

MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 2338

2 septembre 2014

SOMMAIRE

Ahmoose S.A.	112178	Carpathian Properties S.à r.l.	112184
Air Ghelamco	112178	C.B. Fleet Holding Company, Incorporated & Cie, s.c.s.	112183
Air Ghelamco	112178	Cerberus Nightingale 1	112184
ALF Participations 2 S.A.	112178	Cerberus Nightingale 2	112184
Amazon Europe Core S.à r.l.	112186	C Management S.à r.l.	112183
Amber Agro and Food Industries Manage- ment S.à r.l.	112179	Cole Objekt Theresienhöhe GmbH	112184
Andermatt Invest H30303 AG	112179	Columbia Threadneedle SICAV-SIF	112184
Andermatt Invest H30304 AG	112180	Commerzbank Leasing 1 S.à r.l.	112183
Anphiko Asset Management S.A.	112181	Délégation du Personnel du SCAS, a.s.b.l.	112189
Anphiko S.A.	112181	Deltacap S.A.	112186
ARE Deichtor S.à r.l.	112179	Equus Investment Sicav	112204
ARN Investment Sicav	112204	FR Group Holdings S.à r.l.	112191
Association du Personnel du SCAS, A.S.B.L.	112189	G4S Security Solutions S.à r.l.	112180
Atlantis Investments Holding S.A.	112179	GE Canada Holdings Luxembourg S.à r.l.	112181
Aviva Investors Luxembourg	112180	Gerlach Investments S.à r.l.	112181
Avvens Luxembourg S.à r.l.	112180	Grant Thornton Participations	112181
AXA Canuts S.à r.l.	112180	MEIF Germany One S.à r.l.	112223
Barrett Finance S.A.	112182	Pactum	112185
Barrett Finance S.A.	112183	Pan Asset Management S.A.	112185
Baserepo No.1 S.A.	112178	Podalski Investments S.à r.l.	112185
Beim Bonsai S.à r.l.	112182	Russian Mortgage Backed Securities 2006-1 S.A.	112185
Belvedere S.à r.l.	112179	THB JV S.à r.l.	112186
Bluewill Sarl	112182		
BOP (100 Bishopsgate) S.à r.l.	112183		
Brand Marketing International	112182		
BSI & Venture Partners S.A. Luxembourg	112182		

ALF Participations 2 S.A., Société Anonyme.

Siège social: L-2420 Luxembourg, 24, avenue Emile Reuter.
R.C.S. Luxembourg B 155.650.

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: 2014088952/9.

(140106278) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Ahmose S.A., Société Anonyme.

Siège social: L-8371 Hobscheid, 1, rue de Steinfort.
R.C.S. Luxembourg B 146.129.

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: 2014088948/10.

(140105694) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Air Ghelamco, Société Anonyme.

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.
R.C.S. Luxembourg B 122.850.

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.

FIDUO

Référence de publication: 2014088949/10.

(140105832) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Air Ghelamco, Société Anonyme.

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.
R.C.S. Luxembourg B 122.850.

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.

FIDUO

Référence de publication: 2014088950/10.

(140105833) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Baserepo No.1 S.A., Société Anonyme de Titrisation.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.
R.C.S. Luxembourg B 171.772.

Extrait des minutes du conseil d'administration tenu au siège social de la société le 08 octobre 2012

Le conseil d'administration décide de nommer DELOITTE Audit avec siège social au 560, rue de Neudorf, L-2220 Luxembourg, enregistré sous le numéro B 67 895 au Registre de Commerce et des Sociétés du Luxembourg, en tant que Réviseur Externe de la Société, et ce, concernant l'audit des comptes annuels se clôturant au 31 décembre 2013.

A Luxembourg, le 1^{er} juillet 2014.

Pour extrait conforme

Signatures

L'Agent domiciliataire

Référence de publication: 2014092614/15.

(140110186) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juillet 2014.

Andermatt Invest H30303 AG, Société Anonyme.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 157.770.

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: 2014088958/9.

(140106072) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Amber Agro and Food Industries Management S.à r.l., Société à responsabilité limitée.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.
R.C.S. Luxembourg B 176.163.

Je vous informe par la présente de ma démission en tant que gérant de catégorie B de la société AMBER AGRO AND FOOD INDUSTRIES MANAGEMENT S.à r.l. avec effet immédiat.

Luxembourg, le 12 mai 2014.

François GEORGES.

Référence de publication: 2014088956/10.

(140105429) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

ARE Deichtor S.à r.l., Société à responsabilité limitée.

Capital social: EUR 26.200.001,00.

Siège social: L-1118 Luxembourg, 13, rue Aldringen.
R.C.S. Luxembourg B 163.238.

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 25 juin 2014.

Référence de publication: 2014088966/10.

(140105577) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Atlantis Investments Holding S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.
R.C.S. Luxembourg B 143.051.

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: 2014088974/10.

(140106231) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

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

Capital social: GBP 10.000,00.

Siège social: L-1611 Luxembourg, 55, avenue de la Gare.
R.C.S. Luxembourg B 114.890.

Extrait des résolutions de l'associé unique en date du 8 juillet 2013 qui remplace la version du dépôt initial au Registre de Commerce et des Sociétés, Luxembourg enregistré et déposé en date du 9 juillet 2013 et portant le numéro L130114871.

L'associé unique a pris la résolution suivante:

- Monsieur Samuel HAAS, avec adresse professionnelle au 55, Avenue de la Gare à L-1611 Luxembourg, est nommé gérant de la Société avec date d'effet au 8 juillet 2013, et ce pour une durée indéterminée.

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

Samuel HAAS.

Référence de publication: 2014092615/15.

(140110171) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juillet 2014.

Andermatt Invest H30304 AG, Société Anonyme.

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

R.C.S. Luxembourg B 157.771.

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: 2014088959/9.

(140106077) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Aviva Investors Luxembourg, Société Anonyme.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 25.708.

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 25 juin 2014.

Référence de publication: 2014088979/10.

(140105859) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

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

Siège social: L-1470 Luxembourg, 66, route d'Esch.

R.C.S. Luxembourg B 151.876.

Les comptes annuels arrêtés au 30 septembre 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: 2014088980/10.

(140105781) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

AXA Canuts S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-2420 Luxembourg, 24, avenue Emile Reuter.

R.C.S. Luxembourg B 175.536.

Les comptes annuels pour la période du 18 février 2013 (date de constitution) 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 10 juin 2014.

Référence de publication: 2014088981/11.

(140105441) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

G4S Security Solutions S.à r.l., Société à responsabilité limitée.

Siège social: L-2413 Luxembourg, 14, rue du Père Raphaël.

R.C.S. Luxembourg B 19.541.

Selon les dispositions de l'article 314 de la loi du 10 août 1915, relatives aux comptes consolidés et à leur publication, les comptes annuels au 31 Décembre 2013 de G4S plc (GB-RH10 9 UN Crawley, UK), numéro d'immatriculation 4992207 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 26 Juin 2014.

Anne PERINO

Directeur Financier

Référence de publication: 2014091122/14.

(140108653) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2014.

Anphiko Asset Management S.A., Société Anonyme.

Siège social: L-8325 Capellen, 98, rue de la Gare.
R.C.S. Luxembourg B 139.179.

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: 2014088962/9.

(140106053) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Anphiko S.A., Société Anonyme.

Siège social: L-8325 Capellen, 100, rue de la Gare.
R.C.S. Luxembourg B 114.044.

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: 2014088963/9.

(140106089) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

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

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.
R.C.S. Luxembourg B 172.073.

Les statuts coordonnés au 4 juin 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Marc Loesch
Notaire

Référence de publication: 2014091076/11.

(140107887) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2014.

Grant Thornton Participations, Société Anonyme.

Siège social: L-2212 Luxembourg, 6, place de Nancy.
R.C.S. Luxembourg B 183.650.

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 22.04.2014.

Paul DECKER
Le Notaire

Référence de publication: 2014091086/12.

(140108464) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2014.

GE Canada Holdings Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: CAD 16.850,00.

Siège social: L-1313 Luxembourg, 5, rue des Capucins.
R.C.S. Luxembourg B 166.829.

Les comptes annuels de la Société 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 GE Canada Holdings Luxembourg S.à.r.l.
S. Th. Kortekaas
Mandataire

Référence de publication: 2014091092/13.

(140108123) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2014.

Beim Bonsai S.à r.l., Société à responsabilité limitée.

Siège social: L-3510 Dudelange, 11, rue de la Libération.
R.C.S. Luxembourg B 54.378.

Le bilan au 31 décembre 2012 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.
Dudelange, le 25 juin 2014.

Signature.

Référence de publication: 2014089012/10.

(140105476) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Bluewill Sàrl, Société à responsabilité limitée.

Siège social: L-8399 Windhof, 11, route des Trois Cantons.
R.C.S. Luxembourg B 148.512.

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.

Patrick Gilon / Geneviève Piret.

Référence de publication: 2014089016/10.

(140105511) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Brand Marketing International, Société à responsabilité limitée.

Siège social: L-1930 Luxembourg, 22, avenue de la Liberté.
R.C.S. Luxembourg B 174.456.

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 Brand Marketing International S.à r.l.**Un mandataire*

Référence de publication: 2014089001/11.

(140105449) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

BSI & Venture Partners S.A. Luxembourg, Société Anonyme Soparfi.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.
R.C.S. Luxembourg B 161.149.

EXTRAIT

L'assemblée générale ordinaire réunie à Luxembourg le 24 juin 2014 a pris acte de la démission de Madame Mara Galassi de son mandat d'administrateur et n'a nommé aucun remplaçant.

Pour extrait conforme

Référence de publication: 2014089023/11.

(140105491) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Barrett Finance S.A., Société Anonyme.

Siège social: L-2330 Luxembourg, 128, boulevard de la Pétrusse.
R.C.S. Luxembourg B 156.103.

Dépôt des comptes annuels remplaçant le dépôt n° L130217922 du 20/12/2013

Les comptes annuels, les comptes de Profits et Pertes ainsi que les Annexes de l'exercice clôturant au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

L'Organe de Gestion

Référence de publication: 2014088990/12.

(140105611) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

BOP (100 Bishopsgate) S.à r.l., Société à responsabilité limitée.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 171.107.

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 11 juin 2014.

Référence de publication: 2014089017/10.

(140105440) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

C.B. Fleet Holding Company, Incorporated & Cie, s.c.s., Société en Commandite simple.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 90.692.

Les statuts coordonnés suivant l'acte n° 68781 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: 2014089029/10.

(140106012) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

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

Siège social: L-1610 Luxembourg, 42-44, avenue de la Gare.
R.C.S. Luxembourg B 163.053.

Après le changement de siège social, la nouvelle adresse de l'actionnaire Terryglas S. à r. l. est la suivante:

42-44, Avenue de la Gare

L-1610 Luxembourg

Luxembourg, le 25/06/2014.

Référence de publication: 2014089028/11.

(140105692) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Commerzbank Leasing 1 S.à r.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 25, rue Edward Steichen.
R.C.S. Luxembourg B 118.888.

Der Jahresabschluss vom 31.12.2013 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.
Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 20. Juni 2014.

Commerzbank Leasing 1 S.à r.l.

Référence de publication: 2014089049/11.

(140106109) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Barrett Finance S.A., Société Anonyme.

Siège social: L-2330 Luxembourg, 128, boulevard de la Pétrusse.
R.C.S. Luxembourg B 156.103.

Dépôt des comptes annuels remplaçant le dépôt n°L130217921 du 20/12/2013

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

L'Organe de Gestion

Référence de publication: 2014088991/12.

(140105612) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Carpathian Properties S.à r.l., Société à responsabilité limitée.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 109.155.

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 10 juin 2014.

Référence de publication: 2014089031/10.

(140105438) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Cerberus Nightingale 1, Société à responsabilité limitée.

Capital social: EUR 3.987.803,26.

Siège social: L-2520 Luxembourg, 43-45, allée Scheffer.
R.C.S. Luxembourg B 141.222.

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.

Value Partners S.A.

Référence de publication: 2014089035/10.

(140106322) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Cerberus Nightingale 2, Société Anonyme.

Siège social: L-2520 Luxembourg, 43-45, allée Scheffer.
R.C.S. Luxembourg B 140.095.

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.

Value Partners S.A.

Référence de publication: 2014089036/10.

(140106371) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Cole Objekt Theresienhöhe GmbH, Société à responsabilité limitée.

Capital social: EUR 25.000,00.

Siège social: L-2449 Luxembourg, 25A, boulevard Royal.
R.C.S. Luxembourg B 152.059.

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.

MAZARS ATO

Référence de publication: 2014089043/10.

(140105583) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

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

Siège social: L-8070 Bertrange, 31, Zone d'Activités Bourmicht.
R.C.S. Luxembourg B 174.544.

Le bilan au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 25 juin 2014.

Pour le compte de Columbia Threadneedle SICAV-SIF

Citibank International plc (Luxembourg Branch)

Référence de publication: 2014089044/13.

(140105725) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

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

Siège social: L-1616 Luxembourg, 28-32, place de la Gare.
R.C.S. Luxembourg B 175.002.

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: 2014091435/10.

(140108149) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2014.

Pan Asset Management S.A., Société Anonyme de Titrisation.

Siège social: L-1940 Luxembourg, 370, route de Longwy.
R.C.S. Luxembourg B 164.891.

Extrait des résolutions prises par l'assemblée générale extraordinaire des actionnaires du 24 juin 2014

1. Monsieur Dominique Fontaine, demeurant au 78, rue du Castel, B-6700 Arlon a été nommé administrateur jusqu'à l'assemblée générale qui se tiendra en 2019 en remplacement de Monsieur Herbert Grossmann décédé le 17 juin 2014.

2. Veuillez prendre note du changement d'adresse de l'administrateur suivant:

Mr. Miguel Reynders, demeurant professionnellement au 370, Route de Longwy, L-1940 Luxembourg

Pour extrait conforme

Référence de publication: 2014091437/13.

(140108038) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2014.

Russian Mortgage Backed Securities 2006-1 S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 112.785.

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 30 Juin 2014.

TMF Luxembourg S.A.

Signature

Domiciliataire

Référence de publication: 2014091482/13.

(140108604) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2014.

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

Siège social: L-1143 Luxembourg, 24, rue Astrid.
R.C.S. Luxembourg B 145.443.

Extrait des résolutions prises par l'associé unique du 26 mai 2014

Acceptation de la démission de M. Pascal ROBINET de sa fonction de gérant unique;

Nomination du gérant unique:

- M. Vincent TUCCI, Administrateur de société, né à Moyeuvre-Grande (France), le 26 juillet 1968, demeurant professionnellement au 10A, rue Henri Schnadt, L-2530 Luxembourg;

Le gérant unique est nommé pour un mandat d'une durée de trois ans.

Transfert du siège social de la société du 6, place de Nancy, L-2212 Luxembourg au 24, rue Astrid, L-1143 Luxembourg.

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

Luxembourg, le 26 mai 2014.

Pour PODALSKI INVESTMENTS S.à r.l.

Le gérant unique

Référence de publication: 2014091449/18.

(140107979) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2014.

Deltacap S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 33, avenue Monterey.
R.C.S. Luxembourg B 161.203.

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.

Luxembourg, le 26/06/2014.

G.T. Experts Comptables Sarl
Luxembourg

Référence de publication: 2014089135/12.

(140105868) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2014.

Amazon Europe Core S.à r.l., Société à responsabilité limitée.**Capital social: EUR 25.000,00.**

Siège social: L-2338 Luxembourg, 5, rue Plaetis.
R.C.S. Luxembourg B 180.022.

EXTRAIT

Il résulte d'une résolution écrite de la Société datée du 27 juin 2014, que M. Tim Hickler, demeurant professionnellement au 5, rue Plaetis, L-2338 Luxembourg, Grand-Duché de Luxembourg, a démissionné de ses fonctions de gérant de la Société, suite à la réception d'une lettre de démission datée du 20 juin 2014, de sorte que la démission de M. Tim Hickler est effective à compter du 25 juin 2014.

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

Luxembourg, le 1^{er} juillet 2014.

Pour Amazon Europe Core S.à r.l.

Signature

Référence de publication: 2014092563/17.

(140110642) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juillet 2014.

THB JV S.à r.l., Société à responsabilité limitée.**Capital social: USD 47.346.406,00.**

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.
R.C.S. Luxembourg B 165.909.

In the year two thousand and fourteen, on the twenty-seventh day of June,
before us, Maître Edouard Delosch, notary, residing in Diekirch, Grand Duchy of Luxembourg,

there appeared:

TAMWEELVIEW EUROPEAN HOLDINGS S.A., a société anonyme governed by the laws of the Grand Duchy of Luxembourg, having its registered office at 13, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Register of Commerce and Companies, under number B 93081 ("Tamweelview"),

hereby represented by Me Katia FETTES, lawyer, professionally residing in Luxembourg, by virtue of a proxy given on 25 June 2014.

The said proxy shall be annexed to the present deed.

Tamweelview has requested the undersigned notary to record that Tamweelview is the sole shareholder of THB JV S.à r.l., a société à responsabilité limitée governed by the laws of the Grand Duchy of Luxembourg, having a share capital of thirty-four million ninety-six thousand four hundred six United States dollars (USD34,096,406.-), with registered office at 13, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, incorporated following a deed of the undersigned notary, dated 16 December 2011, published in the Mémorial C, Recueil des Sociétés et Associations number 499 on 24 February 2012, and registered with the Luxembourg Register of Commerce and Companies under number B 165909 ("THB JV"). The articles of incorporation of THB JV have for the last time been amended following a deed of the undersigned notary dated 22 January 2014, published in the Mémorial C, Recueil des Sociétés et Associations number 1240 on 15 May 2014.

Tamweelview, represented as above mentioned, having recognised to be duly and fully informed of the resolutions to be taken on the basis of the following agenda:

112187

Agenda

1 To consider and, if thought fit, increase the corporate capital of THB JV by an amount of thirteen million two hundred fifty thousand United States dollars (USD 13,250,000.-) so as to raise it from its present amount of thirty-four million ninety-six thousand four hundred six United States dollars (USD 34,096,406.-) to an amount of forty-seven million three hundred forty-six thousand four hundred six United States dollars (USD 47,346,406.-).

2 To consider and, if thought fit, issue thirteen million two hundred fifty thousand (13,250,000) new shares with a nominal value of one United States dollar (USD1.-) each, having the same rights and privileges as the existing shares.

3 To accept subscription for these new shares by the sole shareholder of THB JV and to accept full payment in cash for these new shares.

4 To consider and, if thought fit, amend the first paragraph of article 8 of the articles of association of THB JV, in order to reflect the capital increase.

has requested the undersigned notary to record the following resolutions:

First resolution

Tamweelview resolved to increase the corporate capital of THB JV by an amount of thirteen million two hundred fifty thousand United States dollars (USD 13,250,000.-) so as to raise it from its present amount of thirty-four million ninety-six thousand four hundred six United States dollars (USD 34,096,406.-) to an amount of forty-seven million three hundred forty-six thousand four hundred six United States dollars (USD 47,346,406.-).

Second resolution

Tamweelview resolved to issue thirteen million two hundred fifty thousand (13,250,000) new shares with a nominal value of one United States dollar (USD1.-) each, having the same rights and privileges as the existing shares.

Subscription - Payment

Thereupon appeared Tamweelview, represented as above mentioned.

Tamweelview declared to subscribe for thirteen million two hundred fifty thousand (13,250,000) new shares with a nominal value of one United States dollar (USD 1.-) each and to fully pay in cash for these shares.

The amount of thirteen million two hundred fifty thousand United States dollars (USD 13,250,000.-) was thus as from that moment at the disposal of THB JV, evidence thereof having been submitted to the undersigned notary.

Third resolution

Tamweelview resolved to accept said subscription and payment and to allot the thirteen million two hundred fifty thousand (13,250,000) new shares according to the above mentioned subscription.

Fourth resolution

Tamweelview resolved to amend the first paragraph of article 8 of the articles of association of THB JV in order to reflect the above resolutions.

Said paragraph will from now on read as follows:

"The Company's share capital is set at forty-seven million three hundred forty-six thousand four hundred six United States dollars (USD 47,346,406.-), represented by forty-seven million three hundred forty-six thousand four hundred six (47,346,406) shares with a nominal value of one United States dollar (USD 1.-) each."

Expenses

The expenses, costs, fees and charges of any kind which shall be borne by THB JV as a result of the present deed are estimated at four thousand six hundred Euros (EUR 4,600.-).

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

Whereupon, the present deed was drawn up in Luxembourg by the undersigned notary, on the day referred to at the beginning of this document.

The document having been read to the appearing person, who is known to the undersigned notary by his surname, first name, civil status and residence, such person signed together with the undersigned notary, this original deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le vingt-septième jour du mois de juin,

par-devant nous, Maître Edouard Delosch, notaire de résidence à Diekirch, Grand-Duché de Luxembourg,

a comparu:

TAMWEEVIEW EUROPEAN HOLDINGS S.A., une société anonyme régie par les lois du Grand-Duché de Luxembourg, ayant son siège social au 13, rue Edward Steichen, L-2540 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 93081 («Tamweelview»),

représentée aux fins des présentes par Me Katia FETTES, avocat, demeurant professionnellement à Luxembourg, aux termes d'une procuration donnée le 25 juin 2014.

La prédite procuration restera annexée aux présentes.

Tamweelview a requis le notaire instrumentant d'acter que Tamweelview est le seul et unique associé de THB JV S.à r.l., une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, ayant un capital social de trente-quatre millions quatre-vingt-seize mille quatre cent six dollars des Etats-Unis (USD34.096.406,-), dont le siège social est au 13, rue Edward Steichen, L-2540 Luxembourg, Grand-Duché de Luxembourg, constituée suivant acte du notaire soussigné en date du 16 décembre 2011, publié au Mémorial C, Recueil des Sociétés et des Associations, numéro 499 du 24 février 2012, et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 165909 («THB JV»). Les statuts de THB JV ont été modifiés pour la dernière fois par un acte du notaire soussigné en date du 22 janvier 2014, publié au Mémorial C, Recueil des Sociétés et des Associations, numéro 1240 du 15 mai 2014.

Tamweelview, représentée comme indiqué ci-avant, reconnaissant avoir été dûment et pleinement informée des décisions à intervenir sur base de l'ordre du jour suivant:

Ordre du jour

1 Examen de et, si jugé approprié, décision d'augmenter le capital social de THB JV à concurrence de treize millions deux cent cinquante mille dollars des Etats-Unis (USD 13.250.000,-) pour le porter de son montant actuel de trente-quatre millions quatre-vingt-seize mille quatre cent six dollars des Etats-Unis (USD 34.096.406,-) à un montant de quarante-sept millions trois cent quarante-six mille quatre cent six dollars des Etats-Unis (USD 47.346.406,-).

2 Examen de et, si jugé approprié, décision d'émettre treize millions deux cent cinquante mille (13.250.000) nouvelles parts sociales d'une valeur nominale d'un dollar des Etats-Unis (USD 1,-) chacune, ayant les mêmes droits et privilèges que les parts sociales existantes.

3 Examen de et, si jugé approprié, décision d'accepter la souscription de ces nouvelles parts sociales par l'associé unique de THB JV à libérer intégralement en espèces.

4 Examen de et, si jugé approprié, décision de modifier l'alinéa premier de l'article 8 des statuts de THB JV, afin de refléter l'augmentation de capital.

a requis le notaire soussigné d'acter les résolutions suivantes:

Première résolution

Tamweelview a décidé d'augmenter le capital social de THB JV à concurrence de treize millions deux cent cinquante mille dollars des Etats-Unis (USD13.250.000,-) pour le porter de son montant actuel de trente-quatre millions quatre-vingt-seize mille quatre cent six dollars des Etats-Unis (USD 34.096.406,-) à un montant de quarante-sept millions trois cent quarante-six mille quatre cent six dollars des Etats-Unis (USD 47.346.406,-).

Deuxième résolution

Tamweelview a décidé d'émettre treize millions deux cent cinquante mille (13.250.000) nouvelles parts sociales d'une valeur nominale d'un dollar des Etats-Unis (USD1,-) chacune, ayant les mêmes droits et privilèges que les parts sociales existantes.

Souscription - Paiement

Ensuite a comparu Tamweelview, représentée comme indiqué ci-avant.

Tamweelview a déclaré souscrire treize millions deux cent cinquante mille (13.250.000) nouvelles parts sociales d'une valeur nominale d'un dollar des Etats-Unis (USD1,-) chacune, à libérer intégralement en espèces.

Le montant de treize millions deux cent cinquante mille dollars des Etats-Unis (USD 13.250.000,-) a dès lors été à la disposition de THB JV, la preuve ayant été rapportée au notaire soussigné.

Troisième résolution

Tamweelview a décidé d'accepter ladite souscription et ledit paiement et d'émettre les treize millions deux cent cinquante mille (13.250.000) parts sociales nouvelles conformément à la souscription ci-dessus mentionnée.

Quatrième résolution

Tamweelview a décidé de modifier l'alinéa premier de l'article 8 des statuts de THB JV pour refléter les résolutions ci-dessus. Ledit alinéa sera dorénavant rédigé comme suit:

«Le capital social est fixé à quarante-sept millions trois cent quarante-six mille quatre cent six dollars des Etats-Unis (USD 47.346.406,-), représenté par quarante-sept millions trois cent quarante-six mille quatre cent six (47.346.406) parts sociales d'une valeur d'un dollar des Etats-Unis (USD 1,-) chacune.»

Frais

Les frais, dépenses, honoraires et charges de toute nature payable par THB JV en raison du présent acte sont évalués à quatre mille six cents Euros (EUR 4.600,-).

Le notaire soussigné qui comprend et parle la langue anglaise, déclare par la présente qu'à la demande du comparant ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande du même comparant, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

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

Lecture du présent acte faite et interprétation donnée au comparant connu du notaire soussigné par ses nom, prénom usuel, état et demeure, il a signé avec, le notaire soussigné, notaire le présent acte.

Signé: K. FETTES, DELOSCH.

Enregistré à Diekirch, le 30 juin 2014. Relation: DIE/2014/8224. Reçu soixante-quinze (75.-) euros.

Le Receveur (signé) pd: RECKEN.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Diekirch, le 02 juillet 2014.

Référence de publication: 2014095312/145.

(140112662) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2014.

**Délégation du Personnel du SCAS, a.s.b.l., Association sans but lucratif,
(anc. Association du Personnel du SCAS, A.S.B.L.)**

Siège social: L-1839 Luxembourg, 12-18, rue Joseph Junck.

R.C.S. Luxembourg F 3.190.

Suivant délibération de l'assemblée générale du 26 mai 2014 le dispositif des statuts du 25 octobre 1995 est modifié et prend la teneur suivante:

Art. 1^{er}. Dénomination. Une association est constituée entre les membres du personnel du Service Central d'Assistance Sociale. L'association est dénommée «Délégation du personnel du SCAS, a.s.b.l.», régie par les présents statuts et la loi du 21 avril 1928, telle qu'elle a été modifiée sur les associations sans but lucratif et les établissements d'utilité publique.

Siège. Son siège social se situe à LUXEMBOURG. Le siège social peut être transféré à n'importe quel endroit au Grand-Duché de Luxembourg par simple décision du conseil d'administration

Art. 2. Objet. L'association a pour objet d'assurer la représentation professionnelle du personnel du Service Central d'Assistance Sociale et de prendre les mesures pour préserver les intérêts matériels, moraux, sociaux et professionnels, à moins que ces intérêts soient sauvegardés par d'autres associations ou syndicats auxquels les membres de l'association sont affiliés. En outre elle a pour objet de resserrer les liens de solidarité entre ses membres.

Durée. La durée de l'association est illimitée.

Exercice social. L'année sociale est celle du calendrier.

Art. 3. Membres. Peut devenir sur demande membre effectif de l'association toute personne faisant partie du personnel du Service Central d'Assistance Sociale.

Nombre minimum de membres. Le nombre minimum des associés est fixé à cinq membres.

Démissions, exclusions. La qualité de membre effectif se perd, soit par la démission volontaire présentée par écrit au comité, soit à la fin du contrat de travail, soit en cas de non-cotisation.

Les membres peuvent être exclus de l'association, si d'une manière quelconque ils ont porté gravement atteinte aux intérêts de l'association. A partir de la proposition d'exclusion formulée par le comité jusqu'à la décision définitive de l'Assemblée Générale statuant à la majorité des deux-tiers des voix, le membre, dont l'exclusion est envisagée, est suspendu de plein droit.

Art. 4. Cotisations. La cotisation, dont le montant ne pourra pas dépasser 50 Euros, par membre et par année, doit être fixé par l'assemblée générale.

Cette cotisation ne sera pas restituée en cas de désistement d'un membre.

Art. 5. Organes. L'association mène son action à travers les organes suivants:

- a) l'assemblée générale.
- b) le conseil d'administration dénommé comité.

Art. 6. Assemblée Générale. L'Assemblée Générale représente l'ensemble des membres. Une délibération en assemblée générale est nécessaire pour les objets suivants:

1. La fixation de la cotisation
2. L'élection et la révocation des membres du comité
3. L'approbation des budgets et comptes
4. L'approbation des rapports d'activités du comité
5. L'interprétation et la modification des statuts
6. La dissolution de l'association.

Le comité convoque les assemblées générales. Il la réunit chaque année en séance ordinaire. Il est tenu de le faire dans le délai d'un mois lorsqu'un cinquième des membres en fait la demande motivée.

Convocations.

a) Assemblée Générale Ordinaire.

Sur convocation du président, soit par lettre circulaire ou par tout autre moyen approprié, l'assemblée générale se réunit une fois par année en séance ordinaire

b) Assemblée Générale Extraordinaire

Il est tenu de réunir une assemblée générale extraordinaire dans le délai d'un mois lorsqu'un cinquième des membres en fait la demande motivée.

L'ordre du jour, la date et le lieu sont communiqués à chaque membre au moins 15 jours avant la date de la réunion par lettre circulaire ou tout autre moyen approprié.

L'ajout d'un nouveau point sur l'ordre du jour, lors de l'assemblée générale, ne pourra être fait, qu'à l'accord de la majorité des membres présents ou représentés.

Ces résolutions ne pourront être qu'à condition que l'assemblée générale y consente à la majorité de deux tiers des membres présents ou représentés.

Pour les votes, il sera loisible aux membres de se faire représenter par un autre membre à l'aide d'une procuration écrite.

Les résolutions de l'assemblée générale seront portées à la connaissance des membres par lettre circulaire ou par tout moyen approprié.

Art. 7. Le conseil d'administration dénommé comité.

a) Composition du comité:

Il se compose d'un président, d'un secrétaire, d'un trésorier et d'au moins deux assesseurs.

Les membres du comité sont élus pour une durée de 2 ans et sont rééligibles.

b) Nombre maximal des membres du comité:

Le nombre maximal des membres du comité est d'onze.

c) Election des membres du comité:

Les membres du comité sont élus par l'assemblée générale à la majorité simple et le cas échéant au secret. Tout membre de l'association peut poser sa candidature pour le comité par écrit au président de l'association.

d) Fonctions:

Les membres du comité désignent entre eux, à la simple majorité, ceux qui exerceront les fonctions de président, secrétaire et trésorier.

e) Réunions

Le comité se réunit au moins une fois par mois ou chaque fois que les intérêts de l'association l'exigent. Toutefois, le comité doit se réunir à la demande de deux tiers de ses membres ou à la demande de son président.

Les membres du comité sont convoqués par simple lettre ou par tout autre moyen approprié.

f) Révocation partielle ou complète du comité:

La révocation d'un membre ou de tout le comité est décidée par une assemblée générale extraordinaire à la majorité simple des voix. Toutefois, deux tiers des membres de l'association doivent être présents pour l'élection et la révocation des membres du comité.

g) Vacance de poste(s)

En cas de vacance du mandat d'un ou de plusieurs membres du comité, ou si le nombre des membres du comité est inférieur au seuil statutaire, le comité est autorisé à compléter ce nombre par cooptation, sous bénéfice de faire ratifier cette décision par la prochaine assemblée générale.

Art. 8. Administration. Le comité gère et représente l'association, prépare et élabore des revendications, des actions et entrevues.

Engagement. La signature conjointe de deux membres du comité engage l'association.

Délégations. Le comité peut, sous sa responsabilité, déléguer pour des affaires particulières ses pouvoirs à un de ses membres ou à un tiers.

Art. 9. Trésorerie et commission de révision. Le trésorier établit le compte des recettes et des dépenses de l'exercice social et le soumet pour approbation à l'assemblée générale annuelle.

Une commission de révision de deux membres est nommée par le comité pour une durée de deux ans. Elle a pour objet le contrôle et la gestion des fonds. Les membres de la commission de révision ne sont pas membres du comité.

Art. 10. Modification des statuts. Les présents statuts ne peuvent être modifiés que par une assemblée générale. L'objet de la modification des statuts doit être spécialement indiqué dans la convocation. L'assemblée générale doit réunir les deux tiers des membres.

Aucune modification ne peut être adoptée qu'à la majorité des deux tiers des voix.

Si les deux tiers de membres ne sont pas présents ou représentés à la première réunion, il peut être convoqué une seconde réunion qui pourra délibérer quel que soit le nombre des membres présents, mais dans ce cas, la décision sera soumise à la majorité des deux tiers des voix.

Art. 11. Dissolution. La dissolution de l'association ne peut se faire que conformément aux dispositions des articles 20 et 22 de la loi du 21 avril 1928, telle que modifiée. Les fonds sont alors versés à des oeuvres sociales ou professionnelles.

Art. 12. Divers. Tous les cas non visés par les présents statuts sont régis par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

Les présents statuts entrent en vigueur à partir de la date de l'assemblée constituante. Les présents statuts ont été adoptés dans les formes prévues par l'article 8 de la loi modifiée du 21 avril 1928 et remplacent celles adoptées en date du 31 janvier 1964. Ils seront publiés au Mémorial, recueil spécial des sociétés et associations.

Fait à Luxembourg, le 26 mai 2014.

Cécilia BEIRAO / Brigitte VAESSEN

Président / Secrétaire

Référence de publication: 2014095454/114.

(140114654) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juillet 2014.

FR Group Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 52.381.888,22.

Siège social: L-1882 Luxembourg, 12F, rue Guillaume Kroll.

R.C.S. Luxembourg B 170.433.

In the year two thousand fourteen, on the twenty-fifth day of June,
before us Maître Marc Loesch, notary, residing in Mondorf-les-Bains, Grand Duchy of Luxembourg,

there appeared:

(1) HSBC Global Custody Nominee (UK) Limited Account 720890, an English private limited liability company, with registered office at 8 Canada Square, London E14 5HQ, United Kingdom and registered under number 228660, acting as nominee for Montagu IV LP, a limited partnership governed by the laws of the United Kingdom, with registered office at 2, More London Riverside, GB - SE1 2AP London and registered with the Companies House London under number LP014211 ("Montagu IV LP"),

hereby represented by Nirida Nhouyvanisvong, lawyer, residing in Luxembourg,

by virtue of a proxy under private seal given on 25 June 2014;

(2) HSBC Global Custody Nominee (UK) Limited Account 720890, an English private limited liability company, with registered office at 8 Canada Square, London E14 5HQ, United Kingdom and registered under number 228660, acting as nominee for Montagu IV (Non-US) LP, a limited partnership governed by the laws of the United Kingdom, with registered office at 2, More London Riverside, GB - SE1 2AP London and registered with the Companies House London under number LP014367 ("Montagu IV (Non-US) LP"),

hereby represented by Nirida Nhouyvanisvong, lawyer, residing in Luxembourg,

by virtue of a proxy under private seal given on 25 June 2014;

(3) HSBC Global Custody Nominee (UK) Limited Account 720890, an English private limited liability company, with registered office at 8 Canada Square, London E14 5HQ, United Kingdom and registered under number 228660, acting as nominee for Montagu IV (US) LP, a limited partnership governed by the laws of the United Kingdom, with registered office at 2, More London Riverside, GB - SE1 2AP London and registered with the Companies House London under number LP014212 ("Montagu IV (US) LP"),

hereby represented by Nirida Nhouyvanisvong, lawyer, residing in Luxembourg,

by virtue of a proxy under private seal given on 25 June 2014; and

(4) HSBC Global Custody Nominee (UK) Limited Account 720890, an English private limited liability company, with registered office at 8 Canada Square, London E14 5HQ, United Kingdom and registered under number 228660, acting as nominee for Montagu IV (B) LP, a limited partnership governed by the laws of the United Kingdom, with registered office at 2, More London Riverside, GB - SE1 2AP London and registered with the Companies House London under number LP014213 ("Montagu IV (B) LP", together with Montagu IV LP, Montagu IV (Non-US) LP and Montagu IV (US) LP, the "Shareholders"),

hereby represented by Nirida Nhouyvanisvong, lawyer, residing in Luxembourg,

by virtue of a proxy under private seal given on 25 June 2014.

The said proxies shall be annexed to the present deed.

The Shareholders have requested the undersigned notary to record that the Shareholders are all the shareholders of FR Group Holdings S.à r.l., a private limited liability company (société à responsabilité limitée) governed by the laws of the Grand Duchy of Luxembourg, having a share capital of forty-two million five hundred twenty-seven thousand nine hundred eighty-four fifty Euros and twenty-two cents (EUR 42,527,984.22), with registered office at 12F, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, incorporated following a deed of the undersigned notary dated 20 July 2012, published in the Mémorial C, Recueil des Sociétés et Associations number 2156 of 30 August 2012 and registered with the Luxembourg Register of Commerce and Companies under number B 170.433 (the "Company"). The articles of association of the Company have been amended for the last time following a deed of the undersigned notary, dated 18 June 2014, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

The Shareholders recognised to be fully informed of the resolutions to be taken on the basis of the following agenda, which is known to the Shareholders:

Agenda

1 To create a new class of class C shares consisting of class C1 shares, class C2 shares, class C3 shares, class C4 shares, class C5 shares, class C6 shares, class C7 shares, class C8 shares, class C9 shares and class C10 shares, having the rights and privileges as defined in the articles of association of the Company following their amendment pursuant to item 5 of the agenda.

2 To increase the share capital of the Company by an amount of nine million eight hundred eighty-three thousand nine hundred four Euros (EUR 9,853,904) so as to raise it from its present amount of forty-two million five hundred twenty-seven thousand nine hundred eighty-four Euros and twenty-two cents (EUR 42,527,984.22) to an amount of fifty-two million three hundred eighty-one thousand eight hundred eighty-eight Euros and twenty-two cents (EUR 52,381,888.22).

3 To issue ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C1 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C2 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C3 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C4 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C5 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C6 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C7 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C8 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C9 shares and ninety-eight million five hundred thirty-nine thousand fifty-eight (98,539,058) new class C10 shares with a nominal value of one Euro cent (EUR 0.01) each, having the rights and privileges as defined in the articles of association of the Company following their amendment pursuant to item 5 of the agenda.

4 To accept subscriptions for these new shares with payment of a share premium in an aggregate amount of eighty-eight million six hundred eighty-five thousand one hundred forty Euros (EUR 88,685,140.-) by the shareholders of the Company and to accept full payment in cash for these new shares.

5 To amend articles 5 and 9 of the articles of association of the Company so as to reflect the foregoing proposed resolutions.

First resolution

The extraordinary general meeting of shareholders resolved to create a new class of class C shares consisting of class C1 shares, class C2 shares, class C3 shares, class C4 shares, class C5 shares, class C6 shares, class C7 shares, class C8 shares, class C9 shares and class C10 shares, having the rights and privileges as defined in the articles of association of the Company following their amendment pursuant to the fifth resolution below.

Second resolution

The extraordinary general meeting of shareholders resolved to increase the share capital of the Company by an amount of nine million eight hundred eighty-three thousand nine hundred four Euros (EUR 9,853,904) so as to raise it from its present amount of forty-two million five hundred twenty-seven thousand nine hundred eighty-four Euros and twenty-two cents (EUR 42,527,984.22) to an amount of fifty-two million three hundred eighty-one thousand eight hundred eighty-eight Euros and twenty-two cents (EUR 52,381,888.22).

Third resolution

The extraordinary general meeting of the shareholders resolved to issue ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C1 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C2 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C3 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C4 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C5 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C6 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C7 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C8 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C9 shares and ninety-eight million five hundred thirty-nine thousand fifty-eight (98,539,058) new class C10 shares, with a nominal value of one Euro cent (EUR 0.01) each, having the rights and privileges as defined in the articles of association of the Company following their amendment pursuant to the fifth resolution below.

Subscriptions - Payments

Thereupon appeared:

(1) Montagu IV LP, as above represented, which declared to subscribe for eighty-five million six hundred sixty-seven thousand nine hundred three (85,667,903) new class C1 shares, eighty-five million six hundred sixty-seven thousand nine hundred three (85,667,903) new class C2 shares, eighty-five million six hundred sixty-seven thousand nine hundred three (85,667,903) new class C3 shares, eighty-five million six hundred sixty-seven thousand nine hundred three (85,667,903) new class C4 shares, eighty-five million six hundred sixty-seven thousand nine hundred three (85,667,903) new class C5 shares, eighty-five million six hundred sixty-seven thousand nine hundred three (85,667,903) new class C6 shares, eighty-five million six hundred sixty-seven thousand nine hundred three (85,667,903) new class C7 shares, eighty-five million six hundred sixty-seven thousand nine hundred three (85,667,903) new class C8 shares, eighty-five million six hundred sixty-seven thousand nine hundred three (85,667,903) new class C9 shares and eighty-five million six hundred sixty-seven thousand nine hundred eight (85,667,908) new class C10 shares, with a nominal value of one Euro cent (EUR 0.01) each, with payment of a share premium in a total amount of seventy-seven million one hundred one thousand one hundred sixteen Euros and fifty-nine cents (EUR 77,101,116.59), and to fully pay in cash for these shares.

(2) Montagu IV (Non-US) LP, as above represented, which declared to subscribe for three million two hundred eighty-three thousand nine hundred eighty-five (3,283,985) new class C1 shares, three million two hundred eighty-three thousand nine hundred eighty-five (3,283,985) new class C2 shares, three million two hundred eighty-three thousand nine hundred eighty-five (3,283,985) new class C3 shares, three million two hundred eighty-three thousand nine hundred eighty-five (3,283,985) new class C4 shares, three million two hundred eighty-three thousand nine hundred eighty-five (3,283,985) new class C5 shares, three million two hundred eighty-three thousand nine hundred eighty-five (3,283,985) new class C6 shares, three million two hundred eighty-three thousand nine hundred eighty-five (3,283,985) new class C7 shares, three million two hundred eighty-three thousand nine hundred eighty-five (3,283,985) new class C8 shares, three million two hundred eighty-three thousand nine hundred eighty-five (3,283,985) new class C9 shares and three million two hundred eighty-three thousand nine hundred ninety-two (3,283,992) new class C10 shares, with a nominal value of one Euro cent (EUR 0.01) each, with payment of a share premium in a total amount of two million nine hundred fifty-five thousand five hundred eighty-seven Euros and twenty-nine cents (EUR 2,955,587.29), and to fully pay in cash for these shares.

(3) Montagu IV (US) LP, as above represented, which declared to subscribe for one million eight hundred fifty-five thousand five hundred seventy-seven (1,855,577) new class C1 shares, one million eight hundred fifty-five thousand five hundred seventy-seven (1,855,577) new class C2 shares, one million eight hundred fifty-five thousand five hundred seventy-seven (1,855,577) new class C3 shares, one million eight hundred fifty-five thousand five hundred seventy-seven (1,855,577) new class C4 shares, one million eight hundred fifty-five thousand five hundred seventy-seven (1,855,577) new class C5 shares, one million eight hundred fifty-five thousand five hundred seventy-seven (1,855,577) new class C6 shares, one million eight hundred fifty-five thousand five hundred seventy-seven (1,855,577) new class C7 shares, one million eight hundred fifty-five thousand five hundred seventy-seven (1,855,577) new class C8 shares, one million eight hundred fifty-five thousand five hundred seventy-seven (1,855,577) new class C9 shares and one million eight hundred fifty-five thousand five hundred eighty-three (1,855,583) new class C10 shares, with a nominal value of one Euro cent (EUR 0.01) each, with a nominal value of one Euro cent (EUR 0.01) each, with payment of a share premium in a total amount of one million six hundred seventy thousand nineteen Euros and ninety cents (EUR 1,670,019.90), and to fully pay in cash for these shares.

(4) Montagu IV (B) LP, as above represented, which declared to subscribe for seven million seven hundred thirty-one thousand five hundred seventy-three (7,731,573) new class C1 shares, seven million seven hundred thirty-one thousand five hundred seventy-three (7,731,573) new class C2 shares, seven million seven hundred thirty-one thousand five hundred seventy-three (7,731,573) new class C3 shares, seven million seven hundred thirty-one thousand five hundred seventy-three (7,731,573) new class C4 shares, seven million seven hundred thirty-one thousand five hundred seventy-three (7,731,573) new class C5 shares, seven million seven hundred thirty-one thousand five hundred seventy-three (7,731,573) new class C6 shares, seven million seven hundred thirty-one thousand five hundred seventy-three (7,731,573) new class C7 shares, seven million seven hundred thirty-one thousand five hundred seventy-three (7,731,573) new class C8 shares, seven million seven hundred thirty-one thousand five hundred seventy-three (7,731,573) new class C9 shares and seven

million seven hundred thirty-one thousand five hundred seventy-five (7,731,575) new class C10 shares, with a nominal value of one Euro cent (EUR 0.01) each, with payment of a share premium in a total amount of six million nine hundred fifty-eight thousand four hundred sixteen Euros and twenty-two cents (EUR 6,958,416.22), and to fully pay in cash for these shares.

The amount of ninety-eight million five hundred thirty-nine thousand forty-four Euros (EUR 98,539,044.-) was thus as from that moment at the disposal of the Company, evidence thereof having been submitted to the undersigned notary.

Fourth resolution

The extraordinary general meeting of shareholders resolved to accept said subscriptions and payments and to allot the ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C1 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C2 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C3 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C4 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C5 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C6 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C7 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C8 shares, ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) new class C9 shares and ninety-eight million five hundred thirty-nine thousand fifty-eight (98,539,058) new class C10 shares according to the above mentioned subscriptions.

Fifth resolution

The extraordinary general meeting of shareholders resolved to amend articles 5 and 9 of the articles of incorporation of the Company so as to reflect the foregoing resolutions.

As a result, article 5 of the articles of association of the Company shall from now on read as follows:

“ **Art. 5. Issued Capital.** The subscribed capital of the Company is set at fifty-two million three hundred eighty-one thousand eight hundred eighty-eight Euros and twenty-two cents (EUR 52,381,888.22) divided into

- two hundred sixty-three million eight hundred and nine thousand five hundred and two (263,809,502) class A1 shares (the "Class A1 Shares"), two hundred sixty-three million eight hundred and nine thousand five hundred and two (263,809,502) class A2 shares (the "Class A2 Shares"), two hundred sixty-three million eight hundred and nine thousand five hundred and two (263,809,502) class A3 shares (the "Class A3 Shares"), two hundred sixty-three million eight hundred and nine thousand five hundred and two (263,809,502) class A4 shares (the "Class A4 Shares"), two hundred sixty-three million eight hundred and nine thousand five hundred and two (263,809,502) class A5 shares (the "Class A5 Shares"), two hundred sixty-three million eight hundred and nine thousand five hundred and two (263,809,502) class A6 shares (the "Class A6 Shares"), two hundred sixty-three million eight hundred and nine thousand five hundred and two (263,809,502) class A7 shares (the "Class A7 Shares"), two hundred sixty-three million eight hundred and nine thousand five hundred and two (263,809,502) class A8 shares (the "Class A8 Shares"), two hundred sixty-three million eight hundred and nine thousand five hundred and two (263,809,502) class A9 shares (the "Class A9 Shares"), two hundred sixty-three million eight hundred and nine thousand five hundred twenty-four (263,809,524) class A10 shares (the "Class A10 Shares" and together with the Class A1 Shares, Class A2 Shares, Class A3 Shares, Class A4 Shares, Class A Shares, Class A6 Shares, Class A7 Shares, Class A8 Shares, Class A9 Shares, the "Class A Shares");

- one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B1 shares (the "Class B1 Shares"), one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B2 shares (the "Class B2 Shares"), one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B3 shares (the "Class B3 Shares"), one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B4 shares (the "Class B4 Shares"), one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B5 shares (the "Class B5 Shares"), one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B6 shares (the "Class B6 Shares"), one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B7 shares (the "Class B7 Shares"), one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B8 shares (the "Class B8 Shares"), one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B9 shares (the "Class B9 Shares"), one hundred sixty-one million four hundred seventy thousand three hundred thirty-eight (161,470,338) class B10 shares (the "Class B10 Shares" and together with the Class B1 Shares, Class B2 Shares, Class B3 Shares, Class B4 Shares, Class B Shares, Class B6 Shares, Class B7 Shares, Class B8 Shares, Class B9 Shares, the "Class B Shares");

- ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) class C1 shares (the "Class C1 Shares"), ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) class C2 shares (the "Class C2 Shares"), ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) class C3 shares (the "Class C3 Shares"), ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) class C4 shares (the "Class C4 Shares"), ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) class C5 shares (the "Class C5 Shares"), ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) class C6 shares (the "Class C6 Shares"), ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) class C7 shares (the "Class C7 Shares"),

Shares”), ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) class C8 shares (the “Class C8 Shares”), ninety-eight million five hundred thirty-nine thousand thirty-eight (98,539,038) class C9 shares (the “Class C9 Shares”) and ninety-eight million five hundred thirty-nine thousand fifty-eight (98,539,058) class C10 shares (the “Class C10 Shares”, together with the Class C1 Shares, the Class C2 Shares, the Class C3 Shares, the Class C4 Shares, the Class C5 Shares, the Class C6 Shares, the Class C7 Shares, the Class C8 Shares and the Class C9 shares, the “Class C Shares”);

with a nominal value of one Euro cent (EUR 0.01) each (together referred to as the “Shares” and each a “Share”), all of which are fully paid up. The Class A Shares, the Class B Shares and the Class C Shares which are in issue are together referred to as the “Classes of Shares” and each a “Class of Shares”.

The rights and obligations attached to the Shares shall be identical except to the extent otherwise provided by the Articles of Incorporation (especially as regards the rights with respect to the Distributions (as defined below) or by the Laws).

In addition to the issued capital, there may be set up a premium account to which any premium paid on any Share in addition to its nominal value is transferred. The amount of the premium account may be used to provide for the payment of Shares, which are linked to a Class of Shares, which the Company may repurchase from its shareholder(s), to offset any net realised losses, to make distributions to the shareholder(s) in the form of a dividend or to allocate funds to the Legal Reserve. Upon the issue of new Shares, the Company shall, out of share premium paid-in on such Shares, allot ten per cent (10%) of the nominal value of the newly issued Shares to the reserve required by law (the “Legal Reserve”) in order to ensure that the Legal Reserve amounts at all time to ten per cent (10%) of the subscribed capital of the Company in accordance with the Laws.

The capital contribution including any share premium attached to it, made in consideration of the issue of each Class of Shares (the “Contribution”), as well as any income such as dividend, interest or other revenue deriving from the Targeted Investment (as defined below) relating to each such Class of Shares to the extent re-invested (all together the “Contributions”), shall be invested pursuant to the investment policy determined by the Board of Managers for the investment established in respect of the relevant Class or Classes of Shares (each a “Targeted Investment”). Consequently, each Class of Shares will be linked to a particular Targeted Investment.

The Targeted Investment linked to the Class A Shares and the share premium attached to the Class A Shares, consists in the participations the Company holds or will hold directly or indirectly, as from time to time, in Brassica Midco S.A. (the “Class A Targeted Investment”).

The Targeted Investment linked to the Class B Shares and the share premium attached to the Class B Shares, consists in the participations the Company holds or will hold directly or indirectly, as from time to time, in Devix Midco (the “Class B Targeted Investment”).

The Targeted Investment linked to the Class C Shares and the share premium attached to the Class C Shares consists in the participations the Company holds or will hold directly or indirectly, as from time to time, in A Pharma Luxco (the “Class C Targeted Investment”).

For each Class of Shares, the Board of Managers shall keep track, in the books of the Company, of (i) the Contributions, (ii) any income on the Targeted Investment, as well as (iii) any charges attributable to the Targeted Investment linked to each Class of Shares. For this purpose, the Board of Managers will prepare a set of analytical accounts for each Class of Shares.

The net asset value of each Class of Shares (the “Net Asset Value”) is determined by aggregating the value of the Targeted Investment and of any other asset of every kind and nature allocated to that Class of Shares and by deducting all liabilities allocated to that Class of Shares (such as loans, administrative expenses, tax liabilities, etc.). Where any asset is derived from another asset as a result of an exchange of assets, merger, contribution in kind, or similar operations, such derivative asset shall be attributed in the books of the Company to the same Class of Shares as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant Class of Shares.

In the case where any expense of the Company cannot be considered as being attributable to a particular Class of Shares, such expense shall be allocated between the various Classes of Shares according to the following formula:

Expenses not linked to a specific investment X Aggregate nominal value of the shares of the Class of Shares concerned, plus share premium attributed to that Class of Shares (if any) / Aggregate nominal value of the shares of all Classes of Shares, plus aggregate amount of share premium attributed to all Classes of Shares

To the extent permissible by the Laws, including without limitation, compliance with the legal requirement to create a Legal Reserve, and subject to the following, each Class of Shares shall be entitled to an exclusive right to distributions by way of (i) dividend, (ii) redemption of own Shares, (iii) reduction of the subscribed capital, (iv) reduction of a reserve and (v) liquidation made by the Company (the “Distributions”) up to the Net Asset Value of the Class of Shares concerned (to be allocated between the holders of such Class of Shares in accordance with the below distribution rules of this article 5).

Any Class of Shares shall only be entitled to Distributions to the extent that it has a positive Net Asset Value.

If the Company resolves to make Distributions, the amount allocated to this effect shall be distributed to the holders of Shares in accordance with the following rules and only with respect to Classes of Shares the Net Asset Value of which is positive:

(i) the Class A Shares shall be entitled, on a pro rata and pari passu basis, to a cumulative dividend representing the distributable amount derived by the Company in relation to the Class A Targeted Investment.

In this respect the Class A Shares shall be entitled to a cumulative dividend in the following order of priority: first (i) each Class A1 Share shall be entitled to a cumulative dividend in an amount of not less than zero point nineteen per cent (0.19%) per annum of the nominal value of such share; then (ii) each Class A2 Share shall be entitled to a cumulative dividend in an amount of not less than zero point eighteen per cent (0.18%) per annum of the nominal value of such share; then (iii) each Class A3 Share shall be entitled to a cumulative dividend in an amount of not less than zero point seventeen per cent (0.17%) per annum of the nominal value of such share; then (iv) each Class A4 Share shall be entitled to a cumulative dividend in an amount of not less than zero point sixteen per cent (0.16%) per annum of the nominal value of such share; then (v) each Class A5 Share shall be entitled to a cumulative dividend in an amount of not less than zero point fifteen per cent (0.15%) per annum of the nominal value of such share; then (vi) each Class A6 Share shall be entitled to a cumulative dividend in an amount of not less than zero point fourteen per cent (0.14%) per annum of the nominal value of such share; then (vii) each Class A7 Share shall be entitled to a cumulative dividend in an amount of not less than zero point thirteen per cent (0.13%) per annum of the nominal value of such share; then (viii) each Class A8 Share shall be entitled to a cumulative dividend in an amount of not less than zero point twelve per cent (0.12%) per annum of the nominal value of such share; then (ix) each Class A9 Share shall be entitled to a cumulative dividend in an amount of not less than zero point eleven per cent (0.11%) per annum of the nominal value of such share; then (x) each Class A10 Share shall be entitled to a cumulative dividend in an amount of not less than zero point ten per cent (0.10%) per annum of the nominal value of such share (together the “Profit Entitlement A”).

Any remaining dividend amount after allocation of the Profit Entitlement A shall be allocated in whole to the last outstanding class of Class A Shares in the reverse numerical order of the Class A Shares.

(ii) the Class B Shares shall be entitled, on a pro rata and pari passu basis, to a cumulative dividend representing the distributable amount derived by the Company in relation to the Class B Targeted Investment.

In this respect the Class B Shares shall be entitled to a cumulative dividend in the following order of priority: first (i) each Class B1 Share shall be entitled to a cumulative dividend in an amount of not less than zero point nineteen per cent (0.19%) per annum of the nominal value of such share; then (ii) each Class B2 Share shall be entitled to a cumulative dividend in an amount of not less than zero point eighteen per cent (0.18%) per annum of the nominal value of such share; then (iii) each Class B3 Share shall be entitled to a cumulative dividend in an amount of not less than zero point seventeen per cent (0.17%) per annum of the nominal value of such share; then (iv) each Class B4 Share shall be entitled to a cumulative dividend in an amount of not less than zero point sixteen per cent (0.16%) per annum of the nominal value of such share; then (v) each Class B5 Share shall be entitled to a cumulative dividend in an amount of not less than zero point fifteen per cent (0.15%) per annum of the nominal value of such share; then (vi) each Class B6 Share shall be entitled to a cumulative dividend in an amount of not less than zero point fourteen per cent (0.14%) per annum of the nominal value of such share; then (vii) each Class B7 Share shall be entitled to a cumulative dividend in an amount of not less than zero point thirteen per cent (0.13%) per annum of the nominal value of such share; then (viii) each Class B8 Share shall be entitled to a cumulative dividend in an amount of not less than zero point twelve per cent (0.12%) per annum of the nominal value of such share; then (ix) each Class B9 Share shall be entitled to a cumulative dividend in an amount of not less than zero point eleven per cent (0.11%) per annum of the nominal value of such share; then (x) each Class B10 Share shall be entitled to a cumulative dividend in an amount of not less than zero point ten per cent (0.10%) per annum of the nominal value of such share (together the “Profit Entitlement B”).

Any remaining dividend amount after allocation of the Profit Entitlement B shall be allocated in whole to the last outstanding class of Class B Shares in the reverse numerical order of the Class B Shares.

(iii) the Class C Shares shall be entitled, on a pro rata and pari passu basis, to a cumulative dividend representing the distributable amount derived by the Company in relation to the Class C Targeted Investment.

In this respect the Class C Shares shall be entitled to a cumulative dividend in the following order of priority: first (i) each Class C1 Share shall be entitled to a cumulative dividend in an amount of not less than zero point nineteen per cent (0.19%) per annum of the nominal value of such share; then (ii) each Class C2 Share shall be entitled to a cumulative dividend in an amount of not less than zero point eighteen per cent (0.18%) per annum of the nominal value of such share; then (iii) each Class C3 Share shall be entitled to a cumulative dividend in an amount of not less than zero point seventeen per cent (0.17%) per annum of the nominal value of such share; then (iv) each Class C4 Share shall be entitled to a cumulative dividend in an amount of not less than zero point sixteen per cent (0.16%) per annum of the nominal value of such share; then (v) each Class C5 Share shall be entitled to a cumulative dividend in an amount of not less than zero point fifteen per cent (0.15%) per annum of the nominal value of such share; then (vi) each Class C6 Share shall be entitled to a cumulative dividend in an amount of not less than zero point fourteen per cent (0.14%) per annum of the nominal value of such share; then (vii) each Class C7 Share shall be entitled to a cumulative dividend in an amount of not less than zero point thirteen per cent (0.13%) per annum of the nominal value of such share; then (viii) each Class C8 Share shall be entitled to a cumulative dividend in an amount of not less than zero point twelve per cent (0.12%) per annum of the

nominal value of such share; then (ix) each Class C9 Share shall be entitled to a cumulative dividend in an amount of not less than zero point eleven per cent (0.11%) per annum of the nominal value of such share; then (x) each Class C10 Share shall be entitled to a cumulative dividend in an amount of not less than zero point ten per cent (0.10%) per annum of the nominal value of such share (together the "Profit Entitlement C").

Any remaining dividend amount after allocation of the Profit Entitlement C shall be allocated in whole to the last outstanding class of Class C Shares in the reverse numerical order of the Class C Shares.

Subject to the conditions set by the Laws and in compliance with the foregoing provisions, the Manager(s) or, as the case may be, the Board of Managers may pay out an advance payment on dividends to the shareholders. The Manager(s) or, as the case may be, the Board of Managers determine(s) the amount and the date of payment of any such advance payment."

As a result, article 9 of the articles of association of the Company shall from now on read as follows:

" **Art. 9. Managers.** The Company shall be managed by one or several managers who need not be shareholders themselves (the "Manager(s)").

If two (2) Managers are appointed, they shall jointly manage the Company.

If more than two (2) Managers are appointed, they shall form a board of managers (the "Board of Managers").

The Managers will be appointed by the shareholder(s), being, inter alios, Montagu IV LP, Montagu IV (Non-US) LP, Montagu IV (US) LP, Montagu IV (B) LP who will determine their number and the duration of their mandate. The Managers are eligible for re-appointment and may be removed at any time, with or without cause, by a resolution of the shareholder(s).

The shareholder(s) may decide to qualify the appointed Managers as class A Managers (the "Class A Managers") or class B Managers (the "Class B Managers").

The shareholder(s) shall neither participate in nor interfere with the management of the Company."

Expenses

The expenses, costs, fees and charges of any kind which shall be borne by the Company as a result of the present deed are estimated at eight thousand Euros (EUR 8,000.-).

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

Whereupon, the present deed was drawn up in Luxembourg, on the day referred to at the beginning of this document.

The document having been read to the proxyholder of the above appearing parties, who is known to the undersigned notary by his surname, first name, civil status and residence, such proxyholder signed together with the undersigned notary, this original deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le vingt-cinquième jour du mois de juin,

par-devant nous Maître Marc Loesch, notaire de résidence à Mondorf-les-Bains, Grand-Duché de Luxembourg,

ont comparu:

(1) HSBC Global Custody Nominee (UK) Limited Account 720890, une private limited liability company de droit anglais, ayant son siège social au 8 Canada Square, Londres E14 5HQ, Royaume-Uni et immatriculée sous le numéro 228660, agissant en tant que nommée de Montagu IV LP, un limited partnership régi par les lois du Royaume-Uni, ayant son siège social au 2, More London Riverside, GB - SE1 2AP Londres, immatriculé au Companies House London sous le numéro LP014211 («Montagu IV LP»),

représentée aux fins des présentes par Nirida Nhouyvanisvong, demeurant à Luxembourg,
aux termes d'une procuration sous seing privé donnée le 25 juin 2014;

(2) HSBC Global Custody Nominee (UK) Limited Account 720890, une private limited liability company de droit anglais, ayant son siège social au 8 Canada Square, Londres E14 5HQ, Royaume-Uni et immatriculée sous le numéro 228660, agissant en tant que nommée de Montagu IV (Non-US) LP, un limited partnership régi par les lois du Royaume-Uni, ayant son siège social au 2, More London Riverside, GB - SE1 2AP Londres, immatriculé au Companies House London sous le numéro LP014367 («Montagu IV (Non-US) LP»),

représentée aux fins des présentes par Nirida Nhouyvanisvong, demeurant à Luxembourg,
aux termes d'une procuration sous seing privé donnée le 25 juin 2014;

(3) HSBC Global Custody Nominee (UK) Limited Account 720890, une private limited liability company de droit anglais, ayant son siège social au 8 Canada Square, Londres E14 5HQ, Royaume-Uni et immatriculée sous le numéro 228660, agissant en tant que nommée de Montagu IV (US) LP, un limited partnership régi par les lois du Royaume-Uni, ayant son siège social au 2, More London Riverside, GB - SE1 2AP Londres, immatriculé au Companies House London sous le numéro LP014212 («Montagu IV (US) LP»),

représentée aux fins des présentes par Nirida Nhouyvanisvong, demeurant à Luxembourg,
aux termes d'une procuration sous seing privé donnée le 25 juin 2014; et

(4) HSBC Global Custody Nominee (UK) Limited Account 720890, une private limited liability company de droit anglais, ayant son siège social au 8 Canada Square, Londres E14 5HQ, Royaume-Uni et immatriculée sous le numéro 228660, agissant en tant que nommée de Montagu IV (B) LP, un limited partnership régi par les lois du Royaume-Uni, ayant son siège social au 2, More London Riverside, GB - SE1 2AP Londres, immatriculé au Companies House London sous le numéro LP014213 («Montagu IV (B) LP», collectivement avec Montagu IV LP, Montagu IV (Non-US) LP et Montagu IV (US) LP, les «Associés»),

représentée aux fins des présentes par Nirida Nhouyvanisvong, demeurant à Luxembourg,
aux termes d'une procuration sous seing privé donnée le 25 juin 2014.

Les prédites procurations resteront annexées aux présentes.

Les Associés ont requis le notaire instrumentant d'acter que les Associés sont tous les associés de FR Group Holdings S.à r.l., une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, ayant un capital social de quarante-deux millions cinq cent vingt-sept mille neuf cent quatre-vingt-quatre Euros et vingt-deux centimes (EUR 42.527.984,22), ayant son siège social au 12F, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg, constituée par acte du notaire soussigné en date du 20 juillet 2012, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2156 du 30 août 2012 et immatriculée au Registre du Commerce et des Sociétés du Luxembourg sous le numéro B 170433 (la «Société»). Les statuts de la Société ont été modifiés pour la dernière fois par acte du notaire soussigné, en date du 18 juin 2014, pas encore publié au Mémorial C, Recueil des Sociétés et Associations.

Les Associés, représentés comme indiqué ci-avant, reconnaissant avoir été dûment et pleinement informés des décisions à intervenir sur base de l'ordre du jour suivant:

Ordre du jour

1 Création d'une nouvelle catégorie de parts sociales de catégorie C comprenant des parts sociales de catégorie C1, des parts sociales de catégorie C2, des parts sociales de catégorie C3, des parts sociales de catégorie C4, des parts sociales de catégorie C5, des parts sociales de catégorie C6, des parts sociales de catégorie C7, des parts sociales de catégorie C8, des parts sociales de catégorie C9 et des parts sociales de catégorie C10, ayant les droits et privilèges définis dans les statuts de la Société à la suite de leur modification telle que proposée au point 5 de l'ordre du jour.

2 Augmentation du capital social de la Société à concurrence de neuf millions huit cent cinquante-trois mille neuf cent quatre Euros (EUR 9.853.904,-) pour le porter de son montant actuel de quarante-deux millions cinq cent vingt-sept mille neuf cent quatre-vingt-quatre Euros et vingt-deux centimes (EUR 42.527.984,22) à un montant de cinquante-deux million trois cent quatre-vingt-un mille huit cent quatre-vingt-huit Euros et vingt-deux centimes (EUR 52.381.888,22).

3 Emission de quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C1, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C2, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C3, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C4, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C5, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C6, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C7, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C8, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C9, quatre-vingt-dix-huit millions cinq cent trente-neuf mille cinquante-huit (98.539.058) nouvelles parts sociales de catégorie C10 d'une valeur nominale d'un centime d'Euro (EUR 0,01) chacune, ayant les droits et privilèges définis dans les statuts de la Société à la suite de leur modification telle que proposée au point 5 de l'ordre du jour.

4 Acceptation des souscriptions de ces nouvelles parts sociales par les associés de la Société avec paiement d'une prime d'émission d'un montant total de quatre-vingt-huit millions six cent quatre-vingt-cinq mille cent quarante Euros (EUR 88.685.140,-) à libérer intégralement en espèces.

5 Modification des articles 5 et 9 des statuts de la Société, afin de refléter l'augmentation de capital, afin de refléter les points précédents de l'ordre du jour.

Première résolution

L'assemblée générale extraordinaire des associés a décidé de créer une nouvelle catégorie de parts sociales de catégorie C comprenant des parts sociales de catégorie C1, des parts sociales de catégorie C2, des parts sociales de catégorie C3, des parts sociales de catégorie C4, des parts sociales de catégorie C5, des parts sociales de catégorie C6, des parts sociales de catégorie C7, des parts sociales de catégorie C8, des parts sociales de catégorie C9 et des parts sociales de catégorie C10, ayant une valeur nominale d'un centime d'Euro (EUR 0,01) chacune, ayant les droits et privilèges définis dans les statuts de la Société à la suite de leur modification telle que prévue à la cinquième résolution ci-dessous.

Deuxième résolution

L'assemblée générale extraordinaire des associés a décidé d'augmenter le capital social de la Société à concurrence de neuf millions huit cent cinquante-trois mille neuf cent quatre Euros (EUR 9.853.904,-) pour le porter de son montant actuel de quarante-deux millions cinq cent vingt-sept mille neuf cent quatre-vingt-quatre Euros et vingt-deux centimes (EUR 42.527.984,22) à un montant de cinquante-deux millions trois cent quatre-vingt-un mille huit cent quatre-vingt-huit Euros et vingt-deux centimes (EUR 52.381.888,22).

Troisième résolution

L'assemblée générale extraordinaire des associés a décidé d'émettre quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C1, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C2, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C3, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C4, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C5, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C6, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C7, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C8, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C9, quatre-vingt-dix-huit millions cinq cent trente-neuf mille cinquante-huit (98.539.058) nouvelles parts sociales de catégorie C10, d'une valeur nominale d'un centime d'Euro (EUR 0,01) chacune, ayant les droits et privilèges définis dans les statuts de la Société à la suite de leur modification telle que prévue à la cinquième résolution ci-dessous.

Souscriptions - Paiements

Ensuite ont comparu:

(1) Montagu IV LP, représenté tel que décrit ci-dessus, qui a déclaré souscrire quatre-vingt-cinq millions six cent soixante-sept mille neuf cent trois (85.667.903) nouvelles parts sociales de catégorie C1, quatre-vingt-cinq millions six cent soixante-sept mille neuf cent trois (85.667.903) nouvelles parts sociales de catégorie C2, quatre-vingt-cinq millions six cent soixante-sept mille neuf cent trois (85.667.903) nouvelles parts sociales de catégorie C3, quatre-vingt-cinq millions six cent soixante-sept mille neuf cent trois (85.667.903) nouvelles parts sociales de catégorie C4, quatre-vingt-cinq millions six cent soixante-sept mille neuf cent trois (85.667.903) nouvelles parts sociales de catégorie C5, quatre-vingt-cinq millions six cent soixante-sept mille neuf cent trois (85.667.903) nouvelles parts sociales de catégorie C6, quatre-vingt-cinq millions six cent soixante-sept mille neuf cent trois (85.667.903) nouvelles parts sociales de catégorie C7, quatre-vingt-cinq millions six cent soixante-sept mille neuf cent trois (85.667.903) nouvelles parts sociales de catégorie C8, quatre-vingt-cinq millions six cent soixante-sept mille neuf cent huit (85.667.908) nouvelles parts sociales de catégorie C9, quatre-vingt-cinq millions six cent soixante-sept mille neuf cent huit (85.667.908) nouvelles parts sociales de catégorie C10, d'une valeur nominale d'un centime d'Euro (EUR 0,01) par part sociale, avec paiement d'une prime d'émission d'un montant total de soixante-dix-sept millions cent un mille cent seize Euros et cinquante-neuf centimes (EUR 77.101.116,59), à libérer intégralement en espèces.

(2) Montagu IV (Non-US) LP, représenté tel que décrit ci-dessus, qui a déclaré souscrire trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-cinq (3.283.985) nouvelles parts sociales de catégorie C1, trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-cinq (3.283.985) nouvelles parts sociales de catégorie C2, trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-cinq (3.283.985) nouvelles parts sociales de catégorie C3, trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-cinq (3.283.985) nouvelles parts sociales de catégorie C4, trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-cinq (3.283.985) nouvelles parts sociales de catégorie C5, trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-cinq (3.283.985) nouvelles parts sociales de catégorie C6, trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-cinq (3.283.985) nouvelles parts sociales de catégorie C7, trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-cinq (3.283.985) nouvelles parts sociales de catégorie C8, trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-cinq (3.283.985) nouvelles parts sociales de catégorie C9, trois millions deux cent quatre-vingt-trois mille neuf cent quatre-vingt-douze (3.283.992) nouvelles parts sociales de catégorie C10, d'une valeur nominale d'un centime d'Euro (EUR 0,01) par part sociale, avec paiement d'une prime d'émission d'un montant total de deux millions neuf cent cinquante-cinq mille cinq cent quatre-vingt-sept Euros et vingt-neuf centimes (EUR 2.955.587,29), à libérer intégralement en espèces.

(3) Montagu IV (US) LP, représenté tel que décrit ci-dessus, qui a déclaré souscrire un million huit cent cinquante-cinq mille cinq cent soixante-dix-sept (1.855.577) nouvelles parts sociales de catégorie C1, un million huit cent cinquante-cinq mille cinq cent soixante-dix-sept (1.855.577) nouvelles parts sociales de catégorie C2, un million huit cent cinquante-cinq mille cinq cent soixante-dix-sept (1.855.577) nouvelles parts sociales de catégorie C3, un million huit cent cinquante-cinq mille cinq cent soixante-dix-sept (1.855.577) nouvelles parts sociales de catégorie C4, un million huit cent cinquante-cinq mille cinq cent soixante-dix-sept (1.855.577) nouvelles parts sociales de catégorie C5, un million huit cent cinquante-cinq mille cinq cent soixante-dix-sept (1.855.577) nouvelles parts sociales de catégorie C6, un million huit cent cinquante-cinq mille cinq cent soixante-dix-sept (1.855.577) nouvelles parts sociales de catégorie C7, un million huit cent cinquante-cinq mille cinq cent soixante-dix-sept (1.855.577) nouvelles parts sociales de catégorie C8, un million huit cent cinquante-cinq

mille cinq cent soixante-dix-sept (1.855.577) nouvelles parts sociales de catégorie C9, un million huit cent cinquante-cinq mille cinq cent quatre-vingt-trois (1.855.583) nouvelles parts sociales de catégorie C10, d'une valeur nominale d'un centime d'Euro (EUR 0,01) par part sociale, avec paiement d'une prime d'émission d'un montant total d'un million six cent soixante-dix mille dix-neuf Euros et quatre-vingt-dix centimes (EUR 1.670.019,90), à libérer intégralement en espèces.

(4) Montagu IV (B) LP, représenté tel que décrit ci-dessus, qui a déclaré souscrire sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C1, sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C2, sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C3, sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C4, sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C5, sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C6, sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C7, sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C8, sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C9, sept millions sept cent trente et un mille cinq cent soixante-treize (7.731.573) nouvelles parts sociales de catégorie C10, d'une valeur nominale d'un centime d'Euro (EUR 0,01) par part sociale, avec paiement d'une prime d'émission d'un montant total de six millions neuf cent cinquante-huit mille quatre cent seize Euros et vingt-deux centimes (EUR 6.958.416,22), à libérer intégralement en espèces.

Le montant de quatre-vingt-dix-huit millions cinq cent trente-neuf mille quarante-quatre Euros (EUR 98.539.044,-) a dès lors été à la disposition de la Société, la preuve ayant été rapportée au notaire soussigné.

Quatrième résolution

L'assemblée générale extraordinaire des associés a décidé d'accepter lesdites souscriptions et lesdits paiements et d'émettre les quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C1, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C2, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C3, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C4, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C5, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C6, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C7, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C8, quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) nouvelles parts sociales de catégorie C9, quatre-vingt-dix-huit millions cinq cent trente-neuf mille cinquante-huit (98.539.058) nouvelles parts sociales de catégorie C10 conformément aux souscriptions ci-dessus mentionnées.

Cinquième résolution

L'assemblée générale extraordinaire des associés a décidé de modifier les articles 5 et 9 des statuts de la Société, afin de refléter les résolutions qui précèdent.

En conséquence, l'article 5 des statuts de la Société aura dorénavant la teneur suivante:

« **Art. 5. Capital Emis.** Le capital émis de la Société est fixé à cinquante-deux millions trois cent quatre-vingt-un mille huit cent quatre-vingt-huit Euros et vingt-deux centimes (EUR 52.381.888,22) divisé en:

- deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A1 (les «Parts Sociales de Catégorie A1»), deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A2 (les «Parts Sociales de Catégorie A2»), deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A3 (les «Parts Sociales de Catégorie A3»), deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A4 (les «Parts Sociales de Catégorie A4»), deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A5 (les «Parts Sociales de Catégorie A5»), deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A6 (les «Parts Sociales de Catégorie A6»), deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A7 (les «Parts Sociales de Catégorie A7»), deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A8 (les «Parts Sociales de Catégorie A8»), deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A9 (les «Parts Sociales de Catégorie A9»), deux cent soixante-trois millions huit cent neuf mille cinq cent deux (263.809.502) parts sociales de catégorie A10 (les «Parts Sociales de Catégorie A10»), et collectivement avec les Parts Sociales de Catégorie A1, les Parts Sociales de Catégorie A2, les Parts Sociales de Catégorie A3, les Parts Sociales de Catégorie A4, les Parts Sociales de Catégorie A5, les Parts Sociales de Catégorie A6, les Parts Sociales de Catégorie A7, les Parts Sociales de Catégorie A8, les Parts Sociales de Catégorie A9, les Parts Sociales de Catégorie A10, les «Parts Sociales de Catégorie A»);

- cent soixante et un millions quatre cent soixante-dix mille trois cent trente-huit (161.470.338) parts sociales de catégorie B1 (les «Parts Sociales de Catégorie B1»), cent soixante et un millions quatre cent soixante-dix mille trois cent

trente-huit (161.470.338) parts sociales de catégorie B2 (les «Parts Sociales de Catégorie B2»), cent soixante et un millions quatre cent soixante-dix mille trois cent trente-huit (161.470.338) parts sociales de catégorie B3 (les «Parts Sociales de Catégorie B3»), cent soixante et un millions quatre cent soixante-dix mille trois cent trente-huit (161.470.338) parts sociales de catégorie B4 (les «Parts Sociales de Catégorie B4»), cent soixante et un millions quatre cent soixante-dix mille trois cent trente-huit (161.470.338) parts sociales de catégorie B5 (les «Parts Sociales de Catégorie B5»), cent soixante et un millions quatre cent soixante-dix mille trois cent trente-huit (161.470.338) parts sociales de catégorie B6 (les «Parts Sociales de Catégorie B6»), cent soixante et un millions quatre cent soixante-dix mille trois cent trente-huit (161.470.338) parts sociales de catégorie B7 (les «Parts Sociales de Catégorie B7»), cent soixante et un millions quatre cent soixante-dix mille trois cent trente-huit (161.470.338) parts sociales de catégorie B8 (les «Parts Sociales de Catégorie B8»), cent soixante et un millions quatre cent soixante-dix mille trois cent trente-huit (161.470.338) parts sociales de catégorie B9 (les «Parts Sociales de Catégorie B9»), cent soixante et un millions quatre cent soixante-dix mille trois cent trente-huit (161.470.338) parts sociales de catégorie B10 (les «Parts Sociales de Catégorie B10»), et collectivement avec les Parts Sociales de Catégorie B1, les Parts Sociales de Catégorie B2, les Parts Sociales de Catégorie B3, les Parts Sociales de Catégorie B4, les Parts Sociales de Catégorie B5, les Parts Sociales de Catégorie B6, les Parts Sociales de Catégorie B7, les Parts Sociales de Catégorie B8, les Parts Sociales de Catégorie B9, les Parts Sociales de Catégorie B10, les «Parts Sociales de Catégorie B»);

- quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) parts sociales de catégorie C1 (les «Parts Sociales de Catégorie C1»), quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) parts sociales de catégorie C2 (les «Parts Sociales de Catégorie C2»), quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) parts sociales de catégorie C3 (les «Parts Sociales de Catégorie C3»), quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) parts sociales de catégorie C4 (les «Parts Sociales de Catégorie C4»), quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) parts sociales de catégorie C5 (les «Parts Sociales de Catégorie C5»), quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) parts sociales de catégorie C6 (les «Parts Sociales de Catégorie C6»), quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) parts sociales de catégorie C7 (les «Parts Sociales de Catégorie C7»), quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) parts sociales de catégorie C8 (les «Parts Sociales de Catégorie C8»), quatre-vingt-dix-huit millions cinq cent trente-neuf mille trente-huit (98.539.038) parts sociales de catégorie C9 (les «Parts Sociales de Catégorie C9»), quatre-vingt-dix-huit millions cinq cent trente-neuf mille cinquante-huit (98.539.058) parts sociales de catégorie C10 (les «Parts Sociales de Catégorie C10»), et collectivement avec les Parts Sociales de Catégorie C1, les Parts Sociales de Catégorie C2, les Parts Sociales de Catégorie C3, les Parts Sociales de Catégorie C4, les Parts Sociales de Catégorie C5, les Parts Sociales de Catégorie C6, les Parts Sociales de Catégorie C7, les Parts Sociales de Catégorie C8, les Parts Sociales de Catégorie C9, les Parts Sociales de Catégorie C10, les «Parts Sociales de Catégorie C»);

ayant une valeur nominale d'un centime d'Euro (EUR 0,01) chacune (collectivement les «Parts Sociales» et individuellement une «Part Sociale»), celles-ci étant entièrement libérées.

Les Parts Sociales de Catégorie A, les Parts Sociales de Catégorie B et les Parts Sociales de Catégorie C qui sont émises, sont collectivement désignées comme les «Catégories de Parts Sociales» et individuellement comme une «Catégorie de Parts Sociales».

Les droits et obligations inhérents aux Parts Sociales sont identiques sauf stipulation contraire des Statuts (en particulier concernant les droits aux Distributions (tels que définis ci-après) ou des Lois).

En plus du capital émis, un compte prime d'émission peut être établi sur lequel seront transférées toutes les primes d'émission payées sur les Parts Sociales en plus de la valeur nominale. Le solde de ce compte prime d'émission peut être utilisé pour régler le prix des Parts Sociales, qui sont rattachées à une Catégorie de Parts Sociales, que la Société a rachetées à ses associés, pour compenser toute perte nette réalisée, pour distribuer des dividendes aux associés ou pour affecter des fonds à la Réserve Légale. Lors de l'émission de nouvelles Parts Sociales, la Société devra allouer à partir de la prime d'émission versée sur ces Parts Sociales, dix pour cent (10%) de la valeur nominale de ces Parts Sociales nouvellement émises à une réserve légale (la «Réserve Légale») afin de s'assurer que le montant de la Réserve Légale soit en tout temps égal à dix pour cent (10%) du capital souscrit de la Société conformément aux Lois.

L'apport en capital, y compris toute prime d'émission qui s'y rapporte, fait en contrepartie de l'émission de chaque Catégorie de Parts Sociales (l'«Apport»), ainsi que tout revenu sous forme de dividende, d'intérêts ou de tout autre revenu provenant de l'Investissement Visé (tel que défini ci-dessous) relatif à chaque Catégorie de Parts Sociales dans la mesure où il est réinvesti (collectivement les «Apports») seront investis conformément à la politique d'investissement déterminée par le Conseil de Gérance pour l'investissement établi au regard de la ou des Catégories de Parts Sociales concernées (individuellement un «Investissement Visé»). Par conséquent, chaque Catégorie de Parts Sociales sera liée à un Investissement Visé spécifique.

L'Investissement Visé rattachés aux Parts Sociales de Catégorie A et la prime d'émission qui se rapporte aux Parts Sociales de Catégorie A consistent en les participations que la Société détient ou va détenir indirectement, de temps en temps, dans Brassica Midco S.A. (l'«Investissement Visé de Catégorie A»).

L'Investissement Visé rattachés aux Parts Sociales de Catégorie B et la prime d'émission qui se rapporte aux Parts Sociales de Catégorie B consistent en les participations que la Société détient ou va détenir indirectement, de temps en temps, dans Devix Midco (l'«Investissement Visé de Catégorie B»).

L'Investissement Visé rattachés aux Parts Sociales de Catégorie C et la prime d'émission qui se rapporte aux Parts Sociales de Catégorie C consistent en les participations que la Société détient ou va détenir indirectement, de temps en temps, dans A Pharma Luxco (l'«Investissement Visé de Catégorie C»).

Pour chaque Catégorie de Parts Sociales, le Conseil de Gérance conservera la trace, dans les livres de la Société (i) des Apports, (ii) de tout revenu sur l'Investissement Visé, et (iii) de toutes charges attribuables à l'Investissement Visé lié à chaque Catégorie de Parts Sociales. A cette fin, le Conseil de Gérance établira des comptes analytiques pour chaque Catégorie de Parts Sociales.

La valeur nette d'inventaire de chaque Catégorie de Parts Sociales (la «Valeur Nette d'Inventaire») est déterminée en ajoutant à la valeur de l'Investissement Visé tout autre actif de toute sorte et de toute nature lié à cette Catégorie de Parts Sociales et en déduisant tout le passif lié à cette Catégorie de Parts Sociales (tels que les prêts, les dépenses administratives, les charges fiscales, etc.). Lorsqu'un actif dérive d'un autre actif en raison d'un échange d'actifs, d'une fusion, d'un apport en nature ou d'opérations similaires, cet actif dérivé sera attribué dans les livres de la Société à la même Catégorie de Parts Sociales que les actifs dont il est dérivé et à chaque réévaluation d'un actif, l'augmentation ou la diminution de valeur sera appliquée à la Catégorie de Parts Sociales concernée.

Lorsqu'une dépense de la Société ne peut être considérée comme étant attribuable à une Catégorie de Parts Sociales particulière, cette dépense sera attribuée à l'ensemble des Catégories de Parts Sociales selon la formule suivante:

Dépenses non liées à un investissement spécifique X Valeur nominale totale des parts sociales de la Catégorie de Parts Sociales concernée, plus (le cas échéant) la prime d'émission allouée à cette Catégorie de Parts Sociales / Valeur nominale totale des parts sociales appartenant à toutes les Catégories de Parts Sociales, plus le montant total des primes d'émission allouées à toutes les Catégories de Parts Sociales

Dans la mesure de ce qui est permis par les Lois, en ce compris, mais sans limitation, l'observation de l'exigence légale de créer une Réserve Légale, et sous réserve de ce qui suit, chaque Catégorie de Parts Sociales aura un droit exclusif aux distributions faites sous forme de (i) dividendes, (ii) rachat de Parts Sociales propres, (iii) de réduction du capital souscrit (iv) de réduction d'une réserve et (v) de liquidation par la Société (les «Distributions») dans la limite de la Valeur Nette d'Inventaire de la Catégorie de Parts Sociales concernée (et devant être réparti entre les détenteurs de cette Catégorie de Parts Sociales conformément aux règles de distribution de cet article 5).

Chaque Catégorie de Parts Sociales aura uniquement droit aux Distributions à condition qu'elle ait une Valeur Nette d'Inventaire positive.

Si la Société décide de faire des Distributions, le montant alloué à cette fin sera distribué aux détenteurs de Parts Sociales conformément aux règles suivantes et seulement en ce qui concerne les Catégories de Parts Sociales dont la Valeur Nette d'Inventaire est positive:

(i) Les Parts Sociales de Catégorie A confèrent le droit, au pro rata et sur une base pari passu, de recevoir un dividende cumulé représentant le montant distribuable établi par la Société en lien avec l'Investissement Visé de Catégorie A.

A cet égard, les Parts Sociales de Catégorie A confèrent le droit de recevoir des distributions cumulatives dans l'ordre de priorité suivant: d'abord (i) chaque Part Sociale de Catégorie A1 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix-neuf pour cent (0,19%) par année de la valeur nominale de cette part sociale; ensuite (ii) chaque Part Sociale de Catégorie A2 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix-huit pour cent (0,18%) par année de la valeur nominale de cette part sociale; puis (iii) chaque Part Sociale de Catégorie A3 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix-sept pour cent (0,17%) par année de la valeur nominale de cette part sociale; puis (iv) chaque Part Sociale de Catégorie A4 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule seize pour cent (0,16%) par année de la valeur nominale de cette part sociale; puis (v) chaque Part Sociale de Catégorie A5 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule quinze pour cent (0,15%) par année de la valeur nominale de cette part sociale; puis (vi) chaque Part Sociale de Catégorie A6 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule quatorze pour cent (0,14%) par année de la valeur nominale de cette part sociale; puis (vii) chaque Part Sociale de Catégorie A7 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule treize pour cent (0,13%) par année de la valeur nominale de cette part sociale; puis (viii) chaque Part Sociale de Catégorie A8 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule douze pour cent (0,12%) par année de la valeur nominale de cette part sociale; puis (ix) chaque Part Sociale de Catégorie A9 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule onze pour cent (0,11%) par année de la valeur nominale de cette part sociale; puis (x) chaque Part Sociale de Catégorie A10 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix pour cent (0,10%) par année de la valeur nominale de cette part sociale (collectivement le «Droit au Bénéfice A»).

Le montant restant du dividende après l'allocation du Droit au Bénéfice A sera alloué intégralement à la dernière Catégorie de Parts Sociales A dans l'ordre numérique inverse des Parts Sociales de Catégorie A.

(ii) Les Parts Sociales de Catégorie B confèrent le droit, au pro rata et sur une base pari passu, de recevoir un dividende cumulé représentant le montant distribuable établi par la Société en lien avec l'Investissement Visé de Catégorie B.

A cet égard, les Parts Sociales de Catégorie B confèrent le droit de recevoir un dividende cumulatif dans l'ordre de priorité suivant: d'abord (i) chaque Part Sociale de Catégorie B1 confère le droit de recevoir un dividende cumulatif d'un

montant au minimum égal à zéro virgule dix-neuf pour cent (0,19%) par année de la valeur nominale de cette part sociale; ensuite (ii) chaque Part Sociale de Catégorie B2 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix-huit pour cent (0,18%) par année de la valeur nominale de cette part sociale; puis (iii) chaque Part Sociale de Catégorie B3 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix-sept pour cent (0,17%) par année de la valeur nominale de cette part sociale; puis (iv) chaque Part Sociale de Catégorie B4 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule seize pour cent (0,16%) par année de la valeur nominale de cette part sociale; puis (v) chaque Part Sociale de Catégorie B5 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule quinze pour cent (0,15%) par année de la valeur nominale de cette part sociale; puis (vi) chaque Part Sociale de Catégorie B6 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule quatorze pour cent (0,14%) par année de la valeur nominale de cette part sociale; puis (vii) chaque Part Sociale de Catégorie B7 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule treize pour cent (0,13%) par année de la valeur nominale de cette part sociale; puis (viii) chaque Part Sociale de Catégorie B8 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule douze pour cent (0,12%) par année de la valeur nominale de cette part sociale; puis (ix) chaque Part Sociale de Catégorie B9 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule onze pour cent (0,11%) par année de la valeur nominale de cette part sociale; puis (x) chaque Part Sociale de Catégorie B10 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix pour cent (0,10%) par année de la valeur nominale de cette part sociale (collectivement le «Droit au Bénéfice B»).

Le montant restant du dividende après l'allocation du Droit au Bénéfice B sera alloué intégralement à la dernière Catégorie de Parts Sociales B dans l'ordre numérique inverse des Parts Sociales de Catégorie B.

(iii) Les Parts Sociales de Catégorie C confèrent le droit, au pro rata et sur une base pari passu, de recevoir un dividende cumulé représentant le montant distribuable établi par la Société en lien avec l'Investissement Visé de Catégorie C.

A cet égard, les Parts Sociales de Catégorie C confèrent le droit de recevoir un dividende cumulatif dans l'ordre de priorité suivant: d'abord (i) chaque Part Sociale de Catégorie C1 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix-neuf pour cent (0,19%) par année de la valeur nominale de cette part sociale; ensuite (ii) chaque Part Sociale de Catégorie C2 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix-huit pour cent (0,18%) par année de la valeur nominale de cette part sociale; puis (iii) chaque Part Sociale de Catégorie C3 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix-sept pour cent (0,17%) par année de la valeur nominale de cette part sociale; puis (iv) chaque Part Sociale de Catégorie C4 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule seize pour cent (0,16%) par année de la valeur nominale de cette part sociale; puis (v) chaque Part Sociale de Catégorie C5 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule quinze pour cent (0,15%) par année de la valeur nominale de cette part sociale; puis (vi) chaque Part Sociale de Catégorie C6 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule quatorze pour cent (0,14%) par année de la valeur nominale de cette part sociale; puis (vii) chaque Part Sociale de Catégorie C7 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule treize pour cent (0,13%) par année de la valeur nominale de cette part sociale; puis (viii) chaque Part Sociale de Catégorie C8 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule douze pour cent (0,12%) par année de la valeur nominale de cette part sociale; puis (ix) chaque Part Sociale de Catégorie C9 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule onze pour cent (0,11%) par année de la valeur nominale de cette part sociale; puis (x) chaque Part Sociale de Catégorie C10 confère le droit de recevoir un dividende cumulatif d'un montant au minimum égal à zéro virgule dix pour cent (0,10%) par année de la valeur nominale de cette part sociale (collectivement le «Droit au Bénéfice C»).

Le montant restant du dividende après l'allocation du Droit au Bénéfice C sera alloué intégralement à la dernière Catégorie de Parts Sociales C dans l'ordre numérique inverse des Parts Sociales de Catégorie C.

Sous réserve des conditions fixées par les Lois et conformément aux dispositions qui précèdent, les Gérants, ou le cas échéant, le Conseil de Gérance, peuvent payer un acompte sur dividende aux associés. Les Gérants ou, le cas échéant, le Conseil de Gérance, détermineront le montant et la date de paiement de cet acompte sur dividende.».

En conséquence, l'article 9 des statuts de la Société aura dorénavant la teneur suivante:

« **Art. 9. Gérants.** La Société est gérée et administrée par un ou plusieurs gérants qui n'ont pas besoin d'être associés (les «Gérants»).

Si deux (2) Gérants sont nommés, ils géreront conjointement la Société.

Si plus de deux (2) Gérants sont nommés, ils formeront un conseil de gérance (le «Conseil de Gérance»).

Les Gérants seront nommés par les associés, ceux-ci étant, inter alios, Montagu IV LP, Montagu IV (Non-US) LP, Montagu IV (US) LP, Montagu IV (B) LP qui détermineront leur nombre et la durée de leur mandat. Les Gérants peuvent être renommés et peuvent être révoqués à tout moment, avec ou sans motif, par une résolution des associés.

Les associés pourront qualifier les gérants nommés de Gérants de catégorie A (les «Gérants de Catégorie A») ou Gérants de catégorie B (les «Gérants de Catégorie B»).

Les associés ne participeront ni ne s'immisceront dans la gestion de la Société.».

Frais

Les frais, dépenses, rémunérations et charges de toute nature payable par la Société en raison du présent acte sont estimés à huit mille Euros (EUR 8.000,-).

Le notaire soussigné qui comprend et parle la langue anglaise, déclare par la présente qu'à la demande du mandataire des comparantes ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande du même mandataire, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

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

Lecture du présent acte faite et interprétation donnée au mandataire des comparantes ci-avant, connu du notaire soussigné par ses nom, prénom usuel, état et demeure, il a signé avec, le notaire soussigné, le présent acte.

Signé: N. Nhouyvanisvong, M. Loesch.

Enregistré à Remich, le 27 juin 2014. EM/2014/1383. Reçu soixante-quinze euros (5,- €).

Le Receveur (signé): P. MOLLING.

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

Mondorf-les-Bains, le 2 juillet 2014.

Référence de publication: 2014093715/745.

(140111367) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2014.

**Equus Investment Sicav, Société d'Investissement à Capital Variable,
(anc. ARN Investment Sicav).**

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.
R.C.S. Luxembourg B 153.741.

In the year two thousand fourteen, on the eighth day of August.

Before the undersigned Maître Gérard LECUIT, notary residing in Luxembourg.

Was held:

an extraordinary meeting of shareholders of ARN INVESTMENT SICAV (the "Company"), a Société d'Investissement à Capital Variable with its registered office at L-2453 Luxembourg, 12, rue Eugène Ruppert, incorporated on 15th June 2010 (the "Articles") by a deed of Me Gérard LECUIT, notary residing in Luxembourg, as published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial"), number 1331 on 29 June 2010. The Articles have not been amended since then.

The meeting (the "Meeting") was opened at 14:00 a.m. with Mrs. Valérie GLANE, employee, with professional address in Luxembourg, in the chair, who appointed as secretary to the Meeting Mr. Quentin BALTHAZAR, employee, with professional address in Luxembourg. The Meeting elected as scrutineer Mr. Laurent CROMLIN, employee, with professional address in Luxembourg. The Chairman, the Secretary and Scrutineer are collectively hereafter referred to as the Members of the Bureau or the Bureau.

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

(i) The agenda of the Meeting is the following:

Agenda:

1. Amendment of article 1 of the Articles to change the name of the Company into "EQUUS INVESTMENT SICAV".
2. Amendment of article 2 of the Articles to provide that, under the conditions set forth in Luxembourg laws and regulations:
 - The board of directors of the Company may transfer the registered office of the Company within the same municipality,
 - Shareholders may resolve to transfer the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg.
3. Amendment of article 6:
 - point (1), paragraph 1 of the Articles to clarify that Company shall issue shares in bearer on a dematerialized basis,
 - point (1), paragraph 4 of the Articles to clarify that Company shall issue shares in bearer on a dematerialized basis only.
4. Amendment of article 8 (by introducing a new 4th paragraph) of the Articles to introduce the possibility to satisfy payment of the redemption price by way of redemption in kind (subject to certain conditions as further described therein).

5. Amendment of article 10 of the Articles to state the definition of U.S. person will be defined in the Company's prospectus and to delete the current definition of U.S. person as provided in the existing Articles.

6. Amendment of article 11 of the Articles:

- By completing the 1st paragraph to provide that since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant class of shares or Sub-Fund are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation,

- by adding a new 2nd paragraph to provide that, on any valuation day the board of directors may determine to apply an alternative net asset value calculation method (to include such reasonable factors as they see fit) to the net asset value per share. This method of valuation is intended to pass the estimated costs of underlying investment activity of the Company to the active shareholders by adjusting the net asset value of the relevant share and thus to protect the Company's long-term shareholders from costs associated with ongoing subscription and redemption activity,

- by adding a new 3rd paragraph to state that this alternative net asset value calculation method may take account of trading spreads on the Company's investments, the value of any duties and charges incurred as a result of trading and may include an allowance for market impact,

- by adding a new 4th paragraph to state that where the board of directors, based on the prevailing market conditions and the level of subscriptions or redemptions requested by shareholders or potential shareholders in relation to the size of the relevant Sub-Fund, has determined for a particular Sub-Fund to apply an alternative net asset value calculation method, the Sub-Fund may be valued either on a bid or offer basis,

- By amending point (d) in order to state that the determination of the value of units or shares of undertakings for collective investment shall include share issued by the Sub-Fund of the Company held by another Sub-Fund of the Company),

- By completing the 1st paragraph of sub-section III to state that in the event that for any reason the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such class of shares, to be operated in an economically efficient manner or as a matter of economic rationalization, the board of directors may decide to amend the rights attached to any class of shares so as to include them in any other existing class of shares and redesignate the shares of the class or classes concerned as shares of another class. Such decision will be subject to the right of the relevant shareholders to request, without any charges, the redemption of their shares or, where possible, the conversion of those shares into shares of other classes within the same Sub-Fund or into shares of same or other classes within another Sub-Fund.

7. Amendment of article 12 of the Articles:

- To specify in point (a) that during any period when any of the principal stock exchange or other market, on which a substantial portion of the investments of the Company attributable to the relevant class(es) of shares or Sub-Fund from time to time is quoted or dealt in, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended,

- To specify in point (e) to delete the following criteria from such case: "(...) beyond the control and responsibility of the board of directors (...)"

- To clarify in item f) that, a suspension will occur upon the notification or publication of a notice (i) informing the shareholders of the decisions of the board of directors to liquidate one or several Sub-Funds or (ii) as far as such suspension is justified by the need of protection of shareholders, a notice informing the shareholders of the decision of the board of directors to merge one or several Sub-Funds.

- To add a new item j) providing for a suspension of the determination of the net asset value per share of any particular feeder Sub-Fund if its master UCITS suspends the repurchase, redemption or subscription of its units or shares, within the same period of time as the feeder Sub-Fund.

8. Amendment of article 18 of the Articles:

- To add two new items g) and h) to provide that, amongst the list of eligible assets in which the Company may invest, each Sub-Fund be allowed to invest in (i) units or shares of a master fund qualifying as a UCITS and (ii) units or shares issued by one or several other Sub-Funds of the Company,

- To simplify the wording relating to points i) and j),

- To add any State member of the Group of Twenty, Russia, Brazil and Singapore to the list of countries in which a Sub-Fund may invest up to 100% of its net assets,

- To add a new paragraph stating that that the board of directors may, subject to certain conditions, (i) create a Sub-Fund described either as a feeder UCITS or a master UCITS, (ii) convert any existing Sub-Fund into a feeder UCITS or master UCITS sub-fund, (iii) replace the master UCITS with one of its feeder UCITS Sub-Funds,

- To add a new paragraph stating that that the a Sub-Fund may, subject to certain conditions and requirements, subscribe, acquire and/or hold shares to be issued or issued by one or more Sub-Funds of the Company.

9. Amendment of article 22 of the Articles:

- 3rd paragraph in order to amend the minimum percentage of shareholders required to call a general meeting of shareholders from 5% to 10%,

- 15th paragraph to clarify that, unless otherwise provided for by law, resolutions of the general meeting of shareholders of the Company are passed by a simple majority vote of the shareholders validly cast regardless of the portion of capital represented, meaning that abstentions and nihil votes shall not be taken into account,

- Adding a 16th paragraph to specify that each shareholder may vote at a general meeting through a signed voting form sent by post, electronic mail, facsimile or any other means of communication to the Company's registered office or to the address specified in the convening notice. The shareholders may only use voting forms provided by the Company which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box,

- Adding a 17th paragraph to state that voting forms which, for a proposed resolution, do not show only (i) a vote in favour or (ii) a vote against the proposed resolution or (iii) an abstention are void with respect to such resolution. The Company shall only take into account voting forms received prior to the general meeting which they relate to.

10. Amendment of article 24:

- 3rd paragraph, of the Articles to clarify that, assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Custodian for the period required by Luxembourg law and/or regulations,

- By deleting the last paragraph.

11. Insertion of a new article 25 of the Articles on the merger of the Company or Sub-Funds:

- To provide that the board of directors may decide to proceed with a merger of the Company or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund.

- To provide that, notwithstanding the preceding paragraph, the general meeting of shareholders may decide to proceed with a merger of the Company or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund.

- To provide that, in both cases, shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares, or, where possible, to convert them into units or shares of another UCITS pursuing a similar investment policy and managed by the management company.

- To provide that any cost associated with the preparation and the completion of a merger shall neither be charged to the Company nor to its shareholders.

12. Amendment of article 27 (formerly 26) by adding a new 3rd paragraph stating that the payments of distributions to holders of registered shares shall be made to such shareholders at their addresses into the register of shareholders, and that payments of distributions to holders of bearer shares shall be made on securities account maintained in the name of the holder of such shares.

13. Amendment of the numbering of the current articles 25 to 32 as a consequence of adding article 25.

14. General update of the Articles by amending, inter alia, articles 4, 5, 11, 17, 21, 27, 28 and 32.

15. Miscellaneous.

(ii). The present extraordinary general meeting has been convened by registered letters to the holders of registered shares on 29 July 2014.

The relevant excerpts are at the disposal of the meeting.

III. The shareholders present or represented, the proxyholders of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the shareholders, the proxyholders of the represented shareholders, the board of the meeting and the undersigned notary, will remain annexed to the present deed.

The proxies of the represented shareholders will also remain annexed to the present deed.

IV. It appears from the attendance list mentioned hereabove, that out of 32.781 shares, 25.457 shares (77,65%) are duly represented at the present general meeting, so that the meeting is regularly constituted and can validly decide on all items of the agenda of which the shareholder declare having had full prior knowledge.

After the foregoing has been approved by the meeting, the meeting unanimously took the following resolutions:

First resolution

The Meeting RESOLVES TO amend article 1 of the Articles to change the name of the Company into "EQUUS INVESTMENT SICAV".

Second resolution

The Meeting RESOLVES TO amend article 2 of the Articles to provide that, under the conditions set forth in Luxembourg laws and regulations:

- The board of directors of the Company may transfer the registered office of the Company within the same municipality,
- Shareholders may resolve to transfer the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg.

Third resolution

The Meeting RESOLVES TO amend article 6:

- point (1), paragraph 1 of the Articles to clarify that Company shall issue shares in bearer on a dematerialized basis,
- point (1), paragraph 4 of the Articles to clarify that Company shall issue shares in bearer on a dematerialized basis only.

Fourth resolution

The Meeting RESOLVES TO amend article 8 (by introducing a new 4th paragraph) of the Articles to introduce the possibility to satisfy payment of the redemption price by way of redemption in kind (subject to certain conditions as further described therein).

Fifth resolution

The Meeting RESOLVES TO amend article 10 of the Articles to state the definition of U.S. person will be defined in the Company's prospectus and to delete the current definition of U.S. person as provided in the existing Articles.

Sixth resolution

The Meeting RESOLVES TO amend article 11 of the Articles:

- By completing the 1st paragraph to provide that since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant class of shares or Sub-Fund are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation,
- by adding a new 2nd paragraph to provide that, on any valuation day the board of directors may determine to apply an alternative net asset value calculation method (to include such reasonable factors as they see fit) to the net asset value per share. This method of valuation is intended to pass the estimated costs of underlying investment activity of the Company to the active shareholders by adjusting the net asset value of the relevant share and thus to protect the Company's long-term shareholders from costs associated with ongoing subscription and redemption activity,
- by adding a new 3rd paragraph to state that this alternative net asset value calculation method may take account of trading spreads on the Company's investments, the value of any duties and charges incurred as a result of trading and may include an allowance for market impact,
- by adding a new 4th paragraph to state that where the board of directors, based on the prevailing market conditions and the level of subscriptions or redemptions requested by shareholders or potential shareholders in relation to the size of the relevant Sub-Fund, has determined for a particular Sub-Fund to apply an alternative net asset value calculation method, the Sub-Fund may be valued either on a bid or offer basis,
- By amending point (d) in order to state that the determination of the value of units or shares of undertakings for collective investment shall include share issued by the Sub-Fund of the Company held by another Sub-Fund of the Company),
- By completing the 1st paragraph of sub-section III to state that in the event that for any reason the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such class of shares, to be operated in an economically efficient manner or as a matter of economic rationalization, the board of directors may decide to amend the rights attached to any class of shares so as to include them in any other existing class of shares and redesignate the shares of the class or classes concerned as shares of another class. Such decision will be subject to the right of the relevant shareholders to request, without any charges, the redemption of their shares or, where possible, the conversion of those shares into shares of other classes within the same Sub-Fund or into shares of same or other classes within another Sub-Fund.

Seventh resolution

The Meeting RESOLVES TO amend article 12 of the Articles:

- To specify in point (a) that during any period when any of the principal stock exchange or other market, on which a substantial portion of the investments of the Company attributable to the relevant class(es) of shares or Sub-Fund from time to time is quoted or dealt in, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended,
- To specify in point (e) to delete the following criteria from such case: "(.) beyond the control and responsibility of the board of directors (...)"

- To clarify in item f) that, a suspension will occur upon the notification or publication of a notice (i) informing the shareholders of the decisions of the board of directors to liquidate one or several Sub-Funds or (ii) as far as such suspension is justified by the need of protection of shareholders, a notice informing the shareholders of the decision of the board of directors to merge one or several Sub-Funds.

- To add a new item j) providing for a suspension of the determination of the net asset value per share of any particular feeder Sub-Fund if its master UCITS suspends the repurchase, redemption or subscription of its units or shares, within the same period of time as the feeder Sub-Fund.

Eighth resolution

The Meeting RESOLVES TO amend article 18 of the Articles:

- To add two new items g) and h) to provide that, amongst the list of eligible assets in which the Company may invest, each Sub-Fund be allowed to invest in (i) units or shares of a master fund qualifying as a UCITS and (ii) units or shares issued by one or several other Sub-Funds of the Company,

- To simplify the wording relating to points i) and j),

- To add any State member of the Group of Twenty, Russia, Brazil and Singapore to the list of countries in which a Sub-Fund may invest up to 100% of its net assets,

- To add a new paragraph stating that that the board of directors may, subject to certain conditions, (i) create a Sub-Fund described either as a feeder UCITS or a master UCITS, (ii) convert any existing Sub-Fund into a feeder UCITS or master UCITS sub-fund, (iii) replace the master UCITS with one of its feeder UCITS Sub-Funds,

- To add a new paragraph stating that that the a Sub-Fund may, subject to certain conditions and requirements, subscribe, acquire and/or hold shares to be issued or issued by one or more Sub-Funds of the Company.

Ninth resolution

The Meeting RESOLVES TO amend article 22 of the Articles:

- 3rd paragraph in order to amend the minimum percentage of shareholders required to call a general meeting of shareholders from 5% to 10%,

- 15th paragraph to clarify that, unless otherwise provided for by law, resolutions of the general meeting of shareholders of the Company are passed by a simple majority vote of the shareholders validly cast regardless of the portion of capital represented, meaning that abstentions and nihil votes shall not be taken into account,

- Adding a 16th paragraph to specify that each shareholder may vote at a general meeting through a signed voting form sent by post, electronic mail, facsimile or any other means of communication to the Company's registered office or to the address specified in the convening notice. The shareholders may only use voting forms provided by the Company which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box,

- Adding a 17th paragraph to state that voting forms which, for a proposed resolution, do not show only (i) a vote in favour or (ii) a vote against the proposed resolution or (iii) an abstention are void with respect to such resolution. The Company shall only take into account voting forms received prior to the general meeting which they relate to.

Tenth resolution

The Meeting RESOLVES TO amend article 24 of the Articles:

- 3rd paragraph, of the Articles to clarify that, assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Custodian for the period required by Luxembourg law and/or regulations,

- By deleting the last paragraph.

Eleventh resolution

The Meeting RESOLVES TO insert a new article 25 of the Articles on the merger of the Company or Sub-Funds:

- To provide that the board of directors may decide to proceed with a merger of the Company or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund.

- To provide that, notwithstanding the preceding paragraph, the general meeting of shareholders may decide to proceed with a merger of the Company or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund.

- To provide that, in both cases, shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares, or, where possible, to convert them into units or shares of another UCITS pursuing a similar investment policy and managed by the management company.

- To provide that any cost associated with the preparation and the completion of a merger shall neither be charged to the Company nor to its shareholders.

Twelfth resolution

The Meeting RESOLVES TO amend article 27 (previously article 26) of the Articles by adding a new 3rd paragraph stating that the payments of distributions to holders of registered shares shall be made to such shareholders at their addresses into the register of shareholders, and that payments of distributions to holders of bearer shares shall be made on securities account maintained in the name of the holder of such shares.

Thirteenth resolution

The Meeting RESOLVES TO amend the numbering of the current articles 25 to 32 as a consequence of adding article 25.

Fourteenth resolution

The Meeting RESOLVES TO restate the articles of incorporation in their entirety, which will henceforth have the following wording:

Title I. Name - Registered Office - Duration - Purpose

Art. 1. Name. There exists among the subscriber and all those who may become owners of shares hereafter issued, a public limited company (société anonyme) qualifying as an investment company with variable share capital (société d'investissement à capital variable) under the name of "EQUUS INVESTMENT SICAV" (hereinafter the "Company").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the board of directors.

Within the same municipality, the registered office may be transferred by decision of the board of directors. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these Articles of Incorporation.

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

Art. 3. Duration. The Company is established for an unlimited period of time.

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in transferable securities and/or in other permitted assets eligible for an undertaking for collective investment under Part I of the law of 17 December 2010 relating to undertakings for collective investment, as it may be amended from time to time (hereinafter the "Law of 2010"), with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under Part I of the Law of 2010.

Title II. Share Capital - Shares - Net Asset Value

Art. 5. Share Capital - Classes of Shares. The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 11 hereof. The minimum capital shall be as provided by law, i.e. one million two hundred and fifty thousand euro (EUR 1,250,000.-) or the equivalent. Such minimum capital must be reached within a period of six months after the date on which the Company has been authorised as an undertaking for collective investment under Luxembourg law. The initial capital is forty five thousand United States Dollars (USD 45,000.-) represented by four hundred and fifty (450) fully paid up shares without par value.

The shares to be issued pursuant to Article 7 hereof may, as the board of directors shall determine, be of different classes of shares. The proceeds of the issue of each class of shares shall be invested in transferable securities and/or other permitted assets pursuant to the investment policy determined by the board of directors for the Sub-Fund (as defined hereinafter) established in respect of the relevant class or classes of shares, subject to the investment restrictions provided by law or determined by the board of directors.

The board of directors shall establish a portfolio of assets constituting a sub-fund (individually a "Sub-Fund", collectively the "Sub-Funds") within the meaning of Article 181 of the Law of 2010 for one class of shares or for multiple classes of shares in the manner described in Article 11 hereof. The Company constitutes one single legal entity. However, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund. In addition, each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund.

For the purpose of determining the capital of the Company, the net assets attributable to each class of shares shall, if not expressed in USD, be converted into USD and the capital shall be the total of the net assets of all the classes of

shares. When the context so requires references in these Articles to Sub-Funds shall mean references to class(es) of share(s) and vice-versa.

Art. 6. Form of Shares.

(1) The board of directors shall determine whether the Company shall issue shares in bearer (on a dematerialized basis) and/or in registered form.

All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered shares, his residence or elected domicile as indicated to the Company and the number and class of registered shares held by him.

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

If bearer shares are issued, they will be only issued on a dematerialized basis and deposited in a securities account maintained in the name of the holder of such shares.

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request of the holder of such shares. A conversion of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, and an entry in a securities account maintained in the name of the holder of such shares in lieu thereof, and an entry shall be made into the register of shareholders to evidence such cancellation. A conversion of bearer shares into registered shares will be effected by cancellation of the bearer shares position in the securities account maintained in the name of the holder of such shares, and, if applicable, by issuance of a registered share certificate in lieu thereof, and an entry shall be made into the register of shareholders to evidence such issuance. At the option of the board of directors, the costs of any such conversion may be charged to the shareholder requesting it.

(2) If bearer shares are issued, transfer of bearer shares shall be effected by booking the appropriate movements on the securities accounts maintained in the name of the successive holder(s) of such shares. Transfer of registered shares shall be effected (i) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company and (ii) if no share certificates have been issued, by a written declaration of transfer in the register of shareholders, dated and signed by the transferor and the transferee, or by persons holding suitable powers of attorney. Any transfer of registered shares shall be entered into the register of shareholders; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons duly authorized thereto by the board of directors.

(3) Shareholders entitled to receive registered shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

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

(4) If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid, mutilated or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in replacement of which the new one has been issued shall become void.

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

The Company may, at its election, charge to the shareholder 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 annulment of the original share certificate.

(5) The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of such share(s) is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such share(s).

(6) The Company may decide to issue fractional shares up to three decimals. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the distributions and/or net assets attributable to the relevant class of shares on a pro rata basis.

Art. 7. Issue of Shares. The board of directors is authorized without limitation to issue an unlimited number of fully paid up shares at any time without reserving the existing shareholders a preferential right to subscribe for the shares to be issued.

The board of directors may impose restrictions on the frequency at which shares shall be issued in any class of shares or Sub-Fund. The board of directors may further impose minimum amounts of subscriptions as provided for in the sales documents for the shares, as the case may be.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be based on the net asset value per share of the relevant class of shares within the relevant Sub-Fund, as determined in compliance with the provisions of Article 11 hereof as of such Valuation Day (as defined in Article 12 hereof) as is determined in accordance with such policy as the board of directors may from time to time determine. Such price may be increased by applicable sales commissions, as approved from time to time by the board of directors. The price so determined shall be payable within a maximum period as provided for in the sales documents for the shares and which shall not exceed five Luxembourg bank business days after the relevant Valuation Day.

The board of directors may delegate to any director, manager, officer or other duly authorized agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

If subscribed shares are not paid for, the Company may cancel their issue whilst retaining the right to claim its issue fees and commissions.

The Company may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation for the independent auditor of the Company to deliver a valuation report and provided that such securities comply with the investment policy and restrictions of the relevant Sub-Fund as described in the sales documents for the shares of the Company. Any costs incurred in connection with a contribution in kind of securities shall be borne by the relevant shareholder.

Art. 8. Redemption of Shares. Any shareholder may request the redemption of all or part of his shares by the Company, under the terms and procedures set forth by the board of directors in the sales documents for the shares of the Company and within the limits provided by law and these Articles.

The redemption price per share shall be paid within the maximum period provided for in the sales documents for the shares of the Company and shall not exceed five Luxembourg bank business days after the relevant Valuation Day, provided that the share certificates, if any, and the transfer documents have been received by the Company, subject to the provisions of Article 12 hereof.

If as a result of any request for redemption, the aggregate net asset value of the shares held by any shareholder in any class of shares or in any Sub-Fund would fall below the minimum amount determined by the board of directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares in such class of shares or Sub-Fund.

The Company may agree, if the Board of Directors so determines and with the consent of the relevant shareholder, to satisfy payment of the redemption price to the relevant shareholder in kind by allocating to the relevant shareholder assets from the relevant Sub-Fund. Such redemption will be effected at the Net Asset Value per Share of the relevant Class of the Sub-Fund which the Shareholder is redeeming. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders. The valuation used may be confirmed by a special report of the Auditor if so required by Luxembourg laws. All costs of such transfer in kind will be borne by the relevant Shareholder.

Further, if on any given Valuation Day redemption requests pursuant to this Article and conversion requests pursuant to Article 9 hereof exceed a certain level determined by the board of directors in relation to the net asset value of a specific class of shares or Sub-Fund, the board of directors may decide that all or part, on a pro rata basis for each shareholder asking for the redemption or conversion of his shares, of such requests for redemption or conversion will be deferred for a period and in a manner that the board of directors considers to be in the best interests of the Company.

The redemption price shall be based on the net asset value per share of the relevant class of shares within the relevant Sub-Fund, as determined in compliance with the provisions of Article 11 hereof, less such charges and commissions (if any) at the rate provided by the sales documents for the shares. The relevant redemption price may be rounded up or down to the nearest cent of the relevant currency as the board of directors shall determine.

In the event that for any reason the value of the net assets in any Sub-Fund has decreased to an amount determined by the board of directors to be the minimum level for such Sub-Fund to be operated in an economically efficient manner, or in case of a significant change of the economical or political situation or in order to proceed to an economical rationalization, the board of directors may decide to redeem all the shares of the relevant class or classes of shares at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. The Company shall serve a notice to the holders of the relevant class or classes of shares at least thirty days prior to the Valuation Day at which the redemption shall take effect. Registered holders shall be notified in writing. The Company shall inform holders of bearer shares by publication of a notice in newspapers to be determined by the board of directors, unless all such shareholders and their addresses are known to the Company.

In addition, and under the same circumstances as provided here above, the board of directors may decide the merger of one Sub-Fund with one or several other Sub-Funds of the Company in the manner described in Article 24 hereof.

All redeemed shares shall be cancelled.

Art. 9. Conversion of Shares. Any shareholder is entitled to request the conversion of all or part of his shares of one class of shares into shares of another class of shares, within the same Sub-Fund or from one Sub-Fund to another Sub-Fund.

The price for the conversion of shares from one class of shares into another class of shares shall be computed by reference to the respective net asset value of the two classes of shares, calculated as of the Valuation Day following receipt of the documents as expected in case of redemptions.

The board of directors may set restrictions as to the frequency, terms and conditions of conversions and subject them to the payment of such charges and commissions as it shall determine.

If as a result of any request for conversion, the aggregate net asset value of the shares held by any shareholder in any class of shares or in any Sub-Fund would fall below such minimum amount as determined by the board of directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class of shares or Sub-Fund.

The shares which have been converted into shares of another class of shares shall be cancelled.

Art. 10. Restrictions on Ownership of Shares. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws other than those of the Grand Duchy of Luxembourg (including but without limitation tax laws).

Specifically, but without limitation, the Company may restrict the ownership of shares in the Company by any U.S. person, as defined in the prospectus of the Company then in force, and for such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a U.S. person; and

B.- at any time require any person whose name is entered into, or any person seeking to register the transfer of shares into the register of shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a U.S. person, or whether such registry will result in beneficial ownership of such shares by a U.S. person; and

C.- decline to accept the vote of any U.S. person at any meeting of shareholders of the Company; and

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

(1) The Company shall serve a second notice (the "purchase notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the purchase notice.

Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice and, (i) in the case of registered shares, his name shall be removed from the register of shareholders and the registered share certificate(s) representing such share(s), if any, will be cancelled, and (ii) in the case of bearer shares, the bearer shares position in the relevant securities account shall be cancelled.

(2) The price at which each such share is to be purchased (the "purchase price") shall be an amount equal to the net asset value per share of the relevant class of shares as at the Valuation Day specified by the board of directors for the redemption of shares in the Company immediately preceding the date of the purchase notice or next succeeding the surrender of the share certificate or certificates representing the shares specified in such notice, whichever is lower, all as determined in accordance with Article 8 hereof, less any service charge provided therein.

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

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

Art. 11. Calculation of Net Asset Value per Share. The net asset value per share of each class of shares within each Sub-Fund shall be expressed in the reference currency (as defined in the sales documents for the shares of the Company) of the relevant class of shares or Sub-Fund and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to each class of shares, being the value of the portion of assets less the portion of liabilities attributable to such class of shares, on any such Valuation Day, by the total number of shares in the relevant class of shares then outstanding, in accordance with the valuation rules set forth below. The net asset value per share may be rounded to three decimals as the board of directors shall determine. If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant class of shares or Sub-Fund are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation.

On any Valuation Day the board of directors may determine to apply an alternative net asset value calculation method (to include such reasonable factors as they see fit) to the net asset value per share. This method of valuation is intended to pass the estimated costs of underlying investment activity of the Company to the active shareholders by adjusting the net asset value of the relevant share and thus to protect the Company's long-term shareholders from costs associated with ongoing subscription and redemption activity.

This alternative net asset value calculation method may take account of trading spreads on the Company's investments, the value of any duties and charges incurred as a result of trading and may include an allowance for market impact.

Where the board of directors, based on the prevailing market conditions and the level of subscriptions or redemptions requested by shareholders or potential shareholders in relation to the size of the relevant Sub-Fund, has determined for a particular Sub-Fund to apply an alternative net asset value calculation method, the Sub-Fund may be valued either on a bid or offer basis (which would include the factors referenced in the preceding paragraph).

The valuation of the net asset value of the different classes of shares shall be made in the following manner:

I. The assets of the Company shall include:

1) all cash on hand or on, or instructed to be placed on, deposit, including any interest accrued or to be accrued thereon;

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

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

4) all permitted units or shares of other undertakings for collective investment;

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

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

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

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

The value of such assets shall be determined as follows:

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

(b) The value of any security or other asset which is quoted or dealt in on a regulated market as defined in the prospectus ("Regulated Market") and other regulated market as defined in the prospectus ("Other Regulated Market") will be based on its last available price in Luxembourg; in the event that there would be several such markets, on the basis of the last available price on the main market for the relevant security.

(c) In the event that any assets are not listed nor dealt in on any Regulated Market or on any Other Regulated Market, or if, with respect to assets listed or dealt in on any Regulated Market or on any Other Regulated Market as aforesaid, the price as determined pursuant to sub-paragraph (b) is not, in the opinion of the board of directors, representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith.

(d) Units or shares of undertakings for collective investment (including share issued by the Sub-Fund of the Company held by another Sub-Fund of the Company) will be valued at their last determined and available net asset value or, if such

price is not, in the opinion of the board of directors, representative of the fair market value of such assets, then the price shall be determined by the board of directors on a fair and equitable basis.

(e) The liquidating value of futures, spot, forward or options contracts not traded on stock exchanges nor on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the board of directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, spot, forward or options contracts traded on stock exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on Regulated Markets and Other Regulated Markets on which the particular futures, spot, forward or options contracts are traded by the Company; provided that if a futures, spot, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the board of directors may deem fair and reasonable. Swaps will be valued at their market value.

(f) The value of money market instruments not traded on any Regulated Market nor on any Other Regulated Market and with a remaining maturity of less than 12 months and of more than 90 days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money market instruments with a remaining maturity of 90 days or less will be valued by the amortized cost method, which approximates market value.

(g) Interest rate swaps will be valued at their market value established by reference to the applicable interest rates' curve.

(h) All other securities and other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the board of directors.

The value of all assets and liabilities not expressed in the reference currency of a class of shares or Sub-Fund will be converted into the reference currency of such class of shares or Sub-Fund at the rate of exchange ruling in Luxembourg on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the board of directors.

The board of directors, in its discretion, may permit some other methods of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

II. The liabilities of the Company shall include:

- 1) all loans, bills and accounts payable;
- 2) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);
- 3) all accrued or payable expenses (including administrative expenses, management fees, including incentive fees, custodian fees, and corporate agents' fees);
- 4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company;
- 5) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves (if any) authorized and approved by the board of directors, as well as such amount (if any) as the board of directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- 6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise but not be limited to organisational and offering expenses, fees payable to its management company, investment managers and advisers, including performance fees, if any, fees and expenses payable to its distributors, auditors and accountants, custodian and correspondents as the case may be, domiciliary and corporate agent, administrative agent, registrar and transfer agent, distributors, listing agent, any paying agent, any permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration (if any) of the directors and officers of the Company and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the costs of preparing, printing, translating, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements, share certificates, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateable for yearly or other periods.

III. The assets shall be allocated as follows:

The board of directors shall establish a Sub-Fund in respect of each class of shares and may establish a Sub-Fund in respect of two or more classes of shares in the following manner:

- a) If two or more classes of shares relate to one Sub-Fund, the assets attributable to such classes of shares shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. Within a Sub-Fund, classes of shares may be defined from time to time by the board of directors so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure

and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific distribution fee structure, and/or (v) specific types of investors entitled to subscribe the relevant classes of shares, and/or (vi) a specific currency, and/or (vii) such other features as may be determined by the board of directors from time to time in compliance with applicable law. In the event that for any reason the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such class of shares, to be operated in an economically efficient manner or as a matter of economic rationalization, the board of directors may decide to amend the rights attached to any class of shares so as to include them in any other existing class of shares and redesignate the shares of the class or classes concerned as shares of another class. Such decision will be subject to the right of the relevant shareholders to request, without any charges, the redemption of their shares or, where possible, the conversion of those shares into shares of other classes within the same Sub-Fund or into shares of same or other classes within another Sub-Fund;

b) The proceeds to be received from the issue of shares of a class of shares shall be applied in the books of the Company to the relevant class of shares in such Sub-Fund, and the relevant amount shall increase the proportion of the net assets of such class of shares to be issued, and the assets and liabilities, income and expenditure attributable to such class or classes of shares shall be applied to the corresponding class or classes of shares of the relevant sub-fund subject to the provisions of this Article;

c) Where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same class or classes of shares as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant class or classes of shares;

d) Where the Company incurs a liability which relates to any asset of a particular Sub-Fund or to any action taken in connection with an asset of a particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund;

e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular sub-fund, such asset or liability shall be allocated to all the sub-funds pro rata to the net asset values of the relevant classes of shares or in such other manner as determined by the board of directors acting in good faith. Each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund;

f) Upon the payment of distributions to the holders of any class of shares, the net asset value of such class of shares shall be reduced by the amount of such distributions.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the net asset value taken by the board of directors or by any bank, company or other organization which the board of directors may appoint for the purpose of calculating the net asset value, shall be final and binding on the Company and present, past or future shareholders.

IV. For the purpose of this Article:

1) shares of the Company to be redeemed under Article 8 hereof shall be treated as existing and taken into account until immediately after the time specified by the board of directors on the Valuation Day on which such redemption is made and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the board of directors on the Valuation Day on which such issue is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the reference currency of the relevant class of shares or Sub-Fund shall be valued after taking into account the rate of exchange ruling in Luxembourg on the relevant Valuation Day; and

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

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

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

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

Art. 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares. With respect to each class of shares, the net asset value per share and the subscription, redemption and conversion price of shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the board of directors, such date or time of calculation being referred to herein as the "Valuation Day".

The Company may temporarily suspend the determination of the net asset value per share of any particular class of shares or Sub-Fund and the issue, redemption and conversion of the relevant shares from the relevant shareholders:

- a) during any period when any of the principal stock exchange or other market, on which a substantial portion of the investments of the Company attributable to the relevant class(es) of shares or Sub-Fund from time to time is quoted or dealt in, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; or
- b) during the existence of any state of affairs which constitutes an emergency in the opinion of the board of directors as a result of which disposal or valuation of assets owned by the Company attributable to the relevant class(es) of shares or Sub-Fund would be impracticable; or
- c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the relevant class(es) of shares or Sub-Fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such class(es) of shares or Sub-Fund; or
- d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot, in the opinion of the board of directors, be effected at normal rates of exchange; or
- e) when for any other reason the prices of any investments owned by the Company attributable to any class of shares or Sub-Fund cannot promptly or accurately be ascertained; or
- f) upon the notification or publication of (i) a notice convening a general meeting of shareholders for the purpose of resolving the dissolution and liquidation of the Company; or the notice informing the shareholders of the decisions of the board of directors to liquidate one or several Sub-Funds or (ii) as far as such suspension is justified by the need of protection of shareholders, a notice informing the shareholders of the decision of the board of directors to merge one or several Sub-Funds;
- g) during any period when the market of a currency in which a substantial portion of the assets of the Company is denominated is closed otherwise than for ordinary holidays, or during which dealings therein are suspended or restricted; or
- h) during any period when political, economical, military, monetary or fiscal circumstances which are beyond the control and responsibility of the Company prevent the Company from disposing of the assets, or determining the net asset value of the Company in a normal and reasonable manner; or
- i) during any period when the calculation of the net asset value per unit or share of a substantial part of undertakings for collective investment in which the Company is investing, is suspended and this suspension has a material impact on the net asset value per share in a class of shares or Sub-Fund;
- j) regarding a feeder sub-fund, if its master UCITS temporarily suspends the repurchase, redemption or subscription of its units or shares, whether as its own initiative or at the request of its competent authorities, within the same period of time as the master UCITS.

Any such suspension shall be published, if appropriate, by the Company and may be notified to shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the net asset value has been suspended.

Such suspension as to any class of shares shall have no effect on the calculation of the net asset value per share, the issue, redemption and conversion of shares of any other class of shares if the assets within such other class of shares are not affected to the same extent by the same circumstances.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the net asset value, in which case shareholders may give notice that they wish to withdraw their application. If no such notice is received by the Company, such application will be dealt with on the first relevant Valuation Day following the end of the period of suspension.

Title III. Administration and Supervision

Art. 13. Directors. The Company shall be managed by a board of directors composed of not less than three members, who need not be shareholders of the Company. They shall be elected for a term not exceeding six years. They may be re-elected. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Directors shall be elected by the majority of the votes of the shares present or represented.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of director, the remaining directors may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

Art. 14. Board Meetings. The board of directors may choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who needs not be a director, who shall write and keep the minutes of the meetings of the board of directors and of the shareholders. The board of directors shall meet upon call by the chairman, if any, or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the board members shall decide by a simple majority vote that another director, or in case of a shareholders' meeting, that any other person shall be in the chair of such meetings.

The board of directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the board of directors. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the board of directors.

Written notice of any meeting of the board of directors shall be given to all directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, telefax or any other similar means of communication. Separate notice shall not be required for meetings held at times and places fixed in a previous resolution adopted by the board of directors.

Any director may act at any meeting by appointing in writing, by telegram, telex or telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the board of directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the board of directors. The directors may not bind the Company by their individual signature, except if specifically authorized thereto by a resolution of the board of directors.

The board of directors can deliberate or act validly only if at least a simple majority of the directors is present or represented.

Resolutions of the board of directors will be recorded in minutes signed by the person who will chair the meeting. Copies or extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors or by the secretary or any other authorized person.

Resolutions are taken by a simple majority vote of the directors present or represented. In the event that at any meeting the number of votes for or against a resolution are equal, the chairman of the meeting shall have a casting vote.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing, by telegram, telex, telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

Art. 15. Powers of the Board of Directors. The board of directors 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 18 hereof.

All powers not expressly reserved by law or by these Articles to the general meeting of shareholders are in the competence of the board of directors.

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

Art. 17. Delegation of Power. The board of directors will delegate its duties of investment management, administration and marketing of the Company to a management company governed by the provisions of chapter 15 of the Law of 2010 (hereinafter the "Management Company").

The Management Company may delegate to third parties for the purpose of a more efficient conduct of its business the power to carry out on its behalf one or more of its functions as hereabove mentioned.

The board of directors may also confer special powers of attorney by notarial or private proxy.

Art. 18. Investment Policies and Restrictions. The board of directors, based upon the principle of risk spreading, has the power to determine the investment policies and strategies to be applied in respect of each Sub-Fund and the course of conduct of the management and business affairs of the Company, within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations.

The investments of each Sub-Fund shall consist solely of:

- (a) transferable securities and money market instruments listed or dealt in on a regulated market;
- (b) transferable securities and money market instruments dealt in on an other regulated market in a Member State of the European Union;
- (c) transferable securities and money market instruments admitted to official listing or dealt in on a regulated market in any State of Europe which is not a Member State of the European Union, and any State of America, Africa, Asia, Australia and Oceania;

(d) recently issued transferable securities and money market instruments, provided that the terms of the issue include an undertaking that application will be made for admission to official listing on a regulated market as described above, and that such admission is secured within one year of the issue;

(e) money market instruments other than those dealt in on a regulated market;

(f) units of eligible undertakings for collective investment, provided that no more than 10% of the assets of such undertakings for collective investment whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other undertakings for collective investment;

(g) units or shares of a master fund qualified as an undertaking for collective investment in transferable securities within the meaning of EC Council Directive 2009/65/EC of 13 July 2009 on the coordination of laws regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as may be amended from time to time;

(h) units or shares issued by one or several other Sub-Funds of the Company under the conditions provided for by the Law of 2010;

(i) deposits with credit institutions;

(j) financial derivative instruments.

A Sub-Fund may invest in accordance with the principle of risks spreading up to 100% of its net assets in transferable securities and money market instruments issued or guaranteed by a Member State of the European Union, its local authorities, another member State of the OECD, by any other State member of the Group of Twenty (“G-20”), by the Russian Federation, by the Federative Republic of Brazil, by the Republic of Singapore or by public international bodies of which one or more Member States are members, provided that the Sub-Fund holds securities or money market instruments from at least six different issues and securities or money market instruments from one issue do not account for more than 30% of its total net assets.

The Fund is authorised (i) to employ techniques and instruments relating to transferable securities provided that such techniques and instruments are used for the purpose of efficient portfolio management and (ii) to employ techniques and instruments intended to provide protection against exchange risks in the context of the management of its assets and liabilities.

The board of directors may, at any time it considers appropriate, under the conditions and within the limits laid down by the Law of 2010 and the relevant Luxembourg regulations and in accordance with the provisions laid down in the prospectus, (i) create a Sub-Fund described either as a feeder UCITS or a master UCITS, (ii) convert any existing Sub-Fund into a feeder UCITS or master UCITS sub-fund, (iii) replace the master UCITS with one of its feeder UCITS Sub-Funds.

A Sub-Fund may, under the conditions and within the limits laid down by the Law of 2010 and the relevant Luxembourg regulations and in accordance with the provisions laid down in the prospectus, subscribe, acquire and/or hold shares to be issued or issued by one or more Sub-Funds of the Company. In this case and subject to the conditions laid down by the relevant Luxembourg laws and regulations, the voting rights, if any, relating to these shares shall be suspended for as long as they are held by the sub-fund in question. Furthermore and for as long as these shares are held by a sub-fund, their value will not be taken into consideration to determine the net asset value of the Company for the purposes of verifying the minimum net asset threshold required by the Law of 2010.

Art. 19. Conflict of Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the Company who serves as a director, associate, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the board of directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such director’s or officer’s interest therein shall be reported to the next succeeding general meeting of shareholders.

The term “opposite interest”, as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving the investment manager, the custodian or such other person, company or entity as may from time to time be determined by the board of directors in its discretion.

Art. 20. Indemnification of Directors. The Company may indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be

indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 21. Independent Auditor. The accounting data related in the annual report of the Company shall be examined by an independent auditor (“réviseur d’entreprises agréé”) appointed by the general meeting of shareholders and remunerated by the Company.

The independent auditor shall satisfy the requirements of the Law of 2010 as to honourableness and professional experience and who shall fulfil all duties prescribed by the Law of 2010.

Title IV. General Meetings - Accounting Year - Distributions

Art. 22. General Meetings of Shareholders of the Company. The general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless of the class of shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company. The quorum and delays required by law shall govern the notice for and conduct of shareholders meetings, unless otherwise provided herein.

The general meeting of shareholders shall meet upon call by the board of directors.

It may also be called upon the request of shareholders representing at least one tenth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law in Luxembourg City at a place specified in the notice of meeting, each year on the second Tuesday in the month of January at 11.30 a.m..

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

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

Shareholders shall meet upon call by the board of directors 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 into the register of shareholders. The giving of such notice to registered shareholders needs not be justified to the meeting. The agenda shall be prepared by the board of directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the board of directors may prepare a supplementary agenda.

If bearer shares are issued the notice of meeting shall in addition be published as provided by law in the Mémorial C, Recueil des Sociétés et Associations, in one or more Luxembourg newspapers, and in such other newspapers as the board of directors may decide.

If all shares are in registered form and if no publications are made, notices to shareholders may be mailed by registered mail only.

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.

The holders of bearer shares are obliged, in order to be admitted to the general meetings, to deposit their share certificates with an institution specified in the convening notice or to provide a certificate issued by the institution with which their securities account is maintained at least five business days prior to the date of the meeting.

The board of directors may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each share of whatever class of shares is entitled to one vote in compliance with Luxembourg law and these Articles of Incorporation. Shareholders may act either in person or by giving a proxy in writing, by telegram, telex or telefax to another person who needs not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, resolutions of the general meeting of shareholders of the Company are passed by a simple majority vote of the shareholders present or represented. Abstentions and nihil votes shall not be taken into account.

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

Voting forms which, for a proposed resolution, do not show only (i) a vote in favour or (ii) a vote against the proposed resolution or (iii) an abstention are void with respect to such resolution. The Company shall only take into account voting forms received prior to the general meeting which they relate to.

Art. 23. General Meetings of Shareholders of a Class or of Classes of Shares. The shareholders of the class or of classes of shares issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any class of shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such class of shares.

The provisions of Article 22, paragraphs 2, 3, 7, 8, 9, 10 and 11 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a proxy in writing, by telegram, telex or telefax to another person who needs not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, resolutions of the general meeting of shareholders of a Sub-Fund or of a class of shares are passed by a simple majority vote of the shareholders present or represented.

Any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any class of shares vis-à-vis the rights of the holders of shares of any other class or classes of shares, shall be subject to a resolution of the general meeting of shareholders of such class or classes of shares in compliance with Article 68 of the law of 10 August 1915 on commercial companies, as amended (the "Law of 1915").

Art. 24. Closure of Sub-Funds. In the event that for any reason the value of the net assets in any class of shares has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such class of shares or Sub-Fund to be operated in an economically efficient manner, or if a change in the economical or political situation relating to the class of shares or Sub-Fund concerned would have material adverse consequences on the investments of that class of shares or Sub-Fund or in order to proceed to an economical rationalization, the board of directors may decide to compulsorily redeem all the shares of the relevant class or classes of shares issued in such Sub-Fund at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. The Company shall serve a notice to the holders of the relevant class or classes of shares at least thirty calendar days prior to the effective date for the compulsory redemption, which will indicate the reasons for, and the procedure of the redemption operations: registered holders shall be notified in writing and the Company shall inform holders of bearer shares by publication of a notice in newspapers to be determined by the board of directors. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the class of shares or Sub-Fund concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the effective date for the compulsory redemption.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Custodian for the period required by Luxembourg law and/or regulations; after such period, the assets will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

All redeemed shares shall be cancelled.

Art. 25. Mergers of the Company or Sub-Funds. Merger decided by the Board of Directors:

The board of directors may decide to proceed with a merger (within the meaning of the Law of 2010) of the Company or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the shareholders, as follows:

Merger of the Company:

The board of directors may decide to proceed with a merger of the Company, either as receiving or absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the "New UCITS"); or
- a sub-fund thereof,

and, as appropriate, to redesignate the shares of the Company as shares of this New UCITS, or of the relevant sub-fund thereof as applicable.

In case the Company is the receiving UCITS (within the meaning of the Law of 2010), solely the board of directors will decide on the merger and effective date thereof.

In case the Company involved in a merger is the absorbed UCITS (within the meaning of the Law of 2010), and hence ceases to exist, the general meeting of the shareholders has to approve, and decide on the effective date of such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting.

Merger of the Sub-Funds:

The board of directors may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing Sub-Fund within the Company or another sub-fund within a New UCITS (the "New Sub-Fund"); or
- a New UCITS,

and, as appropriate, to redesignate the shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

Merger decided by the Shareholders:

Notwithstanding the provisions under section above “Merger decided by the Board of Directors”, the general meeting of shareholders may decide to proceed with a merger (within the meaning of the Law of 2010) of the Company or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the shareholders, as follows:

Merger of the Company:

The general meeting of the Shareholders may decide to proceed with a merger of the Company, either as receiving or absorbed UCITS, with:

- a New UCITS; or
- a new sub-fund thereof.

The merger decision shall be adopted by the general meeting of shareholders with (a) a presence quorum requirement of at least one half of the share capital of the Company; and (b) a majority requirement of at least two-thirds of the votes validly cast.

Merger of the Sub-Funds:

The general meeting of the shareholders of a Sub-Fund may also decide to proceed with a merger of the relevant Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- any New UCITS; or
- a New Sub-Fund,

by a resolution adopted with (a) a presence quorum requirement of at least one half of the shares of the Sub-Fund; and (b) a majority requirement of at least two-thirds of the votes validly cast.

Rights of the shareholders and costs to be borne by them:

In all the merger cases under sections above, the shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares, or, where possible, to convert them into units or shares of another UCITS pursuing a similar investment policy and managed by the management company or by any other company with which the management company is linked by common management or control, or by substantial direct or indirect holding, in accordance with the provisions of the Law of 2010.

Any cost associated with the preparation and the completion of the merger shall neither be charged to the Company nor to its shareholders.

Art. 26. Accounting Year. The accounting year of the Company shall commence on the first of October of each year and shall terminate on the thirtieth day of September of the next year.

Art. 27. Distributions. The general meeting of shareholders of the class or classes of shares issued in respect of any Sub-Fund shall, upon proposal from the board of directors and within the limits provided by law, determine how the results of the relevant class(es) of shares or Sub-Fund shall be disposed of, and may from time to time declare, or authorize the board of directors to declare distributions.

For any class of shares entitled to distributions, the board of directors may decide to pay interim dividends in compliance with the conditions set forth by law.

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses into the register of shareholders. Payments of distributions to holders of bearer shares shall be made on securities account maintained in the name of the holder of such shares.

Distributions may be paid in such currency and at such time and place that the board of directors shall determine from time to time. The board of directors may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the board of directors.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the relevant class(es) of shares or Sub-Fund.

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

Title V. Final Provisions

Art. 28. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of 5 April 1993 on the financial sector, as amended (hereinafter the “custodian”).

The custodian shall fulfil the duties and responsibilities as provided for by the Law of 2010.

If the custodian desires to retire, the board of directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The board of directors may terminate the appointment of the

custodian, but shall not remove the custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

Art. 29. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 30 hereof.

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

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

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

Art. 30. Liquidation. Liquidation shall be carried out by one or several liquidators who may be physical persons or legal entities appointed by the general meeting of shareholders which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each class of shares shall be distributed by the liquidator(s) to the holders of shares of the relevant class of shares in proportion of their holding of shares in such class of shares. Any funds to which shareholders are entitled upon the liquidation of the Company and which are not claimed by those entitled thereto prior to the close of the liquidation process shall be deposited with the Caisse de Consignation in Luxembourg in accordance with the Law of 2010.

Art. 31. Amendments to the Articles of Incorporation. These Articles may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the Law of 1915.

Art. 32. Statement. Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships, associations and any other organized group of persons whether incorporated or not.

Art. 33. Applicable Law. All matters not governed by these Articles shall be determined in accordance with the Law of 1915 and the Law of 2010, as such laws have been or may be amended from time to time.

Evaluation of costs

The above named persons declare that the expenses, costs, fees and charges of any kind whatsoever, which fall to be paid by the Company as a result of this deed, amount approximately to one thousand euro (1,000.- EUR).

There being no further item on the agenda, the Chairman closed the meeting at 14:30 a.m.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing person, the present deed is worded in English with no need of further translation in accordance with Article 26 (2) of the 2010 Law.

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 Meeting, the members of the bureau of the Meeting, all of whom are known to the notary by their names, surnames, civil status and residences, signed together with us, the notary, the present original deed, no shareholder expressing the wish to sign.

Signé: V. GLANE, Q. BALTHAZAR, L. CROMLIN, G. LECUIT.

Enregistré à Luxembourg, Actes Civils, le 13 août 2014. Relation: LAC/2014/38430. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 22 août 2014.

Référence de publication: 2014133533/1044.

(140151810) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 août 2014.

MEIF Germany One S.à r.l., Société à responsabilité limitée.

Siège social: L-1648 Luxembourg, 46, place Guillaume II.
R.C.S. Luxembourg B 108.284.

—
DISSOLUTION

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

Before us, Maître Francis Kessler, notary, residing in Esch-sur-Alzette, Grand-Duchy of Luxembourg.

THERE APPEARED:

MIF Holdings S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) having its registered office at 46, Place Guillaume II, L-1648 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 118.664,

hereby represented by David Remy, employee, by virtue of a power of attorney, given in Luxembourg on 26 June 2014. The said proxy, after having been initialled and signed *in varietur* by the proxyholder and the undersigned notary, will remain attached to the present deed to be filed at the same time with the registration authorities.

Such appearing party through its proxyholder has requested the notary to state that:

- the appearing party is the sole shareholder of the private limited liability company (société à responsabilité limitée) existing under the name of "MEIF Germany One S.à r.l.", registered with the Luxembourg trade and companies register under number R.C.S Luxembourg B 108.284, with registered office at 46, Place Guillaume II, L-1648 Luxembourg, Grand-Duchy of Luxembourg (the Company);

- the Company has been incorporated pursuant to a deed of Maître Paul Frieders, notary then residing in Luxembourg, dated 4 May 2005, published in the Mémorial C, Recueil des Sociétés et Associations n° 1040 of 14 October 2005, not amended since;

- the Company's capital is set at EUR 12,500 (twelve thousand five hundred euro) represented by 500 (five hundred) shares of a par value of EUR 25 (twenty-five euro) each, all entirely subscribed and fully paid-up in cash;

- the appearing party as sole shareholder of the Company of the operation hereby resolves to proceed with the dissolution of the Company with immediate effect in accordance with article 18 of the Company's articles of association;

- the sole shareholder assumes the role of liquidator of the Company;

- the liquidator is not entitled to compensation;

- the sole shareholder waives the right of using a liquidation auditor;

- that all accounts for financial periods which are closed have been approved;

- the interim accounts as of 18 June 2014, showing a profit of EUR 6,897,352.84 are approved;

- the appearing party as liquidator of the Company declares that the activity of the Company has ceased, that the known liabilities of the Company have been paid or fully provided for, that the sole shareholder is vested with all the assets and hereby expressly declares that it will take over and assume liability for any known but unpaid and for any as yet unknown liabilities of the Company before any payment to itself;

- the Company be and hereby is liquidated and that the liquidation is closed;

- it has full knowledge of the articles of incorporation of the Company and perfectly knows the financial situation of the Company;

- it grants full discharge to the managers of the Company for their mandates up to this date; and

- the books and records of the dissolved Company shall be kept for five (5) years at the following address:

46, Place Guillaume II,
L-1648 Luxembourg

Whereof, this deed has been drawn up in Esch-sur-Alzette, Grand-Duchy of Luxembourg, on the day named at the beginning of the document.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le trente juin.

Par devant Maître Francis Kessler, notaire, de résidence à Esch-sur-Alzette, Grand Duché de Luxembourg.

A COMPARU:

MIF Holdings S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 46, Place Guillaume II, L-1648 Luxembourg et immatriculée auprès du Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 118.664;

ici représentée par David Remy, employé, ayant son adresse professionnelle au Luxembourg, en vertu d'une procuration donnée à Luxembourg, le 26 juin 2014.

Laquelle procuration après signature ne varietur par le mandataire et le notaire instrumentaire demeurera annexée aux présentes pour être enregistrée en même temps.

Laquelle comparante, par sa mandataire, a requis le notaire instrumentaire d'acter que:

- la comparante est la seule associée de la société à responsabilité limitée existant sous la dénomination "MEIF Germany One S.à r.l.", enregistrée au registre de commerce et des sociétés de Luxembourg sous le numéro R.C.S Luxembourg B 108.284, avec siège social au 46, Place Guillaume II, L-1648 Luxembourg (la Société);

- la Société a été constituée suivant acte de Maître Paul Frieders, notaire alors de résidence à Luxembourg en date du 4 mai 2005, publié au Mémorial C, Recueil des Sociétés et Associations N° 1040 du 14 octobre 2005, dont les statuts n'ont pas été modifiés depuis lors.

- le capital social de la Société est de EUR 12.500 (douze mille cinq cents euros) représenté par 500 (cinq cent) parts sociales ordinaires d'une valeur nominale de EUR 25 (vingt-cinq euros) chacune, toutes intégralement souscrites et entièrement libérées;

- par la présente la comparante en qualité d'associé unique prononce la dissolution anticipée de la Société avec effet immédiat conformément à l'article 18 des statuts de la Société;

- l'associé unique assume le rôle de liquidateur de la Société;

- le mandat du liquidateur n'est pas rémunéré;

- l'associé unique renonce à son droit de recourir à un commissaire à la liquidation;

- que tous les comptes pour les périodes sociales qui sont terminées ont été approuvés;

- que les comptes intermédiaires clos au 18 juin 2014, montrant un profit de EUR 6.897.352,84 sont approuvés;

- la comparante en sa qualité de liquidateur de la Société déclare que l'activité de la Société a cessé, que le passif connu de la Société a été payé ou provisionné, que l'actionnaire unique est investi de tout l'actif et qu'il s'engage expressément à prendre à sa charge tout passif pouvant éventuellement encore exister à charge de la Société et impayé ou inconnu à ce jour avant tout paiement à sa personne;

- la Société soit et par le présent acte est liquidée et la liquidation est clôturée;

- elle a pleinement connaissance des statuts de la Société et de la situation financière de celle-ci;

- l'associée unique donne décharge pleine et entière aux gérants de la Société pour leurs mandats jusqu'à ce jour; et

- les documents et pièces relatifs à la Société dissoute resteront conservés durant cinq (5) ans à l'adresse suivante:

46, Place Guillaume II,

L-1648 Luxembourg.

DONT ACTE, fait et passé à Esch-sur-Alzette, date qu'en tête.

Le notaire soussigné qui comprend et parle l'anglais constate par les présentes qu'à la requête de la comparante, le présent acte est rédigé en anglais suivi d'une version française; à la requête de la même personne et en cas de divergences entre les versions anglaise et française, la version anglaise fera foi.

Et après lecture faite et interprétation donnée au mandataire du comparant, ledit mandataire a signé avec nous notaire la présente minute.

Signé: Remy, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 02 juillet 2014. Relation: EAC/2014/9128. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME

Référence de publication: 2014096249/101.

(140114210) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 juillet 2014.