

MEMORIAL

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Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 3318

10 novembre 2014

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Sara, Société à responsabilité limitée unipersonnelle.

Siège social: L-2450 Luxembourg, 15, boulevard Roosevelt.
R.C.S. Luxembourg B 139.517.

Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 10 octobre 2014.
FIDUCIAIRE FERNAND FABER S.A.

Référence de publication: 2014158318/11.

(140179795) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Satis Investments S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.
R.C.S. Luxembourg B 139.042.

En date du 6 octobre 2014, la société G.T. Experts Comptables S.à.r.l., ayant son siège social à L-1273 Luxembourg, 19, rue de Bitbourg, est nommée commissaire aux comptes de la société jusqu'en 2019, en remplacement de la société READ S.à.r.l.

Les mandats des administrateurs Messieurs Kaploun, Polyanskiy et Ponomarenko n'ont pas été renouvelés.

G.T. Fiduciaires S.A., ayant son siège social à L-1273 Luxembourg, 19, rue de Bitbourg, et ayant comme représentant permanent M. Charles Altwies, demeurant professionnellement à L-1273 Luxembourg, 19, rue de Bitbourg, est nommée administrateur unique de la société, son mandat se terminant lors de l'assemblée générale ordinaire qui se tiendra en 2019.

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

Luxembourg, le 9 octobre 2014.
G.T. Experts Comptables S.à.r.l.
Luxembourg

Référence de publication: 2014158319/19.

(140179402) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

SL Logistics S.à r.l., Société à responsabilité limitée.

Siège social: L-6868 Wecker, 7, Am Scheerleck.
R.C.S. Luxembourg B 110.600.

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.

Itzig, le 09 octobre 2014.
Pour SL LOGISTICS S.A R.L.
FIDUCIAIRE EVERARD - KLEIN S.A R.L.

Référence de publication: 2014158330/12.

(140179499) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Sharehood S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 50, route d'Esch.
R.C.S. Luxembourg B 81.612.

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.

SHAREHOOD S.A.
Société Anonyme
Signatures

Référence de publication: 2014158326/12.

(140179083) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Scania Luxembourg S.A., Société Anonyme.

Siège social: L-5365 Munsbach, 23, rue Gabriel Lippmann.

R.C.S. Luxembourg B 53.044.

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Extrait de résolutions

Il résulte des résolutions prises par l'assemblée générale extraordinaire tenue le 19 septembre 2014 que:

- La démission de Monsieur Johan KARLSSON de son poste d'administrateur de la Société est acceptée avec effet rétroactif au 1^{er} janvier 2014.

- Madame Sharareh EDSTRÖM, directeur régional, né le 20 septembre 1978 à Téhéran (Iran), demeurant au 82, avenue Gaston Diderich, L-1420 Luxembourg est nommée en tant qu'administrateur de la Société avec effet rétroactif au 1^{er} janvier 2014.

Le mandat d'administrateur de Madame Sharareh EDSTRÖM arrivera à échéance à l'issue de l'assemblée générale annuelle qui se tiendra en 2014.

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

Pour la Société

Un mandataire

Référence de publication: 2014158320/19.

(140179374) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Selene Patrimoine, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 122.588.

—
Le Conseil d'Administration prend note de la démission de Monsieur Peter Braunwalder de son poste d'Administrateur de la Société, avec effet au 30 septembre 2014.

Luxembourg, le 9 octobre 2014.

Référence de publication: 2014158322/10.

(140179135) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Skipness S.A., Société Anonyme.

Siège social: L-1330 Luxembourg, 48, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 88.604.

—
Les statuts coordonnés de la société ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 9 octobre 2014.

Référence de publication: 2014158328/10.

(140179094) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Africell S.A., Société Anonyme.

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

R.C.S. Luxembourg B 134.142.

—
Extrait des résolutions de l'actionnaire unique de la société prises à Luxembourg exceptionnellement en date du 9 octobre 2014

L'actionnaire unique de la Société a décidé de renouveler les mandats de M. Aidan FOLEY et M. Daniel ADAM, administrateurs de la Société, et le mandat de M. Ziad DALLOUL, administrateur et président du conseil d'administration de la Société, ainsi que le mandat du réviseur d'entreprises agréé de la Société, ERNST & YOUNG S.A., une société anonyme ayant son siège sociale au 7, rue Gabriel Lippmann, L-5365 Munsbach, enregistrée au Registre de Commerce et des Sociétés sous le numéro B 47.771, et ce jusqu'à la tenue de l'assemblée générale annuelle de la Société appelée à statuer sur les comptes de l'exercice social clos le 31 décembre 2014.

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

Référence de publication: 2014158490/15.

(140179829) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 octobre 2014.

SMS Investments, Société Anonyme.

Siège social: L-1417 Luxembourg, 6, rue Dicks.

R.C.S. Luxembourg B 171.976.

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: 2014158331/10.

(140179871) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

SIDL, Skol International Development Luxembourg, Société Anonyme.

Siège social: L-1470 Luxembourg, 50, route d'Esch.

R.C.S. Luxembourg B 17.967.

Extrait du Procès-verbal de l'Assemblée Générale Extraordinaire du 17.09.2014

L'Assemblée Générale nomme Madame Dominique KRAWCZYK, née le 2 septembre 1963 à Boulange en France et domiciliée à L-8046 STRASSEN (Luxembourg), rue de la Vallée, 2 A, en qualité d'Administrateur à partir du 1^{er} août 2014 pour un mandat qui viendra à échéance à l'issue de l'Assemblée Générale annuelle qui statuera sur les comptes annuels au 31 décembre 2014 et qui se tiendra en 2015.

L'Assemblée Générale Extraordinaire nomme Madame Dominique KRAWCZYK, en qualité d'Administrateur Délégué à partir du 1^{er} août 2014 en remplacement de Monsieur Thibault RELECOM, né le 03/04/1982 à Chicago (USA) et domicilié 9, Route du Golf à 1936 VERBIER (Suisse), qui demeure toutefois administrateur de la société, pour un mandat qui viendra à échéance à l'issue de l'Assemblée Générale qui se tiendra en 2015.

Certifié conforme

Signature

Référence de publication: 2014158329/18.

(140179582) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

TOP Center Mersch GmbH, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 101.581.

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: 2014158383/10.

(140179770) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Alfilux Partners, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 162.706.

Extrait du procès-verbal de l'assemblée générale extraordinaire des associés de la société ALFILUX PARTNERS S.à.r.l., qui s'est tenue à Luxembourg, en date du 29 septembre 2014 à 10 heures.

L'assemblée décide:

1. D'accepter le transfert de siège social de la société au 18, rue Robert Stümper, L-2557 Luxembourg.

La résolution ayant été adoptée à l'unanimité, la totalité du capital étant représentée.

Luxembourg, le 29 septembre 2014.

Pour la société

François DEFFERRIERE

Gérant

Référence de publication: 2014158458/16.

(140180663) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 octobre 2014.

Sailing HoldCo I S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 35, avenue Monterey.
R.C.S. Luxembourg B 157.645.

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: 2014158298/10.

(140179578) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Saint-Gobain Solar Systems S.A., Société Anonyme.

Siège social: L-4930 Bascharage, 190, boulevard J.F. Kennedy.
R.C.S. Luxembourg B 131.437.

Rectificatif à la mention déposée le 30 septembre 2014 sous le numéro L140172233

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: 2014158299/10.

(140179282) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Sentinel Management Holdings S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 20, avenue Monterey.
R.C.S. Luxembourg B 180.693.

Les statuts coordonnés au 23/09/2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 03/10/2014.

Me Cosita Delvaux

Notaire

Référence de publication: 2014158303/12.

(140179222) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Sundown Investments S.A., Société Anonyme.

R.C.S. Luxembourg B 166.362.

Par lettre recommandée adressée le 8 octobre 2014 à la société anonyme SUNDOWN INVESTMENTS S.A., la société FIDUCENTER S.A. a mis fin de plein droit au contrat de domiciliation avec ladite société SUNDOWN INVESTMENTS S.A., 18, rue de l'Eau, L-1449 Luxembourg et ce, avec effet au 22 septembre 2014.

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

FIDUCENTER S.A.

Le domiciliataire

Référence de publication: 2014158313/12.

(140178614) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Saint Mirande Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-1128 Luxembourg, 27, Val Saint-André.
R.C.S. Luxembourg B 163.777.

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.

Windhof, le 10/10/2014.

Référence de publication: 2014158315/10.

(140179671) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Samag, Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 148.967.

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 8 octobre 2014.

Référence de publication: 2014158316/10.

(140179040) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

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

Siège social: L-4011 Esch-sur-Alzette, 81, rue de l'Alzette.
R.C.S. Luxembourg B 181.094.

Les comptes annuels du 17/10/2013 au 31/12/2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014158384/10.

(140179125) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

U.A.I. (Luxembourg) II S.à r.l., Société à responsabilité limitée.

Siège social: L-1253 Luxembourg, 2A, rue Nicolas Bové.
R.C.S. Luxembourg B 105.894.

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

Pour U.A.I. (Luxembourg) II S.à r.l.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014158393/11.

(140179231) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Tourmalet S.A., Société Anonyme.

Siège social: L-1213 Luxembourg, 2, rue Caroline Baldauff-Rothermel.
R.C.S. Luxembourg B 94.423.

Les comptes annuels au 31 DECEMBRE 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: 2014158386/9.

(140179477) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Universal Premium Holding SA, Société Anonyme.

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.
R.C.S. Luxembourg B 148.538.

Par la présente, la soussignée société anonyme BDO Audit, cabinet de révision agréé avec siège social à L-1653 Luxembourg, 2, avenue Charles de Gaulle, RCS Luxembourg B 147570, informe la société anonyme Universal Premium Holding SA, avec siège social à L-2449 Luxembourg, 25B, boulevard Royal, R.C.S. Luxembourg B 148538 de sa décision de démissionner avec effet immédiat de son mandat de commissaire aux comptes de la dite société.

Luxembourg, le 3 février 2014.

Pour BDO Audit

Joseph HOBSCHEID

Référence de publication: 2014158401/14.

(140179684) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

U.A.I. (Luxembourg) IV S.à r.l., Société à responsabilité limitée.

Siège social: L-1253 Luxembourg, 2A, rue Nicolas Bové.
R.C.S. Luxembourg B 105.493.

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

Pour U.A.I. (Luxembourg) IV S.à r.l.
Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014158397/11.

(140179258) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

U.A.I. (Luxembourg) III S.à r.l., Société à responsabilité limitée.

Siège social: L-1253 Luxembourg, 2A, rue Nicolas Bové.
R.C.S. Luxembourg B 105.944.

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

Pour U.A.I. (Luxembourg) III S.à r.l.
Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014158395/11.

(140179250) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Uniloc Luxembourg S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 75, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 159.161.

Les statuts coordonnés au 2 septembre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Marc Loesch
Notaire

Référence de publication: 2014158398/11.

(140179541) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

UL Union Legend, Société Anonyme.

Siège social: L-1143 Luxembourg, 2, rue Astrid.
R.C.S. Luxembourg B 141.814.

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: 2014158402/10.

(140179464) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Wind River (Luxembourg) S.à r.l., Société à responsabilité limitée.

Siège social: L-1253 Luxembourg, 2A, rue Nicolas Bové.
R.C.S. Luxembourg B 105.903.

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

Pour Wind River (Luxembourg) S.à r.l.
Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014158414/11.

(140179208) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Valore 1 S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 31, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 115.359.

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Extrait du procès-verbal de la réunion de l'Assemblée tenue le 25 septembre 2014.

Résolution:

Le mandat du réviseur d'entreprise agréé venant à échéance, l'assemblée décide de renouveler le mandat de Ernst & Young S.A., avec siège social à 7 Parc d'Activité Syrdall, L-5365 Munsbach, jusqu'à l'assemblée qui se tiendra en 2015.

Étant donné que les mandats des membres du conseil d'administration se terminent à la présente assemblée, l'assemblée générale décide de renouveler les mandats de:

- M. Emanuele Boni, demeurant professionnellement à 1, via Uerts, 7512 Champfèr, Switzerland
- M. Vincent Cormeau, demeurant professionnellement à 3, rue Belle-Vue, L-1227 Luxembourg
- M. Bertrand Michaud, demeurant professionnellement à 3, rue Belle-Vue, L-1227 Luxembourg

Les mandats des membres du conseil d'administration expireront lors de l'assemblée générale annuelle qui se tiendra en 2019.

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

Pour extrait conforme.

Luxembourg, le 25 septembre 2014.

Référence de publication: 2014158408/21.

(140179264) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

UPS Emerging Markets Investments Holding Luxembourg, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 86.428.

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

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

Référence de publication: 2014158406/10.

(140179898) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Unity S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 29, avenue Monterey.
R.C.S. Luxembourg B 138.486.

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

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

Référence de publication: 2014158405/9.

(140179635) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Wychwood Capital Partners S.à r.l., Société à responsabilité limitée.

Siège social: L-2340 Luxembourg, 21, rue Philippe II.
R.C.S. Luxembourg B 170.724.

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EXTRAIT

Veuillez noter les décisions suivantes:

La démission avec effet au 2 octobre 2014 de Monsieur Nicolaas Johannes Alexander van Zeeland comme gérant de classe B de la société.

La démission avec effet au 2 octobre 2014 de Madame Michelle Marie Carvill comme gérant de classe B de la société.

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

Pour extrait sincère et conforme

Référence de publication: 2014158415/14.

(140179272) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Vetedy s.à r.l., Société à responsabilité limitée.

Siège social: L-8410 Steinfort, 39, route d'Arlon.

R.C.S. Luxembourg B 69.379.

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.
Windhof, le 10/10/2014.

Référence de publication: 2014158411/10.

(140179676) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

W Group S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 172.721.

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: 2014158412/10.

(140179715) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Wagner Designlighting, S.à r.l., Société à responsabilité limitée.

Siège social: L-2611 Luxembourg, 153, route de Thionville.

R.C.S. Luxembourg B 66.827.

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

Référence de publication: 2014158417/10.

(140179560) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Westa Isic S.A., Société Anonyme.

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

R.C.S. Luxembourg B 150.326.

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

Pour WESTA ISIC S.A.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014158418/11.

(140179422) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 octobre 2014.

Allianz Global Investors Opportunities, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 144.896.

Les comptes annuels au 30.06.2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 10.10.2014.

Allianz Global Investors Europe GmbH

Luxembourg Branch

Markus Biehl / Oliver Eis

Référence de publication: 2014158459/13.

(140180087) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 octobre 2014.

SWAT Management, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 177.334.

Il résulte de la lettre de démission datée du 29 mai 2014 et adressée aux associés de la société que Monsieur Julian So a démissionné avec effet au 29 mai 2014 de ses fonctions de gérant de la société.

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

Pour le fonds

Signature

Un mandataire

Référence de publication: 2014160536/13.

(140182216) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 octobre 2014.

RREP Luxembourg S.à r.l., Société à responsabilité limitée unipersonnelle.**Capital social: EUR 450.000,00.**

Siège social: L-1661 Luxembourg, 31, Grand-rue.

R.C.S. Luxembourg B 148.029.

Extrait des résolutions prises par les associés en date du 10 avril 2014

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire des actionnaires en date du 10 avril 2014, que:

- Ernst & Young, 7, Parc d'Activité Syrdall, L-5365 Munsbach a été élu réviseur d'entreprises agréé de la société. Son mandat est reconduit jusqu'à la prochaine assemblée générale qui se tiendra en 2015.

Luxembourg, le 10 avril 2014.

Pour extrait conforme

Un mandataire

Référence de publication: 2014160509/15.

(140182358) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 octobre 2014.

S E K Holding S.à r.l., Société à responsabilité limitée.**Capital social: EUR 37.000,00.**

Siège social: L-2120 Luxembourg, 16, allée Marconi.

R.C.S. Luxembourg B 186.050.

- En date du 1^{er} juillet 2014, la société anonyme de droit luxembourgeois "CADANOR S.A.", établie et ayant son siège social à L-2311 Luxembourg, 3, Avenue Pasteur, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 46106, a cédé, sous seing privé, seize million cent mille (16.100.000) parts sociales de la société S E K HOLDING S.à r.l., à la société anonyme de droit luxembourgeois "FERAUD S.A.", établie et ayant son siège social à L-2311 Luxembourg, 3, Avenue Pasteur, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 48046;

- En date du 1^{er} juillet 2014, la société de droit français "TANGARA", société par actions simplifiée à associé unique établie et ayant son siège social à F-92200 Neuilly Sur Seine, 183, Avenue du Roule, immatriculée auprès du Greffe du Tribunal de Commerce de Nanterre sous le numéro 410.122.287, a cédé, sous seing privé, trente-sept mille (37.000) parts sociales, de la société S E K HOLDING S.à r.l., à la société anonyme de droit luxembourgeois "FERAUD S.A.", établie et ayant son siège social à L-2311 Luxembourg, 3, Avenue Pasteur, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 48146;

A la suite de ces cessions de parts, la répartition des 16.137.000 parts sociales de la société S E K HOLDING S.à r.l. est la suivante:

- FERAUD S.A., établie et ayant son siège social à L-2311 Luxembourg, 3, Avenue Pasteur, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 48046, détient 16.137.000 parts sociales;

Pour extrait conforme

Signature

Référence de publication: 2014160510/26.

(140182157) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 octobre 2014.

**Patron Noosa Propco (Bournville) S.à r.l., Société à responsabilité limitée,
(anc. Gracewell Properties (Kentford) S.à r.l.).**

Capital social: GBP 20.000,00.

Siège social: L-2310 Luxembourg, 6, avenue Pasteur.

R.C.S. Luxembourg B 187.263.

In the year two thousand and fourteen, on the first of October.

Before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg.

There appeared:

Mr. Gianpiero SADDI, private employee, residing professionally at L-1750 Luxembourg, 74, avenue Victor Hugo, as proxyholder on behalf of Gracewell Investment N°7 S.à r.l., a société à responsabilité limitée originally incorporated under the laws of Luxembourg under the denomination of Patron Worthing S.à r.l., pursuant to a deed of notary Martine Schaeffer, prenamed, dated May 16th, 2014, published in the Mémorial C, Recueil des Sociétés et Associations number 1997 dated July 30th 2014, and renamed into Gracewell Investment N°7 S.à r.l., by deed of notary Martine SCHAEFFER, prenamed, dated May 20th, 2014, having its registered office at L-2310 Luxembourg, 6 avenue Pasteur (RCS Luxembourg: B 187.262), being the sole shareholder of Gracewell Properties (Kentford) S.à r.l. (the "Company"), a société à responsabilité limitée, originally incorporated under the laws of Luxembourg under the denomination of Patron Minehead S.à r.l. pursuant to a deed of Notary Martine Schaeffer, prenamed dated May 16th 2014, published in the Mémorial C, Recueil des Sociétés et Associations number 1999 dated July 30th, 2014 renamed into Gracewell Properties (Kentford) S.à r.l., by deed of notary Martine Schaeffer, prenamed, dated May 20th, 2014, published in the Mémorial C, Recueil des Sociétés et Associations number 2073 dated August 6th, 2014, having its registered office at L-2310 Luxembourg, 6 avenue Pasteur (RCS Luxembourg: B 187.263). The articles of incorporation have not been amended since.

The proxyholder declared and requested the notary to record that:

1. All the shares being represented, the decisions can validly be taken on all items of the agenda.
2. That the item on which a resolution is to be passed is as follows:
 - Modification of the registered name of the company into "Patron Noosa Propco (Bournville) S.à r.l."

After deliberation the following resolution was unanimously taken:

Sole resolution

It is resolved to change the name of the Company from Gracewell Properties (Kentford) S.à r.l. to Patron Noosa Propco (Bournville) S.à r.l. and to consequently amend article one of the articles of incorporation of the Company as follows:

" Art. 1. There exists a private limited liability company (société à responsabilité limitée) under the name of "Patron Noosa Propco (Bournville) S.à r.l." (the Company)."

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

The undersigned notary, who understands and speaks English, herewith states that of the request of the party hereto, the present deed was drafted in English followed by a French translation; at the request of the same appearing person in case of divergences between the English and French version, the English version will be prevailing.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le premier octobre.

Par-devant Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

A comparu:

Monsieur Gianpiero SADDI, employé privé, demeurant professionnellement à L-1750 Luxembourg, 74, avenue Victor Hugo, agissant en vertu d'une procuration de Gracewell Investment N°7 S.à r.l., une société à responsabilité limitée de droit luxembourgeois, constituée originairement sous la dénomination Patron Worthing S.à r.l., suivant acte reçu par Maître Martine Schaeffer, prénommé, en date du 16 mai 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1997 daté du 30 juillet 2014 et renommé en Gracewell Investment N°7 S.à r.l. suivant acte de Maître Martine Schaeffer, prénommé, en date du 20 mai 2014, ayant son siège social à L-2310 Luxembourg, 6, avenue Pasteur (RCS Luxembourg: 187.262), étant l'associé unique de Gracewell Properties Kentford S.à r.l. (la «Société»), une société à responsabilité limitée de droit luxembourgeois, constitué originairement sous la dénomination Patron Minehead S.à r.l., suivant acte reçu par Maître Martine Schaeffer, prénommé en date du 16 mai 2014, publié au Mémorial C, Recueil des

Sociétés et Associations numéro 1999 daté du 30 juillet 2014 et renommé en Gracewell Properties (Kentford) S.à r.l. suivant acte de Maître Martine Schaeffer, prénommé, en date du 20 mai 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2073 daté du 6 août 2014, ayant son siège social à L-2310 Luxembourg, 6, avenue Pasteur (RCS Luxembourg: B187.263). Les statuts de la société n'ont pas été changés depuis.

Le porteur de la procuration déclare et prie le notaire d'acter que:

1. Toutes les parts sociales étant représentées, les décisions peuvent être valablement prises sur tous les points à l'ordre du jour.

2. Le point sur lequel la résolution est prise est le suivant:

- Changement du nom de la Société en «Patron Noosa Propco (Bournville) S.à r.l.».

Après délibération, la résolution suivante est adoptée à l'unanimité:

Résolution unique

Il est décidé de changer le nom de la Société de Gracewell Properties (Kentford) S.à r.l. en «Patron Noosa Propco (Bournville) S.à r.l.» et de modifier l'article un des statuts de la Société comme suit:

« **Art. 1^{er}** . Il existe une société à responsabilité limitée sous la dénomination de «Patron Noosa Propco (Bournville) S.à r.l.» (ci-après, la Société.)»

Plus rien n'étant à l'ordre du jour, la séance est levée.

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

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

Et après lecture faite et interprétation donnée au comparant, connu du notaire instrumentant par nom, prénom usuel, état et demeure, le comparant a signé avec le notaire le présent acte.

Signé: G. Saddi et M. Schaeffer.

Enregistré à Luxembourg A.C., le 6 octobre 2014. LAC/2014/46428. Reçu soixante-quinze euros (75.- €).

Le Receveur (signé): Irène Thill.

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

Luxembourg, le 13 octobre 2014.

Référence de publication: 2014158810/82.

(140180690) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 octobre 2014.

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

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

R.C.S. Luxembourg B 173.418.

In the year two thousand and fourteen, on the first day of October,

Before us Me Jean SECKLER, notary, residing in Junglinster, Grand-Duchy of Luxembourg,

Is held

an extraordinary general meeting of the sole shareholder of Jamabil S.à r.l., a société à responsabilité limitée (private limited liability company) duly incorporated and validly existing under the laws the Grand-Duchy of Luxembourg, having its registered office at 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duchy of Luxembourg, with a share capital of EUR 15,459 and registered with the Registre de Commerce et des Sociétés Luxembourg (Register of Trade and Companies) under number B 173.418 (the "Company").

There appeared

Biomet S.à r.l., a société à responsabilité limitée (private limited liability company) duly incorporated and validly existing under the laws the Grand-Duchy of Luxembourg, having its registered office at 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duchy of Luxembourg, with a share capital of EUR 12,544 and registered with the Registre de Commerce et des Sociétés Luxembourg (Register of Trade and Companies) under number B 134.392 (the "Sole Shareholder");

Here, represented by Mr. Max Mayer, employee, residing professionally in Junglinster, 3, route de Luxembourg, Grand-Duchy of Luxembourg, by virtue of a power of attorney.

The said power of attorney, signed ne varietur, shall remain annexed to the present deed for the purpose of registration.

The 15,459 (fifteen thousand four hundred and fifty-nine) shares with a nominal value of EUR 1 (one Euro) each, representing the whole share capital of the Company are represented so that the meeting can validly decide on all the items of the agenda of which the Sole Shareholder has been duly informed.

The Sole Shareholder through its proxy holder requests the notary to enact that the agenda of the meeting is the following:

Agenda

1. Increase of the share capital of the Company;
2. Intervention, subscription and payment of the new shares by way of a contribution in kind by the Sole Shareholder of the Company;
3. Subsequent amendment to article 5 of the articles of association of the Company in order to reflect the increase of capital; and
4. Miscellaneous.

After the foregoing was approved by the Sole Shareholder, the following resolutions have been taken:

First resolution

It is resolved to increase the share capital of the Company by an amount of EUR 43 013 244 (forty-three million thirteen thousand two hundred and forty-four Euro) so as to raise it from its current amount of EUR 15,459 (fifteen thousand four hundred and fifty-nine Euro) to EUR 43 028 703 (forty-three million twenty-eight thousand seven hundred and three Euro) by the issuance of 43 013 244 (forty-three million thirteen thousand two hundred and forty-four) new shares with a nominal value of EUR 1 (one Euro) (the "New Shares") (the "Increase of Capital").

Second resolution

It is resolved to accept that the Increase of Capital be subscribed by the Sole Shareholder by way of a contribution in kind consisting of a note receivable of an amount of EUR 43 013 244 (forty-three million thirteen thousand two hundred and forty-four Euro) it holds against Biomet Japan, LLC, a Japanese company (the "Receivable") (the "Contribution").

Subscription - Payment

The Sole Shareholder, through its proxy holder, declared to subscribe to the above mentioned Increase of Capital by an amount of EUR 43'013'244 (forty-three million thirteen thousand two hundred and forty-four Euro) by subscribing to 43'013'244 (forty-three million thirteen thousand two hundred and forty-four) new shares with a nominal value of EUR 1 (one Euro) by way of the contribution of the Receivable.

Evaluation

The value of the Receivable is set at EUR 43'013'244.- (forty-three million thirteen thousand two hundred and forty-four Euro).

Such contribution has been valued by all the managers of the Company, pursuant to a statement of contribution value, which has been produced to the notary.

Evidence of the contribution's existence

Proof of the existence of the contribution's existence has been given to the undersigned notary.

Effective implementation of the contribution

The Sole Shareholder, contributor represented as stated here-above, expressly declares that:

- (i) the Receivable is certain, liquid and payable;
- (ii) it is the sole legal owner and holder of all rights, title and interest in and to the Receivable;
- (iii) the Receivable is free from any charge, option, lien, encumbrance or any other third party rights;
- (iv) the Receivable is not the object of a dispute or claim;
- (v) the Receivable is freely transferable with all the rights attached thereto;
- (vi) Biomet Japan is duly organized and validly existing under the laws of Japan;
- (vii) to its knowledge Biomet Japan is not involved in court proceedings for the purposes of bankruptcy, liquidation, winding-up or transfer of interests to creditors, and there are no facts or circumstances known to them on the date hereof, which could lead to such court proceedings;
- (viii) to the extent necessary all actions and formalities have been performed and all the necessary consents and approval have been obtained to allow the transfer of the Receivable; and
- (ix) all formalities subsequent to the transfer of the Receivable required under the applicable law will be carried out in order for the contribution of the Receivable to be valid anywhere and towards any third party.

Managers' intervention

Thereupon intervened:

Jim Diller and Michael Hodges acting as type A managers of the Company, Hugo Froment and Hans De Graaf, acting as type B managers of the Company, each of them being here represented by Mr Max MAYER, prenamed, by virtue of a power of attorney.

Acknowledging having been previously informed of the extent of their liabilities, engaged as managers of the Company by reason of the contribution described above, expressly agreed with the description of the contribution, with its valuation and with the effective transfer of the Receivable, and confirmed the validity of the subscription and payment.

Declaration

The notary declares that the documentation sustaining the existence of the contribution has been considered convincing as well as sufficient, and the contribution is therefore effectively implemented.

Third resolution

As a consequence of the foregoing statements and resolutions it is resolved to amend article 5 of the articles of association of the Company to read as follows:

“ **Art. 5. Capital.** The Company’s share capital is set at EUR 43 028 703 (forty-three million twenty-eight thousand seven hundred and three Euro) divided into 43 028 703 (forty-three million twenty-eight thousand seven hundred and three) shares with a nominal value of EUR 1 (one Euro) each, fully paid-up,

herein collectively the “Shares” and individually as the “Share”.

The share capital may be increased or reduced from time to time by a resolution of the sole shareholder, or in case of plurality of shareholders, by a resolution taken by a vote of the majority of the shareholders representing at least seventy-five percent (75%) of the share capital.”

There being no further business before the meeting, the same was thereupon adjourned.

Costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with this deed, have been estimated at about EUR 6,800.-

The undersigned notary who understands and speaks English states herewith that on request of the above appearing persons through their attorney, the present deed is worded in English followed by a French translation. On request of the same appearing persons and in case of discrepancies between the English and the French text, the English version will prevail.

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

The document having been read to the attorney of the person appearing, he signed together with us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L’an deux mille quatorze, le premier jour d’octobre.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg, soussigné.

Se réunit

une assemblée générale extraordinaire de l’associé unique de la société Jamabil S.à r.l., une société à responsabilité limitée dûment constituée et existant valablement selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg, avec un capital social de 15,459 EUR et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 173.418 (la «Société»).

A comparu

Biomet S.à r.l., une société à responsabilité limitée dûment constituée et existant valablement selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg, avec un capital social de 12,544 EUR et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 134.392 (l’«Associé Unique»).

ici représentée par Mr. Max MAYER, employé, résidant professionnellement à Junglinster, 3, route de Luxembourg, Grand-Duché de Luxembourg, en vertu d’une procuration donnée sous seing privé.

Lesdites procurations, après avoir été signée ne varietur, resteront annexées au présent acte pour être enregistrées avec ce dernier.

Les 15’459 (quinze mille quatre cent cinquante-neuf) parts sociales d’une valeur nominale de 1 EUR (un Euro) chacune, représentant l’intégralité du capital social de la Société, sont représentées, de sorte que l’assemblée peut décider valablement sur tous les points portés à l’ordre du jour, dont l’Associé Unique, a été préalablement informée.

L’Associé Unique, représenté par son mandataire prie le notaire d’acter que l’ordre du jour de l’assemblée est le suivant:

Ordre du jour

1. Augmentation du capital social de la Société;
2. Intervention, souscription et paiement des nouvelles parts sociales au moyen d’un apport en nature par l’Associé Unique de la Société;

3. Modification subséquente de l'article 5 des statuts de la Société en vue de refléter l'augmentation de capital social; et

4. Divers.

Après que l'agenda a été approuvé par l'Associé Unique, les résolutions suivantes ont été prises:

Première résolution

Il est décidé d'augmenter le capital social de la Société à concurrence d'un montant de 43'013'244,- EUR (quarante-trois millions treize mille deux cent quarante-quatre Euros) pour le porter de son montant actuel de 15'459,- EUR (quinze mille quatre cent cinquante-neuf Euros) à un montant de 43'028'703,- EUR (quarante-trois millions vingt-huit mille sept cent trois Euros) par l'émission de 43'013'244 (quarante-trois millions treize mille deux cent quarante-quatre) nouvelles parts sociales, ayant une valeur nominale de 1 EUR (un Euro) chacune (les «Nouvelles Parts Sociales»), (l'«Augmentation de Capital»).

Deuxième résolution

Il est décidé d'accepter que l'Augmentation de Capital soit souscrite par l'Associé Unique au moyen d'un apport en nature consistant en une créance d'un montant de 43'013'244,- EUR (quarante-trois millions treize mille deux cent quarante-quatre Euros) qu'il détient contre Biomet Japan LLC, une société japonaise (la «Créance») (l'«Apport»).

Souscription - Paiement

L'Associé Unique, représenté par son mandataire, a déclaré souscrire à l'Augmentation de Capital susmentionnée d'un montant de 43'013'244,- EUR (quarante-trois millions treize mille deux cent quarante-quatre Euros) en souscrivant aux 43'013'244 (quarante-trois millions treize mille deux cent quarante-quatre) nouvelles parts sociales ayant une valeur nominale de 1 EUR (un Euro), le tout étant payé par l'apport de la Créance.

Evaluation

La valeur de la Créance a été fixée à 43'013'244,- EUR (quarante-trois millions treize mille deux cent quarante-quatre Euros).

Cet apport a été évalué par tous les gérants de la Société, conformément à une déclaration sur la valeur de l'apport qui a été fournie au notaire.

Preuve de l'existence de l'apport

Preuve de l'existence de cet apport a été donnée au notaire instrumentant.

Mise en oeuvre effective de l'apport

L'Associé Unique apporteur représenté comme indiqué ci-dessus, déclare expressément que:

- (i) la Créance est certaine, liquide et exigible;
- (ii) il est seul propriétaire et titulaire de tous les droits, titres et intérêts de la Créance;
- (iii) la Créance est libre de tout privilège, charge, option, hypothèque, gage ou de tout autre droit de tiers;
- (iv) la Créance ne fait l'objet d'aucune contestation ou action en justice;
- (v) la Créance est librement transférable, avec tous les droits y attachés;
- (vi) Biomet Japan est dûment constituée et existe valablement selon les lois du Japon;
- (vii) à sa connaissance, Biomet Japan ne fait l'objet d'aucune procédure judiciaire de faillite, liquidation, dissolution ou de transfert d'actifs à ses créanciers, et il n'existe aucun fait ni aucune circonstance à la date des présentes qui pourrait conduire à de telles actions judiciaires;
- (viii) pour autant que de besoin, tous les actes ou formalités ont été accomplis et tous les consentements et approbations nécessaires ont été obtenus afin d'autoriser le transfert de la Créance; et
- (ix) l'ensemble des formalités subséquentes au transfert de la Créance requise en vertu de toute loi applicable sera accompli afin que l'apport de la Créance soit valable en tout lieu et à l'égard de tout tiers.

Intervention des gérants

Ci-après sont intervenus:

Jim Diller et Michael Hodges agissant en leur qualité de gérants de type A de la Société, Hugo Froment et Hans De Graaf, agissant en leur qualité de gérants de type B de la Société, chacun étant représentés par Monsieur Max MAYER, préqualifié, en vertu d'une procuration.

Reconnaissant avoir été préalablement informés de l'étendue de leur responsabilité de gérants de la Société engagée en raison de l'apport décrit ci-dessus, chacun d'eux accepte expressément la description de l'apport, son évaluation, et le transfert effectif de la Créance, et confirme la validité de la souscription et du paiement.

159232

Déclaration

Le notaire déclare que la documentation garantissant l'existence de l'apport a été considérée comme convaincante et suffisante et qu'en conséquence l'apport est effectivement réalisé.

Troisième résolution

En conséquence des déclarations et résolutions qui précèdent il est décidé de modifier l'article 5 des statuts de la Société comme suit:

« **Art. 5. Capital.** «Le capital social est fixé à 43.028.703 EUR (quarante-trois millions vingt-huit mille sept cent trois Euros), divisé en 43.028.703 (quarante-trois millions vingt-huit mille sept cent trois) parts sociales d'une valeur nominale de 1 EUR (un Euro) chacune et sont chacune entièrement libérées,

Ici collectivement les «Parts Sociales» et individuellement la «Part Sociale».

Le capital social peut être augmenté ou réduit par résolution de l'Associé Unique ou en cas de pluralité d'associés, par résolution prise par un vote de la majorité des associés représentant au moins soixante-quinze pour cent (75%) du capital social de la Société».

Plus rien n'étant à l'ordre du jour, la séance est levée.

Estimation des frais

Le montant des frais, dépenses, honoraires ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui doivent être mis à sa charge en raison du présent acte, s'élève à environ 6.800,- EUR.

Le notaire instrumentant qui comprend et parle anglais acte par la présente qu'à la demande des comparantes représentées par leur mandataire, le présent acte est rédigé en anglais suivi par une traduction française. A la demande des mêmes personnes et en cas de divergences entre le texte anglais et le texte français, la version anglaise prévaudra.

DONT ACTE, passé à Junglinster, le jour, mois et an qu'en tête des présentes.

Et après lecture faite au mandataire des parties comparantes, il a signé avec nous, notaire, le présent acte.

Signé: Max Mayer, Jean SECKLER.

Enregistré à Grevenmacher, le 06 octobre 2014. Relation GRE/2014/3892. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

Référence de publication: 2014158937/206.

(140180041) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 octobre 2014.

EDF Sky GPF S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 26A, boulevard Royal.

R.C.S. Luxembourg B 190.842.

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STATUTES

In the year two thousand fourteen, on the third day of October.

Before Us, Maître Jean SECKLER, notary residing in Junglinster, Grand Duchy of Luxembourg.

There appeared:

OCM EDF Desert Sky Holdings, L.P., a limited partnership organized under the laws of the State of Delaware, having its registered office at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, United States of America,

here represented by Mr Max MAYER, employee, with professional address in Junglinster, 3, route de Luxembourg, by virtue of a proxy given under private seal.

The said proxy, after having been signed ne varietur by the proxy-holder and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing party, represented as stated here-above, has requested the undersigned notary, to state as follows the articles of incorporation of a private limited liability company (société à responsabilité limitée), which is hereby incorporated:

I. Name - Registered office - Object - Duration

Art. 1. Name. There is formed a private limited liability company (société à responsabilité limitée) under the name EDF Sky GPF S.à r.l. (hereafter the Company), which will be governed by the laws of Luxembourg, in particular by the law dated 10th August, 1915, on commercial companies, as amended (hereafter the Law), as well as by the present articles of association (hereafter the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in Luxembourg-City, Grand Duchy of Luxembourg. It may be transferred within the boundaries of the municipality by a resolution of the single manager, or as the case may be, by the

board of managers of the Company. The registered office may further be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of the single shareholder or the general meeting of shareholders adopted in the manner required for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the single manager, or as the case may be, the board of managers of the Company. Where the single manager or the board of managers of the Company determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances. Such temporary measures shall have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

Art. 3. Object.

3.1 The object of the Company is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such participations. The Company may in particular acquire by subscription, purchase, and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin whatsoever.

3.2. The Company may borrow in any form except by way of public offer. It may issue, by way of private placement only, notes, bonds and debentures and any kind of debt and/or equity securities. The Company may lend funds including, without limitation, the proceeds of any borrowings and/or issues of debt or equity securities to its subsidiaries, affiliated companies and/or any other companies. The Company may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over all or over some of its assets to guarantee its own obligations and undertakings and/or obligations and undertakings of any other company, and, generally, for its own benefit and/or the benefit of any other company or person.

3.3. The Company may generally employ any techniques and instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against credit, currency exchange, interest rate risks and other risks.

3.4. The Company may carry out any commercial, financial or industrial operations and any transactions with respect to real estate or movable property, which directly or indirectly favor or relate to its object.

Art. 4. Duration.

4.1. The Company is formed for an unlimited period of time.

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

II. Capital - Shares

Art. 5. Capital.

5.1. The Company's corporate capital is fixed at twelve thousand five hundred Euro (EUR 12,500) represented by twelve thousand five hundred (12,500) shares in registered form with a nominal value of one Euro (EUR 1) each, all subscribed and fully paid-up

5.2. The share capital of the Company may be increased or reduced in one or several times by a resolution of the single shareholder or, as the case may be, by the general meeting of shareholders, adopted in the manner required for the amendment of the Articles.

Art. 6. Shares.

6.1. Each share entitles the holder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence.

6.2. Towards the Company, the Company's shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

6.3. Shares are freely transferable among shareholders or, if there is no more than one shareholder, to third parties.

If the Company has more than one shareholder, the transfer of shares to non-shareholders is subject to the prior approval of the general meeting of shareholders representing at least three quarters of the share capital of the Company.

A share transfer will only be binding upon the Company or third parties following a notification to, or acceptance by, the Company in accordance with article 1690 of the Civil Code.

For all other matters, reference is being made to articles 189 and 190 of the Law.

6.4. A shareholders' register will be kept at the registered office of the Company in accordance with the provisions of the Law and may be examined by each shareholder who so requests.

6.5. The Company may redeem its own shares within the limits set forth by the Law.

III. Management - Representation

Art. 7. Board of managers.

7.1. The Company is managed by a board of managers of at least two members appointed by a resolution of the single shareholder or the general meeting of shareholders which sets the term of their office. The manager(s) need not to be shareholder(s).

7.2. The managers may be dismissed at any time ad nutum (without any reason).

Art. 8. Powers of the board of managers.

8.1. All powers not expressly reserved by the Law or the present Articles to the general meeting of shareholders fall within the competence of the single manager or, if the Company is managed by more than one manager, the board of managers, which shall have all powers to carry out and approve all acts and operations consistent with the Company's object.

8.2. Special and limited powers may be delegated for determined matters to one or more agents, either shareholders or not, by the manager, or if there are more than one manager, by the board of managers of the Company or by two managers acting jointly.

Art. 9. Procedure.

9.1. The board of managers shall meet as often as the Company's interests so requires or upon call of any manager at the place indicated in the convening notice.

9.2. Written notice of any meeting of the board of managers shall be given to all managers at least 24 (twenty-four) hours in advance of the date set for such meeting, except in case of emergency, in which case the nature of such circumstances shall be set forth in the convening notice of the meeting of the board of managers.

9.3. No such convening notice is required if all the members of the board of managers of the Company are present or represented at the meeting and if they state to have been duly informed, and to have had full knowledge of the agenda of the meeting. The notice may be waived by the consent in writing, whether in original, by telegram, telex, facsimile or e-mail, of each member of the board of managers of the Company.

9.4. Any manager may act at any meeting of the board of managers by appointing in writing another manager as his proxy.

9.5. The board of managers can validly deliberate and act only if a majority of its members is present or represented. Resolutions of the board of managers are validly taken by the majority of the votes cast. The resolutions of the board of managers will be recorded in minutes signed by all the managers present or represented at the meeting.

9.6. Any manager may participate in any meeting of the board of managers by telephone or video conference call or by any other similar means of communication allowing all the persons taking part in the meeting to hear and speak to each other. The participation in a meeting by these means is deemed equivalent to a participation in person at such meeting.

9.7. In cases of urgency, circular resolutions signed by all the managers shall be valid and binding in the same manner as if passed at a meeting duly convened and held. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or facsimile.

Art. 10. Representation. The Company shall be bound towards third parties in all matters by the joint signature of any two managers of the Company or, as the case may be, by the joint or single signatures of any persons to whom such signatory power has been validly delegated in accordance with article 8.2. of these Articles.

Art. 11. Liability of the managers. The managers assume, by reason of their mandate, no personal liability in relation to any commitment validly made by them in the name of the Company, provided such commitment is in compliance with these Articles as well as the applicable provisions of the Law.

IV. General meetings of shareholders

Art. 12. Powers and voting rights.

12.1. The single shareholder assumes all powers conferred by the Law to the general meeting of shareholders.

12.2. Each shareholder has voting rights commensurate to its shareholding.

12.3. Each shareholder may appoint any person or entity as his attorney pursuant to a written proxy given by letter, telegram, telex, facsimile or e-mail, to represent him at the general meetings of shareholders.

Art. 13. Form - Quorum - Majority.

13.1. If there are not more than twenty-five shareholders, the decisions of the shareholders may be taken by circular resolution, the text of which shall be sent to all the shareholders in writing, whether in original or by telegram, telex, facsimile or e-mail. The shareholders shall cast their vote by signing the circular resolution. The signatures of the shareholders may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or facsimile.

13.2. Collective decisions are only validly taken insofar as they are adopted by shareholders owning more than half of the share capital.

13.3. However, resolutions to alter the Articles or to dissolve and liquidate the Company may only be adopted by the majority of the shareholders owning at least three quarters of the Company's share capital.

V. Annual accounts - Allocation of profits

Art. 14. Accounting Year.

14.1. The accounting year of the Company shall begin on the first of January of each year and end on the thirty-first December.

14.2. Each year, with reference to the end of the Company's year, the single manager or, as the case may be, the board of managers must prepare the balance sheet and the profit and loss accounts of the Company as well as an inventory including an indication of the value of the Company's assets and liabilities, with an annex summarising all the Company's commitments and the debts of the managers, the statutory auditor(s) (if any) and shareholders towards the Company.

14.3. Each shareholder may inspect the above inventory and balance sheet at the Company's registered office.

Art. 15. Allocation of Profits.

15.1. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortisation and expenses represent the net profit. An amount equal to five per cent (5%) of the net profits of the Company is allocated to the statutory reserve, until this reserve amounts to ten per cent (10%) of the Company's nominal share capital.

15.2. The general meeting of shareholders has discretionary power to dispose of the surplus. It may in particular allocate such profit to the payment of a dividend or transfer it to the reserve or carry it forward.

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

(i) a statement of accounts or an inventory or report is established by the manager or the board of managers of the Company;

(ii) this statement of accounts, inventory or report shows that sufficient funds are available for distribution; it being understood that the amount to be distributed may not exceed realised profits since the end of the last financial year, increased by carried forward profits and distributable reserves but decreased by carried forward losses and sums to be allocated to the statutory reserve;

(iii) the decision to pay interim dividends is taken by the single shareholder or the general meeting of shareholders of the Company;

(iv) assurance has been obtained that the rights of the creditors of the Company are not threatened.

VI. Dissolution - Liquidation

16.1 In the event of a dissolution of the Company, the liquidation will be carried out by one or several liquidators, who do not need to be shareholders, appointed by a resolution of the single shareholder or the general meeting of shareholders which will determine their powers and remuneration. Unless otherwise provided for in the resolution of the shareholder(s) or by law, the liquidators shall be invested with the broadest powers for the realisation of the assets and payments of the liabilities of the Company.

16.2 The surplus resulting from the realisation of the assets and the payment of the liabilities of the Company shall be paid to the shareholder or, in the case of a plurality of shareholders, the shareholders in proportion to the shares held by each shareholder in the Company.

VI. General provision

17. Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

Transitory provision

The first accounting year shall begin on the date of this deed and shall end on 31 December 2015.

Subscription - Payment

Thereupon, OCM EDF Desert Sky Holdings, L.P., prenamed and represented as stated above, declared to subscribe to twelve thousand five hundred (12,500) shares in registered form with a nominal value of one Euro (EUR 1) each, and to fully pay them up by way of a contribution in cash amounting to twelve thousand five hundred Euro (EUR 12,500).

The amount of twelve thousand five hundred Euro (EUR 12,500) is at the disposal of the Company, as has been proved to the undersigned notary, who expressly acknowledges it.

Costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its incorporation are estimated at approximately one thousand one hundred Euro.

Resolutions of the sole shareholder

Immediately after the incorporation of the Company, the sole shareholder of the Company, representing the entirety of the subscribed share capital has passed the following resolutions:

1. The following persons are appointed as managers of the Company for an indefinite period:

- Mr. Szymon DEC, company manager, born on 3 July 1978 in Lodz, Poland, residing professionally at 26A, boulevard Royal, L-2449 Luxembourg;

- Mrs. Figen EREN, company manager, born on February 10, 1978 in Besançon, France, residing professionally at 26A, boulevard Royal, L-2449 Luxembourg;

- Mr. Jabir CHAKIB, company manager, born on November 5, 1967 in Casablanca, Morocco, residing professionally at 26A, boulevard Royal, L-2449 Luxembourg;

- Mr. Hugo NEUMAN, company manager, born on October 21, 1960 in Amsterdam, The Netherlands, residing at 16, rue J.B. Fresez, L-1542 Luxembourg;

- Mr. Justin BICKLE, company manager, born on January 11, 1971 in Plymouth, United Kingdom, residing professionally at 27 Knightsbridge, London SW1X 7LY, England; and

- Mr. Martin GRAHAM, company manager, born on December 7, 1978 in Glasgow, Scotland, residing professionally at 27 Knightsbridge, London SW1X 7LY, England.

2. The registered office of the Company is set at 26A, boulevard Royal, L-2449 Luxembourg.

Declaration

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

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

The document having been read to the proxy-holder, she signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le trois octobre.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg.

A comparu:

OCM EDF Desert Sky Holdings, L.P., une société organisée sous le droit de l'Etat du Delaware, ayant son siège social au 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, Etats-Unis d'Amérique (l'Associé Unique)

ici représentée par Monsieur Max MAYER, employé, ayant son adresse professionnelle à Junglinster, 3, route de Luxembourg, en vertu d'une procuration donnée sous seing privé.

Laquelle procuration restera, après avoir été signées "ne varietur" par le mandataire et le notaire instrumentant, annexée au présent acte pour les besoins de l'enregistrement.

Lequel comparant, représenté comme indiqué ci-avant, a requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée dont elle a arrêté les statuts comme suit:

I. Dénomination - Siège social - Objet social - Durée

Art. 1^{er}. Dénomination. Il est établi une société à responsabilité limitée sous la dénomination EDF Sky GPF S.à r.l. (ci-après la Société), qui sera régie par les lois du Luxembourg, en particulier par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (ci-après la Loi) et par les présents statuts (ci-après les Statuts).

Art. 2. Siège social.

2.1. Le siège social est établi à Luxembourg Ville, Grand-Duché de Luxembourg. Il peut être transféré dans les limites de la commune de Luxembourg par décision du gérant unique, ou, le cas échéant, par le conseil de gérance de la Société. Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par résolution de l'associé unique ou de l'assemblée générale des associés délibérant comme en matière de modification des Statuts.

2.2. Il peut être créé par décision du gérant unique ou, le cas échéant, du conseil de gérance, des succursales, filiales ou bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger. Lorsque le gérant unique ou le conseil de gérance estime que des événements extraordinaires d'ordre politique ou militaire se sont produits ou sont imminents, et que ces événements seraient de nature à compromettre l'activité normale de la Société à son siège social, ou la communication aisée entre le siège social et l'étranger, le siège social pourra être transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances anormales. Ces mesures provisoires n'aura toutefois aucun effet sur la nationalité de la Société qui, en dépit du transfert de son siège social, restera une société luxembourgeoise.

Art. 3. Objet social.

3.1 La Société a pour objet la prise de participations, tant au Luxembourg qu'à l'étranger, dans toutes sociétés ou entreprises sous quelque forme que ce soit et la gestion de ces sociétés ou entreprises ou participations. La Société pourra en particulier acquérir par souscription, achat, et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, obligations, créances, certificats de dépôt et autres instruments de dette et en général toutes valeurs ou instruments financiers émis par toute entité publique ou privée. Elle pourra participer dans la création, le développement, la gestion et le contrôle de toute société ou entreprise. Elle pourra en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

3.2 La Société pourra emprunter sous quelque forme que ce soit sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de parts sociales et obligations et d'autres titres représentatifs d'emprunts et/ou de créances. La Société pourra prêter des fonds, en ce compris, sans limitation, ceux résultant des emprunts et/ou des émissions d'obligations ou de valeurs, à ses filiales, sociétés affiliées et/ou à toute autre société. La Société pourra aussi donner des garanties et nantir, transférer, grever, ou créer de toute autre manière et accorder des sûretés sur toutes ou partie de ses actifs afin de garantir ses propres obligations et engagements et/ou obligations et engagements de toute autre société, et, de manière générale, en sa faveur et/ou en faveur de toute autre société ou personne.

3.3 La Société peut, d'une manière générale, employer toutes techniques et instruments liés à des investissements en vue d'une gestion efficace, y compris des techniques et instruments destinés à la protéger contre les créanciers, fluctuations monétaires, fluctuations de taux d'intérêt et autres risques.

3.4 La Société pourra accomplir toutes opérations commerciales, financières ou industrielles, ainsi que toutes transactions se rapportant à la propriété immobilière ou mobilière, qui directement ou indirectement favorisent ou se rapportent à la réalisation de son objet social.

4. Durée.

4.1 La Société est constituée pour une durée illimitée.

4.2 La Société ne sera pas dissoute par suite du décès, de l'interdiction, de l'incapacité, de l'insolvabilité, de la faillite ou de tout autre événement similaire affectant un ou plusieurs associés.

II. Capital - Parts sociales

Art. 5. Capital.

5.1. Le capital social de la Société est fixé à douze mille cinq cents Euros (EUR 12.500), représenté par douze mille cinq cents (12.500) parts sociales sous forme nominative d'une valeur nominale d'un Euro (EUR 1,-) chacune, toutes souscrites et entièrement libérées.

5.2. Le capital social de la Société pourra être augmenté ou réduit en une seule ou plusieurs fois par résolution de l'associé unique ou, le cas échéant, de l'assemblée générale des associés délibérant comme en matière de modification des Statuts.

Art. 6. Parts sociales.

6.1. Chaque part sociale donne droit à une fraction des actifs et bénéfices de la Société en proportion directe avec le nombre des parts sociales existantes.

6.2. Envers la Société, les parts sociales de la Société sont indivisibles, de sorte qu'un seul propriétaire par part sociale est admis. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société.

6.3. Les parts sociales sont librement transmissibles entre associés et, en cas d'associé unique, à des tiers.

En cas de pluralité d'associés, la cession de parts sociales à des non-associés n'est possible qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social.

La cession de parts sociales n'est opposable à la Société ou aux tiers qu'après qu'elle ait été notifiée à la Société ou acceptée par elle en conformité avec les dispositions de l'article 1690 du Code Civil.

Pour toutes autres questions, il est fait référence aux dispositions des articles 189 et 190 de la Loi.

6.4. Un registre des associés sera tenu au siège social de la Société conformément aux dispositions de la Loi où il pourra être consulté par chaque associé.

6.5. La Société peut procéder au rachat de ses propres parts sociales dans les limites et aux conditions prévues par la Loi.

III. Gestion - Représentation

Art. 7. Conseil de gérance.

7.1 La Société est gérée par un conseil de gérance composé d'au moins deux membres qui seront nommés par résolution de l'associé unique ou de l'assemblée générale des associés, lequel/laquelle fixera la durée de leur mandat. Le(s) gérant(s) ne sont pas nécessairement associé(s).

7.2 Les gérants sont révocables n'importe quand ad nutum.

Art. 8. Pouvoirs du conseil de gérance.

8.1. Tous les pouvoirs non expressément réservés à l'assemblée générale des associés par la Loi ou les présents Statuts seront de la compétence du gérant ou, si la Société est gérée par plus de un gérant, du conseil de gérance, qui aura tous pouvoirs pour effectuer et approuver tous actes et opérations conformes à l'objet social de la Société.

8.2. Des pouvoirs spéciaux et limités pour des tâches spécifiques peuvent être délégués à un ou plusieurs agents, associés ou non, par le gérant, ou s'il y a plus de un gérant, par le conseil de gérance de la Société ou par deux gérants agissant conjointement.

Art. 9. Procédure.

9.1. Le conseil de gérance se réunira aussi souvent que l'intérêt de la Société l'exige ou sur convocation d'un des gérants au lieu indiqué dans l'avis de convocation.

9.2. Il sera donné à tous les gérants un avis écrit de toute réunion du conseil de gérance au moins 24 (vingt-quatre) heures avant la date prévue pour la réunion, sauf en cas d'urgence, auquel cas la nature (et les motifs) de cette urgence seront mentionnés brièvement dans l'avis de convocation de la réunion du conseil de gérance.

9.3. La réunion peut être valablement tenue sans convocation préalable si tous les membres du conseil de gérance de la Société sont présents ou représentés lors de la réunion et déclarent avoir été dûment informés de la réunion et de son ordre du jour. Il peut aussi être renoncé à la convocation avec l'accord de chaque membre du conseil de gérance de la Société donné par écrit soit en original, soit par télégramme, télex, téléfax ou courrier électronique.

9.4. Tout gérant pourra se faire représenter aux réunions du conseil de gérance en désignant par écrit un autre gérant comme son mandataire.

9.5. Le conseil de gérance ne pourra délibérer et agir valablement que si la majorité de ses membres sont présents ou représentés. Les décisions du conseil de gérance ne sont prises valablement qu'à la majorité des voix. Les procès-verbaux des réunions du conseil de gérance seront signés par tous les gérants présents ou représentés à la réunion.

9.6. Tout gérant peut participer à la réunion du conseil de gérance par téléphone ou vidéo conférence ou par tout autre moyen de communication similaire, ayant pour effet que toutes les personnes participant à la réunion peuvent s'entendre et se parler. La participation à la réunion par un de ces moyens équivaut à une participation en personne à la réunion.

9.7. En cas d'urgence, les résolutions circulaires signées par tous les gérants seront considérées comme étant valablement adoptées comme si une réunion du conseil de gérance dûment convoquée avait été tenue. Les signatures des gérants peuvent être apposées sur un document unique ou sur plusieurs copies d'une résolution identique, envoyées par lettre ou téléfax.

Art. 10. Représentation. La Société sera engagée, en toutes circonstances, vis-à-vis des tiers par la signature conjointe de deux gérants de la Société, ou, le cas échéant, par les signatures individuelle ou conjointe ou unique de toutes personnes à qui de tels pouvoirs de signature ont été valablement délégués conformément à l'article 8.2. des Statuts.

Art. 11. Responsabilités des gérants. Les gérants ne contractent à raison de leur fonction aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont pris en conformité avec les Statuts et les dispositions de la Loi.

IV. Assemblée générale des associés

Art. 12. Pouvoirs et droits de vote.

12.1. L'associé unique exerce tous les pouvoirs qui sont attribués par la Loi à l'assemblée générale des associés.

12.2. Chaque associé possède des droits de vote proportionnels au nombre de parts sociales détenues par lui.

12.3. Tout associé pourra se faire représenter aux assemblées générales des associés de la Société en désignant par écrit, soit par lettre, télégramme, télex, téléfax ou courrier électronique une autre personne comme mandataire.

Art. 13. Forme - Quorum - Majorité.

13.1. Lorsque le nombre d'associés n'excède pas vingt-cinq associés, les décisions des associés pourront être prises par résolution circulaire dont le texte sera envoyé à chaque associé par écrit, soit en original, soit par télégramme, télex, téléfax ou courrier électronique. Les associés exprimeront leur vote en signant la résolution circulaire. Les signatures des associés apparaîtront sur un document unique ou sur plusieurs copies d'une résolution identique, envoyées par lettre ou téléfax.

13.2. Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des associés détenant plus de la moitié du capital social.

13.3. Toutefois, les résolutions prises pour la modification des Statuts ou pour la dissolution et la liquidation de la Société seront prises à la majorité des voix des associés représentant au moins les trois quarts du capital social de la Société.

V. Comptes annuels - Affectation des bénéfices

Art. 14. Exercice social.

14.1. L'exercice social commence le premier janvier de chaque année et se termine le trente et un décembre.

14.2. Chaque année, à la fin de l'exercice social de la Société, le gérant unique ou, le cas échéant, le conseil de gérance, doit préparer le bilan et les comptes de profits et pertes de la Société, ainsi qu'un inventaire comprenant l'indication des valeurs actives et passives de la Société, avec une annexe résumant tous les engagements de la Société et les dettes des gérants, commissaire(s) aux comptes (si tel est le cas), et associés envers la Société.

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

Art. 15. Affectation des bénéfices.

15.1. Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net. Il sera prélevé cinq pour cent (5%) sur le bénéfice net annuel de la Société qui sera affecté à la réserve légale jusqu'à ce que cette réserve atteigne dix pour cent (10%) du capital social de la Société.

15.2. L'assemblée générale des associés décidera discrétionnairement de l'affectation du solde restant du bénéfice net annuel. Elle pourra en particulier attribuer ce bénéfice au paiement d'un dividende, l'affecter à la réserve ou le reporter.

15.3. Des dividendes intérimaires pourront être distribués à tout moment dans les conditions suivantes:

- (i) un état comptable ou un inventaire ou un rapport est dressé par le gérant ou le conseil de gérance de la Société;
- (ii) il ressort de cet état comptable, inventaire ou rapport que des fonds suffisants sont disponibles pour la distribution, étant entendu que le montant à distribuer ne peut excéder les bénéfices réalisés depuis la fin du dernier exercice social, augmenté des bénéfices reportés et des réserves distribuables mais diminué des pertes reportées et des sommes à allouer à la réserve légale;
- (iii) la décision de payer les dividendes intérimaires est prise par l'associé unique ou l'assemblée générale des associés de la Société;
- (iv) le paiement est fait dès lors qu'il est établi que les droits des créanciers de la Société ne sont pas menacés.

VI. Dissolution - Liquidation

16.1. En cas de dissolution de la Société, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par résolution de l'associé unique ou de l'assemblée générale des associés qui fixera leurs pouvoirs et rémunération. Sauf disposition contraire prévue dans la résolution du (ou des) gérant(s) ou par la loi, les liquidateurs seront investis des pouvoirs les plus étendus pour la réalisation des actifs et le paiement des dettes de la Société.

16.2. Le boni de liquidation résultant de la réalisation des actifs et après paiement des dettes de la Société sera attribué à l'associé unique, ou en cas de pluralité d'associés, aux associés proportionnellement au nombre de parts sociales détenues par chacun d'eux dans la Société.

VI. Disposition générale

17. Pour tout ce qui ne fait pas l'objet d'une disposition spécifique par les présents Statuts, il est fait référence à la Loi.

Disposition transitoire

La première année sociale débutera à la date du présent acte et se terminera au 31 décembre 2015.

Souscription - Libération

Ces faits exposés, OCM EDF Desert Sky Holdings, L.P., prénommée et représentée comme décrit ci-dessus, déclare souscrire à douze mille cinq cents (12.500) parts sociales sous forme nominative avec une valeur nominale d'un Euro (EUR 1) chacune, et les libérer entièrement par versement en espèces de douze mille cinq cents Euros (EUR 12.500).

La somme de douze mille cinq cents Euros (EUR 12.500) est à la disposition de la Société, ce qui a été prouvé au notaire instrumentant, qui le reconnaît expressément.

Coûts

Le comparant a évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison de sa constitution à environ mille cent euros.

Décisions de l'associé unique

Et aussitôt, l'associé unique, représentant l'intégralité du capital social a pris les résolutions suivantes:

1. Les personnes suivantes sont nommées comme gérants de la Société pour une durée indéterminée:
 - M. Szymon DEC, né le 3 juillet 1978 à Lodz, Pologne, ayant son adresse professionnelle au 26A, boulevard Royal, L-2449 Luxembourg;
 - Mme Figen EREN, née le 10 février 1978 à Besançon, France, ayant son adresse professionnelle au 26A, boulevard Royal, L-2449 Luxembourg;

- M. Jabir CHAKIB, né le 5 novembre 1967 à Casablanca, Maroc, ayant son adresse professionnelle au 26A, boulevard Royal, L-2449 Luxembourg

- M. Hugo NEUMAN, né le 21 octobre 1960 à Amsterdam, Pays-Bas, demeurant au 16, rue J.B. Fresez, L-1542 Luxembourg;

- M. Justin BICKLE, né le 11 janvier 1971 à Plymouth, Royaume-Uni, ayant son adresse professionnelle au 27 Knightsbridge, Londres SW1X 7LY, Angleterre; et

- M. Martin GRAHAM, né le 7 décembre 1978 à Glasgow, Ecosse, ayant son adresse professionnelle au 27 Knightsbridge, Londres SW1X 7LY, Angleterre.

2. Le siège social de la Société est établi au 26A, boulevard Royal, L-2449 Luxembourg.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, constate que sur demande du comparant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

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

Et après lecture faite et interprétation donnée au mandataire, il a signé le présent acte avec le notaire.

Signé: Max MAYER, Jean SECKLER.

Enregistré à Grevenmacher, le 09 octobre 2014. Relation GRE/2014/3948. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

Référence de publication: 2014158718/420.

(140179985) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 octobre 2014.

H.I.G. Luxembourg Holdings 55 S.à r.l., Société à responsabilité limitée.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 188.920.

In the year two thousand and fourteen, on the twenty-fifth day of September,
Before Maître Henri HELLINCKX, notary, residing in Luxembourg, Grand Duchy of Luxembourg,
there appeared:

H.I.G. Europe Capital Partners II, L.P., a Cayman Islands Limited Partnership having its registered office at P.O. Box 309GT, Uglund House, South Church Street, George Town, Grand Cayman, Cayman Islands (the "Sole Shareholder"),

here represented by Régis Galiotto, notary's clerk, with professional address at 101 rue Cents, L-1319 Luxembourg, by virtue of a proxy, given under private seal on 23 September 2014.

The said proxy, initialled ne varietur by the proxyholder and the notary, will remain annexed to this deed to be filed with it at the same time with the registration authorities.

Such appearing party being the sole shareholder of H.I.G. Luxembourg Holdings 55 S.à r.l., a société à responsabilité limitée, organised under the laws of Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, registered with the Luxembourg Trade and Companies Register, under Section B, number 188.920 (the "Company") incorporated pursuant to a deed of Maître Henri Hellinckx on 11 July 2014, not yet published in Mémorial C, Recueil des Sociétés et Associations.

The Sole Shareholder, representing the entire share capital of the Company, requires the notary to enact the following resolutions:

First resolution

The Sole Shareholder decides to convert, with retroactive effect as of 1st January 2014, the share capital of the Company from its current currency expressed in Euro ("EUR") into United States Dollars ("USD"), according to the EUR/USD exchange rate of the European Central Bank on 1 January 2014, according to which one Euro (EUR 1.-) is equivalent to one point three six five eight United States Dollars (USD 1.3658). The amount of the share capital of the Company will consequently be fixed at seventeen thousand and seventy two United States Dollars (USD 17,072.-). The Sole Shareholder further resolves to allocate the excess resulting from the conversion, i.e. fifty United States cents (USD 0.50), to the Company's share premium account.

Second resolution

As a result of the previous resolution, the Sole Shareholder decides to modify the par value of the Company's shares from their current amount of one Euro (EUR 1.-) per share to one United States Dollar (USD 1.-) per share and consequently approves the resulting increase in the number of shares in the Company.

Third resolution

Further to the foregoing resolutions, the Sole Shareholder resolves to amend the article 8 of the deed of incorporation of the Company which will thus read as follows:

“ **Art. 8.** The Company’s capital is set at USD 17,072 (seventeen thousand seventy two United States Dollars) represented by 17,072 (seventeen thousand seventy two) shares of one United States Dollar (USD 1.-) each.”

Estimate of costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with the present deed, have been estimated at about one thousand five hundred Euros (1,500.- Euros).

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

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

The document having been read to the proxyholder of the appearing party, known to the notary by first and last name, civil status and residence, the proxyholder of the appearing party signed together with the notary the present deed.

Suit la traduction en français du texte qui précède:

L’an deux mille quatorze, le vingt-cinq septembre,

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

a comparu:

H.I.G. Europe Capital Partners II, L.P., une «Cayman Islands Limited Partnership», ayant son siège social au PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Îles Caïmans (l’«Associé Unique»),

ici représentée par Régis Galiotto, clerc de notaire, demeurant professionnellement au 101 rue Cents, L-1319 Luxembourg, en vertu d’une procuration sous seing privé donnée le 23 Septembre, 2014.

Ladite procuration, signée ne varietur par le mandataire de la comparante et le notaire, demeurera annexée au présent acte, afin d’être enregistrée simultanément avec celui-ci auprès des autorités chargées de l’enregistrement.

Ladite comparante est l’associé unique de H.I.G. Luxembourg Holdings 55 S.à r.l. (la «Société»), une société à responsabilité limitée, constituée et existant selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 188.920, constituée suivant acte reçu par le notaire Maître Henri Hellinckx en date du 11 juillet 2014, non encore publié dans le Mémorial C, Recueil des Sociétés et Associations.

L’Associé Unique, représentant l’intégralité du capital social de la Société, a requis le notaire instrumentant d’acter les résolutions suivantes:

Première résolution

L’Associé Unique décide de convertir, avec effet rétroactif au 1 janvier 2014, le capital social de la Société de l’euro («EUR») au dollar américain («USD»), sur base du taux de conversion de la Banque Centrale Européenne, le 1 Janvier 2014, selon lequel un euro (EUR 1,-) correspond à un virgule trois six cinq huit dollars américains (USD 1,3658). Le montant du capital social de la Société sera par conséquent fixé à dix-sept mille soixante-douze dollars américains (USD 17.072,-). L’Associé Unique décide ensuite d’affecter l’excédent résultant de la conversion, soit cinquante centimes de dollars américains (USD 0.50) au compte de prime d’émission de la Société

Deuxième résolution

En conséquence de la résolution qui précède, l’Associé Unique décide de modifier la valeur nominale des parts sociales de la Société de leur montant actuel d’un euro (EUR 1,-) chacune à un dollar américain (USD 1,-) chacune et, par conséquent, approuve l’augmentation du nombre de parts sociales de la Société.

Troisième résolution

Suite aux résolutions précédentes, l’Associé Unique décide de modifier l’article 8 de l’acte de constitution de la Société, qui aura désormais la teneur suivante:

« **Art. 8.** Le capital social est fixé à USD 17,072 (dix-sept mille soixante-douze dollars américains) représenté par 17,072 (dix-sept mille soixante-douze) parts sociales de USD 1.- (un dollar américain) chacune.»

Estimation des frais

Le montant des frais et dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombe à la Société ou qui est mis à sa charge en raison du présent acte sont évalués environ à mille cinq cents Euros (EUR1.500.-).

Dont acte, fait et passé à Luxembourg, les jours, mois et an qu’en tête des présentes.

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

Et après lecture faite et interprétation donnée au mandataire de la comparante, connu du notaire instrumentaire par son nom, prénom usuel, état et demeure, le mandataire de la comparantes a signé le présent acte avec le notaire.

Signé: R. GALIOTTO et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 1^{er} octobre 2014. Relation: LAC/2014/45615. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 13 octobre 2014.

Référence de publication: 2014158845/97.

(140180726) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 octobre 2014.

Ballista SICAV, Société d'Investissement à Capital Variable.

Siège social: L-1736 Senningerberg, 5, Heienhaff.

R.C.S. Luxembourg B 191.497.

— STATUTES

In the year two thousand and fourteen, on the twenty-seventh day of October,
Before Maître Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg).

There appeared:

“Alceda Fund Management S.A.” incorporated in Luxembourg on January 1, 2007 as a public limited company; registered at the Registrar of Companies of Luxembourg under registration number B 123.356 with registered office at 5, Heienhaff, L-1736 Senningerberg,

here represented by Mrs. Virginie PIERRU, notary clerk, residing professionally at 12, rue Jean Engling L-1466 Luxembourg, by virtue of a proxy given dated October 24th, 2014;

The proxy given, signed “ne varietur” by the appearing person and the undersigned notary shall remain annexed to the present deed to be filed at the same time with the registration authorities.

The such appearing party, in the capacity in which it acts, has requested the notary to enact these Articles of Association of a société d'investissement à capital variable, which it declares to incorporate between themselves:

1. Art. 1. Name.

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

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

2. Art. 2. Registered office.

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

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

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

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

4. Art. 4. Object of the Company.

4.1 The exclusive purpose of the Company is to invest the assets of the Company in transferable securities and other assets permitted by law in accordance with the principle of risk diversification, within the limits of the investment policies

and restrictions determined by the Board pursuant to article 20 hereof, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

4.2 The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfilment and implementation of the object of the Company to the full extent permitted by Part I of the act dated 17 December 2010 concerning undertakings for collective investment as well as laws in relation thereto (the 2010 Act).

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

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

5.2 The minimum capital, as provided by law, is fixed at EUR 1,250,000 (one million two hundred and fifty thousand euro) to be reached within a period of six months as from the authorisation of the Company by the Luxembourg supervisory authority, being provided that shares of a Target Sub-fund held by a investing Sub-fund (as defined in article 20.10 below) will not be taken into account for the purpose of the calculation of the EUR 1,250,000.- minimum capital requirement. Upon the decision of the Board, the shares issued in accordance with these Articles may be of more than one share class. The proceeds from the issue of shares of a share class, less any applicable commissions or fees, are invested in transferable securities of all types and other legally permissible assets in accordance with the investment policy as set forth by the Board and taking into account investment restrictions imposed by law.

5.3 The initial capital is SEK 285,000.- (two hundred eighty-five thousand Swedish Krona) divided into 2,850 (two thousand eight hundred and fifty) shares of no par value. The proceeds from the issue of shares of a share class, less any applicable commissions or fees, are invested in transferable securities of all types and other legally permissible assets in accordance with the investment policy as set forth by the Board and taking into account investment restrictions imposed by law.

5.4 In order to determine the equivalent of capital of the Company in EUR, net assets which are determined in accordance with Article 12 of these Articles of Incorporation and are allocable to a sub-fund, in case they are not denominated in EUR, are converted into EUR, and the capital of the Company is equivalent at any time to the totality of net assets of all the sub-funds ("Total Net Assets").

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

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

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

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

5.9 The Board may create each Sub-fund for an unlimited or limited period of time; in the latter case, the Board may, at the expiration of the initial period of time, extend the duration of that Sub-fund one or more times. At the expiration of the duration of a Sub-fund, the Company will redeem all the shares in the share class(es) of that Sub-fund, in accordance with article 8 of these Articles, irrespective of the provisions of article 24 of these Articles. At each extension of the duration of a Sub-fund, the registered Shareholders will be duly notified in writing, by a notice sent to their address as recorded in the Company's register of Shareholders. The Prospectus will indicate the duration of each Sub-fund and, if applicable, any extension of its duration.

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

6. Art. 6. Shares.

6.1 The shares shall be and remain registered shares. All shares issued by the Company are entered in the register of Shareholders, which is kept by the Company or by one or more persons designated by the Company. This register

contains the names of the owners of registered shares, their permanent residence or elected domicile as indicated to the Company, and the number of shares held by them.

6.2 The entry of the Shareholder's name in the register of Shareholders evidences the Shareholder's right of ownership to such registered shares. No share certificates will be issued, unless otherwise requested by an investor. Shares ownership will be evidenced by confirmation of ownership and registration on the share register of the Company. When issued, the share certificates will be signed by two members of the Board. The signatures may be handwritten, printed or in the form of a facsimile. One of these signatures may be made by a person duly authorised to do so by the Board; in this case, it must be handwritten.

6.3 The transfer of shares is effected:

(a) if share certificates have been issued, by delivery of the certificate or certificates representing these shares to the Company along with other instruments of transfer satisfactory to the Company, and

(b) if no share certificates have been issued, by a written declaration of transfer to be entered in the register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act on their behalf. Any transfer of shares will be entered in the register of Shareholders. This entry will be signed by one or more members of the Board or by one or more other persons duly authorised to do so by the Board.

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

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

6.6 Damaged confirmations of shareholding (or share certificates, if issued) may be cancelled by the Company and replaced by new certificates.

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

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

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

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

7. Art. 7. Issue of shares.

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

7.2 The Board may impose restrictions on the frequency at which shares of a certain share class are issued; the Board may, in particular, decide that shares of a particular share class will only be issued during one or more offering periods or at such other intervals as provided for in the Prospectus.

7.3 Shares in Sub-funds will be issued at the subscription price. The subscription price for shares of a particular share class of a Sub-fund corresponds to the net asset value per share of the respective share class (see articles 12 and 13, the Net Asset Value), adjusted as the case may be in accordance with article 12.7, plus any subscription fee, if applicable. Additional fees or charges may be applied in accordance with the terms of the Prospectus and specific charges may be incurred in the relevant jurisdiction where shares will be offered. The relevant subscription price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

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

7.5 The subscription price is payable within a period determined by the Board, which may not exceed 3 (three) business days from the relevant valuation day, determined as every such day in respect of which the Net Asset Value per share for a given share class or Sub-fund is calculated (the Valuation Day).

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

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

7.8 Applications for subscription are irrevocable, except - for the duration of such suspension - when the calculation of the Net Asset Value has been suspended in accordance with article 13 of these Articles.

8. Art. 8. Redemption of shares.

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

8.2 Subject to the provisions of article 13 of these Articles, the redemption price per share will be paid within a period determined by the Board which may not, in principle, exceed 5 (five) business days from the relevant Valuation Day, as determined in accordance with the current policy of the Board, provided that any share certificates, if issued, and any other transfer documents have been received by the Company.

8.3 The redemption price per share for shares of a particular share class of a Sub-fund corresponds to the Net Asset Value per share of the respective share class adjusted as the case may be in accordance with article 12.7, less any redemption fee, if applicable. Specific charges may be incurred in the relevant jurisdiction where shares will be offered. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

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

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

8.6 If, in addition, in respect of a Valuation Day, redemption applications as defined in this article and conversion applications as defined in article 9 of these Articles exceed a certain level set by the Board in relation to the shares of a given share class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain time period and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the non-proceeded redemptions will then be proceeded by priority on the Valuation Day following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

8.7 The Company may satisfy payment of the redemption price owed to any Shareholder who agrees, subject to such conditions set out in the Prospectus, in specie by allocating assets to the Shareholder from the portfolio set up in connection with the share class(es) equal in value to the value of the shares to be redeemed (calculated in the manner described in article 12) as of the Valuation Day or the time of valuation when the redemption price is calculated if the Company determines that such a transaction would not be detrimental to the best interests of the remaining Shareholders of the relevant Sub-fund. The nature and type of assets to be transferred in such case will be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders in the given share class or share classes, as the case may be. The valuation used will be confirmed by a special report of the auditor of the Company. The costs of any such transfers are borne by the transferee.

8.8 All redeemed shares may be cancelled.

8.9 All applications for redemption of shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article 13 of these Articles, when the calculation of the Net Asset Value has been suspended or when redemption has been suspended as provided for in this article.

8.10 The Company may redeem Shares of any Shareholder if the Board or the Management Company, whether on its own initiative or at the initiative of a distributor, if appointed, determines that:

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

(b) the Shareholder is not or ceases to be an eligible investor; or

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

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

(e) further to the satisfaction of a redemption request received by a Shareholder, the number or aggregate amount of Shares of the relevant class of shares held by this Shareholder is less than a minimum holding amount defined in the Prospectus.

9. Art. 9. Conversion of shares.

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

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

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

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

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

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

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

9.6 All applications for the conversion of shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article 13 of these Articles, when the calculation of the Net Asset Value of the shares to be redeemed has been suspended or when redemption of the shares to be redeemed has been suspended as provided for in article 8. If the calculation of the Net Asset Value of the shares to be acquired is suspended after the shares to be converted have already been redeemed, only the acquisition part of the conversion application can be revoked during this suspension.

9.7 If, in addition, in respect of a Valuation Day redemption applications as defined in article 8 of these Articles and conversion applications as defined in this article exceed a certain level set by the Board in relation to the shares issued in the share class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain period of time and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the non-proceeded redemptions will then be proceeded by priority on the Valuation Day following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

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

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

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

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

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

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

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

10.2 For such purposes the Company may:

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

(b) at any time require any person whose name is entered in the register of Shareholders or who seeks to register the transfer of shares in the register of Shareholders to furnish the Company with any information, supported by affidavit,

which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's shares rests with a Restricted Person, or whether such registration will result in beneficial ownership of such shares by a Restricted Person; and

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

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

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

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

- Such Purchase Notice will be sent by registered mail to the last known address or to the address listed in the Company's books.

- Immediately upon close of business on the date designated in the Purchase Notice, the Shareholder's ownership of the shares which are designated in the Purchase Notice ends. The name of the Shareholder is deleted from the register of Shareholders.

(2) The price at which these shares are acquired (Purchase Price) corresponds to an amount equal the relevant per share Net Asset Value determined in accordance with Article 12 as at the date of the Purchase Notice, less any redemption fees incurred, if applicable. If share certificates have been issued, the Purchase Price is, less any redemption fees incurred, if applicable, the lesser of the aforementioned per share Net Asset Value as at the date of the Purchase Notice and the per share Net Asset Value calculated on the day immediately following submission of such share certificates.

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

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

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

10.4 Each Shareholder and each transferee of a Shareholder's interest in any Sub-Fund shall furnish to the Company or the Management Company, or any third party designated by the Company or the Management Company (a "Designated Third Party"), in such form and at such time as is reasonably requested by the Company or the Management Company any information, representations, waivers and forms relating to the Shareholder (or the Shareholder's direct or indirect owners or account holders) as shall reasonably be requested by the Company or the Management Company or the Designated Third Party to assist it in obtaining any exemption from, reduction in or refund of any withholding or other taxes imposed by or owed to any taxing authority or other governmental agency (including withholding taxes imposed pursuant to the Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement, or any agreement entered into pursuant to any such legislation or intergovernmental agreement) upon the Company, amounts paid to the Company, or amounts allocable or distributable by the Company to such Shareholder or transferee. In the event that any Shareholder or transferee of an Shareholder's interest fails to furnish such information, representations, waivers or forms to the Company, the Management Company or the Designated Third Party, the Company, Management Company or the Designated Third Party shall have full authority to take any and all of the following actions: (i) withhold any taxes required to be withheld pursuant to any applicable legislation, regulations, rules or agreements; (ii) effect a compulsory redemption of a Shareholder's or transferee's interest in any Sub-Fund and (iii) form and operate an investment vehicle organized in the United States that is treated as a "domestic partnership" for purposes of section 7701 of the Internal Revenue Code of 1986, as amended and transfer such Shareholder's or transferee's interest in any Sub-Fund or interest in such Sub-Fund

assets and liabilities to such investment vehicle. If requested by the Company, the Management Company or the Designated Third Party, the Shareholder or transferee shall execute any and all documents, opinions, instruments and certificates as the Company, the Management Company or the Designated Third Party shall have reasonably requested to effectuate the foregoing. Each Shareholder hereby grants to the Company, the Management Company or the Designated Third Party a power of attorney, coupled with an interest, to execute any such documents, instruments or certificates on behalf of the Shareholder, if the Shareholder fails to do so.

10.5 The Shareholder understands and agrees that the Company or the Management Company may disclose to a Designated Third Party, and that each of the Company, Management Company or a Designated Third Party may disclose information regarding any Shareholder (including any information provided by the Shareholder pursuant to this section 10) to any person to whom information is required or requested to be disclosed by any taxing authority or other governmental agency including, in each case, transfers to jurisdictions which do not have strict data protection or similar laws, to enable the Company to comply with any applicable law or regulation or agreement with a governmental authority.

10.6 Each Shareholder hereby waives all rights it may have under applicable bank secrecy, data protection and similar legislation that would otherwise prohibit any such disclosure and warrants that each person whose information it provides (or has provided) to the Company, Management Company or the Designated Third Party has been given such information, and has given such consent, as may be necessary to permit the collection, processing, disclosure, transfer and reporting of their information as set out in this section 10 and this paragraph.

10.7 Each Shareholder understands and agrees that the Management Company or the Designated Third Party may enter into agreements on behalf of the Company (or any Sub-fund) with any applicable taxing authority (including any agreement entered into pursuant to the Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement) to the extent it determines such an agreement is in the best interest of the Company, any Sub-fund or any Shareholder.

11. Art. 11. Restrictions on transfer.

11.1 All transfers of Shares will be effected by a transfer in writing in any usual or common form or any other form approved by the Company and every form of transfer will state the full name and address of the transferor and the transferee. The instrument of transfer of a Share will be signed by or on behalf of the transferor. The transferor will be deemed to remain the holder of the Share until the name of the transferee is entered on the register of Shareholders in respect thereof. The Company may decline to register any transfer of Share if, in consequence of such transfer, the value of the holding of the transferor or transferee does not meet the minimum subscription or holding levels of the relevant class of shares or Sub-fund as set out in the Prospectus. The registration of transfer may be suspended at such times and for such periods as the Company may from time to time determine, provided, however, that such registration will not be suspended for more than five (5) days in any calendar year. The Company may decline to register any transfer of Shares unless the original instruments of transfer, and such other documents that the Company may require are deposited at the registered office of the Company or at such other place as the Company may reasonably require, together with such other evidence as the Company may reasonably require to show the right of the transferor to make the transfer and to verify the identity of the transferee. Such evidence may include a declaration as to whether the proposed transferee (i) is a US Person or acting for or on behalf of a US Person, (ii) is a Restricted Person or acting for or on behalf of a Restricted Person or (iii) does qualify as Institutional Investor.

11.2 The Company may decline to register a transfer of Shares:

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

12. Art. 12. Calculation of net asset value per share.

12.1 The Company, each Sub-fund and each share class in a Sub-fund have a Net Asset Value determined in accordance with these Articles. The reference currency of the Company is the SEK. The Net Asset Value of each Sub-fund will be calculated in the reference currency of the Sub-fund or share class, as it is stipulated in the relevant special section of the Prospectus, and will be determined by the administrative agent in respect of each Valuation Day as stipulated in the relevant special section of the Prospectus, by calculating the aggregate of:

- (a) the value of all assets of the Company which are allocated to the relevant Sub-fund in accordance with the provisions of these Articles; less

(b) all the liabilities of the Company which are allocated to the relevant Sub-fund in accordance with the provisions of these Articles, and all fees attributable to the relevant Sub-fund, which fees have accrued but are unpaid on the relevant Valuation Day.

12.2 The Net Asset Value per share will be calculated in the reference currency of the relevant Sub-fund and will be calculated by the administrative agent as at the calculation day of the Net Asset Value of the relevant Sub-fund by dividing the Net Asset Value of the relevant Sub-fund by the number of shares which are in issue on such Valuation Day in the relevant Sub-fund (including shares in relation to which a Shareholder has requested redemption in respect of such Valuation Day).

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

12.4 The Net Asset Value per Share may be rounded up or down to the nearest whole hundredth share of the currency in which the Net Asset Value of the relevant Shares are calculated.

12.5 The assets of the Company will be deemed to include:

- (a) all cash on hand or receivable or on deposit, including accrued interest;
- (b) all bills and notes payable on demand and any amounts due (including the proceeds of securities sold but not yet collected);
- (c) all securities, shares, bonds, debentures, swaps, options or subscription rights and any other investments and securities belonging to the Company;
- (d) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company provided that the Company may adjust the valuation for fluctuations in the market value of securities due to trading practices such as trading ex-dividend or ex-rights;
- (e) all accrued interest on any interest bearing securities held by the Company except to the extent that such interest is comprised in the principal thereof;
- (f) the preliminary expenses of the Company insofar as the same have not been written off; and
- (g) all other permitted assets of any kind and nature including prepaid expenses.

12.6 The assets of the Company will be valued as follows:

- (a) the value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Board or its delegate may consider appropriate in such case to reflect the true value thereof;
- (b) the value of transferable securities, money market instruments and financial derivative instruments are valued on the basis of the last available price of the relevant stock exchange or regulated market on which these securities or assets are traded or admitted for trading. Where such securities or other assets quoted or dealt in on one or more than one stock exchange or regulated market, the Board or its delegate shall adopt policies as to the order of priority in which such stock exchanges or other regulated markets shall be used for the provisions of prices of securities or assets;
- (c) if a transferable security or money market instrument is not traded or admitted on any official stock exchange or an regulated market, or in the case of transferable securities or money market instruments so traded or admitted where the last available price is not representative of their fair market value, the Board or its delegate shall proceed on the basis of their reasonably foreseeable sales price, which shall be valued with prudence and in good faith;
- (d) OTC derivatives will be valued in accordance with market practice. For certain Sub-funds using OTC derivatives as part of their main investment policy, the valuation method of the OTC derivative may be further specified in the relevant special section of the Prospectus;
- (e) units or shares of UCITS and UCIs shall be valued on the basis of their last available net asset value, as reported by such undertakings; and
- (f) liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis. All other assets, where practice allows, may be valued in the same manner.

If any of the aforementioned valuation principles do not reflect the valuation method commonly used in specific markets or if any such valuation principles do not seem accurate for the purpose of determining the value of the Company's assets, the Board may fix different valuation principles in good faith and in accordance with generally accepted valuation principles and procedures.

12.7 If on any transaction day the aggregate transactions in shares of all classes of a Sub-fund result in a net increase or decrease of shares for that Sub-fund (relating to the cost of market dealing for that Sub-fund), the net asset value of the relevant Sub-fund may be adjusted by an amount which reflects both the estimated fiscal charges and dealing costs that may be incurred by the Sub-fund and the estimated bid/offer spread of the assets in which the Sub-fund invests in accordance with the terms of the Prospectus. The adjustment will be an addition when the net movement results in an increase of all shares of the Sub-fund and a deduction when it results in a decrease.

12.8 The liabilities of the Company will be deemed to include:

(a) all borrowings, bills and other amounts due;

(b) all formation and launching expenses as well as operation and administrative expenses due or accrued including but not limited to the costs of its constitution and registration with regulatory authorities, as well as legal, audit, management, custodial, paying agency and corporate and central administration and registrar and transfer agency fees and expenses, the costs of legal publications, prospectuses, financial reports and other documents made available to Shareholders, translation expenses and generally any other expenses arising from the administration of the Company;

(c) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Company for which no coupons have been presented and which therefore remain unpaid until the day these dividends revert to the Company by prescription;

(d) any appropriate amount set aside for taxes due on the date of the valuation and any other provisions of reserves authorised and approved by the Board; and

(e) any other liabilities of the Company of whatever kind towards third parties.

12.9 The allocation of assets and liabilities of the Company between Sub-funds (and within each Sub-fund between the different share classes) will be effected so that:

(a) the subscription price received by the Company on the issue of shares, and reductions in the value of the Company as a consequence of the redemption of shares, will be attributed to the Sub-fund (and within that Sub-fund, the share class) to which the relevant shares belong;

(b) assets acquired by the Company upon the investment of the subscription proceeds and income and capital appreciation in relation to such investments which relate to a specific Sub-fund (and within a Sub-fund, to a specific share class) will be attributed to such Sub-fund (or share class in the Sub-fund);

(c) assets disposed of by the Company as a consequence of the redemption of shares and liabilities, expenses and capital depreciation relating to investments made by the Company and other operations of the Company, which relate to a specific Sub-fund (and within a Sub-fund, to a specific share class) will be attributed to such Sub-fund (or share class in the Sub-fund);

(d) where the use of foreign exchange transactions, instruments or financial techniques relates to a specific Sub-fund (and within a Sub-fund, to a specific share class) the consequences of their use will be attributed to such Sub-fund (or share class in the Sub-fund);

(e) where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques relate to more than one Sub-fund (or within a Sub-fund, to more than one share class), they will be attributed to such Sub-funds (or share classes, as the case may be) in proportion to the extent to which they are attributable to each such Sub-fund (or each such share class);

(f) where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques cannot be attributed to a particular Sub-fund they will be divided equally between all Sub-funds or, in so far as is justified by the amounts, will be attributed in proportion to the relative Net Asset Value of the Sub-funds (or share classes in the Sub-fund) if the Company, in its sole discretion, determines that this is the most appropriate method of attribution;

(g) upon payment of dividends to the Shareholders of a Sub-fund (and within a Sub-fund, to a specific share class) the net assets of this Sub-fund (or share class in the Sub-fund) are reduced by the amount of such dividend.

12.10 For the purpose of valuation under this article:

(a) shares of the relevant Sub-fund in respect of which subscription has been accepted by the Board but payment has not yet been received shall be deemed to be existing as from the close of business on the Valuation Day on which they have been allotted and the price therefore, until received by the Company, shall be deemed a debt due to the Company;

(b) shares of the relevant Sub-fund in respect of which the Board has issued a redemption notice or in respect of which a redemption request has been received, will be treated as existing and taken into account on the relevant Valuation Day, and from such time and until paid, the redemption price therefore will be deemed to be a liability of the Company;

(c) all investments, cash balances and other assets of any Sub-fund expressed in currencies other than the currency of denomination in which the Net Asset Value of the relevant Sub-fund is calculated, will be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of shares;

(d) effect will be given on any Valuation Day to any purchases or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable; and

(e) where the Board is of the view that any conversion or redemption which is to be effected will have the result of requiring significant sales of assets in order to provide the required liquidity, the value may, at the discretion of the Board, be effected at the actual bid prices of the underlying assets and not the last available prices. Similarly, should any subscription or conversion of shares result in a significant purchase of assets in the Company, the valuation may be done at the actual offer price of the underlying assets and not the last available price.

13. Art. 13. Frequency and temporary suspension of the calculation of share value and of the issue, redemption and conversion of shares.

13.1 The Net Asset Value of shares issued by the Company will be determined with respect to the shares relating to each Sub-fund by the Company as set forth in the Prospectus, but no instance less than twice monthly, as the Board may decide.

13.2 The Company or the Management Company may at any time and from time to time suspend the determination of the Net Asset Value of shares of any Sub-fund or share class, the issue of the shares of such Sub-fund or share class to subscribers and the redemption of the shares of such Sub-fund or share class from its Shareholders as well as conversions of shares of any share class in a Sub-fund:

(a) when one or more stock exchanges or markets, which provide the basis for valuing a substantial portion of the assets of the Sub-fund or of the relevant share class, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the Sub-fund or of the relevant share class are denominated, are closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended;

(b) when, as a result of political, economic, military or monetary events or any circumstances outside the responsibility and the control of the Board, disposal of the assets of the Sub-fund or of the relevant share class is not reasonably or normally practicable without being seriously detrimental to the interests of the Shareholders;

(c) in the case of a breakdown in the normal means of communication used for the valuation of any investment of the Sub-fund or of the relevant share class or if, for any reason beyond the responsibility of the Board, the value of any asset of the Sub-fund or of the relevant share class may not be determined as rapidly and accurately as required;

(d) if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Company are rendered impracticable or if purchases and sales of the Sub-fund's assets cannot be effected at normal rates of exchange; and

(e) when the Board so decides, provided that all Shareholders are treated on an equal footing and all relevant laws and regulations are applied (i) upon publication of a notice convening a General Meeting of Shareholders of the Company or of a Sub-fund for the purpose of deciding on the liquidation, dissolution, the merger or absorption of the Company or the relevant Sub-fund and (ii) when the Board is empowered to decide on this matter, upon their decision to liquidate, dissolve, merge or absorb the relevant Sub-fund;

(f) in case of the Company's liquidation or in the case a notice of termination has been issued in connection with the liquidation of a Sub-fund or a class of shares;

(g) where, in the opinion of the Board, circumstances which are beyond the control of the Board make it impracticable or unfair vis-à-vis the Shareholders to continue trading the Shares.

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

13.4 Such suspension as to any Sub-fund will have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-fund.

13.5 Any request for subscription, redemption and conversion will be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share in the relevant Sub-fund. Withdrawal of a subscription or of an application for redemption or conversion will only be effective if written notification (by electronic mail, regular mail, courier or fax) is received by the Registrar and Transfer Agent before termination of the period of suspension, failing which subscription, redemption applications not withdrawn will be processed on the first Valuation Day following the end of the suspension period, on the basis of the Net Asset Value per Share determined for such Valuation Day.

14. Art. 14. Board of directors.

14.1 The Board shall comprise at least three members, which shall be appointed by the general meeting of shareholders and who do not need to be shareholders in the Company.

14.2 The general meeting of shareholders may only appoint as a new member of the Board a person who has not previously been a member of the Board if

(a) this person has been put forward by the Board or

(b) a shareholder who is fully entitled to vote at the general meeting of shareholders convened by the Board informs the chairman of the Board or if this is impossible another member of the Board - in writing not less than six and not more than thirty days before the scheduled date of the general meeting of shareholders of his intention to put forward a person other than himself for election or reconsideration, together with written confirmation from this person that he wishes to be put forward for election; however the chairman of the general meeting of shareholders, under the condition that he receives the unanimous consent of all shareholders present at the meeting, may declare the waiving of the requirement for the aforementioned written notice and resolve that this nominated person should be put forward for election.

14.3 The general meeting of shareholders shall determine the number of members in the Board, as well as their term of office. A term of office may not exceed a period of six years. Members of the Board may be re-elected.

14.4 If a member of the Board leaves his office before the expiry of his specified term of office, the remaining members of the Board appointed by the general meeting of shareholders may determine a preliminary successor before the following general meeting of shareholders. The successor determined in this way will complete the term of office of his predecessor.

14.5 The members of the Board may be relieved of office at any time by the general meeting of shareholders.

15. Art. 15. Board meetings.

15.1 The Board will elect a chairman out of the list of Directors. It may further choose a secretary, either director or not, who will be in charge of keeping the minutes of the meetings of the Board.

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

15.3 Meetings of the Board are convened by the chairman or by any other two members of the Board at the place indicated in the notice of meeting.

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

15.5 The meeting will be duly held without prior notice if all the directors are present or duly represented.

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

15.7 Any director may act at any meeting of the Board by appointing in writing or by telefax, telegram or any other electronic means capable of evidencing such appointment of another director as his proxy.

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

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

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

15.11 All resolutions of the Board shall require a majority of the directors present or represented at the Board meeting, in which the quorum requirements set forth in the present article are met. In case of a tied vote the chairman will not have a casting vote.

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

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

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

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

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

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

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

16. Art. 16. Powers of the Board of Directors.

16.1 The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in article 20 of these Articles, to the extent that such powers are not expressly reserved by law or by these Articles to the General Meeting.

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

16.3 The Board may appoint a company submitted to Chapter 15 of the 2010 Act in order to carry out the functions described in Annex II of the 2010 Act. Details regarding the appointment of the management company, if any, will be incorporated in the Prospectus of the Company.

17. Art. 17. Corporate signature. Vis-à-vis third parties, the Company is validly bound by the joint signature of two Directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

18. Art. 18. Delegation of powers.

18.1 The Board may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to members of the Board or physical persons or corporate entities which need not be members of the Board, acting under the supervision of the Board. The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such persons (whether a member of the Board or not) as it thinks fit, provided that the majority of the members of the committee are members of the Board and that no meeting of the committee will be necessary for the purpose of exercising any of its powers, authorities or discretions unless a majority of those persons present are members of the Board.

18.2 The Board may also confer special powers of attorney.

19. Art. 19. Indemnification.

19.1 The Company may indemnify any director or officer, and his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or creditor and from which he or she is not entitled to be indemnified, except in relation to matters as which he or she will be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct.

19.2 In the event of a settlement, indemnification will be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification will not exclude other rights to which he or she may be entitled.

20. Art. 20. Investment policies and restrictions.

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

20.2 The Board has, based upon the principle of spreading of risks, the power to determine the corporate and investment policy for the investments relating to each Sub-Fund and the course of conduct of the management and business affairs of the Company. The Board shall determine any restrictions which shall from time to time be applicable to the investments of the Company, in accordance with Part I of the 2010 Act and any other laws or regulations of those countries where the shares are offered for sale to the public or as will be adopted from time to time by resolutions of the Board and as will be described in the Prospectus relating to the offer of shares.

20.3 In the determination and implementation of the investment policy the Board may cause the Company and each Sub-Fund to comply with the following general investment restrictions:

Eligible investments

20.4 The Company's investments may consist solely of:

(a) transferable securities and money market instruments admitted to or dealt in on a regulated market, as defined in Article 4 point 1 (14) of the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004;

(b) transferable securities and money market instruments dealt in on another regulated market in a EU Member State which operates regularly and is recognised and open to the public;

(c) transferable securities and money market instruments admitted to official listing on a stock exchange or dealt in a non-EU Member State or dealt in on another regulated market in a non-EU Member State, which operates regularly and is recognised and open to the public located within a country of Western or Eastern Europe, Asia, Oceania, the American continents or Africa;

(d) recently issued of transferable securities and money market instruments, provided that:

(i) the terms of issue include an undertaking that application will be made for admission to official listing on any stock exchange or another regulated market referred to in sub-paragraphs (a), (b) and (c);

(ii) such admission is secured within a year of issue;

(e) units of undertakings for collective investment in transferable securities (UCITS) and/or other UCIs within the meaning of the first and second indent of article 1 (2) (a) and (b) of the UCITS directive, whether situated in an EU Member State or not, provided that:

(i) such other UCIs are authorised under laws which provide that they are subject to supervision that is considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured;

(ii) the level of guaranteed protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive;

(iii) the business of such other UCIs 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;

(iv) no more than 10% of the net assets of the UCITS or other UCI whose acquisition is contemplated, can, according to their fund rules or constitutional documents, be invested in aggregate in units of other UCITS or other UCIs;

(f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;

(g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraphs (a), (b) and (c); and/or financial derivative instruments dealt in over-the-counter (each an OTC Derivative), provided that:

(i) the underlying consists of instruments covered by this article 20.4, financial indices, interest rates, foreign exchange rates or currencies, in which a Sub-fund may invest according to its investment objectives as stated in the relevant special section of the Prospectus;

(ii) the counter-parties to OTC Derivative transactions are institutions subject to prudential supervision, and belonging to categories approved by the CSSF;

(iii) 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;

(h) money market instruments other than those dealt in on a regulated market if the issuer or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:

(i) issued or guaranteed by a central, regional or local authority or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU 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 EU Member States belong, or

(ii) issued by an undertaking, any securities of which are listed on a stock exchange or dealt in on regulated markets referred to in sub-paragraphs (a), (b) or (c), or

(iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU 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 EU law, or

(iv) 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 rules 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 EUR 10 million and which (i) represents and publishes its annual accounts in accordance with Directive 78/660/EEC, (ii) 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 (iii) is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

20.5 However, each Sub-fund may:

(i) invest up to 10% of its net assets in transferable securities and money market instruments other than those referred to under article 20.4 above; and

(ii) hold liquid assets on an ancillary basis.

20.6 The Company is authorised, in accordance with the principle of risk diversification, to invest up to 100% of the net assets of a Sub-fund in transferable securities and money market instruments from various offerings that are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State, by another G20 Member States, Hong Kong or Singapore or by public international organisations in which one or more EU Member States are members. These securities must be divided into at least six different issues, with securities from one and the same issue not exceeding 30% of the total net assets of a Sub-fund.

20.7 The Company is prohibited from:

(a) selling transferable securities, money market instruments and other eligible investments mentioned under subparagraphs e), g) and h) of article 20.4 of these Articles short;

(b) acquiring precious metals or related certificates; and

(c) investing in real estate and purchasing or selling commodities or commodities contracts;

20.8 Co-management and pooling

The Board may, in the best interest of the Company and as described in more detail in the Prospectus, decide that all or part of the assets of the Company or of a Sub-fund will be jointly managed on a separate basis with other assets of

other Shareholders, including other UCI and/or their sub-fund or that all or part of the assets of two or more Sub-fund will be managed jointly on a separate basis or in a pool.

20.9 Techniques and instruments

The Company is authorised, as determined by the Board and in accordance with applicable laws and regulations, to use techniques and instruments that deal with securities and money-market instruments and other assets permitted by law, provided that such techniques and instruments are used for hedging or efficient portfolio management purposes.

20.10 Investments between Sub-funds

A Sub-fund may invest in one or more other Sub-funds. Any acquisition of shares of another Sub-fund (the Target Sub-fund) by the Sub-fund is subject to the following conditions (and such other conditions as may be applicable in accordance with the terms of the Prospectus):

- (i) the Target Sub-fund may not invest in the Sub-fund;
- (ii) the Target Sub-fund may not invest more than 10% of its net assets in UCITS (including other Sub-funds) or other UCIs;
- (iii) the voting rights attached to the shares of the Target Sub-fund are suspended during the investment by the Sub-fund;
- (iv) the value of the share of the Target Sub-fund held by the Sub-fund are not taken into account for the purpose of assessing the compliance with the EUR 1,250,000 minimum capital requirement; and
- (v) duplication of management, subscription or redemption fees is prohibited.

20.11 The Company may also, to the widest extent permitted by the 2010 Act and all applicable Luxembourg regulations, in accordance with the Prospectus,

- (a) create a Sub-fund qualifying as a feeder UCITS sub-fund;
- (b) convert any existing Sub-fund into a feeder UCITS sub-fund;
- (c) change the master UCITS of any feeder UCITS Sub-fund.

20.12 All other investment restrictions are specified in the Prospectus.

21. Art. 21. Auditor.

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

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

22. Art. 22. General meeting of shareholders of the Company.

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

22.2 The Annual General Meeting will be held at the address of the registered office of the Company or at such other place in the municipality of its registered office as may be specified in the convening notice of the meeting, on the third Friday in April of each year at 2 p.m.. If such day is not a business day for banks in Luxembourg, the Annual General Meeting will be held on the next following business day.

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

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

22.5 Any Shareholder may participate in a General Meeting by conference call, video conference or similar means of communications equipment whereby (i) the Shareholders attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an on-going basis and (iv) the Shareholders can properly deliberate, and participating in a meeting by such means will constitute presence in person at such meeting.

22.6 The notice periods and quorum provided for by law will govern the notice for, and the conduct of, the General Meetings, unless otherwise provided herein.

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

22.8 Convening notices for every General Meeting will contain the agenda and be made in accordance with the requirements of the act of 10 August 1915 concerning commercial companies, as amended (the 1915 Act).

22.9 Notices to Shareholders may be mailed by registered mail only.

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

22.11 Except as otherwise required by law or by these Articles, resolutions at a duly convened General Meeting will be passed by a simple majority of those present or represented and voting. Votes relating to shares for which the shareholder did not participate in the vote, abstain from voting, cast a blank (blanc) or spoilt (nul) vote are not taken into account to calculate the majority.

22.12 However, resolutions to alter the Articles may only be adopted in a General Meeting where at least one half of the share capital is represented and the agenda indicates the proposed amendments to the Articles and, as the case may be, the text of those which concern the objects or the form of the Company. If the first of these conditions is not satisfied, a second meeting may be convened, in the manner prescribed by the Articles, by means of notices published twice, at fifteen days interval at least and fifteen days before the meeting in the Official Journal (Mémorial) and in two Luxembourg newspapers. Such convening notice will reproduce the agenda and indicate the date and the results of the previous meeting. The second meeting will validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes expressed at the relevant General Meeting. Votes relating to shares for which the shareholder did not participate in the vote, abstain from voting, cast a blank (blanc) or spoilt (nul) vote are not taken into account to calculate the majority.

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

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

22.15 The Shareholders may vote in writing (by way of a voting bulletins) on resolutions submitted to the General Meeting provided that the written voting bulletins include (i) the corporate name (if case a legal entity) or the name and first name (in case an individual), address and the signature of the relevant shareholder, (ii) the indication of the shares for which the shareholder will exercise such right, (iii) the agenda as set forth in the convening notice and (iv) the voting instructions (approval, refusal, abstention) for each point of the agenda. In order to be taken into account, the original voting bulletins must be received by the Company 72 (seventy-two) hours before the relevant General Meeting.

22.16 The Board may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders. To the extent permitted by law, the convening notice to a General Meeting may provide that the quorum and majority requirements will be assessed against the number of shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the relevant meeting (the Record Date) in which case, the right of any Shareholder to participate in the meeting will be determined by reference to his/her/its holding as at the Record Date.

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

22.18 Subject to article 20.10 above, each share of any share class is entitled to one vote, in accordance with Luxembourg law and these Articles. A Shareholder may act at any meeting of Shareholders through a written proxy to another person, who need not be a Shareholder and who may be a member of the Board.

23. Art. 23. General meetings of shareholders in a Sub-fund or in a share class.

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

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

23.3 The provisions of article 22 of these Articles apply to such General Meetings, unless the context otherwise requires.

23.4 Subject to article 20.10 above, each share is entitled to one vote in accordance with Luxembourg law and these Articles. Shareholders may act either in person or through a written proxy to another person who need not be a Shareholder and may be a director.

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

24. Art. 24. Liquidation or merger of Sub-funds or share classes.

24.1 In the event that for any reason the value of the total net assets in any Sub-fund or the value of the net assets of any share class within a Sub-fund has decreased to, or has not reached, an amount determined by the Board to be the minimum level for such Sub-fund, or such share class, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, the Board may decide to redeem all the shares of the relevant share class or classes at the Net Asset Value per share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Day at which such decision will take effect. The Company will serve a notice to Shareholders of the relevant share class or classes prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption

operations: Shareholders will be notified in writing. Unless it is otherwise decided in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Sub-fund or of the share class concerned may continue to request redemption of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

24.2 Notwithstanding the powers conferred to the Board by the preceding paragraph, the General Meeting of any one or all share classes issued in any Sub-fund will, in any other circumstances, have the power, upon proposal from the Board, to redeem all the shares of the relevant share class 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 in respect of the Valuation Day at which such decision will take effect. There will be no quorum requirements for such General Meeting of Shareholders which will decide by resolution taken by simple majority of those present or duly represented and voting at such meeting.

24.3 Assets which may not be distributed upon the implementation of the liquidation or merger will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto within the applicable time period.

24.4 All redeemed shares may be cancelled.

24.5 Under the same circumstances as provided by the first paragraph of this article, the Board may decide to allocate the assets of any Sub-fund to those of another existing Sub-fund within the Company and to repatriate the shares of the share class or classes concerned as shares of another share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision will be published in the same manner as described in the first paragraph of this article one month before its effectiveness (and, in addition, the publication will contain information in relation to the new Sub-fund), in order to enable Shareholders to request redemption of their shares, free of charge, during such period.

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

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

24.8 In accordance with the provisions of the 2010 Act, the Board may decide to merge or consolidate the Company or a Sub-fund with, or transfer substantially all or part of the Company or a Sub-fund's assets to, or acquire substantially all the assets of, another UCITS established in Luxembourg or another EU Member State or any sub-fund thereof. The Board may decide to submit such merger to a decision of the Shareholders (or, for a merger involving one or more Sub-funds, General Meeting of the Shareholders of the relevant Sub-fund(s)), such decision to be taken by the simple majority of the votes cast by Shareholders present or represented at the relevant General Meeting. Any merger leading to termination of the Company will require the vote of Shareholders in the Company subject to the quorum and majority requirements provided for amendment to these Articles. Information concerning the merger will be provided to the relevant Shareholders. Such publication will be made at least thirty days prior to the effectiveness of the reorganisation in order to permit Shareholders to request redemption of their shares free of charge during such thirty days prior period.

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

26. Art. 26. Application of income.

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

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

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

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

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

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

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

27. Art. 27. Custodian.

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

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

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

28. Art. 28. Liquidation of the Company.

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

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

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

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

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

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

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

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

29. Art. 29. Amendments to the Articles. These Articles may be amended by a General Meeting subject to the quorum and majority requirements provided for by the 1915 Act.

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

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

Transitory provisions

1. The first financial year of the Company shall begin on the date of its incorporation and shall end on 31 December 2015.
2. The first annual report will be dated 31 December 2015.
3. The first annual general meeting of Shareholders shall be held in 2015.

Subscription

The two thousand eight hundred and fifty (2,850) Shares have been subscribed by the appearing party "Alceda Fund Management S.A.", prenamed.

The two thousand eight hundred and fifty (2,850) Shares have been fully paid-up by contribution in cash, so that the sum of thirty thousand Swedish Krona (SEK 285,000.-) is forthwith at the free disposal of the Company, as has been proven to the notary who states it.

Decisions of the sole shareholder

The sole shareholder, represented as aforesaid and representing the totality of Shares, has immediately proceeded to pass the following resolutions:

1. The following persons are elected as directors for a term to expire at the close of the annual general meeting of Shareholders which will be held in 2015:

- M. Martin Grund, born on December 12th, 1984 in Jörlanda, Valentinskamp 70, D-20355 Hamburg;
- Mrs. Silvia Wagner, born on September 3rd, 1964 in Solingen, 5, Heienhaff, 1736 Senningerberg;
- M. Jean-Claude Michels, born 30 June 1972 in Malmédy, 5, Heienhaff, 1736 Senningerberg.

2. The following is appointed approved statutory auditor for a period ending on the next annual general meeting of Shareholders to be held in 2015: "PricewaterhouseCoopers", a société coopérative with registered address at 400, route d'Esch, L-1471 Luxembourg (RCS Luxembourg B 65.477), Grand Duchy of Luxembourg.

3. The Company's registered office is fixed at 5, Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg; and

The notary drawing up the present deed declares that the conditions set forth in article 26, 26-3 and 26-5 of the 1915 Law have been fulfilled and expressly bears witness to their fulfilment.

Costs

The above-named party has estimated the costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Sub-Fund or which shall be charged to it in connection with its incorporation at about two thousand four hundred Euro (EUR 2,400.-).

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

The document having been read to the appearing persons, all of whom are known to the notary, by their surnames, Christian names, civil status and residences, the said persons appearing signed together with us, the notary, the present original deed.

Signé: V. PIERRU, C. WERSANDT.

Enregistré à Luxembourg, A.C., le 30 octobre 2014. LAC/2014/50631. Reçu soixante-quinze euros (75,00 €).

Le Receveur ff. (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 04 novembre 2014.

Référence de publication: 2014171103/984.

(140195780) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 novembre 2014.

Sankaty Star S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1748 Luxembourg, 4, rue Lou Hemmer.

R.C.S. Luxembourg B 189.598.

Extrait des résolutions des associés datées du 6 octobre 2014

En date du 6 octobre 2014, les associés de la Société ont décidé de reclasser Thierry Drinka en tant que gérant de classe A et Grindale Gamboa en tant que gérant de classe B avec effet immédiat.

En cette même date, les associés de la Société ont décidé de nommer:

- Julien Petitfrere, né le 17 mars 1981 à Thionville en France, demeurant professionnellement au 3, rue Mozart, L-2166 Luxembourg, en tant que gérant de classe A avec effet immédiat et pour une durée indéterminée; et

- Sally Fassler, née le 9 mai 1973 à New York aux Etats-Unis d'Amérique, demeurant professionnellement à John Hancock Tower, 200 Clarendon Street, Boston, Massachusetts 02116, Etats-Unis d'Amérique, en tant que gérant de classe B avec effet immédiat et pour une durée indéterminée.

Le conseil de gérance se compose comme suit:

- Thierry Drinka, gérant de classe A;
- Julien Petitfrere, gérant de classe A;
- Grindale Gamboa, gérant de classe B; et
- Sally Fassler, gérant de classe B.

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

Luxembourg, le 10 octobre 2014.

Signature

Un mandataire

Référence de publication: 2014159215/26.

(140179863) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 octobre 2014.

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

Siège social: L-2445 Luxembourg, 46, rue des Roses.

R.C.S. Luxembourg B 135.697.

CLÔTURE DE LIQUIDATION

L'an deux mille quatorze, le deux octobre.

Pardevant Maître Jean SECKLER, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), soussigné;

ONT COMPARU:

1.- Monsieur Jean SCHILTZ, ingénieur, né le 3 avril 1951 (numéro d'identification national 1951 04 03 277 42) à Luxembourg, demeurant au 46, rue des Roses à L-2445 Luxembourg,

2.- Monsieur Paul SCHILTZ, professeur, né le 18 avril 1949 (numéro d'identification national 1949 04 18 272 33) à Luxembourg, demeurant au 1, rue de l'Eglise à L-3391 Peppange

Lesquels comparants ont requis le notaire instrumentant d'acter ce qui suit:

a.- Que la société à responsabilité limitée "Luximpe S.à r.l.", (numéro d'identification national: 2007 2470 66567), avec siège social à L-2445 Luxembourg, 46, rue des Roses, (R.C.S. Luxembourg section B numéro 135.697), été constituée suivant acte reçu par le notaire instrumentant, en date du 18 décembre 2007, publié au Mémorial C numéro 455 du 21 février 2008.

b.- Que le capital social est fixé à deux millions soixante mille euros (2.060.000,- EUR), représenté par deux mille soixante (2.060) parts sociales d'une valeur nominale de mille euros (1.000,- EUR) chacune.

c.- Que la société "Luximpe S.à r.l." détient encore les biens immobiliers suivants:

(i) quatre (4) parcelles de terrains sises dans le lotissement «Kraizstrachen» à Peppange, dans la rue Jean-Jacques Knepper, inscrites au cadastre de la commune de Roeser, section D de Peppange, comme suit:

- numéro 109/2552, au lieu-dit: «Rue Jean-Jacques Knepper», comme place, contenant 3 ares 81 centiares,
 - numéro 109/2553, au lieu-dit: «Rue Jean-Jacques Knepper», comme place, contenant 3 ares 70 centiares,
 - numéro 109/2554, au lieu-dit: «Rue Jean-Jacques Knepper», comme place, contenant 3 ares 77 centiares,
 - numéro 109/2555, au lieu-dit: «Rue Jean-Jacques Knepper», comme place, contenant 3 ares 76 centiares,
- contenance totale: 15 ares 04 centiares.

(ii) 5752/10.000 de deux (2) parcelles de terrains sises dans le lotissement «Kraizstrachen» à Peppange, dans la rue Jean-Jacques Knepper, inscrites au cadastre de la commune de Roeser, section D de Peppange, comme suit:

- numéro 109/2559, au lieu-dit: «Rue Lily Krier Becker», comme place, contenant 2 ares 05 centiares, et
 - numéro 119/2604, au lieu-dit: «Rue Lily Krier Becker», comme place, contenant 1 are 28 centiares,
- contenance totale: 3 ares 33 centiares.

Origine de propriété

Les parties cédantes sont devenues propriétaires des immeubles, pour les avoir acquis suivant acte contenant remembrement urbain reçu par le notaire Frank MOLITOR, de résidence à Dudelange, en date du 28 juillet 2011, transcrit au deuxième bureau des hypothèques à Luxembourg, le 31 août 2011, volume 1839, numéro 49.

d.- Que les comparants sont les seuls et uniques associés de ladite société.

e.- Que l'activité de la société ayant cessé et que les comparants, en tant qu'associés uniques, siégeant en assemblée générale extraordinaire modificative des statuts de la société, prononcent la dissolution anticipée de la prédite société, avec effet immédiat, et sa mise en liquidation.

f.- Que les associés se désignent comme liquidateurs de la société, mission qu'ils acceptent.

g.- Que les liquidateurs requièrent le notaire instrumentant d'acter qu'ils déclarent avoir réglé tout le passif de la société dissoute, moyennant reprise par les associés de l'intégralité de l'actif et du passif, et avoir transféré tous les actifs au profit des associés.

h.- Dans le cadre de la transmission des actifs, les liquidateurs attribuent à:

(i) Monsieur Jean SCHILTZ, préqualifié,

(I) les deux (2) parcelles de terrains sises dans le lotissement «Kraizstrachen» à Peppange, dans la rue Jean-Jacques Knepper, inscrites au cadastre de la commune de Roeser, section D de Peppange, comme suit:

- numéro 109/2552, au lieu-dit: «Rue Jean-Jacques Knepper», comme place, contenant 3 ares 81 centiares,
 - numéro 109/2553, au lieu-dit: «Rue Jean-Jacques Knepper», comme place, contenant 3 ares 70 centiares,
- contenance totale: 7 ares 51 centiares, et

(II) 2876/10.000 de deux (2) parcelles de terrains sises dans le lotissement «Kraizstrachen» à Peppange, dans la rue Jean-Jacques Knepper, inscrites au cadastre de la commune de Roeser, section D de Peppange, comme suit:

- numéro 109/2559, au lieu-dit: «Rue Lily Krier Becker», comme place, contenant 2 ares 05 centiares, et

- numéro 119/2604, au lieu-dit: «Rue Lily Krier Becker», comme place, contenant 1 are 28 centiares, contenance totale: 3 ares 33 centiares.

(ii) Monsieur Paul SCHILTZ, préqualifié,

(I) les deux (2) parcelles de terrains sises dans le lotissement «Kraizstrachen» à Peppange, dans la rue Jean-Jacques Knepper, inscrites au cadastre de la commune de Roeser, section D de Peppange, comme suit:

- numéro 109/2554, au lieu-dit: «Rue Jean-Jacques Knepper», comme place, contenant 3 ares 77 centiares,

- numéro 109/2555, au lieu-dit: «Rue Jean-Jacques Knepper», comme place, contenant 3 ares 76 centiares, contenance totale: 7 ares 53 centiares.

(II) 2876/10.000 de deux (2) parcelles de terrains sises dans le lotissement «Kraizstrachen» à Peppange, dans la rue Jean-Jacques Knepper, inscrites au cadastre de la commune de Roeser, section D de Peppange, comme suit:

- numéro 109/2559, au lieu-dit: «Rue Lily Krier Becker», comme place, contenant 2 ares 05 centiares, et

- numéro 119/2604, au lieu-dit: «Rue Lily Krier Becker», comme place, contenant 1 are 28 centiares, contenance totale: 3 ares 33 centiares.

i.- Que les comparants sont investis de tous les éléments actifs de la société et répondront personnellement de tout le passif social et de tous les engagements de la société même inconnus à ce jour.

j.- Que partant, la liquidation de la société est à considérer comme faite et clôturée.

k.- Que décharge pleine et entière est accordée aux gérants de la société pour l'exécution de leurs mandats.

l.- Que les livres et documents de la société dissoute seront conservés pendant cinq ans au moins chez Monsieur Jean SCHILTZ au 46, rue des Roses à L-2445 Luxembourg.

Charges et conditions de l'attribution des immeubles suivantes:

1.- L'entrée en jouissance a eu lieu aujourd'hui.

2.- Tous les impôts et charges grevant les éléments immobiliers attribués sont à charge des associés à partir de l'entrée en jouissance.

3.- Les associés prendront les éléments immobiliers ci-avant décrits dans l'état dans lequel ils se trouvent actuellement, avec toutes les servitudes actives et passives, occultes et apparentes, hypothèques charges et privilèges, qui pourraient y être attachées. Il fera valoir les unes et se défendra des autres, le tout à ses risques et périls et sans aucun recours contre la société civile.

Frais

Tous les frais et honoraires du présent acte, évalués à la somme de mille cent cinquante euros, sont à la charge de la société.

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

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par leurs noms, prénoms usuels, états et demeures, ils ont tous signé avec Nous notaire le présent acte, et le notaire a certifié l'état civil sus-indiqué des parties dans le cadre et conformément aux dispositions de la loi du 26 juin 1953, d'après leurs cartes d'identité respectives.

Signé: Jean SCHILTZ, Paul SCHILTZ, Jean SECKLER.

Enregistré à Grevenmacher, le 09 octobre 2014. Relation GRE/2014/3930. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

Référence de publication: 2014159029/94.

(140180001) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 octobre 2014.

Flooring Industries Limited, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège de direction effectif: L-8070 Bertrange, 10B, Zone Industrielle Bourmicht.

R.C.S. Luxembourg B 132.722.

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

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

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2014161438/13.

(140183375) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 octobre 2014.

Iskra S.A., Société Anonyme.

Siège social: L-6691 Moersdorf, 4, Um Kiesel.

R.C.S. Luxembourg B 53.335.

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: 2014159805/9.

(140181578) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 octobre 2014.

LB Immo Invest LUX S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 107.783.

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

Pour extrait conforme

Référence de publication: 2014159837/10.

(140181334) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 octobre 2014.

Citran Greysac S.A., Société Anonyme.

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

R.C.S. Luxembourg B 61.287.

Messieurs les Actionnaires sont priés d'assister à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 18 novembre 2014 à 15.00 heures au siège de la société.

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes;
2. Approbation des bilan et compte de profits et pertes au 31/05/2014;
3. Affectation du résultat;
4. Décharge aux Administrateurs et Commissaire aux Comptes;
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2014166807/322/16.

CINE CITE, Société Anonyme.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.

R.C.S. Luxembourg B 5.882.

Les actionnaires de la S.A. CINE CITE sont convoqués en

ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra extraordinairement à Luxembourg, 45, route d'Arlon, lundi le 24 novembre 2014, à 10.00 heures, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation des bilans, comptes de pertes et profits et affectation du résultat au 31.12.2012 et au 31.12.2013.
3. Décharge aux administrateurs et au commissaire aux comptes.
4. Divers.

Pour accéder à l'assemblée générale, Mesdames, Messieurs les actionnaires ayant des actions au porteur sont priés de se présenter au bureau de l'assemblée générale avec les certificats originaux.

Les procurations doivent être produites au bureau également en original.

Luxembourg, le 20 octobre 2014.

Le Commissaire aux Comptes.

Référence de publication: 2014162030/19.

Insight PVD S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.

R.C.S. Luxembourg B 145.512.

Par résolutions signées en date du 07 octobre 2014, les associés ont accepté la démission de Lawrence Handen, avec adresse professionnelle au 680, Fifth Avenue, 8th Floor, NY 10019 New York, Etats-Unis, de son mandat de gérant, avec effet au 26 septembre 2014;

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

Luxembourg, le 09 octobre 2014.

Référence de publication: 2014159783/13.

(140181111) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 octobre 2014.

Expert Investor SICAV - SIF, Société d'Investissement à Capital Variable.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.

R.C.S. Luxembourg B 125.562.

Dear shareholder,

as the quorum requirement of at least one half of the share capital of the Company is present or represented has not been met at the first extraordinary general meeting of shareholders of the Company, you are kindly invited to attend and vote at the Company's

EXTRAORDINARY GENERAL MEETING

of shareholders (the "Meeting") which will be held on 27 November 2014 at 11.30 in 5, rue Jean Monnet, L-2180 Luxembourg, in order to amend the articles of incorporation of the Company (the "Articles").

Purpose of such Meeting is a general revision of the Articles in order to be compliant with new legal developments. In addition to formal amendments in most of the articles, such revision will include, the following amendments:

(i) Revision of the Articles in order to be compliant with Directive 2011/61/EC as well as the Luxembourg law of 12 July 2013 on alternative investment fund managers;

(ii) Deletion of the possibility to issue bearer shares and insertion of the possibility to issue dematerialized shares and corresponding further amendments of the Articles;

(iii) Several amendments necessary as a result of the entry into force of the Foreign Account Tax Compliance Provisions of the Hiring Incentives to Restore Employment Act (commonly known as "FATCA") and the intergovernmental agreement between the USA and the Grand Duchy of Luxembourg; and

(iv) Insertion of the possibility to make non-cash distributions.

Therefore, the agenda of Meeting consists of one sole resolution:

Agenda:

- Decision to completely revise the Articles. In particular, article 3 ("Object") of the Articles describing the Company's purpose will henceforth be read as follows:

"Art. 3. Object. The exclusive object of the Company is to invest the assets available to it in any investments permitted by the Law with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operations that it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law."

The Meeting may validly deliberate, regardless of the proportion of the capital present or represented and at which the resolution to be taken pursuant to the agenda may be passed by at least two thirds of the votes validly cast.

A first extraordinary general meeting held on 7 August 2014 had been convened with the same agenda as the present meeting. Out of 4,831,207 shares in issue, 14,900 shares were present or represented at the first meeting, which therefore could not validly deliberate on said agenda for lack of quorum.

If you want to attend the Meeting in person, please inform us by e-mail at list.lux-multiconcept@credit-suisse.com.

In case you should not be able to personally attend the Meeting, you have the possibility to have yourself represented thereat.

The Board of Directors of the Company.

Référence de publication: 2014163670/755/41.

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

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 42.253.

Le Bilan et l'affectation du résultat au 31 Août 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 10 Octobre 2014.

Indau S.à.r.l.

TMF Luxembourg S.A.

Agent domiciliaire

Référence de publication: 2014159797/14.

(140181118) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 octobre 2014.

Chilton Ucits, Société d'Investissement à Capital Variable.

Siège social: L-1246 Luxembourg, 2, rue Albert Borschette.
R.C.S. Luxembourg B 163.691.

The Board of Directors would like to hereby inform the Shareholders that, at the Extraordinary General Meeting of the Shareholders of the Company convened on 9th October at 9:30 p.m. CET, it resulted from the attendance list and proxies received that the quorum was not reached and that the meeting was consequently not validly constituted so it could not deliberate upon its agenda.

Consequently, a

SECOND EXTRAORDINARY GENERAL MEETING

of the Shareholders of the Company is reconvened on 25th November 2014 at 10:00 a.m. CET (the "Reconvened Meeting") at 6, rue Lou Hemmer at L-1748 Senningerberg or at any adjournment of place, date and time thereof, for the purpose of considering and voting upon the following agenda:

Agenda:

Approval of the transfer of the registered office of the Company from its current location to 6, rue Lou Hemmer at L-1748 Senningerberg, Grand Duchy of Luxembourg with effect from 20th October 2014, and amendment of the first sentence of article 4 of the articles of incorporation relating to the registered office, to read as follows subject to the approval by the CSSF:

"The registered office of the Corporation is established in the municipality of Niederanven, in the Grand Duchy of Luxembourg."

Subject to the passing of the resolutions at the reconvened meeting, the effective date of the transfer of the registered address and amendment of the articles of incorporation will be 20th October 2014.

Voting

Please note that proxies already received for the Extraordinary General Meeting convened on 9th October at 9:30 p.m. CET remain valid and will be used at the Reconvened Meeting.

Shareholders are advised that no quorum will be required in order for the Reconvened Meeting to validly deliberate on the Agenda and that the resolutions will be adopted subject to a two-thirds majority of the votes cast.

Please note that the rights of Shareholders to attend and to exercise a voting right attaching to their shares are determined in accordance with the shares held by each Shareholder at midnight (Luxembourg time) on the fifth day prior to the Meeting (referred to as "Record Date").

Voting Arrangements

Shareholders wishing to participate in the Meeting must confirm their attendance to the Company at 6, rue Lou Hemmer at L-1748 Senningerberg, to arrive no later than 2 days prior to the Meeting.

Shareholders who are unable to attend the Meeting in person are invited to send a duly completed and signed proxy form at 6, rue Lou Hemmer at L-1748 Senningerberg, c/o Northern Trust Luxembourg Management Company S.A., no later than 2 days prior to the meeting. Proxy forms can be obtained from the Company's administrative agent, Northern Trust Luxembourg Management Company S.A. at 6, rue Lou Hemmer at L-1748 Senningerberg.

The Board of Directors .

Référence de publication: 2014165243/755/40.