

# 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° 2788

8 octobre 2014

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**Identity Wine Franchising & Development, Société Anonyme.**

Siège social: L-8436 Steinfort, 2, rue de Kleinbettingen.  
R.C.S. Luxembourg B 161.665.

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.

Référence de publication: 2014124362/9.

(140138348) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

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**Ja.Ita, Société à responsabilité limitée.**

Siège social: L-4959 Bascharage, 43-45, Zone Op Zaemer.  
R.C.S. Luxembourg B 129.167.

Les comptes annuels au 31.12.2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2014124401/10.

(140137933) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

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**BHF Lux Immo S.A., Société Anonyme.**

Siège social: L-2220 Luxembourg, 534, rue de Neudorf.  
R.C.S. Luxembourg B 74.444.

Les statuts coordonnés au 1<sup>er</sup> août 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: 2014124560/11.

(140142071) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**Overlander Holdings, Société à responsabilité limitée.**

**Capital social: EUR 26.000,00.**

Siège social: L-1611 Luxembourg, 13, avenue de la Gare.  
R.C.S. Luxembourg B 171.514.

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

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

*Pour Overlander Holdings S.à r.L.*

*Un mandataire*

Référence de publication: 2014124989/11.

(140142241) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**AC Revocable Trust s.à r.l., Société à responsabilité limitée.**

**Capital social: USD 25.000,00.**

Siège social: L-1637 Luxembourg, 5, rue Goethe.  
R.C.S. Luxembourg B 165.629.

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

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

Luxembourg, le 5 août 2014.

Signature

Mandataire

Référence de publication: 2014124502/12.

(140141558) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**Interdist S.à.r.l., Société à responsabilité limitée.**

Siège social: L-4702 Pétange, 13, rue Robert Krieps.  
R.C.S. Luxembourg B 35.711.

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: 2014124380/9.

(140138484) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

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**Lux 19 Starlight GBP S.à r.l., Société à responsabilité limitée.**

**Capital social: GBP 13.000,00.**

Siège social: L-1417 Luxembourg, 4, rue Dicks.  
R.C.S. Luxembourg B 179.500.

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 31 juillet 2014.

Référence de publication: 2014124460/10.

(140138413) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

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**Lux 23 Starlight GBP S.à r.l., Société à responsabilité limitée.**

**Capital social: GBP 13.000,00.**

Siège social: L-1417 Luxembourg, 4, rue Dicks.  
R.C.S. Luxembourg B 179.714.

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 31 juillet 2014.

Référence de publication: 2014124461/10.

(140138442) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

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**Alpina Invest S.à r.l., Société à responsabilité limitée.**

Siège social: L-4599 Differdange, 47, rue J.F. Kennedy.  
R.C.S. Luxembourg B 86.443.

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.

*POUR LA SOCIETE «ALPINA INVEST S. à r. l.»*

*Signature*

*Un mandataire ad hoc*

Référence de publication: 2014124522/12.

(140141465) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**AEIF European Trains S.à r.l., Société à responsabilité limitée.**

Siège social: L-2180 Luxembourg, 6, rue Jean Monnet.  
R.C.S. Luxembourg B 182.244.

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 31 juillet 2014.

*Pour la société*

*Signature*

*Un mandataire*

Référence de publication: 2014124506/13.

(140142188) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**Investment Corp, Société Anonyme.**

Siège social: L-8308 Capellen, 89E, Parc d'Activités.  
R.C.S. Luxembourg B 108.072.

Les comptes annuels au 31/12/2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.  
Référence de publication: 2014124389/9.

(140138676) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

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**Isabelnet S.A., Société Anonyme.**

Siège social: L-3895 Foetz, rue de l'Industrie.  
R.C.S. Luxembourg B 66.007.

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: 2014124395/9.

(140137455) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

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**Koch Chemical Technology LP2 S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 175.038.264,00.**

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.  
R.C.S. Luxembourg B 131.220.

Le bilan et l'annexe au 31 décembre 2013 de la Société, ainsi que les autres documents et informations qui s'y rapportent, 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.

Senningerberg, le 31 juillet 2014.

Pour extrait conforme

ATOZ

Aerogolf Center - Bloc B

1, Heienhaff

L-1736 Senningerberg

Signature

Référence de publication: 2014124419/17.

(140137472) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

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**BV.int, Société à responsabilité limitée.**

Siège social: L-5810 Hesperange, 47, rue de Bettembourg.  
R.C.S. Luxembourg B 179.793.

*Cession de parts sociales*

Le 27 juin 2014, la société VBM inscrite au Registre du Commerce et des Sociétés de Boulogne sur Mer sous le numéro d'immatriculation 433 998 556

Cède ce jour à

Monsieur Verley Bruno demeurant au, 11, enclos Saint-Sépulcre à F-62500 Saint Orner

1.250 (mille deux cent cinquante) parts sociales en usufruit de la Société BV.int SARL

Au prix net de 625 € (six cent vingt-cinq euros).

Un extrait du présent acte sera déposé au registre du Commerce et des Sociétés de Luxembourg.

Fait à Luxembourg, le 27 juin 2014, en 2 exemplaires originaux.

*Pour la société VBM*

Monsieur Bruno Verley

*Son président*

Référence de publication: 2014124582/19.

(140141692) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**JM Investissements S.à r.l., Société à responsabilité limitée.**

Siège social: L-4702 Pétange, 10, rue Robert Krieps.  
R.C.S. Luxembourg B 142.429.

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: 2014124405/9.

(140138184) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

**Kings Falls, Société à responsabilité limitée.**

Siège social: L-1660 Luxembourg, 22, Grand-rue.  
R.C.S. Luxembourg B 130.582.

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: 2014124411/9.

(140138690) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

**Koch Chemical Technology LP3 S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 15.160,00.**

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.  
R.C.S. Luxembourg B 146.546.

Le bilan et l'annexe au 31 décembre 2013 de la Société, ainsi que les autres documents et informations qui s'y rapportent, 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.

Senningerberg, le 31 juillet 2014.

Pour extrait conforme

ATOZ

Aerogolf Center - Bloc B

1, Heienhaff

L-1736 Senningerberg

Signature

Référence de publication: 2014124420/17.

(140137483) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

**BV.int, Société à responsabilité limitée.**

Siège social: L-5810 Hesperange, 47, rue de Bettembourg.  
R.C.S. Luxembourg B 179.793.

*Acte de cession de parts sociales*

Le 27 juin 2014, la société VBM inscrite au Registre du Commerce et des Sociétés de Boulogne sur Mer sous le numéro d'immatriculation 433 998 556

Cède ce jour à

La société CHV.int inscrite au RCS de Luxembourg sous le numéro B179.670.

416 (quatre cent seize) parts sociales en nue-propiété de la Société BV.int SARL

Au prix net de 208,33 € (deux cent huit euros et trente-trois cents).

Un extrait du présent acte sera déposé au registre du Commerce et des Sociétés de Luxembourg.

Fait à Luxembourg, le 27 juin 2014, en 2 exemplaires originaux.

*Pour la société VBM / Pour la société CHV.int*

Monsieur Bruno Verley / Monsieur Charles-Henri Verley

*Son président / Gérant*

Référence de publication: 2014124583/19.

(140141692) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

**August Lux Holding Company, Société à responsabilité limitée.**

Siège social: L-2633 Senningerberg, 6D, route de Trèves.  
R.C.S. Luxembourg B 167.704.

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.

*Un Mandataire*

Référence de publication: 2014124494/10.

(140142274) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**ARLON Holding Sàrl, Société à responsabilité limitée.**

**Capital social: EUR 3.400.000,00.**

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.  
R.C.S. Luxembourg B 176.271.

La Société a été constituée suivant acte reçu par Maître Jean-Joseph WAGNER, notaire de résidence à Sanem (Luxembourg), en date du 30 mars 2013, publié au Mémorial C, Recueil des Sociétés et Associations n° 1241 du 27 mai 2013.

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.

ARLON Holding S.à r.l.

Signature

Référence de publication: 2014124527/14.

(140142042) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**Avitis S.A., Société Anonyme.**

R.C.S. Luxembourg B 75.795.

En date du 4 août 2014, l'agent domiciliataire FIDEUROPE, inscrit au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B128464, dont le siège social est situé au 10A, rue Henri M. Schnadt L-2530 Luxembourg (anciennement au 28, Boulevard Joseph II, L-1840 Luxembourg), a dénoncé le siège de la société anonyme AVITIS S.A., inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B75795, dont le siège social est au 28, Boulevard Joseph II, L-1840 Luxembourg et ce, avec effet immédiat.

Luxembourg, le 4 août 2014.

Philippe SLENDZAK

*Administrateur-délégué*

Référence de publication: 2014124537/14.

(140142263) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**Atakor S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-3238 Bettembourg, 37, rue de l'Indépendance.  
R.C.S. Luxembourg B 159.695.

*Extrait relative à un transfert de parts sociales*

Il résulte d'une assemblée générale extraordinaire du 27 mars 2014 que Monsieur Kacem AIT-YALA, demeurant au 37 rue de l'Indépendance, L-3238 Bettembourg, cède les 100 parts sociales de valeur nominale EUR 125,- qu'il détenait dans la société ATAKOR S. à R.L., ayant son siège social au 37 rue de l'Indépendance, L-3238 Bettembourg à la société de droit luxembourgeois ALLEN HOLDING S.A., ayant son siège social au 7 rue Robert Stümper, L-2557 Luxembourg et inscrite au Registre de Commerce de Luxembourg sous le numéro B183.250.

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

Luxembourg, le 4 août 2014.

Référence de publication: 2014124531/16.

(140141769) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**Kohrmedia S.à r.l., Société à responsabilité limitée.**

Siège social: L-6637 Wasserbillig, 30, Esplanade de la Moselle.  
R.C.S. Luxembourg B 117.584.

Alte Adresse: 15, Esplanade de la Moselle, L-6637 Wasserbillig  
Neue Adresse: 30, Esplanade de la Moselle, L-6637 Wasserbillig  
Référence de publication: 2014124421/9.

(140137524) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

**Kores Boleo Lux S.à r.l., Société à responsabilité limitée.**

Siège social: L-1610 Luxembourg, 8-10, avenue de la Gare.  
R.C.S. Luxembourg B 184.325.

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: 2014124422/9.

(140137781) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

**L.G. Brasserie S.à r.l., Société à responsabilité limitée.**

Siège social: L-3850 Schifflange, 41, rue de la Libération.  
R.C.S. Luxembourg B 187.916.

*Extrait d'acte du 31.07.2014*

Nomination d'un gérant technique  
Nomination d'une gérante administrative  
Pouvoir de signature

Monsieur Mario LEONI - cabaretier - demeurant 64 Bd. Prince Henri L-4280 ESCH/ALZETTE est nommé gérant technique de la société L.G. BRASSERIE SARL

Madame Lidiya NETREBSKA - commerçante - demeurant 2A Rue d'Auvergne F-54400 LONGWY est nommé gérante administrative

Signature conjointe des deux gérants

Lidiya NETREBSKA.

Référence de publication: 2014124437/17.

(140137364) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

**Citra S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 3.100.000,00.**

Siège social: L-2121 Luxembourg, 208, Val des Bons-Malades.  
R.C.S. Luxembourg B 79.127.

EXTRAIT

En date du 20 décembre 2013, suite à la liquidation avec effet immédiat de la société PRIM Investment S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 2, avenue Charles de Gaulle, L-1653 Luxembourg, Luxembourg, immatriculée au Registre de Commerce et des Sociétés Luxembourg sous le numéro B73.312; l'unique part sociale qu'elle détenait dans la Société a été transférée à PRIM Investment 2 S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 2, avenue Charles de Gaulle, L-1653 Luxembourg, Luxembourg, immatriculée au Registre de Commerce et des Sociétés Luxembourg sous le numéro B135.102

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

CITRA Sàrl  
Kuy Ly ANG  
*Un mandataire*

Référence de publication: 2014127763/19.

(140145241) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2014.

**CEH Clean Energies Holding AG, Société Anonyme.**

Siège social: L-1720 Luxembourg, 6, rue Heinrich Heine.

R.C.S. Luxembourg B 157.330.

Die Konten zum 31.12.2013 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2014127759/9.

(140145143) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2014.

**Carfactory (Soparfi) S.à r.l., Société à responsabilité limitée.**

Siège social: L-9806 Hosingen, 5, Z.A.C. Happerfeld.

R.C.S. Luxembourg B 105.068.

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.

*Pour la gérance*

Signature

Référence de publication: 2014127745/11.

(140144657) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2014.

**Castel Assurances S.à r.l., Société à responsabilité limitée.**

Siège social: L-1309 Luxembourg, 8, rue Charles IV.

R.C.S. Luxembourg B 69.965.

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

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

Luxembourg, le 08 août 2014.

*Pour CASTEL Assurances S.À R.L.*

Mr CASTEL Patrick

Référence de publication: 2014127747/12.

(140144577) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2014.

**CMI Insurance (Luxembourg) S.A., Société Anonyme.**

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 67.803.

## EXTRAIT

L'assemblée générale des actionnaires de CMI Insurance Luxembourg tenue à Luxembourg le 22 avril 2014 a décidé de renouveler le mandat des administrateurs suivants, avec effet immédiat pour une période prenant fin lors de l'assemblée générale des actionnaires qui se tiendra en 2015:

- Madame Sandrine Puccilli;
- Monsieur James Edward Clatworthy;
- Monsieur David James Walkden; et
- Monsieur Guy Harles.

L'assemblée générale des actionnaires de CMI Insurance Luxembourg tenue à Luxembourg le 22 avril 2014 a décidé de renouveler le mandat de PricewaterhouseCoopers, avec effet immédiat pour une période prenant fin lors de l'assemblée générale des actionnaires qui se tiendra en 2015.

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

*Pour CMI Insurance Luxembourg*

Société Anonyme

Signature

Référence de publication: 2014127768/22.

(140144424) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2014.



**An-Ca.Lux S,A,, Société Anonyme Soparfi.**

Siège social: L-9976 Sassel, Maison 8.

R.C.S. Luxembourg B 83.360.

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: 2014124525/9.

(140141786) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

**Logicor Europe Holdings S.à r.l., Société à responsabilité limitée.**

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 177.675.

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.

Belvaux, le 31 juillet 2014.

Référence de publication: 2014124455/10.

(140138637) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.**Dell S.à r.l., Société à responsabilité limitée.**

Siège social: L-8308 Capellen, 89D, rue Pafebruch, Parc d'Activités.

R.C.S. Luxembourg B 114.786.

Les comptes annuels au 31 Janvier 2014, ainsi que les autres documents et informations qui s'y rapportent, 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.

Munsbach, le 6 Août 2014.

Référence de publication: 2014125477/11.

(140143434) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

**JCF III Eurovita Holdings S.à r.l., Société à responsabilité limitée.****Capital social: EUR 452.990,00.**

Siège social: L-1855 Luxembourg, 47, avenue J.F. Kennedy.

R.C.S. Luxembourg B 181.792.

*Extrait des résolutions prises par l'associé unique de la Société en date du 15 juillet 2014*

En date du 15 juillet 2014, l'associé unique de la Société a pris les résolutions suivantes:

- d'accepter la démission de Monsieur Ian KENT de son mandat de gérant de classe B de la Société avec effet immédiat;
- de nommer Madame Kathryn O'SULLIVAN, née le 28 juin 1963 à San Jose, Etats-Unis d'Amérique, résidant professionnellement à l'adresse suivante: 47, Avenue J.F. Kennedy, L-1855 Luxembourg, en tant que nouveau gérant de classe B de la Société avec effet immédiat et ce pour une durée indéterminée.

Le conseil de gérance de la Société est désormais composé comme suit:

- Madame Sally Ann ROCKER, gérant de classe A
- Monsieur Todd FREEBERN, gérant de classe A
- Monsieur Simon BARNES, gérant de classe B
- Monsieur Jens HOELLERMANN, gérant de classe B
- Madame Kathryn O'SULLIVAN, gérant de classe B

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

Luxembourg, le 6 août 2014.

JCF III Eurovita Holdings S. à r.l.

Signature

Référence de publication: 2014125670/24.

(140143300) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

**j&j S.à r.l., Société à responsabilité limitée.**

Siège social: L-2342 Luxembourg, 64, rue Raymond Poincaré.  
R.C.S. Luxembourg B 160.088.

Les comptes annuels du 01/01/2013 au 31/12/2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014124471/10.

(140142130) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**Basing Holding S.à r.l., Société à responsabilité limitée.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 140.829.

Le Bilan et l'affectation du résultat au 31 Décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 06 Août 2014.

Basing Holding S.à r.l.

Manacor (Luxembourg) S.A.

Manager

Référence de publication: 2014124554/14.

(140142347) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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**Lopesan S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 192.500,00.**

Siège social: L-1118 Luxembourg, 23, rue Aldringen.  
R.C.S. Luxembourg B 159.642.

Le siège social de l'actionnaire EQT Expansion Capital II Limited de la Société a été transféré du National Westminster House, Le Truchot, St Peter Port, Guernsey, GY1 3RA au Level 4 North, St Julian's Court, St Julian's Avenue, St Peter Port, Guernsey, GY1 1WA avec effet au 27 mai 2014.

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

*Pour la Société*

*Signature*

*Un mandataire*

Référence de publication: 2014124456/15.

(140138155) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2014.

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**Bodycote Luxembourg Finance S.à r.l., Société à responsabilité limitée.**

Siège social: L-2557 Luxembourg, 7, rue Robert Stümper.  
R.C.S. Luxembourg B 89.603.

*Rectificatif de la mention des statuts coordonnés déposés en date du 27 mars 2014 (L140051659)*

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

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

Luxembourg, le 5 août 2014.

Pour copie conforme

*Pour la société*

Maître Carlo WERSANDT

*Notaire*

Référence de publication: 2014124569/15.

(140141368) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

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

Siège social: L-1218 Luxembourg, 34, rue Baudouin.

R.C.S. Luxembourg B 118.088.

Suite à la convention de cession de parts sociales de la société ayant eu lieu en date du 18 juillet 2014, la Gérance souhaite informer, toute personne intéressée que le capital de la société est désormais détenu comme suit:

- 100 parts sont détenues par la société Z6 CREATION Sàrl, société à responsabilité limitée de droit luxembourgeois, établie et ayant son siège social à L-2146 Luxembourg, 77-79, Rue de Merl enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B121.863.

*Pour la Gérance*

Signatures

Référence de publication: 2014125677/14.

(140142603) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

**Johnson Controls Luxembourg Corporate Finance S.à r.l., Société à responsabilité limitée.****Capital social: EUR 12.525,00.**

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

R.C.S. Luxembourg B 158.560.

Veillez prendre note que le siège social de l'associé unique Johnson Controls Luxembourg Holding and Finance S.à r.l. a été transféré de L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte à L-2453 Luxembourg, 6, rue Eugène Ruppert.

Luxembourg, le 04 Août 2014.

Pour extrait sincère et conforme

*Pour Johnson Controls Luxembourg Corporate Finance S.à r.l.**Mandataire*

Référence de publication: 2014125662/15.

(140142542) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

**JCF III Europe S. à r.l., Société à responsabilité limitée.****Capital social: EUR 6.409.160,00.**

Siège social: L-1855 Luxembourg, 47, avenue J.F. Kennedy.

R.C.S. Luxembourg B 161.027.

*Extrait des résolutions prises par l'associé unique de la Société en date du 15 juillet 2014*

En date du 15 juillet 2014, l'associé unique de la Société a pris les résolutions suivantes:

- d'accepter la démission de Monsieur Ian KENT de son mandat de gérant de catégorie B de la Société avec effet immédiat;

- de nommer Madame Kathryn O'SULLIVAN, née le 28 juin 1963 à San Jose, Etats-Unis d'Amérique, résidant professionnellement à l'adresse suivante: 47, Avenue J.F. Kennedy, L-1855 Luxembourg, en tant que nouveau gérant de catégorie B de la Société avec effet immédiat et ce pour une durée indéterminée.

Le conseil de gérance de la Société est désormais composé comme suit:

- Madame Sally Ann ROCKER, gérant de catégorie A
- Monsieur Todd FREEBERN, gérant de catégorie A
- Monsieur Simon BARNES, gérant de catégorie B
- Monsieur Jens HOELLERMANN, gérant de catégorie B
- Madame Kathryn O'SULLIVAN, gérant de catégorie B

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

Luxembourg, le 6 août 2014.

JCF III Europe S. à r.l.

Signature

Référence de publication: 2014125669/25.

(140143297) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

**Peppermint Holding S.A., Société Anonyme.**

Siège social: L-1471 Luxembourg, 412F, route d'Esch.  
R.C.S. Luxembourg B 149.039.

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**CLÔTURE DE LIQUIDATION**

*Extrait du procès-verbal de l'assemblée générale extraordinaire tenue en date du 6 juin 2014*

L'assemblée générale extraordinaire:

- prononce la clôture de la liquidation et constate que la Société a définitivement cessé en date du 6 juin 2014;
- constate que les livres et documents sociaux seront déposés et conservés pendant une durée de cinq ans à l'adresse suivante: SGG S.A., 412F, route d'Esch, L-2086 Luxembourg.

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

Luxembourg, le 6 août 2014.

*Pour PEPPERMINT HOLDING S.A., en liquidation*

*Un mandataire*

Référence de publication: 2014125879/17.

(140142387) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

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**Performance Invest Spf S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-2163 Luxembourg, 40, avenue Monterey.  
R.C.S. Luxembourg B 36.886.

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*Extrait des résolutions prises lors de l'assemblée générale ordinaire du 31 juillet 2014*

- L'Assemblée renouvelle les mandats d'administrateur de Monsieur Gilles Jacquet, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg, de Monsieur Fabrizio Terenziani, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg et de Lux Business Management Sàrl, ayant son siège social au 40, avenue Monterey à L-2163 Luxembourg, représentée par son représentant permanent Monsieur Christian Knauff, ainsi que le mandat de commissaire aux comptes de CO-VENTURES S.A., ayant son siège social 40, avenue Monterey à L-2163 Luxembourg. Ces mandats se termineront lors de l'assemblée qui statuera sur les comptes de l'exercice 2014.

Luxembourg, le 31 juillet 2014.

*Pour extrait conforme*

*Pour la société*

*Un mandataire*

Référence de publication: 2014125880/18.

(140143311) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

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**Quercia Sone, Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-8510 Redange-sur-Attert, 63, Grand-rue.  
R.C.S. Luxembourg B 133.235.

I hereby inform you that I resign from my position as Manager of the Company with immediate effect.

Redange-Attert, 30 July 2014.

*VP Consult S.à.r.l*

*Represented by Véronique Pirotte*

*Manager*

**Traduction en français:**

Par la présente je vous informe que je démissionne de ma fonction d'administrateur de la société à effet immédiat.

Redange-Attert, le 30 juillet 2014.

*VP Consult Sàrl*

*Représentée par Véronique Pirotte*

*Administrateur*

Référence de publication: 2014125904/19.

(140142474) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

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**AAA Immobilier S.à r.l., Société à responsabilité limitée.**

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.

R.C.S. Luxembourg B 165.241.

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: 2014124499/9.

(140141537) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

**AstenJohnson (Luxembourg) LLC, S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 150.163.

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 06. Août 2014.

Référence de publication: 2014124482/10.

(140142313) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 août 2014.

**Parma S.A., Société Anonyme.**

Siège social: L-1840 Luxembourg, 40, boulevard Joseph II.

R.C.S. Luxembourg B 178.239.

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.

COMPAGNIE FINANCIERE DE GESTION LUXEMBOURG S.A.

Boulevard Joseph II

L-1840 Luxembourg

Signature

Référence de publication: 2014125876/13.

(140143460) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

**Plan Gabriella S.A., Société Anonyme.**

Siège social: L-2134 Luxembourg, 50, rue Charles Martel.

R.C.S. Luxembourg B 164.694.

*Extrait des résolutions prises lors du Conseil d'Administration tenue en date du 20 mai 2014.*

Il résulte de la réunion du Conseil d'Administration tenue en date du 20 mai 2014 que:

- Le siège social de la société est transféré du 42-44, avenue de la Gare, L-1610 Luxembourg au 50, rue Charles Martel, L-2134 Luxembourg et ce, avec effet au 1<sup>er</sup> juin 2014.

- Les administrateurs M. Claude ZIMMER, M. Hendrik H.J. KEMMERLING et M. Rob SONNENSCHNEIN sont domiciliés professionnellement au 50, rue Charles Martel, 1<sup>er</sup> étage L-2134 Luxembourg et ce, avec effet au 1<sup>er</sup> juin 2014.

- L'administrateur LuxGlobal Management S.à r.l., société enregistrée auprès du Registre de Commerce et des Sociétés Luxembourg sous le numéro B159.893 est transféré au 50, rue Charles Martel, L-2134 Luxembourg et ce, avec effet au 1<sup>er</sup> juin 2014. Représentant permanent M. Hendrik H.J. KEMMERLING domicilié professionnellement au 50, rue Charles Martel, 1<sup>er</sup> étage L-2134 Luxembourg et ce, avec effet au 1<sup>er</sup> juin 2014.

- De nommer comme Président du Conseil d'Administration Monsieur Claude ZIMMER, Président et administrateur, né le 18 juillet 1956 à Luxembourg (Luxembourg), domicilié professionnellement 50, rue Charles Martel 1<sup>er</sup> étage, L-2134 Luxembourg.

Extrait sincère et conforme

Un mandataire

Référence de publication: 2014125888/22.

(140142596) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

**Wicar Invest S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

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

R.C.S. Luxembourg B 169.708.

L'an deux mille quatorze, le dixième jour du mois de juillet;

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

S'est réunie

l'assemblée générale extraordinaire (l'"Assemblée") des actionnaires de "WICAR INVEST S.A., SPF", une société anonyme, qualifiée comme société de gestion de patrimoine familial au sens des dispositions de la loi du 11 mai 2007, régie par les lois du Grand-Duché de Luxembourg, établie et ayant son siège social à L-2086 Luxembourg, 412F, route d'Esch, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 169708, (la "Société"), constituée suivant acte reçu par le notaire instrumentant, en date du 21 juin 2012, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1864 du 26 juillet 2012,

et dont les statuts (les "Statuts") n'ont plus été modifiés depuis lors.

L'Assemblée est présidée par Madame Anne-Laure ADAM, employée, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling.

La Présidente désigne comme secrétaire et l'Assemblée choisit comme scrutateur Monsieur Christian DOSTERT, employé, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling.

Le bureau ayant ainsi été constitué, la Présidente a déclaré et requis le notaire instrumentant d'acter:

A) Que l'ordre du jour de l'Assemblée est le suivant:

*Ordre du jour:*

1. Augmentation du capital social d'un montant total de EUR 450.000,-(quatre cent cinquante mille euros) par versement en espèces et par émission de 4.500 actions nouvelles d'une valeur nominale de EUR 100,- (cent euros) chacune. Le capital est ainsi porté de son montant actuel de EUR 300.000,- (trois cent mille euros) à un montant de EUR 750.000,- (sept cent cinquante mille euros);

2. Souscription et libération des 4.500 nouvelles actions ainsi créées;

3. Modification subséquente de l'article 5 des statuts;

4. Nomination de deux Administrateurs supplémentaires;

5. Divers.

B) Que l'actionnaire unique (l'"Actionnaire Unique"), dûment représenté, ainsi que le nombre d'actions qu'il possède, sont portés sur une liste de présence; cette liste de présence est signée par l'actionnaire unique présent ou le mandataire qui le représente, les membres du bureau de l'Assemblée et le notaire instrumentant.

C) Que la procuration de l'Actionnaire Unique représenté, signée "ne varietur" par les membres du bureau de l'Assemblée et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

D) Que l'intégralité du capital social étant représentée à la présente Assemblée et que l'Actionnaire Unique, dûment représenté, déclare avoir été dûment notifié et avoir eu connaissance de l'ordre du jour préalablement à cette Assemblée et renoncer aux formalités de convocation d'usage, aucune autre convocation n'était nécessaire.

E) Que la présente Assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement sur les objets portés à l'ordre du jour.

Ensuite l'Assemblée, après délibération, a pris à l'unanimité les résolutions suivantes:

*Première résolution*

L'Assemblée décide d'augmenter le capital social d'un montant de quatre cent cinquante mille euros (450.000,- EUR) afin de le porter de son montant actuel de trois cent mille euros (300.000,- EUR) à sept cent cinquante mille euros (750.000,- EUR), par la création et l'émission de quatre mille cinq cents (4.500) d'actions nouvelles avec une valeur nominale de cent euros (100,- EUR) chacune, jouissant des mêmes droits et avantages que les actions existantes.

*Souscription et libération*

L'Assemblée reconnaît que les quatre mille cinq cents (4.500) d'actions nouvelles ont été souscrites par l'actuel Actionnaire Unique et libérées intégralement par lui moyennant un versement en numéraire, de sorte que la somme de quatre cent cinquante mille euros (450.000,- EUR) est à partir de ce jour à la libre disposition de la Société, ainsi qu'il en a été prouvé au notaire par une attestation bancaire, qui le constate expressément.

*Deuxième résolution*

En conséquence des résolutions adoptées ci-dessus, l'Assemblée décide de modifier le point 5.1 de l'article 5 des statuts comme suit:

“ 5.1. Le capital social souscrit est fixé à sept cent cinquante mille euros (750.000,- EUR), représenté par sept mille cinq cents (7.500) actions ordinaires d'une valeur nominale de cent euros (100,- EUR) chacune.”

*Troisième résolution*

L'Assemblée décide de modifier le registre des actionnaires de la Société afin de refléter les changements ci-dessus et donne pouvoir et autorise tout administrateur de la Société, agissant individuellement, de procéder, pour le compte de la Société, à l'enregistrement des actions nouvellement émises.

*Quatrième résolution*

L'Assemblée décide de mettre en place un conseil d'administration et à cet effet nomme comme aux fonctions administrateurs les personnes suivantes:

- Madame Ana RIEROLA FORCADA, née à Barcelone (Espagne), le 21 novembre 1969, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling; et

- Monsieur Adriano FOSSATI, né à Milan (Italie), le 8 octobre 1973, demeurant professionnellement à L-2120 Luxembourg, 14, allée Marconi.

Les mandats des administrateurs ainsi nommés prendront fin à l'issue de l'assemblée générale ordinaire de 2020.

L'assemblée constate que l'actuel administrateur unique, savoir Monsieur Piergiorgio PELASSA, né à Turin (Italie), le 19 octobre 1961, demeurant à L-2433 Luxembourg, 4, rue Nicolas Rollinger, occupera le poste du troisième administrateur, son mandat prenant également fin à l'issue de l'assemblée générale ordinaire de 2020.

Aucun autre point n'étant porté à l'ordre du jour de l'Assemblée et personne ne demandant la parole, la Présidente a ensuite clôturé l'Assemblée.

*Frais*

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison des présentes, est évalué approximativement à deux mille cent euros.

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

Après lecture du présent acte aux comparants, connus du notaire par noms, prénoms, état civil et domiciles, lesdits comparants ont signé avec Nous, notaire, le présent acte.

Signé: A-L. ADAM, C. DOSTERT, C. WERSANDT.

Enregistré à Luxembourg A.C., le 15 juillet 2014. LAC/2014/33052. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 1<sup>er</sup> août 2014.

Référence de publication: 2014126074/87.

(140142412) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 août 2014.

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**Marouba S.A., Société Anonyme.**

Siège social: L-1855 Luxembourg, 35A, boulevard J.F. Kennedy.

R.C.S. Luxembourg B 169.593.

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EXTRAIT

En date du 27 juin 2014, l'actionnaire unique a pris les résolutions suivantes:

- Le renouvellement du mandat des administrateurs de la Société. Leurs mandats prendront fin lors de l'assemblée générale annuelle de l'année 2019.

Par conséquent, les membres du conseil d'administration de la Société sont les suivants:

M Patrick Hansen

M John Penning

M Maxime Ray

- Le renouvellement du mandat du commissaire aux comptes de la Société, Gefco Consulting S.à r.l. Son mandat prendra fin lors de l'assemblée générale annuelle de l'année 2019.

Pour extrait conforme.

Luxembourg, le 13 août 2014.

Référence de publication: 2014129594/19.

(140147006) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 août 2014.

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**Valhalla I S.A., Société Anonyme de Titrisation.**

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

R.C.S. Luxembourg B 149.244.

*Extrait rectificatif concernant la modification déposée le 16 juillet 2014 sous la référence L140123408*

Le présent document est établi en vue de corriger les informations inscrites auprès du Registre de commerce et des sociétés de Luxembourg. En effet, une erreur s'est produite lors du dépôt enregistré en date du 16 juillet 2014 sous la référence L140123408.

L'actionnaire unique de Valhalla I S.A. (en liquidation) (la Société) a décidé par voie de résolutions écrites en date du 11 août 2014:

- (i) de clôturer la liquidation de la Société avec effet à la date des résolutions écrites;
- (ii) que tous les actifs et passifs de la Société, même ceux actuellement inconnus, seront transférés à l'actionnaire unique de la Société;
- (iii) de conserver les dossiers et documents de la Société au 2-8, Avenue Charles de Gaulle, L-1653 Luxembourg, pendant cinq ans suite à la clôture de liquidation de la Société.

Luxembourg, le 14 août 2014.

*Pour la société Valhalla I S.A. (en liquidation)*

Référence de publication: 2014130377/20.

(140147585) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 août 2014.

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**TIL Holdings Luxembourg S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 33.640,00.**

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

R.C.S. Luxembourg B 133.903.

Suite à la cession de parts intervenue en date du 05 août 2014 entre BWG Group et Barnwood LLC, Stichting Administratiekantoor TIL Holdings, Mr Crawford Leo, Mr Clohisey John, les parts sociales de la Société, entre ces associés sont réparties comme suit:

- BWG Group, enregistré auprès de Companies Registration Office sous le numéro d'immatriculation 427231 ne détient plus aucune part sociale.

- Barnwood LLC, enregistré auprès du Registre de Commerce de l'Etat de Géorgie sous le numéro 0220103 et dont le siège social se situe 601, Woodlawn Office Park, Woodlawn Drive, Suite 320, USA - 30067-3506.COB COUNTY Marietta Géorgie détient:

41.704 parts sociales ordinaires d'une valeur nominale de EUR 0,20 chacune.

7.306 parts sociales ordinaires A d'une valeur nominale de EUR 0,20 chacune.

- STICHTING ADMINISTRATIEKANTOOR TIL HOLDINGS, enregistré auprès du Registre Kamer van Koophandel et dont le siège social se situe Herikerbergweg 238, Luna ArenA, 1101 CM Amsterdam Zuidoost, Pays-Bas détient:

9.965 parts sociales ordinaires d'une valeur nominale de EUR 0,20 chacune.

- LEO CRAWFORD, ayant pour adresse résidentielle Ceanchor Road, Baily, Howth, Co. Dublin, Irlande détient:

48.985 parts sociales ordinaires d'une valeur nominale de EUR 0,20 chacune.

9.852 parts sociales ordinaires A d'une valeur nominale de EUR 0,20 chacune.

- JOHN CLOHISEY, ayant pour adresse résidentielle 13 Brighton Vale, Monkstown, Co. Dublin, Irlande détient:

41.704 parts sociales ordinaires d'une valeur nominale de EUR 0,20 chacune.

8.684 parts sociales ordinaires A d'une valeur nominale de EUR 0,20 chacune.

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

TIL Holdings Luxembourg S.à r.l.

Manacor (Luxembourg) S.A.

Signatures

Gérant A

Référence de publication: 2014130357/32.

(140147493) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 août 2014.

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**Morgan Stanley Spad Investments S.à r.l., Société à responsabilité limitée.**

Siège social: L-2633 Senningerberg, 6D, route de Trèves.  
R.C.S. Luxembourg B 147.926.

Il résulte des résolutions de l'Actionnaire Unique de la société en date du 1<sup>er</sup> août 2014, les décisions suivantes:

1. Révocation du gérant suivant en date du 24 février 2014:

Mme. Laurence Magloire, gérant, employée privé, née le 29 novembre 1970 à Mons (Belgique) et demeurant professionnellement au 6B, Route de Trèves, L-2633 Senningerberg, Grand-Duché de Luxembourg.

2. Révocation du gérant suivant en date du 6 juin 2014:

Mr. Roland Rosinus, gérant, employé privé, né le 6 mars 1970 à Saarbrücken (Allemagne) et demeurant professionnellement au 6B, Route de Trèves, L-2633 Senningerberg, Grand-Duché de Luxembourg.

3. Nomination du gérant suivant à partir du 1<sup>er</sup> août 2014 pour une période indéterminée:

Mr. Juan Alvarez Hernandez, employé privé, né le 11 octobre 1983 à Madrid (Espagne) et demeurant professionnellement au 6D, Route de Trèves, L-2633 Senningerberg, Grand-Duché de Luxembourg.

4. Nomination du gérant suivant à partir du 1<sup>er</sup> août 2014 pour une période indéterminée:

Mme. Anne-Sophie Davreux, employée privé, née le 13 novembre 1989 à Arlon (Belgique) et demeurant professionnellement au 6D, Route de Trèves, L-2633 Senningerberg, Grand Duché de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.  
Senningerberg, le 7 août 2014.

Référence de publication: 2014127290/22.

(140143699) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2014.

**Prism Asia Fund, Société Anonyme sous la forme d'une SICAF - Fonds d'Investissement Spécialisé.**

Siège social: L-5367 Schuttrange, 64, rue Principale.  
R.C.S. Luxembourg B 189.100.

STATUTES

In the year two thousand fourteen, on the fourteenth of July

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

Was held

an extraordinary general meeting of the shareholders (the "Meeting") of Prism Asia Fund Ltd, a limited liability company, governed by the laws of the British Virgin Islands, having its registered office at P.O. Box 964, Road Town, Tortola British Virgin Islands, with BVI Business Company number 585405 (the "Company").

The Meeting is chaired by Mr Alex van Zeeland, managing director, residing professionally in Schuttrange.

The chairman appoints as secretary Mr James Scanlon, private employee, residing professionally in Schuttrange and the Meeting elects Ms Aikaterini Papayfanti, private employee, residing professionally in Schuttrange, as scrutineer.

The chairman requests the notary to act that:

I. The present extraordinary general meeting has been convened according to the applicable laws.

II. The shareholders present or represented and the number of shares held by the shareholders is shown on the attendance list. The attendance list and the proxies, signed ne varietur by the proxy holders and the notary, shall be affixed to this deed to be registered with the minutes.

III. As appears from the attendance list, 114,627 shares, representing more than half the share capital of the Company, are represented at the Meeting. The Meeting is thus regulary constituted and can validly deliberate and resolve on all items of the agenda.

IV. The agenda of the Meeting is the following:

1. Ratification of the resolution taken by the directors of the Company to transfer the Company to the Grand Duchy of Luxembourg without discontinuity;

2. Registration of the Company with the Trade and Companies Register of Luxembourg;

3. Adoption of the Luxembourg nationality by the Company;

4. Establishment of the registered office of the Company at 64, rue Principale, L-5367 Schuttrange;

5. Change of name of the Company to "Prism Asia Fund";

6. Conversion of the fixed share capital of the Company into variable capital;

7. Restatement of the articles of association as necessary to conform them to Luxembourg law;

8. Resignation of Rossan Corporate Management Ltd., appointment of Messrs Michel Donegani, Alex van Zeeland and Hugo Neuman and reappointment of Mr Clive Harris as directors of the Company;

9. Resignation of Deloitte & Touche and appointment of KPMG Luxembourg S.à r.l. as independent auditors of the Company;

10. Determination of transitory measures concerning the accounting year;

11. Confirmation of the transfer from the British Virgin Islands to Luxembourg in accordance with the principle of property and legal continuity; and

12. Miscellaneous.

The following documents have been submitted to the Meeting:

(a) the directors' resolutions passed on 18 June 2014;

(b) a certificate attesting that Prism Asia Fund Ltd, appears to be registered with the Registrar of Corporate Affairs of the British Virgin Islands under BVI Business Company number 585405 since 10 March 2004.

(c) the agreed-upon procedures report by KPMG Luxembourg S.à r.l. dated 14 July 2014 in relation to the net assets of the Company.

All above-mentioned documents initialed *ne varietur* by the appearing persons and the undersigned notary will remain attached to the present deed, to be filed with the registration authorities.

The conclusions of the report of KPMG Luxembourg S.à r.l. are as follows:

“1. With respect to item 1, we found no exception in the mathematical accuracy of the net asset value. We noted that the combined net asset value of classes A, B and C was USD 21,478,288.84 which is in excess of EUR 1,250,000 at 31 May 2014;

2. With respect to item 2, we did not find any exception;

3. With respect to item 3, we compared the valuation of the securities and derivatives listed in the portfolio statement as per the guidelines laid out in the offering memorandum dated August 2011 to an external source and agreed the total market value of the portfolio to the total market value included in the NAV statement;

- From the custodian ABN-AMRO Luxembourg S.A. we obtained confirmation of final prices of underlying funds included in the 31 May NAV to a value of USD 12,515,989 or 58 per cent of the Fund's net asset value. We note that certain underlying funds were valued at a lower value in the NAV of 31 May compared to the prices confirmed by ABN-AMRO. The total effect of this is USD 3,064.

- Additionally, we obtained statements issued by the administrators of underlying funds included in the 31 May NAV to a value of USD 1,608,964 or 7 per cent of the Fund's net asset value.

4. With respect to item 4, we obtained statements confirming existence of investments from ABN-AMRO Luxembourg S.A and administrators of underlying funds to the extent stated under point 3. We obtained confirmation of the full derivative position accounted for from F. van Lanschot Bankiers N.V.

5. With respect to item 5, we obtained a statement from the Transfer Agent showing the following number of shares outstanding as at 31 May 2014:

Class A (USD): 94,026.74 shares

Class B (EUR): 21,265.611 shares

Class C (CHF): 31,241.057 shares

6. With respect to item 6, we obtained Custodian's statements of the cash balances as at 31 May 2014 and checked that the amounts were agreed to the NAV statement; No exception noted.

With respect to item 7, we obtained a listing of pending subscription and redemption orders not processed in the 31 May NAV calculation and found that net redemptions of 452.57 class A shares, 3,566.19 class B shares and 2.13 class C shares were due to be processed on the NAV calculated as at 31 May or the NAV calculated as at June 30. Based on the 31 May NAV the expected value of the redemptions is USD 693,093.31. The total net asset value is expected to be in excess of EUR 1,250,000 as at the Continuation Date.”

Upon approbation and discussion, the Shareholders have taken unanimously the following resolutions:

*First resolution*

The Meeting resolves that the resolutions of the directors of the Company dated 18 June 2014 to continue the Company as a Luxembourg company be and are hereby ratified.

The Meeting resolves that any documents executed or actions performed by any authorised person in relation to the Company, and the transfer of its registered office be and is hereby approved, or to the extent necessary, ratified.

*Second resolution*

The Meeting resolves that the Company be registered with the Trade and Companies Register of Luxembourg as a specialised investment fund (fonds d'investissement spécialisé) organised as an investment company with variable capital (société d'investissement à capital variable) in the form of a public limited company (société anonyme).

The Meeting further resolves that the Company be struck off the Registrar of Corporate Affairs of the British Virgin Islands after registration with the Trade and Companies Register of Luxembourg.

*Third resolution*

The Meeting resolves that the Company adopt the Luxembourg nationality with immediate effect.

*Fourth resolution*

The Meeting resolves that the registered office of the Company be and is hereby established at 64, rue Principale, L-5367 Schuttrange.

*Fifth resolution*

The Meeting resolves that the name of the Company be and is hereby changed into “Prism Asia Fund”.

*Sixth resolution*

The Meeting resolves that the fixed share capital of the Company be and is hereby converted into variable share capital, represented by fully paid up shares of no par value, which shall at any time be equal to the total net assets of the Company.

*Seventh resolution*

The Meeting resolves that the articles of association of the Company be and are hereby amended as far as necessary in order to conform them to Luxembourg laws and be and are hereby restated as follows:

**“Preliminary Title - Definitions**

0.1. Definitions

In these Articles of Incorporation, the following shall have the respective meaning set out below:

“Accounting Period”	a period (i) beginning on the date of incorporation of the Fund in the case of the first accounting period and in the case of a subsequent accounting period on 1 January in the relevant year and (ii) ending on the 31 December of the same year or, in the case of the final accounting period, on the date on which the Fund is liquidated;
“Administrative Agent”	the administrative agent of the Fund, as appointed from time to time;
“AIFM”	an alternative investment fund manager;
“AIFM Directive”	the European Directive 2011/61/EU on alternative investment fund managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010;
“AIFM Law”	the Luxembourg law dated 12 July 2013 implementing the AIFM Directive;
“Article”	any article of these Articles of Incorporation;
“Articles of Incorporation”	the articles of incorporation of the Fund, as amended from time to time;
“Board”	the board of Directors of the Fund, as appointed from time to time;
“Business Day”	each day, except any Saturday, Sunday or public holiday, upon which banks are generally opened for business in Luxembourg;
“Class”	any one or more classes of Shares as may be available in the Fund, whose assets shall be commonly invested according to the Fund’s investment objective, with such income and profit entitlements, reference currency, subscription and redemption features, transferability rights, fees and costs structure, types of targeted investors or such other features as may be determined by the Board from time to time and described in the Offering Memorandum;
“Companies Law”	the Luxembourg law of 10 August 1915 on commercial companies as amended from time to time;
“CSSF”	the Commission de Surveillance du Secteur Financier, the regulatory body of the financial sector in Luxembourg or any successor thereof;
“Depository”	a bank or financial institution which satisfies the requirements of the SIF Law and the AIFM Law;
“Director”	a member of the Board, as appointed from time to time;
“Fund”	Prism Asia Fund, a Luxembourg investment Fund with variable capital - specialised investment fund (société d’investissement à capital variable - fonds d’investissement spécialisé), established under the form of a public limited Fund (société anonyme) governed by the SIF Law;
“General Meeting”	any regularly constituted meeting of Shareholders;
“Net Asset Value”	the net asset value of the Fund, of a Class or per Share, as applicable, as determined in accordance with Article 13 and the Offering Memorandum;

“Off-Exchange Transfer”	any Transfer which is not an On-Exchange Sale;
“Offering Memorandum”	the offering document of the Fund, as the same may be amended from time to time;
“On-Exchange Sale”	any trade or sale of Shares by a Shareholder which is made through a regulated market or multilateral trading facility;
“Ordinary Majority”	a majority of Shareholders representing more than fifty per cent (50%) of the votes validly cast;
“Share”	any share of any Class in the capital of the Fund;
“Shareholder”	any holder of one or more Shares of any Class in the Fund;
“SIF Law”	the Luxembourg law of 13 February 2007 on specialised investment funds, as amended from time to time;
“Special Majority”	a majority of Shareholders representing at least two-thirds of the votes validly cast; such votes may be cast in front of a Luxembourg notary public as and when applicable;
“Transfer”	any transaction whereby a Shareholder assigns, transfers, or otherwise disposes of, grants a participation in, pledges, hypothecates or otherwise encumbers its Shares;
“UCI”	an undertaking for collective investment;
“USD”	United States Dollars, the lawful currency of the United States of America;
“Valuation Date”	any day on which the Net Asset Value is determined in accordance with these Articles of Incorporation and the Offering Memorandum, as determined by the Board and more fully described in the Offering Memorandum; and
“Well-Informed Investor”	any well-informed investor according to article 2 of the SIF Law, which includes: <ul style="list-style-type: none"> <li>(a) institutional investors;</li> <li>(b) professional investors, being those investors who are, in accordance with Luxembourg laws and regulations, deemed to have the experience, knowledge and expertise to make their own investment decisions and properly assess the risk they incur; and</li> <li>(c) any other well-informed investor who fulfils the following conditions: <ul style="list-style-type: none"> <li>(i) declares in writing that he adheres to the status of well-informed investor and invests a minimum of EUR 125,000 (or the equivalent in USD) in the Fund, or any equivalent amount in another currency; or</li> <li>(ii) declares in writing that he adheres to the status of well-informed investor and provides an assessment made by a credit institution within the meaning of the Directive 2006/48/EC, by an investment firm within the meaning of Directive 2004/39/EC or by a management Fund within the meaning of Directive 2001/107/EC, certifying his expertise, his experience and his knowledge in adequately appraising an investment in the Fund;</li> </ul> </li> </ul> or any such Person to whom the conditions of article 2 of the SIF Law do not apply.

## 0.2. Interpretation

In these, unless otherwise specified or defined or unless the context specifically requires or admits:

(a) Article and paragraph headings used in these Articles of Incorporation are inserted for ease of reference only and shall not affect construction.

(b) references to times of the day are to that time in Luxembourg and references to a day are to a period of twenty-four (24) hours running from midnight.

(c) words importing one gender shall be treated as importing any gender, words importing individuals shall be treated as importing corporations and vice versa, words importing the singular shall be treated as importing the plural and vice versa, and words importing the whole shall be treated as including a reference to any part thereof;

(d) references to “writing” or “written” includes any non-transitory form of visible reproduction of words, including electronic transmissions;

(e) references to the word “may” shall be construed as permissive and references to the word “shall” shall be construed as imperative;

(f) references to the word “include” or “including” (or any cognate term) are not to be construed as implying any limitation and general words introduced by the word “other” (or any cognate term) shall not be given a restrictive meaning by reason of the fact that they are preceded or followed by words indicating a particular class of acts, matters or things;

(g) references to statutory provisions or enactments shall include references to any amendment, modification, extension, consolidation, replacement or re-enactment of any such provision or enactment (whether before or after the date of these Articles of Incorporation), to any previous enactment which has been replaced or amended and to any regulation, instrument or order or other subordinate legislation made under such provision or enactment.; and

(h) where a French term has been inserted in quotation marks or italics, such term alone (and not the English term to which it relates) shall prevail for the interpretation of the respective provision.

## **Title I - Name, Duration, Purpose, Registered Office**

### **Art. 1. Name.**

1.1 There exists an investment company with variable capital - specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé), in the form of a public limited Fund (société anonyme).

1.2 The Fund shall exist under the corporate name of "Prism Asia Fund".

1.3 The Fund is governed by the laws of the Grand Duchy of Luxembourg and, in particular, the Companies Law and the SIF Law, and these Articles of Incorporation.

### **Art. 2. Registered Office.**

2.1 The registered office of the Fund is established in the Municipality of Schuttrange.

2.2 The registered office of the Fund may be transferred within the Municipality of Schuttrange by means of a resolution of the Board.

2.3 The registered office of the Fund may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the General Meeting passed at the Special Majority.

2.4 Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the Board.

2.5 Where the Board determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events may interfere with the normal activities of the Fund 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 circumstances. Such temporary measures have no effect on the nationality of the Fund, which, notwithstanding the temporary transfer of its registered office, remains a company incorporated in Luxembourg.

### **Art. 3. Duration.**

3.1 The Fund is established for an unlimited duration.

3.2 The Fund shall not be dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or several Shareholders.

### **Art. 4. Corporate Object.**

4.1 The purpose of the Fund is to invest the funds available to it in any kind of assets eligible under the SIF Law with the aim of spreading investment risks and affording its Shareholders with the results of the management of its assets.

4.2 The Fund may take any measures and carry out any transaction which it may deem useful for the accomplishment and development of its purpose to the full extent permitted under the SIF Law and the AIFM Law.

### **Art. 5. Share Capital.**

5.1 The share capital of the Fund 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 Fund as defined in Article 13.

5.2 The minimum capital of the Fund shall be one million two hundred fifty thousand Euros (EUR 1,250,000.-), which must be reached within twelve months after the date on which the Fund has been authorised in accordance with the SIF Law, and thereafter may not be less than such amount.

5.3 The share capital of the Fund shall be expressed in United States Dollars. For the purpose of determining the capital of the Company, the net assets attributable to each Class will, if not already denominated in United States Dollars, be converted into United States Dollars.

### **Art. 6. Classes of Shares.**

6.1 The Board may, at any time, issue different Classes of Shares, which may carry different rights and obligations, without limitation, with regard to their target investors, fees and expenses structure, distribution rights and profit entitlements, subscription and redemption features, minimum initial or subsequent investment or holding requirements, transfer or ownership restrictions, or reference currencies, as described in the Offering Memorandum.

6.2 A separate Net Asset Value per Share, which may differ as a consequence of these features, shall be calculated for each Class in the manner described in Article 13.

6.3 The Fund may create additional Classes whose features may differ from the existing Classes, in which case, the Offering Memorandum shall be updated, if necessary.

### **Art. 7. Form of Shares.**

7.1 The Fund shall issue Shares in registered form only.

7.2 All issued Shares of the Fund shall be registered in the register of Shareholders which shall be kept at the registered office of the Fund and such register shall contain the name of each owner, his residence or elected domicile as indicated, the number and Class of registered Shares held, the amount paid up on each Share and fractions thereof, if any, and any Transfer of Shares and the dates of such Transfers.

7.3 The inscription of the Shareholder's name in the register of Shareholders shall evidence his right of ownership on such Shares. The Fund shall normally not issue certificates for such inscription, but each Shareholder shall receive a written confirmation of his shareholding upon request.

7.4 Each Shareholder shall provide the Fund with an address, facsimile number and electronic mail address to which all notices and announcements may be sent. Such address shall also be entered in the register of Shareholders. Shareholders may, at any time, change their address, facsimile number and electronic mail address as entered into the register of Shareholders by way of a written notification sent to the Fund.

7.5 In the event that a Shareholder does not provide an address, facsimile number or electronic mail address, the Fund may permit a notice to this effect to be entered into the register of Shareholders and the Shareholder's address, facsimile number or electronic mail address, where applicable, shall be deemed to be at the registered office of the Fund, or such other address as may be so entered into by the Fund from time to time, until another address is provided.

7.6 The Fund shall recognise only one owner per Share. If one or more Shares are jointly owned or if the ownership of such Shares is disputed, all Persons claiming a right to such Share must appoint a sole agent to represent such shareholding in dealings with the Fund. The Fund has the right to suspend the exercise of all rights attached to such Shares until such agent has been duly appointed. In the event that a Share is registered in the name of more than one Person, the first-named holder in the register shall be deemed to be the representative of all joint holders and shall alone be entitled to be treated as a holder of such Share for all purposes, including without limitation, to receive notices from the Fund. The same rule shall apply in case of a conflict between a usufruct holder (usufruitier) and a bare owner (nu-propriétaire) or between a pledgor and a pledgee.

7.7 The Fund may decide to issue fractional Shares up to three decimals. Such fractional Shares shall not be entitled to vote, except where their number is such that they represent a whole Share, but shall be entitled to participate in the net assets attributable to the relevant Class on a pro rata basis.

7.8 Payments of dividends, if any, shall be made to Shareholders by bank transfer only.

#### **Art. 8. Issue and Subscription of Shares.**

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

8.2 Shares are exclusively reserved for subscription by Well-Informed Investors who are not deemed Restricted Persons as per Article 12.

8.3 Any conditions to which the issue of Shares may be submitted shall be detailed in the Offering Memorandum provided that the Board may, without limitation:

(a) impose restrictions on the frequency at which Shares of a certain Class are issued (and, in particular, decide that Shares of a particular Class shall only be issued during one or more offering periods or at such other intervals as provided for in the Offering Memorandum);

(b) decide that Shares of a particular Class shall only be issued to persons or entities that have entered into a subscription agreement under which the subscriber undertakes inter alia to subscribe for Shares, during a specified period, up to a certain amount;

(c) impose conditions on the issue of Shares (including without limitation the execution of such subscription documents and the provision of such information as the Board may determine to be appropriate) and fix a minimum subscription amount, minimum subsequent subscription amount or a minimum commitment or holding amount;

(d) determine any default provisions on non or late payment for Shares or restrictions on ownership in relation to the Shares;

(e) levy a subscription charge in relation to any Class, and waive this subscription charge, in part or in full;

(f) restrict the ownership of Shares of a particular Class to certain type of persons or entities;

(g) decide that payments for subscriptions to Shares shall be made in whole or in part on one or more dealing dates, closings or draw down dates at which the commitment of the investor shall be called against issue of Shares of the relevant Class.

8.4 Shares shall be issued at the subscription price calculated in the manner and at such frequency as determined for each Class in the Offering Memorandum.

8.5 A process determined by the Board and described in the Offering Memorandum shall govern the chronology of the issue of Shares.

8.6 The Board may confer the authority upon any Director, any officer or other duly authorised representative to accept subscription applications, to receive payments for newly issued Shares and to deliver these Shares.

8.7 The Fund may, in its absolute discretion, accept or reject, in whole or in part, any request for subscription for Shares.

8.8 The Board may agree to issue Shares as consideration for a contribution in kind, in compliance with the conditions set forth by Luxembourg law. All costs related to the contribution in kind are borne by the Shareholder acquiring Shares in this manner.



**Art. 9. Redemption of Shares.** Redemption right of Shareholders

9.1 Unless otherwise provided for in the Offering Memorandum, any Shareholder may request redemption of all or part of his Shares from the Fund, pursuant to the conditions and procedures set forth by the Board in the Offering Memorandum and within the limits provided by Luxembourg law and these Articles.

9.2 Unless otherwise provided for in the Offering Memorandum, the redemption price per Share for Shares of a particular Class corresponds to the Net Asset Value per Share of that Class less any redemption fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

9.3 Subject to the provisions of Articles 13 and 14, the redemption price per Share shall be paid within a period determined by the Board and disclosed in the Offering Memorandum, provided that any redemption documents have been received by the Fund.

9.4 A process determined by the Board and described in the Offering Memorandum shall govern the chronology of the redemption of Shares.

9.5 If as a result of a redemption application, the number or the value of the Shares held by any Shareholder in any Class falls below the minimum number or value that is then determined by the Board in the Offering Memorandum, the Fund may decide to treat such an application as an application for redemption of all of that Shareholder's Shares in the given Class.

9.6 If, in addition, on a Valuation Date, redemption applications as defined in this Article 9 and conversion applications as defined in Article 10 exceed a certain level set by the Board in relation to the Shares of a given Class, the Board may resolve to reduce proportionally part or all of the redemption or conversion applications for a certain time period and in the manner deemed necessary by the Board, in the best interest of the Fund. The portion of the non-proceeded redemptions shall then be proceeded by priority on the Valuation Date following this period, these redemption and conversion applications shall be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

9.7 The Fund may discretionarily decide to, at the request of a Shareholder, satisfy all or part of the payment of the redemption price owed to any Shareholder in specie by allocating assets to the Shareholder from the portfolio set up in connection with the Class equal in value to the value of the Shares to be redeemed calculated in the manner described in Article 13 as of the Valuation Date or the time of valuation when the redemption price is calculated if the Fund determines that such a transaction would not be detrimental to the best interests of the remaining Shareholders. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders in the given Class or Classes, as the case may be. Such a Shareholder may incur brokerage or local tax charges on any transfer or sale of securities so received in satisfaction of redemption. The valuation used shall be confirmed by a special report of the independent auditor of the Fund. The costs of any such transfers are borne by the transferee.

9.8 All redeemed Shares shall be cancelled.

9.9 All applications for redemption of Shares are irrevocable, except (in each case for the duration of the suspension) in accordance with Article 13, when the calculation of the Net Asset Value has been suspended or when redemption has been suspended as provided for in this Article 9.

**Compulsory redemptions**

9.10 Shares may be redeemed at the initiative of the Fund in accordance with, and in the circumstances set out under, this Article 9. The Fund may in particular:

(a) redeem Shares of any Class, on a pro rata basis among Shareholders in order to distribute proceeds generated by an investment through returns or its disposal on a pro rata basis among Shareholders, subject to compliance with the relevant distribution scheme (and, as the case may be, reinvestment rights) as provided in the Offering Memorandum, if any;

(b) compulsory redeem Shares (i) held by a Restricted Person as defined in, and in accordance with the provisions of Article 12, (ii) in case of liquidation or merger of Classes, in accordance with the provisions of Article 34; (iii) held by a Shareholder who fails to make, within a specified period of time determined by the Fund, any required contributions or certain other payments to the Fund (including the payment of any interest amount or charge due in case of default), in accordance with the terms of its subscription documents to the Fund in accordance with the provisions of the Offering Memorandum; and (iv) in all other circumstances, in accordance with the terms and conditions set out in the subscription documents, Offering Memorandum and these Articles.

**Art. 10. Conversion of Shares.**

10.1 Unless otherwise provided for in the Offering Memorandum, a Shareholder may convert Shares of a particular Class held in whole or in part into Shares of another Class, except otherwise decided by the Board.

10.2 The Board may make the conversion of Shares dependent upon additional conditions, as set forth in the Offering Memorandum.

10.3 A conversion application shall be considered as an application to redeem the Shares held by the Shareholder and as an application for the simultaneous subscription of the Shares to be subscribed. The conversion ratio shall be calculated

on the basis of the Net Asset Value per Share of the respective Class; a conversion fee may be incurred. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The prices of the conversion may be rounded up or down to the nearest unit of the currency in which they are to be paid, as determined by the Board. The Board may determine that balances of less than a reasonable amount to be set by the Board, resulting from conversions shall not be paid out to Shareholders.

10.4 As a rule, both the redemption and the subscription parts of the conversion application should be calculated on the basis of the values prevailing on one and the same Valuation Date. If there are different order acceptance deadlines for the relevant Classes, the calculation may deviate from this, in particular depending on the sales channel. In particular either:

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

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

10.5 Conversions may only be effected if, at the time, both the redemption of the Shares to be converted and the issue of the Shares to be acquired are simultaneously possible; there shall be no partial execution of the application unless the possibility of issuing the Shares to be subscribed ceases after the Shares to be converted have been redeemed.

10.6 Subject to any currency conversion (if applicable) the proceeds resulting from the redemption of the original Shares shall be applied immediately as the subscription monies for the Shares in the new Class into which the original Shares are converted.

10.7 All applications for the conversion of Shares are irrevocable, except -in each case for the duration of the suspension- in accordance with Article 14, when the calculation of the Net Asset Value of the Shares to be redeemed has been suspended or when redemption of the Shares to be redeemed has been suspended as provided for in Article 9.6. If the calculation of the Net Asset Value of the Shares to be subscribed is suspended after the Shares to be converted have already been redeemed, only the subscription part of the conversion application can be revoked during this suspension.

10.8 If, in addition, on a Valuation Date or at some time during a Valuation Date redemption applications as defined in Article 9 and conversion applications as defined in this Article 10 exceed a certain level set by the Board in relation to the Shares issued in the Class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain period of time and in the manner deemed necessary by the Board, in the best interest of the Fund. The portion of the non-proceeded redemptions will then be proceeded by priority on the Valuation Date following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

10.9 If as a result of a conversion application, the number or the value of the Shares held by any Shareholder in any Class falls below the minimum number or value that is then -if the rights provided for in this sentence are to be applicable- determined by the Board in the Offering Memorandum, the Fund may decide to treat the purchase part of the conversion application as a request for redemption for all of the Shareholder's Shares in the given Class; the subscription part of the conversion application remains unaffected by any additional redemption of Shares.

10.10 Shares that are converted to Shares of another Class will be cancelled.

#### **Art. 11. Transfer of Shares.**

11.1 A Shareholder may only assign, transfer, or otherwise dispose of, grant a participation in, pledge, hypothecate or otherwise encumber its Shares (each such transaction, a Transfer) subject to the provisions of this Article 11 and the terms of the Offering Memorandum.

##### **Off-Exchange Transfer**

11.2 No Off-Exchange Transfer of all or any part of any Shareholder's Shares, whether direct or indirect, voluntary or involuntary (including, without limitation, to an affiliate or by operation of law), will be valid or effective if:

(a) the Off-Exchange Transfer would result in a violation of any law or regulation of Luxembourg, the United States or any other jurisdiction (including, without limitation, the U.S. Securities Act, any securities laws of the individual states of the United States, or ERISA) or subject the Fund to any other adverse tax, legal or regulatory consequences as determined by the Fund;

(b) the Off-Exchange Transfer would result in a violation of any term or condition of these Articles or of the Offering Memorandum; or

(c) the Off-Exchange Transfer would result in the Fund being required to register as an investment company under the U.S. Investment Fund Act.

11.3 It will be a condition of any Off-Exchange Transfer (whether permitted or required) that:

(a) the Fund approves such Off-Exchange Transfer (such approval not to be unreasonably withheld);



(b) the transferee represents in a form acceptable to the Fund that such transferee is not a Restricted Person and that the proposed Transfer itself does not violate any laws or regulations (including, without limitation, any securities laws) applicable to it;

(c) the transferee is not a Restricted Person.

11.4 Additional restrictions on Off-Exchange Transfer may be set out in the Offering Memorandum in which case no Off-Exchange Transfer of all or any part of any Shareholder's Shares in the Fund, whether direct or indirect, voluntary or involuntary (including, without limitation, to an affiliate or by operation of law), will be valid or effective if any of these additional restrictions on Off-Exchange Transfer is not complied with.

#### On-Exchange Sale

11.5 No restrictions will apply to any On-Exchange Sale, provided that Shares which are transferred to, or purchased by persons who do not fulfil the eligibility criteria in respect of the relevant Class as set out in the Offering Memorandum or who qualify as Restricted Persons may, inter alia, be subject to compulsory redemption by the Fund pursuant to Article 9.

11.6 Subject to the provisions of this Article 11, any authorised Transfer may be effected by a written declaration of transfer entered in the register of the Shareholders of the Fund, such declaration of transfer to be executed by the transferor and the transferee or by persons holding suitable powers of attorney or in accordance with the provisions applying to the transfer of claims provided for in article 1690 of the Luxembourg civil code. The Fund may also accept as evidence of transfer other instruments of transfer evidencing the consent of the transferor and the transferee satisfactory to the Fund.

#### **Art. 12. Ownership Restrictions.** Restricted Persons

12.1. The Fund may restrict or prevent the ownership of Shares by any person if:

(a) in the opinion of the Fund such holding may be detrimental to the Fund (because, for example but without limitation, such holding may result in a breach of any law or regulation, whether Luxembourg law or other law); or

(b) in the opinion of the Fund such holding may result (either individually or in conjunction with other investors in the same circumstances) in:

(i) the Fund or an intermediary vehicle incurring any liability for any taxation whenever created or imposed and whether in Luxembourg, or elsewhere or suffering pecuniary disadvantages which the same might not otherwise incur or suffer;

(ii) the Fund being subject to the U.S. Employee Retirement Income Security Act of 1974, as amended; or

(iii) the Fund being required to register (or register its Shares) under the laws of any jurisdiction other than Luxembourg (including, without limitation, the U.S. Securities Act or the U.S. Investment Fund Act);

(c) in the opinion of the Fund such holding may result in a breach of any law or regulation applicable to the relevant individual or legal entity itself, the Fund, whether Luxembourg law or other law (including anti-money laundering and terrorism financing laws and regulations);

(d) as a result thereof the Fund may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred.

Such persons are to be determined by the Fund and are defined herein as Restricted Persons. A person that does not qualify as Well-Informed Investor will be regarded as a Restricted Person.

12.2 For such purposes the Fund may:

(a) decline to issue any Share and decline to register any Transfer of Share (other than an On-Exchange Sale), where such registration or Transfer would result in legal or beneficial ownership of such Share(s) by a Restricted Person; and

(b) at any time require any person whose name is entered in the register of Shareholders or who seeks to register a Transfer in the register of Shareholders to deliver to the Fund, any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests with a Restricted Person, or whether such registration will result in beneficial ownership of such Shares by a Restricted Person.

12.3 If it appears that an investor of the Fund is a Restricted Person, the Fund will be entitled to, in its absolute discretion:

(a) decline to accept the vote of the Restricted Person at the General Meeting; and/or

(b) retain all dividends paid or other sums distributed with regard to the Shares held by the Restricted Person; and/or

(c) instruct the Restricted Person to sell his Shares to any Well-Informed Investor approved by the Fund and to demonstrate to the Fund that this sale was made within 10 business days of the sending of the relevant notice, subject each time to the applicable restrictions on Transfer; and/or

(d) compulsorily redeem all Shares held by the Restricted Person at a price based on the latest calculated Net Asset Value, less a penalty fee as set out in the Offering Memorandum.

12.4 The exercise of the powers by the Fund in accordance with this Article may in no way be called into question or declared invalid on the grounds that the ownership of Shares was not sufficiently proven or that the actual ownership of

Shares did not correspond to the assumptions made by the Fund on the date of the purchase notification, provided that the Fund exercised the above powers in good faith.

### **Title III. Net Asset Value**

#### **Art. 13. Calculation of Net Asset Value.**

13.1 The Fund shall determine a net asset value for itself and each Class in accordance with Luxembourg law and these Articles as of each Valuation Date as stipulated in the Offering Memorandum in respect of each Class. The reference currency of the Fund is the United States Dollar.

#### 13.2. Calculation of the Net Asset Value

(a) The Administrative Agent will under the supervision of the Fund compute the Net Asset Value per Class as follows: each Class participates according to the portfolio and distribution entitlements attributable to each such Class. The value of the total portfolio and distribution entitlements attributed to a particular Class on a given Valuation Date adjusted with the liabilities relating to that Class on that Valuation Date represents the total Net Asset Value attributable to that Class on that Valuation Date. The assets of each Class will be commonly invested but subject to different fee structures, distribution, marketing targets, currency or other specific features as it is stipulated in the Offering Memorandum. A separate Net Asset Value per Share, which may differ as consequence of these variable factors, will be calculated for each Class as follows: the Net Asset Value of that Class on that Valuation Date divided by the total number of Shares of that Class then outstanding on that Valuation Date.

(b) The value of all assets and liabilities not expressed in the reference currency of a Class will be converted into the reference currency of such Class at the relevant rates of exchange prevailing on the relevant Valuation Date. If such quotations are not available, the rate of exchange will be determined with prudence and in good faith by or under procedures established by the Board. All transactions in another currency are translated into the reference currency at the date of the transaction.

(c) For the purpose of calculating the Net Asset Value per Class, the Net Asset Value will be calculated by calculating the aggregate of:

(i) the value of all assets of the Fund which are allocated to the relevant Class in accordance with the provisions of these Articles; less

(ii) all the liabilities of the Fund which are allocated to the relevant Class in accordance with the provisions of these Articles, and all fees attributable to the relevant Class, which fees have accrued but are unpaid on the relevant Valuation Date.

(d) The Net Asset Value per Share may be rounded up or down to the nearest whole cents of the currency in which the Net Asset Value of the relevant Shares are calculated.

#### 13.3 The value of the assets of the Fund will be determined as follows:

(a) securities (including interests in listed UCIs) which are listed on a stock exchange or dealt in on another regulated market will be valued on the basis of the last available publicised stock exchange or market value;

(b) securities which are not listed on a stock exchange nor dealt in on another regulated market will be valued on the basis of their fair value estimated with prudence and in good faith by the Board. If a net asset value is determined for the units or shares issued by a UCI which calculates a net asset value per share or unit, those units or shares will be valued on the basis of the latest net asset value determined according to the provisions of the particular issuing documents of this UCI or, at their latest unofficial net asset values (i.e. estimates of net asset values which are not generally used for the purposes of subscription and redemption or which may be provided by a pricing source -including the investment manager of the UCI- other than the administrative agent of the UCI) if more recent than their official net asset values. The Net Asset Value calculated on the basis of unofficial net asset values of UCIs may differ from the Net Asset Value which would have been calculated, on the relevant Valuation Date, on the basis of the official net asset values determined by the administrative agents of the UCIs. However, such Net Asset Value is final and binding notwithstanding any different later determination. In case of the occurrence of an evaluation event that is not reflected in the latest available net asset value of such shares or units issued by such UCIs, the valuation of the shares or units issued by such UCIs may be estimated with prudence and in good faith in accordance with procedures established by the Board to take into account this evaluation event. The following events qualify as evaluation events: capital calls, distributions or redemptions effected by the UCI or one or more of its underlying investments as well as any material events or developments affecting either the underlying investments or the UCIs themselves;

(c) the value of any cash on hand or on deposit, bills and demand notes and accounts, receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received will be deemed to be the full amount thereof, unless it is unlikely to be received in which case the value thereof will be arrived at after making such discount as the Board may consider appropriate in such case to reflect the true value thereof;

(d) the liquidating value of futures, forward or options contracts not dealt in on a stock exchange or another regulated market will mean their net liquidating value determined, pursuant to the policies established by the Board on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts dealt in on a stock exchange or another regulated market will be based upon the last available settlement prices of these contracts on such regulated market on which the particular futures, forward or options contracts are dealt in by the

Fund; provided that if a futures, 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 will be such value as the Board may deem fair and reasonable;

(e) interest rate swaps will be valued at their market value established by reference to the applicable interest rates curve. Index and financial instruments related swaps will be valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument related swap agreement will be based upon the market value of such swap transaction established in good faith pursuant to procedures established by the Board;

(f) all other assets are valued at fair value as determined in good faith pursuant to procedures established by the Board. Money market instruments held by the Fund with a remaining maturity of ninety (90) days or less will be valued by the amortised cost method, which approximates market value.

The Board, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset or liability of the Fund in compliance with Luxembourg law. This method will then be applied in a consistent way. The Administrative Agent can rely on such deviations as approved by the Board for the purpose of the Net Asset Value calculation.

13.4 For the purpose of determining the value of the Fund's assets, the Administrative Agent, having due regards to the standard of care and due diligence in this respect, may, when calculating the Net Asset Value, rely, unless there is manifest error, upon the valuations provided (i) by various pricing sources available on the market such as pricing agencies or fund administrators, (ii) by prime brokers and brokers, or (iii) by specialist(s) duly authorised to that effect by the Board. Finally, in the case no prices are found or when the valuation may not correctly be assessed, the Administrative Agent may rely upon the valuation provided by the Board.

In circumstances where (i) one or more pricing sources fails to provide valuations to the Administrative Agent, which could have a significant impact on the Net Asset Value, or where (ii) the value of any asset(s) may not be determined as rapidly and accurately as required, the Administrative Agent is authorised not to calculate the Net Asset Value and as a result may be unable to determine subscription, conversion and redemption prices. The Board will be informed immediately by the Administrative Agent should this situation arise. The Board may then decide to suspend the calculation of the Net Asset Value in accordance with Article 14.

13.5 The liabilities of the Fund will be deemed to include:

- (a) all loans, bills and accounts payable;
- (b) all accrued interest on loans of the Fund (including accrued fees for commitment for such loans);
- (c) all accrued or payable administrative expenses;
- (d) all known liabilities, present and future, including all matured contractual obligations for payment of money or property;
- (e) an appropriate provision for future taxes based on capital and income to the relevant Valuation Date, as determined from time to time by the Board, and other reserves, if any, authorised and approved by the Board; and
- (f) all other liabilities of the Fund of whatsoever kind and nature except liabilities represented by Shares of the Fund. In determining the amount of such liabilities, the Board will take into account all expenses payable and all costs incurred by the Fund.

13.6 For the purpose of this Article 13,

(a) Shares to be issued by the Fund will be treated as being in issue as from the time specified by the Board on the Valuation Date with respect to which such valuation is made and from such time and until received by the Fund the price therefore will be deemed to be an asset of the Fund;

(b) Shares of the Fund to be redeemed (if any) will be treated as existing and taken into account until the date fixed for redemption, and from such time and until paid by the Fund the price therefore will be deemed to be a liability of the Fund;

(c) all investments, cash balances and other assets expressed in currencies other than the reference currency of the respective Class will be valued after taking into account the market rate or rates of exchange in force as of the Valuation Date; and

(d) where on any Valuation Date the Fund has contracted to:

(i) purchase any asset, the value of the consideration to be paid for such asset will be shown as a liability of the Fund and the value of the asset to be acquired will be shown as an asset of the Fund;

(ii) sell any asset, the value of the consideration to be received for such asset will be shown as an asset of the Fund and the asset to be delivered by the Fund will not be included in the assets of the Fund;

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

13.7 Allocation of assets and liabilities

The assets and liabilities of the Fund will be allocated as follows:

(a) the proceeds to be received from the issue of Shares of any Class will be applied in the books of the Fund corresponding to that Class, provided that if several Classes are outstanding in the Fund, the relevant amount will increase the proportion of the net assets attributable to that Class;

(b) the assets and liabilities and income and expenditure applied to one or more Classes will be attributable to the relevant Class or Classes;

(c) where any asset is derived from another asset, such asset will be attributable in the books of the Fund to the same Class or Classes as the assets from which it is derived and on each revaluation of such asset, the increase or decrease in value will be applied to the relevant Class or Classes;

(d) where the Fund incurs a liability in relation to any asset of one or more particular Classes or in relation to any action taken in connection with an asset of one or more particular Classes, such liability will be allocated to the relevant Class or Classes;

(e) in the case where any asset or liability of the Fund cannot be considered as being attributable to a particular Class, such asset or liability will be allocated to all the Classes pro rata to their respective Net Asset Values or in such other manner as determined by the Board acting in good faith, provided that (i) where assets of several Classes are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Fund, the respective right of each Class will correspond to the prorated portion resulting from the contribution of the relevant Class to the relevant account or pool, and (ii) such right will vary in accordance with the contributions and withdrawals made for the account of the Class, as described in the Offering Memorandum, and finally (iii) all liabilities, whatever Class they are attributable to, will, unless otherwise agreed upon with the creditors, be binding upon the Fund as a whole;

(f) upon the payment of distributions to the Shareholders of any Class, the Net Asset Value of such Class will be reduced by the amount of such distributions.

#### 13.8 General rules

(a) all valuation regulations and determinations will be interpreted and made in accordance with Luxembourg law;

(b) for the avoidance of doubt, the provisions of this Article 13 are rules for determining the Net Asset Value per Share and are not intended to affect the treatment for accounting or legal purposes of the assets and liabilities of the Fund or any Shares issued by the Fund;

(c) the Net Asset Value per Share of each Class is made public at the registered office of the Fund and available at the offices of the Administrative Agent. The Fund may arrange for the publication of this information in the reference currency of each Class and any other currency at the discretion of the Fund in leading financial newspapers. The Fund cannot accept any responsibility for any error or delay in publication or for non-publication of prices.

#### **Art. 14. Temporary Suspension of Calculation of Net Asset Value.**

14.1 The Fund may at any time and from time to time suspend the determination of the Net Asset Value of Shares of any Class, the issue of the Shares of such Class to subscribers and the redemption of the Shares of such Class from its Shareholders as well as conversions of Shares of any Class in the Fund:

(a) during any period when one or more exchanges which provide the basis for valuing a substantial portion of the assets of the Fund are closed other than for or during holidays or if dealings therein are restricted or suspended or where trading is restricted or suspended;

(b) during any period when, as a result of the political, economic, military, terrorist or monetary events or any circumstance outside the control, responsibility and power of the Board, or the existence of any state of affairs in the market, disposal of the assets of the Fund is not reasonably practical without materially and adversely affecting and prejudicing the interests of Shareholders or if, in the opinion of the Board, a fair price cannot be determined for the assets of the Fund;

(c) in the case of a breakdown of the means of communication normally used for valuing any asset of the Fund which is material or if for any reason the value of any asset of the Fund which is material in relation to the Net Asset Value (as to which the Board will have sole discretion) may not be determined as rapidly and accurately as required;

(d) if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Fund are rendered impracticable, or if purchases, sales, deposits and withdrawals of the assets of the Fund cannot be effected at the normal rates of exchange;

(e) when the value of a substantial part of the investments of the Fund or any intermediary vehicle may not be determined accurately;

(f) in circumstances as set out, and in accordance with, Article 13.4 above;

(g) when the net asset value calculation of, and/or the redemption right of investors in, one or more target UCIs representing a substantial portion of the assets of the Fund is suspended;

(h) when the suspension is required by law or legal process;

(i) when for any reason the Board determines that such suspension is in the best interests of investors;

(j) upon the publication of a notice convening an extraordinary General Meeting of Shareholders for the purpose of winding-up the Fund; or

(k) when for any other reason, the prices of any investments of the Fund cannot be determined promptly.

14.2 Any such suspension may be notified by the Fund in such manner as it may deem appropriate to the persons likely to be affected thereby. The Fund will notify Shareholders requesting redemption or conversion of their Shares of such suspension.

14.3 Any request for subscription, redemption and conversion will be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share. Withdrawal of a subscription or of an application for redemption or conversion will only be effective if written notification by letter or by fax is received by the Administrative Agent before termination of the period of suspension, failing which subscription, redemption applications not withdrawn will be processed on the first Valuation Date following the end of the suspension period, on the basis of the Net Asset Value per Share determined on such Valuation Date.

14.4 Under exceptional circumstances that may adversely affect the interests of Shareholders, or in case of massive redemption applications, the Board reserves the right only to determine the issue/redemption or conversion price after having executed, as soon as possible, the necessary sales of securities or other assets on behalf of the Fund. In this case, subscription, redemption and conversion applications in process will be dealt with on the basis of the Net Asset Value thus calculated.

### **Title III - Administration**

#### **Art. 15. Management.**

15.1 The Fund shall be managed by a Board composed of not less than three (3) members, who need not be Shareholders of the Fund.

15.2 The Directors shall be elected by resolution adopted by the General Meeting at the Ordinary Majority for a renewable term not exceeding six (6) years. The General Meeting shall further determine the number of Directors, their remuneration and the term of their office.

15.3 Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the General Meeting at the Ordinary Majority.

15.4 In the event of a vacancy in the office of a Director the remaining Directors may temporarily fill such vacancy. The Shareholders shall take a final decision regarding such vacancy at their next General Meeting.

15.5 When a legal entity is appointed as a Director of the Fund, such entity must designate a permanent representative in order to accomplish this task in its name and on its behalf. The permanent representative is subject to the same conditions and obligations, and incurs the same liability as if he was performing this task for his own account and on his own behalf, without prejudice to his and the entity's joint liability. The legal entity may not revoke a permanent representative unless it simultaneously appoints a new permanent representative.

15.6 The risk and portfolio management of the Fund shall be performed by an AIFM. The AIFM may be established (i) in Luxembourg and authorised under the AIFM Law, (ii) in another member state of the European Union or (iii) subject to article 66 (3) of the AIFM Directive, in a third country authorised under the AIFM Directive.

#### **Art. 16. Board Meetings.**

16.1 The Board shall appoint a chairman, and may appoint one or more vice-chairmen, among its members. The Board may also appoint a secretary, who needs not be a Director, who shall write and keep the minutes of the meetings of the Board and of the Shareholders.

16.2 The chairman shall preside at all meetings of the Board. In his absence, the other members of the Board shall appoint another chairman pro tempore who will preside at the relevant meeting by simple majority vote of the Directors present or represented at such meeting.

16.3 The Board shall meet upon call by the chairman, or any two Directors, at the place indicated in the notice of meeting.

16.4 Written notice of any meeting of the Board shall be given to all Directors at least twenty-four (24) 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.

16.5 No such written notice is required if all the members of the Board are present or represented during the meeting and if they state to have been duly informed, and to have had full knowledge of the agenda of the meeting. The written notice may be waived by the consent in writing, whether in original, by telefax, or e-mail to which an electronic signature is affixed, of each member of the Board. Separate notice shall not be required for meetings held at times and places fixed in a resolution passed by the Board.

16.6 Any Director may act at any meeting by appointing in writing another Director as his proxy.

16.7 The Board can validly debate and take decisions only if at least the majority of its members is present or represented. A Director may represent more than one of his colleagues, under the condition however that at least two Directors are present at the meeting or participate at such meeting by way of any means of communication that are permitted under the Articles and by the Companies Law. Decisions are taken by the majority of the members present or represented.

16.8 In case of a tied vote, the Chairman of the meeting will have a casting vote.



16.9 Any Director may participate in a meeting of the Board by audio or video conference or similar means of communications equipment whereby where (i) the persons attending the meeting can be identified, (ii) persons attending the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an ongoing basis and (iv) the Directors can properly deliberate. The participation in a meeting by these means is deemed equivalent to a participation in person at such meeting. A meeting of the Board held by such means of communication will be deemed to be held in Luxembourg.

16.10 Notwithstanding the foregoing, a resolution of the Board may also be passed in writing. Such resolution will consist of one or several documents containing the resolutions and signed, manually or electronically by means of an electronic signature which is valid under Luxembourg law, by each Director. The date of such resolution will be the date of the last signature.

#### **Art. 17. Board Resolutions.**

17.1 Resolutions of the Board will be recorded in minutes signed by the chairman or the member of the Board who presided such meeting.

17.2 Copies of 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.

#### **Art. 18. Powers of the Board.**

18.1 The Board is vested with the broadest powers to perform all acts of disposition and administration in the Fund's interest.

18.2 All powers not expressly reserved by law or by these Articles of Incorporation to the General Meeting are within the competence of the Board.

#### **Art. 19. Delegation of Powers.**

19.1 The Board may appoint a person, whether a Shareholder or not, or Director or not, who shall have full authority to act on behalf of the Fund in all matters concerned with the daily management of the affairs of the Fund.

19.2 The AIFM may delegate one or more of its duties on its behalf to third parties, provided that such delegation complies with the conditions of Article 18 of the AIFM Law if the AIFM is established in Luxembourg, or with those of Article 66(3) of the AIFM Directive if the AIFM is established in a third country in the meaning of the AIFM Directive.

19.3 The Board may appoint a person, whether a Shareholder or not, or a Director or not, as permanent representative for any entity in which the Fund is appointed as member of the board of directors. This permanent representative will act with all discretion, but in the name and on behalf of the Fund, and may bind the Fund in its capacity as member of the board of directors of any such entity.

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

19.5 The Board may establish committees and delegate to such committees full authority to act on behalf of the Fund in all matters concerned with the daily management and affairs of the Fund or to act in a purely advisory capacity to the Fund. The rules concerning the composition, functions, duties, remuneration of these committees will be as set forth in the Offering Memorandum.

#### **Art. 20. Corporate Signature.**

20.1 The Fund shall be bound towards third parties in all matters by the joint signatures of any two members of the Board.

20.2 The Fund shall further be bound by the joint signatures of any persons or the sole signature of the person to whom specific signatory power has been granted by the Board, but only within the limits of such power. Within the boundaries of the daily management, the Fund shall be bound by the sole signature, as the case may be, of the person appointed to that effect in accordance with the Article 18.1 above.

#### **Art. 21. Investment Policies and Restrictions.**

21.1 The Board, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of the Fund, (ii) the hedging strategy to be applied to specific Classes within the Fund and (iii) the course of conduct of the management and business affairs of the Fund, all within the investment powers and restrictions as will be set forth by the Board in the Offering Memorandum, in compliance with applicable laws and regulations.

21.2 The Board shall also have power to determine any restrictions which will from time to time be applicable to the investment of the Fund's assets, in accordance with the SIF Law including, without limitation, restrictions in respect of:

(a) the borrowings of the Fund and the pledging of its assets; and

(b) the maximum percentage of the Fund's assets which it may invest in any single underlying asset and the maximum percentage of any type of investment which it may acquire.

21.3 The Board, acting in the best interests of the Fund, may decide, in accordance with the terms of the Offering Memorandum, that all or part of the assets of the Fund be co-managed on a segregated basis with other assets held by other investors, including other UCIs and/or their sub-funds.

**Art. 22. Depositary.**

22.1 The Fund shall enter into a depositary agreement with a Depositary who will assume towards the Fund and its Shareholders the responsibilities provided by the SIF Law and the AIFM Law. The fees payable to the Depositary will be determined in the depositary agreement.

22.2 In the event of the Depositary wishes to retire, the Board shall within two months appoint another financial institution to act as depositary and upon doing so the Board shall appoint such institution to be depositary in place of the retiring Depositary. The Board shall have power to terminate the appointment of the Depositary but shall not remove the Depositary unless and until a successor depositary will have been appointed in accordance with this provision to replace the Depositary.

**Art. 23. Conflict of Interests.**

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

23.2 In the event that any Director or officer of the Fund may have in any transaction of the Fund an interest different to the interests of the Fund, such Director or officer shall make known to the Board such conflict of interests and shall not consider or vote on any such transaction and such transaction, and such Director's or officer's interest therein shall be reported to the next succeeding meeting of Shareholders.

23.3 The conflict of interests referred to in the preceding paragraph, shall not include any relationship with or interest in any matter, position or transaction involving the sponsor, the investment manager, the depositary, the administrator, the distributors as well as any other person as may from time to time be determined by the Board on its discretion.

**Art. 24. Indemnification.**

24.1 The Fund may indemnify any Director, officer or committee member and each of their managers, directors, officers, agents and employees (each referred to as an Indemnified Person) against expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being or having been a Director or officer or committee member of the Fund or, at their request, of any other entity of which the Fund is a Shareholder or creditor and from which they are not entitled to be indemnified, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Fund is advised by counsel that the person to be indemnified did not commit such a breach of duty.

24.2 The Board may decide that expenses effectively incurred by any Indemnified Person in accordance with this Article may be advanced to that Indemnified Person, provided that the Indemnified Person shall repay the advanced amounts if it is ultimately determined that it has not met the standard of care for which indemnification is available.

24.3 The Fund may, wherever deemed appropriate, provide professional, directors' and officers' or other adequate indemnity insurance coverage to one or more Indemnified Persons.

24.4 The foregoing right of indemnification shall not exclude other rights to which such indemnified Person may be entitled.

**Title IV - General Meetings****Art. 25. Powers.**

25.1 The General Meeting shall represent the entire body of Shareholders of the Fund.

25.2 Its resolutions shall be binding upon all the Shareholders of the Fund. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Fund.

**Art. 26. Annual General Meeting of Shareholders, Other Meetings.**

26.1 The annual General Meeting is held every year at the Fund's registered office or at any other address in Luxembourg indicated in the convening notice. The annual General Meeting shall be held on the third Friday of June at 11 am (Luxembourg time) unless this day is not a Business Day, in which case the General Meeting shall be held on the preceding Business Day.

26.2 The annual General Meeting may be held abroad if, in the absolute and final judgment of the Board exceptional circumstances so require.

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

26.4 Any Shareholder may participate in a General Meeting by conference call, video conference or similar means of communications equipment whereby (i) the Shareholders attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an on-going

basis and (iv) the Shareholders can properly deliberate, and participating in a meeting by such means will constitute presence in person at such meeting.

**Art. 27. Notice, Quorum, Convening Notices, Powers of Attorney and Vote.**

27.1 The notice periods and quorum provided for by the Companies Law shall govern the notice for, and the conduct of, the General Meetings, unless otherwise provided herein.

27.2 The Board or, if exceptional circumstances require so, any two Directors acting jointly may convene a General Meeting. They shall be obliged to convene it so that it is held within a period of one month, if Shareholders representing one-tenth of the capital require it in writing, with an indication of the agenda. One or more Shareholders representing at least one tenth of the subscribed capital may require the entry of one or more items on the agenda of any General Meeting. This request must be addressed to the Fund at least 5 (five) days before the relevant General Meeting.

27.3 As all the Shares are in registered form, the convening notices may be made by registered letters only.

27.4 Each Share is entitled to one vote, subject to Article 7.7.

27.5 Except as otherwise required by the Companies Law or these Articles, resolutions at a General Meeting shall be passed at the Ordinary Majority and resolutions relating to the amendment of these Articles shall be passed at the Special Majority.

27.6 Notwithstanding the foregoing, any increase of any Shareholder's commitment, change of the Fund's nationality, modification of any right to distribution, modification of the majority requirements for the amendment of the Articles shall require the unanimous consent of the Shareholders.

27.7 A Shareholder may act at any General Meeting by appointing another person who need not be a Shareholder as its proxy in writing whether in original, by telefax, or e-mail to which an electronic signature (which is valid under Luxembourg law) is affixed.

27.8 If all the Shareholders of the Fund are present or represented at a General Meeting, and consider themselves as being duly convened and informed of the agenda of the meeting, the meeting may be held without prior notice.

27.9 The Shareholders may vote in writing (by way of a voting bulletins) on resolutions submitted to the General Meeting provided that the written voting bulletins include (i) the name, first name, address and the signature of the relevant Shareholder, (ii) the indication of the Shares for which the Shareholder will exercise such right, (iii) the agenda as set forth in the convening notice and (iv) the voting instructions (approval, refusal, abstention) for each point of the agenda. In order to be taken into account, the original voting bulletins must be received by the Fund 72 (seventy-two) hours before the relevant General Meeting. Votes relating to Shares for which the Shareholder did not participate in the vote, abstain from voting, cast a blank (blanc) or spoilt (nul) vote are not taken into account to calculate a majority.

27.10 Before commencing any deliberations, the Shareholders shall elect a chairman of the General Meeting. The chairman shall appoint a secretary and the Shareholders shall appoint a scrutineer. The chairman, the secretary and the scrutineer form the General Meeting's bureau.

27.11 The minutes of the General Meeting shall be signed by the members of the bureau of the General Meeting and by any Shareholder who wishes to do so.

27.12 However, in case decisions of the General Meeting have to be certified, copies or extracts for use in court or elsewhere must be signed by the chairman of the Board or any two other Directors.

**Art. 28. General Meetings of Shareholders held in Class.**

28.1 Shareholders of any Class may hold, at any time, General Meetings to decide on any matters which relate exclusively to that Class.

28.2 The provisions of Article 27 apply to such General Meetings, unless the context otherwise requires or admits.

**Title VI. Accounts - Distributions**

**Art. 29. Accounting Period.**

29.1 Unless otherwise provided herein, the Accounting Period of the Fund shall commence each year on the first day of January and shall end on the last day of December of the same year.

**Art. 30. Accounts.**

30.1 Each year, at the end of the financial year, the Board shall draw up the annual accounts of the Fund in accordance with generally accepted accounting principles in Luxembourg (Lux GAAP) and in the form required by the SIF Law.

30.2 At the latest one month prior to the annual General Meeting, the Board shall submit the Fund's balance sheet and profit and loss account together with its report and such other documents as may be required by law to the independent auditor of the Fund who will thereupon draw up its report.

30.3 At the latest fifteen (15) days prior to the annual General Meeting, the balance sheet, the profit and loss account, the reports of the Board and of the independent auditor and such other documents as may be required by law shall be deposited at the registered office of the Fund where they shall be available for inspection by the Shareholders during regular business hours.

30.4 The annual accounts shall be approved by the annual General Meeting.



**Art. 31. Auditor.**

31.1 The accounting data related in the annual report of the Fund shall be examined by an independent auditor (réviseur d'entreprises agréé) appointed by the General Meeting and remunerated by the Fund.

31.2 The auditor shall fulfil the duties prescribed by the SIF Law.

**Art. 32. Distributions.**

32.1 The General Meeting determines, upon proposal from the Board and within the limits provided by law and the Offering Memorandum, how the income from the Fund shall be applied with regard to each existing Class, and may declare, or authorise the Board to declare, dividends.

32.2 For any Class entitled to dividends, the Board may decide to pay interim dividends in accordance with legal provisions.

32.3 Payments of dividends to Shareholders shall be made to such Shareholders at their addresses in the register of Shareholders.

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

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

32.6 Any dividend that has not been claimed within five years of its declaration shall be forfeited and revert to the relevant Class or Classes.

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

**Title VII. Dissolution - Liquidation - Merger****Art. 33. Dissolution and Liquidation of the Fund.**

33.1 The Fund may at any time be dissolved by a resolution of the General Meeting passed at the Special Majority.

33.2 Whenever the share capital falls below two thirds of the minimum capital indicated in Article 5.3, the Board shall refer the question of the dissolution of the Fund to the General Meeting, whose resolutions may be adopted at the Ordinary Majority.

33.3 Whenever the share capital falls below one quarter of the minimum capital indicated in Article 5.3, the Board shall refer the question of the dissolution of the Fund to the General Meeting, which shall be held without any quorum requirements and may decide the dissolution of the Fund by a resolution of Shareholders holding twenty-five (25%) of the Shares represented at such General Meeting.

33.4 Where the holding of a General Meeting is required in accordance with Article 33.2 or 33.3 above, such General Meeting must be convened so that it is held within a period of forty (40) days from the assessment that the net assets of the Fund have fallen below two thirds or one quarter of the legal minimum, as the case may be.

33.5 In the event of dissolution of the Fund, liquidation shall be carried out by one or several liquidators (who may be individuals or legal entities) appointed by the General Meeting deciding on such dissolution and subject to the approval of the CSSF. The General Meeting shall also determine the powers and the compensation of the liquidators.

33.6 The operations of liquidation shall be carried out pursuant to Luxembourg applicable laws.

33.7 The net proceeds of liquidation shall be distributed by the liquidator to the Shareholders in accordance with the rules applicable to the allocation of profits as referred to under Article 32 above.

33.8 Any liquidation proceeds that cannot be distributed to their beneficiaries upon the implementation of the liquidation shall be deposited with the Luxembourg "Caisse de Consignation". If amounts deposited remain unclaimed beyond the prescribed time limit, they shall be forfeited.

**Art. 34. Liquidation or Merger of Classes of Shares.**

34.1 In the event that for any reason the Net Asset Value of any Class has decreased to, or has not reached, an amount determined by the Board to be the minimum level for such Class to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation, or as a matter of economic rationalisation, the Board may decide to offer to the relevant Shareholders the conversion of their Shares into Shares of another Class under terms fixed by the Board or to redeem all the Shares of the relevant Class or Classes at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision shall take effect. The Fund shall serve a notice to the holders of the relevant Shares prior to the effective date for the compulsory redemption, which shall indicate the reasons for and the procedure for the redemption operations.

34.2 Any request for subscription shall be suspended as from the moment of the announcement of the termination, the merger or the transfer of the relevant Class.

34.3 In addition, the General Meeting of any Class shall, in any other circumstances, have the power, upon proposal from the Board, to redeem all the Shares of the relevant Class and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the

Valuation Date immediately preceding the date at which such decision shall take effect. There shall be no quorum requirements for a General Meeting constituted pursuant to this Article 34, which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting.

34.4 Assets which may not be distributed to their beneficiaries upon the implementation of the redemption shall be deposited with a bank or credit institution as defined by the act dated 5 April 1993 on the financial sector, as amended for a period of six months; after such period, the assets shall be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

34.5 All redeemed Shares shall be cancelled.

34.6 The Board may decide to allocate the assets of the Fund to those of another UCI organised under the provisions of the SIF Law or of Part II of the law of 17 December 2010 concerning UCIs, as amended, or to another sub-fund within such other UCI (the "New Sub-fund") and to redesignate the Shares of the Fund as shares of the New Sub-fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision shall be communicated in the same manner as described in the first paragraph of this Article one month before its effectiveness (and, in addition, the publication shall contain information in relation to the New Sub-fund), in order to enable Shareholders to request redemption of their Shares, free of charge, during such period.

34.7 Furthermore, a contribution of the assets and liabilities attributable to any Class to another UCI referred to in Article 34.6 or to another sub-fund within such other UCI shall require a resolution of the General Meeting of the relevant Class passed at the Special Majority, except when such an amalgamation is to be implemented with a Luxembourg UCI of the contractual type (fonds commun de placement) or a foreign based UCI, in which case resolutions of the General Meeting shall be binding only on such Shareholders who have voted in favour of such amalgamation.

## Title VIII. General

### Art. 35. Applicable Law.

35.1 All matters not governed by these Articles of Incorporation shall be determined in accordance with the Companies Law, the SIF Law and the AIFM Law."

#### *Eighth resolution*

The Meeting resolves that:

- (a) the resignation of Rossan Corporate Management Ltd as director of the Company be accepted;
- (b) Rossan Corporate Management Ltd and Clive Harris be granted full discharge for the performance of their duties as directors of the Company for the time it was a British Virgin Islands business company.
- (c) the following directors be appointed as directors of the Company with immediate effect until the annual general meeting to be held in 2015:
  - (i) Michel Donegani, born on 18 February 1963 in Valais (Switzerland), with professional address at 7, route de la Longeraie, CH-1110 Morges (Switzerland);
  - (ii) Alexander van Zeeland, born on 16 October 1970 in Den Haag (The Netherlands), with professional address at 64, rue Principale, L-5367 Schuttrange;
  - (iii) Hugo Neuman, born on 21 October 1960 in Amsterdam (The Netherlands), with professional address at 16, rue JB Fresez, L-1542 Luxembourg; and
  - (iv) Clive Harris, born on 13 February 1955 in London (United Kingdom), with professional address at 5, Olivias Cove, PO Box 30142, Grand Cayman KY1-1201, Cayman Islands.

#### *Ninth resolution*

The Meeting resolves that the resignation of Deloitte & Touche as auditors of the Company be and is hereby accepted and that KPMG Luxembourg S.à r.l. be and is hereby appointed as independent auditors of the Company with immediate effect until the annual general meeting to be held in 2015.

#### *Tenth resolution*

The Meeting resolves that the first accounting year under Luxembourg law begin on 14 July 2014 and end on 31 December 2014.

#### *Eleventh resolution*

The Meeting resolves that the net asset value statement as at 31 May 2014 drafted for the transfer of the registered office and consequent nationality change, integrally corresponds to the net asset value statement as of 14 July 2014 in Luxembourg.

#### *Twelfth resolution*

The Meeting resolves to authorise Mr Alex van Zeeland, acting individually, with power of substitution, to take all required legal steps in order to implement the above resolutions.

*Statement - Costs*

The amount, approximately at least, of costs, expenses, salaries or charges, in whatever form it may be incurred or charged to the Company as a result of its formation, is approximately evaluated at EUR 7,500.-

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

Whereof, the present notarial deed is drawn up in Luxembourg, at the office of the undersigned notary, on the day named at the beginning of this document.

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

Signé: A. VAN ZEELAND, J. SCANLON, A. PAPAYFANTI et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 22 juillet 2014. Relation: LAC/2014/34373. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

POUR EXPEDITION CONFORME - délivrée à la société sur demande.

Luxembourg, le 31 juillet 2014.

Référence de publication: 2014121775/1003.

(140139731) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 août 2014.

**IVH Lux Holdings 2 S.à r.l., Société à responsabilité limitée.**

**Capital social: GBP 1.795.016,00.**

Siège social: L-2341 Luxembourg, 5, rue du Plébiscite.

R.C.S. Luxembourg B 187.971.

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

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

THERE APPEARED:

1. IVH Lux Holdings 1 S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and organised under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue du Plébiscite, L-2341 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 187970 and having a share capital of five hundred sixteen British Pound Sterling (GBP 516,000) (the IVH1),

hereby represented by Solange Wolter, whose professional address is in Luxembourg, by virtue of a power of attorney given under private seal.

2. First Manco Limited, a private limited partnership, incorporated and existing under the laws of England and Wales, registered with the Registrar of Companies for England and Wales under number 9123139 (First Manco and together with IVH1, the Shareholders),

hereby represented by Solange Wolter, whose professional address is in Luxembourg, by virtue of a power of attorney given under private seal

After signature ne varietur by the authorized representative of the Shareholders and the undersigned notary, the powers of attorney will remain attached to this deed to be registered with it.

The Shareholders, represented as set out above, has requested the undersigned notary to record the following:

I. That the Shareholders holds all issued and outstanding shares of IVH Lux Holdings 2 S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and organised under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue du Plébiscite, L-2341 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 187971 and having a share capital of six hundred forty thousand two hundred ten British Pound Sterling (GBP 640,210) (the Company).

II. That the Company has been incorporated pursuant to a deed of Maître Edouard Delosch, notary residing in Diekirch, Grand Duchy of Luxembourg, on June 20, 2014, not yet published in the Mémorial C, Recueil des Sociétés et Associations. The articles of association of the Company have been amended for the last time pursuant to a deed of the undersigned notary on July 16, 2014 (the Articles).

III. That the Shareholders have unanimously taken the following resolutions:

*First resolution*

The Shareholders resolve to increase the Company's share capital by an amount of one million one hundred fifty-four thousand eight hundred six British Pound Sterling (GBP 1,154,806) so as to raise it from its current amount of six hundred forty thousand two hundred ten British Pound Sterling (GBP 640,210) to one million seven hundred ninety-five thousand sixteen British Pound Sterling (GBP 1,795,016), by way of issuance of:

(i) eight hundred eleven thousand six hundred seventy (811,670) B Shares, with a nominal value of one British Pound Sterling (GBP 1) each; and

(ii) three hundred forty-three thousand one hundred thirty-six (343,136) D Shares, with a nominal value of one British Pound Sterling (GBP 1) each,

each having the same rights, obligations and characteristics as the relevant existing shares in the share capital of the Company.

#### *Second resolution*

The Shareholders resolve to accept and record the following subscriptions for and the full payment of the share capital increase as follows:

#### *Subscriptions - Payments*

Thereupon,

1. Stuart Caton, residing at Far Longham, Bolham Water, Clayhidon, Cullompton, Devon EX15 3QB, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to (i) ninety-two thousand two hundred eighty-nine (92,289) B shares and (ii) seventy-seven thousand one hundred twelve (77,112) D shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately fourteen point six-seven percent (14.67%) (the Interest 1) in the receivable due by First Topco Limited (the Receivable). The Interest 1 has at least an aggregate value of one hundred sixty-nine thousand four hundred one British Pound Sterling (GBP 169,401), corresponding to the nominal value of the B and D shares so issued, and is allocated entirely to the share capital account of the Company relating to the B and D shares, respectively.

2. Martin Caton, residing at Cartref House, Ringwood Road, Stoney cross, Lyndhurst, Hampshire SO43 7GN, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to sixty thousand (60,000) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately five point twenty percent (5.20%) (the Interest 2) in the Receivable. The Interest 2 has at least an aggregate value of sixty thousand British Pound Sterling (GBP 60,000), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

3. John Campbell, residing at 73 Priory Close, Bath BA2 5AP, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to forty thousand (40,000) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately three point forty-six percent (3.46%) (the Interest 3) in the Receivable. The Interest 3 has at least an aggregate value of forty thousand British Pound Sterling (GBP 40,000), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

4. Alex Gough, residing at Old School House, Station Road, Clutton, Bath BS39 5RA, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to forty thousand (40,000) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately three point forty-six percent (3.46%) (the Interest 4) in the Receivable. The Interest 4 has at least an aggregate value of forty thousand British Pound Sterling (GBP 40,000), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

5. Paul Smith, residing at 38 Fennel Road, Portishead, Somerset BS20 7FB, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to (i) five thousand (5,000) B shares and (ii) seven thousand seven hundred ten (7,710) D shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately one point ten percent (1.10%) (the Interest 5) in the Receivable. The Interest 5 has at least an aggregate value of twelve thousand seven hundred ten British Pound Sterling (GBP 12,710), corresponding to the nominal value of the B and D shares so issued, and is allocated entirely to the share capital account of the Company relating to the B and D shares, respectively.

6. Douglas Veitch, residing at Hill House, Skew Lane, Quarley, Near Andover, Hampshire, SP11 8PZ, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to twenty thousand (20,000) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately one point seventy-three percent (1.73%) (the Interest 6) in the Receivable. The Interest 6 has at least an aggregate value of twenty thousand British Pound Sterling (GBP 20,000), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

7. Alasdair Moore, residing at 32 Beech Road, Shipham, Winscombe, Somerset BS25 1SB, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to thirteen thousand

eight hundred ninety-five (13,895) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately one point twenty percent (1.20%) (the Interest 7) in the Receivable. The Interest 7 has at least an aggregate value of thirteen thousand eight hundred ninety-five British Pound Sterling (GBP 13,895), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

8. Graham Avent, residing at 8 Home Mead, Corsham, Wiltshire SN13 9UB, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to (i) four thousand one hundred twenty-five (4,125) B shares and (ii) seven thousand seven hundred ten (7,710) D shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately one point two percent (1.02%) (the Interest 8) in the Receivable. The Interest 8 has at least an aggregate value of eleven thousand eight hundred thirty-five British Pound Sterling (GBP 11,835), corresponding to the B and D shares so issued, and is allocated entirely to the share capital account of the Company relating to the B and D shares, respectively.

9. David Tweedle, residing at 21 Longfield, Mells, Frome BA11 3PY, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to thirteen thousand eight hundred ninety-five (13,895) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately one point twenty percent (1.20%) (the Interest 9) in the Receivable. The Interest 9 has at least an aggregate value of thirteen thousand eight hundred ninety-five British Pound Sterling (GBP 13,895), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

10. Richard Rowe, residing at Ellfield House, Merlin Haven, Wotton-under-Edge GL12 7NA, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to twenty-five thousand (25,000) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately two point sixteen percent (2.16%) (the Interest 10) in the Receivable. The Interest 10 has at least an aggregate value of twenty-five thousand British Pound Sterling (GBP 25,000), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

11. Brian Hildick-Smith, residing at Kirrin House, Kings Lane, Horton, Chipping Sodbury, Bristol BS37 6PB, U.K., represented by virtue of a power of attorney given under private seal, declares to subscribe to twenty-five thousand (25,000) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately two point sixteen percent (2.16%) (the Interest 11) in the Receivable. The Interest 11 has at least an aggregate value of twenty-five thousand British Pound Sterling (GBP 25,000), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

12. Chris Artingstall, residing at Panswold Waterly Bottom, North Nibley, Dursley GL11 6EG, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to seventy-five thousand (75,000) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately six point forty-nine percent (6.49%) (the Interest 12) in the Receivable. The Interest 12 has at least an aggregate value of seventy-five thousand British Pound Sterling (GBP 75,000), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

13. Timothy Knott, residing at York House, Newport, Berkeley GL13 9PY, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to seventy-five thousand (75,000) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately six point forty-nine percent (6.49%) (the Interest 13) in the Receivable. The Interest 13 has at least an aggregate value of seventy-five thousand British Pound Sterling (GBP 75,000), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

14. Kate James, residing at Tanhouse Farm Cottage, Tanhouse Lane, Yate, Bristol BS37 7QL, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to nine thousand eight hundred ninety-five (9,895) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately zero point eighty-six percent (0.86%) (the Interest 14) in the Receivable. The Interest 14 has at least an aggregate value of nine thousand eight hundred ninety-five British Pound Sterling (GBP 9,895), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

15. Sally Schroeder, residing at 41 Nightingale Road, Hitchin, Hertfordshire SG5 1RE, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to nine thousand forty (9,040) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately zero point seventy-eight percent (0.78%) (the Interest 15) in the Receivable. The Interest 15 has at least an aggregate value of nine thousand forty British Pound Sterling



(GBP 9,040), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

16. Sarah Richardson, residing at 27 Tower Close, Little Wymondley, Hertfordshire SG4 7LG, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to three thousand sixty-eight (3,068) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately zero point twenty-seven percent (0.27%) (the Interest 16) in the Receivable. The Interest 16 has at least an aggregate value of three thousand sixty-eight British Pound Sterling (GBP 3,068), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

17. Lynn Pearce, residing at 14 Rook Tree Way, Haynes, Bedfordshire MK46 3PT, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to two thousand seven hundred forty (2,740) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately zero point twenty-four percent (0.24%) (the Interest 17) in the Receivable. The Interest 17 has at least an aggregate value of two thousand seven hundred forty British Pound Sterling (GBP 2,740), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

18. Paul Atkinson, residing at 71 Main Street, Swanland, North Ferriby HU14 3QP, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to twenty-six thousand six hundred five (26,605) B shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately two point thirty percent (2.30%) (the Interest 18) in the Receivable. The Interest 18 has at least an aggregate value of twenty-six thousand six hundred five British Pound Sterling (GBP 26,605), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares.

19. Paul Cowling, residing at 1 Court Meadow Close, Rotherfield, East Sussex TN6 3LW, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to (i) twenty thousand eight hundred forty-two (20,842) B shares and (ii) fifty-seven thousand eight hundred thirty-two (57,832) D shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately six point eighty-one percent (8.61%) (the Interest 19) in the Receivable. The Interest 19 has at least an aggregate value of seventy-eight thousand six hundred seventy-four British Pound Sterling (GBP 78,674), corresponding to the nominal value of the B and D shares so issued, and is allocated entirely to the share capital account of the Company relating to the B and D shares, respectively.

20. David Hillier, residing at 16 Caroline Buildings, Bath BA2 4JH, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to (i) two hundred twenty-two thousand three hundred forty-eight (222,348) B shares and (ii) one hundred fifteen thousand six hundred sixty-five (115,665) D shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately twenty-nine point twenty-seven (29.27%) (the Interest 20) in the Receivable. The Interest 20 has at least an aggregate value of three hundred thirty-eight thousand thirteen British Pound Sterling (GBP 338,013), corresponding to the nominal value of the B and D shares so issued, and is allocated entirely to the share capital account of the Company relating to the B and D shares, respectively.

21. Amanda Davis, residing at Flat 5, 19 Marlborough Buildings, Bath BA1 2LY, U.K., represented by Solange Wolter, prenamed, by virtue of a power of attorney given under private seal, declares to subscribe to (i) twenty-seven thousand nine hundred twenty-eight (27,928) B shares and (ii) seventy-seven thousand one hundred seven (77,107) D shares, all in registered form and having a par value of one British Pound Sterling (GBP 1) each, and fully pays them up by way of a contribution in kind of an interest of approximately nine point ten percent (9.10%) (the Interest 21) in the Receivable. The Interest 21 has at least an aggregate value of one hundred five thousand thirty-five British Pound Sterling (GBP 105,035), corresponding to the nominal value of the B shares so issued, and is allocated entirely to the share capital account of the Company relating to the B shares

The Interest 1 to and including the Interest 21 represent hundred percent (100%) of the Receivable. The persons listed above from the point 1 to and including the point 21 are collectively hereinafter referred to as the Contributors.

The value of the Receivable is, based on the below valuation, valued at least an aggregate amount of one million one hundred fifty-four thousand six British Pound Sterling (GBP 1,154,806).

It results from such certificate that, as per its date of execution:

The Contributors are the legal and beneficial owner of the Receivable;

1) The Receivable is not encumbered with any pledge or usufruct, there exists no right to acquire any pledge or usufruct on the Receivable and the Receivable is not subject to any attachment;

2) There exist neither pre-emption rights nor any other rights by virtue of which any person may be entitled to demand that the Receivable be transferred to him;

3) All formalities required in Luxembourg or any relevant jurisdiction subsequent to the contribution in kind of the Receivable to the Company will be effected upon receipt of a certified copy of the notarial deed documenting the said contribution in kind;

4) All corporate, regulatory and other approvals for the execution, delivery and performance of the Receivable to the Company, as the case may be, have been obtained or, in the case of the Contributors will be obtained in a manner permitted by the laws of the jurisdiction in which the Contributors are registered;

5) All formalities to transfer the legal ownership of the Receivable contributed to the Company have been or will be accomplished by the Contributors and upon the contribution of the Receivable by the Contributors to the Company, the Company will become the full owner of the Receivable;

6) According to the applicable law and other organizational documents, as amended, the Receivable is freely transferrable;

7) The Contributors are solely entitled to the Receivable and possesses the power to dispose of the Receivable; and

8) Based on Luxembourg generally accepted accounting principles, the value of the Receivable is at least equal to one million one hundred fifty-four eight hundred six British Pound Sterling (GBP 1,154,806) and since such valuation no material changes have occurred which would have depreciated the value of the contribution of the Receivable to the Company”.

Such certificate, after having been signed signature ne varietur by the proxyholder of the appearing party and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

The aggregate amount of one million one hundred fifty-four eight hundred eight British Pound Sterling (GBP 1,154,806) is thus at the Company’s disposal, such amount has been entirely allocated to the share capital account of the Company.

As a result, the share capital of the Company is composed as follows:

Shareholder	Number and class of shares
IVH Lux Holdings 1 S.à r.l. . . . . .	516,000 A shares 116,500 B shares and
First Manco Limited . . . . .	7,710 D shares 92,289 B shares and
Stuart Caton . . . . .	77,112 D shares
Martin Caton . . . . .	60,000 B shares
John Campbell . . . . .	40,000 B shares
Alex Gough . . . . .	40,000 B shares 5,000 B shares and
Paul Smith . . . . .	7,710 D shares
Douglas Veitch . . . . .	20,000 B shares
Alasdair Moore . . . . .	13,895 B shares 4,125 B shares and
Graham Avent . . . . .	7,710 D shares
David Tweedle . . . . .	13,895 B shares
Richard Rowe . . . . .	25,000 B shares
Brian Hildick-Smith . . . . .	25,000 B shares
Chris Artingstall . . . . .	75,000 B shares
Timothy Knott . . . . .	75,000 B shares
Kate James . . . . .	9,895 B shares
Sally Schroeder . . . . .	9,040 B shares
Sarah Richardson . . . . .	3,068 B shares
Lynn Pearce . . . . .	2,740 B shares
Paul Atkinson . . . . .	26,605 B shares
Paul Cowling . . . . .	20,842 B shares and 57,832 D shares 222,348 B shares and
David Hillier . . . . .	115,665 D shares 27,928 B shares and
Amanda Davis . . . . .	77,107 D shares
Total . . . . .	1,795,016 shares

The Shareholders and the Contributors are hereinafter referred to as the Shareholders.

#### *Third resolution*

As a consequence of the foregoing resolutions, the Shareholders resolve to amend article 5 of the Articles so that it shall henceforth read as follows:

## **Art. 5. "Capital.**

5.1. The share capital is set at one million seven hundred ninety-five thousand sixteen British Pound Sterling (GBP 1,795,016), represented by:

- five hundred sixteen thousand (516,000) A shares in registered form, having a nominal value of one British Pound Sterling (GBP 1) each;
- nine hundred twenty-eight thousand one hundred seventy (928,170) B shares in registered form, having a nominal value of one British Pound Sterling (GBP 1) each; and
- three hundred fifty thousand eight hundred forty-six (350,846) D shares in registered form, having a nominal value of one British Pound Sterling (GBP 1) each.

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

### *Fourth resolution*

The Shareholders resolve to amend the register of shareholders of the Company in order to reflect the above changes with power and authority given to any manager of the Company to proceed, on behalf of the Company, to the registration of the above changes and to do any formalities in connection therewith.

### *Estimate of Costs*

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

### *Declaration*

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

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

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

### **Suit la version française de l'acte qui précède:**

L'an deux mille quatorze, le seize juillet.

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

#### **ONT COMPARU:**

1. IVH Lux Holdings 1 S.à r.l., une société à responsabilité limitée constituée et organisée selon les lois du Grand-Duché de Luxembourg, dont le siège social est établi au 5, rue du Plébiscite, L-2341 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 187970 et disposant d'un capital social de cinq cent seize mille livres sterling (GBP 516,000) (IVH1),

ici représentée par Solange Wolter, de résidence professionnelle à Luxembourg, en vertu d'une procuration donnée sous seing privé.

2. First Manco Limited, un private limited partnership, constitué et existant selon les lois d'Angleterre et du Pays de Galle, enregistré auprès du Registrar of Companies for England and Wales sous le numéro 9123139 (First Manco et avec IVH1, les Associés),

ici représenté par Solange Wolter, de résidence professionnelle à Luxembourg, en vertu d'une procuration donnée sous seing privé.

Après signature ne varietur par le mandataire des Associés et le notaire instrumentant, la procuration restera annexée au présent acte pour être enregistré avec lui.

Les Associés, représentés comme indiqué ci-dessus, ont requis le notaire instrumentant d'acter ce qui suit:

I. Que les Associés détiennent toutes les parts sociales émises et en circulation de IVH Lux Holdings 2 S.à r.l., une société à responsabilité limitée constituée et organisée selon les lois du Grand-Duché de Luxembourg, dont le siège social est établi au 5, rue du Plébiscite, L-2341 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 187971 et disposant d'un capital social de six cent quarante mille deux cent dix livres sterling (GBP 640.210) (la Société).

II. Que la Société a été constituée suivant un acte de Maître Edouard Delosch, notaire de résidence à Diekirch, Grand-Duché de Luxembourg, le 20 juin 2014, en cours de publication au Mémorial C, Recueil des Sociétés et Associations. Les statuts de la Société ont été modifiés à plusieurs reprises et pour la dernière fois suivant un acte du notaire instrumentant le 16 juillet 2014 (les Statuts).

III. Que les Associés ont pris les résolutions suivantes:



### *Première résolution*

L'Associé Unique décide d'augmenter le capital social de la Société par un montant d'un million cent cinquante-quatre mille huit cent six livres sterling (GBP 1.154.806) de sorte de la porter de son montant actuel de six cent quarante mille deux cent dix livres sterling (GBP 640.210) à un million sept cent quatre-vingt-quinze mille seize livres sterling (GBP 1.795.016), par voie d'émission de:

(i) huit cent onze mille six cent soixante-dix (811.670) parts sociales B, ayant une valeur nominale d'une livre sterling (GBP 1) chacune; et

(ii) trois cent quarante-trois mille cent trente-six (343.136) parts sociales D, ayant une valeur nominale d'une livre sterling (GBP 1) chacune,

Chacune ayant les droits, obligations et caractéristiques que les parts sociales existantes concernées dans le capital social de la Société.

### *Deuxième résolution*

Les Associés décident d'accepter et enregistrer les souscriptions suivantes à et les libérations intégrales de l'augmentation de capital social comme suit:

#### *Souscriptions - Libérations*

Sur ces faits,

1. Stuart Caton, résidant à Far Longham, Bolham Water, Clayhidon, Cullompton, Devon EX15 3QB, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à (i) quatre-vingt-douze mille deux cent quatre-vingt-neuf (92.289) parts sociales B et (ii) soixante-dix-sept mille cent douze (77.112) parts sociales D, toutes sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ quatorze virgule soixante-sept pour cent (14,67%) (l'Intérêt 1) dans la créance due par First Topco Limited (la Créance). L'Intérêt 1 a au moins une valeur totale de cent soixante-neuf mille quatre cent un livres sterling (GBP 169.401), correspondant à la valeur nominale des parts sociales B et D ainsi émises, et est intégralement affecté respectivement au compte de capital social de la Société relié aux parts sociales B et aux parts sociales D.

2. Martin Caton, résidant à Cartref House, Ringwood Road, Stoney cross, Lyndhurst, Hampshire SO43 7GN, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à soixante mille (60.000) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ cinq virgule vingt pour cent (5,20%) (l'Intérêt 2) dans la Créance. L'Intérêt 2 a au moins une valeur totale de soixante mille livres sterling (GBP 60.000) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

3. John Campbell, résidant à 73 Priory Close, Bath BA2 5AP, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à quarante mille (40.000) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ trois virgule quarante-six pour cent (3,46%) (l'Intérêt 3) dans la Créance. L'Intérêt 3 a au moins une valeur totale de quarante mille livres sterling (GBP 40.000) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

4. Alex Gough, résidant à Old School House, Station Road, Clutton, Bath BS39 5RA, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à quarante mille (40.000) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ trois virgule quarante-six pour cent (3,46%) (l'Intérêt 4) dans la Créance. L'Intérêt 4 a au moins une valeur totale de quarante mille livres sterling (GBP 40.000) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

5. Paul Smith, résidant à 38 Fennel Road, Portishead, Somerset BS20 7FB, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à (i) cinq mille (5.000) parts sociales B et (ii) sept mille sept cent dix (7.710) parts sociales D, toutes sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ un virgule dix pour cent (1,10%) (l'Intérêt 5) dans la Créance. L'Intérêt 5 a au moins une valeur totale de douze mille sept cent dix livres sterling (GBP 12.710), correspondant à la valeur nominale des parts sociales B et D ainsi émises, et est intégralement affecté respectivement au compte de capital social de la Société relié aux parts sociales B et aux parts sociales D.

6. Douglas Veitch, résidant à Hill House, Skew Lane, Quarley, Near Andover, Hampshire, SP11 8PZ, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à vingt mille (20.000) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ un virgule soixante-

treize pour cent (1,73%) (l'Intérêt 6) dans la Créance. L'Intérêt 6 a au moins une valeur totale de vingt mille livres sterling (GBP 20.000) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

7. Alasdair Moore, résidant à 32 Beech Road, Shipham, Winscombe, Somerset BS25 1SB, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à treize mille huit cent quatre-vingt-quinze (13.895) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ un virgule vingt pour cent (1,20%) (l'Intérêt 7) dans la Créance. L'Intérêt 7 a au moins une valeur totale de treize mille huit cent quatre-vingt-quinze livres sterling (GBP 13.895) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

8. Graham Avent, résidant à 8 Home Mead, Corsham, Wiltshire SN13 9UB, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à (i) quatre mille cent vingt-cinq (4.125) parts sociales B et (ii) sept mille sept cent dix (7.710) parts sociales D, toutes sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ un virgule deux pour cent (1,02%) (l'Intérêt 8) dans la Créance. L'Intérêt 8 a au moins une valeur totale de onze mille huit cent trente-cinq livres sterling (GBP 11.835), correspondant à la valeur nominale des parts sociales B et D ainsi émises, et est intégralement affecté respectivement au compte de capital social de la Société relié aux parts sociales B et aux parts sociales D.

9. David Tweedle, résidant à 21 Longfield, Mells, Frome BA11 3PY, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à treize mille huit cent quatre-vingt-quinze (13.895) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ un virgule vingt pour cent (1,20%) (l'Intérêt 9) dans la Créance. L'Intérêt 9 a au moins une valeur totale de treize mille huit cent quatre-vingt-quinze livres sterling (GBP 13.895) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

10. Richard Rowe, résidant à Ellfield House, Merlin Haven, Wottonunder-Edge GL12 7NA, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à vingt-cinq mille (25.000) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ deux virgule seize pour cent (2,16%) (l'Intérêt 10) dans la Créance. L'Intérêt 10 a au moins une valeur totale de vingt-cinq mille livres sterling (GBP 25.000) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

11. Brian Hildick-Smith, résidant à Kirrin House, Kings Lane, Horton, Chipping Sodbury, Bristol BS37 6PB, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à vingt-cinq mille (25.000) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ deux virgule seize pour cent (2,16%) (l'Intérêt 11) dans la Créance. L'Intérêt 11 a au moins une valeur totale de vingt-cinq mille livres sterling (GBP 25.000) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

12. Chris Artingstall, résidant à Panswold Waterly Bottom, North Nibley, Dursley GL11 6EG, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à soixante-quinze mille (75.000) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ six virgule quarante-neuf pour cent (6,49%) (l'Intérêt 12) dans la Créance. L'Intérêt 12 a au moins une valeur totale de soixante-quinze mille livres sterling (GBP 75.000) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

13. Timothy Knott, résidant à York House, Newport, Berkeley GL13 9PY, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à soixante-quinze mille (75.000) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ six virgule quarante-neuf pour cent (6,49%) (l'Intérêt 13) dans la Créance. L'Intérêt 13 a au moins une valeur totale de soixante-quinze mille livres sterling (GBP 75.000) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

14. Kate James, résidant à Tanhouse Farm Cottage, Tanhouse Lane, Yate, Bristol BS37 7QL, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à neuf mille huit cent quatre-vingt-quinze (9.895) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ zéro virgule quatre-vingt-six pour cent (0,86%) (l'Intérêt 14) dans la Créance. L'Intérêt 14 a au moins une valeur totale de neuf mille huit cent quatre-vingt-quinze livres sterling (GBP 9.895) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

15. Sally Schroeder, résidant à 41 Nightingale Road, Hitchin, Hertfordshire SG5 1RE, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à neuf mille quarante (9.040) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ zéro virgule soixante-dix-huit pour cent (0,78%) (l'Intérêt 15) dans la Créance. L'Intérêt 15 a au moins une valeur totale de neuf mille quarante livres sterling (GBP 9.040) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

16. Sarah Richardson, résidant à 27 Tower Close, Little Wymondley, Hertfordshire SG4 7LG, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à trois mille soixante-huit (3.068) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ zéro virgule vingt-sept pour cent (0,27%) (l'Intérêt 16) dans la Créance. L'Intérêt 16 a au moins une valeur totale de trois mille soixante-huit livres sterling (GBP 3.068) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

17. Lynn Pearce, résidant à 14 Rook Tree Way, Haynes, Bedfordshire MK46 3PT, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à deux mille sept cent quarante (2.740) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ zéro virgule vingt-quatre pour cent (0,24%) (l'Intérêt 17) dans la Créance. L'Intérêt 17 a au moins une valeur totale de deux mille sept cent quarante livres sterling (GBP 2.740) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

18. Paul Atkinson, résidant à 71 Main Street, Swanland, North Ferriby HU14 3QP, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à vingt-six mille six cent cinq (26.605) parts sociales B, toute sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ deux virgule trente pour cent (2,30%) (l'Intérêt 18) dans la Créance. L'Intérêt 18 a au moins une valeur totale de vingt-six mille six cent cinq livres sterling (GBP 26.605) correspondant à la valeur nominale des parts sociales B ainsi émises, et est intégralement affecté au compte de capital social de la Société relié aux parts sociales B.

19. Paul Cowling, résidant à 1 Court Meadow Close, Rotherfield, East Sussex TN6 3LW, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à (i) vingt mille huit cent quarante-deux (20.842) parts sociales B et (ii) cinquante-sept mille huit cent trente-deux (57.832) parts sociales D, toutes sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ huit virgule soixante et un pour cent (8,61%) (l'Intérêt 19) dans la Créance. L'Intérêt 19 a au moins une valeur totale de soixante-dix-huit mille six cent soixante-quatorze livres sterling (GBP 78.674), correspondant à la valeur nominale des parts sociales B et D ainsi émises, et est intégralement affecté respectivement au compte de capital social de la Société relié aux parts sociales B et aux parts sociales D.

20. David Hillier, résidant à 16 Caroline Buildings, Bath BA2 4JH, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à (i) deux cent vingtdeux mille trois cent quarante-huit (222.348) parts sociales B et (ii) cent quinze mille six cent soixante-cinq (115.665) parts sociales D, toutes sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ vingt-neuf virgule vingt-sept pour cent (29,27%) (l'Intérêt 20) dans la Créance. L'Intérêt 20 a au moins une valeur totale de trois cent trente-huit mille treize livres sterling (GBP 338.013), correspondant à la valeur nominale des parts sociales B et D ainsi émises, et est intégralement affecté respectivement au compte de capital social de la Société relié aux parts sociales B et aux parts sociales D.

21. Amanda Davis, résidant à Davis, of Flat 5, 19 Marlborough Buildings, Bath BA1 2LY, Royaume-Uni, représenté par Solange Wolter, prénommée, en vertu d'une procuration donnée sous seing privé, déclare souscrire à (i) vingt-sept mille neuf cent vingt-huit (27.928) parts sociales B et (ii) soixante-dix-sept mille cent sept (77.107) parts sociales D, toutes sous forme nominative et ayant une valeur nominale d'une livre sterling (GBP 1) chacune, et les libère intégralement par un apport en nature consistant en un intérêt d'environ neuf virgule dix pour cent (9,10%) (l'Intérêt 21) dans la Créance. L'Intérêt 21 a au moins une valeur totale de cent cinq mille trente-cinq livres sterling (GBP 105.035), correspondant à la valeur nominale des parts sociales B et D ainsi émises, et est intégralement affecté respectivement au compte de capital social de la Société relié aux parts sociales B et aux parts sociales D.

L'Intérêt 1 à en ce compris l'Intérêt 21 représentent cent pour cent (100%) de la Créance. Les personnes inscrites ci-dessus à partir du point 1 à en ce compris le point 21 sont désignés ensemble les Contributeurs.

La valeur de la Créance est, sur base de l'estimation ci-dessous, estimée à au moins le montant total d'un million cent cinquante-quatre mille huit cent six livres sterling (GBP 1.154.806).

Il résulte dudit certificat qu'à la date de sa signature:

- 1) Les Contributeurs sont les propriétaires légaux et les ultimes bénéficiaires de la Créance;
- 2) La Créance n'est grevée d'aucun gage ou usufruit, il n'existe aucun droit d'acquérir un gage ou usufruit sur la Créance et la Créance n'est soumise à aucun privilège;

3) Il n'existe aucun droit de préemption ni aucun autre droit en vertu duquel une personne serait autorisée à demander à ce que la Créance lui soit cédée;

4) Toutes les formalités requises au Luxembourg ou dans toute autre juridiction concernée à la suite de l'apport en nature de la Créance à la Société sera effectuée dès réception d'une copie certifiée de l'acte notarié documentant ledit apport en nature;

5) Toutes les approbations sociales, réglementaires ou autres dans le cadre de la cession de la Créance à la Société, le cas échéant, ont été obtenus ou, dans le cas des Contributeurs seront obtenues de la manière requise par les lois de la juridiction où les Contributeurs sont enregistrés;

6) Toutes les formalités pour céder la propriété légale de la Créance apportée à la Société ont été ou seront effectuées par les Contributeurs et dès l'apport de la Créance par les Contributeurs à la Société, la Société deviendra plein propriétaire de la Créance;

7) Selon la loi applicable et autres documents organisationnels, tels que modifiés, la Créance est librement cessible;

8) Les Contributeurs sont les seuls ayant droits de la Créance et possèdent le droit de disposer de la Créance; et

9) Sur base de principes comptables luxembourgeois généralement acceptés, la Créance est estimée à un million cent cinquante-quatre mille huit cent six livres sterling (GBP 1.154.806), et depuis la date de cette estimation, aucun changement matériel n'est survenu qui aurait déprécié la valeur de l'apport de la Créance fait à la Société."

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

Le montant total d'un million cent cinquante-quatre mille huit cent six livres sterling (GBP 1.154.806) est à la disposition de la Société, lequel montant a été entièrement affecté au compte de capital social de la Société.

En conséquence, le capital social de la Société est réparti comme suit:

Associé	Nombre et classe de parts sociales
IVH Lux Holdings 1 S.à r.l. . . . .	516.000 parts sociales A 116.500 parts sociales B et
First Manco Limited . . . . .	7.710 parts sociales D 92.289 parts sociales B et
Stuart Caton . . . . .	77.112 parts sociales D
Martin Caton . . . . .	60.000 parts sociales B
John Campbell . . . . .	40.000 parts sociales B
Alex Gough . . . . .	40.000 parts sociales B 5.000 parts sociales B et
Paul Smith . . . . .	7.710 parts sociales D
Douglas Veitch . . . . .	20.000 parts sociales B
Alasdair Moore . . . . .	13.895 parts sociales B 4.125 parts sociales B et
Graham Avent . . . . .	7.710 parts sociales D
David Tweedle . . . . .	13.895 parts sociales B
Richard Rowe . . . . .	25.000 parts sociales B
Brian Hildick-Smith . . . . .	25.000 parts sociales B
Chris Artingstall . . . . .	75.000 parts sociales B
Timothy Knott . . . . .	75.000 parts sociales B
Kate James . . . . .	9.895 parts sociales B
Sally Schroeder . . . . .	9.040 parts sociales B
Sarah Richardson . . . . .	3.068 parts sociales B
Lynn Pearce . . . . .	2.740 parts sociales B
Paul Atkinson . . . . .	26.605 parts sociales B 20.842 parts sociales B et
Paul Cowling . . . . .	57.832 parts sociales D 222.348 parts sociales B et
David Hillier . . . . .	115.665 parts sociales D 27.928 parts sociales B et
Amanda Davis . . . . .	77.107 parts sociales D
Total . . . . .	1.795.016 parts sociales

Les Associés et les Contributeurs sont ci-après désignés les Associés.

### Troisième résolution

En conséquence des résolutions précédentes, les Associés décident de modifier l'article 5 des Statuts de sorte qu'il ait désormais la teneur suivante:

#### **Art. 5. "Capital.**

5.1. Le capital social est fixé à un million sept cent quatre-vingt-quinze mille seize livres sterling (GBP 1.795.016), représenté par:

- cinq cent seize mille (516.000) parts sociales A sous forme nominative, ayant une valeur nominale d'une livre sterling (GBP 1) chacune;
- neuf cent vingt-huit mille cent soixante-dix (928,170) parts sociales B sous forme nominative, ayant une valeur nominale d'une livre sterling (GBP 1) chacune; et
- trois cent cinquante mille huit cent quarante-six (350.846) parts sociales D sous forme nominative, ayant une valeur nominale d'une livre sterling (GBP 1) chacune.

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

### Quatrième résolution

Les Associés décident de modifier le registre des associés de la Société afin de refléter les changements ci-dessus avec pouvoir et autorité donnés à tout gérant de la Société pour procéder, au nom de la Société, à l'enregistrement des changements ci-dessus et accomplir toutes les formalités connexes.

### Estimation des frais

Les dépenses, frais, honoraires et charges, sous quelque forme que ce soit, qui incomberont à la Société en raison du présent acte sont estimés à environ EUR 3.000,-

### Déclaration

Le notaire soussigné qui comprend et parle l'anglais, déclare par la présente, qu'à la demande des parties comparantes ci-dessus, le présent acte est rédigé en anglais, suivi d'une version française. A la demande des mêmes parties comparantes, en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

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

Le document ayant été lu au mandataire des parties comparantes, il a signé avec nous, le notaire, le présent acte original.

Signé: S. WOLTER et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 28 juillet 2014. Relation: LAC/2014/35423. Reçu soixante-quinze euros (75.- EUR).

Le Releveur (signé): I. THILL.

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

Luxembourg, le 25 septembre 2014.

Référence de publication: 2014149508/591.

(140170562) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 septembre 2014.

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### **Flex Pack International S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 116.973.100,00.**

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

R.C.S. Luxembourg B 158.939.

### *Extrait des résolutions du conseil de gérance*

En date du 11 août 2014, le conseil de gérance a décidé de transférer le siège social de la Société du 13-15 Avenue de la Liberté, L-1931 Luxembourg au 6 rue Eugène Ruppert, L-2453 Luxembourg, et ce avec effet immédiat.

Nous vous prions également de bien vouloir prendre note du changement d'adresse de:

Hille-Paul Schut, Geschäftsführer der Kategorie B, 6 rue Eugène Ruppert, L-2453 Luxembourg

Joost Tulkens, Geschäftsführer der Kategorie B, 6 rue Eugène Ruppert, L-2453 Luxembourg

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

Luxembourg, le 13 août 2014.

Sophie Zintzen

Mandataire

Référence de publication: 2014129370/18.

(140146467) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 août 2014.

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**FinanceCom CG S.A., Société Anonyme.**

Siège social: L-1840 Luxembourg, 1, boulevard Joseph II.  
R.C.S. Luxembourg B 175.417.

Lors de l'Assemblée Générale Ordinaire des Actionnaires qui s'est tenue extraordinairement à Luxembourg le 30 juin 2014, les décisions suivantes ont été prises:

1. D'accepter la démission d'Alter Audit S.à r.l. en sa qualité de commissaire.
2. De nommer pour une période de six ans:

*Commissaire:*

HRT Révision, société anonyme immatriculée au registre de commerce et des sociétés de Luxembourg sous le numéro B 51 238, ayant son siège 163, rue du Kiem, L-8030 Strassen

Pour extrait conforme

Référence de publication: 2014129367/15.

(140146906) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 août 2014.

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**Econopolis Funds, Société d'Investissement à Capital Variable.**

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.  
R.C.S. Luxembourg B 174.910.

*Extrait des résolutions de l'Assemblée Générale Ordinaire, tenue à Luxembourg, le 15 avril 2014:*

L'Assemblée Générale Ordinaire décide de renouveler, pour une nouvelle période d'un an prenant fin avec l'Assemblée Générale Ordinaire qui se tiendra en 2015, le mandat des Administrateurs suivants:

- Mr Marc MOLES LE BAILLY; Président et Administrateur
- Mr Geert NOELS; Administrateur
- Mr Timothy VERHOEST; Administrateur

L'Assemblée Générale Ordinaire décide de renouveler le mandat de Deloitte Audit, en tant que Réviseur d'Entreprises Agréé, pour une période d'un an prenant fin à l'issue de l'Assemblée Générale Ordinaire qui se tiendra en 2015.

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

Référence de publication: 2014129340/16.

(140146600) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 août 2014.

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**Nerovia S.A., Société Anonyme.**

Siège social: L-3321 Berchem, 32, rue Meckenheck.  
R.C.S. Luxembourg B 167.943.

Mesdames et Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

des actionnaires qui se tiendra le 20 octobre 2014 à 14.00 heures au siège social de la société avec l'ordre du jour suivant:

*Ordre du jour:*

1. Rapports de gestion du conseil d'administration;
2. Rapports du commissaire aux comptes;
3. Approbation des comptes annuels au 31 décembre 2012 et au 31 décembre 2013;
4. Affectation des résultats;
5. Décharge aux administrateurs et du commissaire aux comptes;
6. Décision à prendre dans le cadre de l'article 100 de la loi sur les sociétés commerciales;
7. Divers.

Les actionnaires sont informés que les points à l'ordre du jour de l'assemblée ne requièrent aucun quorum et que les décisions seront prises à la majorité simple des voix des actionnaires présents ou représentés.

Pour être admis à l'assemblée, tout détenteur d'actions au porteur est prié de déposer ses titres au siège social cinq jours francs avant l'assemblée.

*Le Conseil d'Administration.*

Référence de publication: 2014147876/23.

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**Real Estate Property 4 S.A., Société Anonyme.**

Siège social: L-2557 Luxembourg, 18, rue Robert Stümper.  
R.C.S. Luxembourg B 167.092.

*Extrait des résolutions prises lors de l'assemblée générale ordinaire tenue extraordinairement le 23 juillet 2014*

A démissionné de son poste de commissaire aux comptes, avec effet immédiat:

- Monsieur Benoît de FROIDMONT, demeurant professionnellement au 18, rue Robert Stümper, L - 2557 Luxembourg;

Est nommé commissaire aux comptes, son mandat prenant fin lors de l'assemblée générale ordinaire qui se tiendra en 2019:

- Audit Lux S.à r.l., 18, rue Robert Stümper L-2557 Luxembourg.

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

Référence de publication: 2014129719/15.

(140147058) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 août 2014.

**CEA S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2661 Luxembourg, 40, rue de la Vallée.

R.C.S. Luxembourg B 160.543.

*Décisions de l'associé unique en date du 13/08/2014*

L'associé unique de la société a décidé:

- De révoquer Monsieur Olivier FERRER de son poste de gérant à partir de ce jour;

- De nommer la société DIREX Sarl, dont le siège est sis au 89E, Rue Pafebruch, L-8308 Capellen, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B166881 en tant que gérant de la société à partir de ce jour.

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

POUR EXTRAIT

Référence de publication: 2014129996/16.

(140147152) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 août 2014.

**VCS Environment S.A., Société Anonyme.**

Siège social: L-3321 Berchem, 32, rue Meckenheck.

R.C.S. Luxembourg B 163.123.

Mesdames et Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

des actionnaires qui se tiendra le 20 octobre 2014 à 13.00 heures au siège social de la société avec l'ordre du jour suivant:

*Ordre du jour:*

1. Rapports de gestion du conseil d'administration;
2. Rapports du commissaire aux comptes;
3. Approbation des comptes annuels au 31 décembre 2012 et au 31 décembre 2013;
4. Affectation des résultats;
5. Décharge aux administrateurs et du commissaire aux comptes;
6. Décision à prendre dans le cadre de l'article 100 de la loi sur les sociétés commerciales;
7. Divers.

Les actionnaires sont informés que les points à l'ordre du jour de l'assemblée ne requièrent aucun quorum et que les décisions seront prises à la majorité simple des voix des actionnaires présents ou représentés.

Pour être admis à l'assemblée, tout détenteur d'actions au porteur est prié de déposer ses titres au siège social cinq jours francs avant l'assemblée.

*Le Conseil d'Administration.*

Référence de publication: 2014147877/23.

**European Education Holdings S.à.r.l., Société à responsabilité limitée.**

**Capital social: EUR 10.008.310,00.**

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.  
R.C.S. Luxembourg B 125.331.

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

Luxembourg, le 5 août 2014.

*Pour la Société*

Jana Oleksy

*Gérante*

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**Allianz Institutional Investors Series, Société d'Investissement à Capital Variable.**

Siège social: L-2633 Senningerberg, 6A, route de Trèves.  
R.C.S. Luxembourg B 159.495.

Notice is hereby given that the

**ANNUAL GENERAL MEETING**

of shareholders (the "Meeting") of Shareholders of Allianz Institutional Investors Series (the "Company") will be held at the Registered Office of the Company at 6A, route de Trèves, 2633 Senningerberg, Luxembourg, on *17 October 2014* at 15.00 CEST for the purpose of considering and voting upon the following matters:

*Agenda:*

1. Acceptance of the report of the Board of Directors and the report of the independent Auditors and to approve the financial statements as well as the use of income (if any) for the accounting year ended 30 June 2014.
2. Discharge of the Board of Directors of the Company in the exercise of their mandate during the accounting year ended 30 June 2014.
3. Re-election of Dr Kai Wallbaum, Mr Christoph Adamy and Mr Bernd Gute as Directors until the next Annual General Meeting.
4. Re-election of PricewaterhouseCoopers S.à r.l., Luxembourg, as Auditor until the next Annual General Meeting.
5. Consideration of such other business as may properly come before the Meeting.

*Voting*

Resolutions on the Agenda of the Meeting will require no quorum and will be taken at the majority of the votes expressed at the Meeting. The quorum and majority requirements will be determined in accordance to the outstanding shares on 12 October 2014 midnight CEST (the "Record Date"). The voting rights of Shareholders shall be determined by the number of shares held at the Record Date.

*Voting Arrangements*

Authorized to attend and vote at the meeting are shareholders who are able to provide a confirmation from their depository bank or institution showing the number of shares held by the Shareholder as per the Record Date to the Transfer Agent RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxembourg, to arrive in Luxembourg by no later than 11:00 CEST on 15 October 2014.

Any shareholders entitled to attend and vote at the meeting shall be entitled to appoint a proxy to vote on his/her behalf. The proxy form, in order to be valid, must be duly completed and signed under the hand of the appointer or his/her attorney or if the appointer is a corporation, under its common seal or under the hand of a duly authorised officer, and sent to the Transfer Agent RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxembourg, to arrive in Luxembourg by no later than 11:00 CEST on 15 October 2014.

Proxy forms for use by registered shareholders can be obtained from the Transfer Agent RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxembourg. A person appointed proxy need not be a shareholder of the Company. The appointment of a proxy will not preclude a shareholder from attending the meeting.

Copies of the audited annual report of the Company are available for inspection at the registered office of the Company. Shareholders may also request to be sent a copy of such report.

Senningerberg, September 2014.

*The Board of Directors.*

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