

MEMORIAL

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du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1892

21 juillet 2014

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BR Europe Parallel (Lux) S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 28, boulevard Royal.

R.C.S. Luxembourg B 114.150.

Les comptes consolidés de la société mère au 31 décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour BR Europe Parallel (Lux) S.à r.l.

Delloula Aouinti

Gérante

Référence de publication: 2014068026/13.

(140079854) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

BR Europe Parallel AIV (Lux) S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 28, boulevard Royal.

R.C.S. Luxembourg B 122.880.

Les comptes consolidés de la société mère au 31 décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour BR Europe Parallel AIV (Lux) S.à r.l.

Delloula Aouinti

Gérante

Référence de publication: 2014068027/13.

(140079853) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

C Comm Cie, Société Anonyme.

Siège social: L-8059 Bertrange, 3, Grevelsbarrière.

R.C.S. Luxembourg B 171.830.

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

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

Pour la Société

Référence de publication: 2014068034/10.

(140079630) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Chrissi Holding SA, Société Anonyme.

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.

R.C.S. Luxembourg B 177.449.

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: 2014068044/9.

(140079950) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Cassel Sàrl, Société à responsabilité limitée.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 108.400.

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: 2014068052/9.

(140080179) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

C&F Packaging S.à r.l., Société à responsabilité limitée.

Siège social: L-1940 Luxembourg, 296, route de Longwy.
R.C.S. Luxembourg B 96.836.

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.

IF EXPERTS COMPTABLES
B.P. 1832 L-1018 Luxembourg
Signature

Référence de publication: 2014068038/12.

(140079563) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Caffe & Co. Gastro-Service-Lux S.à r.l., Société à responsabilité limitée.

Siège social: L-6470 Echternach, 14, rue de la Montagne.
R.C.S. Luxembourg B 116.485.

Der Jahresabschluss vom 31.12.2011 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.
Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.
Echternach, den 15.05.2014.

Référence de publication: 2014068040/10.

(140080154) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CEREP Investment Birmingham S.à r.l., Société à responsabilité limitée.

Capital social: GBP 15.155,00.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 116.267.

Les comptes annuels au 30 juin 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 14 mai 2014.

Référence de publication: 2014068042/10.

(140079814) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CDCL S.A., Société Anonyme.

Siège social: L-3372 Leudelange, 21, rue Léon Laval.
R.C.S. Luxembourg B 16.861.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2014068058/9.

(140080139) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Compagnie Financière La Luxembourgeoise, Société Anonyme.

Siège social: L-3372 Leudelange, 9, rue Jean Fischbach.
R.C.S. Luxembourg B 7.074.

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.

COMPAGNIE FINANCIÈRE LA LUXEMBOURGEOISE
Société Anonyme
Signatures
Un Administrateur / Un Administrateur

Référence de publication: 2014068046/13.

(140079747) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CompAM FUND, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 49, avenue J.F. Kennedy.
R.C.S. Luxembourg B 92.095.

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.

CompAM Fund
Un agent domiciliataire

Référence de publication: 2014068048/11.

(140079495) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CAST-Partners S.à r.l., Société à responsabilité limitée.

Siège social: L-1940 Luxembourg, 296-298, route de Longwy.
R.C.S. Luxembourg B 122.017.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Junglinster, le 14 mai 2014.

Pour copie conforme

Référence de publication: 2014068053/11.

(140079501) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CCEF II Sailing HoldCo S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 35, avenue Monterey.
R.C.S. Luxembourg B 157.606.

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.

Référence de publication: 2014068055/10.

(140079566) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CERE II B Co-Invest S.à r.l., Société à responsabilité limitée.

Capital social: GBP 15.155,00.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 122.262.

Les comptes annuels au 30 juin 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 14 mai 2014.

Référence de publication: 2014068060/10.

(140079839) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CMI Credit S.à r.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.
R.C.S. Luxembourg B 166.085.

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 14 mai 2014.

Paul DECKER

Le Notaire

Référence de publication: 2014068069/12.

(140079278) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Clave Nobis, Société à responsabilité limitée.

Siège social: L-1631 Luxembourg, 49, rue Glesener.
R.C.S. Luxembourg B 136.998.

Les statuts coordonnés de la société ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 14 mai 2014.

Référence de publication: 2014068067/10.

(140079497) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CEREP Investment Bristol S.à.r.l., Société à responsabilité limitée.

Capital social: GBP 15.155,00.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 114.497.

Les comptes annuels au 30 juin 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 13 mai 2014.

Référence de publication: 2014068062/10.

(140079823) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CEREP Investment Ex Libri S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 114.496.

Les comptes annuels au 30 juin 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 13 mai 2014.

Référence de publication: 2014068063/10.

(140079842) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Club Med Asie S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 72.301.

Les comptes annuels au 31 octobre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour Club Med Asie S.A.

Un mandataire

Référence de publication: 2014068068/11.

(140079895) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Corniche Finance SA, Société Anonyme.

Siège social: L-2240 Luxembourg, 31, rue Notre-Dame.
R.C.S. Luxembourg B 59.199.

Il résulte de la décision des associés du 9 avril 2014 que le siège social de la société a été transféré à L-2240 Luxembourg, 31, rue Notre - Dame, avec effet immédiat.

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

Luxembourg, le 15.05.2014.

G.T. Experts Comptables Sàrl

Luxembourg

Référence de publication: 2014068075/13.

(140079748) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CEREP Ivry Seine S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 102.534.

Les comptes annuels au 30 juin 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 14 mai 2014.

Référence de publication: 2014068064/10.

(140079819) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CH'I Sàrl, Société à responsabilité limitée.

Siège social: L-1660 Luxembourg, 76-78, Grand-rue.

R.C.S. Luxembourg B 73.219.

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.

Référence de publication: 2014068065/9.

(140079927) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Charme Investments S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 88.675.

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: 2014068066/9.

(140079755) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

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

R.C.S. Luxembourg B 134.967.

EXTRAIT

La soussignée SHRM Financial Services (Luxembourg) S.A., en tant que domiciliataire de la société Kato S.à r.l., inscrite au Registre de commerce et des Sociétés de Luxembourg sous le numéro B134967, ayant son siège social au 64, rue Principale, L-5367 Schuttrange, déclare par la présente dénoncer le siège social de ladite société avec effet le 8 mai 2014 suite à la fin du contrat de domiciliation.

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

Schuttrange, le 8 mai 2014.

Pour extrait sincère et conforme

SHRM Financial Services (Luxembourg) S.A.

Domiciliataire de sociétés

Référence de publication: 2014068238/16.

(140080044) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Comptaplus S.A., Société Anonyme.

Siège social: L-4979 Fingig, 72, rue Nicolas Margue.

R.C.S. Luxembourg B 80.207.

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: 2014068071/10.

(140079609) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

CERE II F Co-invest Finance S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 128.646.

Les comptes annuels au 30 juin 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 14 mai 2014.

Référence de publication: 2014068061/10.

(140079794) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mai 2014.

Clove Management S.à r.l., Société à responsabilité limitée.

Siège social: L-1420 Luxembourg, 5, avenue Gaston Diderich.
R.C.S. Luxembourg B 151.161.

Par la présente, je donne ma démission en tant que gérant de votre société, avec effet immédiat.
Luxembourg, le 15 mai 2014.

Xavier Mangiullo.

Référence de publication: 2014069525/9.

(140082094) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

CMC Capital Luxembourg S.à r.l., Société à responsabilité limitée.**Capital social: EUR 204.750,00.**

Siège social: L-1116 Luxembourg, 6, rue Adolphe.
R.C.S. Luxembourg B 114.738.

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

Référence de publication: 2014069526/9.

(140081734) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Coleman Street Investments, Société d'Investissement à Capital Variable.

Siège social: L-1150 Luxembourg, 287, route d'Aron.
R.C.S. Luxembourg B 175.811.

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: 2014069527/9.

(140081272) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

DK Promotion S.A., Société Anonyme.

Siège social: L-2132 Luxembourg, 36, avenue Marie-Thérèse.
R.C.S. Luxembourg B 156.108.

EXTRAIT

Il résulte d'un procès-verbal d'une assemblée générale ordinaire tenue en date du 23 avril 2014 que:

L'assemblée accepte la démission de M. Guy Lanners et de M. Luc Hilger de leur fonction d'administrateur.

L'assemblée décide de nommer comme nouveaux administrateurs:

- Mme Madame Glaesener épouse Thillens Monique, née le 10.02.1959 Luxembourg, demeurant à 10, op der Driicht L-9653 Goesdorf

- La société BRETONE SA, ayant son siège social à 10, op der Driicht L-9653 Goesdorf, inscrite au Registre de Commerce et des Sociétés Luxembourg sous le numéro B160956

Leur mandat prendra fin à l'issue de l'assemblée générale qui se tiendra en l'année 2016.

Pour extrait sincère et conforme

Référence de publication: 2014069590/17.

(140081914) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Colombo Holdings S.A., Société Anonyme.

Siège social: L-2320 Luxembourg, 21, boulevard de la Pétrusse.
R.C.S. Luxembourg B 65.500.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour COLOMBO HOLDINGS S.A.

Société Anonyme

SOFINEX S.A.

Société Anonyme

Référence de publication: 2014069532/13.

(140081584) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Colombo Holdings S.A., Société Anonyme.

Siège social: L-2320 Luxembourg, 21, boulevard de la Pétrusse.
R.C.S. Luxembourg B 65.500.

EXTRAIT

L'assemblée générale du 28 février 2014 a décidé de renouveler

- les mandats des administrateurs

M. Patrick Kurt Oesch, avocat, Am Schanzengraben, 29, CH-8002 Zürich

Mr. Kurt H. Oesch, directeur de société, Am Schanzengraben, 29, CH-8002 Zürich

Mrs. Annette Müller, avocat, Am Schanzengraben, 29, CH-8002 Zürich

Mr. Ryan Rudolph, avocat, Am Schanzengraben, 29, CH-8002 Zürich

- ainsi que le mandat du commissaire aux comptes

FIDEX Audit S.à r.l., RCS Luxembourg B48513, 21, boulevard de la Pétrusse, L-2320 Luxembourg.

Les mandats viendront à échéance à l'issue de l'assemblée générale annuelle de 2017.

Pour COLOMBO HOLDINGS S.A.

Société Anonyme

SOFINEX S.A.

Société Anonyme

Référence de publication: 2014069533/21.

(140082017) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Columbia Lux Capital SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 148.049.

Les comptes annuels au 31/12/2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014069534/9.

(140081553) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

D-R Luxembourg International S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1610 Luxembourg, 8-10, avenue de la Gare.

R.C.S. Luxembourg B 183.371.

D-R Luxembourg Holding 3 S.à r.l., associé unique de la Société, a transféré son siège social au 8-10, Avenue de la Gare, L-1610 Luxembourg.

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

Référence de publication: 2014069556/11.

(140082090) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Comet Confiserie S.A., Société Anonyme Unipersonnelle.

Siège social: L-4959 Bascharage, 26, Zone Op Zaemer.

R.C.S. Luxembourg B 135.858.

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: 2014069535/9.

(140081465) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Compagnie de Gestion S.A., Société Anonyme.

Siège social: L-1340 Luxembourg, 8, place Winston Churchill.

R.C.S. Luxembourg B 97.878.

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.

Luxembourg, le 16 mai 2014.

Référence de publication: 2014069536/10.

(140081569) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Compagnie Financière Saint Paul S.A., Société Anonyme.

Siège social: L-2450 Luxembourg, 17, boulevard Roosevelt.

R.C.S. Luxembourg B 65.275.

- Constituée suivant acte reçu par Me Emile SCHLESSER, notaire de résidence à L-LUXEMBOURG, en date du 13 juillet 1998, publié au Mémorial, recueil Spécial C n° 692 du 26 septembre 1998;

- Modifiée pour la dernière fois par-devant Me Emile Schlessen, notaire de résidence à L-LUXEMBOURG, en date du 23 décembre 1998, publié au Mémorial, Recueil Spécial C n° 172 du 16 mars 1999.

Il résulte du procès-verbal de la réunion du Conseil d'Administration qui s'est tenue à Luxembourg en date du 13 mai 2014, que la décision suivante a été prise à l'unanimité des voix:

- Le siège social de la société COMPAGNIE FINANCIERE SAINT PAUL S.A. est transféré du 223, Val Ste Croix, L-1371 Luxembourg au 17, boulevard Roosevelt, L-2450 Luxembourg, à compter du 13 mai 2014.

Luxembourg, le 16 mai 2014.

Pour la société COMPAGNIE FINANCIERE SAINT PAUL S.A.

FIDUCIAIRE FERNAND FABER

Référence de publication: 2014069537/18.

(140081505) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Entrust-Invest Sàrl, Société à responsabilité limitée.

Capital social: EUR 14.000,00.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 172.870.

EXTRAIT

Suite au contrat de transfert de parts sociales en date du 8 avril 2014, il résulte que les 25 parts sociales de la Société détenues par M. Matthieu van der Schueren Devèze, ont été transférées comme suit:

- 9 parts sociales à M. Geert Janssen qui détient désormais 34 parts sociales de la Société,

- 8 parts sociales à M. Wim Borremans qui détient désormais 33 parts sociales de la Société,

- 8 parts sociales à M. Yves Croonenborghs qui détient désormais 33 parts sociales de la Société.

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

Luxembourg, le 15 mai 2014.

Pour Entrust Invest S.à r.l.

Référence de publication: 2014069628/17.

(140081414) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

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

Siège social: L-1246 Luxembourg, 4, rue Albert Borschette.
R.C.S. Luxembourg B 172.025.

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Extrait des résolutions prises par les actionnaires en date du 11 avril 2014

Première résolution:

Les actionnaires prennent acte de la démission de:

- Monsieur Jean-Marie Bettinger, gérant, né le 14 mars 1973, résidant professionnellement au 42 Rue de la Vallée L-2661 Luxembourg.
- Madame Magali Fetique, gérant, née le 01 février 1981, résidant professionnellement au 42 Rue de la Vallée L-2661 Luxembourg, avec effet au 26 mars 2014.

Deuxième résolution:

Les actionnaires nomment comme gérants:

- Monsieur Massimo Raschella, né le 16 avril 1978 à Differdange (Luxembourg), résidant professionnellement au 4, rue Albert Borschette L-1246 Luxembourg, avec effet au 11 avril 2014 et pour une durée limitée de 6 ans.
- Mademoiselle Estelle Wanssy, née le 07 juillet 1979 à Fresnes (France), résidant professionnellement au 4, rue Albert Borschette L-1246 Luxembourg, avec effet au 11 avril 2014 et pour une durée limitée de 6 ans.

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

Fait à Luxembourg, le 17 avril 2014.

Pour Compassse S.à r.l.

Référence de publication: 2014069539/23.

(140082003) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Crediinvest SICAV, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 30, boulevard Royal.
R.C.S. Luxembourg B 98.745.

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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: 2014069545/9.

(140081949) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

CSCP II Holdings Luxco S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 25C, boulevard Royal.
R.C.S. Luxembourg B 166.353.

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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 16 mai 2014.

Yasemin Bulut

Gérant

Référence de publication: 2014069552/12.

(140081603) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Data Managers S.à r.l., Société à responsabilité limitée.

Siège social: L-2132 Luxembourg, 2-4, avenue Marie-Thérèse.
R.C.S. Luxembourg B 169.850.

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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.

Référence de publication: 2014069567/10.

(140081400) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Signature.

Dallmayr Distribution Automatique S.à.r.l., Luxembourg, Société à responsabilité limitée.

Siège social: L-5551 Remich, 1, route de Luxembourg.
R.C.S. Luxembourg B 48.091.

—
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
Mandataire

Référence de publication: 2014069558/11.

(140081790) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Dallmayr Distribution Automatique S.à.r.l., Luxembourg, Société à responsabilité limitée.

Siège social: L-5551 Remich, 1, route de Luxembourg.
R.C.S. Luxembourg B 48.091.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature
Mandataire

Référence de publication: 2014069559/11.

(140081791) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Dallmayr Vending Luxembourg - Hot Chocolate G.m.b.H., Société à responsabilité limitée.

Siège social: L-5551 Remich, 1, route de Luxembourg.
R.C.S. Luxembourg B 80.144.

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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
Mandataire

Référence de publication: 2014069560/11.

(140081788) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Dallmayr Vending Luxembourg - Hot Chocolate G.m.b.H., Société à responsabilité limitée.

Siège social: L-5551 Remich, 1, route de Luxembourg.
R.C.S. Luxembourg B 80.144.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature
Mandataire

Référence de publication: 2014069561/11.

(140081789) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Data Managers S.à r.l., Société à responsabilité limitée.

Siège social: L-2132 Luxembourg, 2-4, avenue Marie-Thérèse.
R.C.S. Luxembourg B 169.850.

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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: 2014069568/10.

(140081460) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Dallmayr-conviLux S.à r.l., Société à responsabilité limitée.

Siège social: L-5551 Remich, 1, route de Luxembourg.

R.C.S. Luxembourg B 81.305.

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

Mandataire

Référence de publication: 2014069562/11.

(140081792) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Forum One, Société d'Investissement à Capital Variable.

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 188.605.

STATUTES

In the year two thousand fourteen, on the seventh day of the month of July.

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

There appeared:

Edmond de Rothschild (Europe), société anonyme, with registered office at 20, Boulevard Emmanuel Servais, L-2535 Luxembourg and registered with the Registre de Commerce et des Sociétés, Luxembourg under number B 19194,

Here represented by Mathieu Voos, professionally residing at 33, avenue J.F. Kennedy, L-1855, Luxembourg, by virtue of a power of attorney given under private seal.

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

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

1. Art. 1. Name.

1.1 There is hereby formed among the subscribers, and all other persons who will become owners of the shares hereafter created, an investment company with variable capital (société d'investissement à capital variable) in the form of a public limited liability company (société anonyme) under the name "Forum One" (the Company).

1.2 Any reference to shareholders of the Company (Shareholders) in the articles of incorporation of the Company (the Articles) will be a reference to 1 (one) Shareholder as long as the Company will have 1 (one) Shareholder.

2. Art. 2. Registered office.

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

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

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

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

4. Art. 4. Object of the Company.

4.1 The exclusive purpose of the Company is to invest the assets of the Company in Transferable Securities (as defined below) and other assets permitted by law in accordance with the principle of risk diversification, within the limits of the investment policies and restrictions determined by the Board pursuant to article 19 hereof, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

4.2 The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfilment and implementation of the object of the Company to the full extent permitted by Part I of the act dated 17 December 2010 on undertakings for collective investment, as may be amended or replaced from time to time (the 2010 Act).

5. Art. 5. Share capital, Share classes.

5.1 The capital of the Company will at all times be equal to the total net assets of the Company and will be represented by fully paid-up shares of no par value.

5.2 The minimum capital, as provided by law, is fixed at EUR 1,250,000 (one million two hundred and fifty thousand euro) to be reached within a period of six months as from the authorisation of the Company by the Luxembourg supervisory authority, being provided that shares of a target Sub-fund held by an investing Sub-fund will not be taken into account for the purpose of the calculation of the EUR 1,250,000 minimum capital requirement. Upon the decision of the Board, the shares issued in accordance with these Articles may be of more than one share class. The proceeds from the issue of shares of a share class, less a sales commission (sales charge) (if any), are invested in Transferable Securities of all types and other legally permissible assets in accordance with the investment policy as set forth by the Board and taking into account investment restrictions imposed by law.

5.3 The initial capital is EUR 31,000 (thirty one thousand euro) divided into 310 (three hundred and ten) shares of no par value.

5.4 The Company has an umbrella structure, each compartment corresponding to a distinct part of the assets and liabilities of the Company (a Sub-fund) as defined in article 181 of the 2010 Act, and that is formed for one or more share classes of the type described in these Articles. Each Sub-fund will be invested in accordance with the investment objective and policy applicable to that Sub-fund, the investment objective, policy, as well as the risk profile and other specific features of each Sub-fund are set forth in the prospectus of the Company (the Prospectus). Each Sub-fund may have its own funding, share classes, investment policy, capital gains, expenses and losses, distribution policy or other specific features.

5.5 Within a Sub-fund, the Board may, at any time, decide to issue one or more share classes the assets of which will be commonly invested but subject to different fee structures, distribution, marketing targets, currency or other specific features, including special rights as regards the appointment of directors in accordance with article 13 of these Articles. A separate net asset value per share, which may differ as a consequence of these variable factors, will be calculated for each share class.

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

5.7 The Company is one single legal entity. However, the rights of the Shareholders and creditors relating to a Sub-fund or arising from the setting-up, operation and liquidation of a Sub-fund are limited to the assets of that Sub-fund. The assets of a Sub-fund are exclusively dedicated to the satisfaction of the rights of the Shareholder relating to that Sub-fund and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Sub-fund, and there will be no cross liability between Sub-funds, in derogation of article 2093 of the Luxembourg Civil Code.

5.8 The Board may create each Sub-fund for an unlimited or limited period of time; in the latter case, the Board may, at the expiration of the initial period of time, extend the duration of that Sub-fund one or more times. At the expiration of the duration of a Sub-fund, the Company will redeem all the shares in the share class(es) of that Sub-fund, in accordance with article 8 of these Articles, irrespective of the provisions of article 23 of these Articles. At each extension of the duration of a Sub-fund, the registered Shareholders will be duly notified in writing, by a notice sent to their address as recorded in the Company's register of Shareholders. The Prospectus indicates the duration of each Sub-fund and, if applicable, any extension of its duration.

5.9 For the purpose of determining the capital of the Company, the net assets attributable to each share class will, if not already denominated in euro, be converted into euro. The capital of the Company equals the total of the net assets of all the share classes.

6. Art. 6. Shares.

6.1 The Company may, upon decision of the Board, issue shares in registered form or in dematerialised form on such terms and conditions as the Board will prescribe. Dematerialised shares are shares exclusively issued by book entry in an issue account (compte d'émission), held by an authorised central account holder or an authorised settlement system designated by the Company and disclosed in the Prospectus.

6.2 All registered shares issued by the Company are entered in the register of Shareholders, which is kept by the Company or by one or more persons designated by the Company. This register contains the names of the owners of registered shares, their permanent residence or elected domicile as indicated to the Company, and the number of registered shares held by them.

6.3 The entry of the Shareholder's name in the register of shares evidences the Shareholder's right of ownership to such registered shares. The Company decides whether a certificate for such entry is delivered to the Shareholder or whether the Shareholder receives a written confirmation of its shareholding.

6.4 Shareholders entitled to receive registered shares must provide the Company with an address to which all notices and announcements may be sent. This address will also be entered into the register of Shareholders.

6.5 In the event that a Shareholder does not provide an address, the Company may have a notice to this effect entered into the register of Shareholders. The Shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be determined by the Company from time to time, until another address is provided to the Company by that Shareholder. A Shareholder may, at any time, change the address entered in the register of Shareholders by means of a written notification to the registered office of the Company or to such other address as may be determined by the Company from time to time.

6.6 Holders of dematerialised shares must provide, or must ensure that registrar agents shall provide, the Company with information for identification purposes of the holders of such shares in accordance with applicable laws. If on a specific request of the Company, the holder of dematerialised shares does not furnish the requested information, or furnishes incomplete or erroneous information within a time period provided for by law or determined by the Board at its discretion, the Board may decide to suspend voting rights attached to all or part of the dematerialised shares held by the relevant person until satisfactory information is received.

6.7 If a Shareholder can prove to the satisfaction of the Company that his share certificate has been lost, damaged or destroyed, then, at the Shareholder's request, a duplicate share certificate may be issued under such conditions and guarantees as the Company may determine, including but not restricted to a bond issued by an insurance company. With the issuance of the new share certificate, which will be marked as a duplicate, the original share certificate being replaced will become void.

6.8 Damaged share certificates may be cancelled by the Company and replaced by new certificates.

6.9 The Company may, at its discretion, charge the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the cancellation of the original share certificate, to the Shareholder.

6.10 The Company recognises only one owner per share. If one or more shares are jointly owned or if the ownership of a share or shares is disputed, all persons claiming a right to those shares will appoint one owner to represent those shares towards the Company. The failure to appoint such an attorney results in the suspension of the exercise of all rights attached to such shares.

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

7. Art. 7. Issue of shares.

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

7.2 The Board may impose restrictions on the frequency at which shares of a certain share class are issued; the Board may, in particular, decide that shares of a particular share class will only be issued during one or more subscription periods or at such other intervals as provided for in the Prospectus and the Board may decide not to issue any further shares of a particular share class in its entire discretion.

7.3 Shares in Sub-funds will be issued at the subscription price. The subscription price for shares of a particular share class of a Sub-fund corresponds to the net asset value per share of the respective share class (see articles 11 and 12 below) plus any subscription fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The relevant subscription price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

7.4 A process determined by the Board and described in the Prospectus will govern the chronology of the issue of shares in a Sub-fund.

7.5 The subscription price is payable within a period determined by the Board, which may not exceed seven (7) business days from the later of (i) the relevant valuation day (the Valuation Day), determined as every such day on which the net asset value per share for a given share class or Sub-fund is calculated or (ii) the date on which the Net Asset Value in respect of that Valuation Day is available.

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

7.7 The Company may agree to issue shares as consideration for a contribution in kind of assets, in accordance with Luxembourg law, in particular in accordance with the obligation to deliver a valuation report from the auditor (réviseur d'entreprises agréé) of the Company, and provided that such assets are in accordance with the investment objectives and policies of the relevant Sub-fund.

7.8 Applications for subscription are, unless otherwise decided by the Board in accordance with the terms of the Prospectus, irrevocable, except - for the duration of such suspension - when the calculation of the net asset value has been suspended in accordance with article 12 of these Articles.

8. Art. 8. Redemption of shares.

8.1 Any Shareholder may request redemption of all or part of his shares from the Company, pursuant to the conditions and procedures set forth by the Board in the Prospectus and within the limits provided by law and these Articles.

8.2 Subject to the provisions of article 12 of these Articles and this article 8, the redemption price per share will be paid within a period determined by the Board which may not exceed seven (7) business days from the later of (i) the relevant Valuation Day or (ii) the date on which the Net Asset Value in respect of that Valuation Day is available, as determined in accordance with the current policy of the Board, provided that any share certificates issued and any other transfer documents have been received by the Company.

8.3 The redemption price per share for shares of a particular share class of a Sub-fund corresponds to the net asset value per share of the respective share class less any redemption fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

8.4 If as a result of a redemption application, the number or the value of the shares held by any Shareholder in any share class falls below the minimum number or value that is then determined by the Board in the Prospectus, the Company may decide to treat such an application as an application for redemption of all of that Shareholder's shares in the given share class.

8.5 The Company may satisfy payment of the redemption price owed to any Shareholder, subject to such Shareholder's agreement, in specie by allocating assets to the Shareholder from the portfolio set up in connection with the share class (es) equal in value to the value of the shares to be redeemed (calculated in the manner described in article 11 below) as of the Valuation Day or the time of valuation when the redemption price is calculated if the Company determines that such a transaction would not be detrimental to the best interests of the remaining Shareholders of the relevant Sub-fund. The nature and type of assets to be transferred in such case will be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders in the given share class or share classes, as the case may be. The valuation used will be confirmed by a special report of the auditor of the Company. The costs of any such transfers are borne by the transferee.

8.6 All redeemed shares will be cancelled.

8.7 All applications for redemption of shares are, unless otherwise decided by the Board in accordance with the terms of the Prospectus, irrevocable, except - in each case for the duration of the suspension - in accordance with article 12 of these Articles, when the calculation of the net asset value has been suspended or when redemption has been suspended as provided for in this article.

8.8 The Company may redeem shares of any Shareholder if:

(a) any of the representations given by the Shareholder to the Company were not true and accurate or have ceased to be true and accurate; or

(b) the Shareholder is a Restricted Person (as defined in article 10 below); or

(c) that the continuing ownership of shares by the Shareholder would cause an undue risk of adverse tax consequences to the Company or any of its Shareholders; or

(d) the continuing ownership of shares by such Shareholder may be prejudicial to the Company or any of its Shareholders; or

(e) further to the satisfaction of a redemption request received by a Shareholders, the number or aggregate amount of shares of the relevant share class held by this Shareholder is less than the Minimum Holding Amount as is stipulated in the Prospectus.

9. Art. 9. Conversion of shares.

9.1 A Shareholder may convert shares of a particular share class of a Sub-fund held in whole or in part into shares of the corresponding share class of another Sub-fund; conversions from shares of one share class of a Sub-fund to shares of another share class of either the same or a different Sub-fund are also permitted, except otherwise decided by the Board.

9.2 The Board may make the conversion of shares dependent upon additional conditions.

9.3 A conversion application will be considered as an application to redeem the shares held by the Shareholder and as an application for the simultaneous acquisition (issue) of the shares to be acquired. The conversion ratio will be calculated on the basis of the net asset value per share of the respective share class; a conversion fee may be incurred. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The prices of the conversion may be rounded up or down to the nearest unit of the currency in which they are to be paid, as determined by the Board. The Board may determine that balances of less than a reasonable amount to be set by the Board, resulting from conversions will not be paid out to Shareholders.

9.4 As a rule, both the redemption and the acquisition parts of the conversion application should be calculated on the basis of the values prevailing on one and the same Valuation Day. If there are different order acceptance deadlines for the Sub-funds in question, the calculation may deviate from this, in particular depending on the sales channel. In particular either:

(a) the sales part may be calculated in accordance with the general rules on the redemption of shares (which may be older than the general rules on the issue of shares), while the purchase part would be calculated in accordance with the general (newer) rules on the issue of shares; or

(b) the sales part is not calculated until a time later in relation to the general rules on share redemption together with the purchase part calculated in accordance with the newer (in relation to the sales part) rules on the issue of shares.

9.5 As a rule, conversions may only be effected if, at the time, both the redemption of the shares to be converted and the issue of the shares to be acquired are simultaneously possible; there will be no partial execution of the application unless the possibility of issuing the shares to be acquired ceases after the shares to be converted have been redeemed.

9.6 All applications for the conversion of shares are, unless otherwise decided by the Board in accordance with the terms of the Prospectus, irrevocable, except - in each case for the duration of the suspension - in accordance with article 12 of these Articles, when the calculation of the net asset value of the shares to be redeemed has been suspended or when redemption of the shares to be redeemed has been suspended as provided for in article 8 above. If the calculation of the net asset value of the shares to be acquired is suspended after the shares to be converted have already been redeemed, only the acquisition part of the conversion application can be revoked during this suspension.

9.7 If as a result of a conversion application, the number or the value of the shares held by any Shareholder in any share class falls below the minimum number or value that is then - if the rights provided for in this sentence are to be applicable - determined by the Board in the Prospectus, the Company may decide to treat the purchase part of the conversion application as a request for redemption for all of the Shareholder's shares in the given share class; the acquisition part of the conversion application remains unaffected by any additional redemption of shares.

9.8 Shares that are converted to shares of another share class will be cancelled.

10. Art. 10. Restrictions on ownership of shares - Transfer of shares.

10.1 The Company may restrict or prevent the ownership of shares in the Company by any individual or legal entity,

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

(b) if it may result in a breach of any law or regulation, whether under Luxembourg law or other law;

(c) if such individual or legal entity is a US Person (as defined in the Prospectus) or is acting for or on behalf of a US Person; or

(d) if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such individual or legal entities are to be determined by the Board and are defined herein as Restricted Persons).

10.2 For such purposes the Company may:

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

(b) at any time require any person whose name is entered in the register of Shareholders or who seeks to register the transfer of shares in the register of Shareholders to furnish the Company 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 shares rests with a Restricted Person, or whether such registration will result in beneficial ownership of such shares by a Restricted Person; and

(c) decline to accept the vote of any Restricted Person at the General Meeting; and

(d) instruct a Shareholder to sell his shares and to demonstrate to the Company that this sale was made within ten (10) business days of the sending of the relevant notice if the Company determines that a Restricted Person is the sole beneficial owner or is the beneficial owner together with other persons.

10.3 If the investor does not comply with the relevant notice, the Company may, in accordance with the procedure described below, compulsorily redeem all shares held by such a Shareholder or have this redemption carried out:

(a) The Company provides a second notice (Purchase Notice) to the investor or the owner of the shares to be redeemed, in accordance with the entry in the register of Shareholders; this Purchase Notice designates the shares to be redeemed and the procedure under which the redemption price is calculated.

(b) Such Purchase Notice will be sent by registered mail to the last known address or to the address listed in the Company's books. This Purchase Notice obliges the investor in question to send the share certificate or share certificates that represent the shares to the Company in accordance with the information in the Purchase Notice.

(c) Immediately upon close of business on the date designated in the Purchase Notice, the Shareholder's ownership of the shares which are designated in the Purchase Notice ends. For registered shares and dematerialised shares, the name of the Shareholder is deleted from the register of Shareholders.

(d) The price at which these shares are acquired (Sales Price) corresponds to an amount determined on the basis of the share value of the corresponding share class on a Valuation Day, or at some time during a Valuation Day, as determined by the Board, less any redemption fees incurred, if applicable. The purchase price is, less any redemption fees incurred, if applicable, the lesser of the share value calculated before the date of the Purchase Notice and the share value calculated on the day immediately following submission of the share certificate(s).

(e) The purchase price will be made available to the previous owner of these shares in the currency determined by the Board for the payment of the redemption price of the corresponding share class and deposited by the Company at a bank in Luxembourg or elsewhere (corresponding to the information in the Purchase Notice) after the final determination of the purchase price following the return of the share certificate(s) as designated in the Purchase Notice and their corresponding coupons that are not yet due. After the Purchase Notice has been provided and in accordance with the procedure outlined above, the previous owner no longer has any claim related to all or any of these shares and the previous owner also has no further claim against the Company or the Company's assets in connection with these shares, with the exception of the right to receive payment of the purchase price without interest from the named bank after actual delivery of the share certificate(s). All income from redemptions to which Shareholders are entitled in accordance with the provisions of this paragraph may no longer be claimed and is forfeited as regards the respective share class(es) unless such income is claimed within a period of five years after the date indicated in the Purchase Notice. The Board is authorised to take all necessary steps to return these amounts and to authorise the implementation of corresponding measures for the Company.

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

10.4 Restricted Persons as defined in these Articles are neither persons who subscribe shares for the duration of their shareholding in connection with the formation of the Company nor securities dealers who subscribe shares in the Company for distribution.

10.5 The Company may decline to register a transfer of shares:

- (a) if in the opinion of the Company, the transfer will be unlawful or will result or be likely to result in any adverse regulatory, tax or fiscal consequences to the Company or its Shareholders; or
- (b) if the transferee is a US Person or is acting for or on behalf of a US Person; or
- (c) if the transferee is a Restricted Person or is acting for or on behalf of a Restricted Person; or
- (d) in relation to share classes reserved for subscription by institutional investors, if the transferee is not an institutional investor; or
- (e) in circumstances where an investor engages in market trading or late trading activities; or
- (f) if in the opinion of the Company, the transfer of the shares would lead to the shares being registered in a depository or clearing system in which the shares could be further transferred otherwise than in accordance with the terms of the Prospectus or these Articles.

11. Art. 11. Calculation of net asset value per share.

11.1 The net asset value per share of each active Sub-fund, share class or subclass (the Net Asset Value or NAV) is determined in Luxembourg by the management company of the Company (the Management Company) or one of its delegates under the responsibility of the Management Company at least twice a month in accordance with the Articles, by dividing the net value of the assets of the Sub-fund in question (or allocated to the relevant share class or sub-class), which corresponds to the value of the assets of the Sub-fund (or allocated to the relevant share class or sub-class) less its liabilities, by the number of shares in circulation in that Sub-fund (or share class or sub-class) on the same date, and rounding up or down to the nearest higher or lower unit of the valuation currency of the Sub-fund (or share class or sub-class), which is specified in the Data Sheets. In order to avoid any ambiguity, the unit of the valuation currency is understood to mean the smallest unit in that currency (if, for example, the valuation currency is the Euro, the unit is the cent).

11.2 The Net Asset Value per share of each Sub-fund (or share class or subclass) is determined with a frequency specified for each Sub-fund in the data sheets of the Prospectus (the Valuation Day).

11.3 In establishing the audited annual report and the unaudited semi-annual report, the Company will, for each Sub-fund, carry out an additional valuation of its securities' portfolio by using for this purpose the closing prices of the same day. As such and if necessary, at the closing date of the financial year and the semester, the Company will carry out two determinations of the Net Asset Value of the Sub-funds concerned, one based on the principle of the securities' portfolio valued at the last available rates at the moment of the determination of the price applicable to subscriptions, redemptions and conversions processed on this date, and the other based on the principle of the securities' portfolio valued at the closing prices of the same day and intended to be published in the annual revised report and in the non-revised semi-annual report. To avoid any risk of confusion for the investors, the audited annual report as well as the unaudited semi-annual report will clearly mention the double determination of the Net Asset Value of the Sub-funds concerned and an explanatory note will be inserted in those reports in order to specify the origin of the gap between the Net Asset Value determined on the basis of the closing rates and the Net Asset Value applied to subscriptions, redemptions and conversions.

11.4 The Net Asset Value of the shares in each Sub-fund is determined by dividing the sum of the net assets of each Sub-fund by the number of shares of the Sub-fund in question in circulation on the valuation date, and rounding up or

down to the nearest whole hundredth share of the Valuation Currency in which the Net Asset Value of the relevant shares of that Sub-fund are calculated.

11.5 If a Sub-fund has more than one share class in issue, the Management Company (or one of its delegates) will calculate the Net Asset Value per share of each share class for a Valuation Day by dividing the portion of the Net Asset Value of the relevant Sub-fund attributable to a particular share class by the number of shares of such share class in the relevant Sub-fund which are in issue on the Valuation Day (including shares in relation to which a Shareholder has requested redemption on the Valuation Day).

11.6 The total net assets of the Company are expressed in Euros and the consolidation of the various different Sub-funds is obtained by converting the net assets of the various different Sub-funds into Euros and adding them together them.

11.7 The valuation of the net assets of the various different Sub-funds will be carried out in the manner described below.

11.8 The assets of the Company will comprise, among others:

(a) all of the currency in cash or in bank deposits including interest due but not received and interest accrued on such deposits on the Valuation Day;

(b) all effects and notes payable at sight and accounts receivable (including earnings from sales of securities the cost of which has still not been received);

(c) all securities, units, shares, bonds, option rights or subscription rights and other investments and securities which are owned by the Company;

(d) all dividends and distributions receivable by the Company in cash or in securities insofar as the Company is aware of these;

(e) all interest due but not yet received and all interest produced up to the Valuation Day by securities which are the property of the Company, except where such interest is included within the principal of such securities;

(f) the setting-up expenses of the Company insofar as they have not yet been amortised;

(g) all other assets of any nature whatsoever, including prepaid expenses.

11.9 The value of such assets will be determined in the following manner:

(a) The value of cash in hand or on deposit, bills and notes payable at sight, and accounts receivable, prepayments, and dividends and interest notified or reaching maturity but not received shall be made up of the nominal value of such assets, except insofar as it is unlikely that such value will be received; in this latter case, the value will be determined by deducting such amount as the Board may consider appropriate in order to reflect the real value of those assets.

(b) The valuation of securities and/or Money Market Instruments (i) dealt in on an official stock exchange or any other regulated market as defined in the Council Directive 2004/39/EEC dated 21 April 2004 on markets in financial instruments or any other market established in the European Economic Area which is regulated, operates regularly and is recognised and open to the public (a Regulated Market), or (ii) dealt in on any Other Regulated Market (as defined below), or (iii) accepted for official listing on a stock exchange of a State which is not a EU Member State, or dealt in on any Other Regulated Market in any non-EU Member State, will be based upon the last price known in Luxembourg on the Valuation Day, and if such securities or such instruments are traded on several markets, on the basis of the last price known at the principal market for such securities or instruments on the Valuation Day. If the last known price on any given Valuation Day is not representative, the valuation will be based upon the probable realisation value which the Board will estimate with prudence and in good faith.

(c) Unquoted securities or those not dealt in on a Regulated Market or any Other Regulated Market will be valued on the basis of their probable realisation value, which the Board will estimate with prudence and in good faith.

(d) Forwards and futures contracts and options are valued on the basis of the last known price in the market involved. The prices used are the settlement prices in the forwards and futures markets.

(e) Liquid assets are valued at their nominal value plus any accrued interest.

(f) Swaps are valued at their fair market value based upon the last known price of the underlying asset.

(g) Money Market Instruments which are not listed on a stock exchange or dealt in on a Regulated Market or Other Regulated Market will be valued in accordance with market practice.

(h) Financial derivative instruments which are not quoted in a securities market or traded in any Other Regulated Market will be valued in accordance with market practice.

(i) Units or shares issued by undertakings for collective investment in transferable securities (UCITS) or other undertakings for collective investment (UCIs) are valued on the basis of their last available net asset value.

(j) All other assets are valued on the basis of their probable realisation value, which should be estimated using prudence and in good faith.

(k) Values expressed in any other currency than the Valuation Currency of the Sub-fund in question will be converted using the mean rate of exchange of the currency concerned.

11.10 For the purpose of these Articles, Other Regulated Market refers to a regulated market which operates regularly which is recognised and open to the public, that is to say (i) a market which meets the following cumulative criteria: liquid;

multi-lateral order matching (general matching of purchases and sales which makes it possible to establish a single price); and transparency (distribution of all transaction information which allows market participants to follow the developments of the market in order to ensure that their orders have been properly executed under the correct conditions); (ii) in which the securities are traded regularly; (iii) which is recognised by a State or by a public authority which enjoys the delegated power of that State, or by another entity such as a professional association recognised by that State or by that public authority; and (iv) in which the securities traded therein are accessible to the public.

11.11 In cases where the calculation methods above are not appropriate, the Board may adjust the value of any investment, or allow another valuation method to be employed for the assets of the Company if they consider that the circumstances justify the adoption of such adjustment or other valuation methods such that the value of the investments should be reflected more correctly.

11.12 If it is found that one or several sources of quotations are unable to supply the valuations to the Management Company (or one of its delegates), the latter is authorised not to calculate the Net Asset Value, and consequently not to determine the prices for subscription, redemption, and conversion. If necessary, the Board may then decide to suspend the calculation of the Net Asset Value in accordance with the procedures described in article 12 below.

11.13 Adequate provisions will be made, Sub-fund by Sub-fund, for expenses to be borne by each of the Company's Sub-funds and off-balance-sheet commitments may possibly be taken into account on the basis of fair and prudent criteria.

11.14 The liabilities of the Company will comprise, among others:

- (a) all borrowings, matured effects, and accounts payable;
- (b) all known obligations whether or not due, including contractual obligations reaching maturity which are related to payments in cash or in kind (including the amount of dividends declared by the Company but not yet paid);
- (c) all reserves authorised or approved by the Board, including those which have been constituted in order to meet a potential capital loss on certain investments made by the Company;
- (d) any other liability of the Company, of whatsoever nature, with the exception of those which are represented by the Company's own resources. When valuing the sum of such other liabilities, the Company will include in their calculation all expenses to be met by the Company comprising, without limitation the setting-up costs and the costs of subsequent amendment of the Articles, fees and expenses payable to the various different service providers such as the Management Company, the investment managers, the distributors and the nominees if any, the depositary, the correspondent agents, the administrative agent, the transfer agents, paying agents and other contractors and employees of the Company, and in addition the permanent representatives of the Company in the countries in which it is subject to registration, fees for legal assistance, the audit of the annual accounts of the Company, promotional expenses, the costs of printing and publication of the documents in respect of the sale of the shares, the cost of printing the annual and interim financial statements, the costs of holding General Meetings and the meetings of the Board, reasonable travel expenses of the members of the Board, including their insurance premiums, assistance fees, registration declaration expenses, all taxes and duties exacted by government authorities and securities markets, the costs of publishing the prices for issue, redemption, and conversion and all other operating expenses including financial, bank, and brokerage costs incurred during the purchase and sale of assets or otherwise, and all other administrative expenses.

11.15 When valuing the amount of such liabilities, the Company shall include administrative expenses, taxes and other regular or periodical expenses in the calculation in time proportion. To this end, an appropriate provision determined from time to time by the Company and if necessary any other reserves authorised and approved by the Board together with a sum (if required) which the Board may consider to constitute an appropriate reserve in order to satisfy any other potential liability of the Company.

11.16 In respect of relations between the shareholders, each Sub-fund will be considered a separate entity generating its own revenues, capital gains and capital losses, expenses and costs, without restriction. Assets, liabilities, costs, and expenses which are not attributable to any specific Sub-fund shall be allocated to the various different Sub-funds in equal parts or in proportion to their respective net assets in cases where the sums in question justify this.

11.17 Every share of the Company which is in the process of being redeemed will be deemed to be a share issued and in existence until the close of the Valuation Day which corresponds to the redemption of that share, and its price will be deemed to constitute a liability of the Company as from the close of that day.

11.18 All shares are to be issued by the Company in compliance with the orders for subscription received will be treated as having been issued as from the Valuation Day of its issue price, and its price will be treated as a receivable of the Company until it has in fact been received by the Company.

11.19 General rules

- (a) all valuation regulations and determinations will be interpreted and made in accordance with Luxembourg law;
- (b) the latest Net Asset Value per share may be obtained at the registered office of the Company in accordance with the terms of the Prospectus;
- (c) for the avoidance of doubt, the provisions of this article 11 are rules for determining the Net Asset Value per share and are not intended to affect the treatment for accounting or legal purposes of the assets and liabilities of the Company or any shares issued by the Company;

(d) the Net Asset Value per share of each share class (or sub-class) in each Sub-fund is made public at the offices of the Company and Management Company. The Company may arrange for the publication of this information in the Valuation Currency of each Sub-fund/ share class and any other currency at the discretion of the Company in leading financial newspapers. The Company cannot accept any responsibility for any error or delay in publication or for non-publication of prices;

(e) different valuation rules may be applicable in respect of a specific Sub-fund as further laid down in the Prospectus.

12. Art. 12. Frequency and temporary suspension of the calculation of share value and of the issue, redemption and conversion of shares.

12.1 The Board is authorised to suspend the calculation of the Net Asset Value of the shares of one or more of the Sub-funds or of one or more of the share classes or sub-classes, on a temporary basis, together with issues, redemptions, and conversions, in the following cases:

(a) throughout every period during which a market or securities market which is the principal market or securities market where a substantial proportion of the investments of one or several Sub-funds is quoted is closed, except on the days on which they are normally closed, or during which trading on such market is subject to significant restrictions or are suspended;

(b) during a political, financial, military, monetary, or social situation, or any event of force majeure, which is beyond the liability or control of the Company, and makes it impossible to dispose of the assets of one or more Sub-funds by reasonable normal means without giving rise to serious prejudice to the interests of the shareholders;

(c) during any disruption in the communications normally employed to determine the prices of any investment of the relevant Sub-fund(s) or the current prices on any market or securities market;

(d) during restrictions on foreign exchange or the transfer of capital which may prevent the execution of transactions to the account of the relevant Sub-fund(s) or when restrictions on purchase or sale to the account of the Company cannot be implemented at normal exchange rates;

(e) when the Board so decides, subject to the observance of the principle of fair treatment between the shareholders and the applicable laws and regulations (i) following the invitation to an extraordinary General Meeting of the Company, a Sub-fund or a share class or sub-class which intends to make a decision in respect of the liquidation or the merger of the Company or of a Sub-fund or of a share class or subclass, and (ii) when the Board has the power following a decision to liquidate or wind up or merge a Sub-fund, a share class, or a sub-class;

(f) in the event that the Management Company (or one of its delegates) does not have the means to determine the price of UCIs in which the relevant Sub-fund has invested (when the calculation of the net assets value of the UCIs in question has been suspended).

12.2 Subscribers and shareholders who offer their Shares for redemption or conversion shall be advised of the suspension of the calculation of the Net Asset Value at the moment of receiving the application for subscription, redemption, or conversion or through publication of the decision to suspend effected through the press.

12.3 Notice of the suspension of the calculation of the Net Asset Value will be given to the affected investors by appropriate means as the Board may decide if the expected duration of the suspension exceeds a certain limit.

12.4 Subscriptions and orders for redemption or conversions which are suspended may be withdrawn by written notification provided that such notice of withdrawal is received by the Company prior to the termination of the suspension.

12.5 Subscriptions, redemptions, and conversions which are suspended will be dealt with on the first Valuation Day following the termination of the suspension.

13. Art. 13. Board of directors.

13.1 The Company will be managed by a Board of at least three (3) director (including the chairman of the Board). The directors of the Company, either Shareholders or not, are appointed for a term which may not exceed 6 (six) years, by a General Meeting.

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

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

13.4 Any director may be removed with or without cause or be replaced at any time by resolution adopted by the General Meeting.

13.5 In the event of a vacancy in the office of a member of the Board, the remaining directors may temporarily fill such vacancy; the Shareholders will take a final decision regarding such nomination at their next General Meeting.

14. Art. 14. Board meetings.

14.1 The Board will elect a chairman out of the members of the Board. It may further choose a secretary, either director or not, who will be in charge of keeping the minutes of the meetings of the Board. The Board will meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

14.2 The chairman will preside at all General Meetings and all meetings of the Board. In his absence, the General Meeting or, as the case may be, the Board will appoint another member of the Board as chairman pro tempore by vote of the majority in number present in person or by proxy at such meeting.

14.3 Meetings of the Board are convened by the chairman or by any other two members of the Board.

14.4 The directors will be convened separately to each meeting of the Board. Written notice of any meeting of the Board will be given to all directors at least forty-eight (48) hours prior to the date set for such meeting, except in emergencies, in which case the nature of the emergency will be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, telefax or other similar means of communication. No separate invitation is necessary for meetings whose date and location have been determined by a prior resolution of the Board.

14.5 The meetings are held at the place, the day and the hour specified in the convening notice.

14.6 Any director may act at any meeting of the Board by appointing in writing or by telefax or telegram or telex another director as his proxy.

14.7 A director may represent more than one of his colleagues, under the condition however that at least two directors are present at the meeting.

14.8 Any director may participate in any meeting of the Board by conference call or by other similar means of communication allowing all the persons taking part in the meeting to hear and speak to one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting and is deemed to be held at the registered office of the Company.

14.9 The Board can validly debate and take decisions only if the majority of its members is present or duly represented.

14.10 The Board may validly deliberate and make decisions only if at least one half of its members is present or represented. Decisions are made by the majority of the votes expressed by the members present or represented. If a member of the Board abstains from voting or does not participate to a vote, this abstention or non participation are not taken into account in calculating the majority.

14.11 In the case of a tied vote, the Chairman or the chairman pro tempore, as the case may be, will have a casting vote.

14.12 Resolutions signed by all directors will be valid and binding in the same manner as if they were passed at a meeting duly convened and held. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or telefax.

14.13 The decisions of the Board will be recorded in minutes to be inserted in a special register and signed by the chairman or by any two other directors. Any proxies will remain attached thereto.

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

14.15 No contract or other transaction between the Company and any other company, firm or other entity will be affected or invalidated by the fact that any one or more of the directors or officers of the Company have a personal interest in, or are a director, associate, officer or employee of such other company, firm or other entity. Any director who is director or officer or employee of any company, firm or other entity with which the Company will contract or otherwise engage in business will not, merely by reason of such affiliation with such other company, firm or other entity be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

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

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

14.18 If, a quorum of the Board cannot be reached due to a conflict of interest, resolutions passed by the required majority of the other members of the Board present or represented at such meeting and voting will be deemed valid.

15. Art. 15. Powers of the board of directors.

15.1 The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in article 19 of these Articles, to the extent that such powers are not expressly reserved by law or by these Articles to the General Meeting.

15.2 All powers not expressly reserved by law or by these Articles to the General Meeting lie in the competence of the Board.

16. Art. 16. Corporate signature. Vis-à-vis third parties, the Company is validly bound by the joint signature of any two members of the Board or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

17. Art. 17. Delegation of powers.

17.1 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 physical persons or corporate entities which need not be members of the Board, acting under the supervision of the Board. The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member of members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are directors of the Company and that no meeting of the committee will be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Company.

17.2 The Board may also confer special powers of attorney by notarial or private proxy.

18. Art. 18. Indemnification.

18.1 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 or she may be made a party by reason of his or her being or having been a director or officer of the Company or, at his or her request, of any other corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct.

18.2 In the event of a settlement, indemnification will be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty.

19. Art. 19. Investment policies and restrictions.

19.1 The Board is vested with the broadest powers to perform all acts of administration and disposition in the Company's interest. All powers not expressly reserved by law or by these Articles to the General Meeting may be exercised by the Board.

19.2 The Board has, in particular, the power to determine the corporate policy. The course of conduct of the management and business affairs of the Company shall fall under such investment restrictions as may be imposed by the 2010 Act or be laid down in the laws and regulations of those countries where the shares are offered for sale to the public or as shall be adopted from time to time by resolutions of the Board and as shall be described in any prospectus relating to the offer of shares.

19.3 The management of the assets of the Sub-funds will be undertaken within the following investment restrictions. A Sub-fund may be subject to different or additional investment restrictions set out in the relevant special section of the Prospectus.

19.4 Subject to compliance with all investment restrictions which apply to UCIs subject to Part I of the 2010 Act and the additional investment restrictions set out in the Prospectus, the Company may invest in:

(a) shares in companies and other securities equivalent to shares in companies (shares), bonds and other forms of securities debt and any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange (Transferable Securities);

(b) instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time (Money Market Instruments);

(c) shares or units of other UCIs, including shares or units of a master fund qualified as a UCITS;

(d) deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than twelve (12) months;

(e) financial derivative instruments;

(f) shares issued by one or several other Sub-funds under the conditions provided for by the 2010 Act.

19.5 The Company may purchase Transferable Securities and Money Market Instruments on any Regulated Market of a state of Europe, being or not Member State, of America, Africa, Asia, Australia or Oceania. The Company may also invest in recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and that such admission be secured within one year of issue. Each Sub-fund may also invest up to 10% of its net assets in other Transferable Securities and Money Market Instruments.

19.6 A Sub-fund may have as objective to replicate the composition of an index of securities or debt securities recognised by the Luxembourg supervisory authority.

19.7 In accordance with the principle of risk spreading, a Sub-fund may invest up to 100% of its net assets in Transferable Securities or Money Market Instruments issued or guaranteed by a Member State, its local authorities, another member state of the OECD, by certain non-OECD Member States (currently Brazil, Indonesia, Russia, Singapore, Hong-Kong and

South Africa) or public international bodies of which one or more Member States are members if (i) the relevant Sub-fund holds securities belonging to six different issues at least and (ii) the securities belonging to one issue do not represent more than 30% of the net assets of the relevant Sub-fund.

19.8 The Board, acting in the best interest of the Company, may decide, in the manner described in the Prospectus, that: (i) all or part of the assets of the Company or of any Sub-fund be co-managed on a segregated basis with other assets held by other investors, including other UCIs and/or their sub-funds; or that (ii) all or part of the assets of two or more Sub-funds be co-managed amongst themselves on a segregated or on a pooled basis.

19.9 Investments of each Sub-fund may be made either directly or indirectly through wholly-owned subsidiaries, as the Board may from time to time decide and as described in the Prospectus. Reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

19.10 The Company may employ techniques and instruments relating to Transferable Securities and Money Market Instruments for hedging or efficient portfolio management purposes.

19.11 Under the conditions set forth in Luxembourg laws and regulations, the Board may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations:

(a) create any Sub-fund and/or class of shares qualifying either as a feeder UCITS or as a master UCITS;

(b) convert any existing Sub-fund and/or share class into a feeder UCITS subfund and/or class of shares or change the master UCITS of any of its feeder UCITS sub-fund and/or class of shares.

20. Art. 20. Auditor.

20.1 The accounting data reported in the annual report of the Company will be examined by an auditor (réviseur d'entreprises agréé) appointed by the General Meeting and remunerated by the Company.

20.2 The auditor fulfils all duties prescribed by the 2010 Act.

21. Art. 21. General meeting of shareholders of the company.

21.1 The General Meeting represents, when properly constituted, the entire body of Shareholders of the Company. Its resolutions are binding upon all the Shareholders, regardless of the share class held by them. It has the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

21.2 The General Meeting meets when called by the Board. It will be necessary to call a General Meeting within a month whenever a group of Shareholders representing at least one tenth of the subscribed capital requires so by written notice. In such case, the concerned Shareholders must indicate the agenda of the meeting.

21.3 The annual General Meeting will be held at the registered office of the Company or at such other place in the municipality of its registered office as may be specified in the notice of meeting, the third Friday in April of each year at 11.00 a.m. (Luxembourg time). If this day is a legal or banking holiday in Luxembourg, the annual General Meeting will be held on the next business day.

21.4 Other General Meetings may be held at such places and times as may be specified in the respective notices of meeting.

21.5 Shareholders meet when called by the Board pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered Shareholder at the Shareholder's address in the register of Shareholders. It is not necessary to provide proof at the meeting that such notices were actually delivered to registered Shareholders. The agenda is prepared by the Board, except when the meeting is called on the written request of the Shareholders, in which case the Board may prepare a supplementary agenda.

21.6 If all shares are in registered form and dematerialised form and if no publications are made, notices to Shareholders may be sent by registered mail only.

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

21.8 The Board may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders. To the extent permitted by law, the convening notice to a General Meeting may provide that the quorum and majority requirements will be assessed against the number of shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the relevant meeting (the Record Date) in which case, the right of any Shareholder to participate in the meeting will be determined by reference to his/her/its holding as at the Record Date. In case of dematerialised shares (if issued) the right of a holder of such shares to attend a General Meeting and to exercise the voting rights attached to such shares will be determined by reference to the shares held by this holder as at the time and date provided for by Luxembourg laws and regulations.

21.9 The business transacted at any meeting of the Shareholders will be limited to the matters on the agenda and transactions related to these matters.

21.10 Each share of any share class is entitled to one vote, in accordance with Luxembourg law and these Articles. A Shareholder may act at any meeting of Shareholders through a written proxy to another person, who need not be a Shareholder and who may be a member of the Board of the Company.

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

22. Art. 22. General meetings of shareholders in a sub-fund or in a share class.

22.1 The Shareholders of the share classes issued in a Sub-fund may hold, at any time, General Meetings to decide on any matters which relate exclusively to that Sub-fund.

22.2 In addition, the Shareholders of any share class may hold, at any time, General Meetings for any matters which are specific to that share class.

22.3 The provisions of article 21 of these Articles apply to such General Meetings.

22.4 Each share is entitled to one vote in accordance with Luxembourg law and these Articles. Shareholders may act either in person or through a written proxy to another person who need not be a Shareholder and may be a director.

22.5 Unless otherwise provided for by law or in these Articles, the resolutions of the General Meeting of a Sub-fund or of a share class are passed by a simple majority vote of the Shareholders present or represented.

23. Art. 23. Liquidation of sub-funds or share classes.

23.1 In the event that for any reason the value of the net assets in any Sub-fund or share class within any Sub-fund has decreased to, or has not reached, an amount determined by the Board to be the minimum level for such Sub-fund, or such share class, to be operated in an economically efficient manner or if a change in the economic or political environment of the relevant Sub-fund or share class may have material adverse consequences on the Sub-fund or share class's investments, or if an economic rationalisation so requires, the Board may decide to redeem all the shares of the relevant share class(es) at the net asset value per share (taking into account actual realisation prices of investments and realisation expenses) calculated as of the day the decision becomes effective. The Company will serve a notice to the holders of the relevant share class(es) at the latest on the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations: registered holders will be notified in writing. Unless it is otherwise decided in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Sub-fund or of the share class concerned may continue to request redemption of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

23.2 Notwithstanding the powers conferred to the Board by the preceding paragraph, the General Meeting of any one or all share classes issued in any Sub-fund will, in any other circumstances, have the power, upon proposal from the Board, to redeem all the shares of the relevant share class(es) and refund to the Shareholders the net asset value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Day at which such decision will become effective. No quorum will be required at this General Meeting and resolutions will be passed by a simple majority of those present or duly represented and voting at such meeting, provided that the decision does not result in the liquidation of the Company.

23.3 Any amounts unclaimed by the Shareholders at the closing of the liquidation and, at the latest, at the expiration of a period of nine (9) months following the decision to liquidate a Sub-fund or share class will be deposited with the Caisse de Consignation in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they will be forfeited.

23.4 All redeemed shares will be cancelled.

24. Art. 24. Merger of sub-funds or share classes.

24.1 In accordance with the provisions of the 2010 Act and of these Articles, the Board may decide to merge or consolidate the Company with, or transfer substantially all or part of the Company's assets to, or acquire substantially all the assets of, another UCITS established in Luxembourg or another EU Member State. For the purpose of this article, the term UCITS also refers to a sub-fund of a UCITS and the term Company also refers to a Sub-fund.

24.2 Any merger leading to termination of the Company must be approved by a resolution of the General Meeting in accordance with the quorum and majority requirements referred to in article 30 of these Articles. For the avoidance of doubt, this provision does not apply in respect of a merger leading to the termination of a Sub-fund.

24.3 Shareholders will receive shares of the surviving UCITS or sub-fund and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares.

24.4 The Company will provide appropriate and accurate information on the proposed merger to its Shareholders so as to enable them to make an informed judgment of the impact of the merger on their investment and to exercise their rights under this article 24 and the 2010 Act.

24.5 The Shareholders have the right to request, without any charge other than those retained by the Company to meet disinvestment costs, the redemption of their Shares.

24.6 Under the same circumstances as provided by article 23.1 above, the Board may decide to allocate the assets of a Sub-fund to those of another existing Sub-fund within the Company or to another Luxembourg UCITS or to another sub-fund within such other Luxembourg UCITS (the New Sub-fund) and to repatriate the shares of the share class or share classes concerned as shares of another share 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 published in the same

manner as described in article 24.4 one month before its effectiveness (and, in addition, the publication will contain information in relation to the New Sub-fund), in order to enable the Shareholders to request redemption of their Shares, free of charge, during such period.

24.7 Notwithstanding the powers conferred to the Board by article 24.6 above, a contribution of the assets and of the liabilities attributable to any Sub-fund to another Sub-fund within the Company may in any other circumstances be decided by a general meeting of Shareholders of the share class or share classes issued in the Sub-fund concerned for which there will be no quorum requirements and which will decide upon such a merger by resolution taken by simple majority of those present or represented and voting at such meeting.

24.8 If the interest of the Shareholders of the relevant Sub-fund or in the event that a change in the economic or political situation relating to a Sub-fund so justifies, the Board may proceed to the reorganisation of a Sub-fund by means of a division into two or more Sub-funds. Information concerning the New Sub-fund(s) will be provided to the relevant Shareholders. Such publication will be made one month prior to the effectiveness of the reorganisation in order to permit Shareholders to request redemption of their Shares free of charge during such one month prior period.

24.9 The Board may also decide that the Company or one or more Sub-funds acquire all the assets of a non-UCITS UCI (or one or several sub-funds thereof) established in Luxembourg or abroad in exchange for the issue of Shares by the Company or relevant Sub-fund(s).

25. Art. 25. Financial year. The financial year of the Company commences on 1 January of each year and terminates on 31 December of the same year.

26. Art. 26. Application of income.

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

26.2 For any share class entitled to distributions, the Board may decide to pay interim dividends in accordance with legal provisions.

26.3 Payments of distributions to owners of registered shares will be made to such Shareholders at their addresses in the register of Shareholders.

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

26.5 The Board may decide to distribute bonus stock in lieu of cash dividends under the terms and conditions set forth by the Board.

26.6 Any distributions that has not been claimed within 5 (five) years of its declaration will be forfeited and revert to the share class(es) issued in the respective Sub-fund.

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

27. Art. 27. Depositary.

27.1 To the extent required by law, the Company will enter into a depositary agreement with a bank or credit institution as defined by the act dated 5 April 1993 on the financial sector, as amended (the Depositary).

27.2 The Depositary will fulfil its obligations in accordance with the 2010 Act.

27.3 If the Depositary indicates its intention to terminate the custodial relationship, the Board will make every effort to find a successor depositary within two months of the effective date of the notice of termination of the depositary agreement. The Board may terminate the agreement with the Depositary but may not relieve the Depositary of its duties until a successor depositary has been appointed.

28. Art. 28. Liquidation of the Company.

28.1 The Company may at any time be dissolved by a resolution of the General Meeting, subject to the quorum and majority requirements referred to in article 29 of these Articles.

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

28.3 The question of dissolution of the Company will further be referred to the General Meeting whenever the share capital falls below one-fourth of the minimum capital indicated in article 5 of these Articles; in such event, the General Meeting will be held without any voting quorum requirements and the dissolution may be decided by Shareholders holding one-quarter of the votes of the shares represented at the meeting.

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

28.5 If the Company is dissolved, the liquidation will be carried out by one or several liquidators appointed in accordance with the provisions of the 2010 Act.

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

28.7 The liquidator(s) will realise each Sub-fund's assets in the best interests of the Shareholders and apportion the proceeds of the liquidation, after deduction of liquidation costs, amongst the Shareholders of the relevant Sub-fund according to their respective prorata.

28.8 Any amounts unclaimed by the Shareholders at the closing of the liquidation of the Company will be deposited with the Caisse des Consignations in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they will be forfeited.

29. Art. 29. Amendments to the articles. These Articles may be amended by a General Meeting of Shareholders subject to the quorum and majority requirements provided for by the law of 10 August 1915 on commercial companies, as amended (the 1915 Act).

30. Art. 30. Definitions. Words importing a masculine gender also include the feminine gender and words importing persons or Shareholders also include corporations, partnerships, associations and any other organised group of persons, whether incorporated or not.

31. Art. 31. Applicable law. All matters not governed by these Articles will be determined in accordance with the 1915 Act and the 2010 Act. In case of conflict between the 1915 Act and the 2010 Act, the 2010 Act will prevail.

Transitional provisions

The first business year begins today and ends on 31 December 2014.

The first annual General Meeting will be held on 2015.

Subscription

The Articles of the Company having thus been established, the party appearing hereby declares that it subscribes to 310 (three hundred and ten) shares representing the total share capital of the Company.

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

Statement - Costs

The notary executing this deed declares that the conditions prescribed by articles 26, 26-3 and 26-5 of the 1915 Act have been fulfilled and expressly bears witness to their fulfilment. Further, the notary executing this deed confirms that these Articles comply with the provisions of article 27 of the 1915 Act.

The amount, approximately at least, of costs, expenses, salaries or charges, in whatever form it may be incurred or charged to the Company as a result of its formation, is approximately evaluated at EUR 2,500.-.

Resolutions of the sole shareholder

The above named party, representing the whole of the subscribed capital, has passed the following resolutions:

1. the number of directors is set at three (3);
2. the following persons are appointed as members of the Board for a period ending on the date of the annual general meeting to be held in 2015:
 - Mrs Hanna Esmee Duer, born on 7 May 1966 in Gentofte, Denmark, with professional address at 370, route de Longwy, L-1940 Luxembourg;
 - Mr. Eric van de Kerckhove, born on 3 November 1958 in Versailles, France, with professional address at 12, rue Guillaume Schneider, L-2522 Luxembourg;
 - Mr. Christoph Lanz, born on 2 January 1976 in Ried im Innkreis, Austria, with professional address at 20, boulevard Emmanuel Servais, L-2535 Luxembourg;
3. PricewaterhouseCoopers, société cooperative, with registered office at 400, route d'Esch, L-1471 Luxembourg, is appointed as external auditor of the Company for a period ending on the date of the annual general meeting to be held in 2015;
4. the Company's registered office will be at 20, boulevard Emmanuel Servais, L-2535 Luxembourg, Grand Duchy of Luxembourg.

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing parties, 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 proxyholder of the person appearing, the said proxyholder signed together with the notary the present deed.

Signé: M. VOOS et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 9 juillet 2014. Relation: LAC/2014/32087. Reçu soixante-quinze euros (75,- EUR).

Le Releveur (signé): I. THILL.

POUR EXPEDITION CONFORME, délivrée à la société sur demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 juillet 2014.

Référence de publication: 2014103124/850.

(140122373) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juillet 2014.

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

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

R.C.S. Luxembourg B 157.845.

Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire du 19 mai 2014

En date du 19 mai 2014, l'Assemblée Générale Ordinaire a décidé:

- de renouveler les mandats de Monsieur Angelo De Bernardi, de Monsieur Tito Staderini et de Monsieur Jacopo Rossi en qualité d'Administrateurs jusqu'à la prochaine Assemblée Générale Ordinaire en 2015,
- de renouveler le mandat de PricewaterhouseCoopers S.à r.l. en qualité de Réviseur d'Entreprises agréé jusqu'à la prochaine Assemblée Générale Ordinaire en 2015.

Luxembourg, le 19 mai 2014.

Pour extrait sincère et conforme

Pour GWA SIF

Caceis Bank Luxembourg

Référence de publication: 2014070674/17.

(140082615) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 mai 2014.

Le Panorama S.à r.l., Société à responsabilité limitée.

Siège social: L-6250 Scheidgen, 28, route d'Echternach.

R.C.S. Luxembourg B 187.080.

STATUTS

L'an deux mille quatorze, le vingt-neuf avril.

Par-devant Maître Paul BETTINGEN, notaire de résidence à Niederanven.

Ont comparu:

- 1) Monsieur Manuel CARDOSO SIMOES, entrepreneur, né à Quiaios/Figueira da Foz, le 22 août 1954 demeurant à L-5850 Howald, 1, rue Sangenberg,.
- 2) et son épouse Madame Graca Maria LOUREIRO DA SILVA, salariée, née à Quiaios/Figueira da Foz, le 20 décembre 1956 demeurant à L-5850 Howald, 1, rue Sangenberg.

Lesquels comparants ont déclaré avoir constitué une société à responsabilité limitée dont ils ont arrêté les statuts comme suit:

Art. 1^{er}. Il est formé par la présente une société à responsabilité limitée qui sera régie par les lois en vigueur et notamment par celle du 10 août 1915 sur les sociétés commerciales telle qu'amendée ainsi que par les présents statuts.

Art. 2. La société prend la dénomination de «LE PANORAMA S.à r.l.».

Art. 3. Le siège social est établi à Consdorf. Il pourra être transféré en toute autre localité du Grand-Duché de Luxembourg de l'accord des associés.

Art. 4. Objet social. La société a pour objet l'exploitation d'un établissement hôtelier, de restauration et d'un débit de boissons alcooliques et non-alcooliques.

La société pourra effectuer toutes opérations commerciales, industrielles, immobilières, mobilières et financières pouvant se rapporter directement ou indirectement aux activités ci-dessus décrites ou susceptibles d'en faciliter l'accomplissement.

Art. 5. La société est constituée pour une durée indéterminée.

Art. 6. Le capital social est fixé à cinquante mille euros (EUR 50.000,-) représenté par cinq cents (500) parts sociales de cent euros (EUR 100,-) chacune.

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

Des transferts de parts sociales inter vivos à des non-associés ne peuvent se faire que moyennant l'agrément des associés représentant au moins 75 % du capital social.

Pour le reste, il est référé aux dispositions des articles 189 et 190 de la loi coordonnée sur les sociétés commerciales.

Art. 8. Un associé ainsi que les héritiers et représentants ou ayants-droit et créanciers d'un associé ne peuvent, sous aucun prétexte, requérir l'apposition de scellés sur les biens et documents de la société, ni s'immiscer en aucune manière dans les actes de son administration.

Ils doivent pour l'exercice de leurs droits, s'en rapporter aux inventaires sociaux et aux décisions des assemblées générales.

Art. 9. Le décès, l'interdiction, la faillite ou la déconfiture d'un des associés ne mettent pas fin à la société.

Art. 10. La société est administrée par un ou plusieurs gérants, associés ou non. Ils sont nommés par l'assemblée générale des associés pour une durée indéterminée et peuvent à tout moment être révoqués.

Les pouvoirs des gérants seront déterminés dans leur acte de nomination.

Art. 11. Les décisions des associés sont prises en assemblée générale ou par consultation écrite à la diligence de la gérance.

Une décision n'est valablement prise qu'après avoir été adoptée par des associés représentant plus de cinquante pour cent (50%) du capital social.

Aussi longtemps que la société n'a qu'un seul associé, il exercera tous les pouvoirs réservés à l'assemblée générale des associés par la loi ou par les présents statuts.

Les résolutions prises par l'associé unique seront inscrites sous forme de procès-verbaux.

Art. 12. L'année sociale commence le premier janvier et finit le dernier jour du mois de décembre de chaque année.

Art. 13. Chaque année au dernier jour de décembre il sera fait un inventaire de l'actif et du passif de la société, ainsi qu'un bilan et un compte de profits et pertes.

Les produits de la société, déduction faite des frais généraux, charges, amortissements et provisions, constituent le bénéfice net.

Sur ce bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve; ce prélèvement cesse d'être obligatoire, dès que le fonds de réserve a atteint le dixième du capital, mais devrait toutefois être repris jusqu'à entière reconstitution, si à un moment donné et pour quelque cause que ce soit, le fonds de réserve avait été entamé. Le solde est à la disposition de l'assemblée générale des associés.

Art. 14. En cas de dissolution de la société, chaque associé prélèvera avant tout partage le montant nominal de sa part dans le capital; le surplus sera partagé au prorata des mises des associés. Si l'actif net ne permet pas le remboursement du capital social, le partage se fera proportionnellement aux mises initiales.

Art. 15. En cas de dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, désignés par l'assemblée des associés à la majorité fixée par l'article 142 de la loi du 10 août 1915 et de ses lois modificatives.

Le ou les liquidateurs auront les pouvoirs les plus étendus pour la réalisation de l'actif et le paiement du passif.

Art. 16. Pour tout ce qui n'est pas prévu dans les présents statuts, les parties se réfèrent aux dispositions des lois afférentes.

Disposition transitoire

Le premier exercice social commence aujourd'hui même et finit le 31 décembre 2014.

Souscription

Les statuts de la société ayant été ainsi établis, les comparants souscrivent l'intégralité du capital comme suit:

1. Monsieur Manuel CARDOSO SIMOES, prénommé	50 parts
2. Madame Graca Maria LOUREIRO DA SILVA , prénommée,	50 parts
TOTAL	100 parts

Toutes les parts sociales ont été intégralement libérées. Le notaire instrumentaire constate expressément que dès à présent la somme cinquante mille euros (EUR 50.000,-) se trouve à la disposition de la société ainsi qu'il lui en a été justifié.

Frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution s'élève approximativement à mille cent euros (EUR 1.100,-).

Assemblée générale extraordinaire

Les statuts de la société ayant été arrêtés ainsi, les associés préqualifiés, exerçant les pouvoirs de l'assemblée générale, ont pris les résolutions suivantes:

- 1) Est nommé gérant unique pour une durée indéterminée, Madame Graca Maria LOUREIRO DA SILVA, prénommée. La société sera valablement engagée en toutes circonstances par la signature individuelle de la gérante unique.
- 2) Le siège social est établi à L- 6250 Scheidgen, 28, route d'Echternach.

Le notaire instrumentant a rendu les comparants attentifs au fait qu'avant toute activité commerciale de la société présentement fondée, celle-ci doit être en possession d'une autorisation de commerce en bonne et due forme en relation avec l'objet social, ce qui est expressément reconnu par les comparants.

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

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

Signé: Manuel Cardoso Simoes, Graça Maria Loureiro da Silva, Paul Bettingen.

Enregistré à Luxembourg, A.C., le 8 mai 2014. LAC / 2014 / 21408. Reçu 75.-€.

Le Receveur (signé): Irène Thill.

- Pour copie conforme - délivrée à la société aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 19 mai 2014.

Référence de publication: 2014070788/98.

(140083131) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 mai 2014.

Mt. Kailash S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 187.065.

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STATUTES

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

Before Maître Jean SECKLER, notary, residing in Junglinster (Grand-Duchy of Luxembourg), acting as replacement of Maître Henri BECK, notary, residing in Echternach (Grand-Duchy of Luxembourg), absent, the last-mentioned will remain the depositary of the present deed.

THERE APPEARED:

Ocean Minze Shipping Company Limited, a company incorporated under the laws of Hong Kong, having its registered office at ROOM 2310, 23/F C C WU BUILDING, 302-308 HENNESSY ROAD WANCHAI, HONG KONG, registered with the Registrar of Companies, Hong Kong Special Administrative Region, under number 2046256,

here represented by Peggy SIMON, private employee, residing professionally at Echternach, 9, Rabatt, by virtue of a power of attorney given under private seal.

After signature ne varietur by the authorised representative of the appearing party and the undersigned notary, the power of attorney will remain attached to this deed to be registered with it.

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

I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is "Mt. Kailash S.à r.l." (the Company). The Company is a private limited liability company (société à responsabilité limitée) governed by the laws of the Grand Duchy of Luxembourg, in particular the law of August 10, 1915 on commercial companies, as amended (the Law), and these articles of incorporation (the Articles).

Art. 2. Registered office.

2.1. The Company's registered office is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred within that municipality by a resolution of the board of managers. It may be transferred to any other location in the Grand Duchy of Luxembourg by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the board of managers. If the board of managers determines that extraordinary political or military developments or events have occurred or are imminent, and that those developments or events may interfere with the normal activities of the Company at its registered office, or with ease of communication between that office and persons abroad, the registered office may be temporarily transferred abroad until the developments or events in question have completely

ceased. Any such temporary measures do not affect the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

Art. 3. Corporate object.

3.1. The Company's object is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever, and the management of those participations. The Company may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may (i) invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin, and (ii) acquire, sell and manage the chartering in and the chartering out of seagoing ships, as well as carry out any financial and commercial operations that relate directly or indirectly to such activities.

3.2. The Company may borrow in any form, except by way of public offer. It may issue, by way of private placement only, notes, bonds and any kind of debt and equity securities. It may lend funds, including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over some or all of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated financial sector activities without having obtained the requisite authorisation.

3.3. The Company may use any techniques, legal means and instruments to manage its investments efficiently and protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

3.4. The Company may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property which, directly or indirectly, favours or relates to its corporate object.

Art. 4. Duration.

4.1. The Company is formed for an unlimited period.

4.2. The Company shall not be dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or more shareholders.

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital is set at twenty-thousand United States dollars (USD 20,000.-), represented by twenty-thousand (20,000) shares in registered form, having a nominal value of one United States dollar (USD 1.-) each.

5.2. The share capital may be increased or reduced once or more by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

Art. 6. Shares.

6.1. The shares are indivisible and the Company recognises only one (1) owner per share.

6.2. The shares are freely transferable between shareholders.

6.3. When the Company has a sole shareholder, the shares are freely transferable to third parties.

6.4. When the Company has more than one shareholder, the transfer of shares (inter vivos) to third parties is subject to prior approval by shareholders representing at least three-quarters of the share capital.

6.5. A share transfer shall only be binding on the Company or third parties following notification to, or acceptance by, the Company in accordance with article 1690 of the Luxembourg Civil Code.

6.6. A register of shareholders shall be kept at the registered office and may be examined by any shareholder on request.

6.7. The Company may redeem its own shares, provided:

(i) it has sufficient distributable reserves for that purpose; or

(ii) the redemption results from a reduction in the Company's share capital.

III. Management - Representation

Art. 7. Appointment and removal of managers.

7.1. The Company shall be managed by one or more managers appointed by a resolution of the shareholders, which sets the term of their office. The managers need not be shareholders.

7.2. The managers may be removed at any time, with or without cause, by a resolution of the shareholders.

Art. 8. Board of managers. If several managers are appointed, they shall constitute the board of managers (the Board). The shareholders may decide to appoint managers of two different classes, i.e. one or several class A managers and one or several class B managers.

8.1. Powers of the board of managers

(i) All powers not expressly reserved to the shareholders by the Law or the Articles fall within the competence of the Board, which has full power to carry out and approve all acts and operations consistent with the Company's corporate object.

(ii) The Board may delegate special or limited powers to one or more agents for specific matters.

8.2. Procedure

(i) The Board shall meet at the request of any two (2) managers, at the place indicated in the convening notice, which in principle shall be at the registered office of the Company.

(ii) Written notice of any Board meeting shall be given to all managers at least twenty-four (24) hours in advance, except in the case of an emergency, in which case the nature and circumstances of such shall be set out in the notice.

(iii) No notice is required if all members of the Board are present or represented and each of them states that they have full knowledge of the agenda for the meeting. A manager may also waive notice of a meeting, either before or after the meeting. Separate written notices are not required for meetings which are held at times and places indicated in a schedule previously adopted by the Board.

(iv) A manager may grant to another manager a power of attorney in order to be represented at any Board meeting.

(v) The Board may only validly deliberate and act if a majority of its members are present or represented. Board resolutions shall be validly adopted by a majority of the votes of the managers present or represented, provided that if the shareholders have appointed one or several class A managers and one or several class B managers, at least one (1) class A manager and one (1) class B manager votes in favour of the resolution. Board resolutions shall be recorded in minutes signed by the chairperson of the meeting or, if no chairperson has been appointed, by all the managers present or represented.

(vi) Any manager may participate in any meeting of the Board by telephone or video conference, or by any other means of communication which allows all those taking part in the meeting to identify, hear and speak to each other. Participation by such means is deemed equivalent to participation in person at a duly convened and held meeting.

(vii) Circular resolutions signed by all the managers (Managers' Circular Resolutions) shall be valid and binding as if passed at a duly convened and held Board meeting, and shall bear the date of the last signature.

8.3. Representation

(i) The Company shall be bound towards third parties in all matters by the joint signature of any two (2) managers or, if the shareholders have appointed different classes of managers, namely class A and class B managers, by the joint signature of any class A manager and any class B manager.

(ii) The Company shall also be bound towards third parties by the signature of any person(s) to whom special powers have been delegated by the Board.

Art. 9. Sole manager. If the Company is managed by a sole manager, all references in the Articles to the Board, the managers or any manager are to be read as references to the sole manager, as appropriate.

Art. 10. Liability of the managers. The managers shall not be held personally liable by reason of their office for any commitment they have validly made in the name of the Company, provided those commitments comply with the Articles and the Law.

IV. Shareholder(s)

Art. 11. General meetings of shareholders and shareholders' written resolutions.

11.1. Powers and voting rights

(i) Unless resolutions are taken in accordance with article 11.1.(ii), resolutions of the shareholders shall be adopted at a general meeting of shareholders (each a General Meeting).

(ii) If the number of shareholders of the Company does not exceed twenty-five (25), resolutions of the shareholders may be adopted in writing (Written Shareholders' Resolutions).

(iii) Each share entitles the holder to one (1) vote.

11.2. Notices, quorum, majority and voting procedures

(i) The shareholders may be convened to General Meetings by the Board. The Board must convene a General Meeting following a request from shareholders representing more than half of the share capital.

(ii) Written notice of any General Meeting shall be given to all shareholders at least eight (8) days prior to the date of the meeting, except in the case of an emergency, in which case the nature and circumstances of such shall be set out in the notice.

(iii) When resolutions are to be adopted in writing, the Board shall send the text of such resolutions to all the shareholders. The shareholders shall vote in writing and return their vote to the Company within the timeline fixed by the Board. Each manager shall be entitled to count the votes.

(iv) General Meetings shall be held at the time and place specified in the notices.

(v) If all the shareholders are present or represented and consider themselves duly convened and informed of the agenda of the General Meeting, it may be held without prior notice.

(vi) A shareholder may grant written power of attorney to another person (who need not be a shareholder), in order to be represented at any General Meeting.

(vii) Resolutions to be adopted at General Meetings shall be passed by shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting, the shareholders shall be convened by registered letter to a second General Meeting and the resolutions shall be adopted at the second General Meeting by a majority of the votes cast, irrespective of the proportion of the share capital represented.

(viii) The Articles may only be amended with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital.

(ix) Any change in the nationality of the Company and any increase in a shareholder's commitment to the Company shall require the unanimous consent of the shareholders.

(x) Written Shareholders' Resolutions are passed with the quorum and majority requirements set forth above and shall bear the date of the last signature received prior to the expiry of the timeline fixed by the Board.

Art. 12. Sole shareholder. When the number of shareholders is reduced to one (1):

- (i) the sole shareholder shall exercise all powers granted by the Law to the General Meeting;
- (ii) any reference in the Articles to the shareholders, the General Meeting, or the Written Shareholders' Resolutions is to be read as a reference to the sole shareholder or the sole shareholder's resolutions, as appropriate; and
- (iii) the resolutions of the sole shareholder shall be recorded in minutes or drawn up in writing.

V. Annual accounts - Allocation of profits - Supervision

Art. 13. Financial year and approval of annual accounts.

13.1. The financial year begins on the first (1) of January and ends on the thirty-first (31) of December of each year.

13.2. Each year, the Board must prepare the balance sheet and profit and loss accounts, together with an inventory stating the value of the Company's assets and liabilities, with an annex summarising the Company's commitments and the debts owed by its manager(s) and shareholders to the Company.

13.3. Any shareholder may inspect the inventory and balance sheet at the registered office.

13.4. The balance sheet and profit and loss accounts must be approved in the following manner:

- (i) if the number of shareholders of the Company does not exceed twenty-five (25), within six (6) months following the end of the relevant financial year either (a) at the annual General Meeting (if held) or (b) by way of Written Shareholders' Resolutions; or
- (ii) if the number of shareholders of the Company exceeds twenty-five (25), at the annual General Meeting.

13.5. If the number of shareholders of the Company exceeds twenty-five (25), the annual General Meeting shall be held at the registered office or at any other place within the municipality of the registered office, as specified in the notice, on the second Monday of May of each year at 10.00 a.m.. If that day is not a business day in Luxembourg, the annual General Meeting shall be held on the following business day.

Art. 14. Auditors.

14.1. When so required by law, the Company's operations shall be supervised by one or more approved external auditors (*réviseurs d'entreprises agréés*). The shareholders shall appoint the approved external auditors, if any, and determine their number and remuneration and the term of their office.

14.2. If the number of shareholders of the Company exceeds twenty-five (25), the Company's operations shall be supervised by one or more commissaires (statutory auditors), unless the law requires the appointment of one or more approved external auditors (*réviseurs d'entreprises agréés*). The commissaires are subject to re-appointment at the annual General Meeting. They may or may not be shareholders.

Art. 15. Allocation of profits.

15.1. Five per cent (5%) of the Company's annual net profits must be allocated to the reserve required by law (the Legal Reserve). This requirement ceases when the Legal Reserve reaches an amount equal to ten per cent (10%) of the share capital.

15.2. The shareholders shall determine the allocation of the balance of the annual net profits. They may decide on the payment of a dividend, to transfer the balance to a reserve account, or to carry it forward in accordance with the applicable legal provisions.

15.3. Interim dividends may be distributed at any time, subject to the following conditions:

- (i) the Board must draw up interim accounts;
- (ii) the interim accounts must show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed the profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by profits carried forward and distributable reserves, and reduced by losses carried forward and sums to be allocated to the Legal Reserve;

(iii) within two (2) months of the date of the interim accounts, the Board must resolve to distribute the interim dividends; and

(iv) taking into account the assets of the Company, the rights of the Company's creditors must not be threatened by the distribution of an interim dividend.

If the interim dividends paid exceed the distributable profits at the end of the financial year, the Board has the right to claim the reimbursement of dividends not corresponding to profits actually earned and the shareholders must immediately refund the excess to the Company if so required by the Board.

VI. Dissolution - Liquidation

16.1. The Company may be dissolved at any time by a resolution of the shareholders adopted with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital. The shareholders shall appoint one or more liquidators, who need not be shareholders, to carry out the liquidation, and shall determine their number, powers and remuneration. Unless otherwise decided by the shareholders, the liquidators shall have full power to realise the Company's assets and pay its liabilities.

16.2. The surplus (if any) after realisation of the assets and payment of the liabilities shall be distributed to the shareholders in proportion to the shares held by each of them.

VII. General provisions

17.1. Notices and communications may be made or waived, Managers' Circular Resolutions and Written Shareholders Resolutions may be evidenced, in writing, by fax, e-mail or any other means of electronic communication.

17.2. Powers of attorney may be granted by any of the means described above. Powers of attorney in connection with Board meetings may also be granted by a manager, in accordance with such conditions as may be accepted by the Board.

17.3. Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements for being deemed equivalent to handwritten signatures. Signatures of the Managers' Circular Resolutions, the resolutions adopted by the Board by telephone or video conference or the Written Shareholders' Resolutions, as the case may be, may appear on one original or several counterparts of the same document, all of which taken together shall constitute one and the same document.

17.4. All matters not expressly governed by these Articles shall be determined in accordance with the applicable law and, subject to any non-waivable provisions of the law, with any agreement entered into by the shareholders from time to time.

Transitional provision

The Company's first financial year shall begin on the date of this deed and shall end on the thirty-first (31) of December 2014.

Subscription and payment

Ocean Minze Shipping Company Limited, represented as stated above, subscribes for twenty-thousand (20,000) shares in registered form, having a nominal value of one United States dollar (USD 1.-) each, and agrees to pay them in full by a contribution in cash of twenty-thousand United States dollars (USD 20,000.-).

The amount of twenty-thousand United States dollars (USD 20,000.-) is at the Company's disposal and evidence of such amount has been given to the undersigned notary.

Costs

The expenses, costs, fees and charges of any kind whatsoever to be borne by the Company in connection with its incorporation are estimated at approximately one thousand two hundred Euro (EUR 1.200.-).

Resolutions of the shareholder

Immediately after the incorporation of the Company, its shareholder, representing the entire subscribed capital, adopted the following resolutions:

1. The following person is appointed as a class A manager of the Company for an indefinite period:
 - Ms. Min HE, company director, born on 28 January 1970 in China, professionally residing at Room 307, Building No. 8, Beijing Friendship Hotel, No.1 South Zhongguancun Street, Haidian District, 100873, Beijing, China.
2. The following person is appointed as class B manager of the Company for an indefinite period:
 - Mr. Jean-Pierre VERNIER, company director, born on 2 October 1952 in Nantes, France, professionally residing at 1 Place du Théâtre, L-2613 LUXEMBOURG.
3. The registered office of the Company is located at 6, rue Eugène Ruppert, L-2453, Luxembourg.

Declaration

The undersigned notary, who understands and speaks English, states at the request of the appearing party that this deed is drawn up in English, followed by a French version, and that in the case of discrepancies, the English version prevails.

This notarial deed is drawn up in Junglinster, on the date stated above.

After reading this deed aloud, the notary signs it with the authorised representative of the appearing party.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le seize mai.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster (Grand-Duché de Luxembourg) agissant en remplacement de Maître Henri BECK, notaire de résidence à Echternach (Grand-Duché de Luxembourg), absent, lequel dernier restera dépositaire du présent acte.

A COMPARU:

Ocean Minze Shipping Company Limited, une société constituée et régie par les lois de Hong Kong, ayant son siège social au ROOM 2310, 23/F C C WU BUILDING, 302-308 HENNESSY ROAD WANCHAI, HONG KONG, immatriculée auprès du Registrar of Companies, Hong Kong Special Administrative Region sous le numéro 2046256

représentée par Peggy SIMON, employée privée, demeurant professionnellement à Echternach, 9, Rabatt, en vertu d'une procuration donnée sous seing privée.

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

La partie comparante, représentée comme indiqué ci-dessus, a prié le notaire instrumentant d'acter de la façon suivante les statuts d'une société à responsabilité limitée qui est ainsi constituée:

I. Dénomination - Siège social - Objet - Durée

Art. 1^{er}. Dénomination. Le nom de la société est "Mt. Kailash S.à r.l." (la Société). La Société est une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), ainsi que par les présents statuts (les Statuts).

Art. 2. Siège social.

2.1. Le siège social de la Société est établi à Luxembourg, Grand-Duché de Luxembourg. Il peut être transféré dans la commune par décision du conseil de gérance. Le siège social peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une résolution des associés, selon les modalités requises pour la modification des Statuts.

2.2. Il peut être créé des succursales, filiales ou autres bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger par décision du conseil de gérance. Lorsque le conseil de gérance estime que des développements ou événements extraordinaires d'ordre politique ou militaire se sont produits ou sont imminents, et que ces développements ou événements sont de nature à compromettre les activités normales de la Société à son siège social, ou la communication aisée entre le siège social et l'étranger, le siège social peut être transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances. Ces mesures provisoires n'ont aucun effet sur la nationalité de la Société qui, nonobstant le transfert provisoire de son siège social, reste une société luxembourgeoise.

Art. 3. Objet social.

3.1. L'objet de la Société est la prise de participations, tant au Luxembourg qu'à l'étranger, dans toutes sociétés ou entreprises sous quelque forme que ce soit, et la gestion de ces participations. La Société peut notamment acquérir par souscription, achat et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, obligations, créances, certificats de dépôt et autres instruments de dette, et plus généralement, toutes valeurs et instruments financiers émis par toute entité publique ou privée. Elle peut participer à la création, au développement, à la gestion et au contrôle de toute société ou entreprise. Elle peut en outre (i) investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit et (ii) procéder à l'achat, la vente, l'affrètement, le frètement et la gestion de navires de mer, ainsi qu'à toutes opérations financières et commerciales s'y rattachant directement ou indirectement.

3.2. La Société peut emprunter sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de billets à ordre, d'obligations et de titres et instruments de toute autre nature. La Société peut prêter des fonds, y compris notamment, les revenus de tous emprunts, à ses filiales, sociétés affiliées ainsi qu'à toutes autres sociétés. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

3.3. La Société peut employer toutes les techniques et instruments nécessaires à une gestion efficace de ses investissements et à sa protection contre les risques de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêt et autres risques.

3.4. La Société peut effectuer toutes les opérations commerciales, financières ou industrielles et toutes les transactions concernant des biens immobiliers ou mobiliers qui, directement ou indirectement, favorisent ou se rapportent à son objet social.

Art. 4. Durée.

- 4.1. La Société est formée pour une durée indéterminée.
- 4.2. La Société n'est pas dissoute en raison de la mort, de la suspension des droits civils, de l'incapacité, de l'insolvabilité, de la faillite ou de tout autre évènement similaire affectant un ou plusieurs associés.

II. Capital - Parts sociales**Art. 5. Capital.**

5.1. Le capital social est fixé à vingt mille dollars américains (USD 20.000), représenté par vingt mille (20.000) parts sociales sous forme nominative, ayant une valeur nominale d'un dollar américain (USD 1) chacune, toutes souscrites et entièrement libérées.

5.2. Le capital social peut être augmenté ou réduit à une ou plusieurs reprises par une résolution des associés, adoptée selon les modalités requises pour la modification des Statuts.

Art. 6. Parts sociales.

- 6.1. Les parts sociales sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par part sociale.
- 6.2. Les parts sociales sont librement cessibles entre associés.
- 6.3. Lorsque la Société a un associé unique, les parts sociales sont librement cessibles aux tiers.
- 6.4. Lorsque la Société a plus d'un associé, la cession des parts sociales (inter vivos) à des tiers est soumise à l'accord préalable des associés représentant au moins les trois-quarts du capital social.
- 6.5. Une cession de parts sociales n'est opposable à l'égard de la Société ou des tiers, qu'après avoir été notifiée à la Société ou acceptée par celle-ci conformément à l'article 1690 du Code Civil.
- 6.6. Un registre des associés est tenu au siège social et peut être consulté à la demande de chaque associé.
- 6.7. La Société peut racheter ses propres parts sociales à condition que:
- (i) la Société ait des réserves distribuables suffisantes à cet effet; ou
 - (ii) que le rachat résulte de la réduction du capital social de la Société.

III. Gestion - Représentation**Art. 7. Nomination et révocation des gérants.**

7.1. La Société est gérée par un ou plusieurs gérants nommés par une résolution des associés, qui fixe la durée de leur mandat. Les gérants ne doivent pas nécessairement être associés

7.2. Les gérants sont révocables à tout moment (avec ou sans raison) par une décision des associés.

Art. 8. Conseil de gérance. Si plusieurs gérants sont nommés, ils constituent le conseil de gérance (le Conseil). Les associés peuvent décider de nommer deux (2) différentes classes de gérants, i.e. un (1) ou plusieurs gérants de classe A et un (1) ou plusieurs gérants de classe B.

8.1. Pouvoirs du conseil de gérance

(i) Tous les pouvoirs non expressément réservés par la Loi ou les Statuts à ou aux associés sont de la compétence du Conseil, qui a tous les pouvoirs pour effectuer et approuver tous les actes et opérations conformes à l'objet social.

(ii) Des pouvoirs spéciaux et limités peuvent être délégués par le Conseil à un ou plusieurs agents pour des tâches spécifiques.

8.2. Procédure

(i) Le Conseil se réunit sur convocation de deux (2) gérants au lieu indiqué dans l'avis de convocation, qui en principe, est au Luxembourg.

(ii) Il est donné à tous les gérants une convocation écrite de toute réunion du Conseil au moins vingt-quatre (24) heures à l'avance, sauf en cas d'urgence, auquel cas la nature et les circonstances de cette urgence sont mentionnées dans la convocation à la réunion.

(iii) Aucune convocation n'est requise si tous les membres du Conseil sont présents ou représentés et s'ils déclarent avoir parfaitement eu connaissance de l'ordre du jour de la réunion. Un gérant peut également renoncer à la convocation à une réunion, que ce soit avant ou après ladite réunion. Des convocations écrites séparées ne sont pas exigées pour des réunions se tenant dans des lieux et à des heures fixés dans un calendrier préalablement adopté par le Conseil.

(iv) Un gérant peut donner une procuration à un autre gérant afin de le représenter à toute réunion du Conseil.

(v) Le Conseil ne peut délibérer et agir valablement que si la majorité de ses membres sont présents ou représentés et au moins un (1) gérant de classe A et un (1) gérant de classe B sont présents ou représentés. Les décisions du Conseil sont valablement adoptées à la majorité des voix des gérants présents ou représentés à condition que toute résolution ne soit valablement adoptée que si elle est approuvée par au moins un (1) gérant de classe A et un (1) gérant de classe B. Les décisions du Conseil sont consignées dans des procès-verbaux signés par le président de la réunion ou, si aucun président n'a été nommé, par tous les gérants présents ou représentés.

(vi) Tout gérant peut participer à toute réunion du Conseil par téléphone ou visio- conférence ou par tout autre moyen de communication permettant à l'ensemble des personnes participant à la réunion de s'identifier, de s'entendre et de se

parler. La participation par un de ces moyens équivaut à une participation en personne à une réunion valablement convoquée et tenue.

(vii) Des résolutions circulaires signées par tous les gérants (les Résolutions Circulaires des Gérants) sont valables et engagent la Société comme si elles avaient été adoptées lors d'une réunion du Conseil valablement convoquée et tenue et portent la date de la dernière signature.

8.3. Représentation

(i) La Société est engagée vis-à-vis des tiers en toutes circonstances par les signatures conjointes de deux (2) gérants ou, si les associés ont nommé différentes classes de gérants, par les signatures conjointes d'un gérant de classe A et d'un gérant de classe B.

(ii) La Société est également engagée vis-à-vis des tiers par la signature de toute(s) personne(s) à qui des pouvoirs spéciaux ont été délégués par le Conseil ainsi que par tout gérant.

Art. 9. Gérant unique. Si la Société est gérée par un gérant unique, toute référence dans les Statuts au Conseil ou aux gérants doit être considérée, le cas échéant, comme une référence au gérant unique.

Art. 10. Responsabilité des gérants. Les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle concernant les engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont conformes aux Statuts et à la Loi.

IV. Associé(s)

Art. 11. Assemblées générales des associés et résolutions circulaires des associés.

11.1. Pouvoirs et droits de vote

(i) A l'exception des résolutions prises conformément aux dispositions de l'article 11.1.(ii), les résolutions des associés sont adoptées en assemblée générale des associés (l'Assemblée Générale).

(ii) Dans le cas où le nombre d'associés n'excède pas vingt-cinq (25), les résolutions des associés peuvent être adoptées par voie de résolutions circulaires des associés (les Résolutions Circulaires des Associés).

(iii) Chaque part sociale donne droit à un (1) vote.

11.2. Convocations, quorum, majorité et procédure de vote

(i) Les associés peuvent être convoqués aux Assemblées Générales par le Conseil. Le Conseil doit convoquer une Assemblée Générale à l'initiative de tout gérant ou des associés représentant plus de la moitié du capital social.

(ii) Une convocation écrite à toute Assemblée Générale est donnée à tous les associés au moins huit (8) jours avant la date de l'assemblée, sauf en cas d'urgence, auquel cas, la nature et les circonstances de cette urgence sont précisées dans la convocation à ladite assemblée.

(iii) Lorsque les décisions sont adoptées par voie de Résolutions Circulaires des Associés, le Conseil communiquera le texte desdites résolutions à tous les associés. Les associés voteront alors par écrit et retourneront leur vote à la Société endéans du délai fixé par le Conseil. Chaque gérant est en droit de compter les votes.

(iv) Les Assemblées Générales seront tenues au lieu et heure précisés dans les convocations.

(v) Si tous les associés sont présents ou représentés et se considèrent comme ayant été valablement convoqués et informés de l'ordre du jour de l'assemblée, l'Assemblée Générale peut se tenir sans convocation préalable.

(vi) Un associé peut donner une procuration écrite à toute autre personne, associé ou non, afin de le représenter à toute Assemblée Générale.

(vii) Les décisions à adopter par l'Assemblée Générale ou par Résolutions Circulaires des Associés sont adoptées par des associés détenant plus de la moitié du capital social. Si cette majorité n'est pas atteinte à la première Assemblée Générale ou première consultation écrite, les associés sont convoqués par lettre recommandée à une seconde Assemblée Générale ou consultés une seconde fois, et les décisions sont adoptées par l'Assemblée Générale ou par Résolutions Circulaires des Associés à la majorité des voix exprimées, sans tenir compte de la proportion du capital social représenté.

(viii) Les Statuts sont modifiés avec le consentement de la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social.

(ix) Tout changement de nationalité de la Société ainsi que toute augmentation de l'engagement d'un associé dans la Société exige le consentement unanime des associés.

(x) Les Résolutions Circulaires des Associés signées par tous les associés sont valables et engagent la Société comme si elles avaient été adoptées lors d'une Assemblée Générale valablement convoquée et tenue et portent la date de la dernière signature.

Art. 12. Associé unique.

12.1. Dans le cas où le nombre des associés est réduit à un (1):

(i) l'associé unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale.

(ii) toute référence dans les Statuts aux associés et à l'Assemblée Générale ou aux Résolutions Circulaires des Associés doit être considérée, le cas échéant, comme une référence à l'associé unique ou aux résolutions de ce dernier.

(iii) les résolutions de l'associé unique sont consignées dans des procès-verbaux ou rédigées par écrit.

V. Comptes annuels - Affectation des bénéfices - Contrôle

Art. 13. Exercice social et approbation des comptes annuels.

13.1. L'exercice social commence le premier (1) janvier et se termine le trente-et-un (31) décembre de chaque année.

13.2. Chaque année, le Conseil dresse le bilan et le compte de profits et pertes, ainsi qu'un inventaire indiquant la valeur des actifs et passifs de la Société, avec une annexe résumant les engagements de la Société ainsi que les dettes du ou des gérants et des associés envers la Société.

13.3. Tout associé peut prendre connaissance de l'inventaire et du bilan au siège social.

13.4. Le bilan et le compte de profits et pertes doivent être approuvés de la façon suivante:

(i) si le nombre des associés de la Société ne dépasse pas vingt-cinq (25), dans les six (6) mois de la clôture de l'exercice social en question, soit (a) par l'Assemblée Générale annuelle (si elle est tenue), soit (b) par voie de Résolutions Ecrites des Associés; ou

(ii) si le nombre des associés de la Société dépasse vingt-cinq (25), par l'Assemblée Générale annuelle.

13.5. Si le nombre des associés de la Société dépasse vingt-cinq (25), l'Assemblée Générale annuelle se tient à l'adresse du siège social ou en tout autre lieu dans la municipalité du siège social, comme indiqué dans la convocation, le deuxième lundi du mois de mai de chaque année à 10 heures. Si ce jour n'est pas un jour ouvré à Luxembourg, l'Assemblée Générale annuelle se tient le jour ouvré suivant.

Art. 14. Réviseurs d'entreprises.

14.1. Les opérations de la Société sont contrôlées par un ou plusieurs réviseurs d'entreprises, dans les cas prévus par la loi.

14.2. Les associés nomment les réviseurs d'entreprises, s'il y a lieu, et déterminent leur nombre, leur rémunération et la durée de leur mandat, lequel ne peut dépasser six (6) ans. Les réviseurs d'entreprises peuvent être renommés.

Art. 15. Affectation des bénéfices.

15.1. Cinq pour cent (5 %) des bénéfices nets annuels de la Société sont affectés à la réserve requise par la Loi. Cette affectation cesse d'être exigée quand la réserve légale atteint dix pour cent (10 %) du capital social.

15.2. Les associés décident de l'affectation du solde des bénéfices nets annuels. Ils peuvent allouer ce bénéfice au paiement d'un dividende, l'affecter à un compte de réserve ou le reporter en respectant les dispositions légales applicables.

15.3. Des dividendes intérimaires peuvent être distribués à tout moment, aux conditions suivantes:

(i) des comptes intérimaires sont établis par le Conseil;

(ii) ces comptes intérimaires montrent que des bénéfices et autres réserves (en ce compris la prime d'émission) suffisants sont disponibles pour une distribution; étant entendu que le montant à distribuer ne peut pas dépasser le montant des bénéfices réalisés depuis la fin du dernier exercice social dont les comptes annuels ont été approuvés, le cas échéant, augmenté des bénéfices reportés et des réserves distribuables, et réduit par les pertes reportées et les sommes à affecter à la réserve légale;

(iii) la décision de distribuer des dividendes intérimaires doit être adoptée par le Conseil dans les deux (2) mois suivant la date des comptes intérimaires;

(iv) les droits des créanciers de la Société ne sont pas menacés, compte tenu des actifs de la Société.

Si les dividendes intérimaires qui ont été distribués dépassent les bénéfices distribuables à la fin de l'exercice social, le Conseil a le droit de réclamer la répétition des dividendes ne correspondant pas à des bénéfices réellement acquis et les associés doivent immédiatement reverser l'excès à la Société à la demande du Conseil.

VI. Dissolution - Liquidation

16.1. La Société peut être dissoute à tout moment, par une résolution des associés adoptée par la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social. Les associés nomment un ou plusieurs liquidateurs, qui n'ont pas besoin d'être associés, pour réaliser la liquidation et déterminent leur nombre, pouvoirs et rémunération. Sauf décision contraire des associés, les liquidateurs sont investis des pouvoirs les plus étendus pour réaliser les actifs et payer les dettes de la Société.

16.2. Le boni de liquidation après la réalisation des actifs et le paiement des dettes est distribué aux associés proportionnellement aux parts sociales détenues par chacun d'entre eux.

VII. Dispositions générales

17.1. Les convocations et communications, respectivement les renoncations à celles-ci, sont faites, et les Résolutions Circulaires des Gérants ainsi que les Résolutions Circulaires des Associés sont établies par écrit, télégramme, télécopie, e-mail ou tout autre moyen de communication électronique.

17.2. Les procurations sont données par tout moyen mentionné ci-dessus. Les procurations relatives aux réunions du Conseil peuvent également être données par un gérant conformément aux conditions acceptées par le Conseil.

17.3. Les signatures peuvent être sous forme manuscrite ou électronique, à condition de satisfaire aux conditions légales pour être assimilées à des signatures manuscrites. Les signatures des Résolutions Circulaires des Gérants, des résolutions adoptées par le Conseil par téléphone ou visioconférence et des Résolutions Circulaires des Associés, selon le cas, sont apposées sur un original ou sur plusieurs copies du même document, qui ensemble, constituent un seul et unique document.

17.4. Pour tous les points non expressément prévus par les Statuts, il est fait référence à la Loi et, sous réserve des dispositions légales d'ordre public, à tout accord conclu de temps à autre entre les associés.

Disposition transitoire

Le premier exercice social commence à la date du présent acte et s'achève le 31 décembre 2014.

Souscription et libération

Ocean Minze Shipping Company Limited, représentée comme indiqué ci-dessus, déclare souscrire à vingt mille (20.000) parts sociales sous forme nominative, d'une valeur nominale d'un dollar américain (USD 1) chacune, et de les libérer intégralement par un apport en numéraire de vingt mille dollars américains (USD 20.000).

La montant de vingt mille dollars américains (USD 20.000) est à disposition de la Société, preuve ayant été donnée au notaire instrumentant.

Frais

Les dépenses, coûts, honoraires et charges de toutes sortes qui incombent à la Société du fait de sa constitution s'élèvent approximativement à mille deux cents Euros (EUR 1.200.-).

Résolutions de l'associé unique

Immédiatement après la constitution de la Société, l'associé unique de la Société, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes:

1. La personne suivante est nommée en qualité de gérant de classe A de la Société avec effet immédiat et pour une durée indéterminée:

- Madame Min HE, gérante de société, né le 28 janvier 1970 en Chine, résidant professionnellement au Room 307, Building No.8, Beijing Friendship Hotel, No.1 South Zhongguancun Street, Haidian District, 100873, Beijing, Chine.

2. La personne suivante est nommée en qualité de gérant de classe B de la Société avec effet immédiat et pour une durée indéterminée:

- Monsieur Jean-Pierre VERNIER, gérant de société, né le 2 octobre 1952 à Nantes, France, résidant professionnellement au 1 Place du Théâtre, L-2613 LUXEMBOURG.

3. Le siège social de la Société est établi 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, déclare que, à la requête de la partie comparante, le présent acte est rédigé en anglais, suivi d'une traduction française et qu'en cas de divergences entre le texte anglais et le texte français, la version anglaise fait foi.

Fait et passé à Junglinster, à la date qu'en tête des présentes.

Lecture du présent acte ayant été faite au mandataire de la partie comparante, ceux-ci ont signé avec le notaire instrumentant, le présent acte.

Signé: P. SIMON, Jean SECKLER.

Enregistré à Echternach, le 20 mai 2014. Relation: ECH/2014/950. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): D. SPELLER.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 20 mai 2014.

Référence de publication: 2014070821/518.

(140082786) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 mai 2014.

LSP Holding, Société à responsabilité limitée.

Capital social: GBP 93.462,65.

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

R.C.S. Luxembourg B 154.479.

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

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

was held

an extraordinary general meeting (the "Meeting") of the shareholders of LSP Holding, a société à responsabilité limitée having its registered office at 6D, Route de Trèves, L-2633 Senningerberg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 154479 and incorporated on 12 July 2010 by deed of Me Paul Bettingen, notary, residing in Niederanven, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations (the "Memorial") under number 1904 of 15 September 2010 (the "Company"). The articles of association of the Company have been amended for the last time on 12 June 2013 by deed of Maître Blanche Moutrier, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg, published in the Mémorial under number 1911 of 7 August 2013.

The Meeting was presided by Nora Filali, maître en droit, residing in Luxembourg.

There was appointed as secretary and scrutineer Milène Drweski, maître en droit, residing professionally in Luxembourg.

The chairman declared and requested the notary to state that:

I. The shareholders present or represented and the number of shares held by each of them are shown on an attendance list signed by the proxyholder, the board of the Meeting and the undersigned notary. The said list will be attached to the present deed to be filed with the registration authorities. The proxies of the represented shareholders, initialled "ne varietur" by the appearing parties, will also remain annexed to the present deed.

As it appeared from the said attendance list, 624,988 class A shares, 624,989 class B shares, 624,989 class C shares, 624,989 class D shares, 624,988 class E shares, 5,215,800 class F shares in issue in the Company were represented at the general meeting, and the shareholders have been duly convened by a convening notice dated 22 March 2014 so that the Meeting was validly constituted and able to validly decide on all the items on the agenda.

II. The agenda of the Meeting is as follows:

1. Increase of the issued share capital of the Company by an aggregate amount of eight hundred and twenty-six GBP and twenty-five pence (£826.25) so as to bring it from its current amount of ninety-two thousand six hundred and thirty-six GBP and forty pence (£92,636.40) to ninety-three thousand four hundred and sixty-two GBP and sixty-five pence (£93,462.65) by the issuance of:

(A) (i) fifteen thousand two hundred and eighty-five (15,285) class A shares, fifteen thousand two hundred and eighty-five (15,285) class B shares, fifteen thousand two hundred and eighty-five (15,285) class C shares, fifteen thousand two hundred and eighty-five (15,285) class D shares, fifteen thousand two hundred and eighty-five (15,285) class E shares with a par value of one pence (£ 0.01) each for a total subscription price of seventy-six thousand four hundred and twenty-five GBP (£76,425); (ii) approval of the new shareholders of the Company; (iii) subscription to and payment of the subscription price of such new shares by each of the subscribers in the proportions set forth in the Table A below by way of contributions in kind consisting in claims of a total amount of seventy-six thousand four hundred and twenty-five GBP (£76,425) (the "Contributions in Kind"); (iv) approval of the report of the board of managers on the valuation of the Contributions in Kind; (v) approval of the valuation of the Contributions in Kind at an aggregate amount of seventy-six thousand four hundred and twenty-five GBP (£76,425) in the proportions set out in the Table A below; (vi) allocation of an aggregate amount of seven hundred and sixty-four GBP and twenty-five pence (£764.25) to the share capital of the Company and of seventy-five thousand six hundred and sixty GBP and seventy-five pence (£75,660.75) to the share premium reserve in the proportions set out in the Table A below and; (vii) participation of the new shareholders to the general meeting:

TABLE A

Subscribers (Date and place of birth)	Number of shares	Value of the Contributions in Kind (£)
Mr Jamie Alexander Simpson (24 February 1967, Wolverhampton)	Class A Shares: 3,305	Class A Shares: 3,305
	Class B Shares: 3,305	Class B Shares: 3,305
	Class C Shares: 3,305	Class C Shares: 3,305
	Class D Shares: 3,305	Class D Shares: 3,305
	Class E Shares: 3,305	Class E Shares: 3,305
Mr Michael Smith (23 December 1973, Wolverhampton)	Class A Shares: 3,007	Class A Shares: 3,007
	Class B Shares: 3,007	Class B Shares: 3,007
	Class C Shares: 3,007	Class C Shares: 3,007
	Class D Shares: 3,007	Class D Shares: 3,007
	Class E Shares: 3,007	Class E Shares: 3,007
Mr Richard Barnes (19 July 1972, Shifnal)	Class A Shares: 3,007	Class A Shares: 3,007
	Class B Shares: 3,007	Class B Shares: 3,007
	Class C Shares: 3,007	Class C Shares: 3,007
	Class D Shares: 3,007	Class D Shares: 3,007
	Class E Shares: 3,007	Class E Shares: 3,007
Mr Robert Plant (5 December 1968, Walsall)	Class A Shares: 1,917	Class A Shares: 1,917

	Class B Shares: 1,917	Class B Shares: 1,917
	Class C Shares: 1,917	Class C Shares: 1,917
	Class D Shares: 1,917	Class D Shares: 1,917
	Class E Shares: 1,917	Class E Shares: 1,917
Mr Stephen John Tabner (21 April 1969, Wolverhampton)	Class A Shares: 1,851	Class A Shares: 1,851
	Class B Shares: 1,851	Class B Shares: 1,851
	Class C Shares: 1,851	Class C Shares: 1,851
	Class D Shares: 1,851	Class D Shares: 1,851
	Class E Shares: 1,851	Class E Shares: 1,851
Mr Nicholas Robert March (9 December 1966, Birmingham)	Class A Shares: 909	Class A Shares: 909
	Class B Shares: 909	Class B Shares: 909
	Class C Shares: 909	Class C Shares: 909
	Class D Shares: 909	Class D Shares: 909
	Class E Shares: 909	Class E Shares: 909
Mr Peter Mulligan (10 December 1966, Birmingham)	Class A Shares: 1,289	Class A Shares: 1,289
	Class B Shares: 1,289	Class B Shares: 1,289
	Class C Shares: 1,289	Class C Shares: 1,289
	Class D Shares: 1,289	Class D Shares: 1,289
	Class E Shares: 1,289	Class E Shares: 1,289
TOTAL	Class A Shares: 15,285	Class A Shares: 15,285
	Class B Shares: 15,285	Class B Shares: 15,285
	Class C Shares: 15,285	Class C Shares: 15,285
	Class D Shares: 15,285	Class D Shares: 15,285
	Class E Shares: 15,285	Class E Shares: 15,285

TABLE A

Subscribers (Date and place of birth)	Nominal value shares	Share premium reserve
Mr Jamie Alexander Simpson (24 February 1967, Wolverhampton)	Class A Shares: 33.05	Class A Shares: 3,271.95
	Class B Shares: 33.05	Class B Shares: 3,271.95
	Class C Shares: 33.05	Class C Shares: 3,271.95
	Class D Shares: 33.05	Class D Shares: 3,271.95
	Class E Shares: 33.05	Class E Shares: 3,271.95
Mr Michael Smith (23 December 1973, Wolverhampton)	Class A Shares: 30.07	Class A Shares: 2,976.93
	Class B Shares: 30.07	Class B Shares: 2,976.93
	Class C Shares: 30.07	Class C Shares: 2,976.93
	Class D Shares: 30.07	Class D Shares: 2,976.93
	Class E Shares: 30.07	Class E Shares: 2,976.93
Mr Richard Barnes (19 July 1972, Shifnal)	Class A Shares: 30.07	Class A Shares: 2,976.93
	Class B Shares: 30.07	Class B Shares: 2,976.93
	Class C Shares: 30.07	Class C Shares: 2,976.93
	Class D Shares: 30.07	Class D Shares: 2,976.93
	Class E Shares: 30.07	Class E Shares: 2,976.93
Mr Robert Plant (5 December 1968, Walsall)	Class A Shares: 19.17	Class A Shares: 1897.83
	Class B Shares: 19.17	Class B Shares: 1897.83
	Class C Shares: 19.17	Class C Shares: 1897.83
	Class D Shares: 19.17	Class D Shares: 1897.83
	Class E Shares: 19.17	Class E Shares: 1897.83
Mr Stephen John Tabner (21 April 1969, Wolverhampton)	Class A Shares: 18.51	Class A Shares: 1832.49
	Class B Shares: 18.51	Class B Shares: 1832.49
	Class C Shares: 18.51	Class C Shares: 1832.49
	Class D Shares: 18.51	Class D Shares: 1832.49
	Class E Shares: 18.51	Class E Shares: 1832.49
Mr Nicholas Robert March (9 December 1966, Birmingham)	Class A Shares: 9.09	Class A Shares: 899.91
	Class B Shares: 9.09	Class B Shares: 899.91
	Class C Shares: 9.09	Class C Shares: 899.91
	Class D Shares: 9.09	Class D Shares: 899.91
	Class E Shares: 9.09	Class E Shares: 899.91
Mr Peter Mulligan (10 December 1966, Birmingham)	Class A Shares: 12.89	Class A Shares: 1276.11
	Class B Shares: 12.89	Class B Shares: 1276.11
	Class C Shares: 12.89	Class C Shares: 1276.11

	Class D Shares: 12.89	Class D Shares: 1276.11
	Class E Shares: 12.89	Class E Shares: 1276.11
TOTAL	Class A Shares: 152.85	Class A Shares: 15,132.15
	Class B Shares: 152.85	Class B Shares: 15,132.15
	Class C Shares: 152.85	Class C Shares: 15,132.15
	Class D Shares: 152.85	Class D Shares: 15,132.15
	Class E Shares: 152.85	Class E Shares: 15,132.15

(B) (i) one thousand two hundred and forty (1,240) class A shares, one thousand two hundred and forty (1,240) class B shares, one thousand two hundred and forty (1,240) class C shares, one thousand two hundred and forty (1,240) class D shares and, one thousand two hundred and forty (1,240) class E shares with a par value of one pence (£ 0.01) each for a total subscription price of six thousand two hundred GBP (£6,200) to Mr Ian Butler; (ii) approval of the new shareholder of the Company; (iii) subscription to and payment of the subscription price of such new shares by the subscriber in the proportions set forth in the Table B below by way of contribution in cash of an aggregate amount of six thousand two hundred GBP (£6,200) (the "Contribution in Cash"); (iv) allocation of an aggregate amount of sixty-two GBP (£62.00) to the share capital of the Company and of six thousand one hundred and thirty-eight GBP (£6,138) to the share premium reserve in the proportions set out in the Table B below and; (v) participation of the new shareholder to the general meeting:

TABLE B

Subscriber (Date and place of birth)	Number of shares	Amount of the Contribution in Cash (£)
Mr Ian Butler (1 January 1965, Sandwell)	Class A Shares: 1,240	Class A Shares: 1,240
	Class B Shares: 1,240	Class B Shares: 1,240
	Class C Shares: 1,240	Class C Shares: 1,240
	Class D Shares: 1,240	Class D Shares: 1,240
	Class E Shares: 1,240	Class E Shares: 1,240

TABLE B

Subscriber (Date and place of birth)	Nominal value shares	Share premium reserve
Mr Ian Butler (1 January 1965, Sandwell)	Class A Shares: 12.40	Class A Shares: 1,227.60
	Class B Shares: 12.40	Class B Shares: 1,227.60
	Class C Shares: 12.40	Class C Shares: 1,227.60
	Class D Shares: 12.40	Class D Shares: 1,227.60
	Class E Shares: 12.40	Class E Shares: 1,227.60

2. Consequential amendment of article 5 of the Company's articles of association in order to reflect the capital increase so that it shall read as follows:

" **Art. 5. Share capital.** The issued share capital of the Company is set at ninety-three thousand, four hundred and sixty-two GBP and sixty-five pence (£93,462.65) and divided into:

- 826,093 class A shares, (the "Class A Shares"),
 - 826,094 class B shares, (the "Class B Shares"),
 - 826,093 class C shares, (the "Class C Shares"),
 - 826,093 class D shares, (the "Class D Shares"),
 - 826,092 class E shares, (the "Class E Shares"),
 - 5,215,800 class F shares, (the "Class F Shares"),
- with a nominal value of one pence (£ 0.01) each."

After deliberation the Meeting unanimously took the following resolution:

First resolution

The Meeting resolved to increase the issued share capital of the Company from its current amount of ninety-two thousand six hundred and thirty-six GBP and forty pence (£ 92,636.40) to ninety-three thousand four hundred and sixty-two GBP and sixty-five pence (£ 93,462.65) by the issuance of:

(A) fifteen thousand two hundred and eighty-five (15,285) class A shares, fifteen thousand two hundred and eighty-five (15,285) class B shares, fifteen thousand two hundred and eighty-five (15,285) class C shares, fifteen thousand two hundred and eighty-five (15,285) class D shares and fifteen thousand two hundred and eighty-five (15,285) class E shares, with a nominal value of one pence (£ 0,01) each for a total subscription price of seventy-six thousand four hundred twenty-five GBP (£ 76,425). Thereupon the following subscribers:

- Mr Jamie Alexander Simpson, born on 24 February 1976 in Wolverhampton, United Kingdom, residing at 1 Tye Farm Barns, Ackleton, Shropshire, WV6 7JH, United Kingdom;

- Mr Michael Smith, born on 23 December 1973, in Wolverhampton, United Kingdom, residing at 7 Oak Drive, Seisdon, Wolverhampton, West Midlands, WV5 7ET, United Kingdom;

- Mr Richard Barnes, born on 19 July 1972 in Shifnal, United Kingdom, residing at 18 Celeste Road, Bromsgrove, West Midlands, B60 2RP, United Kingdom;

- Mr Robert Plant, born on 5 December 1968, in Walsall, United Kingdom, residing at 5 Farleigh Road, Perton, Wolverhampton, West Midlands, WV6 7RH, United Kingdom;

- Mr Stephen John Tabner, born on 21 April 1969, in Wolverhampton, United Kingdom, residing at 61 High Meadows, Compton, Wolverhampton, WV6 8PP, United Kingdom;

- Mr Nicholas Robert March, born on 9 December 1966, in Birmingham, United Kingdom, residing at The White House, 3 Lower Green, Tettenhall, Wolverhampton, WV6 9AH, United Kingdom;

- Mr Peter Mulligan, born on 10 December 1966, in Birmingham, United Kingdom, residing at 3 Clydesdale Rise, Droitwich Spa, Worcestershire, WR9 7SU, United Kingdom,

all represented by proxies held by Maître Nora Filali (copies of which shall remain with the present deed to be registered therewith) subscribed to such new shares issued by the Company in the proportion set forth above in Table A.

The Meeting noted that the subscription price of such new shares is paid by way of Contributions in Kind consisting in claims of a total amount of seventy-six thousand four hundred and twenty-five GBP (£ 76,425).

The Contributions in Kind have been the subject of a valuation report of the board of managers of the Company dated 22 March 2014.

The conclusion of such report reads as follows:

«In view of the above, the Board of Managers believes that the value of the Contributions in Kind being the Contributed Claims to seventy-six thousand four hundred and twenty-five GBP (£76,425), being at least equal to the subscription price of the New Shares to be issued by the Company against the Contributions in Kind and the allocation to the share premium account of the Company.»

The meeting resolved to value the Contributions in Kind at an aggregate amount of seventy-six thousand four hundred and twenty-five GBP (£ 76,425).

It is decided to issue such new shares in the proportion set out above in Table A and to allocate an aggregate amount of seven hundred and sixty-four GBP and twenty-five pence (£ 764.25) to the share capital and the remainder, being an aggregate amount of seventy-five thousand six hundred and sixty GBP and seventy-five pence (£ 75,660.75) to the share premium of the Company.

Evidence of the Contributions in Kind to the Company was shown to the undersigned notary.

(B) One thousand two hundred and forty (1,240) class A shares, one thousand two hundred and forty (1,240) class B shares, one thousand two hundred and forty (1,240) class C shares, one thousand two hundred and forty (1,240) class D shares and one thousand two hundred and forty (1,240) class E shares with a nominal value of one pence (£ 0,01) each, for a total subscription price of six thousand two hundred GBP (£ 6,200) by the acceptance of the Contribution in Cash by Mr Ian Butler of a total amount of six thousand two hundred GBP (£ 6,200). There appeared Mr Ian Butler, born in Sandwell, United Kingdom on 1 January 1965 and residing at No1 Cedar Grove, Great Wryley, Walsall, West Midlands, WS6 6QH, United Kingdom, represented by Maître Nora Filali, pursuant to a proxy (a copy of which shall remain with the present deed to be registered therewith).

Such new shares so issued are fully paid up by way of transfer of the Contribution in Cash.

An aggregate amount of sixty-two GBP (£62.00) is allocated to the share capital of the Company and the remainder, being an aggregate amount of six thousand one hundred and thirty-eight GBP and (£6,138) to the share premium.

Evidence of the payment of such subscription price was shown to the notary.

Second resolution

In consequence to the prior resolution, the Meeting resolved to amend article 5 of the Company's articles of association as set out in the agenda.

Expenses

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company are estimated at about EUR 2,500.-.

The undersigned notary who understands and speaks English acknowledges that, at the request of the parties hereto, this deed is drafted in English, followed by a French translation; at the request of the same parties, in case of divergences between the English and the French version, the English version shall prevail.

Whereof, the present deed was drawn up in Luxembourg, on the day before mentioned.

After reading these minutes the board of the Meeting signed together with the notary the present deed.

Suit la traduction française du texte qui précède

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

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

S'est tenue

une assemblée générale extraordinaire (l'«Assemblée») des associés de LSP Holding, une société à responsabilité limitée dont le siège social est situé au 6D, Route de Trèves, L-2633 Senningerberg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 154479 et constituée le 12 juillet 2010 suivant acte reçu de Me Paul Bettingen, notaire de résidence à Niederanven, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial») numéro 1904 du 15 septembre 2010 (la «Société»). Les statuts de la Société ont été modifiés pour la dernière fois le 12 juin 2013 suivant acte reçu de Maître Blanche Moutrier, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg, publié au Mémorial numéro 1911 du 7 août 2013.

L'Assemblée a été présidée par Nora Filali, maître en droit, demeurant à Luxembourg.

A été nommée comme secrétaire et scrutateur Milène Drweski, maître en droit, demeurant professionnellement à Luxembourg.

La présidente a déclaré et requis le notaire d'acter que:

I. Les associés présents ou représentés ainsi que le nombre de parts sociales détenues par chacun d'entre eux figurent sur une liste de présence signée par le mandataire, le bureau de l'Assemblée et le notaire soussigné. Ladite liste sera annexée au présent acte afin d'être soumise avec celui-ci aux formalités de l'enregistrement. Les procurations des associés représentés, paraphées ne varietur par les parties comparantes, resteront également annexées au présent acte.

Tel qu'il appert de ladite liste de présence, 624.988 parts sociales de classe A, 624.989 parts sociales de classe B, 624.989 parts sociales de classe C, 624.989 parts sociales de classe D, 624.988 parts sociales de classe E, et 5.215.800 parts sociales de classe F émises dans la Société étaient représentées à l'assemblée générale, et les associés ont été dûment convoqués par un avis de convocation daté du 22 mars 2014 de sorte que l'Assemblée était valablement constituée et en mesure de prendre valablement des décisions sur l'ensemble des points figurant à l'ordre du jour.

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

1. Augmentation du capital social émis de la Société d'un montant global de huit cent vingt-six Livres Sterling et vingt-cinq Pence Sterling (826,25 GBP) afin de le porter de son montant actuel de quatre-vingt-douze mille six cent trente-six Livres Sterling et quarante Pence Sterling (92.636,40 GBP) à quatre-vingt-treize mille quatre cent soixante-deux Livres Sterling et soixante-cinq Pence Sterling (93.462,65 GBP) par l'émission de:

A. (i) quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe A, quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe B, quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe C, quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe D et quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe E d'une valeur nominale d'un Pence Sterling (0,01 GBP) chacune pour un prix total de souscription de soixante-seize mille quatre cent vingt-cinq Livres Sterling (76.425 GBP); (ii) approbation des nouveaux associés de la Société; (iii) souscription à et paiement du prix de souscription de ces nouvelles parts sociales par chacun des souscripteurs dans les proportions indiquées dans le Tableau A ci-dessous par voie d'apports en nature composés de créances d'un montant total de soixante-seize mille quatre cent vingt-cinq Livres Sterling (76.425 GBP) (les «Apports en Nature»); (iv) approbation du rapport du conseil de gérance sur l'évaluation des Apports en Nature; (v) approbation de l'évaluation des Apports en Nature à un montant global de soixante-seize mille quatre cent vingt-cinq Livres Sterling (76.425 GBP) dans les proportions indiquées dans le Tableau A ci-dessous; (vi) affectation d'un montant global de sept cent soixante-quatre Livres Sterling et vingt-cinq Pence Sterling (764,25 GBP) au capital social de la Société et de soixante-quinze mille six cent soixante Livres Sterling et soixante-quinze Pence Sterling (75.660,75 GBP) à la réserve de prime d'émission dans les proportions indiquées dans le Tableau A ci-dessous et; (vii) participation des nouveaux associés à l'assemblée générale:

TABLEAU A

Souscripteurs (Date et lieu de naissance)	Nombre de parts sociales	Valeur des Apports en Nature (GBP)
M. Jamie Alexander Simpson (24 février 1967, Wolverhampton)	Parts Sociales de Classe A: 3.305	Parts Sociales de Classe A: 3.305
	Parts Sociales de Classe B: 3.305	Parts Sociales de Classe B: 3.305
	Parts Sociales de Classe C: 3.305	Parts Sociales de Classe C: 3.305
	Parts Sociales de Classe D: 3.305	Parts Sociales de Classe D: 3.305
	Class E: 3.305	Parts Sociales de Classe E: 3.305
M. Michael Smith (23 décembre 1973, Wolverhampton)	Parts Sociales de Classe A: 3.007	Parts Sociales de Classe A: 3.007
	Parts Sociales de Classe B: 3.007	Parts Sociales de Classe B: 3.007
	Parts Sociales de Classe C: 3.007	Parts Sociales de Classe C: 3.007
	Parts Sociales de Classe D: 3.007	Parts Sociales de Classe D: 3.007
	Parts Sociales de Classe E: 3.007	Parts Sociales de Classe E: 3.007
M. Richard Barnes (19 juillet 1972, Shifnal)	Parts Sociales de Classe A: 3.007	Parts Sociales de Classe A: 3.007
	Parts Sociales de Classe B: 3.007	Parts Sociales de Classe B: 3.007
	Parts Sociales de Classe C: 3.007	Parts Sociales de Classe C: 3.007

	Parts Sociales de Classe D: 3.007	Parts Sociales de Classe D: 3.007
	Parts Sociales de Classe E: 3.007	Parts Sociales de Classe E: 3.007
M. Robert Plant	Parts Sociales de Classe A: 1.917	Parts Sociales de Classe A: 1.917
(5 décembre 1968, Walsall)	Parts Sociales de Classe B: 1.917	Parts Sociales de Classe B: 1.917
	Parts Sociales de Classe C: 1.917	Parts Sociales de Classe C: 1.917
	Parts Sociales de Classe D: 1.917	Parts Sociales de Classe D: 1.917
	Parts Sociales de Classe E: 1.917	Parts Sociales de Classe E: 1.917
M. Stephen John Tabner	Parts Sociales de Classe A: 1.851	Parts Sociales de Classe A: 1.851
(21 avril 1969, Wolverhampton)	Parts Sociales de Classe B: 1.851	Parts Sociales de Classe B: 1.851
	Parts Sociales de Classe C: 1.851	Parts Sociales de Classe C: 1.851
	Parts Sociales de Classe D: 1.851	Parts Sociales de Classe D: 1.851
	Parts Sociales de Classe E: 1.851	Parts Sociales de Classe E: 1.851
M. Nicholas Robert March	Parts Sociales de Classe A: 909	Parts Sociales de Classe A: 909
(9 décembre 1966, Birmingham)	Parts Sociales de Classe B: 909	Parts Sociales de Classe B: 909
	Parts Sociales de Classe C: 909	Parts Sociales de Classe C: 909
	Parts Sociales de Classe D: 909	Parts Sociales de Classe D: 909
	Parts Sociales de Classe E: 909	Parts Sociales de Classe E: 909
M. Peter Mulligan (10 décembre 1966, Birmingham)	Parts Sociales de Classe A: 1.289	Parts Sociales de Classe A: 1.289
	Parts Sociales de Classe B: 1.289	Parts Sociales de Classe B: 1.289
	Parts Sociales de Classe C: 1.289	Parts Sociales de Classe C: 1.289
	Parts Sociales de Classe D: 1.289	Parts Sociales de Classe D: 1.289
	Parts Sociales de Classe E: 1.289	Parts Sociales de Classe E: 1.289
TOTAL	Parts Sociales de Classe A: 15.285	Parts Sociales de Classe A: 15.285
	Parts Sociales de Classe B: 15.285	Parts Sociales de Classe B: 15.285
	Parts Sociales de Classe C: 15.285	Parts Sociales de Classe C: 15.285
	Parts Sociales de Classe D: 15.285	Parts Sociales de Classe D: 15.285
	Parts Sociales de Classe E: 15.285	Parts Sociales de Classe E: 15.285

TABLEAU A

Souscripteurs (Date et lieu de naissance)	Valeur nominale des parts sociales	Réserve de la prime d'émission
M. Jamie Alexander Simpson	Parts Sociales de Classe A: 33,05	Parts Sociales de Classe A: 3.271,95
(24 février 1967, Wolverhampton)	Parts Sociales de Classe B: 33,05	Parts Sociales de Classe B: 3.271,95
	Parts Sociales de Classe C: 33,05	Parts Sociales de Classe C: 3.271,95
	Parts Sociales de Classe D: 33,05	Parts Sociales de Classe D: 3.271,95
	Parts Sociales de Classe E: 33,05	Parts Sociales de Classe E: 3.271,95
M. Michael Smith	Parts Sociales de Classe A: 30,07	Parts Sociales de Classe A: 2.976,93
(23 décembre 1973, Wolverhampton)	Parts Sociales de Classe B: 30,07	Parts Sociales de Classe B: 2.976,93
	Parts Sociales de Classe C: 30,07	Parts Sociales de Classe C: 2.976,93
	Parts Sociales de Classe D: 30,07	Parts Sociales de Classe D: 2.976,93
	Parts Sociales de Classe E: 30,07	Parts Sociales de Classe E: 2.976,93
M. Richard Barnes	Parts Sociales de Classe A: 30,07	Parts Sociales de Classe A: 2.976,93
(19 juillet 1972, Shifnal)	Parts Sociales de Classe B: 30,07	Parts Sociales de Classe B: 2.976,93
	Parts Sociales de Classe C: 30,07	Parts Sociales de Classe C: 2.976,93
	Parts Sociales de Classe D: 30,07	Parts Sociales de Classe D: 2.976,93
	Parts Sociales de Classe E: 30,07	Parts Sociales de Classe E: 2.976,93
M. Robert Plant	Parts Sociales de Classe A: 19,17	Parts Sociales de Classe A: 1897,83
(5 décembre 1968, Walsall)	Parts Sociales de Classe B: 19,17	Parts Sociales de Classe B: 1897,83
	Parts Sociales de Classe C: 19,17	Parts Sociales de Classe C: 1897,83
	Parts Sociales de Classe D: 19,17	Parts Sociales de Classe D: 1897,83
	Parts Sociales de Classe E: 19,17	Parts Sociales de Classe E: 1897,83
M. Stephen John Tabner	Parts Sociales de Classe A: 18,51	Parts Sociales de Classe A: 1832,49
(21 avril 1969, Wolverhampton)	Parts Sociales de Classe B: 18,51	Parts Sociales de Classe B: 1832,49
	Parts Sociales de Classe C: 18,51	Parts Sociales de Classe C: 1832,49
	Parts Sociales de Classe D: 18,51	Parts Sociales de Classe D: 1832,49
	Parts Sociales de Classe E: 18,51	Parts Sociales de Classe E: 1832,49
M. Nicholas Robert March	Parts Sociales de Classe A: 9,09	Parts Sociales de Classe A: 899,91
(9 décembre 1966, Birmingham)	Parts Sociales de Classe B: 9,09	Parts Sociales de Classe B: 899,91
	Parts Sociales de Classe C: 9,09	Parts Sociales de Classe C: 899,91
	Parts Sociales de Classe D: 9,09	Parts Sociales de Classe D: 899,91
	Parts Sociales de Classe E: 9,09	Parts Sociales de Classe E: 899,91
M. Peter Mulligan	Parts Sociales de Classe A: 12,89	Parts Sociales de Classe A: 1276,11

(10 décembre 1966, Birmingham)	Parts Sociales de Classe B: 12,89 Parts Sociales de Classe C: 12,89 Parts Sociales de Classe D: 12,89 Parts Sociales de Classe E: 12,89	Parts Sociales de Classe B: 1276,11 Parts Sociales de Classe C: 1276,11 Parts Sociales de Classe D: 1276,11 Parts Sociales de Classe E: 1276,11
TOTAL	Parts Sociales de Classe A: 152,85 Parts Sociales de Classe B: 152,85 Parts Sociales de Classe C: 152,85 Parts Sociales de Classe D: 152,85 Parts Sociales de Classe E: 152,85	Parts Sociales de Classe A: 15.132,15 Parts Sociales de Classe B: 15.132,15 Parts Sociales de Classe C: 15.132,15 Parts Sociales de Classe D: 15.132,15 Parts Sociales de Classe E: 15.132,15

B. (i) mille deux cent quarante (1.240) parts sociales de classe A, mille deux cent quarante (1.240) parts sociales de classe B, mille deux cent quarante (1.240) parts sociales de classe C, mille deux cent quarante (1.240) parts sociales de classe D et mille deux cent quarante (1.240) parts sociales de classe E d'une valeur nominale d'un Pence Sterling (0,01 GBP) chacune pour un prix total de souscription de six mille deux cents Livres Sterling (6.200 GBP) à M. Ian Butler; (ii) approbation du nouvel associé de la Société; (iii) souscription à et paiement du prix de souscription de ces nouvelles parts sociales par le souscripteur dans les proportions indiquées dans le Tableau B ci-dessous par voie d'un apport en numéraire d'un montant global de six mille deux cents Livres Sterling (6.200 GBP) (l'«Apport en Numéraire»); (iv) affectation d'un montant global de soixante-deux Livres Sterling (62,00 GBP) au capital social de la Société et de six mille cent trente-huit Livres Sterling (6.138 GBP) à la réserve de prime d'émission dans les proportions indiquées dans le Tableau B ci-dessous et; (v) participation du nouvel associé à l'assemblée générale:

TABLEAU B

Souscripteur (Date et lieu de naissance)	Nombre de parts sociales	Valeur de l'Apport en Numéraire (GBP)
M. Ian Butler (1 ^{er} janvier 1965, Sandwell)	Parts Sociales de Classe A: 1.240	Parts Sociales de Classe A: 1.240
	Parts Sociales de Classe B: 1.240	Parts Sociales de Classe B: 1.240
	Parts Sociales de Classe C: 1.240	Parts Sociales de Classe C: 1.240
	Parts Sociales de Classe D: 1.240	Parts Sociales de Classe D: 1.240
	Parts Sociales de Classe E: 1.240	Parts Sociales de Classe E: 1.240

TABLEAU B

Souscripteur (Date et lieu de naissance)	Nombre de parts sociales	Valeur de l'Apport en Numéraire (GBP)
M. Ian Butler (1 ^{er} janvier 1965, Sandwell)	Parts Sociales de Classe A: 12,40	Parts Sociales de Classe A: 1.227,60
	Parts Sociales de Classe B: 12,40	Parts Sociales de Classe B: 1.227,60
	Parts Sociales de Classe C: 12,40	Parts Sociales de Classe C: 1.227,60
	Parts Sociales de Classe D: 12,40	Parts Sociales de Classe D: 1.227,60
	Parts Sociales de Classe E: 12,40	Parts Sociales de Classe E: 1.227,60

2. Modification en conséquence de l'article 5 des statuts de la Société afin de refléter l'augmentation de capital de sorte qu'il ait la teneur suivante:

« **Art. 5. Capital social.** Le capital social émis de la Société est fixé à quatre-vingt-treize mille quatre cent soixante-deux Livres Sterling et soixante-cinq Pence Sterling (93.462,65 GBP) divisé en:

- 826.093 parts sociales de classe A, (les «Parts Sociales de Classe A»),
 - 826.094 parts sociales de classe B, (les «Parts Sociales de Classe B»),
 - 826.093 parts sociales de classe C, (les «Parts Sociales de Classe C»),
 - 826.093 parts sociales de classe D, (les «Parts Sociales de Classe D»),
 - 826.092 parts sociales de classe E, (les «Parts Sociales de Classe E»),
 - 5.215.800 parts sociales de classe F, (les «Parts Sociales de Classe F»),
- ayant chacune une valeur nominale d'un Pence Sterling (0,01 GBP).»

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

Première résolution

L'Assemblée a décidé d'augmenter le capital social émis de la Société afin de le porter de son montant actuel de quatre-vingt-douze mille six cent trente-six Livres Sterling et quarante Pence Sterling (92.636,40 GBP) à quatre-vingt-treize mille quatre cent soixante-deux Livres Sterling et soixante-cinq Pence Sterling (93.462,65 GBP) par l'émission de:

(A) quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe A, quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe B, quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe C, quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe D et quinze mille deux cent quatre-vingt-cinq (15.285) parts sociales de classe E d'une valeur nominale d'un Pence Sterling (0,01 GBP) chacune pour un prix total de souscription de soixante-seize mille quatre cent vingt-cinq Livres Sterling (76.425 GBP). A la suite de quoi, les souscripteurs suivants:

- M. Jamie Alexander Simpson, né le 24 février 1976 à Wolverhampton, Royaume-Uni, demeurant au 1 Tyte Farm Barns, Ackleton, Shropshire, WV6 7JH, Royaume-Uni;
- M. Michael Smith, né le 23 décembre 1973, à Wolverhampton, Royaume-Uni, demeurant au 7 Oak Drive, Seisdon, Wolverhampton, West Midlands, WV5 7ET, Royaume-Uni;
- M. Richard Barnes, né le 19 juillet 1972 à Shifnal, Royaume-Uni, demeurant au 18 Celeste Road, Bromsgrove, West Midlands, B60 2RP, Royaume-Uni;
- M. Robert Plant, né le 5 décembre 1968, à Walsall, Royaume-Uni, demeurant au 5 Farleigh Road, Perton, Wolverhampton, West Midlands, WV6 7RH, Royaume-Uni;
- M. Stephen John Tabner, né le 21 avril 1969, à Wolverhampton, Royaume-Uni, demeurant au 61 High Meadows, Compton, Wolverhampton, WV6 8PP, Royaume-Uni;
- M. Nicholas Robert March, né le 9 décembre 1966, à Birmingham, Royaume-Uni, demeurant au The White House, 3 Lower Green, Tettenhall, Wolverhampton, WV6 9AH, Royaume-Uni;
- M. Peter Mulligan, né le 10 décembre 1966, à Birmingham, Royaume-Uni, demeurant au 3 Clydesdale Rise, Droitwich Spa, Worcestershire, WR9 7SU, Royaume-Uni,

tous représentés par des procurations détenues par Maître Nora Filali (dont des copies resteront avec le présent acte afin d'être enregistrées avec celui-ci) ont souscrit à ces nouvelles parts sociales émises par la Société dans les proportions indiquées ci-dessus dans le Tableau A.

L'Assemblée a noté que le prix de souscription de ces nouvelles parts sociales est payé par voie d'Apports en Nature composés de créances d'un montant total de soixante-seize mille quatre cent vingt-cinq Livres Sterling (76.425 GBP).

Les Apports en nature ont fait l'objet d'un rapport d'évaluation établi par le conseil de gérance de la Société daté du 22 mars 2014.

La conclusion dudit rapport est la suivante:

«Au vu de ce qui précède, le Conseil de Gérance croit que la valeur des Apports en Nature étant les Créances Apportées à soixante-seize mille quatre cent vingt-cinq Livres Sterling (76.425 GBP), équivalant au moins au prix de souscription des Nouvelles Parts Sociales devant être émises par la Société en échange des Apports en Nature et l'affectation au compte de la prime d'émission de la Société.»

L'assemblée a décidé d'évaluer les Apports en Nature à un montant global de soixante-seize mille quatre cent vingt-cinq Livres Sterling (76.425 GBP).

Il est décidé d'émettre ces nouvelles parts sociales dans les proportions indiquées ci-dessus dans le Tableau A et d'affecter un montant global de sept cent soixante-quatre Livres Sterling et vingt-cinq Pence Sterling (764,25 GBP) au capital social de la Société et le solde, soit un montant global de soixante-quinze mille six cent soixante Livres Sterling et soixante-quinze Pence Sterling (75.660,75 GBP), à la prime d'émission de la Société.

Preuve des Apports en Nature à la Société a montrée au notaire soussigné.

(B) mille deux cent quarante (1.240) parts sociales de classe A, mille deux cent quarante (1.240) parts sociales de classe B, mille deux cent quarante (1.240) parts sociales de classe C, mille deux cent quarante (1.240) parts sociales de classe D et mille deux cent quarante (1.240) parts sociales de classe E d'une valeur nominale d'un Pence Sterling (0,01 GBP) chacune pour un prix total de souscription de six mille deux cents Livres Sterling (6.200 GBP) par l'acceptation de l'Apport en Numéraire par M. Ian Butler d'un montant total de six mille deux cents Livres Sterling (6.200 GBP). A comparu M. Ian Butler, né à Sandwell, Royaume-Uni le 1^{er} janvier 1965 et demeurant au No1 Cedar Grove, Great Wryley, Walsall, West Midlands, WS6 6QH, Royaume-Uni, représenté par Maître Nora Filali, en vertu d'une procuration (dont une copie restera annexée au présent acte afin d'être enregistrée avec celui-ci).

Ces nouvelles parts sociales ainsi émises sont intégralement libérées par voie de transfert de l'Apport en Numéraire.

Un montant global de soixante-deux Livres Sterling (62,00 GBP) est affecté au capital social de la Société et le solde, soit un montant global de six mille cent trente-huit Livres Sterling (6.138 GBP), à la prime d'émission.

Preuve du paiement de ce prix de souscription a été montrée au notaire.

Seconde résolution

En conséquence de la résolution précédente, l'Assemblée a décidé de modifier l'article 5 des statuts de la Société tel qu'énoncé dans l'ordre du jour.

Dépenses

Les frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incomberont à la Société sont estimés à environ EUR 2.500,-

Le notaire soussigné, qui comprend et parle l'anglais, reconnaît qu'à la demande des parties comparantes, le présent acte est rédigé en anglais, suivi d'une traduction en langue française; à la demande des mêmes parties, en cas de divergences entre les versions française et anglaise, la version anglaise fera foi.

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

Après lecture du présent procès-verbal, le bureau de l'Assemblée et le notaire ont signé le présent acte.

Signé: N. FILALI, M. DREWSKI et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 3 avril 2014. Relation: LAC/2014/15763. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 16 mai 2014.

Référence de publication: 2014070798/474.

(140082756) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 mai 2014.

Dallmayr-conviLux S.à r.l., Société à responsabilité limitée.

Siège social: L-5551 Remich, 1, route de Luxembourg.

R.C.S. Luxembourg B 81.305.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature

Mandataire

Référence de publication: 2014069563/11.

(140081793) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Dental Innovations, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 109.442.

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: 2014069571/9.

(140081905) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Deutsche Real Estate Funds Advisor S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 181.403.

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 16 mai 2014.

Référence de publication: 2014069573/10.

(140080872) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

PAH Luxembourg 1 Sarl, Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 165.883.

EXTRAIT

Il résulte d'une décision du Collège de gérance de la Société en date du 19 novembre 2013, de nommer en tant que Directeur chargé de la gestion journalière de la Société avec effet immédiat et ce pour une durée indéterminée;

- Monsieur Yannick BRIOT, né le 4 mars 1974 à Metz, France, résidant professionnellement au 26-28 Rue Edward Steichen, L-2540 Luxembourg.

Avec le pouvoir de signature suivant:

Signature individuelle pour toute question relative aux ressources humaines sans limitations, et Signature individuelle dans tous les autres domaines pour engager des dépenses ou emprunts jusqu'à un montant de EUR 10.000.00.

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

Luxembourg, le 14 mai 2014.

Référence de publication: 2014069949/17.

(140081747) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

Entertainment Concepts S.A., Société Anonyme.

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.

R.C.S. Luxembourg B 141.819.

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Extrait du procès-verbal de l'assemblée générale annuelle tenue au siège social de la société le 07 mai 2014 à 13.00 heures

L'Assemblée décide de renouveler le mandat des Administrateurs et du Commissaire aux comptes

Sont renommés Administrateurs:

M. Alexis Kamarowsky, Directeur de société, avec adresse professionnelle au 7, Val Sainte-Croix, à L-1371 Luxembourg;

M. Federigo Cannizzaro di Belmontino, Directeur de société, avec adresse professionnelle au 7, Val Sainte-Croix, à L-1371 Luxembourg; M. François Manti, Directeur de société, avec adresse professionnelle au 7, Val Sainte-Croix, à L-1371 Luxembourg.

Est renommée Commissaire aux comptes:

Luxembourg International Consulting S.A. (Interconsult) avec siège social à L-1371 Luxembourg - 7, Val Sainte-Croix.

Le mandat des Administrateurs et du Commissaire aux comptes prendra fin à l'issue de l'Assemblée Générale Annuelle qui se tiendra en 2020.

Luxembourg, le 07 mai 2014.

Pour extrait conforme

Signatures

L'agent domiciliataire

Référence de publication: 2014069603/23.

(140082352) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mai 2014.

ECIP M S.A., Société Anonyme.**Capital social: EUR 1.000.000,00.**

Siège social: L-2340 Luxembourg, 25, rue Philippe II.

R.C.S. Luxembourg B 162.942.

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Il résulte des résolutions prises lors de l'assemblée générale des actionnaires de la Société le 17 avril 2014 que le mandat du commissaire, la société Mazars Luxembourg, avec siège social au 10 A, rue Henri M. Schnadt, L-2530 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 159.962 ayant expiré, l'assemblée générale des actionnaires de la Société a décidé de renouveler ledit mandat pour une période prenant fin à l'issue de l'assemblée générale annuelle des actionnaires de la Société délibérant en 2015 sur les comptes annuels de la Société clos le 31 décembre 2014.

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

Luxembourg, le 16 mai 2014.

Vivianne Akriche / François Pfister

Administrateur / Administrateur

Référence de publication: 2014069623/18.

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Dealinvest SA, Société Anonyme.

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

R.C.S. Luxembourg B 80.312.

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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.

Pour Dealinvest SA

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014069569/11.

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