaires de la Société décident, en date du 4 mars 2013, de nommer Monsieur Patrick Kolek, né le 24 janvier 1971 à Pennsylvania, Etats-Unis d'Amérique, demeurant professionnellement au 15/17 Helvetiastrasse, 3005 Bern, Suisse, à la fonction d'administrateur de la Société, avec effet au 4 mars 2013.

En conséquence de quoi, le conseil d'administration de la Société se compose dorénavant comme suit:

- M. Devin Wenig, administrateur;
- M. Jacob Aqraou, administrateur;
- M. Alexander van Schirmeister, administrateur;
- M. Jae Lee, administrateur;
- M. Mark Ineichen, administrateur;
- M. Anthony Charles Glasby, administrateur; et
- M. Patrick Kolek, administrateur.

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

eBay International AG (Luxembourg branch)
Signatures
Un Mandataire

Référence de publication: 2014062425/25.

(140072563) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Energolux S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 7, rue de Bitbourg.

R.C.S. Luxembourg B 53.331.

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EXTRAIT

Il résulte du procès-verbal de l'assemblée générale extraordinaire du 21 octobre 2013 que:

- Monsieur Guido PEIFFER s'est démis de sa fonction d'administrateur avec effet au 14 octobre 2013.

- Monsieur Louis MARTENS, domicilié square Vergote 33, B-1030 Bruxelles a été appelé à la fonction d'administrateur jusqu'à l'assemblée générale ordinaire de 2016.

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

Luxembourg, le 21 octobre 2013.

Pour avis et extrait conforme

Le Conseil d'Administration

Référence de publication: 2014062645/16.

(140073449) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

EG Moulding Industries Sàrl, Société à responsabilité limitée.

R.C.S. Luxembourg B 147.992.

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La fiduciaire GL SARL fait savoir que le contrat de domiciliation de la société EG MOULDING INDUSTRIES SARL, R.C. Luxembourg n° B 147 992 a été résilié avec effet au 01/05/2014.

Le siège social de la société EG MOULDING INDUSTRIES SARL, établi à L-3510 Dudelange, 10 rue de la Libération est donc dénoncé avec effet au 01/05/2014.

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

Dudelange, le 02/05/2014.

FIDUCIAIRE GL SARL

Société d'Expertise Comptable

10, rue de la libération

L-3510 DUDELANGE

Signature

La gérante

Référence de publication: 2014062633/18.

(140072578) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Egamo S.A., Société Anonyme.

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

R.C.S. Luxembourg B 66.966.

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Extrait du procès-verbal de l'Assemblée Générale Ordinaire tenue le 5 mai 2014 au siège social de la société

Résolutions

L'Assemblée Générale constate et accepte la démission en date du 5 mai 2014 de son poste d'administrateur de Mr Jean-Luc MONNAIE, né le 12 avril 1949 à La Louvière (Belgique), demeurant professionnellement au L-8371 Hobscheid, 1 rue de Steinfort.

L'Assemblée Générale décide ensuite de nommer en remplacement, Mr Maurice HOUSSA, administrateur de sociétés, né le 25 avril 1959 à Luluabourg (République démocratique du Congo), demeurant professionnellement à L-8371 Hobscheid, 1 rue de Steinfort, au poste d'administrateur avec prise d'effet au 5 mai 2014.

Son mandat viendra à échéance à l'issue de l'Assemblée Générale Ordinaire appelée à statuer sur les comptes clos au 31 décembre 2014.

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

AFC Benelux Sàrl

Signature

Référence de publication: 2014062634/20.

(140073477) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

LaSalle Japan Logistics (JPY) S.à r.l., Société à responsabilité limitée.

Siège social: L-1931 Luxembourg, 41, avenue de la Liberté.

R.C.S. Luxembourg B 102.729.

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

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

Référence de publication: 2014061987/9.

(140072392) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

L'Epicerie S.à r.l., Société à responsabilité limitée.

Siège social: L-1946 Luxembourg, 17, rue de Louvigny.

R.C.S. Luxembourg B 83.153.

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Les comptes annuels au 31.12.2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 5 mai 2014.

Référence de publication: 2014061982/10.

(140072283) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

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

Siège social: L-2330 Luxembourg, 128, boulevard de la Pétrusse.

R.C.S. Luxembourg B 42.877.

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Les comptes annuels, les comptes de Profits et Pertes ainsi que les Annexes de l'exercice clôturant 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.

L'Organe de Gestion

Référence de publication: 2014061974/11.

(140071772) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

Kubelek S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 60.011.

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Les comptes 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.

KUBELEK S.A.
Gioacchino GALIONE / Jacopo ROSSI
Administrateur / Administrateur

Référence de publication: 2014061979/12.

(140071949) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

Marlin Financial Group (Holdings) S.à r.l., Société à responsabilité limitée.

Capital social: GBP 12.000,00.

Siège social: L-1411 Luxembourg, 2, rue des Dahlias.

R.C.S. Luxembourg B 166.098.

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

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

Luxembourg.
Pour extrait conforme
Christophe Cahuzac

Référence de publication: 2014062035/12.

(140071779) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

Cegecom S.A., Société Anonyme.

Siège social: L-2350 Luxembourg, 3, rue Jean Piret.

R.C.S. Luxembourg B 65.734.

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

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

Référence de publication: 2014062563/9.

(140072733) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Crédit Agricole Risk Insurance, Société Anonyme.

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

R.C.S. Luxembourg B 133.984.

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Le bilan au 31 DECEMBRE 2013 a été enregistré et déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014062544/10.

(140073064) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Cibio Groupe, Société à responsabilité limitée.

Siège social: L-3911 Mondercange, 1, rue de la Colline.

R.C.S. Luxembourg B 185.138.

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

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

Luxembourg, le 2 mai 2014.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2014062571/14.

(140073527) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Celfin S.A., Société Anonyme.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.

R.C.S. Luxembourg B 117.365.

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Extrait des décisions prises par l'assemblée générale des actionnaires tenue extraordinairement en date du 14 mars 2014

1. La cooptation de Madame Ruth RÖMER décidée par les administrateurs restants en date du 17 janvier 2014 n'a pas été ratifiée.

2. Monsieur Hans DE GRAAF, administrateur de sociétés, né à Reeuwijk (Pays-Bas), le 19 avril 1950, demeurant professionnellement à L-2453 Luxembourg, 6, Rue Eugène Ruppert, a été nommée comme administrateur jusqu'à l'issue de l'assemblée générale statutaire de 2017.

3. Le siège social a été transféré de L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte à L-2453 Luxembourg, 6, Rue Eugène Ruppert.

Veuillez noter que l'adresse professionnelle de Madame Valérie BERNS et de Madame Monique JUNCKER, présidente du conseil d'administration, se situe désormais au L-2453 Luxembourg, 6, rue Eugène Ruppert.

Luxembourg, le 6 mai 2014.

Pour extrait et avis sincères et conformes

Pour CELFIN S.A.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014062565/21.

(140073369) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Catalux S.A., Société Anonyme.

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

R.C.S. Luxembourg B 107.390.

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

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

Henri DE RIDDER / Jean-Marie NICOLAY

Administrateur / Administrateur

Référence de publication: 2014062558/11.

(140073092) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

CAI Investments (No. 1) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 129.472,00.

Siège social: L-1331 Luxembourg, 77, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 170.510.

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Monsieur Niko Laine a démissionné de son mandat de gérant de catégorie B en date du 30 avril 2014.

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

Luxembourg, le 5 mai 2014.

Référence de publication: 2014062550/11.

(140073144) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

CB - Accent Lux, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 49, avenue J.F. Kennedy.

R.C.S. Luxembourg B 80.623.

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

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

Luxembourg, le 5 mai 2014.

Pour State Street Bank Luxembourg SA

Un agent domiciliataire

Référence de publication: 2014062561/12.

(140073116) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Catalux S.A., Société Anonyme.

Siège social: L-1226 Luxembourg, 20, rue Jean-Pierre Beicht.

R.C.S. Luxembourg B 107.390.

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Extrait du procès-verbal de l'assemblée générale extraordinaire le 31 janvier 2014

Monsieur Henri DE RIDDDER (demeurant Rambla Cataluña 20, 3° 1pta, E-08007 BARCELONA) ainsi que Messieurs Luciano COLLOT et Jean-Marie NICOLAY (tous les deux demeurant professionnellement au 20, rue Jean-Pierre Beicht L-1226 Luxembourg) sont nommés administrateur jusqu'à l'assemblée générale statutaire de 2019.

La société Associated Advisors Fiduciary S.à r.l, sise au 20, rue Jean-Pierre Beicht L-1226 Luxembourg et enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 94.406 est nommée commissaire aux comptes jusqu'à l'assemblée générale statutaire de 2019.

Les démissions d'administrateur de Messieurs Joeri STEEMAN, Frederik ROB et Kris GOORTS ainsi que du commissaire aux comptes Monsieur Régis PIVA sont acceptés.

Le siège de la société est transféré au 20, rue Jean-Pierre Beicht L-1226 Luxembourg.

Pour extrait sincère et conforme

Henri DE RIDDER / Jean-Marie NICOLAY

Administrateur / Administrateur

Référence de publication: 2014062559/20.

(140073243) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

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

Siège social: L-4551 Niederkorn, 6, rue des Ecoles.

R.C.S. Luxembourg B 161.505.

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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.

Signature.

Référence de publication: 2014062572/10.

(140073390) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Crown Finco S.à r.l., Société à responsabilité limitée.

Capital social: GBP 19.892,13.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 185.106.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 29 avril 2014.

Référence de publication: 2014062546/10.

(140072673) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

CAI Investments (No. 2) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 129.472,00.

Siège social: L-1331 Luxembourg, 77, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 170.619.

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Monsieur Niko Laine a démissionné de son mandat de gérant de catégorie B en date du 30 avril 2014.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 5 mai 2014.

Référence de publication: 2014062551/11.

(140073143) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

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

Capital social: EUR 32.562.500,00.

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

R.C.S. Luxembourg B 129.224.

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En date du 6 Mai 2014 les associés ont pris les décisions suivantes:

- Manacor (Luxembourg) S.A. a démissionné de son poste de gérant B avec effet au 2 Mai 2014;

- Mutua (Luxembourg) S.A. a démissionné de son poste de gérant B avec effet au 2 Mai 2014;

- Election de M. Luc Sunnen, né le 22 Décembre 1961 à Luxembourg, et résidant professionnellement au 23 rue des Bruyères L-1274 Howald, Luxembourg, au poste de gérant B avec effet au 2 Mai 2014 et pour une durée indéterminée;

- Election de M. Christophe Fender, né le 10 Juillet 1965 à Strasbourg, France, et résidant professionnellement au 23 rue des Bruyères L-1274 Howald, Luxembourg, au poste de gérant B avec effet au 2 Mai 2014 et pour une durée indéterminée;

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

TMF Luxembourg S.A.
Signatures

Référence de publication: 2014063740/19.

(140074239) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mai 2014.

Crown Holdco S.à r.l., Société à responsabilité limitée.

Capital social: GBP 19.892,10.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 185.186.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 30 avril 2014.

Référence de publication: 2014062547/10.

(140072675) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

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

Siège social: L-4551 Niederkorn, 6, rue des Ecoles.

R.C.S. Luxembourg B 161.505.

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Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014062573/10.

(140073391) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

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

Siège social: L-4551 Niederkorn, 6, rue des Ecoles.

R.C.S. Luxembourg B 161.505.

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Les comptes annuels au 31.12.2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014062574/10.

(140073392) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

CAMCA Assurance S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 32, avenue de la Liberté.

R.C.S. Luxembourg B 58.149.

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L'adresse de l'administrateur Jean-Pierre Vauzanges, a changé et se trouve désormais au 4, rue Louis Braille St. Jacques de la Lande, 35136, France.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 30 avril 2014.

Référence de publication: 2014062552/11.

(140073279) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Crescent Court Real Estate S.A., Société Anonyme.

Siège social: L-2557 Luxembourg, 18, rue Robert Stümper.

R.C.S. Luxembourg B 92.477.

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Extrait des résolutions prises lors du conseil d'administration du 6 mai 2014

Est nommé président du conseil d'administration, la durée de son mandat sera fonction de celle de son mandat d'administrateur et tout renouvellement, démission ou révocation de celui-ci entraînera automatiquement et de plein droit le renouvellement ou la cessation de ses fonctions présidentielles:

- Adrien Rollé, domicilié professionnellement au 18, rue Robert Stümper, L-2557 Luxembourg

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

Référence de publication: 2014062589/13.

(140073440) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

CEPS Aqua S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 78.051.

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CLÔTURE DE LIQUIDATION

In the year two thousand and fourteen, on the seventeenth day of the month of April;

Before Us Me Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned;

THERE APPEARED:

CEPS 1 LLC, a limited liability company incorporated and existing under the laws of the State of Delaware, having its registered office located at 1209 Orange Street, Wilmington, Delaware 19801, United States of America,

here represented by Me Anne-Laure MOLLARD, lawyer, residing professionally in Luxembourg, by virtue of a proxy given under private seal.

The said proxy, initialled "ne varietur" by the proxyholder and the undersigned 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 (the "Sole Shareholder") of CEPS Aqua S.à r.l., a private limited liability company (société à responsabilité limitée) having its registered office located at 11, boulevard de la Foire, L-1528 Luxembourg, registered with the Luxembourg Trade and Companies Register under section B number 78051 (the "Company"), incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a notarial deed of Me Paul BETTINGEN, notary residing in Niederanven (Grand Duchy of Luxembourg), on September 28, 2000, published in the Mémorial C, Recueil des Sociétés et Associations number 855 of November 22, 2000.

The articles of incorporation of the Company have then been modified for the last time pursuant to a notarial deed of Me Henri HELLINCKX, notary residing in Luxembourg (Grand Duchy of Luxembourg), on March 29, 2012, published in the Mémorial C, Recueil des Sociétés et Associations, number 1448 of June 11, 2012.

The appearing party representing the entire share capital of the Company then deliberated upon the following agenda:

Agenda

1. Dissolution of the Company and decision to put the Company into liquidation;
2. Appointment of a liquidator and fixing of the term of his mandate;
3. Determination of the powers of the liquidator;
4. Determination of the remuneration of the liquidator;
5. Scheduling and setting of the agenda of the next general meeting of the shareholders of the Company;
6. Miscellaneous.

The Sole Shareholder has requested the undersigned notary to state its resolutions as follows:

First resolution

In compliance with articles 141 to 151 of the law of August 10, 1915 on commercial companies, as amended (the "Law"), the Sole Shareholder resolved that the Company be dissolved as of the date hereof and put into liquidation.

Second resolution

As a consequence of the preceding resolution and in accordance with article 22 of the articles of incorporation of the Company, the Sole Shareholder resolved to act as liquidator of the Company (the "Liquidator"), until the closing of the liquidation.

Third resolution

The Sole Shareholder resolved that the Liquidator shall have the broadest powers as provided for by articles 144 to 148bis of the Law.

The Liquidator is hereby expressly empowered to carry out all such acts provided for by article 145 of the Law without requesting further authorization.

The Liquidator is relieved from drawing-up inventory and may refer to the accounts of the Company.

The Company will be bound towards third parties by the sole signature of the Liquidator.

The Liquidator may, under its own responsibility, for special or specific operations, delegate to one or more proxyholder(s) such powers as it determines and for the period it will fix.

Fourth resolution

The Sole Shareholder resolved that the Liquidator shall receive no compensation for accomplishment of its duties as Liquidator of the Company.

Fifth resolution

The Sole Shareholder resolved to schedule the next general meeting of the shareholders of the Company on April 25, 2014 at 10:00 a.m., with the following agenda:

Agenda

1. Approval of the report of the liquidator and approval of the allocation of the winding-up profit;
2. Discharge to be granted to the managers of the Company for their mandate;
3. Closing of the liquidation;
4. Designation of the place where the books and the corporate documents will be deposited and kept during five years;
5. Miscellaneous.

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

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

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

Suit la traduction en français du texte qui précède:

L'an deux mille quatorze, le dix-septième jour du mois d'avril;

Pardevant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), soussigné;

A COMPARU:

CEPS 1 LLC, une société à responsabilité limitée de droit américain, constituée et régie selon les lois de l'Etat du Delaware, ayant son siège social situé au 1209 Orange Street, Wilmington, Delaware 19801, Etats-Unis d'Amérique,

ici représentée par Maître Anne-Laure MOLLARD, avocat, demeurant professionnellement à Luxembourg, en vertu d'une procuration sous seing privé.

La procuration signée "ne varietur" par le mandataire 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 (l'«Associé Unique») de CEPS Aqua S.à r.l., une société à responsabilité limitée ayant son siège social situé au 11, boulevard de la Foire, L-1528 Luxembourg, immatriculée auprès du Registre du Commerce et des Sociétés sous le numéro B 78051 (la «Société»), constituée selon les lois du Grand-Duché de Luxembourg en vertu d'un acte notarié de Maître Paul BETTINGEN, notaire résidant à Niederanven (Grand-Duché de Luxembourg), le 28 septembre 2000, publié au Mémorial C, Recueil des Sociétés et Associations numéro 855 du 22 novembre 2000. Les statuts de la Société ont été modifiés pour la dernière fois, suivant acte reçu par Maître Henri HELLINCKX, notaire résidant à Luxembourg (Grand-Duché de Luxembourg), le 29 mars 2012, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1448 du 11 juin 2012.

La partie comparante, représentant l'intégralité du capital social de la Société, délibère selon l'ordre du jour suivant:

Ordre du jour

1. Dissolution de la Société et mise en liquidation de la Société;
2. Nomination d'un liquidateur et fixation du terme de son mandat;
3. Détermination des pouvoirs du liquidateur;
4. Détermination de la rémunération du liquidateur;
5. Fixation de la date de la prochaine assemblée générale des associés et de son ordre du jour;
6. Divers.

L'Associé Unique a requis le notaire soussigné de prendre acte des résolutions suivantes:

Première résolution

Conformément aux articles 141 à 151 de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la «Loi»), l'Associé Unique décide de dissoudre la Société avec effet à la date des présente et la mise en liquidation de la Société.

Deuxième résolution

Suite à la résolution qui précède et conformément à l'article 22 des statuts de la Société, l'Associé Unique décide d'agir en tant que liquidateur de la Société (le "Liquidateur"), jusqu'à la clôture de la liquidation.

Troisième résolution

L'Associé Unique décide que le Liquidateur aura les pouvoirs les plus étendus, tels que prévus par les articles 144 à 148 bis de la Loi.

Le Liquidateur peut accomplir l'intégralité des actes prévus à l'article 145 de la Loi, sans devoir recourir à quelconque autorisation de l'Associé Unique.

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

La Société sera engagée vis-à-vis des tiers par la seule signature du Liquidateur.

Le Liquidateur peut, sous sa responsabilité, pour des opérations spéciales ou déterminées, déléguer à un ou plusieurs mandataire(s) telle partie des pouvoirs qu'il détermine et pour la durée qu'il fixera.

Quatrième résolution

L'Associé Unique décide que le Liquidateur ne recevra aucune compensation pour l'accomplissement de ses devoirs en tant que liquidateur de la Société.

Cinquième résolution

L'Associé Unique décide de fixer une assemblée générale des associés le 25 avril 2014 à 10.00 heures, avec pour ordre du jour:

1. Approbation du rapport du liquidateur et approbation de la distribution en numéraire du boni de liquidation;

2. Décharge à donner aux gérants de la Société pour leur mandat;

3. Clôture de la liquidation;

4. Désignation du lieu où seront déposés et conservés les livres comptables ainsi que la documentation juridique de la Société pendant cinq ans;

5. Divers.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

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

Et après lecture faite et interprétation donnée à la comparante, agissant comme dit ci-avant, connue du notaire instrumentant par son nom, prénom usuel, état et demeure, ladite comparante a signé avec le notaire le présent acte.

Signé: A-L. MOLLARD, C. WERSANDT.

Enregistré à Luxembourg A.C., le 25 avril 2014 LAC/2014/19249. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la société;

Luxembourg, le 7 mai 2014.

Référence de publication: 2014062566/137.

(140072620) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

RBC Holdings (Luxembourg) S.à r.l., Société à responsabilité limitée.

Siège social: L-2240 Luxembourg, 16, rue Notre-Dame.

R.C.S. Luxembourg B 163.068.

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L'associé unique de la Société a décidé d'accepter la démission, avec effet au 30 avril 2014, de Monsieur Roland FRISING et Monsieur Ernest CRAVATTE de leur mandat de gérant de classe A de la Société.

En conséquence de ce qui précède, le conseil de gérance de la Société est, avec effet au 30 avril 2014, composé des membres suivants:

- Mark CLATWORTHY, gérant de classe B;
- Bernhard Ludwig MÜLLER, gérant de classe A;
- Adil CHAUDHRY, gérant de classe A;
- Sherrie Ann POLLOCK, gérant de classe A; et
- Alexandre SIMON, gérant de classe A.

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

RBC Holdings (Luxembourg) S.à r.l.

Référence de publication: 2014063668/18.

(140074148) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mai 2014.

Corestate Berry HoldCo S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 35, avenue Monterey.

R.C.S. Luxembourg B 164.183.

—

In the year two thousand and fourteen, on the thirtieth day of April.

Before Us Maître Blanche MOUTRIER, notary residing in Esch/Alzette.

THERE APPEARED:

1. Corestate Capital AG, a company incorporated and organized under the laws of Switzerland, having its registered office at 135, Baarerstrasse, CH-6300 Zug, Switzerland and registered with the trade register of Kanton Zug under number CH-113.002.233,

here represented by:

Maître Patrick CHANTRAIN, lawyer, residing professionally in L-2763 Luxembourg, 31-33, rue Ste Zithe,

by virtue of a proxy given under private seal.

2. CKU AG, a company incorporated and organized under the laws of Switzerland, having its registered office at 156, Zürcherstrasse, CH-8645 Jona-Rapperswil, Switzerland and registered with the trade register of Kanton St. Gallen under number CH-320.3.002.460-6,

here represented by:

Maître Patrick CHANTRAIN, lawyer, residing professionally in L-2763 Luxembourg, 31-33, rue Ste Zithe,

by virtue of a proxy given under private seal.

3. vitB AG, a company incorporated and organized under the laws of Switzerland, having its registered office at 135, Baarerstraße, CH-6300 Zug, Switzerland and registered with the trade register of Kanton Zug under number CH-170.3.033.667-4,

here represented by:

Maître Patrick CHANTRAIN, lawyer, residing professionally in L-2763 Luxembourg, 31-33, rue Ste Zithe,

by virtue of a proxy given under private seal.

4. CORESTATE MCIF Gmbh & Co. KG, a company incorporated and organized under the laws of Germany, having its business address at c/o HauckSchuchardt, 61-63, Niedenau, D-60325 Frankfurt am Main, Germany and registered with the trade register of Frankfurt am Main under number HRA 46691,

here represented by:

Maître Patrick CHANTRAIN, lawyer, residing professionally in L-2763 Luxembourg, 31-33, rue Ste Zithe,

by virtue of a proxy given under private seal.

5. Mr. Rainer-Marc FREY, residing at 39, Seeweg, CH-8807 Freienbach, Switzerland,

here represented by:

Maître Patrick CHANTRAIN, lawyer, residing professionally in L-2763 Luxembourg, 31-33, rue Ste Zithe,

by virtue of a proxy given under private seal.

6. Mr. Adrian GUT, residing at 11, Allwinden, CH-6047 Kastanienbaum/Luzern, Switzerland,

here represented by:

Maître Patrick CHANTRAIN, lawyer, residing professionally in L-2763 Luxembourg, 31-33, rue Ste Zithe,

by virtue of a proxy given under private seal.

7. Mr. Urs SPÖRRI, residing at 29, Studenbühlstrasse, CH-8832 Wollerau, Switzerland,

here represented by:

Maître Patrick CHANTRAIN, lawyer, residing professionally in L-2763 Luxembourg, 31-33, rue Ste Zithe,

by virtue of a proxy given under private seal.

The proxies, after signature ne varietur by the proxy holder and the undersigned notary, shall remain attached to the present deed for the purpose of registration.

The appearing parties, represented as aforementioned, have requested the undersigned notary to record the following:

- The appearing parties are the shareholders of the company Corestate Berry HoldCo S.à r.l., a private limited liability company ("société à responsabilité limitée") organized under the laws of the Grand-Duchy of Luxembourg, having its registered office at L-2163 Luxembourg, 35, avenue Monterey, registered with the Luxembourg register of commerce and companies under number B 164.183, incorporated pursuant to a deed of Maître Camille MINES, notary residing in Capellen, dated 11 October 2011, published in the Mémorial C, Recueil des Sociétés et Associations number 2968 dated 3 December 2011 (the "Company"). The articles of association of the Company have been lastly amended pursuant to a deed of Maître Edouard DELOSCH, notary residing in Diekirch, dated 20 December 2013, published in the Mémorial C, Recueil des Sociétés et Associations number 960 dated 15 April 2014.

- The Company's capital is set at EUR 2,837,440.- (two million eight hundred thirty-seven thousand four hundred forty Euro), represented by 2,837,440 (two million eight hundred thirty-seven thousand four hundred forty) shares with a nominal value of EUR 1.- (one Euro) each.

- The agenda is worded as follows:

1. Dissolution of the Company and decision to voluntarily put the Company into liquidation ("liquidation volontaire").

2. Appointment of Matthias SPRENKER, residing in L-2163 Luxembourg, 35, avenue Monterey, as liquidator ("liquidateur") in relation with the voluntary liquidation of the Company (the "Liquidator").

3. Determination of the powers of the Liquidator and determination of the liquidation procedure of the Company.

4. Decision to instruct the Liquidator to realize, on the best possible terms and for the best possible consideration, all the assets of the Company and to pay all debts of the Company.

5. Miscellaneous.

The shareholders then pass the following resolutions:

First resolution

The shareholders resolve to dissolve with immediate effect and to voluntary put the Company into voluntary liquidation ("liquidation volontaire") as of the date hereof.

Second resolution

The shareholders resolve to appoint Matthias SPRENKER, residing in L-2163 Luxembourg, 35, avenue Monterey, as liquidator ("liquidateur") (the "Liquidator") in relation with the voluntary liquidation of the Company.

Third resolution

The shareholders resolve to confer to the Liquidator the broadest powers set forth in articles 144 and seq. of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "Law").

The Liquidator shall be entitled to pass 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 authorization of the shareholders.

The Liquidator is exempted from the obligation of drawing up an inventory, and may in this respect fully rely on the books of the Company.

The Liquidator may, under its own responsibility, delegate its powers for specific and defined operations or tasks to one or several persons or entities.

Fourth resolution

The shareholders resolve to instruct the Liquidator to realize, on the best possible terms and for the best possible consideration, all the assets of the Company and to pay all the debts of the Company.

The shareholders further resolve to empower and authorize the Liquidator to make, at its sole discretion, advance payments in cash or in kind of the liquidation proceeds (boni de liquidation) to the shareholders, in accordance with article 148 of the Law.

WHEREOF, the present deed was drawn up in Esch/Alzette, on the day named at the beginning.

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 and in case of divergences between the English and French texts, the English version shall prevail.

The document having been read and translated to the proxy holder of the appearing parties, said proxy holder signed together with Us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le trentième jour du mois d'avril.

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

ONT COMPARU:

1. Corestate Capital AG, une société de droit suisse, établie et ayant son siège social à 135, Baarerstrasse, CH-6300 Zug, Suisse et immatriculée au registre de commerce et des sociétés du canton Zug sous le numéro CH-113.002.233,

Ici représentée par:

Maître Patrick CHANTRAIN, avocate, demeurant professionnellement au L-2763 Luxembourg, 31-33, rue Ste Zithe,

en vertu d'une procuration délivrée sous seing privé.

2. CKU AG, une société de droit suisse, établie et ayant son siège social à 156, Zürcherstrasse, CH-8645 Jona-Rapperswil, Suisse et immatriculée au registre de commerce et des sociétés du canton St. Gallen sous le numéro CH-320.3.002.460-6,

Ici représentée par:

Maître Patrick CHANTRAIN, avocate, demeurant professionnellement au L-2763 Luxembourg, 31-33, rue Ste Zithe,

en vertu d'une procuration délivrée sous seing privé.

3. vitB AG, une société de droit suisse, établie et ayant son siège social à 135, Baarerstraße, CH-6300 Zug, Suisse et immatriculée au registre de commerce et des sociétés du canton Zug sous le numéro CH-170.3.033.667-4,

Ici représentée par:

Maître Patrick CHANTRAIN, avocate, demeurant professionnellement au L-2763 Luxembourg, 31-33, rue Ste Zithe,

en vertu d'une procuration délivrée sous seing privé.

4. CORESTATE MCIF Gmbh & Co. KG, une société de droit allemand, ayant son siège social à 61-63, Niedenau, D-60325 Frankfurt am Main, Allemagne et immatriculée au registre de commerce et des sociétés de Frankfurt am Main sous le numéro HRA 46691,

Ici représentée par:

Maître Patrick CHANTRAIN, avocate, demeurant professionnellement au L-2763 Luxembourg, 31-33, rue Ste Zithe,

en vertu d'une procuration délivrée sous seing privé.

5. M. Rainer-Marc FREY, résidant au 39, Seeweg, CH-8807 Freienbach, Suisse,

Ici représentée par:

Maître Patrick CHANTRAIN, avocate, demeurant professionnellement au L-2763 Luxembourg, 31-33, rue Ste Zithe,

en vertu d'une procuration délivrée sous seing privé.

6. M. Adrian GUT, résidant au 11, Allwinden, CH-6047 Kastanienbaum/Luzern, Suisse,

Ici représentée par:

Maître Patrick CHANTRAIN, avocate, demeurant professionnellement au L-2763 Luxembourg, 31-33, rue Ste Zithe,

en vertu d'une procuration délivrée sous seing privé.

7. M. Urs SPÖRRI, résidant au 29, Studenbühlstrasse, CH-8832 Wollerau, Suisse,

Ici représentée par:

Maître Patrick CHANTRAIN, avocate, demeurant professionnellement au L-2763 Luxembourg, 31-33, rue Ste Zithe,

en vertu d'une procuration délivrée sous seing privé.

Lesquelles procurations, après avoir été signées «ne variatur» par le mandataire et par le notaire instrumentant, resteront annexées au présent acte pour être enregistrées avec lui.

Les parties comparantes, représentées ainsi qu'il a été dit, ont requis le notaire instrumentant d'acter ce qui suit:

- Les parties comparantes sont les associés de la société Corestate Berry HoldCo S.à.r.l., une société à responsabilité limitée régie par le droit luxembourgeois, ayant son siège social sis au L-2163 Luxembourg, 35, avenue Monterey, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 164.183, et ayant été constituée le 11 octobre 2011, suivant acte reçu par Maître Camille MINES, notaire de résidence à Capellen, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2968 du 3 décembre 2011 (la "Société").

Les statuts de la Société ont été dernièrement modifiés suivant acte reçu par Maître Edouard DELOSCH, notaire de résidence à Diekirch, le 20 décembre 2013, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 960 du 15 avril 2014.

- Le capital de la Société est fixé à EUR 2.837.440,- (deux millions huit cent trente-sept mille quatre cent quarante euros), représenté par 2.837.440 (deux millions huit cent trente-sept mille quatre cent quarante) parts sociales ayant une valeur nominale de EUR 1,- (un euro) chacune.

- Les points suivants figurent à l'ordre du jour:

1. Dissolution de la Société et décision de la placer en liquidation volontaire.

2. Décision de nommer Matthias SPRENKER, demeurant à L-2163 Luxembourg, 35, avenue Monterey, en tant que liquidateur dans le cadre de la liquidation volontaire de la Société (le "Liquidateur").

3. Détermination des pouvoirs conférés au Liquidateur et de la procédure de liquidation de la Société.

4. Décision de confier au Liquidateur la réalisation, aux meilleures conditions possibles et moyennant la meilleure rétribution possible, tous les actifs de la Société et le paiement de toutes les dettes de la Société.

5. Divers.

Les associés prennent les résolutions suivantes:

Première résolution

Les associés décident de dissoudre la Société avec effet immédiat et de la placer en liquidation volontaire à compter de la présente date.

Deuxième résolution

Les associés décident de nommer Matthias SPRENKER, demeurant à L-2163 Luxembourg, 35, avenue Monterey, en tant que liquidateur de la Société (le "Liquidateur"), en vue de la liquidation volontaire de la Société.

Troisième résolution

Les associés décident de conférer au Liquidateur les pouvoirs les plus étendus tels que prévus aux articles 144 et suivants de la loi luxembourgeoise du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la "Loi").

Le Liquidateur sera autorisé à passer tous les actes et effectuer toutes les opérations au nom de la Société, y compris les actes et opérations prévus à l'article 145 de la Loi, sans autorisation préalable des associés.

Le Liquidateur est dispensé de dresser inventaire et peut entièrement s'en référer aux écritures de la Société.

Le Liquidateur pourra déléguer, sous sa propre responsabilité, ses pouvoirs pour des opérations ou tâches spécifiques et définies à une ou plusieurs personnes physiques ou morales.

Quatrième résolution

Les associés décident de confier au Liquidateur la mission de réaliser, aux meilleures conditions possibles et moyennant la meilleure rétribution possible, tous les actifs de la Société, et de payer les dettes de la Société.

Les associés décident en outre d'autoriser le Liquidateur à verser des avances en numéraire ou en nature sur le boni de liquidation aux associés de la Société, conformément à l'article 148 de la Loi.

Dont acte, fait et passé, date qu'en tête des présentes, à Esch/Alzette.

Le notaire soussigné qui comprend et parle l'anglais déclare qu'à la requête des parties comparantes, le présent acte a été établi en anglais, suivi d'une version française. A la requête de ces mêmes parties comparantes, et en cas de divergences entre les versions anglaise et française, la version anglaise fera foi.

Et après lecture faite et interprétation donnée au mandataire des parties comparantes, celui-ci a signé le présent acte avec le notaire.

Signé: CHANTRAIN, MOUTRIER.

Enregistré à Esch/Alzette Actes Civils, le 30/04/2014. Relation: EAC/2014/6072. Reçu douze euros 12,00 €.

Le Receveur (signé): SANTIONI.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 06 mai 2014.

Référence de publication: 2014062543/187.

(140072912) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

La Tabathèque S.à r.l. & Cie S.C.S., Société en Commandite simple.

Siège social: L-4205 Esch-sur-Alzette, 1, rue Lankels.

R.C.S. Luxembourg B 29.827.

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Pas décision de l'assemblée générale des associés tenue le 28 avril 2014, le gérant démissionnaire, la société LA TABATHEQUE SàRL (RCS Luxembourg B 114149), a été remplacé avec effet immédiat par Monsieur Francis LEMAL, né le le 28/11/1951 à Amnéville (F), demeurant professionnellement 1 rue Lankels à L-4205 Esch/Alzette.

Référence de publication: 2014061994/10.

(140072160) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

Miralt Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 15, avenue J.F. Kennedy.

R.C.S. Luxembourg B 82.482.

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EXTRAIT

L'Assemblée Générale des Actionnaires («L'Assemblée») s'est tenue à Luxembourg, au siège social de la Société, 15 Avenue J.F. Kennedy à L-1855 Luxembourg, le 15 avril 2014 à 15h00 et a adopté les résolutions suivantes:

1. L'Assemblée a pris note de la démission de Mme Michèle Berger en tant qu'administrateur avec effet au 26 septembre 2013.

2. L'Assemblée a décidé de reconduire les mandats d'administrateurs de Messieurs Yves Mirabaud (Président du Conseil d'Administration), Giles Morland, Frédéric Fasel et Umberto Boccato pour une durée d'un an, jusqu'à la prochaine assemblée générale des actionnaires en 2015.

3. L'Assemblée a reconduit le mandat du Réviseur d'Entreprises Ernst & Young pour une durée d'un an, jusqu'à la prochaine assemblée générale des actionnaires en 2015.

Référence de publication: 2014062860/17.

(140072584) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

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

Capital social: EUR 12.500,00.

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.

R.C.S. Luxembourg B 150.863.

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

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

Pour la société

Un mandataire

Référence de publication: 2014062038/12.

(140071621) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

Paragon Holding NCS 2 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 179.911.

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

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

Luxembourg, le 5 mai 2014.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2014062088/14.

(140072219) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

Integrated Investments SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1528 Luxembourg, 2, boulevard de la Foire.

R.C.S. Luxembourg B 186.691.

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STATUTES

In the year two thousand and fourteen, on the ninth of April.

Before Maître Joëlle BADEN, notary residing in Luxembourg.

THERE APPEARED:

Integrated Alternative Investments Ltd, having its registered office at 4 Hill Street, London W1J 5NE, United Kingdom,

here represented by Mr Marco Cipolla, with professional address in 9, rue Schiller, L-2519 Luxembourg.

The proxy given, signed ne varietur by the proxyholder of the appearing party and the undersigned notary, shall remain annexed to this document to be filed with the registration authorities.

Such appearing party, represented as stated above, has requested the notary to state the articles of incorporation (the "Articles") of a société anonyme qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé (SICAV-SIF) as follows:

Art. 1. Name. There exists among the subscriber and all those who may become holders of shares a company in the form of a société anonyme qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé under the name of "Integrated Investments SICAV-SIF" (the "Company") subject to the law of 13 February 2007, as amended (the "SIF Law") relating to specialized investment funds ("SIF").

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

Art. 3. Purpose. The exclusive object of the Company is to place the funds available to it in securities of any kind and other permitted assets with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company is subject to the provisions of the Luxembourg law of 13 February 2007 relating to specialised investment funds, as amended (the "Law"), and may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the fullest extent permitted by the Law.

Art. 4. Registered Office. The registered office of the Company is established in the city of Luxembourg, in the Grand Duchy of Luxembourg. Wholly owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors of the Company (the "Board").

The Board is authorised to transfer the registered office of the Company within the municipality of Luxembourg.

If and to the extent permitted by law, the Board may decide to transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg.

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

Art. 5. Share Capital. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Company as defined in Article 12 hereof.

The minimum capital of the Company shall be the minimum capital required by the Law and must be reached within twelve months after the date on which the Company has been authorised as a specialised investment fund under the Law. The initial capital of the Company is fixed at thirty-one thousand euro (EUR 31,000) divided into thirty-one (31) shares with a nominal value of one thousand euro (EUR 1,000) per share.

The Board may, at any time, as it deems appropriate, decide to create one or more compartments or sub-funds within the meaning of article 71(1) of the Law (each such compartment or sub-fund, a "Sub-Fund"). The Company constitutes a single legal entity, but the assets of each Sub-Fund shall be invested for the exclusive benefit of the shareholders of the corresponding Sub-Fund and the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund. The Board may, at any time, set-up Sub-Funds which shall be reserved to a single investor as shall be disclosed in the Prospectus of the Company.

The shares to be issued in a Sub-Fund may, as the Board shall determine, be of one or more different classes (each such class, a "Class"), the features, terms and conditions of which shall be established by the Board.

For the purpose of these Articles, any reference hereinafter to "Sub-Fund" shall also mean a reference to "Class" and vice-versa, unless the context otherwise requires.

The Board may create each Sub-Fund for an unlimited or a limited period of time.

The Board of Directors may, at the expiry of the initial period of time, prorogate the duration of the relevant Sub-fund once or several times. At the expiry of the duration of a Sub-fund, the Company shall redeem all the shares in the relevant class(es) of shares, in accordance with the provision of the present Articles and the offering document.

At each prorogation of a Sub-fund, the shareholders shall be duly notified in accordance with applicable laws and regulations. The offering document relating to the shares of the Company, as may be amended from time to time (the "Prospectus") shall indicate the duration of each Sub-fund and if appropriate, its prorogation.

The proceeds from the issuance of shares of any Class within a Sub-Fund shall be invested pursuant to Article 3 hereof in securities of any kind or other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities or assets or with such other specific features, as the Board shall from time to time determine in respect of the relevant Sub-Fund.

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

Art. 6. Form of Shares. The Company will issue shares in registered form only and shall be fully paid-up. The Company shall consider the person in whose name the shares are registered in the register of shareholders (the "Register of Shareholders"), as full owner of the shares. The Company shall be entitled to consider any right, interest or claim of any other person in or upon such shares to be non-existing, provided that the foregoing shall deprive no person of any right which he might properly have to request a change in the registration of his shares.

Unless specifically requested by a shareholder, the Company will not issue share certificates and shareholders will receive a confirmation of their shareholding instead. If a shareholder desires to obtain share certificates, correspondent costs may be charged to such shareholder. Share certificates, if applicable, shall be signed by any two duly authorised directors of the Company (the "Director(s)") or by one Director and a person duly authorized thereto by the Board. Signatures of the Directors may be either manual, or printed, or by facsimile. The signature of the authorised person shall be manual. The Company may issue temporary share certificates in such form as the Board may from time to time determine.

Shares shall be issued only upon acceptance of the subscription. The Board is authorised to determine the conditions of any such issue and to make any such issue, subject to payment at the time of issue of the shares. The subscriber will,

without undue delay, obtain delivery of definitive share certificates or, subject as aforesaid, a confirmation of his shareholding.

As regards distributing share Classes (if any), payments of dividends will be made to shareholders, in respect of registered shares, by bank transfer or by cheque mailed at their mandated addresses in the Register of Shareholders or to such other address as given to the Board in writing.

A dividend declared but not claimed on a share within a period of five years from the payment notice given thereof, cannot thereafter be claimed by the holder of such share and shall be forfeited and revert to the Company. No interest will be paid or dividends declared pending their collection.

All issued registered shares of the Company shall be inscribed in the Register of Shareholders, which shall be kept by the Company or by one or more persons designated therefore by the Company and such Register of Shareholders shall contain the name of each holder of registered shares, his residence or elected domicile so far as notified to the Company and the number and Class of shares held by him. Every transfer of a share shall be entered in the Register of Shareholders.

Transfer of shares shall be effected by written declaration of transfer to be inscribed in the Register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. The Company may also recognize any other evidence of transfer satisfactory to it. Transfers of shares are conditional upon (i) the proposed transferee qualifying as an Eligible Investor and (ii) all other conditions reasonably imposed by the Board.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the Register of Shareholders. In the event of joint holders of shares, only one address will be inserted and any notices will be sent to that address only.

In the event that such shareholder does not provide such address, or such notices and announcements are returned as undeliverable to such address, the Company may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his address as entered in the Register of Shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

Fractions of shares may be issued up to three (3) decimal places.

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

The Company will recognise only one holder in respect of a share in the Company. In the event of joint ownership the Company may suspend the exercise of any right deriving from the relevant share or shares until one person shall have been designated to represent the joint owners vis-à-vis the Company. In the case of joint shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid, mutilated or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

The Company may, at its election, charge the shareholder for the costs of a duplicate or of a new share certificate and all reasonable expenses undergone by the Company in connection with the issuance and registration thereof, or in connection with the cancellation of the original share certificate.

Art. 7. Restrictions on Ownership. The Board will have power to impose, at its sole discretion, such restrictions as it may consider necessary for the purpose of ensuring that no Shares in the Company are acquired or held by or on behalf of (a) any person, firm or corporate body not qualifying as an Eligible Investor, (b) any person, firm or corporate body in breach of the law or requirements of any country or governmental or regulatory authority (if the Board shall have determined that any of the Company, the Board, any manager of the Company's assets or any of the Company's appointed agents would suffer any disadvantage as a result of such breach), (c) any person, firm or corporate body in circumstances which in the opinion of the Board might result in the Company incurring any liability or taxation (including any tax liabilities that might derive, inter alia, from any breach of the requirements imposed by the Foreign Account Compliance Act ("FATCA") and related US regulations), and in particular if the Company may become subject to tax laws other than those of the Grand Duchy of Luxembourg or suffering any disadvantage which the Company might not otherwise have incurred or suffered, including under any securities or investment or similar laws or requirements of any country or authority, or (d) any person, firm or corporate body would not comply with specific eligibility criteria for a specific Sub-Fund or Class as determined by the Board and laid down in the Prospectus of the Company (such persons, including any US Persons, as such term is defined hereinafter, firms or corporate bodies to be determined by the Board being referred

to as "Prohibited Persons"). More specifically, the Board may restrict or prevent the ownership of Shares in the Company by any Prohibited Person and for such purposes the Company may:

a) decline to issue any share or to register any transfer of any share where it appears to it that such registration would or might result in such share being directly or beneficially owned by a Prohibited Person who is precluded from holding such shares;

b) at any time require any person whose name is entered in the Register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's share rests or will rest in a Prohibited Person; and,

c) decline to accept the vote of any Prohibited Person at any meeting of shareholders of the Company; and

d) where it appears to the Company that any Prohibited Person either alone or in conjunction with any other person is the beneficial owner of shares, (i) direct such shareholder to (a) transfer his shares to a person qualified to own such shares, or (b) request the Company to redeem his shares, or (ii) compulsorily redeem from any such shareholder all shares held by such shareholder in the following manner:

1) The Company will serve a notice (hereinafter called the "redemption notice") upon the shareholder holding such shares or appearing in the Register of Shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the redemption price in respect of such share is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder will thereupon forthwith be obliged to deliver to the Company the share certificate or certificates (if issued) representing the shares specified in the redemption notice. Immediately after the close of business on the date specified in the redemption notice, such shareholder will cease to be a shareholder and the shares previously held or owned by him will be cancelled;

2) The price at which the shares specified in any redemption notice will be redeemed (herein called the "redemption price") will be an amount equal to the Net Asset Value per share of shares in the Company of the relevant Class, determined in accordance with Article 12 hereof, or any other amount specified in the Prospectus of the Company, less any service charge (if any); where it appears that, due to the situation of the shareholder, payment of the redemption price by the Company, any of its agents and/or any other intermediary may result in either the Company, any of its agents and/or any other intermediary to be liable to a foreign authority for the payment of taxes or other administrative charges, the Company may further withhold or retain, or allow any of its agents and/or other intermediary to withhold or retain, from the redemption price an amount sufficient to cover such potential liability until such time that the shareholder provides the Company, any of its agents and/or any other intermediary with sufficient comfort that their liability will not be engaged, it being understood (i) that in some cases the amount so withheld or retained may have to be paid to the relevant foreign authority, in which case such amount may no longer be claimed by the shareholder, and (ii) that potential liability to be covered may extend to any damage that the Company, the Board, any appointed agent and/or any other intermediary may suffer as a result of their obligation to abide by confidentiality rules;

3) Payment of the redemption price will be made to the shareholder appearing as the owner thereof in the currency in which the Net Asset Value of the shares of the Sub-Fund or Class concerned is determined and the redemption price will be deposited with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such person but only, if a share certificate has been issued, upon surrender of the share certificate or certificates representing the shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice will have any further interest in such shares or any of them, or any claim against or in the Company or its assets in respect thereof, except the right of the shareholder appearing as the thereof owner to receive the price so deposited (without interest) from such bank as aforesaid;

4) The exercise by the Company of the powers conferred by this Article will 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 shares was otherwise than appeared to the Company at the date of any redemption notice, provided that in such case the said powers were exercised by the Company in good faith.

Whenever used in these Articles, and unless defined otherwise or more precisely in the Prospectus of the Company, the term "US Person" will have the same meaning as in Regulation S, as amended from time to time, of the United States Securities Act of 1933, as amended (the "1933 Act") or as in any other regulation or act (including, but not limited to, FATCA) which will come into force within the United States of America and which will in the future replace Regulation S of the 1933 Act or which may further define the term "U.S. person".

The Board may, from time to time, amend or clarify the aforesaid meaning in particular via appropriate disclosure in the Prospectus of the Company. In addition to any liability under applicable law, each shareholder who does not qualify as an Eligible Investor or who is a Prohibited Person, and who holds shares in the Company (or is a beneficial owner thereof), shall hold harmless and indemnify the Company, the Board, the other shareholders and the Company's agents for any damages, losses and expenses resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish his status as an Eligible Investor or has failed to notify the Company of his loss of such status.

Art. 8. Issue of Shares. The Board is authorised without limitation to issue further partly or fully paid shares at any time in accordance with the procedures and subject to the terms and conditions determined by the Board and disclosed in the Prospectus of the Company, without reserving to the existing shareholders a preferential right to subscription of the shares to be issued.

The Board may impose restrictions on the frequency at which shares shall be issued in any Class; the Board may, in particular, decide that shares of any Class shall only be issued during one or more offering periods or at such other periodicity as provided for in the Prospectus of the Company for the shares of the Company.

Unless otherwise decided by the Board and disclosed in the Prospectus of the Company, whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be based on the net asset value (the "Net Asset Value") per share for the relevant Class as determined in accordance with the provisions of Article 12 hereof plus a sales charge, if any, as the Prospectus of the Company may provide. The price so determined shall be payable within a period as determined by the Board and disclosed in the Prospectus of the Company.

The subscription price (not including the sales commission) may, upon approval of the Board and subject to all applicable laws, namely with respect to a special audit report from the auditor of the Company confirming the value of any assets contributed in kind, be paid by contributing to the Company securities or other assets acceptable to the Board and consistent with the investment policy and investment restrictions of the relevant Sub-Fund. Any costs incurred in connection with a contribution in kind will be borne by the relevant shareholder.

Shares may only be subscribed by well-informed investors (investisseurs avertis) within the meaning of the Law (the "Eligible Investors" or individually an "Eligible Investor").

The Board may delegate to any Director or officer of the Company or to any other duly authorised person, the duty of accepting subscriptions and/or delivering and receiving payment for such new shares, remaining always within the limits imposed by the Law.

Art. 9. Redemptions of Shares. As is more specifically prescribed herein below the Company has the power to redeem its own shares at any time within the sole limitations set forth by law.

The Board may, in its sole discretion, impose a lock-up period during which shares of the relevant Sub-Fund or Class may not be redeemed. After such lock-up period (if any), and unless provided otherwise for a Sub-Fund or a Class in the Prospectus of the Company, any shareholder may at any time request the redemption of all or part of his shares by the Company. Any redemption request must be filed by such shareholder in written form (or a request evidenced by any electronic mean deemed acceptable to the Company), subject to the conditions set out in the Prospectus of the Company, at the registered office of the Company or with any other person or entity appointed by the Company as its agent for redemption of shares, together with the delivery of the certificate(s) for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

The redemption price shall be paid within such time after the relevant Redemption Day (as defined in the Prospectus of the Company) as shall be determined by the Board and disclosed in the Prospectus of the Company and, unless otherwise decided by the Board and disclosed in the Prospectus of the Company, shall be equal to the Net Asset Value for the relevant Class as determined in accordance with the provisions of Article 12 hereof less, if any, a redemption charge, a deferred sales charge, a performance fee and/or any other charge as the Prospectus of the Company may provide, such price being rounded up or down to the nearest unit of the relevant currency as the Board may determine. In the event of the liquidity of the portfolio of assets maintained in respect of the Sub-Fund the Shares of which are being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

Unless otherwise decided by the Board, if, as a result of a redemption, the value of a shareholder's holding would become less than the minimum holding amount to be determined from time to time by the Board and to be disclosed in the Prospectus of the Company, the Board may decide that the redeeming shareholder shall be deemed to have requested the conversion of the rest of his shares into shares of the Class of the same Sub-Fund with a lower minimum holding amount (subject to the fulfilment of any requirements imposed on such Class) and, if the redeeming shareholder was holding shares of the Class with the lowest minimum holding amount, the Board may decide that the redeeming shareholder shall be deemed to have requested the redemption of all of his shares. The Board may also at any time decide to compulsorily redeem or convert all Shares from any shareholder whose holding is less than the minimum holding amount specified in the Prospectus of the Company. Before any such compulsory redemption or conversion, each shareholder concerned will receive a one month's prior notice to increase his holding above the applicable minimum holding amount at the applicable Net Asset Value per share.

The Board may also compulsorily redeem the shares of a shareholder who has failed to provide any information or declaration required by the Board within the time-frame provided for in the Prospectus of the Company.

The Board may refuse redemptions for an amount less than the minimum redemption amount as determined by the Board and disclosed in the Prospectus of the Company, if any, or any other amount the Board would determine in its sole discretion.

If applications for redemption on any relevant Valuation Day exceed in aggregate any percentage of the Net Asset Value of the relevant Sub-Fund being fixed from time to time by the Board and disclosed in the Prospectus of the Company,

the Board may decide to defer redemption requests so that such percentage is not exceeded under the terms and conditions defined by the Board and disclosed in the Prospectus of the Company.

The Board may extend the period for payment of redemption proceeds in the event of such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Company are invested or in the event where the liquidity of the Company is not sufficient to meet the redemption requests. The Board may also determine the notice period, if any, required for lodging any redemption request of any specific Class or Classes. The specific period for payment of the redemption proceeds of any Class of the Company and any applicable notice period as well as the circumstances of its application will be disclosed in the Prospectus of the Company relating to the sale of shares of such Class.

The Board may delegate to any duly authorised Director or officer of the Company or to any other duly authorised person, the duty of accepting requests for redemption and effecting payments in relation thereto.

The Board may (subject to the principle of equal treatment of shareholders and the consent of the shareholder(s) concerned) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the shares to be redeemed as described in the sales documents of the Company.

Such redemption will, if and to the extent required by law or regulation, be subject to a special audit report by the approved statutory auditor of the Company confirming the number, the denomination and the value of the assets which the Board will have determined to be contributed in counterpart of the redeemed shares. The specific costs for such redemptions in kind, in particular the costs of the special audit report, will have to be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the Board considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company or of the shareholders. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares in the relevant Class.

Neither the Board nor the custodian bank of the Company may be held liable for any failure to pay redemption proceeds resulting from the application of any exchange control or other circumstances that are outside their control, which would restrict transfer of the proceeds from the redemption of the shares or make it impossible.

Any request for redemption will be irrevocable except in the event of suspension of redemption pursuant to Article 11 hereof. In the absence of revocation, redemption will occur as of the first applicable Valuation Day after the end of the suspension period.

Before the redemption price can be paid, redemption applications must be accompanied by the documents required in order to effect their transfer.

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

Art. 10. Conversions of Shares. Unless provided for otherwise for a Class in the Prospectus of the Company, any shareholder may request conversion of whole or part of his shares of one Class into shares of another Class of the same or of another Sub-Fund (or into shares of the same Class of another Sub-Fund) at the respective Net Asset Values of the shares of the relevant Class, provided that the Board may impose such restrictions between Classes as disclosed in the Prospectus of the Company as to, inter alia, frequency of conversion, and may make conversions subject to certain conditions, including compliance with any restriction of ownership imposed on the relevant Class or payment of a charge as specified in the Prospectus of the Company. In any case and notwithstanding the above, no conversion of shares into shares of another Class within the same or different Sub-Fund may be made at any time when issues and redemptions of shares in either or both of the relevant Classes are suspended.

If a conversion of shares would reduce the value of the holdings of a single shareholder of shares of one Class below the minimum holding amount as the Board shall determine from time to time, then the Board may decide that such shareholder shall be deemed to have requested the conversion of all his shares of such Class.

The Board may in its absolute discretion compulsorily convert any holding with a value of less than the minimum holding amount to be determined from time to time by the Board and to be disclosed in the Prospectus of the Company.

Shares which have been converted into shares of another Class shall be cancelled.

Art. 11. Frequency and Temporary Suspension of the Determination of the Net Asset Value. The Net Asset Value, the subscription price, redemption price and conversion price of shares of each Class in the Company shall be determined as to the shares of each Class by the Company from time to time, as the Board may decide (every such day or time for determination thereof being referred to herein as a "Valuation Day").

The Company may temporarily suspend the determination of the Net Asset Value, the subscription price and redemption price of shares of any particular Class of any Sub-Fund and in consequence the issue, redemption and conversion of the shares in such Class in any of the following events:

(a) any period (other than ordinary holidays or customary weekend closings) when any market or Recognised Exchange (as defined in the Prospectus of the Company) is closed and which is the main market or Recognised Exchange for a significant portion of the relevant Sub-Fund's investments or in which trading thereon is restricted or suspended; or

(b) any period when a political, economic, military, monetary or other emergency exists as a result of which disposal by the relevant Sub-Fund of investments which constitute a substantial portion of the assets of the Sub-Fund is impracticable or it is not possible to transfer monies involved in the acquisition or disposition of investments at normal rates of exchange, or it is not practically feasible for the Company (or its appointed agent) fairly to determine the value of any assets of the Sub-Fund; or

(c) any period when for any reason, the value of a substantial portion of the investments owned by the relevant Sub-Fund cannot be reasonably, promptly or accurately ascertained; or

(d) any period when the relevant Sub-Fund is unable to repatriate funds for the purpose of making payments on the redemption of Shares from Shareholders or making any transfer of funds involved in the realisation or acquisition of investments or when payments due on a redemption of Shares from Shareholders cannot in the reasonable opinion of the Company (or its appointed agent) be effected at normal rates of exchange; or

(e) any period during which there is a breakdown in the means of communication normally employed in determining the price of any of the investments or the current prices on any market or Recognised Exchange; or

(f) any period when such suspension is required by the Luxembourg supervisory authority in the interests of Shareholders and/or the public; or

(g) if the Company or the relevant Sub-Fund is being or may be wound-up on or following the date on which notice is given of the meeting of Shareholders at which a resolution to wind up the Company or the Sub-Fund is proposed.

Any such suspension may be publicized by the Company if determined by the Board to be appropriate, and shall be promptly notified to investors and shareholders requesting subscription, redemption or conversion of shares.

Such suspension as to any Sub-Fund will have no effect on the calculation of the Net Asset Value, subscription price or redemption price, and/or the issue, redemption and conversion of the shares of any other Sub-Fund.

Art. 12. Determination of the Net Asset Value. The Net Asset Value per Share of each Class within each Sub-Fund will be expressed in the reference currency of the relevant Sub-Fund (and/or in such other currencies as the Board will from time to time determine) as per Share figure and will be determined as of any Valuation Day by dividing the total net assets of the Company attributable to the relevant Sub-Fund, being the value of the assets of the Company attributable to such Sub-Fund less the liabilities attributable to such Sub-Fund, on any such Valuation Day, by the number of Shares of the relevant Class then outstanding, in accordance with the rules set forth below on the basis of the fair value.

The Net Asset Value per Share will be rounded to two (2) decimal places.

A. The assets of the Company will include (without limitation):

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

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

(c) all bonds, time notes, securities, units/shares in undertakings for collective investment ("UCIs"), shares, stock, debenture stocks, subscription rights, futures contracts, warrants, options, swaps and other investments and securities owned or contracted for by the Company;

(d) all stock, stock dividends, cash dividends and cash distributions receivable by the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

(e) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company (the Company may however adjust the valuation to fluctuations in the market value of securities due to trading practices such as trading ex-dividends or ex-rights);

(f) all accrued interest on any interest-bearing securities owned by the Company except to the extent such interest is included or reflected in the principal thereof;

(g) the preliminary expenses of the Company insofar as the same have not been written off; and

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

The value of such assets shall be determined as follows:

(1) Securities admitted to official listing on a Recognised Exchange or traded on another regulated market which operates regularly and is recognised and open to the public shall be valued on the basis of the last traded price or, if the last traded price is not available, the last bid price quoted for those securities provided always that if for a specific security the last traded price or last bid price quoted is not available or does not in the opinion of the Board or its delegate reflect their fair value, the value shall be the probable realisation value estimated with care and in good faith by the Board or by a competent person appointed by the Board;

(2) where a security is listed on several exchanges, the relevant market shall be the market that constitutes the main market, or one which the Board (or its appointed agent) determines provides the fairest criteria in a value for the investments or other assets. The value of any investment listed on a stock exchange but acquired or traded at a premium or at a discount outside the relevant stock exchange may be valued taking into account the level of premium or discount as at the date of valuation of the investment. Such premium or discount shall be provided by an independent broker or market maker or if such prices are unavailable, by any appointed investment manager;

(3) the value of an asset may be adjusted by the Board (or its appointed agent) where such adjustment is considered necessary to reflect the fair value in the context of currency, marketability, dealing costs and/or such other considerations which are deemed relevant;

(4) non-listed securities shall be valued by the Board or by a competent person appointed by the Board with care and in good faith on the basis of their probable realisation value. In the case where the competent person may be a party connected with the Company or the relevant Sub-Fund or the Board, if any conflict should arise, it will be resolved fairly and in the best interests of Shareholders;

(5) cash and other liquid assets will be valued at their nominal value plus accrued interest;

(6) derivative contracts traded on a market shall be valued at the settlement price as determined by the market. If the settlement price is not available, the value shall be the probable realisation value estimated with care and in good faith by the Board or a competent person appointed by the Board. Derivatives contracts which are not traded on a market (such as swap agreements) will be valued on the basis of a price provided by a counterparty (on at least a daily basis). This value will be verified by a party independent of the counterparty, at least weekly. Alternatively, an over-the-counter derivative contract may be valued daily on the basis of a quotation from an independent pricing vendor with adequate means to perform the valuation or other competent person, firm or corporation (which may include any appointed investment manager) selected by the Board. Where this alternative valuation is used, the Board must follow international best practice and adhere to the principles on such valuations established by bodies such as the International Organisation of Securities Commissions and the Alternative Investment Management Association. Any such alternative valuation must be reconciled to the counterparty valuation on a monthly basis. Where significant differences arise, these must be promptly investigated and explained;

(7) forward foreign exchange contracts and interest rate swap contracts shall be valued in the same manner as derivative contracts which are not traded on a regulated market or by reference to the price at which a new forward contract of the same size and maturity could be undertaken;

(8) shares/units in UCIs not valued pursuant to paragraph (1) and (2) above shall be valued at the latest available bid price or at latest net asset value of the shares/units of the relevant UCI. Such shares/units in UCIs held by the Company shall have an audited annual report;

(9) the Board or its delegate may value securities having a residual maturity not exceeding six months using the amortised cost method of valuation;

(10) the Board or its delegate may, at its discretion in relation to any particular Sub-Fund which is a money market fund, value any investment using the amortised cost method of valuation;

(11) the value of any private equity investment, including investments in early stage ventures, management buyouts, management buyins, infrastructure, mezzanine debt and similar transactions and growth or development capital, shall be determined in compliance with the International Private Equity and Venture Capital (IPEV) valuation guidelines.

The Board may from time to time adopt and update (a) valuation policy(ies) based on the principles set out above but which shall enable the Board (or its appointed agent) to proceed to a fairer valuation of (a) certain category(ies) of assets and/or of the assets of a particular Sub-Fund. Shareholders shall be informed of the adoption or of the amendment of such valuation policy(ies), copies of which may be obtained free of charge from the registered office of the Company.

In the event of it being impossible or incorrect to carry out a valuation of a specific asset in accordance with the valuation rules set out in (1) to (10) above, the Board (or its appointed agent) is entitled to use other generally recognised valuation methods (approved by the Board) in order to reach a proper valuation on that specific asset.

The value of each Sub-Fund may be recalculated without notice, in the event of extreme volatility in stock market movements, if the Board considers that such recalculation better reflects the value of each Sub-Fund.

The Board may, at its discretion, permit some other method of valuation to be used if it considers that such method of valuation better reflects the true value and is in accordance with good accounting practice.

The Board may decide to implement a dilution adjustment for subscriptions and redemptions of shares of a Sub-Fund on any Valuation Day (as defined in the Prospectus of the Company) in order to mitigate the dilutive effect such transactions may have on such Sub-Fund. The dilution adjustment represents transaction costs incurred in the purchase and sale of a Sub-Fund's investments and the spread between the buying and selling prices of such investments. The Board will apply the dealing adjustment (if any) if the existing shareholders (in case of subscriptions) or remaining shareholders (in case of redemptions) might otherwise be adversely affected. As the dilution adjustment for each Sub-Fund (if any) will be calculated by reference to the costs of dealing spreads, which can vary with market conditions, the amount of dilution adjustment can vary over time.

B. The liabilities of the Company shall be deemed to include:

(a) all borrowings, bills and other amounts due (including accrued interest on borrowings);

(b) all administrative and other operating expenses due or accrued including all fees payable to the Depositary and any other representatives and agents of the Company, including but not limited to any appointed alternative investment fund manager and/or investment manager;

(c) all known liabilities due or not yet due, including the amount of dividends declared but unpaid;

(d) an appropriate amount set aside for taxes due on the date of valuation and other provisions or reserves authorised and approved by the Board covering among others liquidation expenses; and

(e) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares in the Company. In determining the amount of such liabilities, the Board shall take into account all expenses payable by the Company which shall comprise formation expenses, all operating expenses, including, but not limited to, administrative expenses (including the fees and expenses of any administrator), printing expenses, the costs of any documents made available to shareholders, legal expenses, expenses associated with its investment program (including, without limitation, consulting and other professional fees relating to particular investments or contemplated investments, brokerage or other transaction costs, and clearing and settlement charges), insurance expenses, including costs of any liability insurance obtained on behalf of any Sub-Fund, internal and external accounting, audit and tax preparation expenses, registration with regulatory authorities, licensing (including certain research databases and software and certain administrative software), research-related expenses (including market data and quotation services), governmental filing fees, directors'fees and expenses, mailing costs for investor reports, interest, taxes, costs associated with any litigation or investigation involving any Sub-Fund's activities, indemnification expenses, any interest expense on any Sub-Fund borrowings (including, without limitation, borrowings of securities and borrowings to satisfy requests for redemptions by shareholders), portfolio management and risk management fees, any extraordinary expenses, and costs and other expenses associated with the operation of any Sub-Fund.

For the purposes of the valuation of its liabilities, the Board may duly take into account all administrative and other expenses of a regular or periodical character by valuing them for the entire year or any other period and by dividing the amount concerned proportionately for the relevant fractions of such period.

C. The Board may establish one pool of assets and liabilities for each Sub-Fund comprising one or several Classes in the following manner:

a) if a Sub-Fund issues shares of two or more Classes, the assets attributable to such Classes will be invested in common pursuant to the specific investment objective, policy and restrictions of the Sub-Fund concerned;

b) within any Sub-Fund, the Board may determine to issue Classes subject to different terms and conditions, including, without limitation, Classes subject to (i) a specific distribution policy entitling the holders thereof to dividends or no distributions, (ii) specific subscription and redemption charges, (iii) a specific fee structure and/or (iv) other distinct features;

c) the net proceeds from the issue of shares of a Class are to be applied in the books of the Company to that Class and the assets and liabilities and income and expenditure attributable thereto are applied to such Class subject to the provisions set forth below;

d) where any income or asset is derived from another asset, such income or asset is applied in the books of the Company to the same Sub-Fund or Class as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value is applied to the relevant Sub-Fund or Class;

e) where the Company incurs a liability which relates to any asset of a particular Sub-Fund or Class or to any action taken in connection with an asset of a particular Sub-Fund or Class, such liability is allocated to the relevant Sub-Fund or Class;

f) if any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund or Class, such asset or liability will be allocated to all the Sub-Funds or Classes pro rata to their respective Net Asset Values, or in such other manner as the Board, acting in good faith, may decide; and

g) upon the payment of distributions to the holders of shares of any Class, the Net Asset Value of the shares of such Class will be reduced by the amount of such distributions.

D. For the purpose of valuation under this Article:

(a) shares of the Company to be redeemed under Article 9 hereto shall be treated as existing and taken into account until immediately after the time specified by the Board on the Valuation Day on which such valuation is made, and from such time and until paid the price thereof shall be deemed to be a liability of the Company;

(b) shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board on the Valuation Day on which such valuation is made and from such time and until received by the Company the price thereof shall be deemed to be a debt due to the Company;

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

(d) effect shall be given on any Valuation Day to any purchases or sales of assets contracted for the Company on such Valuation Day to the extent practicable.

Art. 13. General Meetings of Shareholders of the Company. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all shareholders of the Company regardless of the Class of the shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Thursday of the month of May in each year at 11:00 (Luxembourg Time). If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the immediately preceding bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board, exceptional circumstances so require. Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting.

Shareholders will meet upon call by the Board pursuant to a notice setting forth the agenda sent at least 8 days prior to the meeting to each shareholder at the registered shareholder's address in the Register of Shareholders.

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

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

Each share of whatever Class, regardless of the Net Asset Value per share within the Class, is entitled to one vote. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or facsimile or any other electronic means capable of evidencing such proxy. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

Shareholders taking part in a meeting through video-conference or through other means of communication allowing their identification are deemed to be present for the purpose of computation of the quorum and votes. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting.

Each shareholder may vote through voting forms sent by post or facsimile to the Company's registered office or to the address specified in the convening notice. The shareholders may use voting forms provided by the Company and which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal, three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box.

Voting forms which show neither a vote in favour, nor against the proposed resolution, nor an abstention, are void. The Company will only take into account voting forms received prior to the general meeting which they are related to.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the votes cast.

Votes cast shall not include votes attaching to shares but in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

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

The general meeting of shareholders shall be chaired by a person designated by the general meeting of shareholders.

The chairman of the general meeting of shareholders shall appoint a secretary.

The general meeting of shareholders shall elect one scrutineer to be chosen from the shareholders present or represented. They together form the office of the general meeting of shareholders.

The minutes of the general meeting of shareholders shall be signed by the chairman of the meeting, the secretary and the scrutineer.

Art. 14. General Meetings of Shareholders of a Sub-Fund or Class. The shareholders holding shares of the Class or Classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders holding shares of any Sub-Fund or Class may hold, at any time, general meetings for any matters which are specific to such Sub-Fund or Class.

The provisions of Article 13, if applicable, shall apply mutatis mutandis to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles.

Unless otherwise provided for by law or herein, the resolutions of the general meeting of shareholders of a Sub-Fund or of a Class are passed by a simple majority of the votes cast.

Art. 15. Directors. The Company shall be managed by a board composed of not less than three members. Members of the Board need not be shareholders of the Company.

The Directors shall be appointed by the shareholders at their annual general meeting for a period determined by such meeting and not exceeding six (6) years and until their successors are elected and qualify.

The Director may be removed and/or replaced by a resolution adopted by the Shareholders representing a majority of 75% of the votes cast at a general meeting of Shareholders where at least 66% of the voting rights are represented.

The shareholders shall further determine the remuneration of the Directors.

If a legal entity is appointed as Director, such legal entity must designate a physical person as its permanent representative who shall perform this role in the name and on behalf of the legal entity. The relevant legal entity may only remove its permanent representative if it appoints his successor at the same time.

In the event of a vacancy in the office of Director because of death, retirement or otherwise, the remaining Directors may elect, by majority vote, a Director to fill such vacancy until the next meeting of shareholders.

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

The Board may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to officers of the Company or to other third parties (whether physical persons or legal entities).

Art. 16. Board Meetings. The Board will choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board and of the shareholders. The Board shall meet upon call by the chairman or any two Directors, at the place indicated in the notice of meeting.

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

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

Any Director may act at any meeting of the Board by appointing in writing or by facsimile or any electronic means capable of evidencing such appointment, another Director as his proxy. A Director may represent several of his colleagues.

Directors may also participate in board meetings, and board meetings may be held, by telephone link, telephone conference, video conference or by telecommunication means allowing their identification, an effective participation of all such persons in the meeting, and allowing all persons participating in the meeting to hear one another on a continuous basis. The participation in a meeting by such means of communication shall constitute presence in person at such meeting. A meeting held through such means of communication is deemed to be held at the registered office of the Company.

The Directors may only act at duly convened meetings of the Board. Directors may not bind the Company by their individual acts, except as specifically permitted by resolution of the Board.

The Board can deliberate or act validly only if at least half of the Directors are present or represented at a meeting of the Board. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman of the meeting shall have a casting vote.

Decisions may also be taken by circular resolutions signed by all the Directors. Each Director shall approve such resolutions in writing, by telegram, telex, facsimile or any other similar means of communication. All documents shall form the record that proves that such decision has been taken.

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

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

Art. 17. Corporate Signature. The Company will be bound by the joint signature of any two Directors or by the individual signature of any person to whom signatory authority has been delegated by the Board.

Art. 18. Conflicts of Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm. Any Director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business, shall not, by reason of such connection and/or relationship with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction submitted for approval to the Board conflicting with that of the Company, such Director or officer shall make known to the Board such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders. This paragraph shall not apply where the decision of the Board relates to current operations entered into under normal conditions.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving Integrated Alternative Investments Ltd, any subsidiary or affiliate thereof, or such other company or entity as may from time to time be determined by the Board at its discretion.

Art. 19. Indemnification of Directors and Officers. The Company may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified. Such person shall be indemnified in all circumstances except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which he may be entitled.

Art. 20. Investment Policies and Restrictions. The Board shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of management and business affairs of each Sub-Fund and of the Company.

The Board shall also determine any restrictions which shall from time to time be applicable to the investments of each Sub-Fund and the Company.

Art. 21. Auditor. The Company shall appoint an authorized auditor (réviseur d'entreprises agréé) who shall carry out the duties prescribed by the Law. The auditor shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until its successor is elected.

Art. 22. Depositary. The Company shall enter into a depositary bank agreement with a bank which shall satisfy the requirements of the Law (the "Depositary"). The Depositary shall assume towards the Company and its shareholders the responsibilities provided by Law.

In the event of the Depositary desiring to retire, the Board shall use its best endeavours to find within two months a corporation to act as depositary and upon doing so the Directors shall appoint such corporation to be depositary in place of the retiring Depositary. The Directors may terminate the appointment of the Depositary but shall not remove the Depositary unless and until a successor depositary shall have been appointed in accordance with this provision to act in the place thereof.

If the circumstances so require, the opening of accounts in the name of the Company, as well as power of attorney on such accounts, shall be subject to the prior approval and/or ratification of the Board.

Art. 23. Accounting Year. The accounting year of the Company shall begin on the first of January of each year and shall terminate on the last day of December of the same year. The accounts of the Company shall be expressed in EUR or such other currency or currencies, as the Board may determine pursuant to the decision of the general meeting of shareholders. Where there shall be different Classes as provided for in Article 5 hereof, and if the accounts within such Classes are expressed in different currencies, such accounts shall be converted into EUR and added together for the purpose of determination of the accounts of the Company. To the extent legally required, a printed copy of the annual accounts, including the balance sheet and profit and loss account, the Directors' report and the notice of the annual general meeting, will be sent to registered shareholders or made available at the registered office of the Company not less than 15 days prior to each annual general meeting.

Art. 24. Distributions. The general meeting of shareholders shall, upon the proposal of the Board in respect of each Class, determine how the annual net investment income shall be disposed of.

The net assets of the Company may be distributed subject to the minimum capital of the Company as defined under Article 5 hereof being maintained.

Distribution of net investment income as aforesaid shall be made irrespective of any realised or unrealised capital gains or losses. In addition, dividends may include realised and unrealised capital gains after deduction of realised and unrealised capital losses.

Interim dividends may at any time be paid on the shares of any Class out of the income attributable to the portfolio of assets relating to such Class upon decision of the Board.

The dividends declared may be paid in the reference currency of the relevant Class or in such other currency as selected by the Board and may be paid at such places and times as may be determined by the Board. The Board may make a final determination of the rate of exchange applicable to translate dividend funds into the currency of their payment.

All distributions will be made net of any income, withholding and similar taxes payable by the Company, including, for example, any withholding taxes on interest or dividends received by the Company and capital gains taxes, withholding taxes on the Company's investments.

No interest will be paid on dividends declared and unclaimed which are held by the Company on behalf of holders of shares.

Dividends may be reinvested on request of holders of registered shares in the subscription of further shares of the Class to which such dividends relate.

Art. 25. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 28 hereof. The Board may propose at any time to the shareholders to liquidate the Company.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by Article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

To the extent legally required, any decision to liquidate the Company shall be published in the Mémorial. As soon as the decision to liquidate the Company is taken, the issue, redemption or conversion of shares in all Classes shall be suspended.

The liquidation of the Company will be conducted by one or more liquidators, who may be individuals or legal entities and who will be appointed by a meeting of shareholders. This meeting will determine their powers and compensation. The net proceeds may be distributed in kind to the holders of shares.

Any liquidation of the Company shall be carried out in accordance with the provisions of Luxembourg law which specify the steps to be taken to enable shareholders to participate in the distribution of the liquidation proceeds and provides upon finalisation of the liquidation that the assets which could not be distributed to shareholders be deposited in escrow with the Caisse de Consignation to be held for their benefit. Amounts not claimed from escrow within the relevant prescription period will be liable to be forfeited in accordance with Luxembourg law.

Art. 26. Dissolution, Amalgamation or Splitting of Sub-Funds or Classes. If the net assets of any Sub-Fund or Class fall below or do not reach an amount determined by the Board to be the minimum level for such Sub-Fund or Class to be operated in an economically efficient manner or if a change in the economic or political situation relating to the Sub-Fund or Class concerned justifies it, the Board has the discretionary power to liquidate such Sub-Fund or Class by compulsory redemption of shares of such Sub-Fund or Class at the Net Asset Value per share (but taking into account actual realisation prices of investments and realisation expenses) determined as at the Valuation Day at which such a decision shall become effective. The decision to liquidate will be published by the Company prior to the effective date of the liquidation and the publication will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board decides otherwise in the interests of, or in order to ensure equal treatment of, the shareholders, the shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their shares free of redemption or conversion charges (but taking into account actual realisation prices of investments and realisation expenses).

Notwithstanding the powers conferred to the Board by the preceding paragraph, a general meeting of shareholders of any Sub-Fund or Class may, upon proposal from the Board and with its approval, redeem all the shares of such Sub-Fund or Class and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) determined as at the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such a general meeting of shareholders at which resolutions shall be adopted by simple majority of the votes cast, unless such redemption would result in the Company ceasing to exist, in which case resolutions during such meeting of shareholders shall be adopted with the quorum and majority requirements for changing these Articles.

Assets which could not be distributed to the relevant shareholders will be deposited with the Caisse de Consignation, in accordance with Luxembourg laws and regulations, to be held for the benefit of the relevant shareholders. Amounts not claimed will be forfeited in accordance with Luxembourg law.

Upon the circumstances provided for above, the Board may decide to allocate the assets of any Sub-Fund or Class to those of another existing Sub- Fund or Class within the Company or to another UCI, or to another sub-fund or class within such other UCI (the "new Sub-Fund or class") and to re-designate the shares of the Sub-Fund or Class concerned as shares of the new Sub-Fund or class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be notified to the shareholders concerned (together with information in relation to the new Sub-Fund or class), one month before the date on which the amalgamation becomes effective in order to enable shareholders to request redemption or conversion of their shares, free of charge, during such period. After such period, the decision commits the entirety of shareholders who have not used this possibility, provided however that, if the amalgamation is to be implemented with a Luxembourg UCI of the contractual type ("fonds commun de placement") or a foreign based UCI, such decision shall be binding only on the shareholders who are in favour of such amalgamation.

Notwithstanding the powers conferred to the Board by the preceding paragraph, a contribution of the assets and liabilities attributable to any Sub-Fund or Class to another Sub-Fund or Class of the Company may be decided upon by a general meeting of the shareholders of the contributing Sub-Fund or Class, upon proposal from the Board and with its

approval, for which there shall be no quorum requirements and which shall decide upon such an amalgamation by resolution adopted by simple majority of the votes cast.

A contribution of the assets and liabilities attributable to any Sub-Fund or Class to another UCI or to a sub-fund or class within such other UCI may also be decided by a general meeting of shareholders of the contributing Sub-Fund or Class, upon proposal from the Board and with its approval, for which there shall be no quorum requirements and which shall decide upon such an amalgamation by resolution adopted by simple majority of the votes cast, unless such contribution of the assets and liabilities to another UCI or to a sub-fund or class within such other UCI would result in the Company ceasing to exist, in which case resolutions during such meeting of shareholders shall be adopted with the quorum and majority requirements for changing these Articles, and except when such amalgamation is to be implemented with a Luxembourg UCI of the contractual type ("fonds commun de placement") or a foreign based UCI, in which case resolutions shall be binding only on the shareholders of the contributing Sub-Fund or Class who have voted in favour of such amalgamation.

Art. 28. Amendments. These Articles may be amended from time to time by a general meeting of shareholders, subject to the quorum and majority requirements provided by the laws of Luxembourg.

Art. 29. Alternative Investment Fund Manager. The Company qualifies as an internally managed alternative investment fund manager ("AIFM") under Directive 2011/61/EU of 8 June 2011 on Alternative Investment Fund Managers.

The Company may at any time enter into an agreement with an external AIFM authorised under Directive 2011/61/EU of 8 June 2011 on Alternative Investment Fund Managers, pursuant to which the latter shall be appointed as the designated AIFM of the Company and shall provide the Company with all or certain of the services set out under Annex I of Directive 2011/61/EU.

The Board is authorised to take all such steps as it may deem necessary and to agree such corporate and contractual amendments to the structure and ongoing arrangements of the Company in order that the Company and its various service providers may be in compliance with Directive 2011/61/EU, the Luxembourg law of 12 July 2013 on alternative investment fund managers and contemplated implementation in the European Union generally, to the extent permitted by Luxembourg law.

Art. 30. Applicable Law. All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 on commercial companies, as amended from time to time, and the Law.

Transitory provisions

1.- The first Financial Year shall begin on the date of incorporation of the Company and end on 31 December 2014.

2.- The first annual general meeting shall be held in the year 2015.

Subscription and payment

All the thirty-one (31) shares of the Company are subscribed and entirely paid up by Integrated Alternative Investments Ltd, prenamed.

Proof of all such payments has been given to the undersigned notary.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever shall be borne by the Company and amount to EUR 1,500.-.

Statements

The notary drawing up the present deed declares that the conditions set forth in Articles 26, 26-3 and 26-5 of the Law of August 10, 1915 on Commercial Companies, as amended, have been fulfilled and expressly bears witness to their fulfilment.

Resolutions of the sole shareholder

The above named person representing the entire subscribed capital and considering itself as duly convened, has immediately taken the following resolutions:

First resolution

The following persons are appointed directors of the Company for a period ending on the date of the annual general meeting to be held in 2019:

- Mr Denis Masetti, with professional address at 4 Hill Street, London W1J 5NE, United Kingdom;

- Mr Lorenzo Subani, with professional address at 27, boulevard Albert 1 er , 98000 Monaco;

- Mr Marco Claus, with professional address at 9, rue Schiller, L-2519 Luxembourg;

Second resolution

The following has been appointed auditor of the Company for a period ending on the date of the annual general meeting to be held in 2015:

Ernst & Young S.A., 7, Rue Gabriel Lippmann, Parc d'Activité Syrdall 2, Luxembourg, L-5365 Munsbach , Grand Duchy of Luxembourg.

Third resolution

The registered office of the Company is fixed at 2, boulevard de la Foire, L-1528 Luxembourg, Grand Duchy of Luxembourg.

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

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 person appearing, the said person appearing signed together with the notary, the present original deed.

Signé: M. CIPOLLA et J. BADEN.

Enregistré à Luxembourg A.C., le 10 avril 2014. LAC / 2014 / 16981. Reçu soixante quinze euros 75,-

Le Receveur ff. (signé): FRISING.

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

Luxembourg, le 6 mai 2014.

Référence de publication: 2014063492/793.

(140073298) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mai 2014.

EYNAV Opportunity SCA, SICAV-SIF, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1128 Luxembourg, 37, Val Saint André.

R.C.S. Luxembourg B 184.527.

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In the year two thousand and fourteen, on the tenth day of April.

Before Me Joëlle SCHWACHTGEN, notary residing in Wiltz, acting on behalf of his colleague Me Paul DECKER, notary residing professionally in Luxembourg.

There appeared:

1.- Eynav Gestion S.A., a public limited liability company (société anonyme), with registered office at 37, Val St. André, L-1128 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 166585,

2.- Philippe Obry, entrepreneur, born on 21 November 1963 in Orléans, France, and residing at 5, Chemin de la Rueyre, 1008 Jouxtens-Mezery, Switzerland,

the shareholders of EYNAV OPPORTUNITY SCA, SICAV-SIF, with registered office at 37, Val St. André, L-1128 Luxembourg, incorporated pursuant to a deed (the "Deed") of Maître Paul DECKER, notary residing in Luxembourg, dated 4 February 2014, (the "Deed"), registered with the Luxembourg Trade and Companies Register under number B 184527 (the Company),

both here represented by Géraldine Nucéra, private employee, professionally residing in L-2740 Luxembourg, pursuant to two proxies dated on 22 and 23 January 2014.

Said proxies are attached to the Deed, registered on 6 February 2014, relation LAC/2014/5787, registered with the Luxembourg Trade and Companies Register on 18 February 2014 (L140030401), not yet published in Mémorial C Recueil des Sociétés et Associations.

Such appearing parties, represented as stated above, have requested the undersigned notary to put in order the Articles of Association notably in order to enable a smoother operational implementation of the change of legal form of the Company:

Art. 1. Name and form. Pursuant to the decision taken today of the sole unitholder of EYNAV ARBITRAGE ALPHA 1 SIF-FCP ("EYNAV Arbitrage"), a Luxembourg mutual investment fund (fonds commun de placement) organized under the modified law of 13 February 2007 relating to specialized investment funds (the "Law of 2007") and managed by EYNAV Gestion S.A. (previously EYNAV Capital S.A.), to transform the legal form of such investment fund into an investment company with variable capital (société d'investissement à capital variable) under the form of a société en commandite par actions, there exists from today on among the subscribers and all those who may become holders of shares, a company in the form of a "société en commandite par actions" qualifying as a "société d'investissement à capital variable - fonds d'investissement spécialisé" under the new name of "EYNAV Opportunity SCA, SICAV-SIF" (the "Fund").

Art. 2. Duration. The Fund keep being established for an unlimited duration. The Fund may be dissolved subject to the provisions of Article 27 of the present articles of incorporation of the Fund (the "Articles").

Art. 3. Purpose. The exclusive object of the Fund keep being to place the funds available to it in securities and any other assets, with the purpose of spreading investment risks and affording its shareholders (the "Shareholders") the results of the management of its portfolio.

The Fund keep being subject to the provisions of the Law of 2007. The Fund may take any measures and carry out any operations which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law of 2007.

Art. 4. Registered office. The registered office of the Fund is established in Luxembourg City, in the Grand Duchy of Luxembourg. To the extent permitted by law, the General Partner, as further described in Article 11, may resolve to transfer the registered office of the Fund to any other place in Luxembourg City. Wholly owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the General Partner.

In the event that the General Partner determines that events of force majeure have occurred or are imminent that would interfere with the normal activities of the Fund at its registered office, or with the cease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these events of force majeure; such temporary measures shall have no effect on the nationality of the Fund which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg Fund.

Art. 5. Share capital - Sub-funds. The capital of the Fund shall be represented by two type of shares, namely the unlimited shares held by the General Partner as unlimited Shareholder (actionnaire commandité) (the "Management Shares") and ordinary shares held by the limited Shareholders (actionnaires commanditaires) (the "Ordinary Shares").

Each Ordinary Share and Management Share may be referred to as a "Share" and collectively as the "Shares", whenever the reference to a specific class or category of Share is not required.

The units of EYNAV Arbitrage shall become the Shares.

To the extent that the assets and liabilities of EYNAV Arbitrage become the assets and liabilities of the Fund following the change of legal form mentioned under article 1, the capital of the Fund shall be equal to the capital of EYNAV Arbitrage and shall at any time be equal to the total net assets of the Fund as defined in Article 20 hereof.

The initial capital of the Fund is one million one hundred thirty-one thousand six hundred thirty-six Euros (EUR 1,131,636) divided into one (1) Management Share and one thousand three hundred (1300) Ordinary Shares fully paid-up of no par value.

The minimum capital of the Fund must be achieved within 12 months after the date on which the Fund has been authorized by the Luxembourg supervisory authority for the financial sector (Commission de Surveillance du Secteur Financier) as a specialised investment fund under the Law of 2007.

For the purpose of determining the capital of the Fund, the net assets attributable to each class or category shall, if not denominated in Euros, be converted into Euros, by taking into account the rate of exchange prevailing at the time of determination of the net asset value, and the capital shall be the aggregate of the net assets of all the classes or categories. The Fund shall prepare consolidated accounts in Euros.

The Fund is composed of one or more sub-funds in accordance with article 71 of the Law of 2007, each of them constituting a distinct pool of assets, managed in the exclusive benefit of the limited shareholders of the relevant sub-fund.

The General Partner may, at any time, establish additional sub-fund(s) and determine the name and specific features thereof (including, but not limited to investment objectives, policy, strategy and/or restrictions, specific fee structure, reference currency) as further set out in the Prospectus.

The Fund is one single legal entity. However, by way of derogation to article 2093 of the Luxembourg Civil Code and in accordance with the provisions of article 71 of the Law of 2007, the assets of any given sub-fund are only available for the satisfaction of the debts, obligations and liabilities, which are attributable to such sub-fund. Amongst Shareholders, each sub-fund is treated as a separate entity.

Art. 6. Issue of Shares. The General Partner is authorized without limitation to issue partly or fully paid Ordinary Shares at any time in accordance with the procedures and subject to the terms and conditions determined by the General Partner and disclosed in the prospectus issued by the Fund as amended form time to time (the "Prospectus"), without reserving to the existing shareholders any preferential right to subscription of the Ordinary Shares to be issued.

The Ordinary Shares may, as the General Partner shall determine, be of different classes, each distinguished by such specific features (such as, but not limited to, a specific charging structure, distribution policy or hedging policy) and within each class, one or several category(ies) of Shares may be issued subject to their own specific features, as the General Partner shall from time to time determine and as detailed in the Prospectus.

In addition to the restrictions concerning the eligibility of investors as foreseen by the Law of 2007, the General Partner may determine any other subscription conditions such as a minimum subscription amount, a minimum subsequent subscription amount, a minimum holding of Shares and any other restrictions on the ownership of Shares. Such other conditions shall be disclosed and more fully described in the Prospectus.

Whenever the Fund offers Shares for subscription, the price per Share at which such Shares are offered shall be (i) for classes or categories of Shares for which no Net Asset Value has been determined so far a fixed price determined by the General Partner as disclosed in the Prospectus, or (ii) for all other classes or categories of Shares the Net Asset Value per Share of the relevant class or category as determined in compliance with Article 20 hereof as of the relevant Valuation Day (as defined in Article 20 hereof), in the conditions determined by the General Partner as disclosed in the Prospectus.

Such price may be increased by applicable sales commissions or subscription fees to be determined by the General Partner and disclosed in the Prospectus.

The General Partner may delegate to any manager, officer, agent, other duly authorized representative or third contractual party the power to accept subscriptions and receive payment of the price of the Shares to be issued and to deliver them.

Any request for subscription shall be irrevocable except in the event of a suspension of the determination of the net asset value per Share (the "Net Asset Value").

The issue of Shares shall be suspended if the calculation of the Net Asset Value is suspended pursuant to Article 21 hereof.

Art. 7. Form of Shares. Shares may only be issued in registered form.

The subscriber will, without undue delay, obtain delivery of definitive confirmation of his shareholding.

All issued Shares of the Fund shall be registered in the register of Shareholders, which shall be kept by the Fund or by one or more persons designated therefore by the Fund and such register shall contain the name of each holder of registered Shares, his residence or elected domicile so far as notified to the Fund and the number and class / category of Shares held by him and the amounts paid. Every transfer of a Share shall be entered in the register of Shareholders. The inscription of the Shareholder's name in the register of Shareholders evidences his right of ownership of such Shares.

Every registered Shareholder must provide the Fund with an address to which all notices and announcements from the Fund may be sent. In the event of joint holders of Shares, only one address will be inserted and any notices will be sent to that address only.

In the event that such Shareholder does not provide such address or notices and announcements are returned as undeliverable to such address, the Fund may permit a notice to this effect to be entered in the register of Shareholders and the Shareholder's address will be deemed to be at the registered office of the Fund, or such other address as may be so entered by the Fund from time to time, until another address shall be provided to the Fund by such Shareholder. The Shareholder may, at any time, change his address as entered in the register of Shareholders by means of a written notification to the Fund at its registered office, or at such other address as may be set by the Fund from time to time.

The Fund may decide to issue or allow otherwise fractional Shares. Such fractional Shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant class or category of Shares on a pro rata basis.

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

In the case of joint shareholders, the Fund reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Fund may consider to be the representative of all joint holders, or to all joint Shareholders together, at its absolute discretion.

If any Shareholder can prove to the satisfaction of the Fund that his confirmation of shareholding has been mislaid, mutilated or destroyed, a duplicate confirmation of shareholding may be issued at his request under such conditions, as the Fund may determine. At the issuance of the new confirmation of shareholding, on which it shall be recorded that it is a duplicate, the original confirmation of shareholding in place of which the new one has been issued shall become void.

The Fund may, at its discretion, charge the Shareholder any exceptional out of pocket expenses incurred in issuing a duplicate or a new confirmation of shareholding in substitution for one mislaid, mutilated or destroyed.

Art. 8. Restrictions on ownership. Shares of the Fund are available to well-informed investors only. Well-informed investor ("Well-Informed Investor") has the meaning ascribed to it in the Law of 2007 and includes institutional investors, professional investors and any other Well-Informed Investor who fulfils the following conditions:

A) he has confirmed in writing that he adheres to the status of Well-Informed Investor, as defined by the Law of 2007; and

B) (i) he invests a minimum of one hundred and twenty five thousand Euro (EUR 125,000) in the Fund; or

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

The General Partner may restrict or prevent the ownership of Shares in the Fund by any prohibited person. A prohibited person ("Prohibited Person") is any person, firm, partnership or corporate entity, if in the sole opinion of the General Partner the holding of Shares may be detrimental to the interest of the existing Shareholders of the Fund, if it

may result in the breach of any law or regulation, whether Luxembourg or otherwise, or if as a result thereof the Fund may become exposed to tax disadvantages, fines or penalties that it would not have otherwise incurred.

As the Fund is not registered under the United States Securities Act of 1933, as amended, nor has the Fund been registered under the United States Investment Fund Act of 1940, as amended, its Shares may not be offered or sold, directly or indirectly, to any US person. Each occurrence of the term "US Person" shall designate a national, citizen or resident of United States of America or of one of its territories or possession or of a region subject to its jurisdiction.

Any proposed transfer of Shares in the Fund must be notified to the General Partner, which shall refuse to approve and register a proposed transfer in circumstances where, inter alia:

i) shares would be transferred to investors not qualifying as Well-Informed Investors;

ii) shares would be transferred to a Prohibited Person or a US Person;

iii) shares have been transferred where, inter alia, the transfer could result in legal, pecuniary, competitive, regulatory, tax or material administrative disadvantage to the Fund, any class or category of Shares or the shareholders.

For such purposes the General Partner may:

(A) decline to issue any Shares and decline to register any transfer of Shares, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such Shares by a Prohibited Person; and

(B) at any time require any person whose name is entered in, or any person seeking to register the transfer of Shares on the register of Shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shares rests in a Prohibited Person, or whether such registry or will result in beneficial ownership of such Shares by a Prohibited Person; and

(C) decline to accept the vote of any Prohibited Person at any meeting of Shareholders of the Fund; and

(D) where it appears to the General Partner that any Prohibited Person either alone or in conjunction with any other person is a beneficial owner of Shares, direct such Shareholder by a notice to sell his Shares and to provide to the Fund evidence of the sale within thirty (30) days of the notice. If such Shareholder fails to comply with the direction, the Fund may compulsorily redeem or cause to be redeemed from any such Shareholder all Shares held by such Shareholder in the following manner:

(1) The General Partner shall serve a second notice (the "Purchase Notice") upon the Shareholder holding such Shares or appearing in the register of Shareholders as the owner of such Shares, specifying the Shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such Purchase Notice may be served upon such Shareholder by posting the same in a prepaid registered envelope addressed to such Shareholder at his last address known to or appearing in the books of the Fund. The said Shareholder shall thereupon forthwith be obliged to deliver to the Fund the share certificate or certificates representing the Shares specified in the Purchase Notice.

Immediately after the close of business on the date specified in the Purchase Notice, such Shareholder shall cease to be the owner of the Shares specified in such notice and his name shall be removed from the register of Shareholders.

(2) The price at which each such Share is to be purchased (the "Purchase Price") shall be an amount based on the Net Asset Value per Share of the relevant Share class or category as calculated with respect to the Valuation Day specified by the General Partner for the redemption of Shares in the Fund preceding the date of the Purchase Notice or succeeding the surrender of the share certificate or certificates representing the Shares specified in such notice, whichever is lower, all as determined in accordance with Article 20 hereof, less any service charge provided therein.

(3) Payment of the Purchase Price will be made available to the former owner of such Shares normally in the currency fixed by the General Partner for the payment of the redemption price of the Shares of the relevant Share class or category and will be deposited for payment to such owner by the Fund with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) upon final determination of the Purchase Price following surrender of the share certificate or certificates specified in such notice and non-matured dividend coupons attached thereto, if any. Upon service of the Purchase Notice as aforesaid such former owner shall have no further interest in such Shares or any of them, nor any claim against the Fund or its assets in respect thereof, except the right to receive the Purchase Price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any funds receivable by a Shareholder under this paragraph, but not collected within a period of five years from the date specified in the Purchase Notice, may not thereafter be claimed and shall revert to the relevant share class or category or classes or categories. The General Partner shall have power from time to time to take all steps necessary to perfect such reversion and to authorize such action on behalf of the Fund.

(4) The exercise by the Fund of the power 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 Shares was otherwise than appeared to the Fund at the date of any Purchase Notice, provided in such case the said powers were exercised by the Fund in good faith.

"Prohibited Person" as used herein does not include any subscriber of Shares issued in connection with the incorporation of the Fund as long as such subscriber holds such Shares.

Art. 9. General meetings of the Fund. Any regularly constituted meeting of the Shareholders of the Fund shall represent the entire body of Shareholders of the Fund. Its resolutions shall be binding upon all Shareholders of the Fund regardless of the class or category of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Fund.

The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, each year in Luxembourg at the registered office of the Fund, or at such other place in the municipality of the registered office as may be specified in the notice of meeting, on the second Thursday of the month of May at 3.00 p.m. If such day is not a Luxembourg bank business day, the meeting shall be held on the next following Luxembourg bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the General Partner, exceptional circumstances so require.

Other general meetings of Shareholders or class or category meetings may be held at such place and time as may be specified in the respective notices of meeting. Class or category meetings may be held to decide on any matters which relate exclusively to such class or category.

Shareholders will meet upon call by the General Partner, pursuant to notice setting forth the agenda, sent to the Shareholders in accordance with Luxembourg law requirements.

The General Partner shall consult the general meeting of Shareholders for prior approval in respect of any decision to borrow more than 10% of the Net Asset Value.

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

Art. 10. Quorum and majority. The Luxembourg legal provisions on quorum and majority shall govern the conduct of the meetings of Shareholders of the Fund, unless otherwise provided herein.

Each entire Share of whatever class or category and regardless of its Net Asset Value is entitled to one vote, subject to the limitations imposed by these Articles. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing, by courier, telefax message, e-mail or any other means of communication approved by the General Partner capable of evidencing such proxy. If not provided otherwise in the proxy, such proxy shall be deemed valid for reconvened meetings, provided that it is not revoked. Shareholders are not allowed to participate at any meeting of Shareholders by video-conference or any other means of telecommunication.

Except as otherwise required by law or by Article 29 hereof, resolutions at a general meeting of Shareholders or at a class or category meeting duly convened will be passed by a simple majority of the votes cast, it being understood that any resolution shall validly be adopted only with the approval of the General Partner. Votes cast shall not include votes in relation to Shares represented at the meeting but in respect of which the Shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote.

Shareholders may also vote by means of a dated and duly completed form in accordance with conditions detailed in the convening notice for the meeting of Shareholders.

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

Art. 11. General Partner. The Fund shall be managed by Eynav Gestion S.A., acting as managing general partner (associé-gérant-commandité) of the Fund, a public limited liability company incorporated under the laws of Luxembourg (the "General Partner").

In the event of legal incapacity, liquidation or other permanent situation preventing the General Partner from acting as General Partner of the Fund, the Fund shall not be immediately dissolved and liquidated, provided an administrator, who need not be a Shareholder, is appointed to effect urgent or mere administrative acts, until a general meeting of Shareholders is held, which such administrator shall convene within fifteen (15) days of his appointment. At such general meeting, the Shareholders may appoint, in accordance with the quorum and majority requirements for the amendment of the Articles, a successor manager. Failing such appointment, the Fund shall be dissolved and liquidated.

Any such appointment of a successor manager shall not be subject to the approval of the General Partner.

Art. 12. Powers of the General Partner. The General Partner is vested with the broadest power to perform all acts of administration and disposition in compliance with the Fund's corporate object. All powers not expressly reserved by law or the present Articles to the general meeting of Shareholders fall within the competence of the General Partner.

The General Partner, applying the principle of risk spreading, shall determine the investment policy and strategy of the Fund, and the course of conduct of the management and business affairs of the Fund, within the restrictions set forth in the Prospectus, in compliance with applicable laws and regulations.

The General Partner shall also determine any restrictions which shall from time to time be applicable to the investments of the Fund, as set out in the Prospectus.

The General Partner shall have the power on behalf and in the name of the Fund to carry out any and all of the purposes of the Fund and to perform all acts and enter into and perform all contracts and other undertakings that it deems necessary, advisable or useful or incidental thereto, as more fully described in the Prospectus. Except as otherwise expressly pro-

vided, the General Partner has, and shall have, full authority to exercise in its discretion, on behalf of and in the name of the Fund, all rights and powers necessary or convenient to carry out the purposes of the Fund.

The General Partner may, from time to time, appoint officers or agents of the Fund or any contractual party considered necessary for the operation and the management of the Fund.

Art. 13. Corporate signature. Towards third parties, the Fund is validly bound by the signature of the General Partner represented by duly appointed representatives, or by the signature(s) of any other person(s) to whom authority has been delegated by the General Partner.

Art. 14. Delegation of power. The General Partner may delegate, under its control and responsibility, its powers to conduct the daily management and affairs of the Fund (including the right to act as authorized signatory for the Fund) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the General Partner, who shall have the powers determined by the General Partner and who may, if the General Partner so authorizes, sub-delegate their powers.

The General Partner may also confer other special powers of attorney by notarial or private proxy.

The General Partner may further appoint in the name and on behalf of the Fund investment advisors and managers, as well as any other management or administrative agents.

Art. 15. Liability. The General Partner is indefinitely, jointly and severally liable for the obligations of the Fund. The holders of Ordinary Shares shall refrain from acting on behalf of the Fund in any manner or capacity other than by exercising their rights as Shareholders in general meetings and shall only be liable to the extent of their contributions to the Fund.

Art. 16. Conflict of interest. No contract or other transaction between the Fund and any other company or firm shall be affected or invalidated by the fact that the General Partner or any one or more of the managers or officers of the General Partner is interested in, or is a director, associate, officer or employee of, such other company or firm (a "Connected Person").

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

Art. 17. Indemnification. The Fund may indemnify any manager, officer, executive or authorized representative of the General Partner, together with his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his activities on behalf of the Fund, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of an out-of-court settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Fund is advised by a counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which such person may be entitled.

Art. 18. Réviseur d'Entreprises. The general meeting of Shareholders shall appoint a "réviseur d'entreprises agréé" who shall carry out the duties prescribed by the Law of 2007 and serve until its successor is elected.

Art. 19. Redemption, conversion. As is more especially prescribed herein below the Fund has the power to redeem its own Shares at any time within the sole limitations set forth by the Law of 2007.

Any Shareholder may request the redemption of all or part of his Shares by the Fund in the terms and conditions set out in the Prospectus. In the event of such request, the Fund will redeem such Shares subject to any suspension of the redemption obligation as set forth in Article 21 hereof. In the case of a request for redemption of part of his Shares, the Fund may, if compliance with such request would result in a holding of Shares of any one class or category with an aggregate Net Asset Value of less than the minimum as the General Partner may determine from time to time and disclose in the Prospectus, redeem all the remaining Shares held by such Shareholder.

The relevant Shares shall be redeemed at the Net Asset Value per Shares of the relevant class or category as determined in compliance with Article 20 hereof as of the relevant Valuation Day (as defined in Article 20 hereof) in the conditions determined by the General Partner as disclosed in the Prospectus. Such price may be increased by applicable redemption commission or any other charge to be determined by the General Partner and disclosed in the Prospectus.

The redemption price to be paid to a Shareholder requesting redemption in accordance with the conditions set in the second paragraph may also be reduced in the circumstances and as provided for in paragraph D) 2) of Article 8 hereof.

The redemption price shall be paid within seven (7) Luxembourg bank business days after the relevant Valuation Day. If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the class or category of Shares being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

Payment of redemption proceeds may also be delayed if there are any specific statutory provisions such as foreign exchange restrictions, or any circumstances beyond the Fund 's control which make it impossible to transfer the redemption proceeds to the country where the redemption was requested.

Any such redemption request must be filed or confirmed by such Shareholder in written form at the registered office of the Fund or with any other person or entity appointed by the Fund as its agent for redemption of Shares. The confirmation of shareholding for such Shares in proper form and accompanied by proper evidence of transfer or assignment must be received by the Fund or its agent appointed for that purpose before the redemption price may be paid.

Any such redemption request shall be irrevocable except in the event of suspension or restriction as set forth by Article 21 hereof and must be filed by such Shareholder in written form at the registered office of the Fund in Luxembourg or with any other person or entity appointed by the Fund as its agent for redemption of Shares.

The Fund shall have the right, if the General Partner so determines, to satisfy payment of the redemption price to any Shareholder requesting redemption of any of his Shares (but subject to the consent of the Shareholder) in specie by allocating to the holder investments from the portfolio of the relevant class or category equal in value (calculated in the manner described in Article 20) to the value of the holding to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of Shares in the relevant class or category and the valuation used shall be confirmed by a special report of the independent auditor of the Fund.

The General Partner may, if the total Net Asset Value of the shares of any class or category reaches a minimum level under which the class or category may no longer operate in an economic efficient way, decide the compulsory redemption of all the shares of such class or category at the Net Asset Value applicable on the day where all the assets attributable to such class or category have been realized.

The General Partner may also compulsory redeem Shares from any Prohibited Person as described under Article 8, (D).

Shares redeemed by the Fund shall be cancelled.

Any Shareholder may, upon request, obtain conversion of the whole or part of his Shares of a class or category into Shares of another class or category at the respective redemption and issue prices of the relevant classes or categories. The General Partner may impose such restrictions as it determines appropriate in its absolute discretion as to, inter alia, frequency of conversion and conditions to be fulfilled for allowing conversion into a particular class or category, and may make conversion subject to payment of such charge as disclosed in the Prospectus.

The General Partner is entitled to impose minimum amounts under which, unless decided by the General Partner, the Fund may refuse a redemption or conversion order placed by a single Shareholder.

If a redemption or conversion or sale of Shares would reduce the value of the holdings of a single Shareholder of Shares of one class or category below a defined number of Shares or a defined amount as the General Partner shall determine from time to time as disclosed in the Prospectus, such Shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his Shares of such class or category.

In the event that requests for redemption and conversion of Shares of any class or category to be carried out on any Valuation Day should exceed 10% of the Shares of that class or category in issue on such Valuation Day, the Fund may restrict the number of redemptions or conversions to 10% of the total number of the Shares of that class or category in issue on such Valuation Day, such limitation to apply to all Shareholders having tendered their Shares of such class or category for redemption and conversion on such Valuation Day pro rata of the Shares of such class or category tendered by them for redemption or conversion. Any redemptions or conversion not carried out on that day will be carried forward to each subsequent Valuation Day if appropriate level of liquidity could be obtained and until all the Shares to which the original request related have been redeemed. Redemptions or conversion carried forward will be dealt with on that Valuation Day subject to the aforesaid limitation in priority according to the date of receipt of the request for redemption or conversion. If redemption or conversion requests are so carried forward the Fund will inform the Shareholders who are affected thereby.

Such postponement as to Shares of any Class or category will have no effect on the calculation of the Net Asset Value, the issue, redemption and conversion of the Shares of any other class or category.

Art. 20. Determination of the Net Asset Value. The Net Asset Value of Shares of each class or category of Shares in the Fund shall be expressed in Euros or in the relevant currency of the class or category concerned as per Share figure and shall be determined at least once a year (every such day for determination of the Net Asset Value being referred to herein as a "Valuation Day") as further set out in the Prospectus.

The Net Asset Value per Share is determined on any Valuation Day.

The Net Asset Value per Share of each class or category shall be expressed in the currency of such class or category and is determined in respect of any Valuation Day by dividing the net assets corresponding to each class or category, being the value of the total of the assets attributable to that class or category less the total liabilities attributable to that class or category, by the total number of Shares of that class or category then outstanding. The Net Asset Value per Share may be rounded up or down to the nearest hundredth of the reference currency as the General Partner shall determine.

The valuation of the Net Asset Value of the Shares shall be made in the following manner:

The Assets of the Fund, and any sub-fund shall be deemed to include:

i. all cash on hand or receivable or on deposit, including any interest accrued thereon;

ii. the value of securities listed or dealt on a regular market, stock exchange or other Regulated Market (to be valued at the last available price on such markets);

iii. all bills and demand notes and accounts receivable (including proceeds of securities sold but not received);

iv. all time notes, shares, stocks, debenture stocks, shares/units in undertakings for collective investment, subscription rights, options, future contracts and other investment and securities owned or contracted;

v. all stock, stock dividends, cash dividends and cash distributions receivable;

vi. all interest accrued on any interest-bearing securities owned except to the extent that the same is included or reflected in the principal amount of such security;

vii. the preliminary expenses of the Fund and sub-funds and of the General Partner insofar as the same have not been written off;

viii. shareholdings in convertible and other debt securities, if any;

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

The value of assets, liability, income and expenses is generally determined in accordance with Luxembourg generally accepted accounting principles ("GAAP").

Assets will be valued in accordance with the following principles:

i. the value of loans will be based on the indicative quotes provided by specialist brokers, banks and other service providers. Given that there exists a market in relation to the relevant assets, the General Partner will be able to follow the evolution of such market and to ensure that the quotes provided by the relevant brokers, banks and service providers are in line with the current market conditions;

ii. loans and loan participations for which no trading market exists shall be valued at cost, plus accrued interest;

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

iv. liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortized cost basis;

v. the value of the securities that are quoted, traded, or dealt in any stock exchange, shall be based on the latest available closing price or, if not available or otherwise inaccurate, as quoted by any independent broker and each security traded on any regulated market, shall be valued in a manner as similar as possible to that provided in relation to quoted securities;

vi. for non-quoted securities or securities not traded or dealt in on any stock exchange or other regulated market, as well as quoted or non-quoted securities on such other market for which no valuation price is readily available, or securities for which the quoted price are, in the opinion of the General Partner, not representative of their fair market value, the value thereof shall be determined prudently and in good faith by the General Partner on the basis of foreseeable sales prices;

vii. securities issued by any open-ended underlying funds shall be valued at their last available net asset value or price, as reported by such funds or their agents;

viii. the liquidation value of futures, forward or option contracts not traded on exchanges or on other organized markets shall mean their net liquidation value determined, pursuant to the policies established or approved by the General Partner. The liquidation value of futures, forward or options contracts traded on exchanges or other organized markets shall be based upon the last available settlement prices of these contracts on exchanges and organized markets on which the particular contracts are traded on behalf of the Fund, provided that if a futures, forward or options contract could not be liquidated on the day with respect to which the NAV is being determined, the basis for determining the liquidation value of such contract shall be such value as the General Partner may deem fair and reasonable; and

ix. all other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the General Partner.

B. The liabilities of the Fund shall be deemed to include:

i. all loans, bills and accounts payable;

ii. all accrued or payable administrative expenses (including but not limited to investment advisory fees, performance/management fees, Custodian fees and corporate agents' fees);

iii. all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the General Partner on behalf of the Fund where the Valuation Day falls on the record date for determination of the person entitled or is subsequent thereto;

iv. an appropriate provision for future taxes based on capital and income on the Valuation Day, as determined from time to time by the General Partner and other provisions if any, authorized and approved by the General Partner, covering among others the liquidation expenses;

v. all other liabilities of any kind or nature except liabilities represented by Shares. In determining the amount of such liabilities, the General Partner may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for daily or other period in advance, and may accrue the same in equal proportion aver any such period.

Art. 21. Suspension of the Net Asset Value. The Fund may suspend the determination of the Net Asset Value and the subscription and redemption prices of Shares and the issue, conversion and redemption of the Shares from its Shareholders:

i. during a period when any market or stock exchange, which is the principal market or stock exchange for the Fund, is closed, other than for legal holidays or during which dealings are substantially restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Fund;

ii. during a period when dealings the Units/shares of any underlying vehicle in which the Fund may be invested are restricted or suspended;

iii. during the existence of any state of affairs that constitute an emergency, in the opinion of the General Partner, or when as a result of a political, economic, military, terrorist or monetary events or any circumstances outside the control, responsibility or power of the Fund, disposable of the underlying assets of the Fund is not reasonably practicable without being seriously detrimental to Shareholders' interests or if, in the opinion of the General Partner, a fair price cannot be calculated tor those assets;

iv. during any breakdown in the means of communication normally employed in determining the price or value of any of the Fund's investments or the current prices or value on any market or stock exchange;

v. if the Fund is being or may be wound up, liquidated or merged, from the date on which notice is given of a proposed resolution to that effect;

vi. when for any reason the prices of any investments of the Fund cannot promptly or accurately be ascertained;

vii. during any period when the General Partner 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 realization or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the General Partner, be effected at normal rates of exchange;

viii. if in the opinion of the General Partner, the effect of such redemptions would be to seriously impair the Fund's ability to operate or to jeopardize its tax status.

Notice of the beginning and of the end of any period of suspension shall be given by the Fund to all the Shareholders affected, i.e. having made an application for subscription or redemption of Shares for which the calculation of the Net Asset Value has been suspended.

Any such suspension shall be published, if appropriate, by the General Partner and shall be notified to Shareholders having made an application for subscription and redemption of Shares for which the calculation of the Net Asset Value has been suspended.

Art. 22. Fiscal year. The accounting year of the Company shall begin on the 1 January of each year and terminate on the 31 December of the same year. The Company shall publish an annual report in accordance with the legislation in force.

Art. 23. Annual accounts. Where there shall be different classes or categories as provided for in Article 6 hereof, and if the accounts within such classes or categories are expressed in different currencies, such accounts shall be converted into Euros and added together for the purpose of determination of the accounts of the Company. The annual accounts, including the balance sheet and profit and loss account, the General Partner's report and the notice of the annual general meeting, will be made available to the Shareholders at the registered office of the Company prior to the annual general meeting.

Art. 24. Distributions. The General Partner shall, within the limits provided by law and these Articles, determine how the results of the Company shall be disposed of, and may from time to time declare distributions of dividends in compliance with the principles set forth in the Prospectus.

For any class or category of Shares entitled to distributions, the General Partner may decide to pay interim dividends in compliance with the conditions set forth by law and these Articles.

Payments of distributions to holders of registered Shares shall be made at their addresses in the register of Shareholders.

Distributions may be paid in such currency and at such time and place as the General Partner shall determine from time to time.

Any dividend distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the class(es) or category(ies) of Shares issued by the Company.

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

Art. 25. Custodian. The Company will enter into a custodian agreement with a Luxembourg bank (the «Custodian») which meets the requirements of the Law of 2007.

The Custodian shall fulfill the duties and responsibilities as provided for by the Law of 2007.

If the Custodian desires to withdraw, the General Partner shall use its best efforts to find a successor Custodian within two months of the effectiveness of such withdrawal. Until the Custodian is replaced, which must happen within such period of two months, the Custodian shall take all necessary steps for the good preservation of the interests of the Shareholders of the Company.

The General Partner may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian bank shall have been appointed to act in the place thereof.

Art. 26. Liquidation of the Company. The Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements necessary for the amendment of these Articles. The General Partner may propose at any time to the Shareholders to liquidate the Fund.

Whenever the share capital falls below two-thirds of the minimum capital referred to in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the General Partner. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the Shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital referred to in Article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by Shareholders holding one-fourth of the votes of the Shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of Shareholders which shall determine their powers and their compensation.

Liquidation will take place in accordance with applicable Luxembourg law. The net proceeds of the liquidation will be distributed to Shareholders in proportion to their rights.

At the end of the liquidation process of the Company, any amounts that have not been claimed by the Shareholders will be paid into the Caisse de Consignation, which keep them available for the benefit of the relevant Shareholders during the duration provided for by law. After this period, the balance will return to the State of Luxembourg

Art. 27. Liquidation, merger and division of Sub-Funds, class(es) or category(ies) of Shares. The General Partner may decide to liquidate a sub-fund, class or category if its Net Asset Value is below such amount as determined by the General Partner, or in the event of special circumstances beyond its control, such as political, economic, or military emergencies, or if the General Partner should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a sub-fund, class or category to operate in an economically efficient manner, and with due regard to the best interests of Shareholders, that a sub-fund, class or category should be terminated. In such event, the assets of the sub-fund, class or category shall be realized, the liabilities discharged and the net proceeds of realization distributed to Shareholders in the proportion to their holding of Shares in that sub-fund, class or category. In such event, notice of the termination of the sub-fund, class or category will be given in writing to registered Shareholders. No Shares shall be issued after the date of the decision to liquidate the sub-fund, class or category. The General Partner, however, will not be precluded from redeeming or converting all or part of the Shares of Shareholders, at their request, at the applicable Net Asset Value (taking into account actual realization prices of investments as well as realization expenses in connection with such dissolution), as from the date on which the resolution to dissolve the sub-fund, class or category has been taken until its effectiveness, provided that such redemption or conversion does not affect the equal treatment among Shareholders. Any amounts not claimed by a Shareholder at the close of liquidation of the sub-fund, class or category will be deposited with the Caisse de Consignation in Luxembourg on behalf of their beneficiaries.

A sub-fund, class or category may merge with one or more sub-fund, class(es) or category(ies) by resolution of the General Partner if the Net Asset Value of a sub-fund, class or category is below such amount as determined by the General Partner or in the event of special circumstances beyond its control, such as political, economic, or military emergencies, or if the General Partner should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a sub-fund, class or category to operate in an economically efficient manner, and with due regard to the best interests of the Shareholders, that a sub-fund, class or category should be merged. In such events, notice of the merger will be given in writing to registered Shareholders. Each Shareholder of the relevant sub-fund, class or category shall be given the option, within a period to be determined by the General Partner, but not being less than one month, unless otherwise authorized by the regulatory authorities and specified in said notice, to request free of any redemption charge the redemption of its Shares.

If the General Partner determines that it is in the interests of the Shareholders of the relevant sub-fund, class or category or that a change in the economic or political situation relating to the sub-fund, class or category concerned has occurred, which would justify it, the reorganization of one sub-fund, class or category, by means of a division into two or more sub-fund(s), class(es) or category(ies), may take place. This decision will be notified to Shareholders as required.

The notification will also contain information about the two or more new sub-fund(s), class(es) or category(ies). The notification will be made at least one month before the date on which the reorganization becomes effective in order to enable the Shareholders to request the redemption of their Shares, free of charge, before the operation involving the division into two or more sub-fund(s), class(es) or category(ies) becomes effective.

Art. 28. Amendment of Articles. These Articles may be amended from time to time by a meeting of Shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg and the consent of the General Partner. Any amendment affecting the rights of the holders of Shares of any class or category vis-à-vis those of any other class or category shall be subject further to the said quorum and majority requirements in respect of such relevant class or category.

Art. 29. Applicable Law. All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 relating to commercial companies as such law may be amended from time to time and the relevant law and regulations applicable to Luxembourg undertakings for collective investments, notably the Law of 2007.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever shall be borne by the Company and amount to five hundred and thirty four euros (EUR 534.-).

Whereof

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

Signé: G. NUCERA, J. SCHWACHTGEN.

Enregistré à Luxembourg A.C., le 15 avril 2014. Relation: LAC/2014/17818. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur ff. (signé): Carole FRISING.

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

Luxembourg, le 06 mai 2014.

Référence de publication: 2014062659/575.

(140073234) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Lux-Top 50 SICAV, Société d'Investissement à Capital Variable.

Siège social: L-1930 Luxembourg, 1, place de Metz.

R.C.S. Luxembourg B 59.731.

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Les comptes annuels suivant l'acte n° 68509 du 1 er janvier 2013 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: 2014062016/10.

(140072091) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

Sheffield S.A., Société Anonyme.

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

R.C.S. Luxembourg B 106.561.

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En date du 5 Février 2014 les actionnaires de la Société ont pris les décisions suivantes:

- Démission de Lutgarde Denys de son poste d'administrateur avec effet immédiat:

- Election de M. Gérald Welvaert, né le 15 Juillet 1977 à Uccle, Belgique et résidant professionnellement au 46A Avenue J.F. Kennedy L-1855 Luxembourg, à la fonction d'Administrateur avec effet immédiat et pour une durée de 5 années,

A dater du 5 Février 2014, le Conseil d'Administration est en conséquence composé comme suit:

- M. Fabrice Mas, Administrateur;

- M. Jean-Jacques Josset, Administrateur

- M. Gérald Welvaert, Administrateur.

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

Fabrice Mas

Administrateur

Référence de publication: 2014063028/18.

(140072726) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

432 Park Holding, Société Anonyme.

Siège social: L-2450 Luxembourg, 15, boulevard Roosevelt.

R.C.S. Luxembourg B 186.643.

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STATUTES

In the year two thousand and fourteen, on the twenty-second day of the month of April;

Before Us Me Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned.

THERE APPEARED:

1) Mr. Jean FABER, chartered accountant, born on October 26, 1960 in Luxembourg (Grand Duchy of Luxembourg), professionally residing in L-2450 Luxembourg, 15, boulevard Roosevelt; and

2) Mr. François FABER, Bachelor Arts in International Business, born on November 23, 1988 in Luxembourg (Grand Duchy of Luxembourg), professionally residing in L-2450 Luxembourg, 15, boulevard Roosevelt.

Said appearing persons have established as follows the Articles of Incorporation of a company to be organized between themselves:

Art. 1. There is hereby formed a corporation ("société anonyme") under the name of "432 Park Holding".

The registered office is established in the municipality of Luxembourg.

If extraordinary events of a political, economic or social character, likely to impair normal activity at the registered office or easy communication between that office and foreign countries shall occur or shall be imminent, the registered office may be provisionally transferred abroad. Such temporary measure shall, however, have no effect on the nationality of the corporation which, notwithstanding such provisional transfer of the registered office, shall remain a Luxembourg corporation.

The corporation is established for an unlimited period.

Art. 2. The Company may make any transactions pertaining directly or indirectly to the taking of participating interests in any enterprises in whatever form, as well as the administration, the management, the control and the development of such participating interests.

The Company may particularly use its funds for the setting-up, the management, the development and the disposal of a portfolio consisting of any type of movable or immovable assets, securities and patents of whatever origin, participate in the creation, the development and the control of any enterprise, acquire by way of contribution, subscription, underwriting or by option to purchase and any other way whatever, any type of securities and patents, realise them by way of sale, transfer, exchange or otherwise, have developed these securities and patents.

The Company may borrow in any form whatever.

The Company may grant to the companies of the group or to its shareholders, any support, loans, advances or guarantees, within the limits of the Law.

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

The Company may take any measure to safeguard its rights and make any transactions whatsoever which are directly or indirectly connected with its purposes and which are liable to promote its development or extension.

Art. 3. The corporate capital is fixed at thirty-one thousand euro (EUR 31,000.-), divided into three hundred ten (310) shares with a par value of one hundred euro (EUR 100.-) each.

The shares may be registered or bearer shares, at the option of the holder, except those shares for which Law prescribes the registered form.

The corporation's shares may be created, at the owner's option, in certificates representing single shares or two or more shares.

Should the corporate share capital be increased, the rights attached to the new shares will be the same as those enjoyed by the old shares.

Art. 4. The company is managed by a board of directors of class A and class B. The number of directors is set to at least three, shareholders or not.

The directors shall be appointed for a period not exceeding six years and they shall be reeligible; they may be removed at any time.

In the event of a vacancy on the board of directors, the remaining directors have the right to provisionally fill the vacancy, such decision to be ratified by the next general meeting.

The company commits to insuring each manager against losses, damages or expenses brought about by any legal action or trial for which he/she could be held responsible in his/her present or past quality as manager of the company, except in the case where through a similar action or trial, he/she is found guilty of grave negligence or intentional bad management.

Art. 5. The board of directors has full power to perform such acts as shall be necessary or useful to the corporation's object. All matters not expressly reserved to the general meeting by Law or by the present Articles of Incorporation are within the competence of the board of directors.

The board of directors may delegate all or part of its powers regarding the day-today management and the representation of the corporation in connection therewith to one or more directors, managers or other officers; they need not be shareholders of the company.

The corporation is committed either by the individual signature of the delegate of the board of directors or by the joint signatures of two directors, with at least the signature of one class A director and the signature of one class B director, or by the joint or single signature of any person(s) to whom special signatory powers have been delegated by the board of directors.

Art. 6. The board of directors may elect a chairman; in the absence of the chairman, any other director may preside over the meeting.

The board can validly deliberate and act only if the majority of its members are present or represented, a proxy between directors, which may be given by letter, telegram, telex, telefax or e-mail, being permitted. In case of emergency, directors may vote by letter, telegram, telex, telefax or e-mail.

The decisions of the board of directors are taken by a majority of directors present or represented, with at least the presence or representation of one class B director.

The chairman of the board is appointed for the first time by the extraordinary general meeting.

Art. 7. The corporation shall be supervised by one or more auditors, who need not be shareholders; they shall be appointed for a period not exceeding six years and they shall be reeligible; they may be removed at any time.

Art. 8. The corporation's financial year shall begin on the first day of January and shall end on the thirty-first day of December of each year.

Art. 9. The annual general meeting of shareholders shall be held on the 2 nd Monday of the month of April at 09:00 a.m. at the registered office of the Company, or at such other place as may be specified in the notice of meeting.

If said day is a public holiday, the meeting shall be held the next following working day.

Art. 10. Convening notices of all general meetings shall be made in compliance with the legal provisions. If all the shareholders are present or represented and if they declare that they have had knowledge of the agenda submitted to their consideration, the general meeting may take place without previous convening notices.

The board of directors may decide that the shareholders desiring to attend the general meeting must deposit their shares five clear days before the date fixed therefore. Every shareholder has the right to vote in person or by proxy, who need not be a shareholder.

Each share gives the right to one vote.

Art. 11. The general meeting of shareholders has the most extensive powers to carry out or ratify such acts as may concern the corporation.

It shall determine the appropriation and distribution of net profits.

The board of directors is authorized to pay interim dividends in accordance with the terms prescribed by Law.

Art. 12. The Law of 10 August 1915 on Commercial Companies, as amended, shall apply in so far as these Articles of Incorporation do not provide for the contrary.

Transitory disposition

1. The first financial year runs from the date of incorporation and ends on the 31 st of December 2014.

2. The first ordinary general meeting will be held in the year 2015.

Subscription and payment

The Articles of Incorporation having thus been established, the above-named parties have subscribed the shares as follows:

1) Mr. Jean FABER, pre-named, one hundred fifty-five shares,	155
2) Mr. François FABER, pre-named, one hundred fifty-five shares,	155
Total: three hundred ten shares,	310

All these shares have been entirely paid up by payments in cash, so that the sum of thirty-one thousand euro (EUR 31,000.-) is forthwith at the free disposal of the corporation, as has been proved to the notary.

Declaration

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

Estimate of costs

The parties have estimated the costs, expenses, fees and charges, in whatsoever form, which are to be borne by the corporation or which shall be charged to it in connection with its incorporation, at about nine hundred and fifty Euro (EUR 950,-).

Extraordinary general meeting:

Here and now, the above-named parties, representing the entire subscribed capital and considering themselves as duly convened, have proceeded to hold an extraordinary general meeting and, having stated that it was regularly constituted, they have passed the following resolutions by unanimous vote:

1. - The number of directors is set at five (5):

- The following persons are appointed as category A directors:

* H.E. Sheikh Hamad bin Jassim bin Jabr AL-THANI, businessman, born on 10 January 1959 in Qatar, residing in Doha (Qatar), Al Wajba Palace, Dukhan Road, P.O. Box 4044; and

* H.E. Sheikh Jassim bin Hamad bin Jassim bin Jabr AL-THANI, corporate director, born 10 April 1982 in Qatar, residing in Doha (Qatar), Al Wajba Palace, Dukhan Road, P.O. Box 4044 and;

- The following persons are appointed as category B directors:

* Mr. Jean FABER, chartered accountant, born on October 26, 1960 in Luxembourg (Grand Duchy of Luxembourg), residing professionally in L-2450 Luxembourg, 15, boulevard Roosevelt.

* Mr. Gilles KRIER, chartered accountant, born on November 26, 1980 in Luxembourg (Grand Duchy of Luxembourg), residing professionally in L-2450 Luxembourg, 15, boulevard Roosevelt; and

* Mr. Felix FABER, Bachelor Arts in International Business, born on February 7, 1990 in Luxembourg (Grand Duchy of Luxembourg), residing professionally in L-2450 Luxembourg, 15, boulevard Roosevelt.

The mandates of the directors shall expire immediately after the annual general meeting of the year 2020.

2. - The number of statutory auditors is set at one (1):

Is appointed statutory auditor:

"REVILUX S.A.", a Luxembourg joint stock company, having its registered office at L-2450 Luxembourg, 17, boulevard Roosevelt, registered with the Luxembourg Trade and Companies Register under number B 25549.

The mandate of the statutory auditor shall expire immediately after the annual general meeting of the year 2020.

3. - The registered office of the company is established in L-2450 Luxembourg, 15, boulevard Roosevelt.

Statement

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

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

After reading the present deed to the appearing persons, known to the notary by their name, first name, civil status and residence, the said appearing persons have signed with Us, the notary, the present deed.

Suit la traduction en langue française du texte qui précède

L'an deux mille quatorze, le vingt-deuxième jour du mois d'avril;

Pardevant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), soussigné;

ONT COMPARU:

1) Monsieur Jean FABER, expert-comptable, né le 26 octobre 1960 à Luxembourg (Grand-Duché de Luxembourg), demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt.

2) Monsieur François FABER, Bachelor Arts in International Business, né le 23 novembre 1988 à Luxembourg (Grand-Duché de Luxembourg), demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt.

Lesdits comparants ont arrêté, ainsi qu'il suit, les statuts d'une société anonyme qu'ils vont constituer entre eux:

Art. 1 er . Il est formé une société anonyme sous la dénomination de "432 Park Holding".

Le siège social est établi dans la commune de Luxembourg.

Lorsque des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger se produiront ou seront imminents, le siège social pourra être déclaré transféré provisoirement à l'étranger, sans que toutefois cette mesure ne puisse avoir d'effet sur la nationalité de la société, laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise.

La durée de la société est indéterminée.

Art. 2. La Société pourra effectuer toutes opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

La Société pourra notamment employer ses fonds à la création, à la gestion, au développement, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous types d'actifs mobiliers ou immobiliers, de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets.

La Société pourra emprunter sous quelque forme que ce soit.

La Société pourra, dans les limites fixées par la Loi, accorder à toute société du groupe ou à tout actionnaire tous concours, prêts, avances ou garanties.

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

La Société prendra toutes les mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques, qui se rattachent directement ou indirectement à son objet ou qui le favorisent et qui sont susceptibles de promouvoir son développement ou extension.

Art. 3. Le capital social est fixé à trente et un mille euros (EUR 31.000,-), divisé en trois cent dix (310) actions de cent euros (EUR 100,-) chacune.

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

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

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

Art. 4. La société est administrée par un conseil composé d'administrateurs de catégorie A et d'administrateurs de catégorie B. Le nombre des administrateurs est fixé à au moins trois, actionnaires ou non.

Les administrateurs sont nommés pour une durée qui ne peut dépasser six ans; ils sont rééligibles et toujours révocables.

En cas de vacance d'une place d'administrateur, les administrateurs restants ont le droit d'y pourvoir provisoirement; dans ce cas, l'assemblée générale, lors de sa première réunion, procède à l'élection définitive.

La société s'engage à indemniser tout administrateur des pertes, dommages ou dépenses occasionnés par toute action ou procès par lequel il pourra être mis en cause en cause en sa qualité passée ou présente d'administrateur de la société, sauf le cas ou dans pareille action ou procès, il sera finalement condamné pour négligence grave ou mauvaise administration intentionnelle.

Art. 5. Le conseil d'administration a le pouvoir d'accomplir tous les actes nécessaires ou utiles à la réalisation de l'objet social; tout ce qui n'est pas réservé à l'assemblée générale par la loi ou les présents statuts est de sa compétence.

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

La société se trouve engagée, à l'égard des tiers, soit par la signature individuelle d'un administrateur-délégué, soit par la signature conjointe de deux administrateurs, dont au moins la signature d'un administrateur de catégorie A et la signature d'un administrateur de catégorie B, soit par la signature conjointe ou unique de toute(s) personne(s) à qui des pouvoirs de signature spéciaux ont été délégués par le conseil d'administration.

Art. 6. Le conseil d'administration peut désigner son président; en cas d'absence du président, la présidence de la réunion peut être conférée à un administrateur présent.

Le conseil d'administration ne peut délibérer que si la majorité de ses membres est présente ou représentée, le mandat entre administrateurs, qui peut être donné par écrit, télégramme, télex, téléfax ou courrier électronique, étant admis. En cas d'urgence, les administrateurs peuvent émettre leur vote par écrit, télégramme, télex, téléfax ou courrier électronique.

Les décisions du conseil d'administration sont prises à la majorité des administrateurs présents ou représentés, avec au moins la présence ou la représentation d'un administrateur de catégorie B.

Pour la première fois, le président du conseil d'administration peut être nommé par l'assemblée générale extraordinaire.

Art. 7. La surveillance de la société est confiée à un ou plusieurs commissaires, actionnaires ou non, nommés pour une durée qui ne peut dépasser six ans, rééligibles et toujours révocables.

Art. 8. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

Art. 9. L'assemblée générale annuelle des actionnaires se tiendra le 2 ème lundi du mois d'avril à 09.00 heures au siège social de la Société ou à tout autre endroit qui sera fixé dans l'avis de convocation.

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

Art. 10. Les convocations pour les assemblées générales sont faites conformément aux dispositions légales. Elles ne sont pas nécessaires lorsque tous les actionnaires sont présents ou représentés et qu'ils déclarent avoir eu préalablement connaissance de l'ordre du jour.

Le conseil d'administration peut décider que pour pouvoir assister à l'assemblée générale, le propriétaire d'actions doit en effectuer le dépôt cinq jours francs avant la date fixée pour la réunion; tout actionnaire aura le droit de voter en personne ou par mandataire, actionnaire ou non.

Chaque action donne droit à une voix.

Art. 11. L'assemblée générale des actionnaires a les pouvoirs les plus étendus pour faire ou ratifier tous les actes qui intéressent la société.

Elle décide de l'affectation et de la distribution du bénéfice net.

Le conseil d'administration est autorisé à verser des acomptes sur dividendes en se conformant aux conditions prescrites par la loi.

Art. 12. La loi du dix août mille neuf cent quinze sur les sociétés commerciales, ainsi que ses modifications ultérieures, trouveront leur application partout où il n'y est pas dérogé par les présents statuts.

Disposition transitoire

1. Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2014.

2. La première assemblée générale ordinaire se tiendra en 2015.

Souscription et libération

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

1 Monsieur Jean FABER, prénommé, cent cinquante-cinq actions, ...	155
2) Monsieur François FABER, prénommé, cent cinquante-cinq actions, ...	155
Total: trois cent dix actions, ...	310

Toutes les actions ont été entièrement libérées par des versements en espèces, de sorte que la somme de trente et un mille euros (EUR 31.000,-) se trouve à la disposition de la société, la preuve en ayant été rapportée au notaire qui le constate.

Déclaration

Le notaire instrumentaire déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, et en confirme expressément l'accomplissement.

Estimation des frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution, s'élève approximativement à la somme de neuf cent cinquante euros (EUR 950,-).

Assemblée générale extraordinaire

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

1. - Le nombre des administrateurs est fixé à cinq (5).

- Sont nommés administrateurs de catégorie A:

* H.E. Sheikh Hamad bin Jassim bin Jabr AL-THANI, businessman, né le 10 janvier 1959 au Qatar, demeurant à Doha (QATAR), Al Wajba Palace, Dukhan Road, P.O. Box 4044; et

* H.E. Sheikh Jassim bin Hamad bin Jassim bin Jabr AL-THANI, corporate director, né le 10 avril 1982 au Qatar, demeurant à Doha (QATAR), Al Wajba Palace, Dukhan Road, P.O. Box 4044.

- Sont nommés administrateurs de catégorie B:

* Monsieur Jean FABER, expert-comptable, né le 26 octobre 1960 à Luxembourg, demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt;

* Monsieur Gilles KRIER, expert-comptable, née le 26 novembre 1980 à Luxembourg (Grand-Duché de Luxembourg), demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt; et

* Monsieur Felix FABER, Bachelor Arts in International Business, né le 7 février 1990 à Luxembourg (Grand-Duché de Luxembourg), demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt.

Les mandats des administrateurs prendront fin à l'issue de l'assemblée générale annuelle qui se tiendra en l'an 2020.

2. - Le nombre des commissaires aux comptes est fixé à un (1).

Est nommée commissaire aux comptes:

"REVILUX S.A"., une société anonyme de droit luxembourgeois, ayant son siège social à L-2450 Luxembourg, 17, boulevard Roosevelt, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 25.549.

Le mandat du commissaire aux comptes prendra fin à l'issue de l'assemblée générale annuelle qui se tiendra en l'an 2020.

3. - Le siège social est établi à L-2450 Luxembourg, 15, boulevard Roosevelt.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais et le français, déclare par les présentes, qu'à la requête des comparants le présent acte est rédigé en anglais suivi d'une version française; à la requête des mêmes comparants, et en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

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

Signé: J. FABER, F. FABER, C. WERSANDT.

Enregistré à Luxembourg A.C., le 25 avril 2014. LAC/2014/19274. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée à la société;

Luxembourg, le 7 mai 2014.

Référence de publication: 2014063215/288.

(140072623) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Peintures Mousel S.A., Société Anonyme.

Siège social: L-9370 Gilsdorf, 19, Um Kneppchen.

R.C.S. Luxembourg B 94.140.

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DISSOLUTION

L'an deux mille quatorze, le vingt-quatre avril.

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

s'est réunie

l'assemblée générale extraordinaire de la société anonyme "PEINTURES MOUSEL S.A.", avec siège social à L-9370 Gilsdorf, 19, um Kneppchen, inscrite au registre de commerce sous le numéro B 94140, (matr: 1978 22 00 510);

constituée sous la dénomination de "E D P" suivant acte reçu par le notaire Joseph KERSCHEN, de résidence à Luxembourg-Eich, en date du 20 avril 1978, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 141 du 4 juillet 1978, modifiée à différentes reprises et en dernier lieu suivant acte passé par-devant Maître Marc CRAVATTE, alors notaire de résidence à Ettelbruck en date du 23 septembre 2004, publié au Mémorial C de l'année 2005, page 4514.

La séance est ouverte à 9.00 heures sous la présidence de Monsieur Joseph MOUSEL, maître peintre-décorateur, demeurant à Gilsdorf.

L'assemblée renonce à la nomination d'un secrétaire et d'un scrutateur.

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

1. Que les actionnaires présents et le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence qui restera annexée au présent procès-verbal, après avoir été signée "ne varietur" par les actionnaires présents, les membres du bureau et le notaire instrumentaire.

2. Qu'il résulte de ladite liste de présence que les deux cent cinquante (250) actions, représentatives du capital social de trente et un mille deux cent cinquante euros (EUR 31.250.-), sont toutes représentées à la présente assemblée et qu'il a pu être fait abstraction des convocations d'usage, les actionnaires se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu parfaite connaissance de l'ordre du jour qui leur a été communiqué au préalable.

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

Ces faits ayant été reconnus exacts par l'assemblée, le Président expose les raisons qui ont amené le conseil d'administration à proposer les points figurant à l'Ordre du Jour.

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

Les actionnaires représentant l'intégralité du capital social, déclarent avoir parfaite connaissance des statuts et de la situation financière de la Société;

I. être propriétaires de l'ensemble des actions de la Société et représentant l'intégralité du capital social, déclarent expressément procéder par les présentes à la dissolution de la Société;

II. que l'ensemble des dettes de la Société a été réglé et qu'ils ont reçu ou recevront tous les actifs de la Société, et reconnaissent qu'ils seront tenus de l'ensemble des obligations existantes (le cas échéant) de la Société après sa dissolution et que la société a cessé toute activité en date de ce jour;

que l'objet de la société à liquider ne servira pas à des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi modifiée du 19 février 1973 concernant la vente de substances médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-1 du Code Pénal (financement du terrorisme) et que la société à liquider ne s'est pas livrée à de telles activités.

III. En conséquence de cette dissolution, décharge pleine et entière est accordée par les actionnaires aux administrateurs et au commissaire aux comptes de la Société pour l'exécution de leurs mandats jusqu'à ce jour;

IV. Il sera procédé à l'annulation du registre des actionnaires et des actions de la Société et les livres et comptes de la Société seront conservés pendant cinq ans au siège social de la société.

Frais

Le montant des dépenses, frais, rémunérations et charges de toutes espèces qui incombent à la société ou qui sont mis à sa charge à raison du présent acte s'élèvent approximativement à sept cent cinquante euros (750 €) dont est tenu le bénéficiaire économique de la société.

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

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

Signé: Joseph MOUSEL, Pierre PROBST.

Enregistré à Diekirch, Le 24 avril 2014. Relation: DIE/2014/5140. Reçu soixante-quinze euros 75,00.-€.

Le Receveur pd (signé): Recken.

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

Ettelbruck, le 5 mai 2014.

Référence de publication: 2014062161/60.

(140072282) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

LCF Edmond de Rothschild Conseil, Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 59.956.

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

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

Signature.

Référence de publication: 2014061999/10.

(140072263) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mai 2014.

L1 Energy Capital Management S.à r.l., Société à responsabilité limitée.

Siège social: L-1528 Luxembourg, 1-3, boulevard de la Foire.

R.C.S. Luxembourg B 185.435.

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EXTRAIT

En Date du 11 avril 2014, le siège social de la Société a été transféré au 1-3, Boulevard de la Foire, L-1528 Luxembourg.

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

Luxembourg, le 30 avril 2014.

Pour la Société

Vitalij Farafonov

Référence de publication: 2014063231/13.

(140072690) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2014.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck