SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

MEMORIAL
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MEMORIAL
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RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 3018 20 octobre 2014

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SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Emerald First Layer "G" S.A., Société Anonyme.

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

R.C.S. Luxembourg B 101.822.

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: 2014142743/9.

(140162341) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Aqueduct Capital S.à r.l., Société à responsabilité limitée.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 112.631.

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.

Signature.

Référence de publication: 2014142578/10.

(140162419) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Alacer Minerals Development Corp. S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

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

R.C.S. Luxembourg B 174.399.

EXTRAIT

Il résulte des résolutions écrites prises par l'associé unique de la Société en date du 29 août 2014 que:

- La démission de M. Benoît BAUDUIN, gérant de catégorie B de la Société a été acceptée avec effet immédiat;

- La personne suivante a été nommée gérant de catégorie B de la Société, avec effet immédiat et ce pour une durée indéterminée:

* (i) Mr Philippe SALPETIER, né le 19 août 1970 à Libramont, Belgique, résidant professionnellement au 16, avenue Pasteur L-2310 Luxembourg.

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

Luxembourg, le 11 septembre 2014.

Référence de publication: 2014142569/17.

(140162244) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Atlantik S.A., Société Anonyme.

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

R.C.S. Luxembourg B 170.670.

Extrait de l'assemblée générale extraordinaire des actionnaires de la Société tenue le 3 juin 2014

L'assemblée a décidé de mettre fin au mandat de ERNST & YOUNG LUXEMBOURG S.A., une société anonyme de droit luxembourgeois, ayant son siège social au 7, Rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 88019, agissant en qualité de Commissaire aux comptes de la Société, et de nommer KPMG Luxembourg, une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 9, Allée Scheffer, L-2520 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 149133, en qualité de Commissaire aux comptes de la Société, pour une durée déterminée à compter du 1 er janvier 2014 et ce jusqu'au 31 décembre 2014.

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

Vanessa LORREYTE
Le Mandataire

Référence de publication: 2014142584/18.

(140162649) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

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

Siège social: L-6910 Roodt-sur-Syre, 7, route de Luxembourg.

R.C.S. Luxembourg B 177.779.

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: 2014142820/9.

(140162211) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Future4You S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-2716 Luxembourg, 38, rue Batty Weber.

R.C.S. Luxembourg B 123.319.

Il est signalé que l'adresse de Mme Sophie LAMAILLE, gérante et associée de la société FUTURE4YOU S.à r.l., est à présent au 38, rue Batty Weber, L-2716 Luxembourg.

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

Référence de publication: 2014142801/10.

(140162290) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Edelweiss Properties S.A., Société Anonyme.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 83.723.

EXTRAIT

Il résulte du procès-verbal de l'assemblée générale ordinaire tenue en date du 11 septembre 2014 que:

- Gestman S.A. a démissionné de son poste de commissaire.

- A été nommée au poste de Commissaire en remplacement du commissaire démissionnaire:

* Gestal Sàrl, immatriculée au RCS de Luxembourg sous le numéro B 184722 avec siège social au 23, rue Aldringen - L-1118 Luxembourg.

- Son mandat prendra fin à l'issue de l'Assemblée générale annuelle de 2019.

Luxembourg.

Pour extrait sincère et conforme

Référence de publication: 2014142752/16.

(140161929) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

EDEL Capital S.A., Société Anonyme.

Siège social: L-2530 Luxembourg, 10A, rue Henri Schnadt.

R.C.S. Luxembourg B 109.013.

Extrait du procès-verbal de l'Assemblée Générale Extraordinaire tenue le 12 septembre 2014

Il résulte des résolutions prises par l'assemblée générale des actionnaires tenue à Luxembourg en date du 12 septembre 2014 que:

1. Monsieur Benoît BAUDUIN, avec adresse professionnelle au 12, rue Guillaume Schneider; L-2522 Luxembourg, a été révoqué, avec effet au 12 septembre 2014, de son poste d'administrateur de la société;

2. Madame Marie-Hedwige EL KHOURY, avec adresse professionnelle au 10A, rue Henri M. Schnadt, L-2530 Luxembourg, a été nommée, avec effet au 12 septembre 2014, administrateur de la société jusqu'à l'assemblée générale qui se tiendra en l'année 2016;

3. Le siège social de la société est transféré du 6, rue Guillaume Schneider, L - 2522 Luxembourg au 10A, rue Henri M. Schnadt, L-2530 Luxembourg, avec effet immédiat.

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

MAZARS ATO

Référence de publication: 2014142751/19.

(140162109) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Emerald First Layer "G" S.A., Société Anonyme.

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

R.C.S. Luxembourg B 101.822.

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

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

Référence de publication: 2014142744/9.

(140162342) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Emerald First Layer "E" S.A., Société Anonyme.

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

R.C.S. Luxembourg B 86.262.

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: 2014142745/9.

(140162346) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Emaxama S.A., Emaxame-European Management Agency S.A., Société Anonyme.

Siège social: L-4831 Rodange, 146, rourte de Longwy.

R.C.S. Luxembourg B 64.393.

EXTRAIT

A l'assemblée générale extraordinaire tenue le 2 janvier 2014 à Rodange, il a été décidé:

- de transférer le siège social du 2, rue de l'Hôtel de Ville, L-4782 Pétange au 146, route de Longwy, L-4831 Rodange dans la même commune. En outre, l'article 1 er alinéa 2 des statuts reste inchangé.

Rodange, le 2 janvier 2014.

Jean-Yves Marchand

Administrateur

Référence de publication: 2014142759/14.

(140162199) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

EMD Investment S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 121.071.

EXTRAIT

Les associés, dans leurs résolutions du 9 septembre 2014, ont renouvelé les mandats des gérants:

- Mr Timothy THORP, chartered accountant, 12, Charles II Street, SW1Y 4QU Londres, Royaume-Uni, gérant de classe A.

- Mr Laurent HEILIGER, licencié en sciences commerciales et financières, 6, rue Adolphe, L-1116 Luxembourg, gérant de classe A.

- Mrs Dorina IACIU, directeur de société, Strada E. Ferme No. 7, Otopeni, Ilfov County, Roumanie, gérant de classe B.

- Mr Gheorghe IACIU, directeur de société, Strada E. Ferme No. 7, Otopeni, Ilfov County, Roumanie, gérant de classe B.

Leurs mandats prendront fin lors de l'assemblée générale ordinaire statuant sur les comptes au 31 décembre 2014.

Luxembourg, le 9 septembre 2014.

Pour EMD INVESTMENT S.à r.l.

Société à responsabilité limitée

Référence de publication: 2014142760/22.

(140162143) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SERVICE CENTRAL DE LÉGISLATION
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Experiential Energy Factory G.I.E., Groupement d'Intérêt Economique.

Siège social: L-1615 Luxembourg, 7, rue Alcide de Gasperi.

R.C.S. Luxembourg C 106.

Extrait de l'Assemblée générale ordinaire du 12 mai 2014

Ont été désignés comme gérants jusqu'à l'assemblée générale qui se tiendra en 2016

- Monsieur Nicolas SOISSON, 7, rue Alcide de Gasperi L-1615 Luxembourg,
- Monsieur René WINKIN, 7, rue Alcide de Gasperi L-1615 Luxembourg,
- Monsieur Steve BREIER, 7, rue Alcide de Gasperi L-1615 Luxembourg,
- Madame Anne-Sophie THEISSEN, 7, rue Alcide de Gasperi L-1615 Luxembourg en remplacement de Monsieur Pierre GRAMEGNA dont le mandat a pris fin.

Référence de publication: 2014142749/14.

(140162651) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Espirito Santo Health Care Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 172.560.

Il résulte du procès-verbal d'une réunion du Conseil d'Administration de la Société qui s'est tenue par voie circulaire le 8 septembre 2014 que

M. Caetano Espirito Santo Beirão da Veiga, chef d'entreprise né le 23 juillet 1960 à S. Mamede, Lisbonne, Portugal, avec adresse professionnelle à Rua de São Bernardo 60, 1200-826 Lisbonne, Portugal, a été nommé à la fonction d'Administrateur du Conseil d'Administration avec effet immédiat, en remplacement de M. Fernando FORTUNY MARTORELL, démissionnaire.

Son mandat expirera à l'issue de l'Assemblée Générale Ordinaire qui se tiendra en 2015.

Sa cooptation sera soumise pour ratification à la prochaine Assemblée Générale Annuelle des actionnaires.

Pour extrait conforme
SG AUDIT S.àr.l.

Référence de publication: 2014142768/17.

(140162257) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Edelweiss 1 S.A., Société Anonyme.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 145.258.

EXTRAIT

Il résulte du procès-verbal de l'assemblée générale ordinaire tenue en date du 11 septembre 2014 que:

- Ont été réélus aux fonctions d'administrateurs:

* Madame Marie-Laure AFLALO, administrateur de sociétés, née à Fès (Maroc), le 22 octobre 1966, demeurant professionnellement à L-1118 Luxembourg, rue Aldringen, 23.

* Monsieur Philippe AFLALO, administrateur de sociétés, né à Fès (Maroc), le 18 décembre 1970, demeurant professionnellement à L-1118 Luxembourg, rue Aldringen, 23.

* Madame Joëlle MAMANE, administrateur de sociétés, née à Fès (Maroc), le 14 janvier 1951, demeurant professionnellement à L-1118 Luxembourg, rue Aldringen,23.

- A été élue au poste de Commissaire en remplacement de la société GESTMAN S.A., dont le mandat n'a pas été reconduit:

*Gestal Sàrl, immatriculée au RCS Luxembourg sous le numéro B 184722 avec siège social au 23, rue Aldringen - L-1118 Luxembourg.

- Leurs mandats prendront fin à l'issue de l'assemblée générale annuelle de 2020.

Luxembourg.
Pour extrait sincère et conforme

Référence de publication: 2014142754/23.

(140161942) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Kariba S.A., Société Anonyme.

Siège social: L-4833 Rodange, 9a, route de Luxembourg.

R.C.S. Luxembourg B 122.204.

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: 2014142882/9.

(140161925) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

DELTA-P. S.A., Société Anonyme.

Siège social: L-7526 Mersch, 11, allée John W. Léonard.

R.C.S. Luxembourg B 162.617.

Le Bilan abrégé au 31 Décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 12 septembre 2014.

Référence de publication: 2014142725/10.

(140162086) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Eqos Energie Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,02.

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

R.C.S. Luxembourg B 181.614.

EXTRAIT

L'associé unique de la Société a décidé, en date du 11 septembre 2014, de qualifier les gérants Michiel Kramer et Heiko Dimmerling en gérants de catégorie A pour une durée illimitée.

Dès lors, le conseil de gérance de la Société est composé comme suit:

- Antonis Tzanetis, gérant de catégorie A;
- Michiel Kramer, gérant de catégorie A;
- Heiko Dimmerling, gérant de catégorie A;
- Thomas Gößmann, gérant de catégorie B; et
- Eric Mendel, gérant de catégorie B.

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

Pour EQOS Energie Holding S.à r.l.

Référence de publication: 2014142763/19.

(140162114) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

E.F.M. S.A., Euro Full Media S.A., Société Anonyme.

Siège social: L-4831 Rodange, 146, route de Longwy.

R.C.S. Luxembourg B 63.498.

Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire du 31 mars 2014

Il résulte du procès-verbal de l'assemblée générale que:

- le siège social est transféré du 4, rue Pierre Grégoire, L-4702 Pétange au 146, route de Longwy, L-4831 Rodange dans la même commune. En outre, l'article 1 er , alinéa 2 des statuts reste inchangé.

Rodange, le 31 mars 2014.

Pour extrait sincère et conforme

Pour Euro Full Media s.a.

Jean-Louis Déom

Administrateur

Référence de publication: 2014142772/16.

(140162642) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SERVICE CENTRAL DE LÉGISLATION
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Jessan Participations S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 165.457.

EXTRAIT

Il résulte des résolutions prises par l'associé unique de la Société en date du 29 août 2014 que:

- La démission de Monsieur Benoît BAUDUIN, gérant de classe B de la Société, a été acceptée avec effet immédiat;

- La personne suivante a été nommée en tant que gérant de classe B, avec effet immédiat et pour une durée indéterminée:

* Monsieur Philippe SALPETIER, né le 19 août 1970 à Libramont, Belgique, résidant professionnellement au 16, avenue Pasteur L-2310 Luxembourg.

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

Luxembourg, le 12 septembre 2014.

Référence de publication: 2014142867/17.

(140162270) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

L'Arancino S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-3898 Foetz, 11, rue du Brill.

R.C.S. Luxembourg B 173.528.

L'an deux mille quatorze, le douze septembre,

Les associés de la société à responsabilité limitée L'ARANCINO SARL RCB N° 173528- 11 Rue du Brill L-3898 FOETZ - ont tenu une assemblée générale extraordinaire:

Ordre du jour:

- Cession de parts sociales

Première résolution:

Monsieur INFERRERA Giuseppe - demeurant 7 Rue des Martyrs L-3786 TETANGE cède 15 parts sociales à Monsieur ROSEN Jean-Pierre demeurant 25 Wisestrooss L-3336 HELLANGE.

Monsieur DELLO RUSSO Francesco - demeurant 96 Rue du Parc L-3542 DUDELANGE cède 15 parts sociales à Monsieur ROSEN Jean-Pierre demeurant 25 Wisestrooss L-3336 HELLANGE.

Fait à ESCH/ALZETTE, le 12-09-2014. INFERRERA Giuseppe / DELLO RUSSO Francesco / ROSEN Jean-Pierre.

Référence de publication: 2014142889/18.

(140162173) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Leggett & Platt Europe Finance SCS, Société en Commandite simple.

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

R.C.S. Luxembourg B 102.615.

EXTRAIT

Il résulte de l'assemblée générale extraordinaire des actionnaires de la Société qui s'est tenue en date du 27 juin 2014 que le capital social de la Société s'élevant à 228.574.827 divisé en 228.574.827 parts sociales composées de 228.574.727 parts de commanditaires et 100 parts de commandités ayant une valeur nominale d'un dollar US (USD) chacune est augmenté d'un montant de USD 260.000 et s'élèvera donc, dès lors, à un montant de USD 488.574.827 divisé en 488.574.827 parts sociales composées de 488.574.727 parts de commanditaires et 100 parts de commandités ayant une valeur nominale d'un USD chacune.

Il résulte de la même assemblée générale extraordinaire que L&P Europe SCS a souscrit à 260.000 nouvelles parts commanditaires ayant une valeur nominale d'un USD chacune.

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

Pour extrait sincère et conforme
Leggett & Platt Europe Finance S.C.S

Référence de publication: 2014142892/19.

(140162450) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

La Perle d'Orient S.à r.l., Société à responsabilité limitée.

Siège social: L-7565 Mersch, 1, rue Emmanuel Servais.

R.C.S. Luxembourg B 84.392.

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 12/09/14.

Signature.

Référence de publication: 2014142897/10.

(140161995) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Lunel Investment S.A., Société Anonyme.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 140.538.

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

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

Signature.

Référence de publication: 2014142918/10.

(140161916) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

IVS Group S.A., Société Anonyme.

Siège social: L-1473 Luxembourg, 2A, rue Jean-Baptiste Esch.

R.C.S. Luxembourg B 155.294.

EXTRAIT

L'Assemblée Générale des actionnaires tenue en date du 28 août 2014 a décidé de nommer M. Francesco Tatò, né le 12 août 1932 à Lodi, Italie et domicilié à Salita di S. Onofrio 14, 00165 Rome, Italie, en tant qu'administrateur de la société. Son mandat prendra fin à l'issue de l'assemblée générale annuelle qui se tiendra en l'an 2015.

Pour extrait conforme

Référence de publication: 2014142863/12.

(140162661) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

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

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

R.C.S. Luxembourg B 28.384.

EXTRAIT

L'assemblée générale du 2 mai 2014 a renouvelé les mandats des administrateurs.

- Madame Nathalie GAUTIER, Administrateur, Master Administration des Entreprises, 6, rue Adolphe, L-1116 Luxembourg, Luxembourg;

- Monsieur Laurent HEILIGER, Administrateur, licencié en sciences commerciales et financières, 6, rue Adolphe, L-1116 Luxembourg, Luxembourg;

- Madame Stéphanie GRISIUS, Administrateur-Président, M. Phil. Finance B. Sc. Economics, 6, rue Adolphe, L-1116 Luxembourg, Luxembourg.

Leurs mandats prendront fin lors de l'assemblée générale ordinaire statuant sur les comptes au 31 décembre 2014.

L'assemblée générale du 2 mai 2014 a renouvelé le mandat du Commissaire aux comptes.

- AUDIT.LU, réviseur d'entreprises, 42, rue des Cerises, L-6113 Junglinster, R.C.S. Luxembourg B 113.620.

Son mandat prendra fin lors de l'assemblée générale ordinaire statuant sur les comptes au 31 décembre 2014.

Luxembourg, le 2 mai 2014.

Pour LAVANDE SA –SPF

Société anonyme de Gestion de Patrimoine Familial

Référence de publication: 2014142902/22.

(140162669) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SERVICE CENTRAL DE LÉGISLATION
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International Campus Bremen S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 19, rue Eugène Ruppert.

R.C.S. Luxembourg B 180.584.

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.

International Campus Bremen S.àr.l.
Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014142837/11.

(140162323) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

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eComSolutions S.A., Société Anonyme.

Siège social: L-3598 Dudelange, 13, route de Zoufftgen.

R.C.S. Luxembourg B 144.595.

EXTRAIT

1. Il est pris acte du changement d'adresse de l'administrateur unique, Monsieur BARDIANI Yves, né le 25 septembre 1974 à Wuppertal (Allemagne), dirigeant de société, domicilié 77 rue de Bonnevoie L-1260 Luxembourg.

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

Signature.

Référence de publication: 2014142556/12.

(140161913) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

AbbVie (Gibraltar) Holdings Limited Luxembourg S.C.S., Société en Commandite simple.

Capital social: USD 4.778.592.667,00.

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

R.C.S. Luxembourg B 169.782.

Extrait des résolutions du conseil de gérance

En date du 9 septembre 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.

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

Luxembourg, le 11 septembre 2014.

Signature
Un mandataire

Référence de publication: 2014142557/14.

(140162081) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Alacer Exploration Corp. S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

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

R.C.S. Luxembourg B 174.372.

EXTRAIT

Il résulte des résolutions écrites prises par l'associé unique de la Société en date du 29 août 2014 que:

- La démission de M. Benoît BAUDUIN, gérant de catégorie B de la Société a été acceptée avec effet immédiat;

- La personne suivante a été nommée gérant de catégorie B de la Société, avec effet immédiat et ce pour une durée indéterminée:

* (i) Mr Philippe SALPETIER, né le 19 août 1970 à Libramont, Belgique, résidant professionnellement au 16, avenue Pasteur L-2310 Luxembourg.

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

Luxembourg, le 11 septembre 2014.

Référence de publication: 2014142566/17.

(140162242) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Tyco Electronics Holding S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 122.078.

In the year two thousand fourteen, the twenty-second day of July,

before Maître Marc Loesch, notary residing in Mondorf-les-Bains, Grand Duchy of Luxembourg,

is held

an extraordinary general meeting (the Meeting) of the shareholders of Tyco Electronics Holding S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 17, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, registered with the Luxembourg Trade and Companies Register (Registre de Commerces et des sociétés) under the number B 122078 and having a share capital of US$ 582,506,421.50 (the Company). The Company was incorporated under Luxembourg law on 22 November 2006 pursuant to a deed of notary Henri Hellinckx then residing in Mersch, Grand Duchy of Luxembourg, published in the Mémorial, Recueil des Sociétés et Associations C - number 61 of 26 January 2007. The articles of association of the Company (the Articles) have been amended several times and for the last time on 8 May 2014 pursuant to a deed of the undersigned notary, not yet published in the Mémorial, Recueil des Sociétés et Associations C.

There appeared:

(1) TE Connectivity Holding International II S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 17, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, registered with the Luxembourg Trade and Companies Register under the number B 169805 and having a share capital of US$ 25,000, being the holder of 801,097,024 Class A Ordinary Shares and 544,618,383 Class B Ordinary Shares;

(2) Raychem (HK) Limited, a company incorporated and existing under Hong Kong law, registered under the number 45355, and with registered office at Rm. 1301, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong, being the holder of 14,845,923 Class B Ordinary Shares;

(3) Raychem Industries BVBA, a company incorporated and existing under Belgian law, registered under the number 0426.827.417, and with registered office at Dietsesteenweg 692, 3010 Kessel-Lo, Belgium, being the holder of 48,516,812 Class B Ordinary Shares;

(4) Raychem Limited, a company incorporated and existing under English law, registered under the number 00674709, and with registered office at Faraday Road, Dorcan, Swindon, SN3 5HH, United Kingdom, being the holder of 209,472,058 Class B Ordinary Shares;

(5) TE Connectivity Holding Coöperatief U.A., a company incorporated and existing under the laws of the Netherlands, registered under the number 55703054, and with registered office at Rietveldenweg 32, 5222 AR's-Hertogenbosch, the Netherlands, being the holder of 1,978,286,394 Class B Ordinary Shares;

(6) Tyco Electronics Netherlands Holding B.V., a company incorporated and existing under the laws of the Netherlands, registered under the number 17211691, and with registered office at Rietveldenweg 32, 5222 AR's-Hertogenbosch, the Netherlands, being the holder of 510,959,616 Class B Ordinary Shares;

(7) Tyco Electronics Netherlands (Gibraltar China) Coöperatief U.A., a company incorporated and existing under the laws of the Netherlands, registered under the number 17262011, and with registered office at Rietveldenweg 32, 5222 AR's-Hertogenbosch, the Netherlands, being the holder of 26,906,973 Class B Ordinary Shares; and

(8) Tyco Electronics Netherlands (Gibraltar India) Coöperatief U.A., a company incorporated and existing under the laws of the Netherlands, registered under the number 17248326 and with registered office at Rietveldenweg 32, 5222 AR's-Hertogenbosch, the Netherlands, being the holder of 36,737,617 Class B Ordinary Shares;

(each a Shareholder and together the Shareholders)

all represented by Me Adrien Pastorelli, lawyer, professionally residing in Luxembourg,

by virtue of eight (8) powers of attorney under private seal given on 11, 14, 16 and 18 July 2014.

Such proxies, after having been signed ne varietur by the proxyholder acting on behalf of the Shareholders and the undersigned notary, shall remain attached to the present deed to be filed with such deed with the registration authorities.

The Shareholders, represented as stated here above, have requested the undersigned notary to record the following:

I. that the Shareholders represent all of the issued and subscribed share capital of the Company which is set at US$ 582,506,421.50 (five hundred eighty-two million five hundred six thousand four hundred twenty-one United States Dollars and fifty United States Cents), represented by 4,171,440,800 (four billion one hundred seventy-one million four hundred forty thousand eight hundred) Shares, divided into 801,097,024 (eight hundred one million ninety-seven thousand twenty-four) Class A Ordinary Shares without nominal value and 3,370,343,776 (three billion three hundred seventy million three hundred forty-three thousand seven hundred seventy-six) Class B Ordinary Shares without nominal value.

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

1. Waiver of the convening notices;

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2. Increase of the share capital of the Company by an amount of USD 10,119,991 (ten million one hundred nineteen thousand nine hundred ninety-one US dollars) from its present amount of USD 582,506,421.50 (five hundred eighty-two million five hundred six thousand four hundred twenty-one US dollars and fifty cents) to USD 592,626,412.50 (five hundred ninety-two million six hundred twenty-six thousand four hundred twelve US dollars and fifty cents) through the issuance of 28,665,417 (twenty-eight million six hundred sixty-five thousand four hundred seventeen) new Class A Ordinary Shares without nominal value and 9,555,139 (nine million five hundred fifty-five thousand one hundred thirty-nine) new Class B Ordinary Shares without nominal value in the share capital of the Company, together with a share premium;

3. Subscription to and payment in kind by TE Connectivity Holding International II S.à r.l. of the share capital increase specified above (see item 2.) by way of a contribution in kind consisting of all the shares of TE Connectivity Inc. (a Nevada corporation) having an aggregate value of US $ 101,199,907 (one hundred and one million one hundred and ninety-nine thousand nine hundred and seven US dollars);

4. Subsequent amendment of article 4 of the Articles in order to reflect the increase of the share capital specified under item 2. above;

5. Amendment of the share register of the Company in order to reflect the above changes with power and authority to any manager of the Company, any lawyer or employee of Allen & Overy, société en commandite simple, to individually proceed on behalf of the Company to the registration of the newly issued shares in the share register of the Company, and the registration of the changes required by the matters set out in items 2., 3. and 4. above and to see to any formalities in connection therewith, if any; and

6. Miscellaneous.

III. that the Shareholders passed the following resolutions:

First resolution

The entirety of the share capital of the Company being represented at the present Meeting, the Meeting waives the convening notices, the Shareholders represented at the Meeting considering themselves as duly convened and declaring having perfect knowledge of the agenda which was communicated to them in advance of the Meeting.

Second resolution

The Meeting resolve to increase the share capital of the Company by an amount of USD 10,119,991 (ten million one hundred nineteen thousand nine hundred ninety-one US dollars) from its present amount of USD 582,506,421.50 (five hundred eighty-two million five hundred six thousand four hundred twenty-one US dollars and fifty cents) to USD 592,626,412.50 (five hundred ninety-two million six hundred twenty-six thousand four hundred twelve US dollars and fifty cents) through the issuance of 28,665,417 (twenty-eight million six hundred sixty-five thousand four hundred seventeen) new Class A Ordinary Shares without nominal value and 9,555,139 (nine million five hundred fifty-five thousand one hundred thirty-nine) new Class B Ordinary Shares without nominal value in the share capital of the Company, together with a share premium in an amount of USD 91,079,916 (ninety-one million seventy-nine thousand nine hundred sixteen US dollars).

Third resolution

The Meeting records the following intervention, subscription to, and payment in kind of the new shares to be issued as follows:

Subscription - Payment

TE Connectivity Holding International II S.à r.l., prenamed, represented as hereabove mentioned, declares to (i) subscribe to 28,665,417 (twenty-eight million six hundred sixty-five thousand four hundred seventeen) Class A Ordinary Shares and 9,555,139 (nine million five hundred fifty-five thousand one hundred thirty-nine) Class B Ordinary Shares of the Company and (ii) fully pay up such new shares by way of a contribution in kind (the Contribution in Kind) consisting of all the shares of TE Connectivity Inc. (a Nevada corporation) having a fair market value of US$ 101,199,907 (one hundred one million one hundred ninety-nine thousand nine hundred seven US dollars) (the TECI Shares).

The Contribution in Kind to the Company, in an aggregate net amount of USD 101,199,907 (one hundred one million one hundred ninety-nine thousand nine hundred seven US dollars) shall be allocated as follows:

(i) the amount of USD 10,119,991 (ten million one hundred nineteen thousand nine hundred ninety-one US dollars) shall be allocated to the nominal share capital account of the Company; and

(ii) the amount of USD 91,079,916 (ninety-one million seventy-nine thousand nine hundred sixteen US dollars) shall be allocated to share premium reserve of the Company.

The aggregate value, ownership and transferability of the TECI Shares contributed to the Company are supported by a valuation certificate issued by the management of TE Connectivity Holding International II S.à r.l. and which is countersigned by the management of the Company (the Certificate) which confirms inter alia that the aggregate total value of the TECI Shares amounts to at least USD 101,199,907 (one hundred one million one hundred ninety-nine thousand nine hundred seven US dollars) and that the TECI Shares are freely transferable to the Company and are not encumbered with any pledge, lien, usufruct or other encumbrance.

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A copy of the above certificate, after having been signed ne varietur by the proxyholder acting on behalf of the Shareholders and the undersigned notary, shall remain attached to the present deed to be registered with it.

On the basis of the Certificate, the notary witnesses the payment in kind of the share capital increase being the object of the Meeting.

The Meeting resolves to issue and hereby issue 28,665,417 (twenty-eight million six hundred sixty-five thousand four hundred seventeen) Class A Ordinary Shares and 9,555,139 (nine million five hundred fifty-five thousand one hundred thirty-nine) Class B Ordinary Shares to TE Connectivity Holding International II S.à r.l.

As a result of the above capital increase, the Meeting resolves to record that the shareholding in the Company after the capital increase is as follows:

Name of the Shareholder	Number of Class A Ordinary Shares	Number of Class B Ordinary Shares	Total number of Shares
TE Connectivity Holding International II S.à r.l.	829,762,441	554,173,522	1,383,935,963
Raychem (HK) Limited	-	14,845,923	14,845,923
Raychem Industries BVBA	-	48,516,812	48,516,812
Raychem Limited	-	209,472,058	209,472,058
TE Connectivity Holding Coöperatief U.A.	-	1,978,286,394	1,978,286,394
Tyco Electronics Netherlands Holding B.V.	-	510,959,616	510,959,616
Tyco Electronics Netherlands (Gibraltar China) Coöperatief U.A.	-	26,906,973	26,906,973
Tyco Electronics Netherlands (Gibraltar India) Coöperatief U.A.	-	36,737,617	36,737,617
Total number of shares	829,762,441	3,379,898,915	4,209,661,356

Fourth resolution

The Meeting resolves to amend article 4 of the Articles in order to reflect the above resolution so that it reads henceforth as follows:

" **Art. 4. Share Capital.** The Company's subscribed share capital is fixed at USD 592,626,412.50 (five hundred ninety-two million six hundred twenty-six thousand four hundred twelve United States Dollars and fifty United States Cents), represented by 4,209,661,356 (four billion two hundred nine million six hundred sixty-one thousand three hundred fifty-six) shares, divided into 829,762,441 (eight hundred twenty-nine million seven hundred sixty-two thousand four hundred forty-one) Class A Ordinary Shares without nominal value (the Class A Ordinary Shares) and 3,379,898,915 (three billion three hundred seventy-nine million eight hundred ninety-eight thousand nine hundred fifteen) Class B Ordinary Shares without nominal value (the Class B Ordinary Shares).

The subscribed share capital may be changed at any time by a resolution of the shareholders' meeting deliberating and resolving in the manner provided for the amendments to the Articles."

Fifth resolution

The Meeting resolves (i) to amend the share register of the Company in order to record the number of shares held in the Company by the Shareholders and (ii) to grant power and authority to any manager of the Company or any lawyer or employee of Allen & Overy, société en commandite simple, to individually proceed on behalf of the Company to the amendment of the share register of the Company (including, for the avoidance of any doubt, the signature of said register).

The Meeting furthermore resolves to grant power and authority to any lawyer or employee of Allen & Overy, société en commandite simple, to see to any formalities in connection with the issuance of the new shares of the Company with the Luxembourg Trade and Companies Register and the publication in the Mémorial, Recueil des Sociétés et Associations C and, more generally, to accomplish any formalities which may be necessary or useful in connection with the implementation of the third and fourth resolutions.

Costs

The aggregate amount of the costs, expenditures, remunerations and expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of this notarial deed, is approximately six thousand five hundred euro (EUR 6,500).

The undersigned notary who understands and speaks English, states herewith that on request of the proxyholder of the Shareholders, the present deed is worded in English followed by a French version; at the request of the proxyholder of the Shareholders, it is stated that, in case of discrepancies between the English and the French texts, the English version shall prevail.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le vingt-deux juillet.

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

S'est tenue

une assemblée générale extraordinaire (l'Assemblée) des associés de Tyco Electronics Holding S.à r.l. une société à responsabilité limitée de droit Luxembourgeois ayant son siège social au 17, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg et étant immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 122.078 et ayant un capital social de USD 582.506.421,50 (la Société). La Société a été constituée sous la loi Luxembourgeoise le 22 novembre 2006 en vertu d'un acte du notaire Henri Hellinckx, alors de résidence alors à Mersch, Grand-Duché de Luxembourg, publié au Mémorial, Recueil des Sociétés et Associations C - numéro 61 du 26 janvier 2007. Les statuts de la Société (les Statuts) ont été modifiés plusieurs fois, et pour la dernière fois le 8 mai 2014 en vertu d'un acte reçu par le notaire instrumentaire, en cours de publication auprès du Mémorial, Recueil des Sociétés et Associations.

Ont comparu:

(1) TE Connectivity Holding International II S.à r.l., une société à responsabilité limitée de droit Luxembourgeois ayant son siège social au 17, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, étant immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 169.805 et ayant un capital social de USD 25.000, détenteur de 801.097.024 Parts Sociales Ordinaires de classe A et 544.618.383 Parts Sociales Ordinaires de classe B;

(2) Raychem (HK) Limited, une société de droit de Hong Kong étant immatriculée sous le numéro 45355, et ayant son siège social au Rm. 1301, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong, détenteur de 14.845.923 Parts Sociales Ordinaires de classe B;

(3) Raychem Industries BVBA, une société de droit Belge ayant son siège social au Diestsesteenweg 692, 3010 Kessel-Lo, Belgique, et étant immatriculée registre du Crossroads Bank for Enterprise sous le numéro d'immatriculation 0426.827.417, détenteur de 48.516.812 Parts Sociales Ordinaires de classe B;

(4) Raychem Limited, une société de droit du Royaume-Uni ayant son siège social au Faraday Road, Dorcan, Swindon, SN3 5HH, Royaume-Uni, et étant immatriculée au Registre de Commerce du Royaume-Uni sous le numéro 00674709, détenteur de 209.472.058 Parts Sociales Ordinaires de classe B;

(5) TE Connectivity Holding Coöperatief U.A., une société de droit néerlandais étant immatriculée sous le numéro 55703054, et ayant son siège social au Rietveldenweg 32, 5222 AR's-Hertogenbosch, Pays-Bas, détenteur de 1.978.286.394 Parts Sociales Ordinaires de classe B;

(6) Tyco Electronics Netherlands Holding B.V., une société de droit néerlandais étant immatriculée sous le numéro 17211691, et ayant son siège social au Rietveldenweg 32, 5222 AR's-Hertogenbosch, Pays-Bas, détenteur de 510.959.616 Parts Sociales Ordinaires de classe B;

(7) Tyco Electronics Netherlands (Gibraltar China) Coöperatief U.A., une société de droit néerlandais étant immatriculée sous le numéro 17262011, et ayant son siège social au Rietveldenweg 32, 5222 AR's-Hertogenbosch, Pays-Bas, détenteur de 26.906.973 Parts Sociales Ordinaires de classe B; et

(8) Tyco Electronics Netherlands (Gibraltar India) Coöperatief U.A., une société de droit néerlandais étant immatriculée sous le numéro 17248326, et ayant son siège social au Rietveldenweg 32, 5222 AR's-Hertogenbosch, Pays-Bas, détenteur de 36.737.617 Parts Sociales Ordinaires de classe B;

(individuellement un Associé et collectivement les Associés),

tous représentés par Maître Adrien Pastorelli, avocat, demeurant professionnellement à Luxembourg,

en vertu de huit (8) procurations sous seing privé données en date des 11, 14, 16 et 18 juillet 2014.

Les procurations des Associés représentés à l'Assemblée, après avoir été signées ne varietur par le mandataire et le notaire instrumentaire, resteront annexées au présent acte afin d'être enregistrées avec ledit acte auprès des autorités compétentes.

Les Associés, tels que représentés ci-dessus, ont requis le notaire instrumentaire d'enregistrer ce qui suit:

I. Que les Associés représentant la totalité du capital social émis et souscrit de la Société qui est fixé à US$ 582.506.421,50 (cinq cent quatre-vingt-deux million cinq cent six mille quatre cent vingt et un Dollars des États-Unis d'Amérique et cinquante Centimes des États-Unis d'Amérique) représenté par 4.171.440.800 (quatre milliards cent soixante et onze million quatre cent quarante mille huit cent) parts sociales, divisées en 801.097.024 (huit cent un million quatre-vingt-dix-sept mille vingt-quatre) parts sociales ordinaires de la classe A sans valeur nominale et 3.370.343.776 (trois milliard trois cent soixante-dix million trois cent quarante-trois mille sept cent soixante-seize) parts sociales ordinaires de la classe B sans valeur nominale;

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

1. Renonciation aux formalités de convocation;

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2. Augmentation du capital social de la Société d'un montant de USD 10.119.991 (dix million cent dix-neuf mille neuf cent quatre-vingt-onze Dollars des États-Unis d'Amérique) afin de porter le capital social de son montant actuel de US$ 582.506.421,50 (cinq cent quatre-vingt-deux million cinq cent six mille quatre cent vingt et un Dollars des États-Unis d'Amérique et cinquante Centimes des États-Unis d'Amérique) à un montant de USD 592.626.412,50 (cinq cent quatre-vingt-douze million six cent vingt-six mille quatre cent douze Dollars des États-Unis d'Amérique et cinquante Centimes des États-Unis d'Amérique) par l'émission de 28.665.417 (vingt-huit million six cent soixante-cinq mille quatre cent dix-sept) nouvelles parts sociales ordinaires de classe A sans valeur nominale et de 9.555.139 (neuf million cinq cent cinquante-cinq mille cent trente-neuf) nouvelles parts sociales ordinaires de classe B sans valeur nominale, ensemble avec une prime d'émission.

3. Souscription et paiement en nature par TE Connectivity Holding International II S.à r.l. de l'augmentation du capital social mentionnée au point 2. ci-dessus par le biais d'un apport en nature;

4. Modification consécutive de l'article 4 des statuts de la Société;

5. Modification du registre des parts sociales de la Société afin d'y refléter l'émission des nouvelles parts sociales telle que mentionnée aux points

2., 3. et 4. ci-dessus, avec pouvoir et autorisation donnés à tout gérant de la Société et à tout avocat ou employé de Allen & Overy, société en commandite simple, afin de procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des parts sociales de la Société, et d'accomplir toutes formalités y relatives (en ce compris, afin d'éviter tout doute, le dépôt et la publication de documents auprès des autorités luxembourgeoises compétentes).

6. Divers.

III. que les Associés ont pris les résolutions suivantes:

Première résolution

L'intégralité du capital social de la Société étant représentée à la présente Assemblée, l'Assemblée renonce aux formalités de convocation, les Associés représentés à l'Assemblée se considérant comme dûment convoqués et déclarant avoir une parfaite connaissance de l'ordre du jour qui leur a été communiqué avant l'Assemblée.

Deuxième résolution

L'Assemblée décide d'augmenter le capital social de la Société à concurrence d'un montant de USD 10.119.991 (dix millions cent dix-neuf mille neuf cent quatre-vingt-onze Dollars des États-Unis) afin de porter le capital social de son montant actuel de USD 582.506.421,50 (cinq cent quatre-vingt-deux millions cinq cent six mille quatre cent vingt et un Dollars des États-Unis et cinquante Centimes des États-Unis) à un montant de USD 592.626.412,50 (cinq cent quatre-vingt-douze millions six cent vingt-six mille quatre cent douze Dollars des États-Unis et cinquante Centimes des États-Unis), par l'émission de 28.665.417 (vingt-huit millions six cent soixante-cinq mille quatre cent dix-sept) nouvelles parts sociales ordinaires de classe A sans valeur nominale et de 9.555.139 (neuf millions cinq cent cinquante-cinq mille cent trente-neuf) nouvelles parts sociales ordinaires de classe B sans valeur nominale, ensemble avec une prime d'émission de USD 91.079.916 (quatre-vingt-onze millions soixante-dix-neuf mille neuf cent seize Dollars des États-Unis).

Troisième résolution

L'Assemblée enregistre la souscription et le paiement des nouvelles parts de la manière suivante:

Souscription - Libération

TE Connectivity Holding International II S.à r.l., prénommée, représentée comme indiqué ci-dessus, déclare (i) souscrire à 28.665.417 (vingt-huit millions six cent soixante-cinq mille quatre cent dix-sept) nouvelles parts sociales ordinaires de classe A sans valeur nominale et 9.555.139 (neuf millions cinq cent cinquante-cinq mille cent trente-neuf) parts sociales ordinaires de la classe B sans valeur nominale de la Société et (ii) libérer et payer ces nouvelles parts sociales au moyen d'un apport en nature (l'Apport en Nature) consistant en toutes les parts sociales détenues dans TE Connectivity Inc. (une société du Nevada), ayant une valeur de marché de US$ 101.199.907 (cent un millions cent quatre-vingt-dix-neuf mille neuf cent sept Dollars des États-Unis) (les Actions TECI)

L'Apport en Nature à la Société, d'un montant total de USD 101.199.907 (cent un millions cent quatre-vingt-dix-neuf mille neuf cent sept Dollars des États-Unis) devra être attribué comme suit:

(i) un montant de USD 10.119.991 (dix millions cent dix-neuf mille neuf cent quatre-vingt-onze Dollars des États-Unis) sera attribué au compte de capital social de la Société; et

(ii) le solde de USD 91.079.916 (quatre-vingt-onze millions soixante-dix-neuf mille neuf cent seize Dollars des États-Unis) sera attribué au compte réserve de prime d'émission de la société.

La valeur totale et la transférabilité des Actions TECI apportées à la Société sont établies par un certificat émis par le conseil de gérance de TE Connectivity Holding International II S.à r.l. et contresigné par le conseil de gérance de la Société (le Certificat) qui confirme entre autre que la valeur des Actions TECI est au moins de US$ 101.199.907 (cent un million cent quatre-vingt-dix-neuf mille neuf cent sept Dollars des États-Unis) et que les Actions TECI sont librement transférables à la Société, et ne sont pas gagées, ou soumises à un privilège, usufruit ou toute autre charge.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Un exemplaire du Certificat susmentionné, après avoir été signé ne varietur par le mandataire agissant au nom des parties comparantes et par le notaire instrumentaire, restera annexé au présent acte afin d'être soumis ensemble aux formalités de l'enregistrement.

Au moyen du Certificat, le notaire confirme le paiement en nature de l'augmentation de capital comme étant l'objet de la présente Assemblée.

L'Assemblée a décidé d'émettre et émettent 28.665.417 (vingt-huit millions six cent soixante-cinq mille quatre cent dix-sept) nouvelles Parts Sociales Ordinaires de classe A sans valeur nominale et 9.555.139 (neuf millions cinq cent cinquante-cinq mille cent trente-neuf) Parts Sociales Ordinaires de la classe B sans valeur nominale au profit de TE Connectivity Holding International II S.à r.l.

En conséquence de ce qui précède, l'Assemblée a décidé d'acter que l'actionnariat de la Société après l'augmentation du capital est désormais le suivant:

Nom de l'Associé	Nombre de parts sociales de classe A	Nombre de parts sociales de classe B	Nombre total de parts sociales
TE Connectivity Holding International II S.à r.l.	829.762.441	554.173.522	1.383.935.963
Raychem (HK) Limited	-	14.845.923	14.845.923
Raychem Industries BVBA	-	48.516.812	48.516.812
Raychem Limited	-	209.472.058	209.472.058
TE Connectivity Holding Coöperatief U.A.	-	1.978.286.394	1.978.286.394
Tyco Electronics Netherlands Holding B.V.	-	510.959.616	510.959.616
Tyco Electronics Netherlands (Gibraltar China) Coöperatief U.A.	-	26.906.973	26.906.973
Tyco Electronics Netherlands (Gibraltar India) Coöperatief U.A.	-	36.737.617	36.737.617
Nombre total de parts sociales	829.762.441	3.379.898.915	4.209.661.356

Quatrième résolution

L'Assemblée décide de modifier l'article 4 des Statuts de la Société afin d'y refléter la résolution ci-dessus, de sorte qu'il aura désormais la teneur suivante:

" **Art. 4. Capital social.** Le capital social de la Société est fixé à la somme de 592.626.412,50 USD (cinq cent quatre-vingt-douze millions six cent vingt-six mille quatre cent douze dollars des États-Unis d'Amérique et cinquante cents des États-Unis d'Amérique), représenté par 4.209.661.356 (quatre milliards deux cent neuf millions six cent soixante et un mille trois cent cinquante-six) parts sociales, divisées en 829.762.441 (huit cent vingt-neuf millions sept cent soixante-deux mille quatre cent quarante et un) Parts Sociales Ordinaires de la classe A sans valeur nominale (les Parts Sociales Ordinaires de Classe A) et 3.379.898.915 (trois milliards trois cent soixante-dix-neuf millions huit cent quatre-vingt-dix-huit mille neuf cent quinze) Parts Sociales Ordinaires de la classe B sans valeur nominale (les Parts Sociales Ordinaires de Classe B).

Le capital social souscrit peut être changé à tout moment par une décision de l'assemblée des associés délibérant et décidant selon la procédure prévue pour le changement des Statuts."

Cinquième résolution

L'Assemblée décide de (i) modifier le registre des parts sociales de la Société afin d'y inscrire le nombre de parts sociales de la Société détenues par les Associés, et de (ii) donner pouvoir et autorisation à tout gérant de la Société et à tout avocat ou employé de Allen & Overy, société en commandite simple afin de procéder individuellement, au nom de la Société, aux inscriptions dans le registre des parts sociales de la Société.

L'Assemblée décide en outre d'accorder pouvoir et autorisation à tout avocat ou employé de Allen & Overy, société en commandite simple, pour accomplir les formalités nécessaires relatives à l'émission des nouvelles parts de la Société à auprès du Registre du Commerce et des Sociétés de Luxembourg, et concernant la publication dans le Mémorial, Recueil des Sociétés et Associations C, et plus généralement, d'accomplir toutes les formalités nécessaires ou utiles en vue de l'accomplissement de la troisième et de la quatrième résolution.

Estimation des frais

Le total des dépenses, frais, rémunérations et charges sous quelque forme que ce soit, qui seront supportés par la Société ou dont elle est responsable en conséquence du présent acte sont estimés approximativement à six mille cinq cents euros (EUR 6.500).

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

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

Et après lecture faite au mandataire des parties comparantes, ledit mandataire a signé ensemble avec le notaire, l'original du présent acte.

Signé: A. Pastorelli, M. Loesch.

Enregistré à Remich, le 25 juillet 2014. REM/2014/1611. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): P. MOLLING.

Pour expédition conforme,

Mondorf-les-Bains, le 5 septembre 2014.

Référence de publication: 2014140563/345.

(140159038) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 septembre 2014.

Kosp Investissement S.A., Société Anonyme.

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

R.C.S. Luxembourg B 189.952.

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STATUTS

L'an deux mille quatorze, le dix-neuvième jour du mois d'août;

Pardevant Nous Maître Joseph ELVINGER, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), agissant en remplacement de son collègue empêché Maître Carlo WERSANDT, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), lequel dernier nommé restera dépositaire du présent acte;

ONT COMPARU:

1. Monsieur Patrice RUSPINI, né le 12 mai 1947 à Maintenon (France), demeurant à F-95150 Taverny, 8, rue Benjamin Godard;

2. Madame Karelle RUSPINI, née le 8 octobre 1971 à Angers (France), demeurant à F-95390 Saint-Prix, 4, allée des Erables;

3. Monsieur Stéphane RUSPINI, né le 11 janvier 1975 à Gien (France), demeurant à F-92210 Saint-Cloud, 73, Quai Marcel Dassault; et

4. Mademoiselle Océane JACQUES RUSPINI, née le 16 septembre 1996 à Ermont (France), demeurant à F-95150 Taverny, 8, rue Benjamin Godard.

Les quatre sont ici représentés par Monsieur Christian DOSTERT, clerc de notaire, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling, (le "Mandataire"), en vertu de quatre procurations sous seing privé lui délivrées; lesquelles procurations, après avoir été signées "ne varietur" par le Mandataire et le notaire, resteront annexées au présent acte afin d'être enregistrées avec lui.

Lesquels comparants, représentés comme indiqué ci-dessus, ont requis le notaire instrumentaire d'arrêter ainsi qu'il suit les statuts d'une société anonyme qu'ils déclarent constituer:

Art. 1 er . Forme et Dénomination.

1.1 Il est formé une société anonyme (la Société), laquelle sera régie par les lois du Grand-Duché du Luxembourg, notamment par la loi du 10 août 1915 concernant les sociétés commerciales telle qu'amendée (la Loi), et par les présents statuts (les Statuts).

1.2 La Société existe sous la dénomination de "KOSP Investissement S.A.".

1.3 La Société peut avoir un actionnaire unique (l'Actionnaire Unique) ou plusieurs actionnaires. La Société ne pourra pas être dissoute par le décès, la suspension des droits civiques, la faillite, la liquidation ou la banqueroute de l'Actionnaire Unique.

Art. 2. Siège Social.

2.1 Le siège social de la Société est établi à Luxembourg, Grand-Duché de Luxembourg (Luxembourg).

2.2 Il pourra être transféré dans les limites de la commune de Luxembourg par simple décision du conseil d'administration de la Société (le Conseil d'Administration) ou, dans le cas d'un administrateur unique (l'Administrateur Unique) par une décision de l'Administrateur Unique.

2.3 Lorsque le Conseil d'Administration estime que des événements extraordinaires d'ordre politique ou militaire de nature à compromettre l'activité normale au siège social, ou la communication aisée entre le siège social et l'étranger se produiront ou seront imminents, il pourra transférer provisoirement le siège social à l'étranger jusqu'à la cessation complète de ces circonstances anormales. Cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la Société, qui restera une société luxembourgeoise.

Art. 3. Durée de la Société.

3.1 La Société est constituée pour une période illimitée.

3.2 La Société peut être dissoute, à tout moment, par résolution de l'Assemblée Générale (telle que définie ci-après) de la Société statuant comme en matière de modifications des Statuts.

Art. 4. Objet Social.

4.1 La Société a pour objet toutes opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise se présentant sous forme de société de capitaux ou de société de personnes, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

4.2 La Société pourra accomplir toutes opérations commerciales, industrielles ou financières, prestations de services (conseil), ainsi que tous transferts de propriété immobiliers ou mobiliers.

4.3 Elle pourra notamment employer ses fonds à la création, à la gestion, la mise en valeur et à la cession d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprises, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevet, les réaliser par voie de vente, de cession, d'échange ou autrement.

4.4 La Société peut également garantir, accorder des sûretés à des tiers afin de garantir ses obligations ou les obligations de sociétés dans lesquelles elle détient une participation directe ou indirecte ou des sociétés qui font partie du même groupe de sociétés que la Société, accorder des prêts à ou assister autrement des sociétés dans lesquelles elle détient une participation directe ou indirecte ou des sociétés qui font partie du même groupe de sociétés que la Société ainsi que toutes autres sociétés ou tiers.

4.5 La Société peut également réaliser son activité par l'intermédiaire de succursales au Luxembourg ou à l'étranger.

4.6 Elle pourra également procéder à l'acquisition, la gestion, l'exploitation, la vente ou la location de tous immeubles, meublés, non meublés et généralement faire toutes opérations immobilières à l'exception de celles de marchands de biens. Elle pourra aussi placer et gérer ses liquidités. En général, la Société pourra faire toutes opérations à caractère patrimonial, mobilières, immobilières, commerciales, industrielles ou financières, ainsi que toutes transactions et opérations de nature à promouvoir et à faciliter directement ou indirectement la réalisation de l'objet social ou son extension.

Art. 5. Capital Social.

5.1 Le capital social souscrit est fixé à trente et un mille euros (EUR 31.000,-), représenté par cent (100) actions ordinaires d'une valeur nominale de trois cent dix euros (EUR 310,-) chacune.

5.2 En plus du capital social, un compte de prime d'émission peut être établi auquel toutes les primes payées sur une action en plus de la valeur nominale seront transférées. L'avoir de ce compte de primes peut être utilisé pour effectuer le remboursement en cas de rachat des actions des actionnaires par la Société, pour compenser des pertes nettes réalisées, pour effectuer des distributions aux actionnaires, ou pour être affecté à la réserve légale.

5.3 Le capital social souscrit de la Société peut être augmenté ou réduit par une résolution prise par l'Assemblée Générale statuant comme en matière de modification des Statuts.

Art. 6. Actions.

6.1 Les actions de la Société sont nominatives ou au porteur, ou en partie dans l'une ou l'autre forme, au choix de l'Actionnaire unique, ou en cas de pluralité d'actionnaires, au choix des Actionnaires, sauf dispositions contraires de la Loi.

6.2 La Société ne reconnaît qu'un seul propriétaire par action. Si une ou plusieurs actions sont conjointement détenues ou si les titres de propriété de ces actions sont divisés, fragmentés ou litigieux, la/les personne(s) invoquant un droit sur la/les action(s) devra/devront désigner un mandataire unique pour représenter la/les action(s) à l'égard de la Société. L'omission d'une telle désignation impliquera la suspension de l'exercice de tous les droits attachés aux actions. La même règle est appliquée dans le cas d'un conflit entre un usufruitier et un nu-propriétaire ou entre un créancier gagiste et un débiteur gagiste.

6.3 La Société peut, aux conditions et aux termes prévus par la Loi, racheter ses propres actions.

Usufruit et Nue-Propriété

Il est expressément prévu que la titularité de chaque action représentative du capital social souscrit pourra être exercée soit en pleine propriété, soit en usufruit par un actionnaire dénommé "usufruitier" et en nue-propriété par un autre actionnaire dénommé "nu-propriétaire".

Les droits attachés à la qualité d'usufruitier et conférés pour chaque action sont les suivants:

- droits de vote aux assemblées générales ordinaires et extraordinaires, sauf pour l'assemblée se prononçant sur la mise en liquidation de la société,

- droit aux dividendes

Les droits attachés à la qualité de nu-propriétaire et conférés pour chaque action sont ceux qui sont déterminés par le droit commun pour autant qu'ils n'aient pas été expressément réservés ci-avant à l'usufruitier et en particulier le droit au produit de la liquidation de la société.

La titularité de l'usufruit et de la nue-propriété des actions sera matérialisée et établie de la façon suivante:

Si les actions sont nominatives, par inscription dans le registre des actionnaires:

- en regard du nom de l'usufruitier de la mention "usufruit",
- en regard du nom du nu-propriétaire de la mention "nue-propriété".

Si les actions sont au porteur:

- par le manteau des actions à attribuer au nu-propriétaire et,
- par les coupons des actions à attribuer à l'usufruitier.

Art. 7. Réunions de l'assemblée des actionnaires de la Société.

7.1 Dans l'hypothèse d'un actionnaire unique, l'Actionnaire Unique a tous les pouvoirs conférés à l'Assemblée Générale. Dans ces Statuts, toute référence aux décisions prises ou aux pouvoirs exercés par l'Assemblée Générale est une référence aux décisions prises ou aux pouvoirs exercés par l'Actionnaire Unique tant que la Société n'a qu'un actionnaire unique. Les décisions prises par l'Actionnaire Unique sont enregistrées par voie de procès-verbaux.

7.2 Dans l'hypothèse d'une pluralité d'actionnaires, toute assemblée générale des actionnaires de la Société (l'Assemblée Générale) régulièrement constituée représente tous les Actionnaires de la Société. Elle a les pouvoirs les plus larges pour ordonner, faire ou ratifier tous les actes relatifs aux opérations de la Société.

7.3 L'Assemblée Générale annuelle se tient conformément à la loi luxembourgeoise à Luxembourg au siège social de la Société ou à tout autre endroit de la commune du siège indiqué dans les convocations, le premier mardi du mois de mai, à 14.00 heures. Si ce jour est férié pour les établissements bancaires à Luxembourg, l'Assemblée Générale annuelle se tiendra le premier jour ouvrable suivant.

7.4 L'Assemblé Générale peut se tenir à l'étranger si le Conseil d'Administration constate souverainement que des circonstances exceptionnelles le requièrent.

7.5 Les autres Assemblées Générales pourront se tenir aux lieu et heure spécifiés dans les avis de convocation.

7.6 Tout Actionnaire de la Société peut participer à l'Assemblée Générale par conférence téléphonique, vidéo conférence ou tout autre moyen de communication similaire grâce auquel (i) les actionnaires participant à la réunion de l'Assemblée Générale peuvent être identifiés, (ii) toute personne participant à la réunion de l'Assemblée Générale peut entendre et parler avec les autres participants, (iii) la réunion de l'Assemblée Générale est retransmise en direct et (iv) les actionnaires peuvent valablement délibérer; la participation à une réunion de l'Assemblée Générale par un tel moyen de communication équivaudra à une participation en personne à une telle réunion.

Art. 8. Délais de convocation, quorum, procurations, avis de convocation.

8.1 Les délais de convocation et quorum requis par la Loi sont applicables aux avis de convocation et à la conduite de l'Assemblée Générale, dans la mesure où il n'en est pas disposé autrement dans les Statuts.

8.2 Chaque action donne droit à une voix.

8.3 Dans la mesure où il n'en est pas autrement disposé par la Loi ou par les Statuts, les décisions de l'Assemblée Générale dûment convoquée sont prises à la majorité simple des Actionnaires présents ou représentés et votants.

8.4 Chaque Actionnaire peut prendre part aux Assemblées Générales des actionnaires de la Société en désignant par écrit, soit en original, soit par téléfax ou par courriel muni d'une signature électronique conforme aux exigences de la loi luxembourgeoise une autre personne comme mandataire.

8.5 Si tous les Actionnaires sont présents ou représentés à l'Assemblée Générale, et déclarent avoir été dûment convoqués et informés de l'ordre du jour de l'Assemblée Générale, celle-ci pourra être tenue sans convocation préalable.

Art. 9. Administration de la Société.

9.1 La Société est gérée par un Administrateur unique en cas d'un seul actionnaire, ou par un Conseil d'Administration composé d'au moins trois (3) membres en cas de pluralité d'Actionnaires; le nombre exact étant déterminé par l'Associé Unique, ou en cas de pluralité d'actionnaires par l'Assemblée Générale. L'(es) administrateur(s) n'a(ont) pas besoin d'être actionnaire(s). En cas de pluralité d'administrateurs, l'Assemblée Générale peut décider de créer deux catégories d'administrateurs (Administrateurs A et Administrateurs B).

9.2 Le(s) administrateur(s) est/sont élu(s) par l'Associé Unique, ou en cas de pluralité d'actionnaires, par l'Assemblée Générale pour une période ne dépassant pas six (6) ans et jusqu'à ce que leurs successeurs aient été élus; toutefois un administrateur peut être révoqué à tout moment par décision de l'Assemblée Générale. Le(s) administrateur(s) sortant(s) peut/peuvent être réélu(s).

9.3 Au cas où le poste d'un administrateur devient vacant à la suite de décès, de démission ou autrement, les administrateurs restants élus par l'Assemblée Générale pourront se réunir et élire un administrateur pour remplir les fonctions attachées au poste devenu vacant jusqu'à la prochaine assemblée générale.

Art. 10. Réunion du Conseil d'Administration.

10.1 En cas de pluralité d'administrateurs, le Conseil d'Administration doit choisir parmi ses membres un président et peut choisir en son sein un ou plusieurs vice-présidents. Il peut également désigner un secrétaire qui n'a pas besoin d'être un administrateur et qui peut être chargé de dresser les procès-verbaux des réunions du Conseil d'Administration ou d'exécuter des tâches administratives ou autres telles que décidées, de temps en temps, par le Conseil d'Administration.

10.2 Le Conseil d'Administration se réunit sur convocation de son président ou d'au moins deux administrateurs au lieu indiqué dans l'avis de convocation. La ou les personnes convoquant le Conseil d'Administration déterminent l'ordre du jour. Un avis par écrit, télégramme, télécopie ou e-mail contenant l'ordre du jour sera donné à tous les administrateurs au moins huit jours avant l'heure prévue pour la réunion, sauf s'il y a urgence, auquel cas l'avis de convocation, envoyé 24 heures avant la réunion, devra mentionner la nature de cette urgence. Il peut être passé outre à la nécessité de pareille convocation en cas d'assentiment préalable ou postérieur à la réunion, par écrit, télégramme, télécopie ou e-mail de chaque administrateur. Une convocation spéciale n'est pas requise pour des réunions du Conseil d'Administration se tenant à des heures et à des endroits déterminés dans une résolution préalablement adoptée par le Conseil d'Administration.

10.3 Tout administrateur peut se faire représenter en désignant par écrit ou par télégramme, télécopie ou e-mail un autre administrateur comme son mandataire. Un administrateur ne peut pas représenter plus d'un de ses collègues.

10.4 Le Conseil d'Administration ne peut délibérer et agir valablement que si la majorité des administrateurs sont présents ou représentés à une réunion du Conseil d'Administration. Si le quorum n'est pas obtenu une demi-heure après l'heure prévue pour la réunion, les administrateurs présents peuvent ajourner la réunion en un autre endroit et à une date ultérieure. Les avis des réunions ajournées sont donnés aux membres du Conseil d'Administration par le secrétaire, s'il y en a, ou à défaut par tout administrateur.

10.5 Les décisions sont prises à la majorité des votes des administrateurs présents ou représentés à chaque réunion. Au cas où, lors d'une réunion du Conseil d'Administration, il y a égalité de voix en faveur ou en défaveur d'une résolution, le président du Conseil d'Administration n'aura pas de voix prépondérante. En cas d'égalité, la résolution sera considérée comme rejetée.

10.6 Tout administrateur peut prendre part à une réunion du Conseil d'Administration au moyen d'une conférence téléphonique, d'une conférence vidéo ou d'un équipement de communication similaire par lequel toutes les personnes participant à la réunion peuvent s'entendre; la participation à la réunion par de tels moyens vaut présence personnelle à cette réunion.

10.7 Nonobstant les dispositions qui précèdent, une décision du Conseil d'Administration peut également être prise par voie circulaire et résulter d'un seul ou de plusieurs documents contenant les résolutions et signés par tous les membres du Conseil d'Administration sans exception. La date d'une telle décision est celle de la dernière signature.

10.8 Le présent article ne s'applique pas au cas où la Société est administrée par un Administrateur Unique.

Art. 11. Pouvoirs du Conseil d'Administration. Le Conseil d'Administration est investi des pouvoirs les plus larges pour accomplir tous les actes de disposition et d'administration dans l'intérêt de la Société. Tous les pouvoirs non expressément réservés par la Loi ou par les Statuts à l'Assemblée Générale sont de la compétence du Conseil d'Administration.

Art. 12. Délégation de pouvoirs.

12.1 Le Conseil d'Administration peut nommer un délégué à la gestion journalière, actionnaire ou non, membre du Conseil d'Administration ou non, qui aura les pleins pouvoirs pour agir au nom de la Société pour tout ce qui concerne la gestion journalière.

12.2 Le Conseil d'Administration est aussi autorisé à nommer une personne, administrateur ou non, pour l'exécution de missions spécifiques à tous les niveaux de la Société.

Art. 13. Signatures autorisées.

13.1 La Société ne sera engagée, en toutes circonstances, vis-à-vis des tiers que par (i) la signature conjointe de deux administrateurs de la Société ou de l'Administrateur Unique ou (ii) par les signatures conjointes de toutes personnes ou l'unique signature de toute personne à qui de tels pouvoirs de signature auront été délégués par le Conseil d'Administration, et ce dans les limites des pouvoirs qui leur auront été conférés.

13.2 En cas d'administrateurs de catégorie A et de catégorie B, la Société sera valablement engagée par la signature conjointe d'un administrateur A et d'un administrateur B.

Art. 14. Conflit d'intérêts.

14.1 Aucun contrat ou autre transaction entre la Société et une quelconque autre société ou entité ne sera affecté ou invalidé par le fait qu'un ou plusieurs administrateurs ou fondés de pouvoir de la Société auraient un intérêt personnel dans une telle société ou entité, ou sont administrateur, associé, fondé de pouvoir ou employé d'une telle société ou entité.

14.2 Tout administrateur ou fondé de pouvoir de la Société, qui est administrateur, fondé de pouvoir ou employé d'une société ou entité avec laquelle la Société contracterait ou s'engagerait autrement en affaires, ne pourra, en raison de sa position dans cette autre société ou entité, être empêché de délibérer, de voter ou d'agir en relation avec un tel contrat ou autre affaire.

14.3 Au cas où un administrateur de la Société aurait un intérêt personnel et contraire dans une quelconque affaire de la Société, cet administrateur devra informer le Conseil d'Administration de la Société de son intérêt personnel et contraire et il ne délibérera et ne prendra pas part au vote sur cette affaire; rapport devra être fait au sujet de cette affaire et de l'intérêt personnel de cet administrateur à la prochaine Assemblée Générale. Les deux paragraphes qui précèdent

ne s'appliquent pas aux résolutions du Conseil d'Administration concernant les opérations réalisées dans le cadre des affaires courantes de la Société conclues à des conditions normales.

Art. 15. Commissaire(s).

15.1 Les opérations de la Société sont surveillées par un ou plusieurs commissaires ou, dans les cas prévus par la Loi, par un réviseur d'entreprises externe et indépendant. Le commissaire est élu pour une période n'excédant pas six ans et il est rééligible.

15.2 Le commissaire est nommé par l'assemblée générale des actionnaires de la Société qui détermine leur nombre, leur rémunération et la durée de leur fonction. Le commissaire en fonction peut être révoqué à tout moment, avec ou sans motif, par l'Assemblée Générale.

Art. 16. Exercice social. L'exercice social commence le 1 er janvier de chaque année et se termine le 31 décembre de la même année.

Art. 17. Affectation des Bénéfices.

17.1 Il est prélevé sur le bénéfice net annuel de la Société 5% (cinq pour cent) qui sont affectés à la réserve légale. Ce prélèvement cessera d'être obligatoire lorsque la réserve légale aura atteint 10% (dix pour cent) du capital social de la Société tel qu'il est fixé ou tel que celui-ci aura été augmenté ou réduit de temps à autre, conformément à l'article 5.3 des Statuts.

17.2 L'Assemblée Générale décide de l'affectation du solde restant du bénéfice net annuel et décidera seule de payer des dividendes de temps à autre, comme elle estime à sa discrétion convenir au mieux à l'objet et à la politique de la Société.

17.3 Les dividendes peuvent être payés en euros ou en toute autre devise choisie par le Conseil d'Administration et doivent être payés aux lieu et place choisis par le Conseil d'Administration. Le Conseil d'Administration peut décider de payer des dividendes intérimaires sous les conditions et dans les limites fixées par la Loi.

Art. 18. Dissolution et Liquidation. La Société peut être dissoute, à tout moment, par une décision de l'Assemblée Générale statuant comme en matière de modifications des Statuts. En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales), et qui seront nommés par la décision de l'Assemblée Générale décidant cette liquidation. L'Assemblée Générale déterminera également les pouvoirs et la rémunération du ou des liquidateurs.

Art. 19. Modifications statutaires. Les présents Statuts peuvent être modifiés de temps en temps par l'Assemblée Générale extraordinaire, dans les conditions de quorums et de majorité requises par la Loi.

Art. 20. Droit applicable. Toutes les questions qui ne sont pas régies expressément par les présents Statuts seront tranchées en application de la Loi.

Dispositions transitoires

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

La première Assemblée Générale annuelle se tiendra en 2015.

Souscription et libération

Les Statuts de la Société ayant ainsi été arrêtés, les Actionnaires, pré qualifiés, représentés comme indiqué ci-dessus, déclare souscrire les cent (100) actions représentant la totalité du capital social de la Société, de la manière suivante:

1) Monsieur Patrice RUSPINI, pré-qualifié, quatre-vingt-cinq actions,	85
2) Madame Karelle RUSPINI, pré-qualifiée, cinq actions,	5
3) Monsieur Stéphane RUSPINI, pré-qualifié, cinq actions,	5
4) Mademoiselle Océane JACQUES RUSPINI, pré-qualifiée, cinq actions,	5
Total: cent actions,	100

Toutes ces actions sont libérées par les actionnaires à hauteur de 100% (cent pour cent) par paiement en numéraire, de sorte que le montant de trente et un mille euros (EUR 31.000,-) est à la libre disposition de la Société, ainsi qu'il a été prouvé au notaire instrumentaire qui le constate expressément.

Déclaration - Estimation des frais

Le notaire soussigné déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la Loi et en constate expressément l'accomplissement. Il confirme en outre que ces Statuts sont conformes aux dispositions de l'article 27 de la Loi.

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, sont estimés approximativement à la somme de mille cinquante euros (EUR 1.050,-).

Assemblée générale extraordinaire

Et à l'instant les comparants pré-mentionnés, représentant l'intégralité du capital social, se sont constitués en assemblée générale extraordinaire à laquelle ils se reconnaissent dûment convoqués, et après avoir constaté que celle-ci était régulièrement constituée ils ont pris, à l'unanimité, les résolutions suivantes:

1. Le nombre des administrateurs est fixé à 4 (quatre) et celui des commissaires à 1 (un);

2. Les personnes suivantes sont nommées administrateurs de la Société:

Administrateur de catégorie A:

(i) Monsieur Patrice RUSPINI, chef d'entreprise, né le 12 mai 1947 à Maintenon (France), demeurant à F-95150 Taverny, 8, rue Benjamin Godard;

Administrateurs de catégorie B:

(ii) Mademoiselle Kalliopi FOURNARI, employée, née le 14 février 1981 à Thessaloniki (Grèce), demeurant professionnellement à L-2086 Luxembourg, 412F, route d'Esch;

(iii) Monsieur Salim BOUREKBA, employé, né le 11 mai 1971 à Hautmont (France), demeurant professionnellement à L-2086 Luxembourg, 412F, route d'Esch;

(iv) Monsieur Pierre-Siffrein GUILLET, employé, né le 10 août 1977 à Carpentras (France), demeurant professionnellement à L-2086 Luxembourg, 412F, route d'Esch.

3. "FIN-CONTROLE S.A.", une société anonyme constituée et existant suivant les lois du Grand-Duché de Luxembourg, ayant son siège social à L-1882 Luxembourg, 12 rue Guillaume Kroll, inscrite au du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 42230 est nommée commissaire de la Société;

4. Le mandat des administrateurs et du commissaire ainsi nommés prendra fin à l'issue de l'assemblée générale ordinaire statutaire de la Société en 2020; et

5. Le siège social de la société est fixé à L-2086 Luxembourg, 412F, route d'Esch.

DONT ACTE, fait et passé à Luxembourg, en l'étude du notaire soussigné, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au Mandataire des comparants, èsqualité qu'il agit, connu du notaire par nom, prénom usuel, état et demeure, ledit Mandataire a signé avec Nous notaire le présent acte.

Signé: C. DOSTERT, J. ELVINGER.

Enregistré à Luxembourg A.C., le 26 août 2014. LAC/2014/39669. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 3 septembre 2014.

Référence de publication: 2014139706/297.

(140158739) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 septembre 2014.

Partners Group Global Mezzanine 2010 S.C.A., SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-2180 Luxembourg, 2, rue Jean Monnet.

R.C.S. Luxembourg B 151.582.

In the year two thousand and fourteen, on the nineteenth day of September.

Before Maître Henri HELLINCKX, notary residing in Luxembourg (Grand Duchy of Luxembourg).

Was held

an extraordinary general meeting of shareholders of "Partners Group Global Mezzanine 2010 S.C.A., SICAR" (the "Company"), a société en commandite par actions, having its registered office in L-2180 Luxembourg, 2, rue Jean Monnet, incorporated by deed of Maître Henri Hellinckx, notary residing in Luxembourg, on February 23, 2010, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 565 of March 17, 2010. The Articles of Incorporation have been amended for the last time pursuant to a deed of the undersigned notary on 29 January 2014, published in the Mémorial number 1145 of 7 May 2014.

The meeting was presided by Mrs Solange Wolter-Schieres, employee, professionally residing in Luxembourg.

The meeting appointed as secretary Mrs Arlette Siebenaler, employee, professionally residing in Luxembourg.

The meeting elects as scrutineer Mrs Annick Braquet, employee, professionally residing in Luxembourg.

The chairman declared and requested the notary to state that:

I. All the shares being registered shares, the present extraordinary general meeting has been convened by registered mail sent to all the registered shareholders on 26 August 2014.

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II. The shareholders present and represented and the number of shares held by each of them are shown on an attendance list which is signed by the proxyholder, the chairman, the secretary, the scrutineer and the undersigned notary. This attendance list, together with the proxies, will be attached to this deed to be filed with the registration authorities.

III. It results from the attendance list, that out of the 3,099,998 Manager Shares and the 70,328.759 Ordinary shares in issue all the 3,099,998 Managers Shares and 69,072 Ordinary shares are represented at the present meeting.

IV. The present meeting is regularly constituted and can validly deliberate and resolve on all the items of the agenda.

V. That the agenda of the Meeting is as follows:

Agenda

1. Approval of the amendment and complete restatement of the articles of incorporation of the Corporation (as enclosed with the convening notice) with the main purpose of reflecting the Corporation's qualification as an alternative investment fund ("AIF") with the meaning of Article 1 (39) of the law of 12 July 2013 on alternative investment fund managers.

Such amendment and restatement comprises, inter alia, the amendment of the purpose clause of the Corporation (Article 3 of the Articles) so as to read as follows:

Art. 3. Purpose.

(a) The object of the Corporation is to invest directly or indirectly in mezzanine loans, and other instruments with similar characteristics as determined by the General Partner, representing risk capital within the meaning of article 1 of the 2004 Law, in order to provide its Investors with the benefit of the result of the management of its assets in consideration of the risk which they incur.

(b) The Corporation may not undertake any other investment activities, except for acquiring high-quality short-term debt instruments, cash and cash equivalents, money market mutual funds, short-term bank deposits or enter into short-term borrowing arrangements pursuant to Article 13 (c).

(c) The Corporation may take such other measures and carry out any operation, which it deems necessary in the development and accomplishment of its purpose to the full extent permitted by the 2004 Law, provided that the other provisions of these Articles will be complied with.

2. Decision to extend the period under which the General Partner may issue shares under the authorized capital structure for an additional period of five years under the conditions as foreseen under Article 5 (d) and (g) of the Articles and subsequent amendment of Article 5(g) of the Articles so as to read:

"The General Partner may issue Shares under the authorised capital structure until 19 September 2019. A Shareholder Resolution taken under the conditions provided in article 103 (an following related articles) and article 67-1 of the Luxembourg law of 10 th August 1915 on commercial companies, as amended (the "1915 Law") may extend this period."

3. Decision to renew the Manager's authorization to limit or withdraw preferential subscription rights of existing shares and subsequent amendment of Article 5 (h) of the Articles so as to read as follows:

"The General Partner will determine the dates of the share offerings of the Corporation for the admission of additional Investors (each a "Share Offering"), and may hold further Share Offerings over a period of eighteen months following the initial Share Offering. The Manager may limit or withdraw preferential subscription rights until 19 September 2019. A Shareholder Resolution taken under the conditions provided in articles 103 (and following related articles) and article 67-1 of the 1915 Law may extend this period."

Then the general meeting takes unanimously the following resolutions:

First resolution

The Meeting decided to approve the amendment and complete restatement of the articles of incorporation of the Corporation with the main purpose of reflecting the Corporation's qualification as an alternative investment fund ("AIF") with the meaning of Article 1 (39) of the law of 12 July 2013 on alternative investment fund managers.

Such amendment and restatement comprises, inter alia, the amendment of the purpose clause of the Corporation (Article 3 of the Articles) as set forth in the agenda.

The articles of incorporation will now read as follows:

" **Art. 1. Establishment.** There exists among the subscribers and all those who become owners of Shares hereafter issued, a corporation in the form of a société en commandite par actions organised as an investment company in risk capital under the law of 15 th June 2004, as amended, (the "2004 Law") and qualifying as alternative investment fund within the meaning of article 1 (39) of the law of 12 July 2013 on alternative investment fund managers (the "2013 Law") under the name of "Partners Group Global Mezzanine 2010 S.C.A., SICAR" (the "Corporation").

Art. 2. Term. The Corporation is established for a period expiring on 31 st December 2022, provided that the Corporation by Shareholder Resolution taken under the conditions for amendments of these Articles may be dissolved prior to this date or continued for up to 3 (three) additional one-year periods.

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Art. 3. Purpose.

(a) The object of the Corporation is to invest directly or indirectly in mezzanine loans, and other instruments with similar characteristics as determined by the General Partner, representing risk capital within the meaning of article 1 of the 2004 Law, in order to provide its Investors with the benefit of the result of the management of its assets in consideration of the risk which they incur.

(b) The Corporation may not undertake any other investment activities, except for acquiring high-quality short-term debt instruments, cash and cash equivalents, money market mutual funds, short-term bank deposits or enter into short-term borrowing arrangements pursuant to Article 13 (c).

(c) The Corporation may take such other measures and carry out any operation, which it deems necessary in the development and accomplishment of its purpose to the full extent permitted by the 2004 Law, provided that the other provisions of these Articles will be complied with.

Art. 4. Registered Office. The registered office of the Corporation is established in Luxembourg City, in the Grand Duchy of Luxembourg. Branches or other offices may be established in Luxembourg by resolution of the General Partner. If and to the extent permitted by law, the General Partner may decide to transfer the registered office to any other place in the Grand Duchy of Luxembourg.

Art. 5. Share Capital.

(a) The authorised share capital of the Corporation is set at one hundred and ten thousand Euro (EUR 110,000) divided into:

(i) One million (1,000,000) Ordinary Shares with a par value of one Eurocent (EUR 0.01) per Share; and

(ii) Ten million (10,000,000) General Partner Shares with a par value of one Eurocent (EUR 0.01) per Share.

(b) The Corporation is incorporated with the minimum share capital of thirty-one thousand Euro (EUR 31,000), represented by three million ninety-nine thousand nine hundred and ninety-eight (3,099,998) General Partner Shares and two (2) Ordinary Shares of a par value of one Eurocent (EUR 0.01) per Share.

(c) The General Partner may delegate to any duly authorized officer of the Corporation or to any other duly authorized person, the duty of accepting subscriptions and of delivering and receiving payment for Shares issued.

(d) Within the limits of the authorised share capital, the General Partner is authorised to issue Shares as follows:

(i) each Ordinary Share shall be issued for a total subscription price of one thousand Euro (EUR 1,000) (comprising the par value of one Eurocent (EUR 0.01) and a share premium of up to nine hundred and ninety-nine Euro and ninety-nine Eurocent (EUR 999.99)); and

(ii) each General Partner Share shall be issued at a subscription price of one Eurocent (EUR 0.01) (plus a share premium between zero (0) Euro and ninety-nine (EUR 0.99) Eurocent, as determined by the General Partner).

(e) The General Partner may fully or partially return to Investors the share premium paid in connection with any Drawdown (as defined hereafter), provided that the share premium may be recallable at times determined by the General Partner.

(f) The total amounts contributed to the Corporation by an Investor (comprising par value and share premium) are referred to as "Contributions".

(g) The General Partner may issue Shares under the authorised capital structure until 19 September 2019. A Shareholder Resolution taken under the conditions provided in articles 103 (and following related articles) and article 67-1 of the Luxembourg law of 10 th August 1915 on commercial companies, as amended, (the "1915 Law") may extend this period.

(h) The General Partner will determine the dates of the share offerings of the Corporation for the admission of additional Investors (each a "Share Offering"), and may hold further Share Offerings over a period of eighteen months following the initial Share Offering. The Share Offering period may, in the discretion of the General Partner, be extended by up to 12 months. The General Partner may limit or withdraw preferential subscription rights until 19 September 2019, a Shareholder Resolution taken under the conditions provided in articles 103 (and following related articles) and article 67-1 of the 1915 Law may extend this period.

(i) The General Partner acting on behalf of the Corporation has full discretion to organize the procedures relating to closings, drawdowns and payments upon drawdown.

(j) The minimum capital, as defined in the 2004 Law, which must be achieved within twelve months after the date on which the Corporation has been authorised as a société d'investissement en capital à risque under Luxembourg law, shall be one million Euro (EUR 1,000,000) (consisting of the nominal share capital and the share premium paid on the issue of Shares).

Art. 6. The General Partner.

(a) The "associé-gérant-commandité" of the Corporation shall be Partners Group Management II S.à r.l., a corporation organised under the laws of Luxembourg (the "General Partner"). The General Partner has appointed Partners Group (UK) Limited as the authorized alternative investment fund manager of the Company (the "Manager") within the meaning of the 2013 Law and the AIFMD, who will be responsible for the portfolio and risk management of the Corporation.

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(b) The General Partner is jointly and severally liable for all liabilities to third parties which cannot be met out of the assets of the Corporation. The General Partner shall not be liable on its own assets for the payment of (i) any distributions to Shareholders or (ii) the return of Contributions to Shareholders.

Art. 7. Liability of Investors and Disclosure to Investors.

(a) The Investors are not permitted to act on behalf of the Corporation in any manner or capacity other than by exercising their rights at Shareholder meetings.

(b) The Investors shall be solely liable for payment to the Corporation of (i) the par value and share premium on any Ordinary Shares and any Undrawn Commitment, (ii) the return of distributions, and (iii), if applicable, an Entry Charge (according to the term defined hereafter).

Art. 8. Share Register.

(a) All issued Shares of the Corporation shall be recorded in the Shareholder register (the "Register"). The Register shall contain the name of each Shareholder, their residence, registered office or elected domicile, the number and class of Shares held, the amount paid in on the Shares, and the banking account details of the Shareholders.

(b) Until notices to the contrary have been received by the Corporation, it may treat the information contained in the Register as accurate and up-to-date and may in particular use the inscribed addresses for the sending of notices and announcements and the inscribed banking account details for the making of any payments.

(c) The General Partner will appoint an entity responsible for the maintenance of the Register.

(d) Transfers of Shares shall be effected by inscription of the transfer in the Register upon delivery to the Corporation of a completed transfer form together with evidence that the purchaser has assumed all obligations in connection with the Undrawn Commitment relating to the respective Interest and such other documentation as the Corporation may require.

(e) Investors may transfer fully paid Ordinary Shares to Eligible Investors (according to the term defined hereafter). Their Undrawn Commitment (according to the term defined hereafter) may be transferred to the extent the transferee is (i) creditworthy, as determined by the General Partner, and (ii) eligible in accordance with the provisions of the 2004 Law.

To the extent that, and as long as, a respective Interest is part of a German insurance company's or a German pension fund's "committed asset" ("Sicherungsvermögen") as defined in Sec. 66 of the German Insurance Supervisory Act, as may be amended from time to time ("Versicherungsaufsichtsgesetz") or "other committed asset" ("Sonstiges gebundenes Vermögen" as defined in Sec. 54 para 1 or Sec. 115 of the German Insurance Supervisory Act, as may be amended from time to time), such Interest shall not be disposed of without the prior written consent of the trustee ("Treuhänder") appointed in accordance with Sec. 70 of the German Insurance Supervisory Act, as may be amended from time to time, or by the trustee's authorized deputy.

However, notwithstanding the above, any Interest that is directly or indirectly held by a German insurance company or a German pension fund and that is part of their committed assets is freely transferable and such transfer will not require the approval of the General Partner provided the transferee is an Eligible Investor and executes the necessary documentation. Upon the transfer of any Interest that is directly or indirectly held by a Shareholder that is a German insurance company or German pension fund, the transferee shall accept and become solely responsible for all liabilities and obligations relating to such Interest held and the transferor shall be released from and shall have no further liability in respect of the Corporation.

(f) Fractions of Shares may be issued up to three decimal places.

(g) Shares will only be issued as registered securities.

(h) Shares will be available in book-entry form. No certificates will be issued.

Art. 9. Commitment.

(a) In the Subscription Agreement, Investors will undertake to subscribe for a certain number of Ordinary Shares (each a "Commitment", and accordingly, where the context requires, a Commitment shall be that amount in Euro equivalent to the subscription price of the total number of Ordinary Shares comprised in the Commitment).

(b) The minimum Commitment to the Corporation by an Investor will be five thousand (5,000) Ordinary Shares in an amount of five million Euro (EUR 5,000,000), although the General Partner reserves the right to admit Investors with lower Commitments.

(c) The Commitment made by each Investor will be payable in instalments by subscribing for additional Shares in the Corporation. Prior to each Contribution, the General Partner will issue a drawdown notice advising Investors of the portion of their Commitment required to be contributed to the Corporation and the corresponding number of Shares that will be issued, whereupon such amount shall be payable within ten (10) calendar days, in cash denominated in Euros, and the relevant number of Shares shall be issued to Investors on a pro-rata basis (each such event of drawing down capital being a "Drawdown").

(d) Drawdowns will be made in proportion to the Commitment of each Investor, as needed to satisfy the capital requirements of the Corporation's investments and to maintain a reserve for the operating expenses of the Corporation.

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Art. 10. Eligible Investor.

(a) The General Partner on behalf of the Corporation may, at its discretion, restrict or prevent the ownership of Shares in the Corporation by any person, firm or corporate body.

(b) Only Eligible Investors (according to the term defined hereafter) shall be permitted to hold an Interest in the Corporation.

(c) The General Partner may, at its discretion, delay the acceptance of any application for an Interest until such time as sufficient documentation has been provided verifying that the applicant qualifies as an Eligible Investor.

(d) Where the Corporation determines that an Investor is not an Eligible Investor, or is in breach of its representations and warranties or fails to make such representations and warranties as the General Partner may require, the General Partner may require such Investor to sell all or part of its Interest in accordance with the following provisions:

(i) the Corporation shall serve a notice (the "Purchase Notice") upon the Investor, specifying the Interest to be purchased as aforesaid, the price to be paid for such Interest (the "Purchase Price"), and the place at which the Purchase Price in respect of such Interest is payable. Any such notice may be served upon such Investor by posting the same in a prepaid registered envelope addressed to such Investor at its last address known to or appearing in the Register. Immediately after the close of business on the date specified in the Purchase Notice, such Investor shall cease to be the owner of the Interest specified in such notice and its name shall be removed as to the respective Shares in the Register;

(ii) the Purchase Price of the Interest shall be an amount equal to 75% of the market value of the Investor's Interest, such value being determined by the Manager obtaining price quote(s) within the market;

(iii) payment of the Purchase Price will be made to the owner of such Interest, except during periods of exchange restrictions, and will be deposited by the Corporation with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) for payment to such owner. Upon deposit of such price as aforesaid the person specified in such Purchase Notice shall have no further interest in the Corporation, or any claim against the Corporation or its assets in respect thereof, except the right to receive the price so deposited (without interest) from such bank.

(e) The exercise by the Corporation of the powers conferred by this Article 10 shall not be questioned or invalidated in any case on the ground that there was insufficient evidence of ownership of Shares by any person or that the true ownership of any Shares was otherwise than as appeared to the Corporation at the date of any Purchase Notice, provided that in such case the said powers were exercised by the Corporation in good faith.

(f) In addition to any liability under applicable law, each Investor who does not qualify as an Eligible Investor, and who holds an Interest, shall hold harmless and indemnify the Corporation, the General Partner, the other Investors and Ordinary Shareholders and the Corporation's agents for any damages, losses and expenses resulting from or connected to such holding in circumstances where the relevant Investor had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an Eligible Investor or had failed to notify the Corporation of its loss of such status.

Art. 11. Annual General Meeting.

(a) The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Corporation or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Friday of the month of June at 2.30 p.m. (Luxembourg time) and for the first time in two thousand and ten. If such day is not a bank business day in Luxembourg, the annual general meeting of Shareholders shall be held on the preceding bank business day.

(b) Other Shareholder meetings may be held at such place and time as may be specified in the respective meeting notices.

Art. 12. Shareholder Meetings.

(a) All Shareholder meetings shall be presided over by the General Partner.

(b) Any duly convened Shareholder meeting shall represent the entire body of Shareholders. It shall have the broadest power to order, carry out or ratify acts relating to the operations of the Corporation.

(c) A Shareholder may act at any meeting of Shareholders by:

(i) appointing another person as its proxy in writing, or

(ii) providing written confirmation to the General Partner instructing the manner in which it elects to vote on respective agenda points provided that the written voting bulletins include (1) the name, first name, address and the signature of the relevant Shareholder, (2) the indication of the Shares for which the Shareholder will exercise such right, (3) the agenda as set forth in the convening notice and (4) the voting instructions (approval, refusal, abstention) for each point of the agenda. The original voting bulletins must be received by the Corporation 24 hours before the relevant Shareholder meeting.

(d) Each General Partner Share and each Ordinary Share carries one vote at all Shareholder meetings.

(e) All Shares will vote as one class unless otherwise required by law or provided in these Articles.

(f) Except as otherwise required by law or provided in these Articles, resolutions at a Shareholder meeting (a "Shareholder Resolution") shall require the approval of:

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(i) a simple majority of the votes cast by the Shareholders present or represented, and

(ii) the General Partner.

(g) Any resolution at a Shareholder meeting deciding that the Corporation will no longer qualify as investment company in risk capital under the 2004 Law will need to be passed by a unanimous vote of all Shareholders and the General Partner and requires prior approval by the Luxembourg supervisory authority.

(h) The General Partner shall provide at least 8 days prior notice of any Shareholder meeting as required under Luxembourg law.

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

(j) Votes cast as used in these Articles shall not include votes attaching to Shares in respect of which a Shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

Art. 13. General Partner Powers.

(a) The General Partner has the broadest power to perform all acts of administration and disposition of the Corporation and to investigate, pursue and conclude transactions. All powers that are not reserved by law or these Articles to the general meeting of Shareholders are within the powers of the General Partner.

(b) The General Partner shall determine the investment policy and the borrowing policy of the Corporation, subject to the restrictions established by (i) Luxembourg law, (ii) regulatory authorities, and (iii) these Articles.

(c) The Manager is authorized to borrow on behalf of the Corporation. The Manager shall only utilize borrowings for temporary liquidity purposes (i.e. up to six months) and subject to rates commercially available for such borrowing. The maximum borrowing on behalf of the Corporation is not allowed to exceed 10% of the aggregate Commitments of Investors. For the avoidance of doubt, the General Partner may grant guarantees by way of mortgage, charge, pledge, assignment of a security interest or otherwise in all or any of its assets including the Undrawn Commitments (including for the avoidance of doubt any of the claims) of the Company to secure the obligations of the Company towards its Investors/Shareholders or third parties while remaining always within the limits of the investment strategy.

(d) Pursuant to the AIFMD and the 2013 Law, the General Partner may appoint investment advisors and managers, as well as any other management or administrative agents. The General Partner may enter into agreements with such persons or companies for the provision of their services, the delegation of powers to them, and the determination of their remuneration to be borne by the Corporation.

Art. 14. Due Authorisation. The Corporation shall be bound by the joint signatures of any duly authorised directors or officers of the General Partner or by the signature of any other persons to whom authority shall have been delegated by the General Partner.

Art. 15. Exculpation & Indemnification.

(a) No Indemnified Party (as defined below) shall be liable to the Corporation or any Investor for any act or omission taken or suffered by such Indemnified Party in the reasonable belief that such act or omission is or is not, contrary to the best interests of the Corporation and is within the scope of authority granted to such Indemnified Party, provided that such acts or omissions do not constitute gross negligence or a material violation of such Indemnified Party's obligations to the Corporation.

(b) To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless the General Partner or its affiliates, and any of their respective employees, officers, directors, agents, controlling persons or representatives (each an "Indemnified Party") from and against any and all claims, liabilities, damages, losses, costs and expenses (including amounts paid in satisfaction of judgments, in compromises and settlements, as fines and penalties and legal or other costs and expenses of investigating or defending against any claim or alleged claim) of any nature whatsoever, known or unknown, liquidated or unliquidated (collectively "Losses"), that are incurred by any Indemnified Party and arise out of or are related to the affairs or activities of the Corporation, including acting as a director of a target company, or the performance by such Indemnified Party of any of its responsibilities hereunder or otherwise in connection with being or having been a director or officer of the Corporation; provided that an Indemnified Party shall not be entitled to indemnification hereunder to the extent it is determined by any court or governmental body of competent jurisdiction that such Losses resulted directly from the Indemnified Party's gross negligence, wilful misconduct, or material breach of a material term of the Articles provided that such right of indemnification shall be reinstated in the event of such determination being reversed (Losses shall also include all costs and expenses incurred by the Indemnified Party in connection with obtaining a reversal of such determination).

(c) The right of any Indemnified Party to the indemnification provided herein shall be cumulative of, and in addition to, any and all rights to which such Indemnified Party may otherwise be entitled by contract or as a matter of law or equity and shall extend to such Indemnified Party's successors, assigns and legal representatives.

(d) Any Indemnified Party shall first seek to recover under any other indemnity or any insurance policies by which such Indemnified Party is indemnified or covered, as the case may be, but only to the extent that the indemnitor with respect to such indemnity or the insurer with respect to such insurance policy provides (or acknowledges its obligation to provide) such indemnity or coverage, as the case may be, on a timely basis. To the extent an Indemnified Party is

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indemnified pursuant to this Article 15 and subsequently recovers an amount in relation to the same matter from such indemnitor or insurer then such Indemnified Party shall account to the Corporation for the amount so recovered after deduction of all costs and expenses incurred in procuring recovery and all taxes thereon. The Indemnified Party shall obtain the written consent of the General Partner prior to entering into any compromise or settlement which would result in an obligation of the Corporation to indemnify such Indemnified Party.

Art. 16. Contribution and Recontribution Obligations.

(a) The Corporation may require Investors to (i) make Contributions, and/or (ii) recontribute to the Corporation amounts up to the aggregate amount of distributions previously made to them, in order to satisfy indemnification or any other obligations of the Corporation.

(b) All of the foregoing contribution or recontribution obligations shall continue until the liquidation of the Corporation. The Corporation may make provision in order to satisfy indemnification or other obligations of the Corporation after the liquidation of the Corporation.

Art. 17. Share Redemption and Defaulting Investors.

(a) Shares will generally not be redeemed.

(b) If at any time:

(i) any representation made by an Investor to the Corporation in connection with the acquisition of Ordinary Shares by such Investor is determined by the General Partner not to be true and correct in any respect; or

(ii) an Investor does not fulfil its obligations towards the Corporation and in particular where such Investor has committed to subscribe for further Ordinary Shares in the Corporation and fails to honour its commitment to pay further Contributions within the timeframe required,

then the General Partner has the authority in the absence of curing of the above defaults within a reasonable time period determined by the General Partner to (A) suspend or terminate the pecuniary rights attached to all or part of the Ordinary Shares previously subscribed and paid for by the defaulting Investor, or (B) cause the sale and transfer to a new Investor of the Interest held by the defaulting Investor for a price equal to the Purchase Price as detailed in Article 10, or (C) reduce the Commitment of the defaulting Investor, or (D) apply any combination of the above or such other measure as it deems appropriate.

Art. 18. Net Asset Value of Shares.

(a) The net asset value of each Share class in the Corporation (the "Net Asset Value") shall be determined on each Valuation Day (according to the term defined hereafter) in accordance with this Article 18.

(b) The Net Asset Value shall be expressed as a per Share figure and shall be determined by:

(i) first, establishing the value of assets less the liabilities of the Corporation (including any adjustments as considered by the Corporation to be necessary or prudent);

(ii) second, allocating the portion of assets and liabilities between the different classes of Share according to the aggregate Contributions of each Share class, adjusted as necessary to take into consideration any additional fees or distributions to which a particular Share class may be entitled; and

(iii) finally, dividing the total assets and liabilities allocated to each Share class by the total number of Shares in the respective class on the Valuation Day.

(c) The valuation of the Corporation's assets and liabilities shall be determined in accordance with generally accepted valuation principles in compliance with article 5 (3) of the 2004 Law:

(i) liquid assets shall be valued at their face value with interest accrued;

(ii) investments in target funds shall be valued according to the most recent valuation report received from the general partners of the target funds adjusted for net capital activity; and

(iii) other investments and other property and assets of the Corporation shall be valued according to the valuation principles as set forth by the European Venture Capital Association.

(d) Other fair valuation methods may be used if the Manager considers that another method better reflects the value of the assets if circumstances and market conditions so warrant. The fair valuation methods would then be used accordingly. Valuation methods will be used on a consistent basis.

(e) Different classes of Shares may be subject to different levels of fees and expenses and may be entitled to different distributions, such factors will be taken into consideration in determining the Net Asset Value of each Share class.

(f) The Net Asset Value for each Share class will be made available to Shareholders at the registered office of the Corporation within a period of time following the relevant Valuation Day disclosed in the sales documents of the Corporation.

(g) The determination of the Net Asset Value may be suspended during any period if, in the reasonable opinion of the General Partner, a fair valuation of the assets of the Corporation is not practical for reasons beyond the control of the Corporation.

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Art. 19. Accounting Year and Auditors.

(a) The accounting year of the Corporation shall begin on 1 st January and shall terminate on the 31 st December of the same year, with the exception of the first accounting year which shall begin on the date of the incorporation of the Corporation and shall terminate on the 31 st December 2010.

(b) The annual general meeting of Shareholders shall appoint independent auditors.

Art. 20. Distributions.

(a) Within the limits provided by law and in respect of each class of Shares, the annual general meeting of Shareholders of each class shall, upon the proposal of the General Partner in respect of such class, determine how the results allocated to that class shall be distributed in accordance with the provisions of these Articles.

(b) Interim distributions may be paid out on the Shares of any class upon the decision of the General Partner.

(c) The General Partner shall apply the following distribution policies:

(i) Distributable proceeds derived from investments will be distributed by the General Partner from time to time, provided that the General Partner may retain reasonable amounts to pay or provide reserves for expenses and other obligations of the Corporation, including fees payable to the General Partner or for re-investment purposes; and

(ii) The Corporation may receive proceeds from the Corporation's investments in the form of marketable securities. The General Partner will seek to sell such securities and distribute the net cash proceeds; Shareholders will bear any associated market risk and related costs incurred during the disposition process.

(iii) The General Partner shall not distribute securities to Shareholders other than at the time of dissolution of the Corporation or with the approval of a simple majority of the Ordinary Shares in issue.

(d) Distributions will be made to the Shareholders in each case in proportion to their Contributions.

Art. 21. Liquidation.

(a) In the event of dissolution of the Corporation, liquidation shall be carried out by one or more liquidators (who may be physical persons or legal entities) appointed at a Shareholder meeting effecting such dissolution and which shall determine their powers and their remuneration.

(b) The net proceeds of liquidation shall be distributed by the liquidators to the holders of Ordinary Shares and General Partner Shares pursuant to the rules set forth in Article 20.

(c) The net proceeds may be distributed in kind.

Art. 22. Amendment to Articles. Subject to the prior approval by the Luxembourg supervisory authority, these Articles may be amended from time to time by Shareholder Resolution taken under the conditions provided in articles 103 (and the following related articles) and article 67-1 of the 1915 Law. In addition, any proposed amendment to these Articles will become valid and effective only if separately approved by a simple majority of the Ordinary Shares in issue.

Art. 23. Governing Regulation. All matters not governed by these Articles shall be determined in accordance with the 1915 Law and the 2004 Law.

Art. 24. Definitions. These definitions form an integral part of the Articles.

Eligible Investors Pursuant to article 2 of the 2004 Law, either a) professional or institutional investors, b) other investors who confirm in writing that they adhere to the status of well-informed investors and are fully aware of the risks and rewards of this type of investment within the meaning of the 2004 Law and who either invest or are committed to invest a minimum of 125,000 Euro in the Corporation or have been subject to an assessment made by a credit institution within the meaning of Directive 2006/48/EC, by an investment firm within the meaning of Directive 2004/39/EC or by a management company within the meaning of Directive 2001/107/EC certifying such investor's expertise, experience and knowledge in adequately appraising an investment in risk capital or c) a person taking part in the management of the Corporation.

Any investor that is a U.S. person must be an "accredited investor" as defined in Rule 501(a) of Regulation D under the Securities Act and a "qualified purchaser" as defined in the U.S. Investment Company Act.

Entry Charge A charge which may be levied on an investor admitted to the Corporation subsequent to the initial share offering.

General Partner Share A share issued by the Corporation that has been subscribed to by the General Partner.

Interest An Investor's interest in the Corporation being its rights and obligations in connection with any Ordinary Shares held and its related Undrawn Commitment.

Investor(s) The investors who have acquired or have committed to acquire Ordinary Shares in accordance with the Subscription Agreement.

Ordinary Share A share issued by the Corporation that has been subscribed to by an Investor.

Undrawn Commitment The total number of Shares that an Investor has committed to acquire in the Subscription Agreement less the number of Shares subscribed and fully paid by such Investor.

Shares The Ordinary Shares and the General Partner Shares.

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Shareholders The holders of Ordinary Shares and General Partner Shares.

Subscription Agreement The agreement the Corporation entered into with each of the Investors in connection with the commitment to subscribe for a certain number of Ordinary Shares.

U.S. person Shall have the meaning ascribed in Regulation S, as amended from time to time, of the United States Securities Act of 1933, as amended ("the 1933 Act") or as in any other Regulation or act which shall come into force within the United States of America and which shall in the future replace Regulation S or the 1933 Act.

Valuation Day The last day of each month.

2013 Law Luxembourg law of 12 July 2013 on alternative investment fund managers, implementing the AIFMD.

Second resolution

The meeting upon presentation of the justifying report of the Manager, pursuant to article 32-3 (5) of the law of August 10, 1915 on commercial companies, resolves to extend the period under which the Manager may issue shares under the authorized capital structure for an additional period of five years under the conditions as foreseen under Article 5 (d) and (g) of the Articles and subsequent amendment of Article 5(g) of the Articles so as to read as set forth in the preceding resolution.

Third resolution

The meeting upon presentation of the aforesaid report, decides to renew the Manager's authorization to limit or withdraw preferential subscription rights of existing shares and subsequent amendment of Article 5 (h) of the Articles as set forth in the first resolution.

There being no further business on the agenda, the Meeting was thereupon closed.

The undersigned notary, who understands and speaks English, herewith states that the present deed is drafted in English.

Whereof the present deed was drawn up in Luxembourg on the day beforementioned.

The deed having been read to the Meeting, the members of the bureau, all of whom are known to the notary by their names, surnames, civil status and residences, signed together with the notary this deed.

Gezeichnet: S. WOLTER, A. SIEBENALER, A. BRAQUET und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 29 septembre 2014. Relation: LAC/2014/45115. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

FÜR GLEICHLAUTENDE AUSFERTIGUNG zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations erteilt.

Luxemburg, den 7. Oktober 2014.

Référence de publication: 2014157561/447.

(140178106) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 octobre 2014.

Neckar G S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 111.982.

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: 2014142957/9.

(140162317) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

NYLIM Mezzanine II Parallel Luxco S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 146.344.

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: 2014142971/9.

(140162295) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

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Attijari Africa Funds, Société Anonyme sous la forme d'une Société d'Investissement à Capital Fixe.

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 190.498.

STATUTES

In the year two thousand and fourteen, on the nineteenth day of September.

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

There appeared:

Attijariwafa Bank, a company, incorporated and existing under the laws of Morocco, having its registered office at 2, Boulevard Moulay Youssef, Casablanca 2000, Morocco,

here represented by Veronica Aroutiunian, advisor, residing professionally in Luxembourg, by virtue of a proxy, given in Casablanca on 3 July 2014.

The said proxy initialled ne varietur by the appearing party and the Notary will remain annexed to this deed to be filed at the same time with the registration authorities.

Such appearing party, acting in its hereabove stated capacities, has required the officiating Notary to enact the deed of incorporation of a Luxembourg public limited company ("société anonyme") with variable capital, qualifying as a société d'investissement à capital variable (SICAV) - organisme de placement collectif en valeurs mobilières (OPCVM), whose articles of incorporation shall be as follows:

Chapter I - Form, Term, Object, Registered office

Art. 1. Name and form. There exists among the existing shareholders and those who may become owners of shares in the future, a company in the form of a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") organized under Part I of the Law of 17 December 2010 relating to undertakings for collective investment, as such law may be amended, supplemented or rescinded from time to time (the "2010 Law") under the name of "Attijari Africa Funds" (hereinafter the "Company").

Art. 2. Duration. The Company is incorporated for an unlimited period of time.

Art. 3. Purpose. The sole purpose of the Company is the investment of the funds available to it in transferable securities and other liquid financial assets permitted by law with a view to spreading investment risks and enabling its shareholders to benefit from the results of the management thereof.

The Company may take any measures and conduct any operations it sees fit for the purpose of achieving or developing its object to the largest extent permitted by Part I of the 2010 Law.

Art. 4. Registered office. The registered office of the Company shall be in Hesperange, Grand-Duchy of Luxembourg. Branches, subsidiaries or other offices may be established, either in the Grand-Duchy of Luxembourg or abroad by a decision of the board of directors. Within the same borough, the registered office may be transferred through simple resolution of the board of directors.

If the board of directors considers that extraordinary events of a political, economic or social nature, likely to compromise the registered office's normal activity or easy communications between this office and abroad, have occurred or are imminent, it may temporarily transfer the registered office abroad until such time as these abnormal circumstances have ceased completely; this temporary measure shall not, however, have any effect on the Company's nationality, which, notwithstanding a temporary transfer of its registered office, shall remain a Luxembourg company.

Branches, subsidiaries or other offices may be established, either in the Grand Duchy of Luxembourg or abroad by a decision of the board of directors.

Chapter II - Capital

Art. 5. Share capital. The share capital of the Company shall be represented by fully paid-up shares of no nominal value and shall at any time be equal to the total value of the net assets of the Company and its Sub-Funds (as defined in article 6 hereof). The minimum share capital of the Company cannot be lower than the level provided for by the 2010 Law. Such minimum share capital must be reached within a period of six (6) months after the date on which the Company has been authorised as an undertaking for collective investment under Luxembourg law. Upon incorporation, the initial share capital of the Company was thirty one thousand Euro (EUR 31.000.-) fully paid-up represented by thirty-one (31) shares of no par value.

For the purposes of the consolidation of the accounts the base currency of the Company shall be Euro (EUR).

Art. 6. Capital variation. The share capital of the Company shall vary, without any amendment to the articles of incorporation, as a result of the Company issuing new shares or redeeming its shares.

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Art. 7. Sub-funds. The board of directors may, at any time, create different categories of shares, each one corresponding to a distinct part or "sub-fund" of the Company's net assets (hereinafter referred to as a "Sub-Fund"). In such event, it shall assign a particular name to them, which it may amend, and may limit or extend their lifespan if it sees fit.

As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund or Sub-Funds. The Company shall be considered as one single legal entity. However, with regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

The board of directors, acting in the best interest of the Company, may decide, in the manner described in the issuing documents of the Company, that all or part of the assets of two or more Sub-Funds be co-managed amongst themselves on a segregated or on a pooled basis.

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

Chapter III - Shares

Art. 8. Form of shares. The board of directors shall determine whether shares of the Company shall be issued in registered form and/or bearer form.

Shares issued in bearer form may, at the discretion of the board of directors, be issued under dematerialised form (book entry bearer form) or materialised form. Shareholders may apply for materialisation of their shares, except for shares reserved to institutional investors, where such shares will only be issued in registered form. In the event of application for materialisation of the shares, the shareholder may be charged with the related costs and a fee for delivery of these physical share certificates may be levied.

If bearer share certificates are to be issued, they will be issued in such denominations as the board of directors shall determine.

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

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

The share certificates, if any, shall be signed by any two members of the board of directors. Such signatures shall be either manual, or printed, or in facsimile. The Company may issue temporary share certificates in such form as the board of directors may determine.

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

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

A duplicate share certificate may be issued under such conditions and guarantees as the board of directors may determine, including but not restricted to a bond issued by an insurance company, if a shareholder so requests and proves to the satisfaction of the Company that his share certificate has been lost, damaged or destroyed. The new share certificate shall specify that it is a duplicate. Upon its issuance, the original share certificate shall become void.

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

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

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

The board of directors may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Sub-Fund or class of shares on a pro rata basis.

Art. 9. Classes of shares. The board of directors may decide to issue one or more classes of shares for the Company or for each Sub-Fund, if any.

Each class of shares may differ from the other classes with respect to its cost structure, the initial investment required or the currency in which the net asset value is expressed or any other feature.

Within each class, there may be capitalisation and distribution share-types.

Whenever dividends are distributed on distribution shares, the portion of net assets of the class of shares to be allotted to all distribution shares shall subsequently be reduced by an amount equal to the amounts of the dividends distributed, thus leading to a reduction in the percentage of net assets allotted to all distribution shares, whereas the portion of net assets allotted to all capitalisation shares shall remain the same.

The board of directors may decide not to issue or to cease issuing classes, types or sub-types of shares in one or more Sub-Funds.

Any future reference to a Sub-Fund shall include, if applicable, each class and type of share making up this Sub-Fund and any reference to a type shall include, if applicable, each sub-type making up this type.

Art. 10. Issue of shares. The board of directors is authorised without limitation to issue an unlimited number of shares at any time without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued.

The board of directors may impose restrictions on the frequency at which shares shall be issued in any class of shares and/or in any Sub-Fund; the board of directors may, in particular, decide that shares of any class and/or of any Sub-Fund shall only be issued during one or more offering periods or at such other periodicity as provided for in the issuing documents of the Company.

Furthermore, the board of directors may determine any other subscription conditions such as the minimum amount of subscriptions, the minimum amount of the aggregate net asset value of the shares of a Sub-Fund to be initially subscribed, the minimum amount of any additional shares to be issued, the application of default interest payments on shares subscribed and unpaid when due, restrictions on the ownership of shares and the minimum amount of any holding of shares. Such other conditions shall be disclosed and more fully described in the issuing documents of the Company.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the net asset value per share of the relevant class as determined in compliance with article 14 hereof, as of the Valuation Day (as defined in article 14 hereunder), and is determined in accordance with such policy as the board of directors may from time to time determine and after the swing pricing adjustment mechanism (if any) is applied. Such price may be increased by applicable sales commissions, as approved from time to time by the board of directors. The price so determined shall be payable within a period as determined by the board of directors and reflected in the issuing documents of the Company.

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

The Company may, if a prospective shareholder requests and the board of directors so agrees, satisfy any application for subscription of shares which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the board of directors and must correspond to the investment policy and restrictions of the Company or the Sub-Fund being invested in. A valuation report relating to the contributed assets must be delivered to the board of directors by a Luxembourg independent auditor.

Art. 11. Redemption. Any shareholder may request the redemption of all or part of their shares by the Company under the terms and procedures set forth by the board of directors in the issuing documents of the Company and within the limits provided for by law and these articles of incorporation.

The redemption price per share shall be paid within a period as determined by the board of directors and reflected in the issuing documents of the Company.

The redemption price per share shall be equal to the net asset value per share of the relevant class, as determined in accordance with the provisions of article 13 hereof, less such charges and commissions (if any) at the rate provided by the issuing documents of the Company and after the performance fee adjustment and/or swing pricing adjustment mechanisms (if any) are applied The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine.

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

Furthermore, if, with respect to any given Valuation Day (as defined in article 14 hereunder) redemption requests pursuant to this article and conversion requests pursuant to article 12 hereof exceed a certain level determined by the board of directors in relation to the number of shares in issue in a specific Sub-Fund or class, the board of directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the board considers to be in the best interest of the Sub-Fund and/or the Company. Following that period, with respect to the next relevant Valuation Day, these redemption and conversion requests will be met in priority to later requests.

The Company shall have the right, if the board of directors so determines, to satisfy in kind the payment of the redemption price to any shareholder who agrees by allocating to the shareholder investments from the portfolio of assets

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of the relevant Sub-Fund equal in value to the value of the shares to be redeemed as of the Valuation Day on which the redemption price is calculated. Redemptions other than in cash will be subject to special report of a Luxembourg independent auditor. A redemption in kind is only possible provided that (i) equal treatment is afforded to shareholders, that (ii) the relevant shareholders have agreed to receive redemption proceeds in kind and (iii) that the nature and type of assets to be transferred are determined on a fair and reasonable basis and without prejudicing the interests of the other shareholders. Any costs resulting from such redemption in kind shall be borne by the relevant Sub-Fund or Class.

Art. 12. Conversion. Unless otherwise determined by the board of directors for certain classes of shares in the issuing documents of the Company, shareholders are entitled to require the conversion of all or part of their shares of any class of a Sub-Fund into shares of the same class in another Sub-Fund or into shares of another existing class of that, or of another Sub-Fund, subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the board of directors shall determine.

The price for the conversion of shares from one Sub-Fund or class of shares into another Sub-Fund or class of shares shall be computed by reference to the respective net asset value of the two Sub-Funds or classes of shares, calculated as of the same Valuation Day (as defined in article 14 hereunder).

If there is no common Valuation Day for any two classes or Sub-Funds, the conversion will be made on the basis of the net asset value calculated on the next following Valuation Day of each of the two classes or Sub-Funds concerned.

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

The shares which have been converted into shares of another Sub-Fund or class of shares may be cancelled.

Art. 13. Limitations on the ownership of shares. The board of directors may restrict or block the ownership of shares in the Company by any natural person or legal entity if the board of directors considers that this ownership violates the laws of the Grand-Duchy of Luxembourg or of any other country, or may subject the Company to taxation in a country other than the Grand-Duchy of Luxembourg or may otherwise be detrimental to the Company.

In such instance, the board of directors may:

a) decline to issue any shares when it appears that such issue might or may have as a result the allocation of ownership of the shares to a person who is not authorised to hold shares in the Company;

b) proceed with the compulsory redemption of all the relevant shares if it appears that a person who is not authorised to hold such shares in the Company, either alone or together with other persons, is the owner of shares in the Company, or proceed with the compulsory redemption of any or a part of the shares, if it appears that one or several persons is or are owner or owners of a part of the shares in the Company in such a manner that this may be detrimental to the Company. The following procedure shall be applied:

1. the board of directors shall send a notice (hereinafter called the "redemption notice") to the relevant investor possessing the shares to be redeemed; the redemption notice shall specify the shares to be redeemed, the price to be paid, and the place where this price shall be payable. The redemption notice may be sent to the investor by recorded delivery letter to his last known address. The investor in question shall be obliged without delay to deliver to the Company the certificate or certificates, if there are any, representing the shares to be redeemed specified in the redemption notice. From the closing of the offices on the day specified in the redemption notice, the investor shall cease to be the owner of the shares specified in the redemption notice and the certificates representing these shares shall be rendered null and void in the books of the Company;

2. the price at which the shares specified in the redemption notice shall be redeemed (the "redemption price") shall be equal to the net asset value of the shares of the Company determined in accordance with article 14 hereof on the date of the redemption notice. Payment of the redemption price will be made to the owner of such shares in the reference currency of the relevant class, except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such owner upon delivery of the share certificate or certificates, if issued, representing the shares specified in such notice. Upon deposit of such redemption price as aforesaid, no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholders appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective delivery of the share certificate or certificates, if issued, as aforesaid. The exercise by the Company of this power shall not be questioned or invalidated in any case, on the grounds that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any redemption notice, provided that in such case the said powers were exercised by the Company in good faith.

In particular, the Company may restrict or block the ownership of shares in the Company by any "US Person" unless such ownership is in compliance with the relevant US laws and regulations. The term "US Person" means any resident or person with the nationality of the United States of America or one of their territories or possessions or regions under

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their jurisdiction, or any other company, association or entity incorporated under or governed by the laws of the United States of America or any person falling within the definition of "US Person" under such laws.

Art. 14. Net asset value. The net asset value of the shares in every Sub-Fund, class, type or sub-type of share of the Company shall be determined at least twice a month and expressed in the currency(ies) decided upon by the board of directors. The board of directors shall decide the days by reference to which the assets of the Company or Sub-Funds shall be valued (each a "Valuation Day") and the appropriate manner to communicate the net asset value per share, in accordance with the legislation in force.

I. The assets of the Company shall include:

- all cash in hand or on deposit, including any outstanding accrued interest;

- all bills and promissory notes and accounts receivable, including outstanding proceeds of any sale of securities;

- all securities, shares, bonds, time notes, debenture stocks, options or subscription rights, warrants, money market instruments, and all other investments and transferable securities belonging to the relevant Sub-Fund;

- all dividends and distributions payable to the relevant Sub-Fund either in cash or in the form of stocks and shares (the Company may, however, make adjustments to account for any fluctuations in the market value of transferable securities resulting from practices such as ex-dividend or ex-claim negotiations);

- all outstanding accrued interest on any interest-bearing securities belonging to the relevant Sub-Fund, unless this interest is included in the principal amount of such securities;

- the preliminary expenses of the Company or of the relevant Sub-Fund, to the extent that such expenses have not already been written-off;

- the other fixed assets of the Company or of the relevant Sub-Fund, including office buildings, equipment and fixtures; and

- all other assets whatever their nature, including the proceeds of swap transactions and advance payments.

II. The liabilities of the Company shall include:

- all borrowings, bills, promissory notes and accounts payable;

- all known liabilities, whether or not already due, including all contractual obligations that have reached their term, involving payments made either in cash or in the form of assets, including the amount of any dividends declared by the Company regarding each Sub-Fund but not yet paid;

- a provision for any tax accrued to the Valuation Day and any other provisions authorised or approved by the board of directors; and

- all other liabilities of the Company of any kind, with respect to each Sub-Fund, except liabilities represented by shares in the Company. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company including, but not limited to: formation expenses; expenses in connection with and fees payable to, its investment manager(s), adviser(s), accountants, depositary and correspondents, registrar, transfer agents, paying agents, brokers, distributors, permanent representatives in places of registration and auditors; administration, domiciliary services, promotion, printing, reporting, publishing (including advertising or preparing and printing of issuing documents, explanatory memoranda, registration statements, financial reports) and other operating expenses; the cost of buying and selling assets (transaction costs); interest and bank charges as well as taxes and other governmental charges.

The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated basis yearly or for other periods in advance and may accrue the same in equal proportions over any such period.

III. The value of the assets of the Company shall be determined as follows:

- the value of any cash in hand or on deposit, discount notes, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received, shall be equal to the entire amount thereof, unless the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the board of directors may consider appropriate in such case to reflect the true value thereof;

- the value of all portfolio securities and money market instruments or derivatives that are listed on an official stock exchange or traded on any other regulated market will be based on the last available price on the principal market on which such securities, money market instruments or derivatives are traded, as supplied by a recognised pricing service approved by the board of directors. If such prices are not representative of the fair value, such securities, money market instruments or derivatives as well as other permitted assets may be appraised at a fair value at which it is expected that they may be resold, as determined in good faith under the direction of the board of directors;

- the value of securities and money market instruments which are not quoted or traded on a regulated market will be appraised at a fair value at which they are expected to be resold, as determined in good faith under the direction of the board of directors;

- the amortised cost method of valuation for short-term transferable debt securities in certain Sub-Funds of the Company may be used. This method involves valuing a security at its cost and thereafter assuming a constant amortisation to maturity of any discount or premium regardless of the impact of fluctuating interest rates on the market value of the security. While this method provides certainty in valuation, it may result during certain periods in values which are higher

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or lower than the price which the Sub-Fund would receive if it sold the securities. For certain short term transferable debt securities, the yield to a shareholder may differ somewhat from that which could be obtained from a similar sub-fund which marks its portfolio securities to market each day; if a deviation exists which may result in a material dilution or other unfair result to shareholders, the board of directors will take corrective actions including, if necessary, the calculation of the net asset value by using available market quotations or any other procedure which, in the opinion of the board of directors, appropriately reflects the fair value of such assets;

- the value of the participations in investment funds shall be based on the last available valuation. Generally, participations in investment funds will be valued in accordance with the methods provided by the documents governing such investment funds. These valuations shall normally be provided by the fund administrator or valuation agent of an investment fund. To ensure consistency within the valuation of each Sub-Fund, if the time at which the valuation of an investment fund was calculated does not coincide with the valuation time of any Sub-Fund, and such valuation is determined to have changed materially since it was calculated, then the net asset value of the relevant Sub-Fund may be adjusted to reflect the change as determined in good faith under the direction of the board of directors;

- the valuation of swaps will be based on their market value, which itself depends on various factors (e.g. level and volatility of the underlying asset, market interest rates, residual term of the swaps). Any adjustments required as a result of issues and redemptions are carried out by means of an increase or decrease in the nominal of the swaps, traded at their market value;

- the valuation of derivatives traded over-the-counter (OTC), such as futures, forward or option contracts not traded on exchanges or on other recognised markets, will be based on their net liquidating value determined, pursuant to the policies established by the board of directors on the basis of recognised financial models in the market and in a consistent manner for each category of contracts. The net liquidating value of a derivative position is to be understood as being equal to the net unrealised profit/loss with respect to the relevant position;

- the value of other assets will be determined prudently and in good faith under the direction of the board of directors in accordance with the relevant valuation principles and procedures.

The board of directors, at its discretion, may authorise the use of other methods of valuation if it considers that such methods would enable the fair value of any asset of the Company to be determined more accurately.

All valuation regulations and determinations shall be interpreted and made in accordance with the valuation/accounting principles specified in the issuing documents of the Company.

For each Sub-Fund, adequate provisions will be made for expenses incurred and due account will be taken of any off-balance sheet liabilities in accordance with fair and prudent criteria.

For each Sub-Fund and for each class of shares, the net asset value per share shall be calculated in the relevant reference currency with respect to each Valuation Day by dividing the net assets attributable to such Sub-Fund or class (which shall be equal to the assets minus the liabilities attributable to such Sub-Fund or class) by the number of shares issued and in circulation in such Sub-Fund or class; assets and liabilities expressed in foreign currencies shall be converted into the relevant reference currency, based on the relevant exchange rates.

The Company's net assets shall be equal to the sum of the net assets of all its Sub-Funds.

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

The net asset value per share may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine. The net asset value of each class at each Valuation Day will be calculated and available in Luxembourg at a frequency determined by the board of directors from time to time. If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant class of shares are dealt in or quoted, the board of directors may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation.

Art. 15. Allocation of assets and liabilities among the sub-funds. For the purpose of allocating the assets and liabilities between the Sub-Funds, the board of directors shall establish a portfolio of assets for each Sub-Fund in the following manner:

- the proceeds from the issue of each share of each Sub-Fund are to be applied in the books of the Company to the portfolio of assets established for that Sub-Fund and the assets and liabilities and income and expenditure attributable thereto are applied to such portfolio subject to the following provisions;

- where any asset is derived from another asset, such derivative asset is applied in the books of the Company to the same portfolio as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value is applied to the relevant portfolio;

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

- in the case where any asset or liability of the Company cannot be considered as being attributable to a particular portfolio, such asset or liability is allocated to all the portfolios in equal parts or, if the amounts so justify, pro rata to the net asset values of the relevant Sub-Funds;

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- upon the payment of dividends to the holders of shares in any Sub-Fund, the net asset value of such Sub-Fund shall be reduced by the amount of such dividends.

Towards third parties, the assets of a given Sub-Fund will be liable only for the debts, liabilities and obligations concerning that Sub-Fund. In relations between shareholders, each Sub-Fund is treated as a separate entity.

Art. 16. Suspension of calculation of the net asset value. The Company may suspend the determination of the net asset value and/or, where applicable, the subscription, redemption and/or conversion of shares, for one or more Sub-Funds, in the following cases:

- when the stock exchange(s) or market(s) that supplies/supply prices for a significant part of the assets of one or several Sub-Funds are closed, or in the event that transactions on such a market are suspended, or are subject to restrictions, or are impossible to execute in volumes allowing the determination of fair prices;

- when the information or calculation sources normally used to determine the value of a Sub-Fund's assets are unavailable, or if the value of a Sub-Fund's investment cannot be determined with the required speed and accuracy for any reason whatsoever;

- when exchange or capital transfer restrictions prevent the execution of transactions of a Sub-Fund or if purchase or sale transactions of a Sub-Fund cannot be executed at normal rates;

- when the political, economic, military or monetary environment or an event of force majeure, prevent the Company from being able to manage normally its assets or its liabilities and prevent the determination of their value in a reasonable manner;

- when, for any other reason, the prices of any significant investments owned by a Sub-Fund cannot be promptly or accurately ascertained;

- when the Company or any of the Sub-Funds is/are in the process of establishing exchange parities in the context of a merger, a contribution of assets, an asset or share split or any other restructuring transaction;

- when there is a suspension of redemption or withdrawal rights by several investment funds in which the Company or the relevant Sub-Fund is substantially invested;

- in a case a Sub-Fund qualifies as a feeder fund of a master fund, following the suspension of (i) the calculation of the net asset value per share/unit, (ii) the issue, (iii) redemption, an/or (iv) the conversion of the shares units issued within the master fund in which the Sub-Fund invests;

- in exceptional circumstances, whenever the board of directors considers it necessary in order to avoid irreversible negative effects on one or more Sub-Funds, in compliance with the principle of equal treatment of shareholders and in their best interests.

In the event of exceptional circumstances which could adversely affect the interest of the shareholders or insufficient market liquidity, the board of directors reserves its right to determine the net asset value of the shares of a Sub-Fund only after it shall have completed the necessary purchases and sales of securities, financial instruments or other assets on the Sub-Fund's behalf.

If any application for redemption or conversion is received in respect of any relevant Valuation Day (the "First Valuation Day") which either alone or when aggregated with other applications so received, is above the liquidity threshold determined by the board of directors for the relevant Sub-Fund, the board of directors reserves the right in its sole and absolute discretion (and in the best interests of the remaining shareholders) to scale down pro rata each application with respect to such First Valuation Day so that no more than the corresponding amounts be redeemed or converted on such First Valuation Day. To the extent that any application is not given full effect on such First Valuation Day by virtue of the exercise of the power to pro-rate applications, it shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the shareholder in respect of the next Valuation Day and, if necessary, subsequent Valuation Days, until such application shall have been satisfied in full. With regard to any application received in respect of the First Valuation Day, to the extent that subsequent applications shall be received in respect of following Valuation Days, such later applications shall be postponed in priority to the satisfaction of applications relating to the First Valuation Day, but subject thereto shall be dealt with as set out in the preceding sentence.

The suspension of the calculation of the net asset value and/or where applicable, of the subscription, redemption and/or conversion of shares, shall be notified to the relevant persons through all means reasonably available to the Company, unless the board of directors is of the opinion that a publication is not necessary considering the short period of the suspension.

The suspension measures provided for in this article may be limited to one or more Sub-Funds and/or class(es) of shares.

Chapter IV - Administration and management of the company

Art. 17. Administration. The Company shall be managed by a board of directors composed of not less than three (3) members, who need not be shareholders of the Company.

They shall be elected by the general meeting of shareholders, which shall further determine the number of directors, their remuneration and the term of their office.

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Directors shall remain in office for a term not exceeding six (6) years and until their successors are elected and qualify. However a director may be removed with or without cause and/or replaced at any time by a resolution adopted by the general meeting of shareholders.

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

In the event that, in any meeting of the board of directors, the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Art. 18. Operation and meetings. The board of directors shall choose a chairman from among its members and may elect one or more vice-chairmen from among them. The board of directors may also appoint a secretary, who need not be a director and who shall be responsible for writing and keeping the minutes of the meetings of the board of directors as well as of the meetings of shareholders.

The board of directors shall meet when convened by the chairman or any two directors, at the place indicated in the notice of the meeting.

The chairman shall preside over all the meetings of the board of directors and of the shareholders. In his absence the shareholders or the board of directors may appoint another director, and in respect of shareholders' meetings any other person, as chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any board meeting shall be given to all directors at least twenty-four hours prior to the time set for the meeting, except in circumstances of emergency, in which case the nature of and reasons for this emergency shall be stated in the convening notice of the meeting. This notice may be waived by the consent in writing or by cable or telegram or telefax or telex of each director. A special notice shall not be required for a meeting of the board of directors being held at a time and a place determined in a prior resolution adopted by the board of directors.

Any director may arrange to be represented at board meetings by appointing in writing or by cable or telegram or telefax or telex another director to act as a proxy. A director may represent several of his colleagues.

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

The board of directors may validly deliberate or act if at least the majority of the directors are present or represented at the meeting of the board of directors. If the quorum is not satisfied, another meeting shall be convened. Decisions shall be taken by a majority vote of the directors present or represented. In the event that at any meeting the numbers of votes for or against a resolution are equal, the chairman of the meeting shall have a casting vote.

Notwithstanding the foregoing, a resolution of the board of directors may also be passed in writing and may consist of one or several documents containing the resolutions and signed by each and every director.

Art. 19. Minutes. The minutes of the meetings of the board of directors shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided over such meeting.

Copies of or extracts of the minutes, which may be used for legal or other purposes, shall be signed by the chairman or secretary or any two (2) directors.

Art. 20. Powers of the board of directors. The board of directors is vested with the widest powers to manage the business of the Company and to take all actions of disposal and administration which are in line with the objectives of the Company. All powers not expressly reserved by law or by these articles of incorporation to the general meeting of shareholders are in the competence of the board of directors.

The board of directors shall determine, applying the principle of risk spreading, the investment policies and strategies of the Company and of each Sub-Fund, as well as the course of conduct of the management and business affairs of the Company, as set forth in the issuing documents of the Company, in compliance with applicable laws and regulations.

The board of directors may appoint investment advisers and managers, as well as any other management or administrative agents. The board of directors may enter into agreements with such persons or companies for the provision of their services, the delegation of powers to them, and the determination of their remuneration to be borne by the Company.

Art. 21. Corporate signature. Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two (2) directors or by the joint or single signature of any officer(s) of the Company or of any other person(s) to whom authority has been delegated by the board of directors.

Art. 22. Delegation of power. The board of directors may delegate, under its overall responsibility and control, its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to directors or officers of the Company or to one or several natural persons or corporate entities, which need not be members of the board of directors. Such delegated persons shall have the powers determined by the board of directors and may be authorised to sub-delegate their powers.

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Art. 23. Investment policies and restrictions. The board of directors, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-Fund, (ii) the hedging strategy to be applied to specific classes of shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the Company, all within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations.

A. In compliance with the requirements set forth by the 2010 Law and as detailed in the issuing documents of the Company as amended from time to time, in particular as to the type of markets on which the assets may be purchased or the status of the issuer or of the counterparty, each Sub-Fund may invest in:

1. Transferable securities and money market instruments admitted to or dealt in on a regulated market within the meaning of Directive 2004/39/CE of 21 April 2004 on investment services in the securities field;

2. Transferable securities and money market instruments which are dealt in on another market of a member state of the European Union (a "Member State") and that is regulated, operating regularly, recognised and open to the public;

3. Transferable securities and money market instruments admitted to official listing on a stock exchange in a non member State of the European Union or dealt in on another market of a non member state of the European Union and that is regulated, operating regularly, recognised and open to the public, being specified that the eligible stock exchange and markets shall be situated in the States which are the member states of the Organization for the Economic Cooperation and Development ("OECD") or in all other countries of Europe, North America, South America, Africa, Asia and Oceania;

4. Newly issued transferable securities and money market instruments, provided that:

- the issue conditions include an undertaking that an application will be made for official listing on a stock exchange or other regulated market that is recognised, is operating regularly and is open to the public and situated in the States which are the member states of the OECD or in all other countries of Europe, North America, South America, Africa, Asia and Oceania;

- such admission is achieved at the latest within a year of issue;

5. Units of UCITS authorised according to the Directive 2009/65/EC, as amended or supplemented from time to time (the "UCITS Directive") and/or other collective investment undertakings within the meaning of the first and second indent of Article 1(2) of the UCITS Directive should they be situated in a Member State or not, provided that:

- such other collective investment undertakings are authorised under laws which provide that they are subject to supervision considered by the Luxembourg supervisory authority as equivalent to that laid down in European Community law, and that cooperation between authorities is sufficiently ensured;

- the level of protection for unit-holders in the other collective investment undertakings is equivalent to that provided for unit-holders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and short sales of transferable securities and money market instruments are equivalent to the requirements of the UCITS Directive;

- the business of the other collective investment undertakings is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;

- no more than ten percent (10%) of the UCITS' or the other collective investment undertakings' assets, whose acquisition is contemplated, can, according to their fund rules or instruments of incorporation, be invested in aggregate in units of other UCITS or other collective investment undertakings;

6. Deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a member state of the European Union or, if the registered office of the credit institution is situated in a non-member state, provided that it is subject to prudential rules considered by the Luxembourg supervisory authority as equivalent to those laid down in European Community law;

7. Financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in paragraphs 1, 2 and 3 above and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- the underlying consists of instruments covered by indent A, of financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives;

- the counterparties to OTC derivative transactions are first class financial institutions specialised in these types of transactions provided that they are also subject to prudential supervision and belong to the categories approved by the Luxembourg supervisory authority;

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative.

8. Money market instruments other than those dealt in on a regulated market, which are liquid, and have a value which can be accurately determined at any time, provided that the issue or issuer of such instruments are regulated for the purpose of protecting investors and savings, and provided that they are:

- issued or guaranteed by a central, regional or local authority or central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or

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- issued by an undertaking any securities of which are dealt in on regulated markets referred to in paragraph 1, 2 or 3 above; or

- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by European Community law, or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg supervisory authority to be at least as stringent as those laid down by European Community law; or

- issued by other bodies belonging to the categories approved by the Luxembourg supervisory authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (EUR 10,000,000.-) and which presents and publishes its annual accounts in accordance with Fourth Council Directive 78/660/EEC of 25 July 1978 as amended, or is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line;

B. In addition, the Company:

1. shall be entitled to invest up to ten percent (10%) of the net assets of each Sub-Fund in transferable securities and money market instruments other than those referred to under item A above;

2. may acquire movable and immovable property which is essential for the direct pursuit of its business;

3. may not acquire precious metals or certificates representing precious metals;

C. The Company may invest up to a hundred percent (100%) of the net assets of each Sub-Fund in transferable securities and money market instruments issued or guaranteed by a member state of the European Union, by the local authorities of a member state of the European Union, by a state which is a member state of the OECD or by public international bodies in which one or more member states of the European Union participate, provided that such transferable securities and money market instruments form part of at least six different issues and that the transferable securities and money market instruments forming part of any one issue do not exceed thirty percent (30%) of the net assets of the Sub-Fund concerned;

D. The Company may hold ancillary liquid assets for each Sub-Fund;

E. The investment policy of the Company may replicate the composition of an index of securities or debt securities recognized by the Luxembourg supervisory authority;

F. The board of directors, acting in the best interest of the Company, may decide, in the manner described in the issuing documents of the Company, that: (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their sub-funds; or that (ii) all or part of the assets of two or more Sub-Funds be co-managed amongst themselves on a segregated or on a pooled basis;

G. Investments of each Sub-Fund may be made either directly or indirectly through wholly-owned subsidiaries, as the board of directors, may from time to time decide and as described in the issuing documents. Reference in these articles of incorporation to "investments" and "assets" shall mean, as appropriate, either instruments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries;

H. The Company is authorised to employ techniques and instruments relating to transferable securities and money market instruments provided that such techniques and instruments may be used for hedging purposes, for the purpose of efficient portfolio management or for investment purposes;

I. In addition, the board of directors may decide that a Sub-Fund may invest in shares issued by one or several other Sub-Funds within the Company under the conditions provided for by the 2010 Law;

J. The board of directors may decide that a Sub-Fund may invest in shares or units of other UCIs, including shares or units of a master fund qualifying as a UCITS, which shall neither itself be e feeder fund nor holds units/shares of a feeder fund.

Art. 24. Conflict of interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm.

For the avoidance of doubt, any director or officer of the Company who serves as a director, executive, authorised representative or employee of a company or firm with which the Company shall contract or otherwise engage in business relations, shall not, by reason of such affiliation with such company or firm, be prevented from considering and voting or acting upon any matters related to such contracts or business dealings.

In the event that any director or officer of the Company has any personal interest in any transaction of the Company, such director or officer shall inform the board of directors of such personal interest and shall not consider or vote upon any such transaction. Such director's or officer's interest therein shall be reported to the next general meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving Attijariwafa Bank or any of its subsidiaries or affiliated companies or such other company or entity as may from time to time be determined by the board of directors in its discretion.

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Art. 25. Indemnification. Each member of the board of directors, manager, officer, or employee of the Company ("Indemnified Persons") will be exculpated and entitled to indemnification to the fullest extent permitted by law by the Company against any cost, expense (including attorneys' fees), judgment and/or liability, reasonably incurred by, or imposed upon such person in connection with any action, suit or proceeding (including any proceeding before any administrative or legislative body or agency) to which such person may be made a party or otherwise involved or with which such person will be threatened by reason of being or having been an Indemnified Person; provided, however, that any such person will not be so indemnified with respect to any matter as to which such person is determined not to have acted in good faith in the best interests of the Company and the relevant Sub-Funds or with respect to any manner in which such person acted in a grossly negligent manner or in material breach of the constitutive documents of the Company or any provisions of relevant service agreement. Notwithstanding the foregoing, advances from funds of the Company to a person entitled to indemnification hereunder for legal expenses and other costs incurred as a result of a legal action will be made only if the following three conditions are satisfied: (1) the legal action relates to the performance of duties or services by such person on behalf of the Company; (2) the legal action is initiated by a third party to the Company; and (3) such person undertakes to repay the advanced funds in cases in which it is finally and conclusively determined that it would not be entitled to indemnification hereunder.

The Company shall not indemnify the Indemnified Persons in the event of claim resulting from legal proceedings between the Company and each member of the board of directors, manager, partner, shareholder, director, officer, employee, agent or controlling person of the same.

Chapter V - General Meetings

Art. 26. General Meetings of the company. The general meeting of shareholders shall represent all the shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, at 3 p.m. (Luxembourg time) on the second Tuesday of the month of June. If this day is not a banking day in Luxembourg, the annual general meeting of shareholders shall be held on the next banking day. The annual general meeting of shareholders may be held abroad if the board of directors, acting with sovereign powers, decides that exceptional circumstances so require.

Other general meetings of shareholders may be held at the place and on the date specified in the notice of meeting.

General meetings of shareholders shall be convened by the board of directors pursuant to a notice setting forth the agenda and sent by registered letter at least eight (8) days prior to the meeting to each registered shareholder at the shareholder's address recorded in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. If bearer shares are issued the notice of meeting shall in addition be published as provided by law in the "Mémorial C, Recueil des Sociétés et Associations", in one or more Luxembourg newspapers, and in such other newspapers as the board of directors may decide.

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

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

Each share, whatever its value, shall provide entitlement to one vote. Fractions of shares do not give their holders any voting right.

Shareholders may take part in meetings by designating in writing or by facsimile, telegram or telex, other persons to act as their proxy.

The requirements for participation, the quorum and the majority at each general meeting are those outlined in articles 67 and 67-1 of the law dated 10 August 1915 on commercial companies, as amended.

Any resolution of a meeting of shareholders to the effect of amending these articles of incorporation must be passed with (i) a presence quorum of fifty percent (50%) of the shares issued by the Company at the first call and, if not achieved, with no quorum requirement for the second call, and (ii) the approval of a majority of at least two-thirds (2/3) of the votes validly cast by the shareholders present or represented at the meeting.

In accordance with article 68 of the law of 10 August 1915 on commercial companies, as amended, any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any Sub-Fund, class or type vis-à-vis the rights of the holders of shares of any other Sub-Fund or Sub-Funds, class or classes, type or types shall be subject to a resolution of the general meeting of shareholders of such Sub-Fund or Sub-Funds, class or classes, type or types. The resolutions, in order to be valid, must be adopted in compliance with the quorum and majority requirements referred herein, with respect to each Sub-Fund or Sub-Funds, class or classes, type or types concerned.

Art. 27. General Meetings in a sub-fund or in a class of shares. The provisions of article 26 shall apply, mutatis mutandis, to such general meetings.

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

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Art. 28. Liquidation of sub-funds or classes of shares. In the event that, for any reason whatsoever, the value of the total net assets in any Sub-Fund or the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such Sub-Fund, or such class of shares, 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 of directors may decide to redeem all the shares of the relevant class or classes at the net asset value (taking into account actual realisation prices of investments and realisation expenses) calculated with reference to the Valuation Day in respect of which such decision shall be effective. The board of directors shall serve a notice to the shareholders of the relevant class or classes prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations. Where applicable and unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the class of shares concerned may continue to request redemption of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the board of directors by the preceding paragraph, the general meeting of shareholders of any one or all classes of shares issued in any Sub-Fund will, in any other circumstances, have the power, upon proposal of the board of directors, to decide the redemption of all the shares of the relevant class or classes and refund to the shareholders the net asset value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated with reference to the Valuation Day in respect of which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the depositary of the Company for a period of six months thereafter; after such period, the assets will be deposited with the caisse de consignation on behalf of the persons entitled thereto.

Art. 29. Mergers.

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

I.1. Merger of the Company

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

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

and, as appropriate, to re-designate the shares of the Company concerned as shares of this New UCITS, or of the relevant sub-fund/compartment thereof as applicable.

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

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

I.2. Merger of Sub-Funds/compartments

The board of directors may decide to proceed with a merger (within the meaning of the 2010 Law) of any Sub-Fund, either as receiving or absorbed Sub-Fund/compartment, with:

- another existing or new Sub-Fund within the Company or another subfund/ compartment within a New UCITS (the "New Sub-Fund/Compartment"); or
- a New UCITS,

and, as appropriate, to re-designate the shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund/Compartment as applicable.

II. Mergers decided by the shareholders

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

II.1. Merger of the Company

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

- a New UCITS; or

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

- a sub-fund/compartment thereof.

The decision shall be adopted by a general meeting of the shareholders for which there shall be no quorum requirement and which will decide on such a merger and its effective date by a resolution adopted at a simple majority of the votes validly cast at such meeting.

II.2. Merger of Sub-Funds/compartments

The general meeting of a Sub-Fund may also decide a merger (within the meaning of the 2010 Law) of the relevant Sub-Fund, either as receiving or absorbed Sub-Fund with:

- any New UCITS; or
- a New Sub-Fund/compartment

by a resolution adopted with no quorum requirement at a simple majority of the votes validly cast at such meeting.

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

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

Chapter VI - Annual accounts

Art. 30. Financial year. The financial year of the Company shall start on 1 st January and shall end on 31 December of each year.

The Company shall publish an annual report in accordance with the legislation in force.

Art. 31. Distributions. The general meeting of shareholders shall, upon proposal of the board of directors and within the limits provided by law, determine how the results of the Company and its Sub-Funds shall be disposed of, and may from time to time declare, or authorise the board of directors to declare, distributions of dividends in compliance with the issuing documents of the Company.

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

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders.

Distributions may be paid in such currency and at such time and place that the board of directors shall determine from time to time.

Any dividend distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the class or classes of shares issued by the Company or by the relevant Sub-Fund.

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

Chapter VII - Auditor

Art. 32. Auditor. The Company shall have the accounting data contained in the annual report inspected by a Luxembourg independent auditor (“réviseur d’entreprises agréé”) appointed by the general meeting of shareholders, which shall fix his remuneration. The auditor shall fulfil all duties prescribed by law.

Chapter VIII - Depositary

Art. 33. Depositary. The Company will appoint a depositary which meets the requirements of the 2010 Law.

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

Chapter IX - Winding-up / Liquidation

Art. 34. Winding-up / Liquidation. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements necessary for the amendment of these articles of incorporation.

Whenever the share capital falls below two-thirds (2/3) of the minimum capital provided for by the 2010 Law, the question of the dissolution of the Company shall be referred to the general meeting of shareholders by the board of directors. The general meeting of shareholders, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting of shareholders whenever the share capital falls below one-fourth (1/4) of the minimum capital provided for by the 2010 Law; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth (1/4) of the votes of the shares represented at the meeting.

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The general meeting of shareholders must be convened so that it is held within a period of forty (40) days from ascertainment that the net assets of the Company have fallen below two-thirds (2/3) or one-fourth (1/4) of the legal minimum, as the case may be.

The liquidation shall be carried out by one or several liquidators, who may be natural persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

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

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

Chapter X - General provisions

Art. 35. Applicable law. In respect of all matters not governed by these articles of incorporation, the parties shall refer to the provisions of the law of 10 August 1915 on commercial companies and the amendments thereto, and the relevant law and regulations applicable to Luxembourg undertakings for collective investment, notably the 2010 Law.

Subscription and payment

The share capital has been subscribed as follows:

Name of subscriber	Number of subscribed shares	Value
Attijariwafa Bank	31	EUR 31,000,-

Upon incorporation, all shares were fully paid-up, as it has been justified to the undersigned Notary.

Transitional dispositions

The first financial year shall begin on the date of incorporation of the Company and shall end on 31 st December 2014.

The first general annual meeting of shareholders shall be held on 9 June 2015 in Luxembourg City.

Expenses

The expenses, costs, fees or charges in any form whatsoever which shall be borne by the Company as a result of its incorporation are estimated at approximately EUR 3,000.-.

Statement

The undersigned Notary states that the conditions provided for in articles 26, 26-3 and 26-5 of the law of 10 August 1915 on commercial companies, as amended, have been observed.

Extraordinary general meeting of shareholders

Immediately after the incorporation of the Company, the above-named person(s), representing the entire subscribed capital and considering themselves as duly convened, have immediately proceeded to an extraordinary general meeting. Having first verified that it was regularly constituted, the meeting took the following resolutions:

First resolution

The following persons are appointed as members of the board of directors:

- Chakib Erquizi, born on January the 21 st in 1968 in Casablanca, head of the Market activities of Attijariwafa Bank, professionally residing at 416, Rue Mustapha El Maâni, who is appointed as chairman of the board of directors;

- Eric Chinchon, born on January the 22 nd in 1980, Managing Partner MEBS, professionally residing at 16, Rue JP Brasseur Luxembourg;

- Fayçal Leâmari, born on January the 30 th in 1978, responsible of the market trading, professionally residing at 416, Rue Mustapha El Maâni, Casablanca;

- Badr Alioua, born on March the 14 th in 1980, Head of Wafa Gestion professionally residing at 416, Rue Mustapha El Maâni, Casablanca.

The board of directors shall remain in office until the close of the annual general meeting of shareholders approving the accounts of the Company as of 31 December 2014.

Second resolution

Ernst & Young Luxembourg, with registered office at 7, rue Gabriel Lippmann, Parc d'activité Syrdall 2, L-5365 Munsbach, Grand Duchy of Luxembourg, is appointed as the independent auditor of the Company.

The auditor shall remain in office until the close of the annual general meeting approving the accounts of the Company as of 31 December 2014.

Third resolution

The registered office of the Company is fixed at 33, rue de Gasperich, L-5826 Hespérange, Grand-Duchy of Luxembourg.

The undersigned notary made aware the Company of the obligations imposed by the dispositions of the law of 28 July 2014 The undersigned Notary who understands and speaks English states herewith that, at the request of the above appearing party duly represented, this deed is worded in English.

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

This original deed having been read to the appearing person, known to the Notary by name, first name, civil status and residence, the said appearing person signed together with us, the Notary, this original deed.

Signé: V. AROUTIUNIAN et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 22 septembre 2014. Relation: LAC/2014/43873. Reçu soixante-quinze euros (75.- EUR).

Le Receveur ff. (signé): C. FRISING.

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

Luxembourg, le 29 septembre 2014.

Référence de publication: 2014149840/810.
(140171557) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 septembre 2014.

Woodimmo S.A., Société Anonyme.

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.

R.C.S. Luxembourg B 94.198.

Messieurs, Mesdames, les actionnaires, nous avons l'honneur de vous informer que vous êtes convoqués, le *4 novembre 2014* , à onze heures trente, en

ASSEMBLEE GENERALE EXTRAORDINAIRE

au siège social par-devant Maître Gérard LECUIT, Notaire de résidence à Luxembourg, ou à toute autre date ou lieu ultérieure, afin de se prononcer sur l'ordre du jour suivant:

Ordre du jour:

- Réduction de la valeur nominale des actions de 1.000 euros à 100 euros.
- Echange des 31 actions ayant une valeur nominale de 1.000 euros contre 310 actions d'une valeur nominale de 100 euros, sur la base d'une action ancienne pour 10 nouvelles.
- Lecture du rapport du Conseil d'Administration.
- Création d'un capital autorisé pour un montant de 5.000.000 d'euros, pouvoir au Conseil d'Administration de limiter ou même de supprimer le droit de souscription préférentiel des actionnaires.
- Modifications corrélatives aux décisions précédentes nouvelle rédaction de l'article 3 des statuts.
- Questions diverses.

Le Conseil d'Administration.

Référence de publication: 2014157068/21.

SEB Asian Property II SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2370 Howald, 4, rue Peternelchen.

R.C.S. Luxembourg B 160.992.

The Extraordinary General Meeting of Shareholders of 1 October 2014 could not be validly held as the required quorum of 50% of the share capital was not reached. You are therefore reconvened to the

EXTRAORDINARY GENERAL MEETING

of Shareholders of the Company (the "Meeting") which will be held in front of a Luxembourg notary on *6 November 2014* at 11.30 a.m. (Luxembourg time) at the registered office of the Company. At the Meeting you will be asked to consider, deliberate and vote on the following agenda:

Agenda:

1. Amendment of the articles of incorporation in light of the requirements under the 2013 Law on Alternative Investment Fund Managers with retroactive effect from 22 July 2014
2. Replacement of any reference to the term "Custodian" in the articles of incorporation by the word "Depositary"
3. Full restatement of the articles of incorporation

SERVICE CENTRAL DE LÉGISLATION
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QUORUM AND MAJORITY

No quorum is required for this Meeting and the resolutions to amend the articles of incorporation of the Company will be passed by an affirmative vote of two-thirds of the votes cast at the Meeting.

VOTING ARRANGEMENTS

In case you are not able to attend this Meeting in person please return the attached proxy form duly completed, dated and signed no later than 3 November 2014 (COB) to the following email address: sebluxlegalfunds@sebgroup.lu and send the original to:

SEB Asset Management S.A.

SEB Asian Property II SICAV-SIF - EGM AIFMD

P.O. Box 2053

L-1020 Luxembourg

Copies of the draft updated articles of incorporation and proxy form

Copies of the draft updated articles of incorporation of the Company as well as the proxy form may be obtained on request from the registered office of the Company.

The Board of Directors.

Référence de publication: 2014152493/755/33.

Meyket Locations S.à r.l., Société à responsabilité limitée.

Siège social: L-9766 Munshausen, 4B, Maarnicherwee.

R.C.S. Luxembourg B 145.146.

Der Jahresabschluss zum 31.12.2013 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Unterschrift.

Référence de publication: 2014142944/10.

(140162294) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SF (Lux) Sicav 3, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 104.252.

The board of directors of the Company (the "Board") proposes to amend the articles of incorporation of the Company dated 20 June 2013, and therefore intends to convene an extraordinary general meeting of the shareholders of the Company to resolve on this amendment.

You are hereby convened to an

EXTRAORDINARY GENERAL MEETING

of the shareholders of the Company (the "General Meeting") to be held at 33A, avenue J.F. Kennedy, L-1855 Luxembourg on *20 October 2014* at 10.30 am (Luxembourg time), with the following agenda:

Agenda:

(Sole resolution)

Amendment of the articles of incorporation of the Company (the "Articles") in order to, inter alia:

1. reflect the fact that (i) the Company qualifies as an alternative investment fund within the meaning of Directive 2011/61/EU of the European Parliament and the Council of 8 June 2011 on alternative investment fund managers as implemented in Luxembourg law by the law of 12 July 2013 on alternative investment fund managers (the "Law of 2013"), (ii) the Company has appointed UBS Third Party Management Company S.A. as its external alternative investment fund manager (the "AIFM") and (iii) include certain provisions required by the Bundesanstalt für Finanzdienstleistungsaufsicht ("BaFin") to enable the Company to market its shares as an EU-AIF to retail investors in Germany.
2. Amend article 8 of the Articles so as to:
   a) provide that shareholders have the right to request redemption of their shares and that alternatively, UBS AG (the "Market Maker") will maintain a secondary market for the shares and shareholders may sell their shares to the Market Maker on each business day and as may be further set out in the Company's prospectus.
   b) to provide that the Board may defer redemption and/or conversion requests received for any class of shares on any specific Calculation Day if these requests exceed the percentage to be determined by the Board from time to

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

time and as disclosed in the Company's prospectus and that in any event, the redemption request will be fulfilled within one year of submission;

c) to clarify that if the Company decides to delay the execution of redemption applications in the event of an excessively large volume of redemption applications that in no event will the delay of the execution of redemption applications be extended by more than 36 months;

d) delete reference to the possibility for the Company to accept at the request of an investor redemptions in kind.

3. Amend article 10 of the Articles so as to:

   a) provide that the valuation of the Company's assets and the calculation of the net asset value will be undertaken by the administrative agent appointed by the AIFM;

   b) provide that if the valuation criteria appear impossible or inappropriate due to extraordinary circumstances or events, such market value will be applied which is deemed to be appropriate with careful assessment according to suitable calculation methods taking into account current market situations.

4. Amend article 11 of the Articles to provide that in the event of a suspension of the Company's net asset value and subject to an extraordinary event, including without limitation, liquidation or force majeure, the Company will however ensure that investors' shares will be redeemed within 12 months following the request for redemption, but in no case later than within 36 months.
5. Amend article 18 of the Articles to mention that with effect from 6 June 2014 the Board has appointed UBS Third Party Management Company S.A. as its management company and alternative investment fund manager.
6. Amend article 25 of the Articles to clarify that the Board shall prepare an audited annual report as per 31 March of each calendar year and an unaudited semi-annual report as per 30 September of each calendar year in accordance with the Luxembourg law of 17 December 2010 and to clarify how such reports will be made available and their content.
7. Amend article 26 of the Articles to provide that distributions may be paid out of gross or net investment income, realised or unrealised capital gains or capital as further detailed in the prospectus and to provide that the Company will determine income equalisation amounts as disclosed in the prospectus.
8. Amend article 27 of the Articles to insert an updated description of the Company's depositary bank reflecting its duties under the Law of 2013.
9. Add at the end of the Articles an Annex I setting out the charges and expenses of the Company as well as an Annex II setting out the Company's investment guidelines.
10. Make general updates and minor changes to the Articles.

A draft of the revised Articles showing all changes made, notably in articles 5, 6, 7, 8, 10, 11, 17, 18, 24, 25, 26 and 27 is available upon request and free of charge at the registered office of the Company.

VOTING ARRANGEMENTS FOR THE GENERAL MEETING

In order for the General Meeting to validly deliberate and vote on the only item of the agenda to amend the Articles, a quorum of 50% of the Company's capital is required and the passing of the resolution requires the consent of two-thirds of the votes cast.

Votes cast do not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote. Each share is entitled to one vote.

Shareholders may vote in person or by proxy.

As it is expected that the quorum will not be reached at the General Meeting, a second extraordinary general meeting is convened to be held on 29 October 2014 at 10.30 am (Luxembourg time) at the Company's registered office with the same agenda (the "Second Meeting"). There is no quorum required for the Second Meeting and the sole resolution will be passed by a majority of two-thirds of the votes cast.

Forms of proxy (please see below) received for the General Meeting will be used to vote at the Second Meeting (if any), unless expressly revoked.

The quorum and the majority at the General Meeting and/or the Second Meeting will be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the General Meeting and/or the Second Meeting, i.e. 15 October 2014 and/or 24 October 2014 (the "Record Date"). The rights of a shareholder to attend the General Meeting and/or the Second Meeting and to exercise a voting right attaching to his/her/its shares are determined in accordance with the shares held by this shareholder at the Record Date.

Shareholders may vote in person or by proxy.

Should you wish to be represented at the General Meeting (or the Second Meeting as the case may be), please return the duly signed proxy form (available free of charge at the registered office of the Company) to UBS Fund Services (Luxembourg) S.A., at fax number +352 44 10 10 6249 to be followed by mail at SF (Lux) SICAV 3, 33A, avenue J.F. Kennedy, L-1855 Luxembourg, as soon as possible and in any case before 19 October 2014. Should you wish to attend the General Meeting in person please inform UBS Fund Services (Luxembourg) S.A., fax number +352 44 10 10 6249 at the latest on 19 October 2014.

The Board.

Référence de publication: 2014157070/755/87.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Photobuttik Ewert Sàrl, Société à responsabilité limitée.

Siège social: L-8808 Arsdorf, 44, rue du Lac.

R.C.S. Luxembourg B 95.945.

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

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

Signature.

Référence de publication: 2014143006/10.

(140162440) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Polytec S.A., Société Anonyme.

Siège social: L-1637 Luxembourg, 43, rue Goethe.

R.C.S. Luxembourg B 34.454.

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EXTRAIT

Il résulte d'une lettre recommandée avec accusé de réception adressée le 1 er septembre 2014 à la société, que Premium Advisory Partners S.A. a démissionné rétroactivement en date du 5 avril 2013 de son poste comme commissaire aux comptes de la société.

Senningerberg, le 10 septembre 2014.

Mandataire

Référence de publication: 2014143012/13.

(140162161) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

Capital International Emerging Markets Fund, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 33.347.

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The Shareholders of Capital International Emerging Markets Fund (CIEMF) are hereby convened to the

ANNUAL GENERAL MEETING

of Shareholders (AGM) of CIEMF that will be held at the registered office of the Company on *30 October 2014* at 2.00 pm CET with the following agenda:

AGM agenda:

1. Approval of the Audited Annual Report of the Company (including the Report of the Board of Directors to the Shareholders, the Financial Statements and the Auditor Report) for the reporting period ended 30 June 2014.
2. Approval of the Fund Board Representation Letter addressed to the Auditors in connection with the statutory audit of the financial statements of the Company.
3. Decision on the allocation of net results, including final dividend distribution.
4. Discharge of the Directors for the fiscal year ended 30 June 2014.
5. Election of Luis Freitas de Oliveira, Joanna Jonsson, Pierre-Marie Bouvet de Maisonneuve and Stephen Gosztony as Directors of the Company for a one-year period ending with the Annual General Meeting of Shareholders to be held in October 2015.
6. Re-appointment of PricewaterhouseCoopers Société coopérative as Auditor of the Company for a one-year period ending with the Annual General Meeting of Shareholders to be held in October 2015.
7. Miscellaneous.

Shareholders who cannot be present in person at the meeting and wish to be represented are entitled to appoint a proxy to vote for them. To be valid, the proxy forms must be completed and received at the registered office of CIEMF (marked for the attention of Ms Mara Marangelli; fax number: +352 46 26 85 825 or by mail using the reply paid form) prior to 5.00 pm CET on 29 October 2014. Proxy forms can be obtained by contacting Ms Mara Marangelli at the +352 46 26 85-1.

The resolutions on the AGM agenda require no quorum and can be passed by a simple majority of the shares present or represented at the meeting.

For and on behalf of the Board of Directors.

Référence de publication: 2014157078/755/31.

Orbit Fund Management S.à r.l., Société à responsabilité limitée.

Siège social: L-1219 Luxembourg, 11, rue Beaumont.

R.C.S. Luxembourg B 123.749.

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: 2014142983/9.

(140162394) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

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

Siège social: L-1449 Luxembourg, 4, rue de l'Eau.

R.C.S. Luxembourg B 23.914.

Le bilan au 31.12.2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 12 septembre 2014.

Pour ordre
EUROPE FIDUCIAIRE (Luxembourg) S.A.
Boîte Postale 1307
L – 1013 Luxembourg

Référence de publication: 2014143034/14.

(140162426) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

CBP Select, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 129.395.

Mesdames, Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui sera tenue dans les locaux de la Banque et Caisse d'Epargne de l'Etat, Luxembourg à Luxembourg, 1, rue Zithe, le *30 octobre 2014* à 11.00 heures et qui aura l'ordre du jour suivant:

Ordre du jour:

1. Recevoir le rapport du Conseil d'Administration et le rapport du Réviseur d'Entreprises pour l'exercice clos au 30 juin 2014
2. Recevoir et adopter les comptes annuels arrêtés au 30 juin 2014; affectation des résultats
3. Donner quitus aux Administrateurs
4. Nominations statutaires
5. Nomination du Réviseur d'Entreprises
6. Divers

Les propriétaires d'actions au porteur désirant être présents ou représentés moyennant procuration à l'Assemblée Générale devront en aviser la Société et déposer leurs actions au moins cinq jours francs avant l'Assemblée aux guichets d'un des agents payeurs ci-après:

BANQUE ET CAISSE D'EPARGNE DE L'ETAT, LUXEMBOURG

COMPAGNIE DE BANQUE PRIVEE QUILVEST S.A.

Les propriétaires d'actions nominatives inscrits au registre des actionnaires en nom à la date de l'Assemblée sont autorisés à voter ou à donner procuration en vue du vote. S'ils désirent être présents à l'Assemblée Générale, ils doivent en informer la Société au moins cinq jours francs avant.

Les résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requièrent aucun quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

Le Conseil d'Administration.

Référence de publication: 2014157079/755/29.

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