MEMORIAL

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Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 3519 **24 novembre 2014**

SOMMAIRE

Hygie S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 217, route d'Esch.

R.C.S. Luxembourg B 122.081.

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Le bilan au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 octobre 2014. Signature.

Référence de publication: 2014168445/10.

(140192758) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Haut Atlas, s.à r.l., Société à responsabilité limitée.

Siège social: L-1941 Luxembourg, 171, route de Longwy.

R.C.S. Luxembourg B 122.809.

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Le bilan au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 29 octobre 2014. Signature.

Référence de publication: 2014168436/10.

(140192757) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Hygie S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 217, route d'Esch.

R.C.S. Luxembourg B 122.081.

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Rectificatif du bilan déposé le 31/05/2013 réf. L130086769

Le bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 octobre 2014. Signature.

Référence de publication: 2014168446/11.

(140192759) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Hygie S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 217, route d'Esch.

R.C.S. Luxembourg B 122.081.

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Rectificatif du bilan déposé le 17/07/2012 réf L120122942

Le bilan au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 octobre 2014. Signature.

Référence de publication: 2014168447/11.

(140192760) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Highland Investments S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 23, rue Beaumont.

R.C.S. Luxembourg B 116.930.

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Le bilan au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 24 octobre 2014.

POUR LE CONSEIL D'ADMINISTRATION

Signature

Référence de publication: 2014168439/12.

(140192202) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

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

Siège social: L-4620 Differdange, 62A, rue Emile Mark.

R.C.S. Luxembourg B 147.421.

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

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

Référence de publication: 2014168435/9.

(140192470) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Hemex A.G., Société Anonyme.

Siège social: L-9911 Troisvierges, 9, rue de Drinklange.

R.C.S. Luxembourg B 95.013.

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

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

Troisvierges, le 30 octobre 2014. Signature.

Référence de publication: 2014168437/10.

(140192141) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Hifi International S.A., Société Anonyme.

Siège social: L-3254 Bettembourg, route de Luxembourg.

R.C.S. Luxembourg B 13.377.

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EXTRAIT

L'Assemblée Générale du 6 octobre 2014 a renouvelé le mandat de réviseur d'entreprises agréé de la société à responsabilité limitée INTERAUDIT, ayant son siège social à L-2529 Howald, 37 rue des Scillas, immatriculée au Registre du Commerce et des Sociétés sous le numéro B 29.501 pour une durée d'un an, soit jusqu'à l'issue de l'assemblée générale approuvant les comptes annuels au 31 mars 2015.

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

Howald, le 30.10.14.

IF EXPERTS COMPTABLES

B.P. 1832 L-1018 Luxembourg

Signature

Référence de publication: 2014168438/17.

(140192344) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Atom Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.090.948,98.

Siège social: L-2440 Luxembourg, 59, rue de Rollingergrund.

R.C.S. Luxembourg B 170.152.

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EXTRAIT

Par résolutions écrites en date du 3 novembre 2014 les associés de la Société ont:

- pris connaissance de la démission de Guido Mitrani de son mandat de gérant de la Société avec effet au 31 octobre 2014;

- nommé Vincent Olivier Policard, né le 16 avril 1974 à Saint-Étienne, France, et résidant professionnellement au Stirling Square, 7 Carlton Gardens, SW1Y 5AD, Londres, Royaume-Uni, en tant que nouveau gérant de la Société avec effet au 1 er novembre 2014 pour une durée indéterminée.

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

Pour la Société

Signatures

Référence de publication: 2014169544/18.

(140194313) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

ArcelorMittal Holdings, Schifflange facilities S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 24-26, boulevard d'Avranches.

R.C.S. Luxembourg B 44.056.

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Avec date d'effet au 24 octobre 2014, la société ArcelorMittal REACH OR, société à responsabilité limitée, inscrite au Registre de Commerce et des Sociétés Luxembourg sous le numéro B 44046, a transféré son siège social du 19, avenue de la Liberté, L-2930 Luxembourg, au 24-26, boulevard d'Avranches, L-1160 Luxembourg.

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

Le 31 octobre 2014.

Référence de publication: 2014169541/13.

(140194021) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Aere Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 163.727.

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EXTRAIT

Il résulte des résolutions de l'actionnaire unique prises en date du 27 octobre 2014:

1. que la démission de Galina Incorporated en tant que commissaire aux comptes est acceptée avec effet au 27 octobre 2014;

2. que Viscomte S.à r.l., avec siège social au 15 rue Edward Steichen, L-2540 Luxembourg, est nommée nouveau commissaire aux comptes de la Société avec effet au 27 octobre 2014 et jusqu'à l'assemblée générale qui se tiendra en 2020.

Pour extrait conforme.

Luxembourg, le 3 novembre 2014.

Référence de publication: 2014169556/16.

(140194109) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Arendt Services S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 145.917.

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Extrait des résolutions circulaires prises par les actionnaires de la Société

Les actionnaires de la Société ont pris la résolution suivante:

- de nommer Monsieur Olivier HAMOU, né le 19 décembre 1973 à Levallois-Perret, France, ayant comme adresse professionnelle: 19, rue de Bitbourg, L-1273 Luxembourg, en tant qu'administrateur de la Société et ce pour une durée déterminée jusqu'à l'assemblée générale de la Société qui statuera sur les comptes annuels de la Société au 31 décembre 2014. Cette décision prendra effet le 27 octobre 2014.

Le conseil d'administration de la Société est désormais composé comme suit:

- Monsieur Guy HARLES
- Monsieur Claude KREMER
- Madame Marie-Jeanne CHEVREMONT-LORENZINI
- Monsieur Michel RAFFOUL
- Monsieur Jean-Marc UEBERECKEN
- Monsieur Thierry LESAGE
- Monsieur Olivier HAMOU

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

Luxembourg, le 3 novembre 2014.

Arendt Services S.A.

Signature

Référence de publication: 2014169542/25.

(140194172) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Avega International S.à r.l., Société à responsabilité limitée.

Siège social: L-2440 Luxembourg, 61, rue de Rollingergrund.

R.C.S. Luxembourg B 130.464.

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

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

Signature.

Référence de publication: 2014169546/10.

(140194187) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Al Maha Majestic S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 128.067.

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

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

Luxembourg, le 3 novembre 2014.

Référence de publication: 2014169531/10.

(140194068) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

AD Tempus Holding S.à r.l. SPF, Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-1320 Luxembourg, 90, rue de Cessange.

R.C.S. Luxembourg B 109.151.

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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 03/11/2014.

G.T. Experts Comptables S.À.R.L.

Luxembourg

Référence de publication: 2014169552/13.

(140193999) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Alter S.A., Société Anonyme.

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

R.C.S. Luxembourg B 101.428.

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Extrait du procès-verbal de l'assemblée générale extraordinaire des actionnaires de la société ALTER S.A., qui s'est tenue à Luxembourg, en date du 22 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

2 D'accepter la démission du mandat d'administrateur de la société Prolugest S.A., ayant son siège social au 63-65, Rue de Merl, L-2146 Luxembourg, inscrite au registre de commerce de Luxembourg, sous le numéro B 90.772

3 D'accepter la nomination du mandat d'administrateur de M. Frédéric CIPOLLETTI, né le 22 novembre 1973 à Haine-Saint-Paul (Belgique), demeurant professionnellement au 18, rue Robert Stümper, L-2557 Luxembourg, son mandat expirant le 03 juin 2019

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

Luxembourg, le 22 septembre 2014.

Pour la société

Jacques Etienne DE T'SERCLAES

Administrateur Délégué

Référence de publication: 2014169568/21.

(140194328) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

AD Tempus Holding S.à r.l. SPF, Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-1320 Luxembourg, 90, rue de Cessange.

R.C.S. Luxembourg B 109.151.

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Les comptes annuels au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 03/11/2014.

G.T. Experts Comptables S.A.R.L.

Luxembourg

Référence de publication: 2014169551/13.

(140193982) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Agave S.A., Société Anonyme.

Capital social: EUR 50.000,00.

Siège social: L-1143 Luxembourg, 2, rue Astrid.

R.C.S. Luxembourg B 111.102.

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Extrait du procès-verbal de l'assemblée générale ordinaire annuelle du 25 septembre 2014

3. NOMINATION D'UN COMMISSAIRE

La nomination de CORINNE DUVIVIER, 12, rue de Lultzhausen, L-9650 Esch sur Sûre, en qualité de commissaire aux comptes, est décidée avec effet au 1 er janvier 2013, et ce jusqu'à l'assemblée générale qui se tiendra en l'année 2019, en remplacement de la FIDUCIAIRE D'EXPERTISE COMPTABLE ET DE REVISION EVERARD-KLEIN S.à.r.l.

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

Référence de publication: 2014169558/14.

(140193910) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

ARGO IMMOBILIERE société à responsabilité limitée, Société à responsabilité limitée.

Siège social: L-3961 Ehlange, 35B, rue des Trois Cantons.

R.C.S. Luxembourg B 110.969.

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EXTRAIT

Il résulte de l'assemblée générale extraordinaire de la société à responsabilité limitée «ARGO IMMOBILIERE société à responsabilité limitée», ayant son siège social à L-3961 Ehlange, 35B, rue des Trois Cantons,

inscrite au registre de commerce et des sociétés sous le numéro B 110.969,

tenue en date du 25 septembre 2014, suivant acte reçu par Maître Pierre PROBST, notaire de résidence à Ettelbruck, enregistré à Diekirch en date du 26 septembre 2014, sous le référence DIE/2014/12137,

- que suite à deux cessions de parts, Monsieur Christophe POLO, vendeur d'immeubles, né à Mont St. Martin (F) le 9 septembre 1972, demeurant à B-6750 Musson, 8A, rue Andréa Boucq, est devenu propriétaire de la totalité des parts sociales de la prédite société, pour les avoir acquis de Messieurs José TADDEI (36 parts sociales) et Dominique TADDEI (34 parts sociales).

- que l'associé unique, à savoir Monsieur Christophe POLO a pris les résolutions suivantes:

1) Démission de Monsieur José TADDEI, né à Hayange (F) le 1 er janvier 1966, demeurant à F-57535 Bronvaux, 8, rue des Grands-Prés, comme gérant de ladite société avec effet au 31 octobre 2014;

2) Nomination pour une durée indéterminée de Monsieur Christophe POLO comme gérant unique de la prédite société avec effet au 31 octobre 2014.

Monsieur Christophe POLO a le pouvoir d'engager la société par sa seule signature.

Ettelbruck, le 3 novembre 2014.

Pour extrait conforme

Pierre PROBST

Le notaire

Référence de publication: 2014169578/27.

(140193773) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Groupe LW s.à r.l., Société à responsabilité limitée.

Siège social: L-1930 Luxembourg, 16a, avenue de la Liberté.

R.C.S. Luxembourg B 147.940.

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

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

Luxembourg, le 30 octobre 2014.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2014169761/14.

(140194347) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Haarslev Holding S.à r.l., Société à responsabilité limitée.

Capital social: DKK 647.381.120,00.

Siège social: L-1748 Findel, 7, rue Lou Hemmer.

R.C.S. Luxembourg B 166.797.

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EXTRAIT

La Société a été informée que le nom d'une gérante de catégorie B de la Société, Madame Dalia Ziukaite, a été changé pour Dalia Bleyer.

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

Luxembourg, le 3 novembre 2014.

Signature

Un mandataire

Référence de publication: 2014169779/15.

(140194196) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

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

Capital social: GBP 12.000,00.

Siège social: L-1536 Luxembourg, 2, rue du Fossé.

R.C.S. Luxembourg B 189.930.

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L'assemblée générale ordinaire des actionnaires, tenue en date du 27 Octobre 2014, a décidé d'accepter:

- la démission avec effet au 27 octobre 2014 et pour une durée indéterminée, en qualité de gérant A de la Société de Heather Mulahasani Majedabadi Kohne, ayant son adresse professionnelle au 133 Fleet Street, Peterbororugh Court, EC4A 2BB Londres, Royaume-Uni.

- la démission avec effet au 27 Octobre 2014 et pour une durée indéterminée, en qualité de gérant A de la Société de Jonathan David Ford, ayant son adresse professionnelle au 25 Knightsbridge, 4 étages, London, SW1X 7RZ, Royaume-Uni.

- la nomination avec effet au 27 Octobre 2014 et pour une durée indéterminée, en qualité de gérant A de la Société de, Brian Theodore Nordahl, ayant son adresse professionnelle au 6011 Connection Drive, Texas 75039, États-Unis d'Amérique.

- la nomination avec effet au 27 Octobre 2014 et pour une durée indéterminée, en qualité de gérant A de la Société de, Jared Scott Woloshin, ayant son adresse professionnelle au 399 Park Avenue, 10022 New York, États-Unis d'Amérique.

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

Pour la Société

Marielle STIJGER

Gérante

Référence de publication: 2014169762/25.

(140194178) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Galfin S.A., Société Anonyme.

Siège social: L-2165 Luxembourg, 26-28, Rives de Clausen.

R.C.S. Luxembourg B 76.372.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014169765/9.

(140194059) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

G&A Services S.à r.l, Société à responsabilité limitée.

Siège social: L-1449 Luxembourg, 2, rue de l'Eau.

R.C.S. Luxembourg B 160.243.

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

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

Référence de publication: 2014169754/9.

(140194017) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Galileo Investments S.A., Société Anonyme.

Siège social: L-1650 Luxembourg, 6, avenue Guillaume.

R.C.S. Luxembourg B 124.975.

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RECTIFICATIF

Le bilan rectificatif 31.12.2013 (rectificatif du dépôt du bilan 2013 déposé le 17.10.2014 no L140184016) a été déposé au registre de commerce et des sociétés de Luxembourg.

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: 2014169766/13.

(140194301) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

GEMS Education (Europe) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 176.359.

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Extrait des résolutions de l'associé unique datées du 31 octobre 2014

En date du 31 octobre 2014, l'associé unique de la Société a pris connaissance de la démission de Johanna van Oort, gérant de catégorie B, avec effet immédiat.

En cette même date, l'associé unique a décidé:

- de nommer Richard Brekelmans, né le 12 septembre 1960 à Amsterdam aux Pays-Bas, demeurant professionnellement au 6, rue Eugène Ruppert, L-2453 Luxembourg, en tant que gérant de catégorie B avec effet immédiat et pour une durée indéterminée;

- de transférer le siège social de la Société au 6, rue Eugène Ruppert, L-2453 Luxembourg avec effet immédiat.

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

- du gérant de catégorie B de la Société, Joost Tulkens, et ce avec effet au 28 février 2014: 6, rue Eugène Ruppert, L-2453 Luxembourg;

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

Luxembourg, le 3 novembre 2014.

Signature

Un mandataire

Référence de publication: 2014169767/23.

(140194326) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Gerash S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 52.718.

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

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

Luxembourg, le 03 novembre 2014.

Référence de publication: 2014169770/10.

(140194186) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Global Energy Solutions, Société Anonyme.

Siège social: L-1246 Luxembourg, 4, rue Albert Borschette.

R.C.S. Luxembourg B 166.720.

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Les statuts coordonnés suivant l'acte n° 69542 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: 2014169755/10.

(140194269) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

Financial Investments Company S.A., Société Anonyme.

Capital social: EUR 531.000,00.

Siège social: L-2242 Luxembourg, 1, rue Isaac Newton.

R.C.S. Luxembourg B 112.560.

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Extrait du procès-verbal du Conseil de Gérance tenue en date du 30 septembre 2014

Le Conseil décide de:

- transférer le siège social de la société de 20, rue Eugène Ruppert, L-2453 Luxembourg à 1, rue Isaac Newton, L-2242 Luxembourg.

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

Luxembourg.

Référence de publication: 2014169742/13.

(140194287) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2014.

"Goodman Thalia Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, Boulevard d'Avranches.

R.C.S. Luxembourg B 189.348.

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Extrait des résolutions en date du 17 octobre 2014:

1. Il est mis fin en date du 17 octobre 2014 au mandat de gérant à savoir:

M. Philippe Van der Beken

2. Le gérant suivant est nommé en date du 17 octobre 2014 et cela pour une durée illimitée:

M. Emmanuel Vander Stichele, né le 3 juillet 1971 à Brugge (Belgique), de résidence professionnelle: 28, boulevard d'Avranches, L-1160 Luxembourg;

- Le conseil de Gérance se compose comme suit:

M. Dominique Prince

M. Emmanuel Vander Stichele

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

Pour la Société

Christina Mouradian

Mandataire

Référence de publication: 2014169757/21.

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Winning Funds, Société d'Investissement à Capital Variable.

Siège social: L-2350 Luxembourg, 3, rue Jean Piret.

R.C.S. Luxembourg B 78.249.

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In the year two thousand fourteen, on the twenty-seventh day of October.

Before Maître Gérard LECUIT, notary, residing in Luxembourg, Grand Duchy of Luxembourg.

was held

an extraordinary general meeting of the shareholders of Winning Funds, a société d'investissement à capital variable governed by the laws of the Grand Duchy of Luxembourg, with registered office at 3, rue Jean Piret, L-2350 Luxembourg, Grand Duchy of Luxembourg, incorporated pursuant to a deed of the notary Reginald NEUMAN, residing in Luxembourg, dated 10 October 2000, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C"), number 834 on 14 November 2000 and registered at the Luxembourg Trade and Companies Registry under number B 78.249 (the "Company"). The Articles of Association of the Company have been modified several times and the last time pursuant to a deed of Gérard LECUIT, notary residing in Luxembourg, on 19 January 2004 published in the Mémorial C number 336 of the 25 th day of March, 2004.

The meeting is presided by Mathieu Thiry, lawyer, with professional address in Luxembourg, who appointed as secretary Elise Valentin, legal assistant, with professional address in Luxembourg.

The meeting elected as scrutineer Laure Gerard, lawyer, with professional address in Luxembourg.

The bureau of the meeting having thus been constituted, the chairman declared and requested the notary to record the following statements and declarations:

(i) That the agenda of the meeting was the following:

Agenda

A. Change of the official language of the prospectus and of the Articles of Association of the SICAV as follows:

1) to change the language of the Articles of Association of the Company from French into English and as a consequence, change of the official language of the prospectus from French into English.

B. Further to the above, approval of the amendments to the Articles of Association as listed below:

2) to replace all references in the Articles of Association to the Law of 20 December 2002 relating to undertakings for collective investment (hereinafter "the 2002 Law") by a reference to the Law of 17 December 2010 relating to undertakings for collective investments (hereinafter "the 2010 Law") and to replace all references to specific articles of the 2002 Law by the relevant articles of the 2010 Law.

3) to indicate in Article 4 "Object" of the Articles of Association of the Company that "The Company qualifies as alternative investment fund ("AIF") in accordance with Part II of the Law of 17 December 2010 and the law of 12 July 2013 on alternative investment fund managers ("Law of 12 July 2013")".

4) to amend Article 2 "Registered Office" of the Articles of Association by including the following clarification as underlined:

"The Registered Office is established in Luxembourg (Grand-Duchy of Luxembourg). The Board of Directors may by simple resolution create branches or offices, either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions)."

5) to amend Article 5 "Share Capital" of the Articles of Association by including the following provision in the context of cross-investment possibility:

"In case where one or several Compartments of the Company hold shares that have been issued by one or several other Compartments of the Company, their value will not be taken into account for the calculation of the net assets of the Company for the purpose of the determination of the above mentioned minimum capital. Such minimum capital must be reached within a period of six months after the date on which the Company has been authorised as an undertaking for collective investment under Luxembourg law."

6) to create a new Article in the Articles of Association regarding the capital variation. This Article will be called "Article 6. Capital Variation" and will read as follows:

"The Company's share capital shall vary, without any amendment of the articles of association, as a result of the Company issuing new shares or redeeming its shares."

7) to create a new Article in the Articles of Association regarding the sub-funds. This Article will be called "Article 7. Sub-Funds" and will read as follows:

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

As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund or Sub-Funds. The Company shall be considered as one single legal entity. However, with regard to third parties, in

particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it. The board of directors, acting in the best interest of the Company, may decide, in the manner described in the sales documents of the shares of the Company, that all or part of the assets of two or more Sub-Funds be co-managed amongst themselves on a segregated or on a pooled basis.

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in Euro, be converted into Euro at the exchange rates prevailing on the closing date and the capital shall be the total of the net assets of all Sub-Funds and classes of shares."

8) to clarify further the former Article 6 "Shares of distribution and capitalisation", to rename it "Article 8. - Share-Classes" and to add the following paragraphs in it:

"Within each class, there may be:

- one or more capitalisation share-types and

- one or more distribution share-types.

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

Finally, each share-type - capitalisation and/or distribution - may be subdivided into 'Hedged'or 'Unhedged'sub-types. Shares shall be described as 'Hedged'if their assets denominated in currencies other than the reference currency are covered against the exchange rate risk. Conversely, shares shall be described as 'Unhedged'if there is no currency cover.

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

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

9) to amend the former Article 7 "Form of Shares" of the Articles of Association by including the following paragraphs in it:

"Shares issued in bearer form may, at the board of director's entire discretion, be issued under dematerialised form (book entry bearer form) or materialised form. Shareholders may in principle apply for materialisation of their bearer shares, unless otherwise stipulated by the board of directors in the sales documents of the shares of the Company. In the event of application for materialisation of such shares, the shareholder may be charged with the related costs and a fee for delivery of these physical share certificates may be levied. If bearer share certificates are to be issued, they will be issued in such denominations as the board of directors shall prescribe and shall provide on their face that they may not be transferred to any U.S. person, resident, citizen of the United States of America or entity organised by or for a U.S. person."

"In the case of bearer shares, only certificates evidencing full shares will be issued."

10) to amend the former Article 7 "Form of Shares" of the Articles of Association by removing the following paragraphs from it:

"If a shareholder does not want to receive certificate, the shareholder shall receive a written confirmation of his shareholding.

If a shareholder asks for conversion of its bearer shares into registered shares, or vice versa, the cost of the conversion or of the exchange could be charged to that shareholders.

(2) The transfer of bearer shares is subject to the remittance of the corresponding certificate of shares. The transfer of registered shares will be carried out (i) if certificates have been issued, by way of inscription of the transfer to be carried out following the remittance of the certificate of shares, and of any other documents that may be requested by the Company, to the Company, or, (ii) if no certificate has been issued, by way of a written statement of transfer, notified in the register of shareholders, duly dated and signed by the transferor and the transferee or by one of their duly constituted authorised representative. The transfer of registered shares will be, subject to the signature of one or several directors or authorized representative of the Company or by one or several persons designated for that purpose by the board of directors, entered into the register of shareholders,.

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

11) to include the following provisions to the Article 10 "Issue of shares" of the Articles of Association:

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

Furthermore, the board of directors may impose specific requirements in relation to the minimum amount of the aggregate net asset value of shares to be initially subscribed, the minimum amount of any additional investments and the minimum of any holding of shares."

12) to amend some paragraphs in the Article 10 "Issue of shares" of the Articles of Association. The amended paragraphs will read as follows:

"Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the net asset value per share of the relevant class as determined in compliance with the Articles. Such price may be increased by applicable sales commissions, as approved from time to time by the board of directors. The price so determined shall be payable within a period as determined by the board of directors which shall not exceed ten business days from the relevant Valuation Day."

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

13) to amend a paragraph in the Article 11 "Redemption of shares" of the Articles of Association. The amended paragraph will read as follows:

"The redemption price per share shall be paid within a period as determined by the board of directors which shall not exceed ten business days from the day where the applicable Net Asset Value has been determined or the day the share certificates, if any, and such instruments of transfer as may be required by the board of directors have been received by the Company, subject to the provision of the Articles of Incorporation and provided further that exceptionally the proceeds of a redemption effected in relation to a prior subscription may be delayed for more than ten days to assure that the funds tendered for such subscription have cleared.

14) to include the following paragraph in the Article 11 "Redemption of shares" of the Articles of Association:

"The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine."

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

"Further, the board of directors may decide the compulsory redemption of all the shares held by a shareholder in any, several or all classes of shares, if the aggregate net asset value of shares held by the relevant shareholder falls below such value as determined by the board of directors.

If on any given date redemption requests pursuant to this Article and conversion requests pursuant to the provisions of the Articles of Incorporation exceed a certain level determined by the board of directors in relation to the number of shares in issue of a specific Sub-Fund or class, the board of directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the board considers to be in the best interests of the Company. On the next Valuation Day following that period, these redemption and conversion requests will be met in priority to later requests."

"The Company shall have the right, if the board of directors so determines, to satisfy payment of the redemption price to any shareholder in specie by allocating to the holder investments from the portfolio of assets set up in connection with such class or classes of shares equal in value (calculated in the manner described in the Articles of Incorporation as of the Valuation Day on which the redemption price is calculated to the value of the shares to be redeemed. Redemptions other than in cash will be the subject of a report drawn up by the Company's independent auditor. A redemption in kind is only possible provided that (i) equal treatment is afforded to shareholders, that (ii) the relevant shareholders have agreed to receive redemption proceeds in kind and (iii) that the nature and type of assets to be transferred are determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or classes of shares. All costs arising from these redemptions in kind including, but not be limited to, costs related to transactions and the report drawn up by the Company's independent auditor, will be borne by the Shareholder concerned."

"If redemption and conversion (with reference to their redemption proportion) applications exceed 10% of the total value of a Sub-Fund on a Valuation Day, as defined in the prospectus of the Company, the Company's Board of Directors may suspend all of the redemption and conversion applications until adequate liquidity has been generated to serve these applications; such suspension not to exceed ten Valuation Days, as defined in the prospectus of the Company. On the Valuation Day following this period these redemption and conversion applications will be given priority and settled ahead of applications received during and/ or after this period."

15) to include the following paragraphs in the Article 12 "Conversion of shares" of the Articles of Association:

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

"Conversion request is irrevocable, except in case of suspension of the calculation of the Net Asset Value."

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

16) to include the following paragraph in the Article 13 "Limitation on the Ownership of Shares" of the Articles of Association:

"In particular, the Company may limit or forbid the ownership of shares in the Company by any "US Person"."

"The term "US Person" means any resident or person with the nationality of the United States of America or one of their territories or possessions or regions under their jurisdiction, or any other company, association or entity incorporated under or governed by the law of the United States of America or any person falling within a definition of US Person under relevant applicable US law."

17) to include the following paragraph in the Article 14 "Net Asset Value" of the Articles of Association:

"If on a Valuation Day the consolidated issues and redemptions of all the categories of shares of a Sub-Fund result in an increase or decrease of the Sub-Funds capital the board of directors may decide to adjust the net asset value. Such adjustment will have as a result an increase of the net asset value in case of an increase of capital and a decrease of the net asset value in case of a decrease of capital."

18) to create a new Article in the Articles of Association regarding the allocation of assets and liabilities within sub-funds. This Article will be called "Article 15. Allocation of assets and liabilities within Sub-Funds" and will read as follows:

"Each Sub-Fund's assets and liabilities shall form an individual unit within the Company's books. The proceeds of share issues in one Sub-Fund shall be allotted to the corresponding unit, together with the assets, liabilities, income and expenditure relating to this Sub-Fund. Any assets derived from other assets shall be allotted to the same unit as the latter. All Company liabilities that can be allotted to a particular Sub-Fund shall be charged to the corresponding unit.

Any share redemptions and dividend payments to the owners of shares in a Sub-Fund shall be charged to this Sub-Fund's unit.

Any assets and liabilities that cannot be allotted to one particular Sub-Fund shall be charged to the units of all Sub-Funds, pro rata to the value of the net assets of each Sub-Fund.

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

19) to include the following paragraphs in the Article 16 "Frequency and temporary suspension of the calculation of the Net Asset Value per share, of issue, redemptions and conversion of shares" of the Articles of Association:

"The Company may suspend the determination of the net asset value of shares and/or the issue, redemption and conversion of shares, for one or more Sub-Funds, in the following cases:

i) in case of a merger of a Sub-Fund with another Sub-Fund of the Company or of another UCI (or a Sub-Fund thereof), provided such suspension is in the interest of the shareholders;

j) in case of a feeder Sub-Fund of the Company, if the net asset calculation of the master Sub-Fund or the Master UCI is suspended.

In addition, in order to prevent market timing opportunities arising when a net asset value is calculated on the basis of market prices which are no longer up to date, the board of directors is authorised to suspend temporarily issues, redemptions and conversions of shares of one or several Sub-Fund(s) when the stock exchange(s) or market(s) that supplies/supply prices for a significant part of the assets of one or several Sub-Fund(s) are closed.

In exceptional circumstances that may adversely affect shareholders' interests, or in the event of significant issue, redemption or conversion requests or insufficient market liquidity, the board of directors reserves the right to set the net asset value of shares in a Sub-Fund only after it has effected the necessary purchases and the sales of securities, financial instruments or other assets on a Sub-Fund's behalf. In this case, any subscriptions, redemptions and conversions simultaneously pending shall be executed on the basis of one single net asset value per class of shares within the relevant Sub-Fund."

The suspension of the calculation of the net asset value, of the issue, redemption or of the conversion of shares, shall be notified through all possible means and more specifically by a publication in the press, unless the board of directors is of the opinion that a publication is not useful in view of the short period of the suspension.

Such a suspension decision shall be notified to any shareholders requesting redemption or conversion of their shares.

The suspension measures provided for in this article may be limited to one or more Sub-Funds."

20) to include the following provision in the Article 17 "Directors" of the Articles of Association:

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

21) to include the following provision in the Article 18 "Meeting of the Board of Directors" of the Articles of Association:

"A director may represent several of his colleagues."

22) to create a new Article in the Articles of Association regarding the minutes.

This Article will be called "Article 19. Minutes" and will read as follows:

"The minutes of board meetings shall be signed by the chairman or whoever has assumed the chairmanship in his absence.

Any copies of or extracts from the minutes, which are to be used for legal or other purposes, shall be signed by the chairman or secretary or two Directors."

23) to create a new Article in the Articles of Association regarding some investment specificities of the Company. This Article will be called "Article 21. Investment particularities" and will read as follows:

"Pursuant to the provision of the Law of 2010, as amended, the Board of Directors may decide that investments are made as follows:

- a Sub-Fund can, under the conditions provided for in the law of seventeenth December two thousand and ten, invest in the shares issued by one or several other Sub-Funds of the Company.

- a Sub-Fund can be constituted as a feeder Sub-Fund in a master UCI or a master Sub-Fund of such UCI."

24) to include the following paragraph in the Article 22 "Liability of the Company vis-à-vis third parties" of the Articles of Association:

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

25) to adjust the paragraph in Article 23 "Delegation of Power" of the Articles of Association. The adjusted paragraph will read as follows:

"The board of directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the board, who shall have the powers determined by the board of directors and who may, if the board of directors so authorizes, sub-delegate their powers."

26) to remove the Article "Indemnification" from the Articles of Association.

27) to amend provisions of the new Article 27 "General Meetings" and to reflect into it the change of the annual general meeting date from "the second Thursday of May each calendar year" to "the second Thursday of April each calendar". This amended Article will read as follows:

"The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, on the second Thursday of April each calendar year. If this day is not a banking day in Luxembourg, the annual general meeting shall be held on the next banking day. The annual general meeting may be held abroad if the board of directors, acting with sovereign powers, decides that exceptional circumstances warrant this.

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

Any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any Sub-Fund, class or type towards the rights of the holders of shares of any other Sub-Fund or Sub-Funds, class or classes, type or types shall be subject to a resolution of the general meeting of shareholders of such Sub-Fund or Sub-Funds, class or classes, type or types in compliance with Article 68 of the law of August 10, 1915 on commercial companies, as amended.

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

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

Shareholders shall meet upon call by the board of directors pursuant to a notice setting forth the agenda sent at least eight (8) days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the board of directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the board of directors may prepare a supplementary agenda. The convening notice for a general meeting can provide that the quorum and the majority will be determined in accordance with the shares issued and in circulation the fifth day preceding the general meeting at midnight (Luxembourg time) (the "registration date").

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

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

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

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

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

Each share, whatever its value, shall provide entitlement to one vote. Fractions of shares do not give their holder voting right Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

Any shareholder may take part in meetings by designating in writing, by telegram or telex, another person to act as his proxy."

28) to rename the former Article 26 "Quorum and majority requirements" into Article 28 "General Meetings in a sub-funds or in a share-class" and to include the following paragraphs in it:

"The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any class of shares may hold, at any time, general meetings for any matters which are specific to such class.

The provisions of Article 28 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company. The fractions of shares do not confer any voting rights upon their holders."

29) to rename the former Article 26 into Article 29 "Financial Year" and to include the following paragraph in it:

"The Company shall publish an annual report and a half-yearly report in accordance with the legislation in force. These reports shall include financial information relative to each of the Company's Sub-Funds, the composition and progress of their assets, and the consolidated situation of all Sub-Funds."

30) to amend provisions of the Article 30 "Distributions". This Article will read as follows:

"The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the board of directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorise the board of directors to declare, distributions of dividends.

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

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon to the agent or agents there for designated by the Company.

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

The board of directors may decide to distribute stock dividends instead of cash dividends upon such terms and conditions as may be set forth by the board of directors.

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

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

31) to create a new Article in the Articles of Association regarding the auditor. This Article will be called "Article 32. Auditor" and will read as follows:

"The Company shall have the accounting data contained in the annual report inspected by an auditor. The auditor's report issued subsequent to this inspection shall at least testify that this accounting data provides a true and accurate reflection of the state of the Company's assets and liabilities. The auditor shall be appointed and replaced by the shareholders' general meeting, which shall fix his remuneration. The auditor shall fulfil all duties prescribed by law."

32) to rename the former Article 30 "Dissolution" into Article 33 "Dissolution of the Company" and to include the following paragraph in it:

"The Company may at any time be dissolved by a resolution of the general meeting of shareholders.

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

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

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

33) to create a new Article in the Articles of Association regarding the liquidation and merger of sub-funds of share-classes. This Article will be called "Article 34. Liquidation and merger of Sub-Funds or Share-Classes" and will read as follows:

"If the value of the assets of a Sub-Fund or any Share-Class within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors of the Company to be the minimum level needed for such a Sub-Fund or Share-Class to operate in an economically efficient manner, or in the event of a substantial change in the political, economic or monetary situation, or in the framework of an economic restructuring, the Board of Directors of the Company may decide to compulsorily redeem all the Shares of the relevant Sub-Fund or Share-Class at the Net Asset Value per Share (taking into account the sale prices of investments and expenses relating thereto) calculated on the Valuation Day on which such decision takes effect. The Company will send a notice to the Shareholders of the relevant Share-Class or Classes prior to the effective date of the compulsory redemption. This notice will indicate the reasons for this redemption and the procedures to be followed. Registered Shareholders will be notified in writing. The Company will inform holders of bearer Shares by publishing a notice in the newspapers to be determined by the Board of Directors of the Company. Unless otherwise decided in the interests of, or in order to ensure equal treatment between Shareholders, the Shareholders of the Sub-Fund or the Share-Class or Classes concerned may continue to request the redemption of their Shares free of charge (but taking into account the sale prices of investments and expenses relating thereto) prior the effective date of the compulsory redemption.

Notwithstanding the powers conferred on the Board of Directors of the Company by the preceding paragraph, the general meeting of Shareholders of any one Share-Class or all Share-Classes issued in any Sub-Fund may, under all circumstances and upon proposal by the Board of Directors of the Company, redeem all the Shares of the relevant Class or Classes issued in this Sub-Fund and refund to the Shareholders the Net Asset Value of their Shares (taking into account the sale prices of investments and expenses relating thereto) calculated on the Valuation Day on which such decision takes effect. There will be no quorum requirements for such general meetings of Shareholders and resolutions may be passed by a simple majority vote of those present or represented and voting at such meetings.

Assets which could not be distributed to their beneficiaries due to, inter alia, non-availability of the shareholder at its registered address or incorrect bank details at the time of the redemption will be transferred to the Caisse de Consignation on behalf of the beneficiaries which will hold said sums at their disposal for the period contemplated by the law.

After the expiry of this period, the balance will revert to the State of Luxembourg.

Under the same circumstances as specified in the first paragraph and subject to the provisions of the Law of 17 December 2010 as well as applicable Luxembourg regulations, the Board of Directors of the Company may decide to merge the assets of any Sub-Fund (the "merging Sub Fund") (1) with another Sub-Fund within the Company or (2) with a Sub-Fund of another undertaking for collective investment governed by the Luxembourg Law, as amended, (the "receiving Sub-Fund") and to re-designate the Shares of the Class or Classes concerned as Shares of the receiving Sub-Fund (following a split or consolidation, if necessary, and the payment of any amounts corresponding to fractional Shares to Shareholders). The Shareholders of the merging as well as the receiving Sub-Funds will be informed about the decision to merge as specified in the Law of 17 December 2010 and applicable Luxembourg regulations at least thirty days before the last date for requesting redemption, or as the case may be, conversion of Shares free of charge. Shareholders who have not requested the redemption of their Shares will be legally transferred to the new Sub-Fund.

A merger that has, as a result that the Company ceases to exist, needs to be decided at a general meeting of Shareholders. There will be no quorum requirements for such general meetings of Shareholders and resolutions may be passed by a simple majority vote of those present or represented and voting at such meetings."

(ii) In connection with the foregoing, the Directors resolve to approve the convening notice to be published, in the form submitted to the Directors of the Company. Convening notices setting forth the agenda of the meeting were circulated and published as follows:

a) On 24 th September 2014 the convening notice has been sent via registered mail to all shareholders listed in the shareholder register of the Company. In addition, publication in Luxembourg in "Luxemburger Wort" and in "Mémorial C" as well as in The Netherlands in the "Het Financieele Dagblad" and in the "Tageblatt" took place on that day.

b) On 10 th October 2014 publication of the convening notice took place in Luxembourg in "Luxemburger Wort" and in "Mémorial C" as well as in the "Tageblatt" and in the "Het Financieele Dagblad".

in accordance with the articles of association and the prospectus of the Company and the Luxembourg law on commercial companies dated 10 th August 1915, as amended (the "1915 Law").

(iii) The shareholders present or represented, the proxies of the represented shareholders and the number of shares held by them are entered on an attendance list attached to these minutes and duly signed by the attending shareholders or their representatives respectively.

The proxies of the represented shareholders are initialled by the members of the bureau of the meeting. The attendance list as well as the proxies of the represented shareholders signed "ne varietur" will remain annexed to this deed and will be registered with the deed.

(v) It appears from the attendance list that out of the issued shares (888159.315 as per 23 October 2014) representing the whole share capital of the Company, 1 share are present or validly represented at the present extraordinary general meeting by proxy.

(vi) On 17 th September 2014, a first extraordinary general meeting of shareholders was convened to vote on the above mentioned agenda. However, such first extraordinary general meeting did not reach the necessary quorum requirements under Luxembourg law, which is why today's extraordinary general meeting, which is not subject to any quorum requirements, was convened to resolve on the above mentioned agenda.

(vii) This meeting is therefore validly constituted and may validly deliberate and resolve on the points of the agenda.

After deliberation, the meeting took the following resolutions as provided below:

First resolution

To change the language of the Articles of Association of the Company from French into English and as a consequence, change of the official language of the prospectus from French into English.

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Second resolution

To replace all references in the Articles of Association to the Law of 20 December 2002 relating to undertakings for collective investment (hereinafter "the 2002 Law") by a reference to the Law of 17 December 2010 relating to undertakings for collective investments (hereinafter "the 2010 Law") and to replace all references to specific articles of the 2002 Law by the relevant articles of the 2010 Law.

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Third resolution

To indicate in Article 4 "Object" of the Articles of Association of the Company that "The Company qualifies as alternative investment fund ("AIF") in accordance with Part II of the Law of 17 December 2010 and the law of 12 July 2013 on alternative investment fund managers ("Law of 12 July 2013")".

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Fourth resolution

To amend Article 2 "Registered Office" of the Articles of Association by including the following clarification as underlined:

"The Registered Office is established in Luxembourg (Grand-Duchy of Luxembourg). The Board of Directors may by simple resolution create branches or offices, either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions)."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Fifth resolution

To amend Article 5 "Share Capital" of the Articles of Association by including the following provision in the context of cross-investment possibility:

"In case where one or several Compartments of the Company hold shares that have been issued by one or several other Compartments of the Company, their value will not be taken into account for the calculation of the net assets of the Company for the purpose of the determination of the above mentioned minimum capital. Such minimum capital must be reached within a period of six months after the date on which the Company has been authorised as an undertaking for collective investment under Luxembourg law."

This resolution has been adopted as follows:

- Votes for: 1

- Votes against: 0

- Abstentions: 0

Sixth resolution

To create a new Article in the Articles of Association regarding the capital variation. This Article will be called "Article 6. Capital Variation" and will read as follows:

"The Company's share capital shall vary, without any amendment of the articles of association, as a result of the Company issuing new shares or redeeming its shares."

This resolution has been adopted as follows:

- Votes for: 1

- Votes against: 0

- Abstentions: 0

Seventh resolution

To create a new Article in the Articles of Association regarding the sub-funds.

This Article will be called "Article 7. Sub-Funds" and will read as follows:

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

As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund or Sub-Funds. The Company shall be considered as one single legal entity. However, with regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it. The board of directors, acting in the best interest of the Company, may decide, in the manner described in the sales documents of the shares of the Company, that all or part of the assets of two or more Sub-Funds be co-managed amongst themselves on a segregated or on a pooled basis.

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in Euro, be converted into Euro at the exchange rates prevailing on the closing date and the capital shall be the total of the net assets of all Sub-Funds and classes of shares."

This resolution has been adopted as follows:

- Votes for: 1

- Votes against: 0

- Abstentions: 0

Eighth resolution

To clarify further the former Article 6 "Shares of distribution and capitalisation", to rename it "Article 8. - Share-Classes" and to add the following paragraphs in it:

"Within each class, there may be:

- one or more capitalisation share-types and

- one or more distribution share-types.

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

Finally, each share-type - capitalisation and/or distribution - may be subdivided into 'Hedged'or 'Unhedged'sub-types. Shares shall be described as 'Hedged'if their assets denominated in currencies other than the reference currency are covered against the exchange rate risk. Conversely, shares shall be described as 'Unhedged'if there is no currency cover.

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

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

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Ninth resolution

To amend the former Article 7 "Form of Shares" of the Articles of Association by including the following paragraphs in it:

"Shares issued in bearer form may, at the board of director's entire discretion, be issued under dematerialised form (book entry bearer form) or materialised form. Shareholders may in principle apply for materialisation of their bearer shares, unless otherwise stipulated by the board of directors in the sales documents of the shares of the Company. In the event of application for materialisation of such shares, the shareholder may be charged with the related costs and a fee for delivery of these physical share certificates may be levied. If bearer share certificates are to be issued, they will be issued in such denominations as the board of directors shall prescribe and shall provide on their face that they may not be transferred to any U.S. person, resident, citizen of the United States of America or entity organised by or for a U.S. person."

"In the case of bearer shares, only certificates evidencing full shares will be issued."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Tenth resolution

To amend the former Article 7 "Form of Shares" of the Articles of Association by removing the following paragraphs from it:

"If a shareholder does not want to receive certificate, the shareholder shall receive a written confirmation of his shareholding.

If a shareholder asks for conversion of its bearer shares into registered shares, or vice versa, the cost of the conversion or of the exchange could be charged to that shareholders.

(2) The transfer of bearer shares is subject to the remittance of the corresponding certificate of shares. The transfer of registered shares will be carried out (i) if certificates have been issued, by way of inscription of the transfer to be carried out following the remittance of the certificate of shares, and of any other documents that may be requested by the Company, to the Company, or, (ii) if no certificate has been issued, by way of a written statement of transfer, notified in the register of shareholders, duly dated and signed by the transferor and the transferee or by one of their duly constituted authorised representative. The transfer of registered shares will be, subject to the signature of one or several directors or authorized representative of the Company or by one or several persons designated for that purpose by the board of directors, entered into the register of shareholders,.

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

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Eleventh resolution

To include the following provisions to the Article 10 "Issue of shares" of the Articles of Association:

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

Furthermore, the board of directors may impose specific requirements in relation to the minimum amount of the aggregate net asset value of shares to be initially subscribed, the minimum amount of any additional investments and the minimum of any holding of shares."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twelfth resolution

To amend some paragraphs in the Article 10 "Issue of shares" of the Articles of Association. The amended paragraphs will read as follows:

"Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the net asset value per share of the relevant class as determined in compliance with the Articles. Such price may be increased by applicable sales commissions, as approved from time to time by the board of directors. The price so determined shall be payable within a period as determined by the board of directors which shall not exceed ten business days from the relevant Valuation Day."

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

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Thirteenth resolution

To amend a paragraph in the Article 11 "Redemption of shares" of the Articles of Association. The amended paragraph will read as follows:

"The redemption price per share shall be paid within a period as determined by the board of directors which shall not exceed ten business days from the day where the applicable Net Asset Value has been determined or the day the share certificates, if any, and such instruments of transfer as may be required by the board of directors have been received by the Company, subject to the provision of the Articles of Incorporation and provided further that exceptionally the proceeds of a redemption effected in relation to a prior subscription may be delayed for more than ten days to assure that the funds tendered for such subscription have cleared.

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Fourteenth resolution

To include the following paragraph in the Article 11 "Redemption of shares" of the Articles of Association:

"The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine."

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

"Further, the board of directors may decide the compulsory redemption of all the shares held by a shareholder in any, several or all classes of shares, if the aggregate net asset value of shares held by the relevant shareholder falls below such value as determined by the board of directors.

If on any given date redemption requests pursuant to this Article and conversion requests pursuant to the provisions of the Articles of Incorporation exceed a certain level determined by the board of directors in relation to the number of shares in issue of a specific Sub-Fund or class, the board of directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the board considers to be in the best interests of the Company. On the next Valuation Day following that period, these redemption and conversion requests will be met in priority to later requests."

"The Company shall have the right, if the board of directors so determines, to satisfy payment of the redemption price to any shareholder in specie by allocating to the holder investments from the portfolio of assets set up in connection with such class or classes of shares equal in value (calculated in the manner described in the Articles of Incorporation as of the Valuation Day on which the redemption price is calculated to the value of the shares to be redeemed. Redemptions other than in cash will be the subject of a report drawn up by the Company's independent auditor. A redemption in kind

is only possible provided that (i) equal treatment is afforded to shareholders, that (ii) the relevant shareholders have agreed to receive redemption proceeds in kind and (iii) that the nature and type of assets to be transferred are determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or classes of shares. All costs arising from these redemptions in kind including, but not be limited to, costs related to transactions and the report drawn up by the Company's independent auditor, will be borne by the Shareholder concerned."

"If redemption and conversion (with reference to their redemption proportion) applications exceed 10% of the total value of a Sub-Fund on a Valuation Day, as defined in the prospectus of the Company, the Company's Board of Directors may suspend all of the redemption and conversion applications until adequate liquidity has been generated to serve these applications; such suspension not to exceed ten Valuation Days, as defined in the prospectus of the Company. On the Valuation Day following this period these redemption and conversion applications will be given priority and settled ahead of applications received during and/ or after this period."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Fifteenth resolution

To include the following paragraphs in the Article 12 "Conversion of shares" of the Articles of Association:

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

"Conversion request is irrevocable, except in case of suspension of the calculation of the Net Asset Value." "If as a result of any request for conversion the number or the aggregate net asset value of the shares held by any shareholder in any Sub-Fund and/or class of shares would fall below such number or such value as determined by the board of directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such Sub-Fund and/or class."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Sixteenth resolution

To include the following paragraph in the Article 13 "Limitation on the Ownership of Shares" of the Articles of Association:

"In particular, the Company may limit or forbid the ownership of shares in the Company by any "US Person"."

"The term "US Person" means any resident or person with the nationality of the United States of America or one of their territories or possessions or regions under their jurisdiction, or any other company, association or entity incorporated under or governed by the law of the United States of America or any person falling within a definition of US Person under relevant applicable US law."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Seventeenth resolution

To include the following paragraph in the Article 14 "Net Asset Value" of the Articles of Association:

"If on a Valuation Day the consolidated issues and redemptions of all the categories of shares of a Sub-Fund result in an increase or decrease of the Sub-Funds capital the board of directors may decide to adjust the net asset value. Such adjustment will have as a result an increase of the net asset value in case of an increase of capital and a decrease of the net asset value in case of a decrease of capital."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Eighteenth resolution

To create a new Article in the Articles of Association regarding the allocation of assets and liabilities within sub-funds. This Article will be called "Article 15. Allocation of assets and liabilities within Sub-Funds" and will read as follows:

"Each Sub-Fund's assets and liabilities shall form an individual unit within the Company's books. The proceeds of share issues in one Sub-Fund shall be allotted to the corresponding unit, together with the assets, liabilities, income and expenditure relating to this Sub-Fund.

Any assets derived from other assets shall be allotted to the same unit as the latter. All Company liabilities that can be allotted to a particular Sub-Fund shall be charged to the corresponding unit.

Any share redemptions and dividend payments to the owners of shares in a Sub-Fund shall be charged to this Sub-Fund's unit.

Any assets and liabilities that cannot be allotted to one particular Sub-Fund shall be charged to the units of all Sub-Funds, pro rata to the value of the net assets of each Sub-Fund.

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

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Nineteenth resolution

To include the following paragraphs in the Article 16 "Frequency and temporary suspension of the calculation of the Net Asset Value per share, of issue, redemptions and conversion of shares" of the Articles of Association:

"The Company may suspend the determination of the net asset value of shares and/or the issue, redemption and conversion of shares, for one or more Sub-Funds, in the following cases:

i) in case of a merger of a Sub-Fund with another Sub-Fund of the Company or of another UCI (or a Sub-Fund thereof), provided such suspension is in the interest of the shareholders;

j) in case of a feeder Sub-Fund of the Company, if the net asset calculation of the master Sub-Fund or the Master UCI is suspended.

In addition, in order to prevent market timing opportunities arising when a net asset value is calculated on the basis of market prices which are no longer up to date, the board of directors is authorised to suspend temporarily issues, redemptions and conversions of shares of one or several Sub-Fund(s) when the stock exchange(s) or market(s) that supplies/supply prices for a significant part of the assets of one or several Sub-Fund(s) are closed.

In exceptional circumstances that may adversely affect shareholders' interests, or in the event of significant issue, redemption or conversion requests or insufficient market liquidity, the board of directors reserves the right to set the net asset value of shares in a Sub-Fund only after it has effected the necessary purchases and the sales of securities, financial instruments or other assets on a Sub-Fund's behalf. In this case, any subscriptions, redemptions and conversions simultaneously pending shall be executed on the basis of one single net asset value per class of shares within the relevant Sub-Fund."

The suspension of the calculation of the net asset value, of the issue, redemption or of the conversion of shares, shall be notified through all possible means and more specifically by a publication in the press, unless the board of directors is of the opinion that a publication is not useful in view of the short period of the suspension.

Such a suspension decision shall be notified to any shareholders requesting redemption or conversion of their shares.

The suspension measures provided for in this article may be limited to one or more Sub-Funds."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twentieth resolution

To include the following provision in the Article 17 "Directors" of the Articles of Association:

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

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twenty-first resolution

To include the following provision in the Article 18 "Meeting of the Board of Directors" of the Articles of Association:

"A director may represent several of his colleagues."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twenty-second resolution

To create a new Article in the Articles of Association regarding the minutes. This Article will be called "Article 19. Minutes" and will read as follows:

"The minutes of board meetings shall be signed by the chairman or whoever has assumed the chairmanship in his absence.

Any copies of or extracts from the minutes, which are to be used for legal or other purposes, shall be signed by the chairman or secretary or two Directors."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twenty-third resolution

To create a new Article in the Articles of Association regarding some investment specificities of the Company. This Article will be called "Article 21. Investment particularities" and will read as follows:

"Pursuant to the provision of the Law of 2010, as amended, the Board of Directors may decide that investments are made as follows:

- a Sub-Fund can, under the conditions provided for in the law of seventeenth December two thousand and ten, invest in the shares issued by one or several other Sub-Funds of the Company.

- a Sub-Fund can be constituted as a feeder Sub-Fund in a master UCI or a master Sub-Fund of such UCI."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twenty-fourth resolution

To include the following paragraph in the Article 22 "Liability of the Company vis-à-vis third parties" of the Articles of Association:

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

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twenty-fifth resolution

To adjust the paragraph in Article 23 "Delegation of Power" of the Articles of Association. The adjusted paragraph will read as follows:

"The board of directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the board, who shall have the powers determined by the board of directors and who may, if the board of directors so authorizes, sub-delegate their powers."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twenty-sixth resolution

To remove the Article "Indemnification" from the Articles of Association.

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twenty-seventh resolution

To amend provisions of the new Article 27 "General Meetings" and to reflect into it the change of the annual general meeting date from "the second Thursday of May each calendar year" to "the second Thursday of April each calendar". This amended Article will read as follows:

"The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, on the second Thursday of April each calendar year. If this day is not a banking day in Luxembourg, the annual general meeting shall be held on the next banking day. The annual general meeting may be held abroad if the board of directors, acting with sovereign powers, decides that exceptional circumstances warrant this.

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

Any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any Sub-Fund, class or type towards the rights of the holders of shares of any other Sub-Fund or Sub-Funds, class or classes, type or types shall be subject to a resolution of the general meeting of shareholders of such Sub-Fund or Sub-Funds, class or classes, type or types in compliance with Article 68 of the law of August 10, 1915 on commercial companies, as amended.

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

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

Shareholders shall meet upon call by the board of directors pursuant to a notice setting forth the agenda sent at least eight (8) days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the board of directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the board of directors may prepare a supplementary agenda.

The convening notice for a general meeting can provide that the quorum and the majority will be determined in accordance with the shares issued and in circulation the fifth day preceding the general meeting at midnight (Luxembourg time) (the "registration date").

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

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

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

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

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

Each share, whatever its value, shall provide entitlement to one vote.

Fractions of shares do not give their holder voting right Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

Any shareholder may take part in meetings by designating in writing, by telegram or telex, another person to act as his proxy."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twenty-eighth resolution

To rename the former Article 26 "Quorum and majority requirements" into Article 28 "General Meetings in a sub-funds or in a share-class" and to include the following paragraphs in it:

"The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any class of shares may hold, at any time, general meetings for any matters which are specific to such class.

The provisions of Article 28 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company. The fractions of shares do not confer any voting rights upon their holders."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Twenty-ninth resolution

To rename the former Article 26 into Article 29 "Financial Year" and to include the following paragraph in it:

"The Company shall publish an annual report and a half-yearly report in accordance with the legislation in force. These reports shall include financial information relative to each of the Company's Sub-Funds, the composition and progress of their assets, and the consolidated situation of all Sub-Funds."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Thirtieth resolution

To amend provisions of the Article 30 "Distributions". This Article will read as follows:

"The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the board of directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorise the board of directors to declare, distributions of dividends.

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

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon to the agent or agents there for designated by the Company.

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

The board of directors may decide to distribute stock dividends instead of cash dividends upon such terms and conditions as may be set forth by the board of directors.

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

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

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Thirtieth-first resolution

To create a new Article in the Articles of Association regarding the auditor. This Article will be called "Article 32. Auditor" and will read as follows:

"The Company shall have the accounting data contained in the annual report inspected by an auditor. The auditor's report issued subsequent to this inspection shall at least testify that this accounting data provides a true and accurate reflection of the state of the Company's assets and liabilities. The auditor shall be appointed and replaced by the shareholders' general meeting, which shall fix his remuneration. The auditor shall fulfil all duties prescribed by law."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Thirtieth-second resolution

To rename the former Article 30 "Dissolution" into Article 33 "Dissolution of the Company" and to include the following paragraph in it:

"The Company may at any time be dissolved by a resolution of the general meeting of shareholders.

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

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

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

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0

Thirtieth-third resolution

To create a new Article in the Articles of Association regarding the liquidation and merger of sub-funds of share-classes. This Article will be called "Article 34. Liquidation and merger of Sub-Funds or Share-Classes" and will read as follows:

"If the value of the assets of a Sub-Fund or any Share-Class within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors of the Company to be the minimum level needed for such a Sub-Fund or Share-Class to operate in an economically efficient manner, or in the event of a substantial change in the political, economic or monetary situation, or in the framework of an economic restructuring, the Board of Directors of the Company may decide to compulsorily redeem all the Shares of the relevant Sub-Fund or Share-Class at the Net Asset Value per Share (taking into account the sale prices of investments and expenses relating thereto) calculated on the Valuation Day on which such decision takes effect. The Company will send a notice to the Shareholders of the relevant Share-Class or Classes prior to the effective date of the compulsory redemption. This notice will indicate the reasons for this redemption and the procedures to be followed. Registered Shareholders will be notified in writing. The Company will inform holders of bearer Shares by publishing a notice in the newspapers to be determined by the Board of Directors of the Company. Unless otherwise decided in the interests of, or in order to ensure equal treatment between Shareholders, the Shareholders of the Sub-Fund or the Share-Class or Classes concerned may continue to request the redemption of their Shares free of charge (but taking into account the sale prices of investments and expenses relating thereto) prior the effective date of the compulsory redemption.

Notwithstanding the powers conferred on the Board of Directors of the Company by the preceding paragraph, the general meeting of Shareholders of any one Share-Class or all Share-Classes issued in any Sub-Fund may, under all circumstances and upon proposal by the Board of Directors of the Company, redeem all the Shares of the relevant Class or Classes issued in this Sub-Fund and refund to the Shareholders the Net Asset Value of their Shares (taking into account the sale prices of investments and expenses relating thereto) calculated on the Valuation Day on which such decision takes effect. There will be no quorum requirements for such general meetings of Shareholders and resolutions may be passed by a simple majority vote of those present or represented and voting at such meetings.

Assets which could not be distributed to their beneficiaries due to, inter alia, non-availability of the shareholder at its registered address or incorrect bank details at the time of the redemption will be transferred to the Caisse de Consignation on behalf of the beneficiaries which will hold said sums at their disposal for the period contemplated by the law. After the expiry of this period, the balance will revert to the State of Luxembourg.

Under the same circumstances as specified in the first paragraph and subject to the provisions of the Law of 17 December 2010 as well as applicable Luxembourg regulations, the Board of Directors of the Company may decide to merge the assets of any Sub-Fund (the "merging Sub Fund") (1) with another Sub-Fund within the Company or (2) with a Sub-Fund of another undertaking for collective investment governed by the Luxembourg Law, as amended, (the "receiving Sub-Fund") and to re-designate the Shares of the Class or Classes concerned as Shares of the receiving Sub-Fund (following a split or consolidation, if necessary, and the payment of any amounts corresponding to fractional Shares to Shareholders). The Shareholders of the merging as well as the receiving Sub-Funds will be informed about the decision to merge as specified in the Law of 17 December 2010 and applicable Luxembourg regulations at least thirty days before the last date for requesting redemption, or as the case may be, conversion of Shares free of charge. Shareholders who have not requested the redemption of their Shares will be legally transferred to the new Sub-Fund.

A merger that has, as a result that the Company ceases to exist, needs to be decided at a general meeting of Shareholders. There will be no quorum requirements for such general meetings of Shareholders and resolutions may be passed by a simple majority vote of those present or represented and voting at such meetings."

This resolution has been adopted as follows:

- Votes for: 1
- Votes against: 0
- Abstentions: 0 Nothing else being on the agenda, the Chairman adjourned the meeting.

The above-named persons declare that the expenses, costs, fees and charges of any kind whatsoever which fall to be paid by the Company as a result of this deed, amount to approximately one thousand two hundred Euro (EUR 1,200) and shall be borne by the Company.

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

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 members of the bureau of the meeting, known to the notary by their surnames, Christian names, civil status and residences, the said persons signed together with the notary the present deed.

Signé: M. THIRY, E. VALENTIN, L. GERARD, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 31 octobre 2014 Relation: LAC/2014/50881 Reçu soixante-quinze euros (EUR 75,-)

Le Receveur (signé): I. THILL.

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

Luxembourg, le 14 novembre 2014.

Référence de publication: 2014178958/957.

(140204309) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 novembre 2014.

Sloan Pharma, Société à responsabilité limitée.

Capital social: EUR 20.000,00.

Siège social: L-8070 Bertrange, 33, rue du Puits Romain.

R.C.S. Luxembourg B 191.903.

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STATUTES

In the year two thousand fourteen, on the twelfth day of November.

Before Us Marc Lecuit, Civil law notary residing in Mersch, Grand-Duchy of Luxembourg.

THERE APPEARED:

Mr. Paul Breckinridge JONES, company executive, born on February 22 nd , 1959, with US Passport 479269052, with address at 5711 Stoll Hill Road Main House, Louisville, KY, United States of America,

hereby represented by Maître Faruk Durusu, avocat à la Cour, with professional address in Luxembourg, Grand Duchy of Luxembourg, by virtue of a power of attorney given under private seal.

The said proxy, after having been signed "ne varietur" by the proxyholder acting on behalf of the appearing party and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

The appearing party, represented as stated here above, has requested the undersigned notary to draw up the following articles of incorporation (the «Articles») of a «société à responsabilité limitée» (private limited company) which such party declares to incorporate.

Form- Name - Object - Registered office - Duration

Art. 1. There is hereby formed a «société à responsabilité limitée», limited liability company (the «Company»), governed by the present Articles and by the Luxembourg law and in particular the law of August 10 th , 1915 on commercial companies, as amended from time to time (the "Law").

Art. 2. The Company will exist under the name of Sloan Pharma.

Art. 3. The purpose of the Company is the acquisition of participations, in Luxembourg or abroad, in companies or enterprises in any form whatsoever and the management of such participations. The Company may in particular acquire by subscription, purchase, 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.

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 the proceeds of any borrowings and/or issues of debt securities to its subsidiaries and affiliated companies or to any other company being part of the same group of companies as the Company. It may also give guarantees and grant securities in favour of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other company. The Company may further pledge, transfer, encumber or otherwise create security over all or over some of its assets.

The Company may invest in the acquisition and management of a portfolio of patents and/or other intellectual property rights of any nature or origin whatsoever.

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.

The Company can perform all commercial, technical and financial operations, connected directly or indirectly in all areas as described above in order to facilitate the accomplishment of its purpose.

The above description is to be understood in the broadest senses and the above enumeration is not limiting.

Art. 4. The Company has its registered office in Bertrange, Grand-Duchy of Luxembourg. The registered office may be transferred within the municipality of Bertrange by decision of the board of managers. The registered office of the Company may be transferred to any other place in the Grand-Duchy of Luxembourg or abroad by means of a resolution of an extraordinary general meeting of shareholders or of the sole shareholder (as the case may be) adopted under the conditions required for amendment of the Articles. The Company may have offices and branches (whether or not a permanent establishment) both in Luxembourg and abroad. In the event that the board of managers should determine that extraordinary political, economic or social developments have occurred or are imminent that 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 company. Such temporary measures will be taken and notified to any interested parties by the board of managers of the Company.

Art. 5. The Company is constituted for an unlimited duration. The life of the Company does not come to an end by bankruptcy or insolvency of any shareholder.

Art. 6. The creditors, representatives, rightful owner or heirs of any shareholder are not allowed, in any circumstances, to require the sealing of the assets and documents of the Company, nor to interfere in any manner in the management of the Company. They must for the exercise of their rights refer to financial statements and to the decisions of the meetings of shareholders or of the sole shareholder (as the case may be).

Share capital - Shares

Art. 7. The issued capital of the Company is set at twenty thousand United States dollars (USD 20,000) divided into twenty thousand (20,000) shares, with a nominal value of one United States dollar (USD 1.-) each, all of which are fully paid up. In addition to the capital, there may be set up a premium account into which any premium amount paid on any share in addition to its nominal value (including any payment made on warrants attached to any shares, bonds, notes or similar instruments) is transferred. The amount of the premium account may be used to provide for the payment of any shares, which the Company may redeem from its shareholders, to offset any net realised losses, to make distributions to the shareholders or to allocate funds to the legal reserve.

Art. 8. Each share confers an identical voting right and each shareholder has voting rights commensurate to his shareholding. The shares are freely transferable among the shareholders. Shares may not be transferred inter vivos to non-shareholders unless shareholders representing at least three-quarters of the share capital shall have agreed thereto in a general meeting. Furthermore, the provisions of articles 189 and 190 of the Law shall apply. The shares are indivisible with regard to the Company, which admits only one owner per share.

Art. 9. The Company shall have power to redeem its own shares. Such redemption shall be carried out by a resolution of an extraordinary general meeting of the shareholders or of the sole shareholder (as the case may be), adopted by unanimous decision of the shareholders. However, if the redemption price is in excess of the nominal value of the shares to be redeemed, the redemption may only be decided to the extent that sufficient distributable sums are available as regards the excess purchase price, it being understood that the amount may not exceed realized profits since the end of the last financial year, increased by profits carried forward and available reserves, less losses carried forward and sums to be allocated to a reserve to be established according to the Law or the Articles. Such redeemed shares shall be cancelled by reduction of the share capital.

Management

Art. 10. The Company is managed by one or several manager(s). In case of plurality of managers, the managers will constitute a board of managers composed of one or several class A manager(s) and one or several class B manager(s). The managers need not to be shareholders of the Company.

The managers shall be appointed, and their remuneration determined, by a resolution of the general meeting of shareholders taken by simple majority of the votes cast, or, in case of sole shareholder, by decision of the sole shareholder. The remuneration of the managers can be modified by a resolution taken at the same majority conditions. The general meeting of shareholders or the sole shareholder (as the case may be) may, at any time and ad nutum remove and replace any manager.

In dealing with third parties, the managers will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's objects and provided the terms of this article shall have been complied with.

All powers not expressly reserved by the Law or the Articles to the general meeting of shareholders or to the sole shareholder (as the case may be) fall within the competence of the board of managers, or the sole manager (as the case may be).

The Company shall be bound by the signature of its sole manager or, in case of plurality of managers, by the joint signature of at least one class A manager and one class B manager.

The board of managers or the sole manager may sub-delegate its/his powers for specific tasks to one or several ad hoc agent(s) who need not be shareholder(s) or manager(s) of the Company. The board of managers/sole manager will determine its agent(s) power, duties and remuneration (if any), the duration of the period of representation and any other relevant conditions of his/their agency. The powers and remunerations of any managers possibly appointed at a later date in addition to or in the place of the first managers will be determined in the act of nomination.

Art. 11. The managers do not contract in their functions any personal obligation concerning the commitments regularly taken by them in the name of the Company; as representatives of the Company, the managers are only responsible for the execution of their mandates.

Art. 12. The decisions of the managers are taken by meeting of the board of managers. The board of managers shall choose from among its members a chairman. They may also choose a secretary, who need not be a manager, who shall be responsible for keeping the minutes of the meetings of the board of managers or for such other matter as may be specified by the board of managers. The board of managers shall meet when convened by one manager. Notice of any meeting of the board of managers shall be given to all managers at least 2 (two) days in advance of the time set for such meeting except in the event of emergency, the nature of which is to be set forth in the minute of the meeting. Any such notice shall specify the time and place of the meeting and the nature of the business to be transacted. Notice can be given to each manager in writing or by fax, cable, telegram, telex, electronic means or by any other suitable communication means. The notice may be waived by the consent, in writing or by fax, cable, telegram, telex, electronic means or by any other suitable communication means, of each manager. The meeting will be duly held without prior notice if all the managers are present or duly represented. No separate notice is required for meetings held at times and places specified in a schedule previously adopted by a resolution of the board of managers.

At least one class A and one class B managers present in person or represented in Luxembourg are a quorum. Any other manager, in addition to the quorum, may act at any meeting of managers by appointing in writing or by fax, cable, telegram, telex or electronic means another manager as his proxy. A manager may represent more than one manager. Any and all managers, apart from those who are the quorum and must attend in person, may participate in a meeting of the board of managers by phone, videoconference, or any other suitable telecommunication means allowing all persons participating in the meeting to hear each other at the same time. Such participation in a meeting is deemed equivalent to participation in person at a meeting of the managers.

Except as otherwise required by these Articles, decisions of the board are adopted by a majority of the managers present or duly represented, with a vote of at least one class A manager and one class B manager in favor of the decision. The establishment by the Company of offices and branches shall require the unanimous decision of the board of managers.

The deliberations of the board of managers shall be recorded in the minutes, which have to be signed by the chairman or two managers. Any transcript of or excerpt from these minutes shall be signed by the chairman or two managers.

Resolutions in writing approved and signed by all managers shall have the same effect as resolutions passed at a board of managers' meeting. In such cases, written resolutions can either be documented in a single document or in several separate documents having the same content. Written resolutions may be transmitted by ordinary mail, fax, cable, telegram, telex, electronic means, or any other suitable telecommunication means.

General meetings of shareholders

Art. 13. In case of plurality of shareholders, decisions of the shareholders are taken as follows:

The holding of a shareholders meeting is not compulsory as long as the shareholders number is less than twenty-five. In such case, each shareholder shall receive the whole text of each resolution or decision to be taken, transmitted in writing or by fax, cable, telegram, telex, electronic means or any other suitable telecommunication means. Each shareholder shall vote in writing. If the shareholders number exceeds twenty-five, the decisions of the shareholders are taken by meetings of the shareholders. In such a case one general meeting shall be held at least annually in Bertrange within six months of the closing of the last financial year. Other general meetings of shareholders shall be held in the Grand-Duchy of Luxembourg at any time specified in the notice of the meeting.

Art. 14. General meetings of shareholders are convened by the board of managers, failing which by shareholders representing more than the half of the share capital of the Company. Written notices convening a general meeting and setting forth the agenda shall be made pursuant to the Law and shall be sent to each shareholder at least 8 (eight) days before the meeting, except for the annual general meeting for which the notice shall be sent at least 15 (fifteen) days prior to the date of the meeting. All notices must specify the time and place of the meeting.

If all shareholders are present or represented at the general meeting and state that they have been duly informed of the agenda of the meeting, the general meeting may be held without prior notice. Any shareholder may act at any general meeting by appointing in writing or by fax, cable, telegram, telex, electronic means or by any other suitable telecommunication means another person who need not be shareholder. Each shareholder may participate in general meetings of shareholders.

Resolutions at the meetings of shareholders are validly taken in so far as they are adopted by shareholders representing more than the half of the share capital of the Company. If this quorum is not formed at a first meeting, the shareholders are immediately convened by registered letter to a second meeting. At this second meeting, resolutions will be taken at the majority of voting shareholders whatever portion of capital may be represented.

However, resolutions to amend the Articles shall only be taken by an extraordinary general meeting of shareholders, at a majority in number of shareholders representing at least three-quarters of the share capital of the Company.

A sole shareholder exercises alone the powers devolved to the meeting of shareholders by the Law.

Except in case of current operations concluded under normal conditions, contracts concluded between the sole shareholder and the Company have to be recorded in minutes or drawn-up in writing.

Financial year - Annual accounts

Art. 15. The Company's financial year begins on the 1 st of January of each year and closes on the 31 st of December of the same year.

Art. 16. Each year, as of the 1 st of January, the board of managers will draw up the balance sheet which will contain a record of the properties of the Company together with its debts and liabilities and be accompanied by an annex containing a summary of all its commitments and the debts of the manager(s), statutory auditor(s) (if any) and shareholder (s) toward the Company. At the same time the board of managers will prepare a profit and loss account, which will be submitted to the general meeting of shareholders together with the balance sheet.

Art. 17. Each shareholder may inspect at the head office the inventory, the balance sheet and the profit and loss account. If the shareholders number exceeds twenty-five, such inspection shall be permitted only during the fifteen days preceding the annual general meeting of shareholders.

Supervision of the company

Art. 18. If the shareholders number exceeds twenty-five, the supervision of the Company shall be entrusted to one or more statutory auditor(s) (commissaire), who may or may not be shareholder(s). Each statutory auditor shall serve for a term ending on the date of the annual general meeting of shareholders following appointment. At the end of this period, the statutory auditor(s) can be renewed in its/their function by a new resolution of the general meeting of shareholders or of the sole shareholder (as the case may be).

Where the thresholds determined by the Luxembourg laws are met, the Company shall have its annual accounts audited by one or more qualified auditors (réviseurs d'entreprises agréés) appointed by the general meeting of shareholders or the sole shareholder (as the case may be) amongst the members of the «Institut des réviseurs d'entreprises».

Notwithstanding the thresholds above mentioned, at any time, one or more qualified auditor may be appointed by resolution of the general meeting of shareholders or of the sole shareholder (as the case may be) that shall decide the terms and conditions of his/their mandate.

Dividend - Reserves

Art. 19. The credit balance of the profit and loss account, after deduction of the expenses, costs, amortizations, charges and provisions represents the net profit of the Company. Every year five percent of the net profit will be transferred to the statutory reserve.

This deduction ceases to be compulsory when the statutory reserve amounts to one tenth of the issued share capital are decreased or increased from time to time, but shall again become compulsory if the statutory reserve falls below such one tenth. The general meeting of shareholders at the majority vote determined by the Law or the sole shareholder (as the case may be) may decide at any time that the excess be distributed to the shareholder(s) proportionally to the shares they hold, as dividends or be carried forward or transferred to an extraordinary reserve.

Art. 20. Notwithstanding the provisions of article nineteen, the general meeting of shareholders of the Company, or the sole shareholder (as the case may be) upon proposal of the board of managers, may decide to pay interim dividends before the end of the current financial year, on the basis of a statement of accounts prepared by the board of managers, and showing that sufficient funds are available for distribution, it being understood that the amount to be distributed may not exceed realized profits since the end of the last financial year, increased by profits carried forward and available reserves, less losses carried forward and sums to be allocated to a reserve to be established according to the Law or the Articles.

Winding-up - Liquidation

Art. 21. The general meeting of shareholders at the majority vote determined by the Law, or the sole shareholder (as the case may be) must agree on the dissolution and the liquidation of the Company as well as the terms thereof.

Art. 22. The liquidation will be carried out by one or more liquidators, physical or legal persons, appointed by the general meeting of shareholders or the sole shareholder (as the case may be) which shall determine their powers and remuneration. When the liquidation of the Company is closed, the liquidation proceeds of the Company will be allocated to the shareholders proportionally to the shares they hold.

Applicable law

Art. 23. The Company is governed by the laws of Luxembourg.

Transitory measures

Exceptionally, the first financial year shall begin on the date of incorporation and shall end on 31 st of December 2015.

Subscription - Payment

All the twenty thousand (20,000.-) shares have been entirely subscribed by the appearing party, named above, and fully paid up in cash with twenty thousand United States dollars, proof of which has been duly given to the undersigned notary.

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 its incorporation, are estimated at about one thousand five hundred Euros (EUR 1,500.-).

Resolutions of the sole shareholder

Immediately after the incorporation of the Company, the above-named appearing party, representing the entirety of the subscribed capital, held a general meeting of the sole shareholder, and acknowledging being validly convened, passed the following resolutions:

1) The Company will be administered by the following managers:

i) Are appointed as class A managers:

- Mr. Andrej Grossmann, accountant, born on December 19 th , 1975, in Berlin, Germany, professionally residing at l'Atrium Business Park, 33 rue du Puits Romain, L-8070 Bertrange, Grand Duchy of Luxembourg; and

- Mr. Philippe van den Avenne, accountant, born on April 29 th , 1972 in Beloeil, Belgium, professionally residing at l'Atrium Business Park, 33 rue du Puits Romain, L-8070 Bertrange, Grand-Duchy of Luxembourg, Grand Duchy of Luxembourg.

ii) Are appointed as class B managers:

- Mr. Paul Breckinridge JONES, company executive, born on February 22 nd , 1959, in Louisville, KY, with address at 5711 Stoll Hill Road, Louisville, KY, United States of America; and

- Mr. Herbert Lee Warren, Jr, company executive, born on August 19 th , 1959, in Ithaca, NY, United States of America, with address at 15302 Crystal Springs Way Louisville KY 40245, United States of America.

The managers shall serve for an undetermined duration.

2) The Company shall have its registered office at Atrium Business Park, 33, rue du Puits Romain, L-8070 Bertrange, Grand Duchy of Luxembourg.

Declaration

The undersigned notary, who understands and speaks English, hereby states that on request of the above mentioned appearing party, the present incorporation deed is worded in English, followed by a German version. On request of the same person and in case of discrepancies between the English and the German text, the English version will prevail.

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

The document having been read to the representative of the appearing party, known to the notary by his name, surname, civil status and residence, the latter signed with us, the notary, the present original deed.

Deutsche Übersetzung des englischen Textes:

Im Jahre zweitausendvierzehn, den zwölften November.

Vor dem unterzeichneten Notar Marc Lecuit, im Amtssitz zu Mersch, Großherzogtum Luxemburg.

Ist erschienen:

Mr. Paul Breckinridge JONES, Geschäftsführer, geboren am 22. Februar 1959, US Passnummer 479269052, mit Adresse in 5711 Stoll Hill Road Main House, Louisville, KY, United States of America,

hier vertreten durch Herrn Faruk DURUSU, Rechtsanwalt, mit Berufsadresse zu Luxemburg, Großherzogtum Luxemburg, aufgrund einer privatschriftlichen Vollmacht.

Die Vollmacht, nach „ne varietur“Unterzeichnung durch den Bevollmächtigten und den unterzeichneten Notar, bleibt gegenwärtiger Urkunde als Anlage beigefügt, um mit derselben einregistriert zu werden.

Der Erschienene hat den amtierenden Notar ersucht, die nachstehenden Gründungsstatuten („Statuten“) einer „Société à responsabilité limitée“(Gesellschaft mit beschränkter Haftung) zu beurkunden wie folgt:

Form, Name, Gegenstand, Sitz, Dauer

Art. 1. Hiermit wird eine „société à responsabilité limitée“, eine Gesellschaft mit beschränkter Haftung („Gesellschaft“) gegründet, geregelt durch die vorliegenden Statuten und das luxemburgische Recht, insbesondere das Gesetz vom 10. August 1915 über Handelsgesellschaften in seiner aktuellen Fassung („Gesetz“).

Art. 2. Die Gesellschaft wird unter der Bezeichnung Sloan Pharma bestehen.

Art. 3. Die Gesellschaft bezweckt den Erwerb von Beteiligungen jeder Art an in- und ausländischen Gesellschaften sowie die Verwaltung dieser Beteiligungen. Die Gesellschaft bezweckt insbesondere den Erwerb durch Kauf, Zeichnung, Tausch oder auf andere Weise von Aktien, Anteilen oder anderen Wertpapieren, Schuldverschreibungen, Kassenanweisungen, Depositenscheinen und anderen Schuldpapieren und allgemein gesehen von allen Wertpapieren und Finanzinstrumenten, die von öffentlichen oder privaten Stellen gleich welcher Art ausgegeben werden. Sie kann sich an der Gründung, Entwicklung, Verwaltung und Kontrolle jeder Art von Gesellschaft oder Unternehmen beteiligen.

Die Gesellschaft kann Darlehen jedweder Form aufnehmen mit Ausnahme von öffentlichen Zeichnungsangeboten. Sie kann in Form von Privatanlagen Aktien, Schuldverschreibungen, Kassenanweisungen und alle Schuldpapiere und/oder Wertpapiere ausgeben. Die Gesellschaft kann Darlehen gewähren, einschließlich der Erträge von Anleihen und/oder begebenden Schuldverschreibungen durch die Ausgabe von Wertpapieren an ihre Tochter- und Beteiligungsgesellschaften. Sie kann auch Garantien zugunsten Dritter erbringen, um ihre Verpflichtungen oder die Verpflichtungen seiner angegliederten Unternehmen zu gewährleisten. Das Unternehmen kann außerdem bestimmte Vermögenswerte verpfänden, übertragen oder eine Garantie darauf geben.

Die Gesellschaft kann in den Erwerb und die Verwaltung von Patent-Portfolios und/oder anderen Rechten geistigen Eigentums jeder Art und jeder Herkunft investieren.

Die Gesellschaft kann im Allgemeinen alle Techniken und Instrumente für Ihre Investitionen zum Zwecke des effizienten Managements, einschließlich der Techniken und Instrumente einsetzen, um die Gesellschaft gegen Kredit-, Währungsumrechnungs-, Zinsrisiken und andere Risiken zu schützen.

Die Gesellschaft kann alle Geschäfte kaufmännischer oder finanzieller Natur betreiben, die sich direkt oder indirekt auf die oben beschriebenen Bereiche beziehen und zwar zur Vereinfachung der Erreichung ihres Zweckes.

Die obige Beschreibung ist im weitesten Sinne zu verstehen und darf nicht als erschöpfend angesehen werden.

Art. 4. Der Sitz der Gesellschaft befindet sich in der Gemeinde Bertrange im Großherzogtum Luxemburg. Der Geschäftssitz kann durch Beschluss der Geschäftsführung in jede beliebige Ortschaft im Gemeindebereich der gemeinde Bertrange verlegt werden. Der Geschäftssitz des Unternehmens kann an jeden anderen Ort im Großherzogtum Luxemburg oder im Ausland durch Beschluss der außerordentlichen Gesellschafterversammlung oder des Alleingesellschafters (je nach Fall) verlegt werden. Dieser Beschluss muss in den für die Änderung der Statuten erforderlichen Voraussetzungen angenommen werden. Das Unternehmen kann Niederlassungen und Büros (dauerhafter oder nicht dauerhafter Art) sowohl im Großherzogtum Luxemburg als auch im Ausland eröffnen.

Sollten außergewöhnliche Ereignisse politischer, wirtschaftlicher oder sozialer Art einer ordentlichen Geschäftsabwicklung entgegen stehen oder eine normale Verbindung mit dem Gesellschaftssitz oder des Gesellschaftssitzes mit dem Ausland verhindert oder zu verhindern drohen, so kann der Gesellschaftssitz vorübergehend, bis zur Wiederherstellung der ursprünglichen Verhältnisse, ins Ausland verlegt werden. Trotz dieses vorläufigen Beschlusses bleibt der Gesellschaft dennoch ihre luxemburgische Staatszugehörigkeit erhalten. Die mit der täglichen Geschäftsführung beauftragten Organe der Gesellschaft können die Verlegung des Gesellschaftssitzes anordnen sowie Dritten zur Kenntnis bringen.

Art. 5. Die Gesellschaft ist auf unbestimmte Dauer errichtet.

Die Gesellschaft wird durch Konkurs oder Zahlungsunfähigkeit eines Beteiligungsinhabers nicht aufgelöst.

Art. 6. Die Gläubiger, Vertreter, rechtmäßigen Besitzer oder Erben eines Gesellschafters sind in keinem Fall befugt, weder die Versiegelung der Vermögenswerte und Dokumente der Gesellschaft zu verlangen noch in irgendeiner Weise in die Geschäftsführung der Gesellschaft einzugreifen. Für die Ausübung ihrer Rechte müssen sie sich auf die Bestandsdaten der Gesellschaft sowie auf die Beschlüsse der Gesellschafterversammlung oder des Alleingesellschafters (falls dies der Fall sein sollte) berufen.

Gesellschaftskapital, Anteile

Art. 7. Das Gesellschafskapital beträgt zwanzigtausend US Dollar (USD 20.000) eingeteilt in zwanzigtausend (20.000.) Anteile mit einem Nominalwert von je US Dollar 1 (USD 1). Alle Stammanteile wurden in vollem Umfang gezeichnet. Zusätzlich zum Gesellschaftskapital kann ein Aufgeldkonto eingerichtet werden, in das sämtliche Emissionsaufgelder, die

auf einen Anteil zusätzlich zu seinem Nennwert eingezahlt werden, übertragen werden (einschließlich aller Zahlungen für Optionsscheine in Verbindung mit Gesellschaftsanteilen, Schuldverschreibungen, Kassenanweisungen oder vergleichbaren Instrumente). Der Betrag dieses Aufgeldkontos kann für die Zahlung von Anteilen, die die Gesellschaft von ihren Gesellschaftern zurückkauft, zum Ausgleich von realisierten Nettoverlusten, zur Auszahlung an die Gesellschafter oder zwecks Zuführung von Geldern in die gesetzliche Rücklage verwendet werden.

Art. 8. Jeder Stammanteil gewährt ein gleiches Stimmrecht und jeder Gesellschafter verfügt über ein Stimmrecht seinem Anteil entsprechend. Stammanteile sind unter den Gesellschaftern frei übertragbar. Anteilsübertragungen an Nichtgesellschafter bedürfen der Zustimmung der Gesellschafter, die mindestens drei Viertel des Gesellschaftskapitals vertreten. Die Artikel 189 und 190 des Gesetzes sind anwendbar. Die Stammanteile sind im Hinblick auf die Gesellschaft unteilbar, die nur einen Eigentümer per Stammanteil erlaubt.

Art. 9. Die Gesellschaft kann ihre eigenen Anteile zurückkaufen. Über den Rückkauf eigener Anteile wird im Rahmen einer außerordentlichen Gesellschafterversammlung mit einstimmigem Beschluss entschieden. Sollte der Rücknahmepreis höher sein als der Nennwert der zurückzukaufenden Anteile, ist der Rückkauf lediglich in dem Umfang erlaubt, in welchem der Gesellschaft genügend ausschüttungsfähige Gewinnreserven zur Verfügung stehen. Es versteht sich, dass der Betrag nicht die seit dem Ende des letzten Geschäftsjahres erzielten Gewinne übersteigt erhöht um die übertragenen Gewinne und die zur Verfügung stehenden Reserven abzüglich der Verluste und Summen, die gemäß Gesetz oder Statuten einer Rücklage zugeführt werden müssen. Die zurückgekauften Anteile werden annulliert durch Herabsetzung des Gesellschaftskapitals.

Geschäftsführung

Art. 10. Die Gesellschaft wird durch einen oder mehrere Geschäftsführer geführt. Im Fall von mehreren Geschäftsführern bilden diese das Gremium der Geschäftsführung und sind in Geschäftsführer der Klasse A und Geschäftsführer der Klasse B eingeteilt. Die Geschäftsführer müssen nicht Gesellschafter sein.

Die Geschäftsführer werden durch den Gesellschafterbeschluss bei einfacher Stimmenmehrheit oder Beschluss des Alleingesellschafters bestellt. Die Höhe der Vergütung, die sie für ihre Aktivität erhalten, wird ebenfalls durch den Gesellschafterbeschluss entschieden. Dieser Beschluss kann jeder Zeit mit einem Mehrheitsbeschluss abgeändert werden. Die Gesellschafterversammlung oder der Alleingesellschafter kann jederzeit und ohne Begründung jeden Geschäftsführer absetzen und ersetzen.

Die Geschäftsführer haben gegenüber Dritten die weitestgehenden Befugnisse, um die Gesellschaft bei allen Rechtsgeschäften zu vertreten, die im Rahmen des Gesellschaftszwecks liegen.

Sämtliche Befugnisse, die nicht durch das Gesetz oder durch die vorliegenden Statuten ausdrücklich dem Alleingesellschafter oder der Gesellschafterversammlung vorbehalten sind, liegen in der Zuständigkeit der Geschäftsführer.

Die Gesellschaft wird durch die Einzelunterschrift des Alleingeschäftsführers rechtsverbindlich verpflichtet. Im Fall von mehreren Geschäftsführern wird die Gesellschaft durch die Kollektivunterschrift von mindestens zwei Geschäftsführern, einer der Klasse A und einer der Klasse B, rechtsverbindlich verpflichtet.

Das Geschäftsführergremium oder der Alleingeschäftsführer können eine oder mehrere Personen, die nicht Gesellschafter sein müssen, zu Prokuristen bestellen und deren Befugnisse, Pflichten und Entschädigung sowie die Dauer ihrer Vertretung und alle anderen Bedingungen ihres Mandats festlegen. Die Befugnisse und die Entschädigung derjenigen Geschäftsführer, die möglicherweise zu einem späteren Zeitpunkt zusätzlich oder an Stelle der erstbestellten Geschäftsführer bestellt werden, werden im Rahmen des Nominierungsaktes bestimmt.

Art. 11. Bezüglich der Verbindlichkeiten der Gesellschaft gehen die Geschäftsführer keine persönlichen Verpflichtungen ein. Als Beauftragte sind sie nur für die Ausführung ihres Mandates verantwortlich.

Art. 12. Die Beschlüsse des Geschäftsführergremiums werden im Rahmen der Geschäftsführungssitzungen gefasst. Die Geschäftsführung bestimmt aus ihrer Mitte einen Vorsitzenden. Sie kann auch einen Sekretär bezeichnen, der nicht zwingend Geschäftsführer ist und der für das Protokoll oder für andere durch die Geschäftsführung bestimmte Aufgaben zuständig ist. Die Geschäftsführung wird durch ein Mitglied einberufen. Für jede Geschäftsführungssitzung müssen an jeden Geschäftsführer spätestens 2 (zwei) Tage vor der Sitzung eine Einberufung erstellt und versendet werden mit Ausnahme von Dringlichkeitsfällen. Die Art dieses Dringlichkeitsfalls muss im Sitzungsprotokoll der Geschäftsführungssitzung festgelegt werden. Alle Einberufungen müssen die Uhrzeit und den Ort der Sitzung angeben und die Art der Aktivitäten. Die Einberufungen müssen an die Geschäftsführer per Briefpost oder per Fax, Kabel, auf elektronischem Wege oder mittels anderen geeigneten Kommunikationsmitteln ergehen. Die Geschäftsführungssitzungen werden rechtsgültig ohne Einberufung abgehalten, wenn alle Geschäftsführer anwesend oder vertreten sind. Eine gesonderte Einberufung ist für Geschäftsführungssitzungen nicht notwendig, die zur Uhrzeit und am Ort abgehalten werden, die zuvor durch einen Beschluss der Geschäftsführer festgelegt wurden.

Die Geschäftsführungssitzungen gelten als rechtmäßig abgehalten, wenn ein Geschäftsführer der Klasse A und ein Geschäftsführer der Klasse B anwesend oder vertreten sind und beschlussfähig sind. Jeder andere Geschäftsführer kann an den Geschäftsführungssitzungen teilnehmen, indem er per Briefpost oder per Fax, Kabel, oder jedes andere geeignete Kommunikationsmittel einen anderen Geschäftsführer bezeichnet, der ihn vertritt. Ein Geschäftsführer kann mehrere andere Geschäftsführer vertreten. Ist die Beschlussfähigkeit erreicht, wird jeder andere Geschäftsführer als Sitzungsmit-

glied erachtet, wenn er per Telefon, Videokonferenz oder jedes als geeignet erachtete Kommunikationsmittel teilnimmt, das es allen anwesenden Personen ermöglicht, gleichzeitig miteinander zu kommunizieren. Eine solche Teilnahme an einer Geschäftsführungssitzung wird einer körperlichen Teilnahme an der Sitzung gleichgestellt.

Vorbehaltlich dessen, was in den Statuten vorgesehen ist, werden die Beschlüsse der Geschäftsführer bei Stimmenmehrheit der anwesenden oder rechtsgültig vertretenen Geschäftsführer angenommen mit Befürwortung des Beschlusses durch mindestens einen Geschäftsführer der Klasse A und einen der Klasse B. Die Gesellschaft kann Büros und Niederlassungen vorbehaltlich einer einstimmigen Entscheidung aller Geschäftsführer errichten.

Die Beratungen der Geschäftsführer werden in einem Protokoll festgehalten, das vom Vorsitzenden oder zwei Geschäftsführern unterzeichnet wird. Jeder Auszug oder jede Kopie dieses Protokolls müssen vom Vorsitzenden oder zwei Geschäftsführern unterzeichnet werden.

Die von allen Geschäftsführern angenommenen und unterzeichneten Beschlüsse haben die gleiche Wirkung wie Beschlüsse, die bei einer Geschäftsführungssitzung angenommen wurden. In einem solchen Fall können die Beschlüsse durch ein oder mehrere getrennte Schriftstücke gleichen Inhalts dokumentiert werden. Die schriftlichen Beschlüsse können per einfachem Schreiben, Fax, Kabel, Telegramm, Telex, auf elektronischem Wege oder mittels jedem anderen geeigneten Mittel der Telekommunikation übermittelt werden.

Gesellschafterversammlung

Art. 13. Bei mehreren Gesellschaftern werden die Entscheidungen der Gesellschafter wie folgt getroffen:

Hauptversammlungen sind nicht verpflichtend, wenn die Zahl an Gesellschaftern fünfundzwanzig nicht übersteigt. In diesem Fall erhält jeder der Gesellschaft den Gesamttext jedes Beschlusses oder jeder zu treffenden Entscheidung per Briefpost oder per Telefax, Kabel, auf elektronischem Wege oder mittels jedes anderen geeigneten Mittels der Kommunikation. Jeder Gesellschafter stimmt schriftlich ab. Wenn die Zahl an Gesellschaftern fünfundzwanzig übersteigt, werden die Entscheidungen der Gesellschafter anlässlich der Gesellschafterversammlung getroffen. In diesem Fall wird eine Hauptjahresversammlung in Bertrange innerhalb der sechs Monate nach Abschluss des letzten Geschäftsjahres durchgeführt. Jede andere Gesellschafterversammlung wird im Großherzogtum Luxemburg zur Uhrzeit und am Tag durchgeführt, die in der Einberufung zur Versammlung festgeschrieben sind.

Art. 14. Die Hauptversammlungen werden von dem Gremium der Geschäftsführer einberufen oder ansonsten durch die Gesellschafter, die mehr als die Hälfte des Stammkapitals auf sich vereinen. Eine schriftliche Einberufung zu einer Hauptversammlung unter Angabe der Tagesordnung erfolgt nach dem Gesetz und wird jedem Gesellschafter spätestens 8 (acht) Tage vor der Hauptversammlung zugestellt, mit Ausnahme der Jahreshauptversammlung, für die die Einberufung spätestens 15 (fünfzehn) Tage vor dem Datum der Versammlung zugestellt wird. Alle Einberufungen müssen Datum und Ort der Hauptversammlung angeben.

Wenn alle Gesellschafter anwesend oder vertreten sind und erklären, dass sie ordnungsgemäß über die Tagesordnung der Versammlung unterrichtet wurden, kann die Hauptversammlung ohne vorherige Einberufung abgehalten werden. Jeder Gesellschafter kann sich für jede Hauptversammlung vertreten lassen, indem er per Briefpost oder per Fax, Kabel, Telegramm, Telex, auf elektronischem Wege oder mittels eines anderen geeigneten Mittels der Kommunikation einen Dritten bestimmt, der nicht zwingend Gesellschafter sein muss. Jeder Gesellschafter hat das Recht, an den Gesellschafterversammlungen teilzunehmen.

Die Beschlüsse gelten erst dann als rechtskräftig angenommen, wenn sie von Gesellschaftern angenommen wurden, die mehr als die Hälfte des Stammkapitals darstellen. Wenn dieses Quorum nicht bei der ersten Hauptversammlung erreicht wird, wird unverzüglich per Einschreiben eine zweite Hauptversammlung einberufen. Bei dieser zweiten Hauptversammlung werden die Beschlüsse mit Stimmenmehrheit angenommen ungeachtet des von den Gesellschaftern dargestellten Kapitalanteils.

Allerdings dürfen Entscheidungen, die eine Änderung der Statuten betreffen, nur anlässlich einer außerordentlichen Hauptversammlung getroffen werden und zwar mit Stimmenmehrheit der Gesellschafter, die mindestens drei Viertel des Stammkapitals der Gesellschaft darstellen.

Ein Alleingesellschafter übt allein die Befugnisse aus, die per Gesetz der Gesellschafterversammlung übertragen werden.

Mit Ausnahme von laufenden Geschäftstätigkeiten unter normalen Umständen müssen die Verträge, die zwischen dem Alleingesellschafter und der Gesellschaft geschlossen wurden, in einem Protokoll festgehalten oder schriftlich aufgesetzt werden.

Geschäftsjahr - Jahresrechnung

Art. 15. Das Geschäftsjahr beginnt alljährlich am 1. Januar und endet am 31. Dezember des Selben Jahres.

Art. 16. Jedes Jahr ab dem 1. Januar stellt das Gremium der Geschäftsführer die Bilanz auf, die die Aufstellung der Vermögen der Gesellschaft und alle ihre Schulden enthält und im Anhang die Zusammenfassung aller ihrer Verpflichtungen sowie die Schulden des/der Geschäftsführer, des/der Kommissare (falls vorhanden) und des/der Gesellschafter bei der Gesellschaft. Gleichzeitig bereitet das Gremium der Geschäftsführer eine Erfolgsrechnung vor, die der Gesellschafterversammlung zusammen mit der Bilanz vorgelegt wird.

Art. 17. Jeder Gesellschafter kann am Geschäftssitz der Gesellschaft Auskünfte über die Vermögensaufstellung, die Bilanz und die Erfolgsrechnung anfordern. Wenn die Zahl an Gesellschaftern fünfundzwanzig übersteigt, wird eine solche Auskunft nur innerhalb von vierzehn Tagen vor der Jahresgesellschafterversammlung zugelassen.

Überwachung der gesellschaft

Art. 18. Wenn die Zahl der Gesellschafter fünfundzwanzig übersteigt, wird die Überwachung der Gesellschaft einem oder mehreren Rechnungsprüfern anvertraut, die auch Gesellschafter sein können. Jeder Rechnungsprüfer wird für einen Zeitraum ernannt, der am Datum der Gesellschafterversammlung nach seiner Ernennung endigt. Nach Ablauf dieses Zeitraums können die Rechnungsprüfer in ihren Funktionen verlängert werden und zwar durch eine neue Entscheidung der Gesellschafterversammlung oder des Alleingesellschafters (je nach Fall).

Wenn die von den Luxemburger Gesetzen festgelegten Grenzwerte erreicht wurden, betraut die Gesellschaft einen oder mehrere Unternehmensprüfer mit der Prüfung ihrer Konten. Dieser Prüfer wird per Beschluss der Gesellschafterversammlung oder des Alleingesellschafters (je nach Fall) aus den Mitgliedern des Instituts für Wirtschaftsprüfer (Institut des réviseurs d'entreprises) ausgewählt.

Ungeachtet der oben genannten Grenzwerte können jederzeit ein oder mehrere zugelassene Wirtschaftsprüfer durch Beschluss der Gesellschafterversammlung oder des Alleingesellschafters (je nach Fall) bestimmt werden. Dieser Beschluss legt die Bedingungen ihres Auftrags fest.

Dividenden - Rücklage

Art. 19. Der Überschuss der Erfolgsrechnung stellt nach Abzug der Kosten, Honorare, Abschreibungen und Rückstellungen das Nettoergebnis der Gesellschaft dar. Jedes Jahr werden fünf Prozent des Nettoergebnisses der gesetzlichen Rücklage zugewiesen.

Diese Zuweisung ist dann nicht mehr verpflichtend, wenn die gesetzliche Rücklage ein Zehntel des Stammkapitals erreicht hat. Sie muss aber wieder eingezahlt werden bis zur völligen Wiederherstellung, wenn zu einem Zeitpunkt und aus welchem Grund auch immer die Rücklagen angegriffen wurden. Die Gesellschafter mit der gesetzlich vorgeschriebenen Stimmenmehrheit oder der Alleingesellschafter (je nach Fall) können nach Abzug der gesetzlich vorgeschriebenen Rücklage entscheiden, den Ertrag an die Gesellschafter im Verhältnis zu ihrer Beteiligung am Stammkapital der Gesellschaft zu verteilen oder den Gewinn erneut vorzutragen oder einer Sonderrücklage zuzuweisen.

Art. 20. Ungeachtet der Bestimmungen in Artikel 19 kann die Gesellschafterversammlung oder der Alleingesellschafter (je nach Fall) auf Vorschlag des Gremiums der Geschäftsführer oder des Alleingeschäftsführers (je nach Fall) beschließen, Vorschussdividenden während des Geschäftsjahres auf Grundlage einer vom Gremium der Geschäftsführer oder des alleinigen Geschäftsführers aufgestellten Zwischenbilanz zu gewähren. Aus dieser Zwischenbilanz muss hervorgehen, dass ausreichend Gelder für die Ausschüttung zur Verfügung stehen. Die auszuschüttenden Gelder dürfen nicht den Betrag der seit dem letzten Geschäftsjahr erzielten Gewinne überschreiten erhöht um die vorgetragenen Gewinne und die ausschüttungsfähigen Rücklagen, aber verringert um die vorgetragenen Verluste und Gelder, die laut Gesetz oder Statuten der Rücklage zugeführt werden müssen.

Auflösung - Liquidation

Art. 21. Die Gesellschafterversammlung mit Stimmenmehrheit, wie vom Gesetz vorgeschrieben, oder gegebenenfalls der Alleingesellschafter müssen der Auflösung oder Liquidation der Gesellschaft sowie der zugrundeliegenden Bedingungen und Modalitäten zustimmen.

Art. 22. Die Liquidation wird von einem oder mehreren Liquidatoren durchgeführt, die eine natürliche oder juristische Person sein können und die von der Gesellschafterversammlung oder dem Alleingesellschafter (je nach Fall) ernannt werden, die ihre Befugnisse und ihre Bezüge festlegen. Nach erfolgter Liquidation werden die Guthaben der Gesellschaft im Verhältnis zu ihrer Beteiligung am Stammkapital den Gesellschaftern zugewiesen.

Geltendes recht

Art. 23. Die Gesellschaft unterliegt den gesetzlichen Bestimmungen Luxemburgs.

Übergangsregelungen

Ausnahmsweise beginnt das erste Geschäftsjahr am heutigen Tag und endet am 31. Dezember 2015.

Einzahlung des Nennbetrags

Alle zwanzigtausend (20.000) Anteile wurden von oben genanntem Gesellschafter gezeichnet und in vollem Umfang durch eine Bareinlage im Umfang von zwanzigtausend US Dollars eingezahlt. Die entsprechende Bankbescheinigung liegt vor.

Kostenabschätzung

Der Gesellschaft obliegende Gründungskosten, Auslagen und Lasten irgendwelcher Art, welche ihr wegen ihrer Gründung anfallen, werden auf rund eintausendfünfhundert Euro (1.500.- EUR) geschätzt.

Beschluss des Alleingesellschafters

Unverzüglich nach Gründung der Gesellschaft hat der Gesellschafter der das gesamte Stammkapital darstellt und seine rechtmäßigen Befugnisse der Versammlung ausübt, folgende Beschlüsse gefasst:

1) Die Gesellschaft wird von folgenden Geschäftsführern verwaltet:

i) Als Geschäftsführer der Klasse A werden ernannt:

- Herr Andrej Grossmann, Accountant, geboren am 19. Dezember 1975, in Berlin, Deutschland, mit Berufsadresse in l'Atrium Business Park, 33 rue du Puits Romain, L-8070 Bertrange, Großherzogtum von Luxemburg;

- Herr Philippe van den Avenne, Accountant, geboren am 29. April 1972, in Beloeil, Belgien, mit Berufsadresse in l'Atrium Business Park, 33 rue du Puits Romain, L-8070 Bertrange, Großherzogtum von Luxemburg

ii) Als Geschäftsführer der Klasse B wird ernannt:

- Herr Paul Breckinridge Jones, Geschäftsführer, geboren am 22. Februar 1959, in Louisville, KY, Vereinigte Staaten von Amerika, wohnhaft in 5711 Stoll Hill Road, Louisville, KY, Vereinigte Staaten von Amerika;

- Herr Herbert Lee Warren, Jr, Geschäftsführer, geboren am 19. August 1959, in Ithaca, NY, Vereinigte Staaten von Amerika, wohnhaft in 15302 Crystal Springs Way Louisville KY 40245, Vereinigte Staaten von Amerika.

Die Geschäftsführer werden auf unbestimmte Dauer ernannt.

2) Der Geschäftssitz der Gesellschaft wird im Atrium Business Park, 33, rue du Puits Roman, L-8070 Bertrange, Großherzogtum Luxemburg, errichtet.

Erklärung

Der unterzeichnende Notar, der die englische Sprache kennt, stellt durch die vorliegende Urkunde fest, dass auf Antrag der Komparenten die vorliegenden Statuten in englischer Sprache verfasst wurden gefolgt von einer deutschen Fassung. Auf Verlangen der Komparenten und im Falle einer Abweichung der beiden Fassungen, ist die englische Fassung maßgebend.

WORÜBER URKUNDE Geschehen und aufgenommen in Bertrange, am Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an den Beauftragten, dem Notar nach Name, Adresse und Zivilsstand bekannt, hat derselbe mit uns Notar vorliegende Urkunde unterschrieben.

Signé: F. DURUSU, M. LECUIT.

Enregistré à Mersch, le 13 novembre 2014. Relation: MER/2014/2423. Reçu soixante quinze euros 75,00 €

Le Receveur ff. (signé): E. WEBER.

POUR COPIE CONFORME

Beringen, le 17 novembre 2014.

Référence de publication: 2014178811/508.

(140204655) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 novembre 2014.

Dentsply Acquisition S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 163.262.

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Extrait des décisions prises par l'associée unique et le conseil de gérance en date du 07 octobre 2014

1. Mme Mounira MEZIADI a démissionné de son mandat de gérant de catégorie B.

2. Mlle Ingrid CERNICCHI, administrateur de sociétés, née à Metz (France), le 18 Mai 1983, demeurant professionnellement à L-2453 Luxembourg 6, rue Eugène Rupprt, a été nommée comme gérant de catégorie B pour une durée indéterminée.

3. Le siège social a été transféré de L1331 Luxembourg, 65, boulevard Grande Duchesse Charlotte,-L-2453 Luxembourg, 6, rue Eugène Ruppert.

Veuillez noter que les adresses professionnelles de Messieurs Andrew O'SHEA et Douwe TERPSTRA gérants de catégorie B, se situent désormais au L-2453 Luxembourg, 6, rue Eugène Ruppert.

Luxembourg, le 07 octobre 2014.

Pour extrait et avis sincères et conformes

Pour Dentsply Acquisition S.à r.l.

Un mandataire

Référence de publication: 2014168334/20.

(140192494) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

MBERP (Luxembourg) 3 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 153.805.

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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.

Un mandataire

Référence de publication: 2014169256/10.

(140192779) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 octobre 2014.

Digital Turbine Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.

R.C.S. Luxembourg B 191.240.

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STATUTES

In the year two thousand and fourteen on the eighth day of October.

Before Maître Carlo WERSANDT, notary residing in Luxembourg.

THERE APPEARED:

"Digital Turbine, Inc." a company incorporated under the laws of the State of Delaware (USA) and currently existing under the laws of the State of California (USA), having its registered office at 2811 W Cahuenga Boulevard, CA-90068 Los Angeles (USA), registered with the California Secretary of State under the number C3430558

Here represented by Mrs. Virginie PIERRU, notary clerk, residing professionally at 12, rue Jean Engling L-1466 Luxembourg, by virtue of a proxy given under private seal on October 6 th , 2014.

The said power-of-attorney shall be signed "ne varietur" by the representative of the appearing person and the undersigned notary and shall be attached to the present deed to be filed at the same time.

Such appearing party, represented as stated hereabove, has requested the notary to draw up the following articles of incorporation of a société à responsabilité limitée, which it declares to form:

A. Name - Purpose - Duration - Registered office

Art. 1. There is hereby formed a société à responsabilité limitée under the name of Digital Turbine Luxembourg S.à r.l (hereinafter the "Company") which shall be governed by the law of 10 August 1915 on commercial companies, as amended, as well as by the present articles of incorporation.

Art. 2. The Company may acquire, realize, grant and alienate patents, brands, trade-marks, licences and other intellectual property rights.

The Company's purpose is also the participation in businesses and companies of any kind and the establishment, development, administration and supervision of businesses and companies. The Company may acquire its participations by subscription, contribution in kind, exercise of option rights and in any other way, manage and exploit them and dispose of them by sale, assignment, exchange or in any other way.

The Company may use its means to create, administer, develop and exploit a portfolio consisting of securities and patents of any kind and origin. For this it may acquire all kinds of securities by purchase, subscription or in any other way and alienate them by sale, assignment, exchange or in any other way.

The Company may give loans and grant advance payments and sureties to and for the benefit of its subsidiaries, affiliated companies or any other company in which it has an economic interest, as well as to companies belonging to the same group of companies, and support them in any way, under reserve and allowing for the respective legal provisions and without carrying on a bank business or of the financial sector.

Moreover, it may borrow in any form with or without guaranty and mortgage, issue debt securities, loan notes or other debt instruments, pledge or otherwise hypothecate for the benefit of its own creditors or for the benefit of creditors of companies of the aforementioned kind.

Within the limits of its activity, the Company can grant mortgage, loans, with or without guarantee, and stand security for other persons or companies, within the limits of the applicable legal dispositions.

The Company may borrow in any form and proceed by private placement to the issue of bonds (including convertible notes), preferred equity certificates, convertible preferred equity certificates and debentures.

The Company may also carry out any commercial, industrial, financial, movable and immovable operations, which are in direct or indirect relation with its object or which may deem useful in the accomplishment and development of its purposes.

Art. 3. The Company is incorporated for an unlimited period.

Art. 4. The registered office of the Company is established in the Municipality of Luxembourg. It may be transferred to any other place in the City of Luxembourg by means of a resolution of the board of managers. Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of managers.

Should a situation arise or be deemed imminent, whether military, political, economic, social or otherwise, which would prevent normal activity at the Registered Office, the Registered Office may be temporarily transferred abroad until such time as the situation becomes normalised; such temporary measures will not have any effect on the Company's nationality and the Company will, notwithstanding this temporary transfer of the Registered Office, remain a Luxembourg company. The decision as to the transfer abroad of the Registered Office will be made by the Sole Manager or the Board of Managers as appropriate.

B. Share capital - Shares

Art. 5. The Company's share capital is set at twelve thousand five hundred Euros (EUR 12,500.-) represented by one thousand (1,000) shares with a nominal value of twelve Euro and fifty Cents (EUR 12.50-) each. Each share is entitled to one vote at ordinary and extraordinary general meetings.

Each share gives right to a fraction of the assets and profits of the Company in direct proportion to the number of shares in existence.

The Company may establish a share premium account (the "Share Premium Account") into which any premium paid on any share is to be transferred. Decisions as to the use of the Share Premium Account are to be taken by the shareholder (s) and / or by the board of managers subject to the law of 10 August 1915 on commercial companies, as amended as well as by the present articles of incorporation.

Art. 6. Shares are freely transferable among shareholders. Transfer of shares inter vivos to non-shareholders may only be made with the prior approval of shareholders representing three quarters of the share capital.

Otherwise reference is made to the provisions of articles 189 and 190 of the Luxembourg law of 10 August 1915 on commercial companies, as amended.

Art. 7. The Company will recognise only one holder per share. Joint co-owners, if any, shall appoint a single representative who shall represent them towards the Company.

Art. 8. The death, suspension of civil rights, bankruptcy or insolvency of any of the shareholders will not cause the dissolution of the Company.

C. Management

Art. 9. The Company shall be managed by a sole manager or, in the case of several managers, a board of managers composed of at least two members, who need not be shareholders of the Company.

In the case of several managers, category A manager(s) and category B manager(s) shall be created, whereby the category A manager(s) shall principally reside or work in Luxembourg.

The manager(s) shall be elected by the sole shareholder or, as the case may be, the general meeting of shareholders, with or without limitation of the period of office. A manager may be removed with or without cause and replaced at any time by a resolution adopted by the sole shareholder or, as the case may be, the general meeting of shareholders.

In the event of a vacancy in the office of a manager because of death, retirement or otherwise, the remaining managers (or manager) may elect, by majority vote, a manager to fill such vacancy until the next resolution of the shareholders ratifying such election.

Art. 10. In the case of several managers, the board of managers may choose from among its members a chairman; in the absence of the chairman, another manager may preside over the meeting.

The board of managers shall meet upon call by the chairman or any manager, as often as the interest of the Company so requires. It shall meet at the registered office of the Company, unless otherwise indicated in the notice of meeting.

Written notice of any meeting of the board of managers shall be given to all managers at least twenty-four hours in advance of the time set for such meeting, except in circumstances of emergency in which case the nature of such circumstances shall be set forth in the notice of meetings. This notice may be waived by the consent in writing or by fax or e-mail of each manager.

Notice shall not be required for meetings at which all the managers are present or represented and have declared that they had prior knowledge of the agenda as well as for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the board of managers.

Any manager may act at any meeting of the board of managers by appointing in writing or by fax or, provided the genuineness thereof is established, by electronic transmission, another manager as his proxy. One manager can represent more than one of his co-managers.

Any manager may participate in any meeting of the board of managers by conference call or by other similar means of communication allowing all the persons taking part in the meeting (whether in person, or by proxy, or by means of

such communications device) to hear and be heard by one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

The board of managers can deliberate or act validly at a meeting of the board of managers only if at least a majority of the managers is present or represented. If the board of managers consists of two managers, both managers shall be present or represented. Decisions shall be taken by a majority of the votes of the managers present or represented at such meeting. If the board of managers consists of two managers, the consent of both managers is required to pass a decision at the meeting.

The board of managers may, unanimously, pass resolutions on one or several similar documents by circular means when expressing its approval in writing, by facsimile, e-mail or any other similar means of communications. The entirety will form the minutes giving evidence of the resolution.

Art. 11. The minutes of any meeting of the board of managers shall be signed by all of the managers present.

Copies or extracts of such minutes, which may be produced in judicial proceedings or otherwise shall be signed jointly by at least two managers.

Art. 12. The sole manager or the board of managers is vested with the broadest powers to perform all acts of administration and disposition in the Company's interest and in compliance with the corporate object.

All powers not expressly reserved by law or by the present articles to the resolution of the sole shareholder or, as the case may be, the general meeting of shareholders fall within the competence of the sole manager or the board of managers.

The board of managers may delegate its powers to conduct the daily management and affairs of the Company and the representation of the Company for such management and affairs, to any member or members of the board. The sole manager or the board of managers may also confer the power to represent the Company to any other persons who need not be managers, who shall represent the Company for specific transactions as determined by the sole manager or the board of managers.

Art. 13. The Company is bound either (i) the sole signature of the sole manager, (ii) by the joint signature of a category A manager and category B Manager or, (ii) by the joint or single signature of any person or persons to whom specific signatory powers shall have been delegated by the sole manager or the board of managers.

D. General meeting of the shareholders

Art. 14. The sole shareholder shall exercise all powers vested with the general meeting of shareholders under section XII of the law of 10 August 1915 on commercial companies, as amended.

Decisions, which exceed the powers of the managers, shall be taken by the sole shareholder, or as the case may be, by the general meeting of the shareholders. Any such decision shall be in writing and shall be recorded in a special register.

In case there are less than twenty-five shareholders, decisions of shareholders may be taken either in a general meeting or by written consultation, at the initiative of the board of managers. No decision is deemed validly taken until it has been adopted by the shareholders representing more than fifty per cent (50%) of the capital.

General meetings of shareholders shall be held in Luxembourg. Attendance by virtue of proxy shall be permitted.

E. Financial year - Annual accounts - Distribution of profits

Art. 15. The Company's financial year runs from 1 st of April of each year to 31 st of March of the next calendar year.

Art. 16. Each year as of 31 st day of March, there will be drawn up a record of the assets and liabilities of the Company, as well as a profit and loss account.

The credit balance of the profit and loss account, after deduction of the expenses, costs, amortisations, charges and provisions represents the net profit of the Company.

Every year five percent of the net profit will be transferred to the legal reserve.

This deduction ceases to be compulsory when the legal reserve amount to one tenth of the issued capital but must be resumed until the reserve fund is entirely reconstituted if, at any time and for any reason whatever, it has dropped below one tenth of the share capital. The balance is at the disposal of the general meeting of shareholders.

F. Dissolution - Liquidation

Art. 17. In the event of a dissolution of the Company, the Company shall be liquidated by one or more liquidators, which do not need to be shareholders, and which are appointed by the shareholders by the majority defined in article 142 of the law of 10 August 1915 on commercial companies, as amended. Unless otherwise provided, the liquidators shall have the most extensive powers for the realisation of the assets and payment of the liabilities of the Company.

The surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the shareholders proportionally to the shares of the Company held by them.

Art. 18. All matters not governed by these articles of incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies, as amended.

Transitional provision:

The first financial year shall begin on the date of the formation of the Company and shall terminate on 31 st March, 2015.

Souscription and liberation:

The articles of incorporation having thus been established, the appearing party declares to subscribe the shares of the Company, as follows:

"Digital Turbine, Inc.", prenamed . . . . . 1,000 shares

Total: . . . . . 1,000 shares

The shares have been fully paid-up by payment in cash, so that the amount of twelve thousand five hundred Euros (EUR 12,500.-) is now available to the Company, evidence thereof having been given to the notary.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of its incorporation are estimated at approximately eight hundred Euro (EUR 800.-).

Resolutions of the Sole Shareholder:

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

1. The registered office of the Company shall be 121 avenue de la Faïencerie L-1511 Luxembourg.

2. The following person is appointed as sole manager of the Company for an unlimited period:

M. Michael PROBST, Chartered accountant, born on 29 th June, 1960 in Trier (Germany), residing professionally at 121, avenue de la Faïencerie, L-1511 Luxembourg.

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

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

The document having been read to the appearing person, the representative of whom is known to the notary by surname, first name, civil status and residence, the said person signed together with the notary the present deed.

Follows the german version:

Im Jahre zweitausendvierzehn, am achten Tag des Monats Oktober.

Vor Maître Carlo WERSANDT, Notar mit Amtssitz in Luxemburg.

Ist erschienen:

„Digital Turbine, Inc." eine Gesellschaft gegründet nach dem Recht des Bundesstaates Delaware (USA) und aktuell bestehend nach dem Recht des Bundesstaates California (USA), mit Sitz in 2811 W Cahuenga Boulevard, CA-90068 Los Angeles (USA), eingetragen beim California Secretary of State unter der Nummer C3430558

vertreten durch Frau Virginie PIERRU, Sekretärin, mit Adresse in 12, rue Jean engling L-1466 Luxembourg, auf Grund einer Vollmacht von 06. Oktober 2014.

Welche Vollmacht, nachdem sie durch den oben benannten Vertreter und den unterzeichnenden Notar „ne varietur" gezeichnet wurde, dieser Urkunde beigefügt wird, um zusammen registriert zu werden.

Die oben benannte Partei, vertreten wie oben erwähnt, ersucht den Nortar, mit dieser Urkunde eine Gesellschaft mit beschränkter Haftung mit folgender Satzung, zu gründen:

Titel I. - Firma, Zweck, Dauer, Sitz

Art. 1. Es wird hiermit eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) namens Digital Turbine Luxembourg S.à r.l. (die „Gesellschaft") gegründet, welche den bestehenden luxemburgischen Gesetzen und insbesondere dem Gesetz vom 10. August 1915 über die Handelsgesellschaften und dessen Abänderungen und der hiernach folgenden Satzung unterliegt.

Art. 2. Die Gesellschaft kann Patente, Marken, Warenzeichen, Lizenzen und andere Immaterialgüterrechte erwerben, verwerten, gewähren und veräußern.

Der Gesellschaftszweck ist die Beteiligung an Unternehmen und Gesellschaften jedweder Art und die Gründung, Entwicklung, Verwaltung und Kontrolle von Unternehmen und Gesellschaften. Die Gesellschaft kann ihre Beteiligungen durch Zeichnung, Erbringung von Einlagen, Ausübung von Kaufoptionen oder in sonstiger Art und Weise erwerben und durch Verkauf, Abtretung, Tausch oder in sonstiger Art und Weise verwerten.

Die Gesellschaft kann ihre Mittel zur Schaffung, Verwaltung, Entwicklung und Verwertung eines Portfolios verwenden, welches sich aus Wertpapieren und Patenten jedweder Art und Herkunft zusammensetzen kann. Sie kann dabei alle Arten von Wertpapieren durch Ankauf, Zeichnung oder in sonstiger Art und Weise erwerben und diese durch Verkauf, Abtretung oder Tausch oder in sonstiger Weise veräußern.

Die Gesellschaft kann Unternehmen, an denen sie beteiligt ist oder ein wirtschaftliches Interesse hat, wie auch Unternehmen, die zu der gleichen Gruppe gehören, unter Vorbehalt und Beachtung der diesbezüglich zur Anwendung gelangenden gesetzlichen Bestimmungen, und ohne insoweit Geschäfte zu tätigen, die Bankgeschäfte oder Geschäfte des Finanzsektors sind, Darlehen, Vorschüsse oder Sicherheiten gewähren und diese in jedweder Art und Weise zu unterstützen. Sie kann darüber hinaus Darlehen mit oder ohne Garantie aufnehmen und Hypotheken, Pfandrechte und sonstige Sicherheiten aller Art zugunsten ihrer eigenen Gläubiger oder zugunsten von Gläubigern von Unternehmen der vorbezeichneten Art bestellen.

Im Rahmen ihrer Tätigkeit kann die Gesellschaft in Hypothekeneintragungen einwilligen, Darlehen aufnehmen, mit oder ohne Garantie, und für andere Personen oder Gesellschaften Bürgschaften leisten, unter Vorbehalt der diesbezüglichen gesetzlichen Bestimmungen.

Die Gesellschaft kann in jeglicher Art Schulden aufnehmen und kann Schuldinstrumente sowie nicht verzinslichen PEC, CPEC, Wertpapieren, Verbindlichkeiten, Schuldforderungen, Scheinen und anderen Wertpapieren ausgeben.

Die Gesellschaft kann außerdem alle anderen Operationen kommerzieller, industrieller, finanzieller, mobiliarer und immobiliarer Art, welche sich direkt oder indirekt auf den Gesellschaftszweck beziehen oder denselben fördern, ausführen.

Art. 3. Die Gesellschaft ist auf unbeschränkte Dauer gegründet.

Art. 4. Der Gesellschaftssitz ist in Luxemburg-Stadt. Er kann auf Grund eines Beschlusses des Vorstandes an jeden anderen Ort innerhalb der Luxemburg-Stadt verlegt werden. Die Gesellschaft kann durch Entscheidung des Vorstandes Zweigstellen und andere Büros innerhalb von Luxemburg oder im Ausland etablieren.

Sollte eine Situation eintreten oder als voraussehbar betrachtet werden, die die normale Geschäftstätigkeit am Gesellschaftssitz oder den ordnungsgemäßen Geschäftsverkehr zwischen diesem Sitz und dem Ausland durch außergewöhnliche Ereignisse militärischer, politischer, wirtschaftlicher, gesellschaftlicher oder sonstiger Art gefährdet werden, so kann der Gesellschaftssitz vorübergehend bis zur völligen Wiederherstellung normaler Verhältnisse ins Ausland verlegt werden; diese Maßnahmen betreffen jedoch in keiner Weise die Staatsangehörigkeit der Gesellschaft, welche ungeachtet der vorübergehenden Sitzverlegung, eine Luxemburger Gesellschaft bleibt. Der Beschluss über die vorübergehende Sitzverlegung der Gesellschaft wird durch den Alleingeschäftsführer oder, im Fall von mehreren Geschäftsführern, durch den Rat der Geschäftsführer der Gesellschaft getroffen.

Titel II. - Gesellschaftskapital, Anteile

Art. 5. Das Gesellschaftskapital beträgt zwölftausend fünfhundert Euro (12.500,-EUR), eingeteilt in tausend (1.000) Anteile von je zwölf Euro und fünfzig Cent (12.50,-EUR). Jeder Anteil gewährt ein Stimmrecht bei ordentlichen und außerordentlichen Hauptversammlungen.

Jeder Anteil gibt Recht auf einen Bruchteil der Vermögenswerte und Gewinne der Gesellschaft in direktem Verhältnis zu der Zahl der bestehenden Anteilen.

Die Gesellschaft darf ein Agiokonto (das „Agiokonto“) eröffnen, auf das alle Agien bezüglich aller Anteile zu überweisen sind. Beschlüsse über die Anwendung vom Agiokonto werden durch die Geselllschafter und / oder den Vorstand erfasst, vorbehaltlich der Bestimmundem des Gesetzes vom 10 August 1915 über die Handelsgesellschaften und dessen Abänderungen, sowie dieser Satzung.

Art. 6. Die Anteile sind unter den Gesellschaftern frei übertragbar. Eine Übertragung von Anteilen inter vivos an Nichtgesellschaftern kann nur nach Zustimmung von Gesellschaftern, welche mindestens drei Viertel (3/4) des Gesellschaftskapitals vertreten, erfolgen.

Für alle anderen Angelegenheiten wird auf die Artikel 189 und 190 des luxemburgischen Gesetzes vom 10. August 1915 über die Handelsgesellschaften und dessen Abänderungen verwiesen.

Art. 7. Die Gesellschaft erkennt nur einen Inhaber pro Anteil. Gemeinsame Miteigentümer ernennen einen einzigen Vertreter, der sie gegenüber der Gesellschaft vertritt.

Art. 8. Die Gesellschaft wird nicht durch Tod, Aberkennung der bürgerlichen Rechte, Konkurs oder Insolvenz eines Gesellschafters aufgelöst.

Titel III. - Geschäftsführung

Art. 9. Die Gesellschaft wird vom alleinigen Geschäftsführer oder, bei mehreren Geschäftsführern, von einem Vorstand von Geschäftsführern aus mindestens zwei Mitgliedern, die nicht Gesellschaftern der Gesellschaft zu sein brauchen, verwaltet.

Bei mehreren Geschäftsführern werden Kategorie A Geschäftsführer und Kategorie B Geschäftsführer gestellt, wobei Kategorie A Geschäftsführer hauptsachlich in Luxemburg wohnhaft oder beruflich wohnhaft sein sollen.

Geschäftsführer werden von dem einzigen Gesellschafter gewählt oder wie der Fall sein kann, von der Hauptversammlung der Gesellschaftern, mit oder ohne Begrenzung der Amtszeit. Ein Geschäftsführer kann mit oder ohne Grund abberufen werden und jederzeit ersetzt werden durch einen Beschluss des alleinigen Gesellschafters oder wie der Fall sein kann, von der Hauptversammlung der Gesellschaftern.

Im Falle einer Vakanz im Amt eines Geschäftsführers durch Tod, Rücktritt oder aus anderen Gründen, können die übrigen Geschäftsführer (oder der Geschäftsführer) einen Geschäftsführer wählen mit Stimmenmehrheit, um die Vakanz bis zum nächsten Ratifikationsbeschluss der Gesellschaftern zu beseitigen.

Art. 10. Bei mehreren Geschäftsführern kann der Vorstand aus seiner Mitte einen Vorsitzenden wählen; in der Abwesenheit des Vorsitzenden, kann ein anderer Geschäftsführer über die Sitzung präsidieren.

Der Vorstand versammelt sich auf Einberufung durch den Vorsitzenden oder einen Geschäftsführer, so oft wie das Interesse der Gesellschaft dies erfordert. Er versammelt sich am eingetragenen Sitz der Gesellschaft, es sei denn es wurde in der Einberufung einen anderer Ort bestimmt.

Eine schriftliche Mitteilung über jede Sitzung des Vorstandes wird für alle Geschäftsführer mindestens 24 Stunden im Voraus über die Zeit für eine solche Sitzung gegeben, außer in dringenden Fällen in welchem Fall die Art dieser Umstände in der Einberufungsmitteilung festgelegt wird. Auf diese Mitteilung kann durch die schriftliche Zustimmung oder per Fax oder E-Mail gegebene Zustimmung für jeden Geschäftsführer verzichtet werden.

Die Mitteilung gilt nicht für die Sitzungen, bei denen alle Geschäftsführer anwesend oder vertreten sind und erklärt haben, dass sie Vorkenntnisse der Tagesordnung hatten. Die Mitteilung gilt nicht für die einzelnen Sitzungen, die zu Zeiten und an einem Ort zuvor durch einen Beschluss des Vorstandes festgehalten wurden.

Jeder Geschäftsführer kann für jede Sitzung des Vorstandes ein anderenGeschäftsführer als seinen Stellvertreter entweder schriftlich oder per Telefax oder, sofern die Echtheit davon festgestellt ist, per elektronische Übertragung bestimmen. Ein Geschäftsführer kann mehr als einen von seinen Mitgeschäftsführern vertreten.

Jeder Geschäftsführer kann, an jeder Sitzung des Vorstandes der Geschäftsführer, per Telefonkonferenz oder durch andere ähnliche Kommunikationsmittel, teilnehmen, die allen Personen erlauben, die an der Sitzung (entweder persönlich oder durch einen Bevollmächtigten oder durch ein solches Kommunikationsmittel) teilnehmen, sich gegenseitig zu hören und von einem anderen gehört zu werden. Die Teilnahme an einer Sitzung in dieser Weise entspricht einer persönlichen Teilnahme an dieser Sitzung.

Der Vorstand ist beschlussfähig bei einer Sitzung, wenn mindestens eine Mehrheit der Geschäftsführer anwesend oder vertretenen ist. Sollte die Geschäftsführung aus zwei Geschäftsführern bestehen, müssen beide Geschäftsführer anwesend oder vertreten sein. Beschlüsse werden mit der Mehrheit der Stimmen der anwesenden oder vertretenen Geschäftsführer angenommen. Im Falle von zwei Geschäftsführern, wird die Zustimmung beider Geschäftsführer benötigt, um eine Entscheidung in der Sitzung zu treffen.

Der Vorstand kann einstimmige Beschlüsse auf einen oder mehreren ähnlichen Dokumenten durch Rundschreiben mittels schriftlicher Zustimmung annehmen, die per Telefax, E-Mail oder andere ähnliche Kommunikationsmittel erfolgen kann. Die Gesamtheit der Unterlagen bildet das Protokoll, das als Nachweis der Beschlussfassung dient.

Art. 11. Die Protokolle der Sitzung des Vorstands werden von allen anwesenden Mitgliedern unterzeichnet.

Die Kopien oder Auszüge der Protokolle, die in Gerichtsverfahren oder auf andere Weise hergestellt werden kann, werden gemeinsam von mindestens zwei Geschäftsführern unterzeichnet.

Art. 12. Der Geschäftsführer oder der Vorstand ist mit den größtmöglichen Befugnissen ausgestattet, um alle Handlungen zur Verwaltung und Geschäftstätigkeit der Gesellschaft im Einklang mit dem Gesellschaftszweck durchführen zu können.

Alle Zuständigkeiten, die nicht ausdrücklich durch Gesetz oder durch die vorliegende Satzung zu dem Beschluss dem Alleingesellschafter oder den Gesellschafter vorbehalten sind, fallen in dem Zuständigkeitsbereich des Geschäftsführer oder des Vorstandes.

Der Vorstand kann seine Befugnisse, um die tägliche Verwaltung und Geschäftsführung der Gesellschaft und die Vertretung der Gesellschaft für solche Geschäftsführung und Angelegenheiten, einem Mitglied oder mehreren Mitgliedern des Vorstands übertragen. Der Geschäftsführer oder der Vorstand kann auch die Befugnis übertragen, die Gesellschaft für bestimmte Angelegenheiten wie durch die Geschäftsführung bestimmt, zu vertreten, an anderen Personen, die nicht unbedingt Geschäftsführer sein müssen.

Art. 13. Die Gesellschaft wird rechtswirksam verpflichtet entweder durch (i) die alleinige Unterschrift vom einzigen Geschäftsführer oder (ii) die gemeinsame Unterschrift eines Geschäftsführers der Kategorie A und eines Geschäftsführers der Kategorie B oder (iii) die einzelne Unterschrift von einer Person oder mehreren Personen, der oder denen bestimmte Unterschriftsvollmächte von der Geschäftsführung übertragen worden sind.

Titel IV. - Gesellschafterversammlung

Art. 14. Der einzige Gesellschafter ist mit allen Zuständigkeiten ausgestattet, die der Gesellschafterversammlung nach Abschnitt XII des Gesetzes vom 10. August 1915 über Handelsgesellschaften, und seinen Abänderungsgesetzen eingeräumt werden.

Alle Entscheidungen, welche nicht in den Zuständigkeitsbereich des einzigen Geschäftsführers oder des Vorstands fallen, können vom Gesellschafter oder von der Hauptversammlung der Gesellschafter getroffen werden. Jede solche Entscheidungen müssen schriftlich verfasst, in einem Protokoll festgehalten und in einem speziellen Register eingetragen werden.

Sollte nicht mehr als fünfundzwanzig Gesellschafter bestehen, so werden die Beschlüsse der Gesellschafter in der Gesellschafterversammlung gefasst oder durch schriftliche Beratung auf Initiative der Geschäftsführung. Beschlüsse gelten nur als angenommen, wenn Gesellschafter, welche mehr als fünfzig Prozent (50%) des Kapitals vertreten, zugestimmt haben.

Alle Gesellschafterversammlungen finden in Luxemburg statt. Anwesenheit durch Vollmacht ist gestattet.

Titel V. - Geschäftsjahr, Jahresabschluss, Verteilung des Gewinns

Art. 15. Das Geschäftsjahr der Gesellschaft beginnt am ersten April und endet am 31. März des nächsten Kalenderjahres.

Art. 16. Jedes Jahr, am 31. März, werden ein Inventar der Aktiva und Verpflichtungen der Gesellschaft, sowie eine Bilanz und eine Gewinn- und Verlustrechnung erstellt.

Das Einkommen der Gesellschaft, nach Abzug der generellen Ausgaben, der Kosten, der Abschreibungen und der Provisionen, stellt den Nettogewinn dar.

Jedes Jahr werden fünf Prozent (5%) des Nettogewinns dem gesetzlichen Reservefonds zugeführt; dieser Abzug ist solange obligatorisch, bis der Reservefonds zehn Prozent (10%) des Gesellschaftskapitals umfasst. Der Abzug muss allerdings wieder bis zur vollständigen Herstellung des Reservefonds aufgenommen werden, wenn der Fond, zu welchem Zeitpunkt und aus welchem Grund auch immer, vermindert wurde. Der verbleibende Betrag des Nettogewinns steht der Gesellschafterversammlung der Gesellschafter zur Verfügung.

Titel VI. - Liquidation, Auflösung

Art. 17. Im Falle der Auflösung der Gesellschaft wird die Liquidation von einem oder mehreren Liquidatoren ausgeführt, welche keine Gesellschafter sein müssen und welche von der Gesellschafterversammlung, mit der in Artikel 142 des Gesetzes vom 10. August 1915 über die Handelsgesellschaften und seinen Abänderungsgesetzen bestimmten Mehrheit, ernannt werden. Sofern nichts anderes bestimmt wurde, verfüg(en) der (die) Liquidator(en) über die weitestgehenden Befugnisse zur Realisierung des existierenden Vermögens und Begleichung der Verpflichtungen.

Der bestehende Restbetrag aus der Realisierung der Vermögenswerte und die Zahlung der Verbindlichkeiten wird an die Gesellschafter im Verhältnis ihrer Gesellschaftsbeteiligung ausgezahlt.

Art. 18. Alle Angelegenheiten, die nicht durch diese Satzung geregelt sind, werden gemäß dem Gesetz vom 10. August 1915 über Handelsgesellschaften, und seinen Abänderungsgesetzen, bestimmt.

Übergangsbestimmung

Das erste Geschäftsjahr beginnt am Tag der Gründung der Gesellschaft und endet am 31. März 2015.

Zeichnung - Einzahlung

Nachdem diese Satzung wie obenstehend verfasst wurde, erklärt die erschienene Partei, wie folgt die Anteile der Gesellschaft zu zeichnen:

„Digital Turbine, Inc." S.à r.l.	1.000 Anteile
Gesamt:	1.000 Anteile

Die Anteile wurden vollständig durch Barzahlung eingezahlt, so dass ab dem jetzigen Zeitpunkt der Gesellschaft der Betrag von zwölftausend fünfhundert Euro (12.500,- EUR) zur Verfügung steht, was von dem Notar, welcher diese Urkunde unterzeichnet, bestätigt wird.

Kosten

Die aufgrund dieser Gründung angefallenen Ausgaben, Kosten, Entschädigungen oder Gebühren jeglicher Form, welche durch die Gesellschaft zu begleichen sind, werden auf ungefähr achthundert Euro (EUR 800.-) geschätzt.

Beschlüsse des Alleingesellschafters:

Nachdem dieser Gründung der Gesellschaft verabschiedet wurde, entscheidet der oben erwähnte einzige Gesellschafter, wie folgt:

1) Der Sitz der Gesellschaft ist in 121, avenue de la Faïencerie L-1511 Luxembourg.

2) Als Geschäftsführer der Gesellschaft für eine unbestimmte Dauer wird folgende Person ernannt:

Herrn Michael PROBST, Chartered accountant, geboren am 29. Juni 1960 in Trier (Germany), mit beruflichen Wohnsitz in 121, avenue de la Faïencerie, L-1511 Luxemburg.

Worüber Urkunde, Aufgenommen zu Luxemburg, Datum wie am Anfang dieser Urkunde erwähnt.

Der unterzeichnende Notar, welcher die englische Sprache spricht und versteht, bestätigt hiermit, dass auf Anweisung der oben erschienen Partei die vorliegende Satzung in englischer Sprache gefolgt von einer deutschen Version verfasst ist, und dass auf Hinweis derselben erschienen Partei im Falle von inhaltlichen Unterschieden zwischen den sprachlichen Versionen, die englische Version massgebend sein soll.

Nachdem diese Urkunde der anwesenden Person, welche dem unterzeichneten Notar durch Name, Nachname, Familienstand und Anschrift bekannt ist, vorgelesen wurde, hat die anwesende Person zusammen mit dem Notar diese Urkunde unterzeichnet.

Signé: V. PIERRU, C. WERSANDT.

Enregistré à Luxembourg A.C., le 13 octobre 2014. LAC/2014/47647. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 22 octobre 2014.

Référence de publication: 2014165433/384.

(140188792) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 octobre 2014.

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

Siège social: L-1420 Luxembourg, 15-17, avenue Gaston Diderich.

R.C.S. Luxembourg B 167.533.

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EXTRAIT

Il résulte de l'assemblée générale extraordinaire des associés de la société OCSiAl S.à r.l., tenue en date du 6 octobre 2014, que la convention de cession de parts signée en date du 6 octobre 2014 entre la société Axi Capital Limited et Mr. Igor V. KIM a été approuvée.

Par conséquent, la totalité des 13.890 parts sociales détenues par la société Axi Capital Limited ont été cédées et sont désormais détenues par Mr. Igor V. KIM, demeurant 2, r.p. Krasnoobsk, apart. 11, 630501 Novosibirsk, Russie.

Pour extrait conforme
Simon BAKER
Gérant de catégorie A

Référence de publication: 2014167999/16.

(140191377) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 octobre 2014.

Domerat S.A., Société Anonyme.

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

R.C.S. Luxembourg B 144.543.

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Extrait des résolutions prises par l'assemblée générale ordinaire du 4 septembre 2014:

Après en avoir délibéré, l'Assemblée Générale renomme:

- Monsieur Jacques RECKINGER, avec adresse professionnelle au 40, Boulevard Joseph II, L-1840 Luxembourg, aux fonctions d'administrateur;

- Monsieur Marco NEUEN, avec adresse professionnelle au 40, Boulevard Joseph II, L-1840 Luxembourg, aux fonctions d'administrateur;

- Monsieur René SCHLIM, avec adresse professionnelle au 40, Boulevard Joseph II, L-1840 Luxembourg, aux fonctions d'administrateur.

Leurs mandats respectifs prendront fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes au 31 décembre 2019.

L'Assemblée Générale renomme comme commissaire aux comptes:

- FIDUCIAIRE DE LUXEMBOURG, société anonyme, 28, Boulevard Joseph II, L-1840 Luxembourg.

Son mandat prendra fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes au 31 décembre 2019.

COMPAGNIE FINANCIERE DE GESTION LUXEMBOURG S.A.
Boulevard Joseph II
L-1840 Luxembourg

Référence de publication: 2014166988/23.

(140190702) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2014.

Nascar Finance S.A., Société Anonyme.

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

R.C.S. Luxembourg B 37.494.

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Les actionnaires sont convoqués par le présent avis à

L'ASSEMBLÉE GÉNÉRALE STATUTAIRE

qui aura lieu le *3 décembre 2014* à 15:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 30 juin 2014
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Nominations Statutaires
5. Divers

Le Conseil d'Administration.

Référence de publication: 2014176622/795/16.

Ejuli, Société Anonyme Unipersonnelle.

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

R.C.S. Luxembourg B 148.628.

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Messieurs les Actionnaires sont priés de bien vouloir assister à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra extraordinairement en date du 3 décembre 2014 à 15.30 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation et approbation du rapport du commissaire aux comptes,
2. Approbation des comptes annuels de l'exercice clôturant au 31 décembre 2013 et affectation du résultat,
3. Décharge au conseil d'administration et au commissaire aux comptes,
4. Nominations statutaires,
5. Décision à prendre en vertu de l'article 100 de la loi sur les sociétés commerciales
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2014176652/506/18.

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

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

R.C.S. Luxembourg B 179.154.

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Il résulte de l'acte constitutif de la société à responsabilité limitée «CUADERNILLOS LUXEMBOURG S.à r.l.», établie et ayant son siège social au 6, rue Adolphe, L-1116 Luxembourg, reçu par Maître Jean-Joseph WAGNER, notaire de résidence à Sanem (Luxembourg), en date du 25 juillet 2013, enregistré à Esch-sur-Alzette, le 29 juillet 2013, EAC/2013/9992, déposé au Registre de Commerce et des Sociétés de et à Luxembourg le 02 août 2013 sous la référence de L130135406, publié au Mémorial C numéro 2320 du 20 septembre 2013, que le prénom et nom du gérant de catégorie B nommé par l'assemblée générale extraordinaire suivant les statuts, a été erronément inversés.

Il y a donc lieu de lire:

«Monsieur Viacheslav VOLOTOVSKIY, et non comme indiqué Monsieur Volotovskyi VIACHESLAV».

Enregistré à Esch/Alzette Actes Civils, le 23 octobre 2014. Relation: EAC/2014/14292. Reçu douze euros. 12,00 €.

Enregistré à Esch/Alzette Actes Civils, le 23 octobre 2014. Relation: EAC/2014/14292. Reçu douze euros. 12,00 €.

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

Pour la société

Signature

Référence de publication: 2014167715/20.

(140191908) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 octobre 2014.

Société Luxembourgeoise des Mines, Société Anonyme.

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

R.C.S. Luxembourg B 60.774.

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

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

Référence de publication: 2014168684/10.

(140192325) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Starman (France) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.501,00.

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

R.C.S. Luxembourg B 156.670.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 30 octobre 2014.

Référence de publication: 2014168688/10.

(140192311) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Editpress Luxembourg S.A., Société Anonyme.

Siège social: L-4050 Esch-sur-Alzette, 44, rue du Canal.

R.C.S. Luxembourg B 5.407.

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l'ASSEMBLEE GENERALE EXTRAORDINAIRE

aura lieu le lundi, *1er décembre 2014* à 16h au siège social à Esch-sur-Alzette, avec l'ordre du jour suivant:

Ordre du jour:

1. Augmentation du capital autorisé de 8 500 000 à 11 500 000 euros;
2. Prorogation pour une nouvelle période de cinq années de l'autorisation donnée au conseil d'administration d'augmenter le capital social, dans les conditions mentionnées à l'article 3 des statuts;
3. Modification de la 1ère phrase des 2ème et 4ème alinéa de l'article 3 des statuts;
4. Changement du régime actuel de signature et modification afférente des alinéas 3, 6 et 8 de l'article 5 des statuts;
5. Divers

Le Conseil d'Administration.

Référence de publication: 2014175068/16.

Deutsche Oel & Gas S.A., Société Anonyme.

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

R.C.S. Luxembourg B 179.408.

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Sehr geehrte Aktionäre, hiermit laden wir Sie herzlich zu der

AUSSERORDENTLICHEN HAUPTVERSAMMLUNG

der Gesellschaft ein, die am Mittwoch den *3. Dezember 2014* um 15:00 Uhr in den Räumen des Notariats Martine Schaeffer, 74, Avenue Victor Hugo, L-1750 Luxemburg, abgehalten wird und deren Tagesordnung wie folgt lautet:

Tagesordnung:

1. Abänderung (i.e., Verminderung) der Höhe der in Artikel 5 (Kapital - Aktien und Aktienzertifikate) der Satzung der Gesellschaft festgelegten Vorzugsdividende der B Klasse Aktien und der C Klasse Aktien von jeweils 40,00 EUR und 42,50 EUR pro Aktie auf jeweils 0,40 EUR und 0,425 EUR pro Aktie, um somit die Höhe dieser Vorzugsdividenden an die Änderung (i.e., Erhöhung) des Kapitals und Aktienanzahl der Gesellschaft anzupassen.
2. Dementsprechende Abänderung der Artikel 5 (Kapital - Aktien und Aktienzertifikate) der Satzung der Gesellschaft.
3. Diverses.

Der Verwaltungsrat.

Référence de publication: 2014175070/1729/18.

Persimmons Holding S.A., Société Anonyme.

Siège social: L-8070 Bertrange, 10B, rue des Mérovingiens.

R.C.S. Luxembourg B 135.501.

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Extrait sincère et conforme des décisions de l'Actionnaire unique de la Société adoptées le 16 octobre 2014

Il résulte des décisions prises par l'Actionnaire unique de la Société en date du 16 octobre 2014 que le mandat de Commissaire aux Comptes, la société MARBLEDEAL LUXEMBOURG Sàrl dont le siège social est situé au 10B rue des Mérovingiens à L-8070 Bertrange, inscrite au R.C.S. de et à Luxembourg sous le numéro B 145419, a été renouvelé pour une durée déterminée jusqu'à l'assemblée générale annuelle qui se tiendra en l'année 2017;

Le 16 octobre 2014.

Pour PERSIMMONS HOLDING S.A.

Référence de publication: 2014168621/14.

(140192173) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

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

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 113.917.

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Il résulte de l'assemblée générale ordinaire, du 16 octobre 2014 que:

- Le siège social de la société est transféré de L-1653 Luxembourg, 2-8, avenue Charles de Gaulle vers L-1273 Luxembourg, 19, rue de Bitbourg avec effet immédiat.

- G.T. Fiduciaires SA, ayant son siège social à L-1273 Luxembourg, 19, rue de Bitbourg et inscrit au RCSL sous le numéro B 121820 est nommé nouveau gérant pour une durée indéterminée en remplacement de T.C.G. Gestion S.A.

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

Luxembourg, le 28/10/2014.

G.T. Experts Comptables S.àr.l.

Luxembourg

Référence de publication: 2014168594/16.

(140192453) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2014.

Ecoprompt S.A., Société Anonyme.

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

R.C.S. Luxembourg B 67.590.

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Le Conseil d'Administration a décidé de proroger l'Assemblée Générale Ordinaire des Actionnaires du 5 novembre 2014 à 4 semaines. La

SECONDE ASSEMBLÉE

des Actionnaires se tiendra le *jeudi 4 décembre 2014* à 11h, au 3, rue Nicolas Adames, L-1114 Luxembourg, avec le même ordre du jour, à savoir:

Ordre du jour:

1. Révocation et remplacement du commissaire aux comptes ;
2. Constatation et approbation du report de la date de l'Assemblée Générale Ordinaire ayant pour objet d'approuver les comptes annuels des exercices clôturés au 31 décembre 2013 et 2012.
3. Présentation et approbation du rapport de gestion du Conseil d'Administration ainsi que des rapports de contrôle du Commissaire relatifs aux exercices clôturés au 31 décembre 2013 et 2012.
4. Approbation des comptes annuels arrêtés au 31 décembre 2013 et 2012 ; affectation des résultats.
5. Décharge aux Administrateurs et aux Commissaires pour l'exercice de leur mandat durant les exercices clôturés au 31 décembre 2013 et 2012.
6. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi coordonnée du 10 août 1915 sur les sociétés commerciales.
7. Divers.

Le Conseil d'Administration.

Référence de publication: 2014175088/506/24.

First Baltic Property S.A., Société Anonyme.

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

R.C.S. Luxembourg B 109.076.

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Dear Shareholders, you are hereby convened to the

ANNUAL GENERAL MEETING

Of Shareholders of the Company wich in accordance with the articles of the incorporation of the Company will take place on Friday, *December 05 th 2014* at 14.00 p.m. at 7, Val Ste-Croix, L-1371 Luxembourg.

Agenda:

1. Approval of the reports of the board of Directors for the financial year ended December 31, 2013;
2. Approval of the balance sheet and profit and loss for the financial year ended December 31, 2013;
3. Allocation of the results for the financial year ended December 31, 2013;
4. Discharge to the members of the board of directors and to the Statutory Auditor in respect of the execution of their mandates to December 31, 2013;
5. Deliberation in accordance with article 100 of the law of 10 August 1915 (as amended);
6. Miscellaneous

Participation in the meeting and the right vote restricted to Shareholders who file their intention to attend the meeting by mail or return a duly completed proxy form to the following address: First Baltic Property S.A., Val Ste-Croix, L-1371 Luxembourg no later than Monday 01 st December 2014 at 12 p.m.

The Board of Directors.

Référence de publication: 2014175818/536/22.

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

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

R.C.S. Luxembourg B 164.511.

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The Extraordinary General Meeting of the shareholders of the Company held on 31 October 2014 at 10:00 hrs (local time) at the registered office of the Company at 2-8, Avenue Charles de Gaulle, L-1653 Luxembourg could not validly deliberate, as less than 50% of the share capital of the Company was present or duly represented. Consequently, the board of directors of the Company has the honor to convene the shareholders of the Company to a:

SECOND EXTRAORDINARY GENERAL MEETING

Of the Shareholders which will be held *on 10 December 2014* , at 10.00 hrs (local time) at the registered office of the Company with the following agenda:

Agenda:

1. Full restatement of the articles of incorporation of the Company; and
2. Miscellaneous.

Shareholders may, on simple request sent to the registered office of the Company, obtain a copy of the fully restated articles of incorporation of the Company.

Shareholders are advised that the second Extraordinary General Meeting of shareholders shall validly deliberate regardless of the portion of the capital represented and resolutions will be validly adopted if resolved upon by at least two-third of the votes cast.

If you do not expect to attend the second Extraordinary General Meeting of shareholders in person, please complete and return as soon as possible the proxy form which is available at the registered office of the Company. In order to return the proxy form by fax, please use the following number: (+352) 47 40 66 6503 and send it subsequently by post mail to the registered office of the Company.

In order to be valid for the second Extraordinary General Meeting of shareholders, proxy forms must be received by 12:00 hrs (local time) on 9 December 2014. Only shareholders on record at 12:00 hrs (local time) on 9 December 2014 are entitled to vote at the second Extraordinary General Meeting of shareholders.

The Board of Directors.

Référence de publication: 2014172858/755/30.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck