MEMORIAL

Journal Officiel
du Grand-Duché de
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° 3762 **8 décembre 2014**

SOMMAIRE

Alceda Fund Management S.A. 180544
Arlington International S.à r.l. 180544
BlackRock Global Index Funds 180530
Carrelage Michel Scanzano Sàrl 180574
CoachDynamix S.A. 180574
Europa Nickel S.à r.l. 180575
Exeter/Phoenix Investment Partnership II S.C.S. 180573
Groupe Atrium S.A. 180545
Grün Signalisation S.à r.l. 180545
Hercules Realty Private Limited 180544
HKAC (Luxembourg) S.à r.l. 180547
Impact Capital Partners III LP, ... 180547
Industrial Advisors and Investors Group, en abrégé INADIN S.àr.l. 180546
Infomail S.A. 180546
Ingra S.A. 180546
International Lift System S.à r.l. 180548
IRE Hotel II HoldCo 2 S.à r.l. 180548
Ivanhoe China Property Management S.à r.l. 180545
Ivanhoe Europe Capital 180546
Ivanhoe Europe Equities 180548
JeKu 180548
JeKu 180548
La Sablière S.A. 180549
Livia S.A. 180549
Luxembourg Drinks Company Sàrl 180549
Magix S.A. 180550
Makalu Financial Investments S.A. 180550
MCP-MIC III S.à r.l. 180550
Michael Kors (Luxembourg) Holdings S.à r.l. 180549
Millesimeapp 180549
Miu-Miu S.A. 180550
Mobag S.à.r.l. 180553
NCR International & Co Luxembourg Holdings SNC 180553
NeoXam Luxembourg S.à r.l. 180553
Nosybob S.à r.l. 180554
Nucleus Gestion S.à r.l. 180555
Nucleus Immo 1 S.A. 180555
Nucleus Invest S.à r.l. SPF 180555
Occidental Ampersand Holding 180555
Porte des Ardennes Schmiede S.A. 180555
Procable S.A. 180556
Property S.A. 180556
Provençale Immobilière & Cie 180556
Q-Systems S.à r.l. 180556
Real Estate Solutions 180557
Sustainability- Finance - Real Economies SICAV - SIF 180557

BlackRock Global Index Funds, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 49, avenue J.F. Kennedy.

R.C.S. Luxembourg B 171.278.

—

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

Before the undersigned Maître Henri Hellinckx, notary, residing in Luxembourg.

Was held

an extraordinary general meeting (the "Meeting") of the shareholders of BLACKROCK GLOBAL INDEX FUNDS, (the "Company") an investment company with variable capital (Société d'Investissement à Capital Variable), having its registered office at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxemburg, registered with the Luxembourg Register of Trade and Companies under number B 171 278 and incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a deed dated 30 August 2012 and whose articles of incorporation (the "Articles") have been published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") on 14 September 2012 under number 2290. The articles of incorporation were amended for the last time on 8 October 2012, such amendment having been published in the Mémorial C, n°2781, on 16 November 2012.

The extraordinary general meeting of shareholders is opened at 11 a.m. by Mr. Régis Galiotto, professionally residing in Luxembourg, in the chair,

who appoints as secretary Mrs Solange Wolter-Schieres, professionally residing in Luxembourg.

The extraordinary general meeting of shareholders elects as scrutineer Silvano Del Rosso, professionally residing in Luxembourg.

The bureau of the extraordinary general meeting of shareholders having thus been constituted, the chairman declares and requests the notary to state that:

I. the agenda of the Meeting is the following:

Agenda:

1. To amend article 8 of the articles of incorporation (the "Articles") in order to permit the Company to compulsorily redeem shareholders or prohibit the acquisition of shares in the Company by a prospective shareholder, in the event that the directors of the Company consider that the Company could suffer not only a pecuniary, but generally, a material disadvantage by allowing such shareholders to hold the Company's shares.

2. To amend article 11 of the Articles to (i) allow for ballot papers to be sent or faxed to such address or fax number as indicated by the Company in the relevant convening notices and (ii) allow for ballot papers to be received by the Company no later than 5.p.m., Luxembourg time, on the Luxembourg Business Day immediately preceding the day of the relevant general meeting of shareholders and (iii) to determine that, for the purposes of this article, a "Luxembourg Business Day" shall mean any a day on which banks in Luxembourg are "generally" open for business.

3. To amend article 13 of the Articles to add that the Company shall be managed by a board of directors composed of not less than three members and that members of the board of directors need not be shareholders of the Company.

4. To amend article 14 of the Articles to (i) provide that the quorum requirement for directors' meetings no longer takes into account the residency status of individual directors* and (ii) delete the last paragraph, in its entirety, in order to remove the restriction on directors from dialling into meetings from the United Kingdom.

5. To amend article 16 of the Articles to (i) replace the reference to Directive 78/660/EEC (1) by a reference to article 1 of Directive 2013/34/EU, (ii) provide that a Fund of the Company may invest into other Funds of the Company and (iii) provide that the Company may create feeder funds.

6. To amend article 21 of the Articles to increase the maximum settlement period for redemption proceeds from 7 to 8 Luxembourg business days. This amendment only affects the maximum settlement period for redemptions and it is currently not the intention to change the standard T+3 settlement period.

7. To amend article 22 of the Articles to add one suspension event to those listed, namely to provide for a possible suspension in case of a merger.

8. To amend article 23 of the Articles to clarify the valuation principle of investment fund units that would be held by a Company's Fund.

9. To decide miscellaneous amendments to articles 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 16, 17, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29 and 30 of the Articles to harmonise the terminology used throughout these Articles, to delete or update any outdated or redundant information and to clarify the Company's position where appropriate.

- This will not result in any changes as to how board meetings are conducted in practice and will not alter quorum requirements or tax residency requirements. The provisions which are no longer contained in the Articles, will continue to be contained in BlackRock's code of conduct for board of directors' meetings.

II. The present extraordinary general meeting has been convened by notices reproducing the above agenda published on 26 September 2014 and on 13 October 2014 in the Mémorial, in the "Luxemburger Wort" and in the "Tageblatt" as

it appears from the publication proofs presented to the bureau of the Meeting and the notice has been sent out to the registered shareholders by simple mail on 24 September 2014.

III. It appears from the attendance list, that out of 40,952,032 shares in circulation, 52,874 shares are present or represented at the present extraordinary general meeting.

The Chairman informs the meeting that a first extraordinary general meeting had been convened with the same agenda as the agenda of the present meeting indicated hereabove, for 22 September 2014 and that the quorum requirements for voting the items of the agenda had not been attained.

In accordance with article 67-1 of the law of August 10 th , 1915 on commercial companies, the present meeting may thus deliberate validly no matter how many shares are present or represented

After deliberation the Extraordinary General Meeting of the shareholders of the Company resolves the following:

First resolution

The general meeting decides to amend article 8 of the articles of incorporation (the "Articles") in order to permit the Company to compulsorily redeem shareholders or prohibit the acquisition of shares in the Company by a prospective shareholder, in the event that the directors of the Company consider that the Company could suffer not only a pecuniary, but generally, a material disadvantage by allowing such shareholders to hold the Company's shares.

This resolution was passed by

votes in favour, 52,874

NO votes against and

NO abstentions.

Second resolution

The general meeting decides to amend article 11 of the Articles to (i) allow for ballot papers to be sent or faxed to such address or fax number as indicated by the Company in the relevant convening notices and (ii) allow for ballot papers to be received by the Company no later than 5.p.m., Luxembourg time, on the Luxembourg Business Day immediately preceding the day of the relevant general meeting of shareholders and (iii) to determine that, for the purposes of this article, a "Luxembourg Business Day" shall mean any a day on which banks in Luxembourg are "generally" open for business.

This resolution was passed by

votes in favour, 52,874

NO votes against and

NO abstentions.

Third resolution

The general meeting decides to amend article 13 of the Articles to add that the Company shall be managed by a board of directors composed of not less than three members and that members of the board of directors need not be shareholders of the Company.

This resolution was passed by

votes in favour, 52,874

NO votes against and

NO abstentions.

Fourth resolution

The general meeting decides to amend article 14 of the Articles to (i) provide that the quorum requirement for directors' meetings no longer takes into account the residency status of individual directors* and (ii) delete the last paragraph, in its entirety, in order to remove the restriction on directors from dialling into meetings from the United Kingdom.

This resolution was passed by

votes in favour, 52,874

NO votes against and

NO abstentions.

abstentions.

Fifth resolution

The general meeting decides to amend article 16 of the Articles to (i) replace the reference to Directive 78/660/EEC (1) by a reference to article 1 of Directive 2013/34/EU, (ii) provide that a Fund of the Company may invest into other Funds of the Company and (iii) provide that the Company may create feeder funds.

This resolution was passed by

votes in favour, 52,874

NO votes against and

NO abstentions.

Sixth resolution

The general meeting decides to amend article 21 of the Articles to increase the maximum settlement period for redemption proceeds from 7 to 8 Luxembourg business days.

This resolution was passed by

votes in favour, 52,874

NO votes against and

NO abstentions.

Seventh resolution

The general meeting decides to amend article 22 of the Articles to add one suspension event to those listed, namely to provide for a possible suspension in case of a merger.

This resolution was passed by

votes in favour, 52,874

NO votes against and

NO abstentions.

Eighth resolution

The general meeting decides to amend article 23 of the Articles to clarify the valuation principle of investment fund units that would be held by a Company's Fund.

This resolution was passed by

votes in favour, 52,874

NO votes against and

NO abstentions.

Ninth resolution

The general meeting decides miscellaneous amendments to articles 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 16, 17, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29 and 30 of the Articles to harmonise the terminology used throughout these Articles, to delete or update any outdated or redundant information and to clarify the Company's position where appropriate

This resolution was passed by

votes in favour, 52,874

NO votes against and

NO abstentions.

Consequently, the restated articles of the Company shall read as follows:

Art. 1. There exists among the subscribers and all those who may become holders of shares, a corporation in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of "BLACKROCK GLOBAL INDEX FUNDS" (the "Company").

Art. 2. The Company is established for an indefinite period. The Company may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation.

Art. 3. The exclusive object of the Company is to place the funds available to it in transferable securities of all types and all other permitted assets such as referred to in Article 41 of the law of 17 December 2010 regarding undertakings for collective investment or any legislative replacements or amendments thereof (the "2010 Law") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the 2010 Law.

Art. 4. The registered office of the Company is established in the municipality of Luxembourg-city, in the Grand-Duchy of Luxembourg. Subsidiaries, branches or other offices may be established either in the Grand-Duchy of Luxembourg or abroad by resolution of the board of directors. The registered office of the Company may be transferred within the municipality of Luxembourg-city, Grand-Duchy of Luxembourg, by resolution of the board of directors.

In the event that the board of directors determines 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 abnormal 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.

Art. 5. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Company as defined in article twenty-three hereof.

The minimum capital of the Company shall be not less than the equivalent in United States Dollars ("U.S. $") of one million two hundred and fifty thousand Euro (€ 1,250,000.)

The board of directors is authorised without limitation to issue fully paid shares at any time in accordance with article twenty-four hereof at the net asset value or at the respective net asset value per share determined in accordance with article twenty-three hereof without reserving the existing shareholders a preferential right to subscription of these shares to be issued. The board of directors may delegate to any duly authorised director or officer of the Company or to any other duly authorised person, the duty of accepting subscriptions for, delivering and receiving payment for such new shares.

Such shares may, as the board of directors shall determine, be of different portfolios of assets (hereafter referred to as a "Fund") and the proceeds of the issue of each Fund shall be invested pursuant to article three hereof in securities or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, as the board of directors shall from time to time determine in respect of each Fund.

The board of directors may decide to create within each Fund two or more classes of shares (a "Class" or "Classes") whose assets will be commonly invested pursuant to the specific investment policy of the Fund concerned but where a specific sales and redemption charge structure, hedging policy or other specific feature is applied to each Class. The board of directors may also decide, at any time, to close a particular Class, or, subject to at least 30 days' prior notice to the shareholders of the relevant Class, to merge such Class with another Class of the same Fund. For the purpose of determining the capital of the Company, the net assets attributable to each Fund shall, if not expressed in U.S. $, be converted into U.S. $ and the capital shall be the total net assets of all the Funds.

Shares in each Fund of the Company shall be made widely available for investment by the general public and in the case of specific classes of shares to institutional investors. Shares in each of the Funds shall be marketed and made available sufficiently widely to reach the intended categories of investors, and in a manner appropriate to attract those categories of investors.

Art. 6. The Company shall only issue shares in registered form. Where a registered shareholder does not elect to obtain share certificates, he will receive instead a confirmation of his shareholding. If a registered shareholder desires that more than one share certificate be issued for his shares, the cost of such additional certificates may be charged to such shareholder. Share certificates shall be signed by two directors. Both such signatures may be either manual, or printed, or by facsimile. However, one of such signatures may be by a person delegated to this effect by the board of directors. In such latter case, it shall be manual. The Company may issue temporary share certificates in such form as the board of directors may from time to time determine.

Shares shall be issued only upon acceptance of the subscription and payment of the price as set forth in article twenty-four hereof. The subscriber may, without undue delay, obtain delivery of definitive share certificates.

Shares may also be issued upon acceptance of the subscription against contribution in specie of transferable securities and other assets compatible with the investment policy and the object of the Company.

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered into the register of shareholders. It shall not be entitled to vote but shall be entitled to a corresponding fraction of the dividend.

Payments of dividends, if any, will be made to shareholders, in respect of registered shares, to such places/accounts as indicated to the Company by the registered shareholders.

All issued shares of the Company shall be inscribed in the register of shareholders, which shall be kept by the Company or by one or more persons designated therefor by the Company and such register shall contain the name of each holder of inscribed shares, his residence or elected domicile so far as notified to the Company, the number and Class held by him and the amount paid in on each such share. Every transfer of a share shall be entered in the register of shareholders.

Transfer of registered shares shall be effected (a) if share certificates have been issued, by inscription of the transfer to be made by the Company upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company, and (b), if no share certificates have been issued, by written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefor.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the register of shareholders.

In the event that such shareholder does not provide such address, the Company may permit a notice to this effect to be entered in 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 the Company may determine from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his address as entered in 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.

Art. 7. If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

The Company may, at its discretion, charge the shareholder for the costs of a duplicate or of a new share certificate and all reasonable expenses undergone by the Company in connection with the issuance and registration thereof, or in connection with the annulment of the old share certificate.

Art. 8. The board of directors shall have power to impose such restrictions as it may deem necessary for the purpose of ensuring that no shares in the Company are acquired or held by (a) any person in breach of the law or requirement of any country or governmental authority or (b) any person in circumstances which in the opinion of the board of directors might result in the Company incurring any liability to taxation or suffering any other material disadvantage which the Company might not otherwise have incurred or suffered. In addition to the foregoing, the board of directors may determine to restrict the issue of shares when it is in the interests of the Fund and/or its shareholders to do so, including when any Fund reaches a size that could impact the ability to find suitable investments for that Fund. The board of directors may remove such restriction at its discretion.

More specifically, the Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, and without limitation, by any "U.S. Person", as defined in the Company's then current prospectus. For such purposes the Company may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registration or transfer would or might result in beneficial ownership of such share being vested in a person who is precluded from holding shares in the Company,

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on, the register of shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's shares rests or will rest in a person, who is precluded from holding shares in the Company, and

c) where it appears to the Company that any person who is precluded from holding shares in the Company either alone or in conjunction with any other person is a beneficial owner of shares, compulsorily redeem from any such shareholder all shares held by such shareholder in the following manner:

1) The Company shall serve a notice (hereinafter called the "redemption notice") upon the shareholder, bearing such shares or appearing in the register of shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the redemption price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the redemption notice. Immediately after the close of business on the date specified in the redemption notice, such shareholder shall cease to be a shareholder and the shares previously held by him shall be cancelled.

2) The price at which the shares specified in any redemption notice shall be redeemed (herein called "the redemption price") shall be an amount equal to the per share net asset value of shares in the Company of the relevant Class, determined in accordance with article twenty-three hereof, less a redemption charge and / or contingent deferred sales charge as may be decided from time to time by the board of directors in respect of all redemptions and disclosed in the Company's then current prospectus.

3) Payment of the redemption price will be made to the owner of such shares, except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such owner upon surrender of the share certificate or certificates representing the shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such purchase notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective surrender of the share certificate or certificates as aforesaid.

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

d) decline to accept the vote of any person who is precluded from holding shares in the Company at any meeting of shareholders of the Company.

Art. 9. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all shareholders of the Company regardless of the

Class held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 10. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg as may be specified in the notice of meeting, on 20 September of each year at 11.00 a.m. If such day is not a bank business day in Luxembourg, the annual general meeting of shareholders shall be held on the next following bank business day in Luxembourg.

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

Special meetings of the holders of shares of any one Fund or Class or of several Funds or Classes may be convened by the board of directors to decide on any matters relating to such one or more Funds or Classes and/or to a variation of their rights.

Art. 11. The quorum and notice periods required by Luxembourg law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share of whatever Class and regardless of the net asset value per share within its Class, is entitled to one vote subject to the limitations imposed by these articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing, by fax or by such other means of communication as the board of directors may accept. Except as otherwise required by Luxembourg law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of those present and voting.

The board of directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

Shareholders participating in a shareholder's meeting by video conference or any other telecommunication methods allowing for their identification shall be deemed present for the purpose of quorum and majority computation. Such telecommunication methods shall satisfy such technical requirements that will enable the effective participation in the meeting and the deliberations of the meeting shall be retransmitted on a continuous basis.

The shareholders are authorised to cast their vote by ballot papers («formulaires»).

Any ballot paper shall be delivered by hand with acknowledgment of receipt, by registered post, by special courier service using an internationally recognised courier company at the registered office of the Company or by fax at the fax number of the registered office of the Company or at such address or fax number as indicated by the Company in the relevant convening notices and / or ballot paper.

Any ballot paper which does not contain the information below is to be considered void and shall be disregarded for quorum purposes:

- Name, address or registered office of the relevant shareholder;

- Total number of shares held by the relevant shareholder and, if applicable, number of shares of each Fund or Class held by the relevant shareholder;

- Agenda of the general meeting;

- Indication by the relevant shareholder, with respect to each of the proposed resolutions, of the number of shares for which the relevant shareholder is abstaining, voting in favour of or against such proposed resolutions;

- Name, title and signature of the relevant shareholder or of the duly authorised representative of the relevant shareholder.

Any ballot paper shall be received by the Company no later than 5.p.m., Luxembourg time, on the Luxembourg Business Day immediately preceding the day of the relevant general meeting of shareholders. Any ballot paper received by the Company after such deadline shall be disregarded for quorum purposes. For the purposes of this article, a "Luxembourg Business Day" shall mean a day on which banks in Luxembourg are generally open for business. A ballot paper shall be deemed to have been received:

(a) if delivered by hand with acknowledgment of receipt, by registered post or by special courier service using an internationally recognised courier company; at the time of delivery; or

(b) if delivered by fax, at the time recorded together with the fax number of the receiving fax machine on the transmission receipt.

As long as the share capital is divided into different Funds and shares are of different Classes, the voting rights attached to the shares of any Fund or Class (unless otherwise provided by the terms of issue of the shares of that Fund or Class) may, whether or not the Company is being wound up, be varied with the sanction of a resolution passed at a separate general meeting of the holders of the shares of that Fund or Class by a majority of two-thirds of the votes cast at such separate general meeting. To every such separate meeting the provisions of these articles relating to general meetings shall mutatis mutandis apply, but so that the minimum necessary quorum at every such separate general meeting shall be holders of the shares of the Fund or Class in question present in person or by proxy holding not less than one-half of the issued shares of that Fund or Class (or, if at any re-convened Fund or Class meeting of such holders a quorum as defined above is not present, any one person present holding shares of the Fund or Class in question or his proxy shall be a quorum).

Art. 12. Shareholders will meet upon call by the board of directors, pursuant to notice setting forth the agenda sent or transmitted by any other communication media, at least eight days prior to the meeting to each shareholder at the shareholder's address in the register of shareholders.

Art. 13. The Company shall be managed by a board of directors composed of not less than three members; members of the board of directors need not be shareholders of the Company. A majority of the board of directors shall not comprise persons resident for tax purposes in the United Kingdom.

The directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected, provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

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

Art. 14. The board of directors shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It shall also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders. The board of directors shall meet upon call by any two directors, at the place indicated in the notice of meeting but so that no meeting may take place in the United Kingdom.

The chairman shall preside at all meetings of the board of directors, but in his absence the board of directors may appoint any director as chairman pro tempore by vote of the majority present or represented at any such meeting.

Written notice or notice given by any other communication media of any meeting of the board of directors shall be given to all directors at least twenty-four hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by any other communication media of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the board of directors.

Any director may act at any meeting of the board of directors by appointing in writing or by any other communication media another director as his proxy. Directors may also cast their vote in writing, by telefax or electronic mail. Directors may also attend meetings of the board of directors by means of conference call and video-conference.

The directors may only act at duly convened meetings of the board of directors. Directors may not bind the Company by their individual acts, except as specifically permitted by resolution of the board of directors.

The board of directors can deliberate or act validly only if at least two directors are present or represented at a meeting of the board of directors, or are participating in a video-conference or in a conference call. Decisions shall be taken by majority of the votes of the directors present or represented at such meeting, or participating in the video-conference or conference call. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

The directors acting unanimously by circular resolution may express their consent on one or several separate instruments in writing, or by any other communication media, including by telephone, provided in such latter event that such vote is duly documented in minutes thereof. The date of the decision contemplated by these resolutions shall be the date on which the last director signs.

The board of directors from time to time may appoint the officers of the Company, including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Company. Any such appointment may be revoked at any time by the board of directors. Officers need not be directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in these articles, shall have the powers and duties given them by the board of directors.

The board of directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the board of directors. The board of directors may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the board of directors or not) as it thinks fit.

Art. 15. The minutes of any meeting of the board of directors shall be signed by the chairman pro tempore who presided at such meeting.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by the secretary, or by two directors.

Art. 16. The board of directors is vested with the broadest powers to perform all acts of administration and disposition in the Company's interest. All powers not expressly reserved by Luxembourg law or by the present articles, to the general meeting of shareholders are in the competence of the board of directors.

The board of directors shall have the power to act on behalf of the Company in relation to all matters which are not expressly reserved to the shareholders by these articles and shall, without limiting the generality of the foregoing, have the power to determine the corporate and investment policy for the investments relating to each Fund based on the

principle of spreading of risks, subject to such investment restrictions as may be imposed by the 2010 Law and by other applicable regulations.

The board of directors has, in particular, power to determine the corporate policy. The course of conduct of the management and business affairs of the Company shall not affect such investments or activities as shall fall under such investment restrictions as may be imposed by the 2010 Law or be laid down in the laws and regulations of those countries where the shares are offered for sale to the public or as shall be adopted from time to time by resolution of the board of directors and as shall be described in the Company's then current prospectus relating to the offer of shares.

In the determination and implementation of the investment policy the board of directors may cause the assets of the Company to be invested in transferable securities and money market instruments, units of undertakings for collective investment in transferable securities ("UCITS") authorised according to Directive 2009/65/EC and/or other undertakings for collective investment ("UCIs") within the meaning of article 1, paragraphs 2(a) and 2(b) of Directive 2009/65/EC, deposits with credit institutions, financial derivative instruments and all other permitted assets such as referred to in Part I of the 2010 Law.

Such assets comprise but are not limited to:

(a) Transferable securities and money market instruments admitted to official listings on stock exchanges in member states of the European Union (the "EU") ("Member States"),

(b) Transferable securities and money market instruments dealt in on other regulated markets in Member States, that are operating regularly, are recognised and are open to the public,

(c) Transferable securities and money market instruments admitted to official listings on stock exchanges in any other country in Eastern and Western Europe, the American continent, Asia, Oceania and Africa,

(d) Transferable securities and money market instruments dealt in on other regulated markets that are operating regularly, are recognised and open to the public of any other country in Eastern and Western Europe, the American continent, Asia, Oceania and Africa,

(e) Recently issued transferable securities and money market instruments provided that the terms of the issue include an undertaking that application will be made for admission to the official listing on one of the stock exchanges as specified in a) and c) or regulated markets that are operating regularly, are recognised and open to the public as specified in b) and d) and that such admission is secured within a year of issue,

(f) Units of UCITS and/or other UCIs within the meaning of Directive 2009/65/EC, as amended, whether they are situated in a Member State or not, provided that:

- such other UCIs are authorized under laws which provide that they are subject to supervision considered by the Commission de Surveillance du Secteur Financier ("CSSF") to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;

- the level of protection for unitholders in the other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC, as amended;

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

- no more than 10 % of the UCITS' or other UCIs assets (or of the assets of any sub-fund thereof, provided that the principle of segregation of liabilities of the different compartments is ensured in relation to third parties), whose acquisition is contemplated, can, according to their constitutional documents, be invested in aggregate in units of other UCITS or other UCIs;

The Funds will not invest more than 10% of their net assets into units of UCITS or other UCIs unless otherwise provided for in respect of certain Funds by the Company's then current prospectus. A Fund can, under the conditions provided for in article 181 paragraph 8 of the 2010 Law, invest in the shares issued by one or several other Funds of the Company.

Notwithstanding the 10% limit referred to above, the Company may also decide, under the conditions provided for in Chapter 9 of the 2010 Law that a Fund ("Feeder") may invest at least 85% of its net assets in units or shares of another UCITS ("Master") authorised according to Directive 2009/65/EC (or a sub-fund of such UCITS);

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

(h) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market; and/or financial derivative instruments dealt in over-thecounter ("OTC derivatives"), provided that:

- the underlying consists of instruments described in sub-paragraphs (a) to (g) above, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives;

- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF and;

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

(i) money market instruments other than those dealt in on a regulated market, which fall under article 1 of the 2010 Law, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:

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

- issued by an undertaking any securities of which are dealt in on regulated markets referred to in subparagraphs (a), (b) or (c) above, or;

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

- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent of this article 16(i) and provided that the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with article 1 of Directive 2013/34/EU, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

The Company may invest up to a maximum of 20% of the net assets of any Fund in equity and/or debt securities issued by the same body when the aim of the investment policy of the given Fund is to replicate the composition of a certain equity or debt securities index which is recognised by the CSSF, on the following basis:

- the composition of the index is sufficiently diversified,

- the index represents an adequate benchmark for the market to which it refers,

- it is published in an appropriate manner.

This limit is 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. Investment up to this limit is only permitted for a single issuer.

The Company may invest up to a maximum of 35% of the net assets of any Fund in transferable securities or money market instruments issued or guaranteed by a Member State, its local authorities, by a non-Member State or by public international bodies to which one or more Member States belong.

The Company may invest up to 100% of the net assets of any Fund, in accordance with the principle of risk spreading, in different transferable securities and money market instruments issued or guaranteed by a Member State, its local authorities, by another member State of the OECD or public international bodies of which one or more Member States are members, provided that (i) such securities are part of at least six different issues, and (ii) securities from any one issue do not account for more than 30%of the total assets of such Fund.

Under the conditions set forth by Luxembourg laws and regulations, a Fund of the Company may subscribe, acquire or hold securities to be issued or issued by one or more other Funds of the Company.

The Company can decide, under the conditions set forth by Luxembourg laws and regulations that a Fund ("Feeder") may invest at least 85% of its net assets in units or shares of another UCITS ("Master") authorised according to Directive 2009/65/EC (or a Portfolio of such UCITS).

Art. 17. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company are interested in, or are directors, associates, officers or employees of such other company or firm. Any director, associate or officer of the Company who serves as a director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have any personal interest in any transaction of the Company, except if such transaction is concluded in the ordinary course of business and on market terms, such director or officer shall make known to the board of directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving BlackRock, Inc. or any subsidiary thereof or holding company thereof or any subsidiary of any holding company thereof, or such other company or entity as may from time to time be determined by the board of directors in their absolute discretion.

Art. 18. The Company may indemnify any director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at his request, of any other company of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 19. The Company will be bound by the joint signature of any two directors or officers to whom authority has been delegated by the board of directors or in any other way determined by a resolution of the board of directors.

Art. 20. The Company shall appoint an authorised auditor who shall carry out the duties prescribed by the 2010 Law. The auditor shall be elected by the general meeting of shareholders and shall hold office until his successor is elected.

Art. 21. As is more specifically prescribed hereinbelow, the Company has the power to redeem its own shares at any time within the limitations set forth by the 2010 Law.

Any shareholder may at any time request the redemption of all or part of his shares by the Company. The redemption price shall be paid not later than 8 business days in Luxembourg after the date on which the applicable net asset value was determined or after the date on which the share certificates have been received by the Company, if later, and shall be equal to the net asset value for the relevant Class as determined in accordance with the provisions of article twenty-three hereof less such sum as the board of directors may consider an appropriate provision for dealing expenses and fiscal charges, the resulting amount to be rounded down as the board of directors may decide and less a redemption charge and / or contingent deferred sales charge prevailing at the date on which the redemption is effected, as may be decided by the board of directors from time to time and as disclosed in the Company's then current prospectus. Any such request must be filed by such shareholder in written form at the registered office of the Company in Luxembourg or with any other person or entity appointed by the Company as its agent for redemption of shares. The certificate or certificates for such shares in proper form and accompanied by proper evidence of transfer or assignment must be received by the Company or its agent appointed for that purpose before the redemption price may be paid.

Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

Any shareholder may request conversion of whole or part of his shares of a Class into shares of another Class of the same or of another Fund at the respective net asset values of the shares of the relevant Class, provided that the board of directors may impose such restrictions on conversion as it shall determine, and may make conversion subject to payment of such charge as it shall determine.

If a redemption or conversion of shares would reduce the value of the holdings of a single shareholder of one Class below such number of shares or value as the board of directors shall determine from time to time, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such Class.

The Company will not be bound to redeem or convert any shares of a Fund on any one Valuation Date if there are redemption or outgoing conversion orders that day for all Classes of that Fund with an aggregate value as determined by the board of directors and disclosed in the Company's then current prospectus, and the Company may defer redemptions and conversions in exceptional circumstances that may, in the opinion of the board of directors, adversely affect the interests of holders of any Class or Classes of that Fund. In either case, the directors may declare that redemptions and conversions will be deferred until the Company has executed the necessary realisation of assets out of the Fund concerned or until the exceptional circumstances cease to apply. Redemptions and conversions so deferred will be done on a pro rata basis and will be dealt with in priority to later requests.

Any request for redemption shall be irrevocable except in the event of suspension of redemptions as aforesaid and in the event of suspension of redemption pursuant to article twenty-two hereof. In the absence of revocation, redemption will occur, in the event of reduction, as aforesaid, and in the event of suspension under article twenty-two hereof, as of the first Valuation Date after such reduction or after the end of the suspension.

Notwithstanding the foregoing, if in exceptional circumstances the liquidity of any particular Fund is not sufficient to enable payment or redemption to be made within the stated settlement period, such payment will be made as soon as reasonably practicable thereafter, but without interest.

The board of directors may decide from time to time that redemption or conversion requests per shareholder must be for such minimum amount as disclosed in the Company's then current prospectus.

The board of directors may decide from time to time that, if a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder or shares of one Class below such amount as the board of directors shall determine from time to time, then such shareholder shall be deemed to have requested the redemption or conversion of all its shares of such Class.

If the redemption proceeds payable to a single shareholder exceeds an amount determined by the board of directors and disclosed in the Company's then current prospectus, the board of directors may defer the despatch or transfer as

the case may be of all or part of such amount to a date not later than the seventh Business Day after the date on which it would otherwise have been payable in accordance with the provisions of the Company's then current prospectus.

The board of directors may extend the period for payment of the redemption proceeds to such period not exceeding 45 bank business days after the redemption date, as may be required by settlement and other constraints prevailing in the financial markets of countries in which a substantial part of the assets attributable to a particular Fund shall be invested and this exclusively with respect to those Funds the specific investment objectives and policies of which provide for investments in securities of issuers in developing countries.

At the shareholder's request, the Company may elect to make an in specie payment, having due regard to all applicable laws and regulations and to the interest of all shareholders. In the case of an in specie distribution, the auditor of the Company shall deliver an audit report at the shareholder's cost in accordance with applicable laws.

Art. 22. For the purpose of determining the issue and redemption price per share, the net asset value of shares in the Company shall be determined as to the shares of each Class by the Company from time to time, but in no instance less than twice monthly, as the board of directors may direct (every such day or time for determination of net asset value being referred to herein as a "Valuation Date"), provided that in any case where any Valuation Date would fall on a day observed as a legal holiday by banks and by the stock exchange in Luxembourg, such Valuation Date shall then be the next bank and stock exchange business day following such holiday.

The Company may suspend the determination of the net asset value of shares of any particular Fund and the issue, redemption (including conversion) of shares of such Fund from its shareholders:

a) during the closure (otherwise than for ordinary holidays) of or suspension or restriction of trading on any stock exchange or market on which are quoted a substantial proportion of the investments held in that Fund;

b) during the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Company attributable to such Fund would be impracticable;

c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments of such Fund or the current price or values on any stock exchange or other market;

d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of such shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the board of directors be effected at normal rates of exchange;

e) during any period when the net asset value per share of any subsidiary of the Company may not be accurately determined;

f) where notice has been given or a resolution passed for the closure of a Fund in accordance with article 28 hereof;

g) in respect of a suspension of the issuing of shares only, any period when notice of winding up of the Company as a whole has been given;

h) following a decision to merge a Fund or the Company, if justified with a view to protecting the interest of shareholders;

i) in case a Fund is a Feeder of another UCITS (or a sub-fund thereof), if the net asset value calculation of the Master UCITS (or the sub-fund thereof) is suspended.

Any such suspension shall be published, if appropriate, by the Company and shall be notified to shareholders requesting redemption or conversion of their shares by the Company at the time of the filing of the written request for such redemption as specified in article twenty-one hereof.

Such suspension as to any Fund shall have no effect on the calculation of the net asset value, the issue, redemption and conversion of the shares of any other Fund.

Art. 23. The net asset value of shares of each Fund and Class in the Company shall be expressed in the currency of the relevant Fund and Class and in such other currency as the board of directors shall from time to time determine as a per share figure and shall be determined in respect of any Valuation Date by dividing the net assets of the Company corresponding to each Fund and Class, being the value of the assets of the Company corresponding to such Fund and Class less the liabilities attributable to such Fund and Class, by the number of shares of the relevant Fund and Class then outstanding and shall be rounded up or down to the nearest whole second decimal, with half a decimal being rounded up. If since the last Valuation Date there has been a material change in the quotations on the markets on which a substantial portion of the investments of the Company attributable to a particular Fund are dealt or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation, provided that in such case all subscriptions, conversions and redemptions to be effected on the basis of the first valuation must be made on the basis of such second valuation.

The valuation of the net asset value of the different Funds and Classes shall be made in the following manner:

A. The assets of the Company shall be deemed to include:

a) all cash on hand or on deposit, including any interest accrued thereon;

b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered) except those receivable from a subsidiary of the Company;

c) all bonds, time notes, shares, stock, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company;

d) all stock, stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

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

f) the preliminary expenses of the Company insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Company, and

g) all other assets of every kind and nature, including prepaid expenses.

B. The value of such assets shall be determined as follows:

i) the value of cash in hand or on deposit, of bills payable on demand and of any amount due, of prepaid expenses, of dividends and interest declared or due but not yet collected, shall be equal to the respective nominal value or amount, except if it appears unlikely that such nominal value or amount may be obtained, in which case the value shall be determined by deducting a certain amount which appears adequate to the board of directors for the purpose of reflecting the true value of these assets;

ii) the value of all securities and other assets not within paragraph i) forming any particular Fund's portfolio shall be determined by last known prices upon close of the exchange on which those securities or assets are traded or admitted for trading. For securities traded on markets closing after the time of valuation, last known prices as of this time or such other time may be used. In certain circumstances disclosed in the Company's then current prospectus, the board of directors may use bid or offer prices. The value of any securities or assets traded on any other regulated market shall be determined in the same way. Where such securities or other assets are quoted or dealt in on or by more than one stock exchange or regulated markets the board of directors may in their discretion select one of such stock exchanges or regulated markets for such purposes;

iii) Shares or units in investment funds managed by the Company's management company or any of its associates shall be valued using prices based on the current day's net asset value where available. Where the current day's net asset value is not available, the latest available published price will be used. If bid and offer prices are published, the mid of the bid price and discounted offer price will be used (the "mid-price"). For these purposes, the discounted offer price is the offer price less any discounted sales charge. Shares or units in other investment funds shall be valued at the last published net asset value or (if bid and offer prices are published) the mid-price.

iv) securities not traded on or admitted to any official stock exchange or any regulated market, and securities so traded or admitted the last known price of which is not considered to reflect their true value, will be valued by the board of directors with prudence and good faith on the basis of their expected disposal or acquisition price (as appropriate);

v) where possible, swaps are marked to market based upon daily prices obtained from third party pricing agents and verified against the quotations of the actual market maker. Where third party prices are not available, swap prices are based upon daily quotations available from the market maker;

vi) subject to what is said above, if on the date of the valuation cash or other assets belonging to the Company have been or are being disposed of, the amounts so to be obtained by the Company shall be included in the Company's assets, in lieu thereof; if however the value of such assets is not yet precisely known, it shall be appraised by the board of directors with prudence and in good faith;

vii) if in any case a particular value is not ascertainable as above provided or if the board of directors shall consider that some other method of valuation more accurately reflects the fair value of the relevant security or other asset for the purpose concerned, then in such case the method of valuation of the relevant security or other asset shall be such as the board of directors in their absolute discretion shall decide. The directors may set specific thresholds that, where exceeded, result in adjustment to the value of securities presenting discrepancies in value to their fair value by applying a specific index adjustment.

C. The liabilities of the Company shall be deemed to include:

a) all loans, bills and accounts payable, except those payable to any subsidiary;

b) all accrued or payable administrative expenses (including investment management fee, custodian fee and corporate agents' fees);

c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company where the Valuation Date falls on the record date for determination of the person entitled thereto or is subsequent thereto;

d) an appropriate provision for future taxes based on capital and income to the Valuation Date, as determined from time to time by the Company, and other reserves if any authorised and approved by the board of directors and

e) all other liabilities of the Company of whatsoever kind and nature.

In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees and expenses payable to its investment advisers or investment managers, accountants, custodian, domiciliary, registrar and transfer agents, any paying agents and permanent representatives in

places of registration, any other agent employed by the Company, fees for legal or auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda, registration statements, or annual and semi-annual reports, stock exchange listing costs and the costs of obtaining any registration with an authorisation from governmental authorities and all other operating expenses including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature and an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

D. The board of directors shall establish a pool of assets for each Fund in the following manner:

a) the proceeds from the issue of shares of each Fund shall be applied in the books of the Company to Fund established for that Class, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Fund subject to the provisions of this article;

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Fund as the assets from which it was derived and on each valuation of an asset, the increase or decrease in value shall be applied to the relevant Fund;

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

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Fund, such asset or liability shall be allocated to all the Funds pro rata to the net asset values of the relevant Fund provided that the board of directors may reallocate any asset or liability previously allocated by them if in their opinion circumstances so require; and the board of directors may in the books of the Company appropriate an asset or liability from one Fund to another if for any reason (including, but not limited to, a creditor proceeding against certain assets of the Company) an asset or a liability would but for such appropriation not have been borne wholly or partly in the manner determined by the board of directors under this article; provided that the liabilities shall be segregated on a Fund by Fund basis with third party creditors having recourse only to the assets of the Fund concerned;

e) upon the payment, or the occurrence of the record date, if determined, for payment, of dividends to the holders of any Fund, the net asset value of such Fund, shall be reduced by the amount of such dividends.

E. For the purposes of this article:

a) shares of the Company to be redeemed under article twenty-one hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Date referred to in this article, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;

b) all investments, cash balances and other assets of the Company expressed in currencies other than the U.S. $, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the asset value of shares and

c) effect shall be given on any Valuation Date to any purchases or sales of securities contracted for by the Company on such Valuation Date, to the extent practicable.

Art. 24. Whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold shall be the net asset value as hereinabove defined for the relevant Fund and Class plus such commission as the sale documents may provide plus such sum as the board of directors may consider an appropriate provision for dealing expenses and fiscal charges, such price to be rounded up as the board of directors may decide from time to time. Any remuneration to agents active in the placing of the shares shall be paid out of such commission. The price so determined shall be payable not later than seven business days after the date on which the applicable net asset value was determined.

The issue price may, upon approval of the board of directors, and subject to all applicable laws, namely with respect to a special audit report prepared by the auditor of the Company at the investor's cost confirming the value of any assets contributed in specie, be paid by contributing to the relevant Fund securities acceptable to the board, consistent with the investment policy and investment restrictions of such Fund.

Art. 25. The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the 2010 Law (the "Custodian"). All securities and cash of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its shareholders the responsibilities provided by the 2010 Law.

In the event of the Custodian desiring to retire the board of directors shall use their best endeavours to find a company to act as custodian and upon doing so the board of directors shall appoint such company to be custodian in place of the retiring Custodian. The board of directors may terminate the appointment of the Custodian, but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this provision to act in the place thereof.

Art. 26. The accounting year of the Company shall begin on the first of April of each year and shall terminate on the thirty-first of March of the following year. The accounts of the Company shall be expressed in U.S. $ When there shall be different Funds as provided for in article five hereof, and if the accounts within such Funds are expressed in different

currencies, such accounts shall be translated into U.S. $ and added together for the purpose of the determination of the accounts of the Company.

Art. 27. The appropriation of the annual results and any other distributions shall be determined by the annual general meeting of shareholders upon proposal by the board of directors provided that any resolution of a general meeting of shareholders deciding on whether or not dividends are to be declared to the shares or other distributions of any Class shall be subject to a sole vote of the shareholders of the relevant Class.

Dividends shall be paid in U.S. $ or such other currency in which the net asset value of the shares of any Class is expressed.

Interim dividends may be paid out upon decision of the board of directors.

The Company may operate such income equalisation arrangements in relation to all or any of the Classes as the board of directors may think fit with a view to ensuring that the level of dividends payable on the relevant Class is not affected by the issue or redemption of shares of the relevant Class during an accounting period.

No distribution may be made if after declaration of such distribution the Company's capital is less than the minimum capital imposed by the 2010 Law. No dividends shall be declared in respect of accumulation shares.

Art. 28. In the event of a dissolution of the Company liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each Class shall be distributed by the liquidators to the holders of shares of each Class in proportion of their holding of shares in such Class.

If at any time the aggregate net asset value of the Company shall be less than U.S. $ 100,000,000, the Company may, by notice to all holders of shares, redeem on the dealing day next following the expiry of the notice all (but not some) of the shares not redeemed.

If for any reason the net asset value of any Fund is lower than U.S. $ 50 million or if the board of directors deem it appropriate because it is in the interest of the shareholders or because of changes in the economic or political situation affecting the relevant Fund the board of directors may terminate the Fund by redeeming all (but not some) of the shares of that Fund on the next dealing day following the expiry of such period of notice.

The termination of a Fund by way of a compulsory redemption of all shares for reasons other than those outlined in the preceding paragraph, may be effected only upon the prior approval of such termination, by the shareholders of the Fund concerned at a duly convened meeting or meetings which may be validly held without quorum of presence and may decide by a simple majority of the votes cast.

Liquidation proceeds not claimed by shareholders at close of liquidation of a Fund will be deposited at the Caisse de Consignation in Luxembourg and shall be forfeited after thirty years.

The redemption price of shares of any Fund which is to be terminated pursuant to the above provisions shall, as from the date on which notice or approval is given (as the case may be), reflect the anticipated realisation and liquidation costs of such termination, and no redemption charge may be made in respect of any such redemption.

The board of directors shall have the power, in accordance with the provisions of the 2010 Law, to merge a Fund, either as absorbing or as absorbed Fund, with another Fund of the Company or with another UCITS (or sub-fund thereof) (whether established in Luxembourg or another Member State and whether incorporated as a company or as a contractual type fund). The Company shall send a notice to the shareholders of the relevant Funds in accordance with the provisions of CSSF Regulation 10-5 as such regulation may be amended or replaced from time to time. Every shareholder of the relevant Funds shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost (other than the cost of disinvestment) during a period of at least 30 days before the effective date of the merger, it being understood that the effective date of the merger takes place within five business days after the expiry of such notice period.

A merger having as effect that the Company as a whole will cease to exist must be decided by the shareholders of the Company before a notary. No quorum is required and the decision shall be taken at a simple majority of the shareholders present or represented and voting.

Art. 29. These articles of incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and majority requirements provided by Luxembourg law. Any amendment affecting the rights of the holders of shares of any Fund or Class vis-à-vis those of any other Fund or Class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant Fund or Class.

Art. 30. All matters not governed by these articles of incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and the 2010 Law. All references throughout these articles of incorporation to laws and directives and to articles of those laws and directives shall include references to amendments or replacements of such laws and directives and their respective articles.

There being no further business before the meeting, the same was thereupon closed at 11.45 a.m. The undersigned notary who understands and speaks English, states herewith that on request of the appearing persons, this deed is worded in English only.

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

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

Signé: R. GALIOTTO, S. WOLTER, S. DEL ROSSO et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 6 novembre 2014. Relation: LAC/2014/52047. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 26 novembre 2014.

Référence de publication: 2014188106/811.

(140210568) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 novembre 2014.

Alceda Fund Management S.A., Société Anonyme.

Siège social: L-1347 Luxembourg, 6A, Circuit de la Foire Internationale.

R.C.S. Luxembourg B 123.356.

—

Wir teilen mit, dass Herr Ralf Rosenbaum am 13. November 2014 als täglicher Geschäftsführer und Verwaltungsratsmitglied der Gesellschaft zurückgetreten ist.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2014192276/10.

(140215016) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2014.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 94.629.

—

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.

Pour Arlington International S.à r.l.
Signature
Un Mandataire

Référence de publication: 2014177363/12.

(140203716) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Hercules Realty Private Limited, Société à responsabilité limitée.

Siège social: L-1628 Luxembourg, 1, rue des Glacis.

R.C.S. Luxembourg B 134.605.

—

LIQUIDATION JUDICIAIRE

Extrait

Par jugement rendu en date du 14 novembre 2014, le Tribunal d'arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, a en vertu de l'article 203 de la loi modifiée du 10 août 1915 sur les sociétés commerciales, prononcé la dissolution et ordonné la liquidation de la société:

- société Hercules Realty Private Limited S.à.r.l, avec siège social à L-1628 Luxembourg, 1, Rue des Glacis, de fait inconnue à cette adresse

Le même jugement a nommé juge-commissaire Monsieur Thierry Schiltz, juge au Tribunal d'arrondissement de et à Luxembourg, et liquidateur Maître Cécilia COUSQUER, avocat à la Cour, demeurant à Luxembourg, et ordonne aux créanciers de faire la déclaration de leurs créances au greffe du Tribunal de commerce de et à Luxembourg avant le 5 décembre 2014.

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

Pour extrait conforme
Me Cécilia COUSQUER
Le liquidateur

Référence de publication: 2014177639/22.

(140203725) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Grün Signalisation S.à r.l., Société à responsabilité limitée.

Siège social: L-2529 Howald, 35, rue des Scillas.

R.C.S. Luxembourg B 40.903.

—

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

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

IF EXPERTS COMPTABLES
B.P. 1832 L-1018 Luxembourg
Signature

Référence de publication: 2014177633/12.

(140203753) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Groupe Atrium S.A., Société Anonyme.

Siège social: L-8399 Windhof, 6, rue d'Arlon.

R.C.S. Luxembourg B 87.003.

—

Les statuts coordonnés suivant le répertoire n° 2156 du 29 octobre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Jean-Paul MEYERS
Notaire

Référence de publication: 2014177632/12.

(140203788) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Ivanhoe China Property Management S.à r.l., Société à responsabilité limitée.

Capital social: USD 18.000,00.

Siège social: L-2449 Luxembourg, 25A, boulevard Royal.

R.C.S. Luxembourg B 152.342.

—

En date du 7 novembre 2014, l'associé unique de la Société a décidé de nommer:

- Monsieur Daniel Boone, né le 28 janvier 1965 à Lille, France ayant pour adresse professionnelle 66, Boulevard Napoléon 1 er , L-2210 Luxembourg, Grand-Duché de Luxembourg, comme gérant de la Société, avec effet au 8 novembre 2014 pour une durée indéterminée.

Il est aussi à noter que Messieurs Jean-Jacques Josset et Jacob Mudde ainsi que Madame Jacqueline Kost, gérants de la Société, ont démissionné de leur poste de gérant avec effet au 8 novembre 2014.

En conséquence de quoi, le conseil de gérance de la Société se compose dorénavant comme suit:

(i) Daniel Boone;

(ii) Jean-Philippe Gachet;

(iii) Louis Voizard.

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

Signature
Un Mandataire

Référence de publication: 2014177674/21.

(140204209) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Infomail S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 8A, avenue Monterey.

R.C.S. Luxembourg B 60.600.

—

Extrait du conseil d'administration du 24 mars 2014

Le conseil d'administration décide de nommer Monsieur Patrick Ludovicy avec adresse professionnelle à 2 rue Christophe Plantin L-2339 Luxembourg, administrateur-délégué, fonction à exercer conjointement avec Monsieur Claude Hansen, membre du conseil d'administration et administrateur-délégué d'Infomail S.A.

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

Référence de publication: 2014177690/12.

(140203445) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Ingra S.A., Société Anonyme.

Siège social: L-2450 Luxembourg, 17, boulevard Roosevelt.

R.C.S. Luxembourg B 49.025.

—

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

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

Luxembourg, le 17 novembre 2014.

FIDUCIAIRE FERNAND FABER

Signature

Référence de publication: 2014177691/12.

(140203603) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Ivanhoe Europe Capital, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2449 Luxembourg, 25A, boulevard Royal.

R.C.S. Luxembourg B 109.008.

—

En date du 7 novembre 2014, l'associé unique de la Société a décidé de nommer:

- Monsieur Daniel Boone, né le 28 janvier 1965 à Lille, France ayant pour adresse professionnelle 66, Boulevard Napoléon 1 er , L-2210 Luxembourg, Grand-Duché de Luxembourg, comme gérant de la Société, avec effet au 8 novembre 2014 pour une durée indéterminée.

Il est aussi à noter que Messieurs Jean-Jacques Josset et Jacob Mudde ainsi que Madame Jacqueline Kost, gérants de la Société, ont démissionné de leur poste de gérant avec effet au 8 novembre 2014.

En conséquence de quoi, le conseil de gérance de la Société se compose dorénavant comme suit:

(i) Daniel Boone;

(ii) Jean-Philippe Gachet;

(iii) Tony Roy.

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

Signature

Un Mandataire

Référence de publication: 2014177675/21.

(140204203) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Industrial Advisors and Investors Group, en abrégé INADIN S.àr.l., Société à responsabilité limitée.

Siège social: L-1736 Senningerberg, 1B, Heienhaff.

R.C.S. Luxembourg B 122.798.

—

La société IMPERIAL & CAMBRIDGE INVESTMENTS SARL, associé de la société Industrial Advisors and Investors Group Sàrl, a actuellement son siège social au 36, avenue Marie-Thérèse, L - 2132 Luxembourg

Pour avis sincère et conforme

Référence de publication: 2014177667/10.

(140203828) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Impact Capital Partners III LP,, Société en Commandite spéciale.

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

R.C.S. Luxembourg B 191.878.

—

Extrait du contrat social de la Société

La dénomination de la société en commandite spéciale est Impact Capital Partners III, LP (la Société).

La Société a commencé le 13 novembre 2014, date à laquelle le contrat social de la Société (le Contrat Social) a été signé et se poursuivra jusqu'au 13 novembre 2019, sauf liquidation anticipée ou extension conformément au Contrat Social.

La Société est constituée exclusivement dans l'objet d'investir dans des titres émis par des Sociétés de capital risque, et de gérer ces participations. La Société peut (a) s'engager dans toute autre activité que l'Associé Commandité estime nécessaire, utile, opportun ou accessoire à ce qui précède et (b) s'engager dans toute autre activité légale qui n'est pas incompatible avec ce qui précède. La Société peut prêter des fonds à ses filiales ainsi qu'à toutes autres sociétés. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise. La Société peut employer toutes les techniques et instruments nécessaires à une gestion efficace de ses investissements et à sa protection contre les risques de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêts et autres risques. La Société peut effectuer toutes les opérations commerciales, financières ou industrielles et toutes les transactions concernant des biens immobiliers ou mobiliers qui, directement ou indirectement, favorisent ou se rapportent à son objet social.

L'associé commandité unique de la Société (responsable indéfiniment et solidairement de tous les engagements sociaux de la Société conformément à l'article 16 (1) de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée) est Twelve Sicamore S.à r.l., une société à responsabilité limitée luxembourgeoise immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 172 242 et dont le siège social se situe au 10A, rue Henri M. Schnadt, L-2530 Luxembourg (l'Associé Commandité).

Le siège social de la société se trouve au 10A, rue Henri M. Schnadt, L-2530 Luxembourg, Grand-Duché de Luxembourg.

La gestion, le contrôle, le fonctionnement, ainsi que la détermination de la politique concernant, la Société, ses investissements et autres activités sont exclusivement attribués à l'Associé Commandité, le pouvoir de réaliser, au nom et pour le compte de la Société, si nécessaire et approprié, tous les objectifs et objets de la Société et d'accomplir tous les actes ainsi que de conclure et d'exécuter tous les contrats et autres engagements que l'Associé Commandité, à sa seule discrétion, juge nécessaires, utiles, opportun ou accessoire à ces objectifs et objets.

L'Associé Commandité est autorisé de manière exclusive et unique à représenter la Société et à engager vis-à-vis des tiers, en toutes circonstances et pour toutes transactions.

La Société est représentée par un associé gérant commandité (managing general partner), Twelve Sicamore S.à r.l.

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

Référence de publication: 2014177666/40.

(140204037) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

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

Capital social: USD 70.000,00.

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

R.C.S. Luxembourg B 150.264.

—

EXTRAIT

Il résulte des résolutions prises par l'associé unique de la Société en date du 14 novembre 2014 que:

1. La démission de Monsieur Philippe SALPETIER, gérant de classe B de la Société, a été acceptée avec effet au 31 octobre 2014.

2. Monsieur Livio GAMBARDELLA, né le 2 décembre 1975 à Terlizzi, Italie, demeurant professionnellement au 16, avenue Pasteur L-2310 Luxembourg, a été nommé en tant que gérant de classe B de la Société, avec effet au 31 octobre 2014, et ce pour une durée indéterminée.

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

Luxembourg, le 14 novembre 2014.

Référence de publication: 2014177650/17.

(140203178) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

JeKu, Société à responsabilité limitée.

Siège social: L-3317 Bergem, 10, Steewee.

R.C.S. Luxembourg B 139.772.

—

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.

Luxembourg, le 17 novembre 2014.

Référence de publication: 2014177706/10.

(140204016) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

JeKu, Société à responsabilité limitée.

Siège social: L-3317 Bergem, 10, Steewee.

R.C.S. Luxembourg B 139.772.

—

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

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

Luxembourg, le 17 novembre 2014.

Référence de publication: 2014177707/10.

(140204020) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

IRE Hotel II HoldCo 2 S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 37A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 179.720.

—

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

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

Luxembourg, le 17 novembre 2014.

Référence de publication: 2014177702/10.

(140203559) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

International Lift System S.à r.l., Société à responsabilité limitée.

Siège social: L-2450 Luxembourg, 15, boulevard Roosevelt.

R.C.S. Luxembourg B 75.082.

—

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

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

Luxembourg, le 17 novembre 2014.

FIDUCIAIRE FERNAND FABER

Signature

Référence de publication: 2014177692/12.

(140203557) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Ivanhoe Europe Equities, Société à responsabilité limitée.

Capital social: EUR 8.912.500,00.

Siège social: L-2449 Luxembourg, 25A, boulevard Royal.

R.C.S. Luxembourg B 109.039.

—

En date du 7 novembre 2014, l'associé unique de la Société a décidé de nommer:

- Monsieur Daniel Boone, né le 28 janvier 1965 à Lille, France ayant pour adresse professionnelle 66, Boulevard Napoléon 1 ^{er} , L-2210 Luxembourg, Grand-Duché de Luxembourg, comme gérant de la Société, avec effet au 8 novembre 2014 pour une durée indéterminée.

Il est aussi à noter que Messieurs Jean-Jacques Josset et Jacob Mudde ainsi que Madame Jacqueline Kost, gérants de la Société, ont démissionné de leur poste de gérant avec effet au 8 novembre 2014,

En conséquence de quoi, le conseil de gérance de la Société se compose dorénavant comme suit:

(i) Daniel Boone;

(ii) Jean-Philippe Gachet;

(iii) Tony Roy.

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

Signature
Un Mandataire

Référence de publication: 2014177676/21.

(140203850) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

La Sablière S.A., Société Anonyme.

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

R.C.S. Luxembourg B 164.434.

—

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: 2014177763/10.

(140203508) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Livia S.A., Société Anonyme.

Siège social: L-3378 Livange, Zone Industrielle.

R.C.S. Luxembourg B 62.259.

—

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

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

Signature.

Référence de publication: 2014177771/10.

(140203738) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Luxembourg Drinks Company Sàrl, Société à responsabilité limitée.

Siège social: L-5832 Fentange, 25, Op der Hobuch.

R.C.S. Luxembourg B 159.350.

—

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

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

Signature.

Référence de publication: 2014177778/10.

(140203876) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Michael Kors (Luxembourg) Holdings S.à r.l., Société à responsabilité limitée.

Capital social: USD 150.020.000,00.

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

R.C.S. Luxembourg B 191.590.

—

Les statuts coordonnés 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 17 novembre 2014.

Référence de publication: 2014177792/10.

(140204099) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Millesimeapp, Société à responsabilité limitée.

Siège social: L-8080 Bertrange, 12, route de Longwy.

R.C.S. Luxembourg B 186.698.

—

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

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

Luxembourg, le 17 novembre 2014.

Référence de publication: 2014177793/10.

(140203490) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Magix S.A., Société Anonyme.

Siège social: L-1528 Luxembourg, 5, boulevard de la Foire.

R.C.S. Luxembourg B 102.850.

—

CLÔTURE DE LIQUIDATION

Par jugement du 19 décembre 2013, portant le numéro 1509/13, le tribunal d'arrondissement de Luxembourg, VI section, siégeant en matière commerciale, a ordonné la clôture de la liquidation (L-5821/08) de la société:

- MAGIX S.A. (B102850) siège social à L-1528 Luxembourg, 5 bd de la Foire;

Pour extrait conforme
Me Stefan SCHMUCK
Le liquidateur

Référence de publication: 2014177798/14.

(140203902) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Makalu Financial Investments S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 11, rue Beaumont.

R.C.S. Luxembourg B 173.102.

—

Les comptes 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.

MAKALU FINANCIAL INVESTMENTS S.A.
Régis DONATI / Jacopo ROSSI
Administrateur / Administrateur

Référence de publication: 2014177800/12.

(140203804) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

MCP-MIC III S.à r.l., Société à responsabilité limitée.

Capital social: USD 19.215,00.

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

R.C.S. Luxembourg B 134.355.

—

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 17 novembre 2014.

Référence de publication: 2014177811/10.

(140204212) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Miu-Miu S.A., Société Anonyme.

Siège social: L-1260 Luxembourg, 5, rue de Bonnevoie.

R.C.S. Luxembourg B 45.708.

—

In the year two thousand and fourteen, on the seventh day of November,

Before the undersigned, Henri Beck, notary resident in Echternach, Grand Duchy of Luxembourg,

was held

an extraordinary general meeting (the Meeting) of the shareholders of MIU-MIU S.A., a société anonyme having its registered office at 5, rue de Bonnevoie, L-1260 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 45708 (the Company).

The Company was incorporated on November 24, 1993, pursuant to a deed drawn up by Francis Kesseler, notary resident in Esch-sur-Alzette, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations (the Mémorial) number 602, on December 18, 1993. Since that date, the Company's articles of association (the Articles) have been amended several times, most recently on September 24, 2010 and published in the Mémorial under number 2584, on November 26, 2010.

The Meeting was chaired by Peggy Simon, employee, residing professionally at L-6475 Echternach, 9, Rabatt,

who appoints herself as scrutineer and who appoints as secretary Mariette Schou, employee, residing professionally at L-6475 Echternach, 9, Rabatt.

The Meeting's officers having thus been appointed, the chairperson declares and requests the notary to state:

I. The Meeting has been validly convened;

II. That the shareholders present or represented and the number of shares held by them are shown on an attendance list signed by the shareholders or their authorised representatives, the Meeting's officers and the notary. This attendance list and the power of attorney will be registered with this deed.

III. That it appears from the attendance list that all the shares are represented. The Meeting is thus regularly constituted and may deliberate and decide on the items on the agenda.

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

(a) Dissolution of the Company.

(b) Appointment of the liquidator.

(c) Powers of the liquidator.

(d) Instructions for the liquidator.

V. That the Meeting has unanimously taken the following resolutions:

First resolution

The shareholders resolve to dissolve the Company with immediate effect and to put it into liquidation (liquidation volontaire).

Second resolution

The shareholders resolves to appoint Fidelia S.A., having its registered office at 5, rue de Bonnevoie, L-1260 Luxembourg, Grand Duchy of Luxembourg, registered with the Register of Commerce and Companies under number B 145508 as the Company's liquidator (the Liquidator) and that the Liquidator will be entitled to a remuneration as determined in the engagement letter entered into on October 30, 2014 in the amount of three thousand five hundred euro (EUR 3,500). The Liquidator is empowered, by its sole signature, to do whatever is required for the liquidation of the Company and the disposal of its assets.

Third resolution

The shareholders resolve to grant the Liquidator all the powers set out in articles 144 et seq. of the Luxembourg law of 10 August, 1915 on commercial companies, as amended (the Law).

The Liquidator is entitled to execute all deeds and carry out all operations, including those referred to in article 145 of the Law, without the prior authorisation of the shareholders. The Liquidator may, under its sole responsibility, delegate some of its powers to one or more persons or entities for specifically defined operations or tasks.

The Liquidator is authorised to make advance payments of the liquidation proceeds (boni de liquidation) to the shareholders, subject to the drawing-up of interim accounts.

Fourth resolution

The shareholders resolve to instruct the Liquidator to realise all the Company's assets on the best possible terms and to pay all its debts.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever to be borne by the Company in connection with this notarial deed are estimated at approximately eight hundred fifty Euro (EUR 850.-).

Declaration

The undersigned notary, who understands and speaks English, states that at the request of the sole shareholder, this deed is drawn up in English, followed by a French version, and that in the case of discrepancies, the English text prevails.

This notarial deed is drawn up in Echternach, on the date stated above.

After reading this deed aloud, the notary signs it with the Meeting's officers and the Sole shareholder' authorised representative.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le septième jour de novembre,

Par-devant Henri Beck, notaire de résidence à Echternach, Grand-Duché de Luxembourg,

S'est tenue

une assemblée générale extraordinaire (l'Assemblée) des actionnaires de MIU-MIU S.A., une société anonyme ayant son siège social au 5, rue de Bonnevoie, L-1260 Luxembourg, Grand-Duché de Luxembourg (la Société).

La Société a été constituée le 24 novembre 1993, suivant acte reçu par Maître Francis Kesseler, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations (le Mé-

morial) numéro 602 du 18 décembre 1993. Depuis, les statuts de la Société (les Statuts) ont été modifiés à plusieurs reprises et le plus récemment le 24 septembre 2010, suivant acte reçu publié au Mémorial numéro 2584 du 26 novembre 2010.

L'Assemblée est présidée par Peggy Simon, employée, demeurant professionnellement à L-6475 Echternach, 9, Rabatt,

qui se nomme elle-même comme scrutateur et qui nomme comme secrétaire Mariette Schou, employée, demeurant professionnellement à L-6475 Echternach, 9, Rabatt.

Le bureau de l'Assemblée ayant été formé, le président déclare et demande au notaire d'acter ce qui suit:

I. Que l'Assemblée fut valablement tenue;

II. Que tous les actionnaires présents ou représentés et le nombre de leurs actions sont renseignés sur une liste de présence signée par eux ou leurs représentants, par le bureau de l'assemblée et le notaire. Ladite liste de présence ainsi que les procurations seront enregistrées avec le présent acte.

III. Qu'il appert de la liste de présence que toutes les actions sont représentées. L'Assemblée est par conséquent régulièrement constituée et peut délibérer et décider sur les points de l'ordre du jour.

IV. Que l'ordre du jour de l'Assemblée est le suivant:

(a) Dissolution de la Société.

(b) Nomination du liquidateur.

(c) Pouvoirs du liquidateur.

(d) Instructions au liquidateur.

V. Que l'Assemblée a pris les résolutions suivantes:

Première résolution

Les Actionnaires décident de dissoudre la Société avec effet immédiat et de la mettre en liquidation volontaire.

Deuxième résolution

Les Actionnaires décident de nommer Fidelia S.A., dont le siège social se situe à 5, rue de Bonnevoie, L-1260 Luxembourg, inscrite au Registre du commerce et des sociétés de Luxembourg sous le numéro B 145508 comme liquidateur de la Société (le Liquidateur) et décident que le Liquidateur bénéficiera d'une rémunération telle que déterminée dans sa lettre de mission en date du 30 octobre 2014 d'un montant de trois mille cinq cent euros (EUR 3,500). Le Liquidateur est autorisé à accomplir, sous sa seule signature, tout ce qui est nécessaire à la liquidation de la Société et à la réalisation de ses actifs.

Troisième résolution

Les Actionnaires décident d'attribuer au Liquidateur tous les pouvoirs prévus aux articles 144 et suivants de la loi luxembourgeoise du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi).

Le Liquidateur est autorisé à passer tous les actes et à exécuter toutes les opérations, y compris celles prévues à l'article 145 de la Loi, sans autorisation préalable des Actionnaires. Le Liquidateur peut déléguer, sous sa seule responsabilité, certains de ses pouvoirs, pour des opérations ou des tâches spécifiquement définies, à une ou plusieurs personnes physiques ou morales.

Le Liquidateur est autorisé à verser aux Actionnaires des acomptes sur le boni de liquidation, à condition que des comptes intérimaires soient établis.

Quatrième résolution

Les Actionnaires décident d'autoriser le Liquidateur à procéder dans les meilleures conditions à la réalisation de l'actif et au paiement de toutes les dettes de la Société.

Estimation des frais

Les dépenses, coûts, honoraires et charges de toutes sortes qui incombent à la Société en raison du présent acte s'élèvent approximativement à huit cent cinquante Euros (EUR 850.-).

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, déclare que, à la demande des Actionnaires, le présent acte est rédigé en anglais, suivi d'une version française et que, en cas de divergences, la version anglaise fait foi.

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

Après avoir lu le présent acte à voix haute, le notaire le signe avec le bureau de l'Assemblée et les mandataires des Actionnaires.

Signé: P. SIMON, M. SCHOU, Henri BECK.

Enregistré à Echternach, le 11 novembre 2014. Relation: ECH/2014/2152. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): J.-M. MINY.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 14 novembre 2014.

Référence de publication: 2014177822/126.

(140203225) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

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

Siège social: L-3844 Schifflange, Z.I. Letzebuerger Heck.

R.C.S. Luxembourg B 62.195.

—

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

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

Luxembourg, le 14 novembre 2014.

Référence de publication: 2014177825/10.

(140203946) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

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

Capital social: EUR 12.500,00.

Siège social: L-1616 Luxembourg, 28-32, place de la Gare.

R.C.S. Luxembourg B 182.409.

—

Extrait des résolutions écrites prises par l'associé unique de la Société en date du 1 er octobre 2014

En date du 1 er octobre 2014, l'associé unique de la Société a pris les résolutions suivantes:

- d'accepter la démission de Monsieur Axel Jacquet de son mandat de gérant de la Société avec effet au 1 er octobre 2014;

- de nommer Monsieur Pascal Chabelard, né le 19 août 1977 à Agen, France, résidant professionnellement à l'adresse suivante: 46, rue Notre Dame des Victoires, 75002 Paris, France, en tant que nouveau gérant de la Société avec effet au 1 er octobre 2014 et ce pour une durée indéterminée.

Le présent document est établi en vue de mettre à jour les informations inscrites auprès du Registre de Commerce et des Sociétés de Luxembourg.

La dénomination de l'associé unique de la Société, BlackFin Asset Management Software S.A.S., a changé et doit désormais se lire comme suit:

- NeoXam S.A.S.

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

Luxembourg, le 17 novembre 2014.

NeoXam Luxembourg S.à r.l.

Signature

Référence de publication: 2014177832/24.

(140203859) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

NCR International & Co Luxembourg Holdings SNC, Société en nom collectif.

Capital social: USD 10.000,00.

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 171.406.

—

Il est porté à connaissance des tiers que l'actionnaire de la Société, «NCR International, Inc», inscrit au registre de l'Etat de Géorgie, Division des Sociétés, sous le numéro 006285, a changé de siège social, celui-ci est désormais établi au 3097, Satellite Boulevard, 30096 Duluth, Géorgie, Etats-Unis d'Amérique.

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

Munsbach, le 12 Novembre 2014.

Pour la Société

Le gérant

Référence de publication: 2014177840/15.

(140204054) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

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

Siège social: L-8049 Strassen, 4, rue Marie Curie.

R.C.S. Luxembourg B 179.039.

—

Im Jahre zweitausendvierzehn, den zehnten November.

Vor Uns dem unterzeichneten Notar Marc LECUIT, mit Amtswohnsitz zu Mersch,

IST ERSCHIENEN

Herr Kay Robert TORKELUND, geboren am 16. April 1959 in Rodovre (Dänemark), wohnhaft in L-8049 Strassen, 4, rue Marie Curie.

Der Erschienene ersucht den amtierenden Notar zu beurkunden:

- Dass er der einzige und alleinige Anteilsinhaber der luxemburgischen Gesellschaft mit beschränkter Haftung „NOSYBOB S.à rl." ist, gegründet gemäß Urkunde des Notars Blanche MOUTRIER, mit Amtssitz zu Esch-sur-Alzette, vom 26. Juli 2013, veröffentlicht im Mémorial, Recueil Spécial C, Nummer 2097 vom 29. August 2013, eingetragen im Handels- und Gesellschaftsregister von Luxemburg unter der Nummer B. 179.039 (nachfolgend die „Gesellschaft").

- Dass er sich selbst als ordnungsgemäß eingeladen und über die Tagesordnung in Kenntnis gesetzt erachtet;

- Dass die Tagesordnung folgenden Wortlaut hat:

1. Vorzeitige Auflösung der Gesellschaft und Eröffnung der Liquidation;

2. Ernennung eines Liquidators und Festlegung seiner Befugnisse;

- Dass er folgende Beschlüsse gefasst hat:

Erster Beschluss

Der einzige Gesellschafter beschließt die Gesellschaft „NOSYBOB S.à r.l." mit sofortiger Wirkung aufzulösen und dieselbe in Liquidation zu setzen.

Zweiter Beschluss

Der Erschienene ernennt sich selbst zum Liquidator der Gesellschaft (nachfolgend der „Liquidator").

Und hat folgende Befugnisse:

- Der Liquidator hat die weitestgehenden Befugnisse, so wie dieselben durch das Gesetz vom 10. August 1915 über die Handelsgesellschaften und durch die späteren Abänderungsgesetze vorgesehen sind, um die Liquidation durchzuführen.

- Der Liquidator kann alle Handlungen durchführen, welche in Artikel 144 bis 148 bis des vorerwähnten Gesetzes vom 10. August 1915 vorgesehen sind, ohne eine vorherige Genehmigung des Gesellschafters einholen zu müssen.

- Er ist nicht verpflichtet, ein Inventar der Gesellschaft zu erstellen und kann sich auf die Konten und Bücher der Gesellschaft berufen.

- Der Liquidator kann, unter seiner Verantwortung, für einzelne und bestimmte Operationen, seine Befugnisse ganz oder teilweise an einen oder mehrere Bevollmächtigte übertragen.

- Der Liquidator kann die in Liquidation gesetzte Gesellschaft durch seine alleinige Unterschrift rechtsgültig und uneingeschränkt vertreten.

Da hiermit die Tagesordnung erschöpft ist, erklärt die Vorsitzende die Generalversammlung für geschlossen.

Kosten

Die Kosten für die gegenständliche Urkunde belaufen sich auf ungefähr ACHTHUNDERT EURO (800.- EUR).

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

Im Anschluss an die Verlesung und die Erklärung des Inhalts der gegenständlichen Urkunde durch den unterzeichnenden Notar, wurde diese durch den Erschienenen und den unterzeichnenden Notar unterschrieben.

Signé: K. TORKELUND, M. LECUIT.

Enregistré à Mersch, le 11 novembre 2014. Relation: MER/2014/2387. Reçu soixante quinze euros 75,00 €.

Le Receveur (signé): A. MULLER.

POUR COPIE CONFORME

Beringen, le 17 novembre 2014.

Référence de publication: 2014177849/50.

(140203847) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Nucleus Gestion S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 139.177.

—

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 14/11/2014. Vincent J. Derudder.

Référence de publication: 2014177858/10.

(140203261) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Nucleus Immo 1 S.A., Société Anonyme.

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

R.C.S. Luxembourg B 169.872.

—

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 14 novembre 2014. Vincent J. Derudder.

Référence de publication: 2014177859/10.

(140204161) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Nucleus Invest S.à r.l. SPF, Société à responsabilité limitée - Société de gestion de patrimoine familial.

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

R.C.S. Luxembourg B 149.240.

—

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 14 novembre 2014. Vincent J. Derudder.

Référence de publication: 2014177860/10.

(140203260) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Occidental Ampersand Holding, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 145.034.

—

Extrait des décisions prises par le conseil de gérance en date du 10 novembre 2014

Le siège social a été transféré de L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte à L-2453 Luxembourg, 6, rue Eugène Ruppert.

Luxembourg, le 17 novembre 2014.

Pour extrait sincère et conforme

Pour OCCIDENTAL AMPERSAND HOLDING

Un mandataire

Référence de publication: 2014177867/14.

(140203422) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Porte des Ardennes Schmiede S.A., Société Anonyme.

Siège social: L-9964 Huldange, 2, rue de Stavelot.

R.C.S. Luxembourg B 171.588.

—

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.

PORTE DES ARDENNES SCHMIEDE SA

Référence de publication: 2014177916/10.

(140204221) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Procable S.A., Société Anonyme.

Siège social: L-6947 Niederanven, 7, Z.I. Bombicht.

R.C.S. Luxembourg B 118.695.

—

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: 2014177920/10.

(140204178) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Property S.A., Société Anonyme.

Siège social: L-2520 Luxembourg, 35, allée Scheffer.

R.C.S. Luxembourg B 153.461.

—

En date du 17 novembre 2014, le siège social de la société a été transféré à L-2520 Luxembourg, 35 allée Scheffer.

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

Property SA

Référence de publication: 2014177921/10.

(140203591) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Provençale Immobilière & Cie, Société en Commandite simple.

Siège social: L-3370 Leudelange, 3, Zone Industrielle Grasbusch.

R.C.S. Luxembourg B 144.718.

—

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.

Le gérant commandité

Référence de publication: 2014177922/10.

(140203627) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Q-Systems S.à r.l., Société à responsabilité limitée.

Siège social: L-9907 Troisvierges, 76, route d'Asselborn.

R.C.S. Luxembourg B 169.710.

—

DISSOLUTION

L'an deux mille quatorze, le cinq novembre.

Par-devant Maître Pierre PROBST, notaire de résidence à Ettelbruck,

Ont comparu:

1) Monsieur Christian Germain Joseph STEFFEN, entrepreneur, né le 14 décembre 1963 à Waimes (Belgique), demeurant à B-4950 Waimes, Champagne 29;

2) Monsieur Quentin STEFFEN, employé privé, né le 1 er novembre 1991 à Malmedy (Belgique), demeurant à B-4950 Waimes, Champagne 29;

3) Madame Nadine Hilde Léona BINOT, épouse STEFFEN, entrepreneur, née le 20 mars 1964 à Malmedy (Belgique), demeurant à B-4950 Waimes, Champagne 29.

Les comparants ont exposé au notaire instrumentant:

- qu'ils sont les seuls associés, représentant l'intégralité du capital, de la société à responsabilité limitée «Q-SYSTEMS S.à r.l.» avec siège social à L-9907 Troisvierges, 76, route d'Asselborn;

inscrite au registre de commerce et des sociétés à Luxembourg section B, sous le numéro B 169.710;

- constituée suivant acte reçu par le notaire Edouard Delosch, de résidence à Diekirch, en date du 21 juin 2012, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 1852 du 25 juillet 2012.

Les associés représentant l'intégralité du capital social déclarent:

I. avoir parfaite connaissance des statuts et de la situation financière de la Société;

II. que ladite société a cessé toute activité commerciale.

III. Siégeant en assemblée générale extraordinaire modificative des statuts de la société, les parties comparantes prononcent la dissolution anticipée de la société avec effet immédiat.

IV. Ils se désignent comme liquidateurs de la société, et en cette qualité, requièrent le notaire d'acter que tout le passif de la société est réglé tandis que le passif en relation avec la clôture de la liquidation est dûment provisionné et qu'enfin, par rapport à un éventuel passif de la société actuellement inconnu et donc non encore payé, ils assument irrévocablement l'obligation de le payer de sorte que tout le passif de la société est réglé;

V. L'actif restant éventuel sera attribué aux associés;

VI. La liquidation de la société est à considérer comme faite et clôturée;

VII. En conséquence de cette dissolution, décharge pleine et entière est accordée par les associés aux gérants de la Société pour l'exécution de leur mandat jusqu'à ce jour;

IIX. Les livres et comptes de la Société seront conservés pendant cinq ans à l'adresse privée des associés.

Frais

Le montant des dépenses, frais, rémunérations et charges de toutes espèces qui incombent à la société ou qui sont mis à sa charge à raison du présent acte s'élèvent approximativement à sept cents euros (700 €).

Déclaration

Les associés déclarent que les fonds de la société ne proviennent pas des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi modifiée du 19 février 1973 concernant la vente de substances médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-1 du Code Pénal (financement du terrorisme).

Dont acte, fait et passé à Ettelbruck, en l'étude du notaire instrumentaire, date qu'en tête des présentes.

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

Signé: Christian STEFFEN, Quentin STEFFEN, Nadine BINOT, Pierre PROBST.

Enregistré à Diekirch, Le 7 novembre 2014. Relation: DIE/2014/14144. Reçu soixante-quinze euros 75,00.-€.

Le Receveur (signé): Tholl.

POUR EXPEDITION CONFORME, délivrée à la société sur demande et aux fins de publication au Mémorial.

Ettelbruck, le 17 novembre 2014.

Référence de publication: 2014177925/53.

(140203987) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Real Estate Solutions, Société Anonyme.

Siège social: L-2520 Luxembourg, 35, allée Scheffer.

R.C.S. Luxembourg B 177.107.

—

En date du 17 novembre 2014, le siège social de la société a été transféré à L-2520 Luxembourg, 35 allée Scheffer.

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

Real Estate Solutions SA

Référence de publication: 2014177930/10.

(140203590) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2014.

Sustainability- Finance - Real Economies SICAV - SIF, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.

Siège social: L-1724 Luxembourg, 9A, boulevard Prince Henri.

R.C.S. Luxembourg B 192.267.

—

STATUTES

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

Before us Maître Jean-Joseph WAGNER, notary, residing in Sanem, Grand Duchy of Luxembourg,

THERE APPEARED:

Stichting Global Alliance for Banking on Values, a Dutch foundation (stichting) established as of 17 December 2009 having its principal place of business at Nieuweroordweg 1, Zeist, The Netherlands,

represented by Mr Kristof Meynaerts, avocat, residing in Luxembourg,

by virtue of a proxy given under private seal, which, initialed ne varietur by the proxy holder of the appearing parties and the undersigned notary, shall remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party has requested the notary to draw up the following articles of incorporation of a public limited liability company (société anonyme):

Preliminary title - Definitions

In these articles of incorporation, the following shall have the respective meaning set out below:

"1940 Act"	the U.S. Investment Company Act of 1940, as amended, and the rules and regulations promulgated thereunder
"Administrator"	the central administration of SFRE, in its capacity as central administration agent, registrar and central agent
"Affiliate"	in respect of a Person, any Person directly or indirectly controlling, controlled by, or under control with, such Person
"AIFM"	the alternative investment fund manager of SFRE, which may be appointed by the Board in accordance with Article 17 hereof
"Article"	an article of these Articles
"Articles"	these articles of incorporation of SFRE
"Benefit Plan Investor"	any (i) "employee benefit plan" as defined in section 3(3) of ERISA that is subject to Title I of ERISA, (ii) "plan" as defined in and subject to Section 4975 of the Code and (iii) entity whose underlying assets are deemed to include plan assets by reason of such an employee benefit plan's or plan's investment in such entity for the purpose of the Plan Asset Regulation or otherwise for purposes of Section 406 of ERISA or Section 4975 of the Code
"Board"	the board of directors of SFRE
"Business Day"	a day on which the banks are open for business for the full day in Luxembourg (excluding Saturdays, Sundays and public holidays)
"Class"	any class of Shares that may be available within any single Compartment, the assets of which shall be commonly invested, but which may carry different features
"Closing"	a date determined by SFRE on which Commitment Agreements and/or Subscription Forms in relation to the issuance of Shares in the relevant Compartment may be accepted by SFRE
"Code"	U.S. Internal Revenue Code of 1986, as amended
"Commitment"	the maximum amount of capital committed by an Investor to subscribe for Shares in the relevant Compartment (whether for a consideration in kind or in cash), which an Investor has undertaken towards SFRE pursuant to the terms of a Commitment Agreement
"Commitment Agreement"	if applicable in respect of a Compartment, the commitment agreement for Shares that an investor executes and pursuant to which such investor is admitted to SFRE and adheres to the terms of SFRE
"Compartment"	any compartment of SFRE. Where the context so requires, the term 'Compartment' shall mean the Board or the AIFM, as the case may be, acting on behalf of a particular Compartment
"Controlling Person"	a person (other than a Benefit Plan Investor) that has discretionary authority or control with respect to the assets of an entity or that provides investment advice for a fee (direct or indirect) with respect to such assets (or any affiliate of any such person)
"CSSF"	the Luxembourg supervisory authority for the financial sector, the Commission de Surveillance du Secteur Financier, or any successor authority from time to time
"Defaulting Investor"	an Investor declared as such by the Board in accordance with the Commitment Agreement and Article 7.3 hereof
"Depositary"	such bank or other credit institution within the meaning of the Luxembourg law dated 5 April 1993 relating to the financial sector, as amended, that may be appointed as depositary of SFRE
"Director"	any member of the Board
"Drawdown"	in respect of a particular Compartment, the drawing of all or part of the Commitments received and accepted by the Board pursuant to the terms of a Funding Notice
"Eligible Investor"	any Person, which is not a Prohibited Person and (A) qualifies as a Well- Informed Investor and (B) in the case of a U.S. Person is (i) "accredited investor" as defined in Rule 501(a) under Regulation D of the Securities Act and (ii) "qualified purchaser" as defined in Section 2(a)(51) of the 1940 Act and Rule 2a51-1 thereunder
"ERISA"	the U.S. Employee Retirement Income Security Act of 1974, as amended
"Funding Notice"	in respect of a particular Compartment, a notice whereby SFRE or its delegate informs the relevant Investors of a Drawdown and requests such relevant Investors to pay to the Compartment a portion of their Uncalled Commitments against issue of Shares

"GABV"	Global Alliance for Banking on Values, a Dutch Stichting established as of 17 December 2009
"IFRS"	the International Financial Reporting Standards issued by the International Accounting Standards Board, as the same may be amended from time to time
"Indemnified Parties"	has the meaning ascribed to it in Article 34
"Investor"	an Eligible Investor, whose Commitment Agreement and/or Subscription Form has been accepted by the Board and such term includes, where appropriate a Shareholder; for the sake of clarity, an "Investor" who has not yet been subject to a Drawdown is not yet a Shareholder
"Law of 10 August 1915"	the Luxembourg law of 10 August 1915 relating to commercial companies, as may be amended from time to time
"Law of 13 February 2007"	the Luxembourg law of 13 February 2007 relating to specialized investment funds, as may be amended from time to time
"Law of 12 July 2013"	the Luxembourg law of 12 July 2013 relating to alternative investment funds, as may be amended from time to time
"Mémorial"	the Mémorial C, Recueil des Sociétés et Associations, the official gazette of the Grand Duchy of Luxembourg
"Mission Share"	a share identified as such in the Offering Memorandum
"Mission Shareholder"	the holder of any Mission Shares issued
"NAV"	the net asset value of a particular Compartment as determined in accordance with Luxembourg Law, IFRS and Article 12
"Offering Memorandum"	the offering memorandum of SFRE, as the same may be amended from time to time
"Person"	any individual, corporation, limited liability company, trust, partnership, estate, unincorporated association or other legal entity
"Plan Asset Regulation"	2510.3-101 of the United States Department of Labor Regulations (29 CFR 2510.3-101) as modified by Section 3(42) of ERISA
"Prohibited Person"	any person, firm, corporation, limited liability company, trust, partnership, estate or other corporate body (i) which, in the sole opinion of the Board, the holding of Shares by that person, firm, corporation, limited liability company, trust, partnership, estate or other corporate body may be detrimental to the interests of the existing Shareholders or of SFRE, if it may result in a breach of any law or regulation, whether Luxembourg or otherwise, or if as a result thereof SFRE may become exposed to tax or other regulatory disadvantages, fines or penalties that it would not have otherwise incurred; (ii) which does not meet the definition of Well-Informed Investor; and U.S.(iii) any U.S. Person who is not both (A) an "accredited investor" as defined in Rule 501(a) of Regulation D under the Securities Act and (B) a "qualified purchaser" as defined in Section 2(a)(51) of the 1940 Act and Rule 2a51-1 thereunder
"Reference Currency"	the currency in which the NAV of each Compartment and/or Class is calculated
"Securities Act"	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
"SFRE"	Sustainability – Finance – Real Economies SICAV-SIF, a Luxembourg public limited liability company (société anonyme) qualifying as an investment company with variable capital – specialized investment fund (société d'investissement à capital variable – fonds d'investissement spécialisé) established under the provisions of the Law of 13 February 2007; "SFRE" shall also mean, where applicable, the Board or the AIFM acting on behalf of SFRE and, as the case may be, in relation to a particular Compartment
"Shareholder"	any holder of Share(s) of a particular Compartment
"Shares"	shares of any Class and any Compartment in the capital of SFRE
"Subscription Form"	if applicable in respect of a Compartment, a form signed by an investor by which it subscribes for Shares and pursuant to which such investor is admitted to SFRE and adheres to the terms of SFRE
"Subscription Price"	in respect of a particular Compartment, the price at which the Shares are offered for subscription as determined by the Board or its delegate and further described in the Offering Memorandum
"Subsidiary"	any company, partnership or entity, (a) which is controlled by SFRE; or (b) in which SFRE holds directly or indirectly more than a 50% ownership interest of the share capital; and (c) which in either case meets the following conditions:

	(i) it does not have any principal activity other than directly or indirectly the holding of investments which qualify as such under the investment objective of SFRE as set out in the Offering Memorandum; and (ii) to the extent required under applicable accounting rules and regulations, such subsidiary is consolidated in the annual accounts of SFRE; any of the above mentioned local or foreign companies, partnerships or entities shall be deemed to be "controlled" by SFRE if (i) SFRE holds in aggregate, directly or indirectly, more than 50% of the voting rights in such entity or controls more than 50% of the voting rights pursuant to an agreement with other shareholders or (ii) the majority managers or board members of such entity are members of the board of directors of SFRE, the AIFM or any other delegate or agent, such a portfolio manager, except to the extent that this is not practicable for tax or regulatory reasons or (iii) SFRE has the right to appoint or remove a majority of the members of the managing body of that entity
"Uncalled Commitments"	the portion of a Compartment's Commitments that has not been drawn down
"United States"	the United States of America, its territories and possessions, any State of the United States and the District of Columbia
"U.S. Person"	a United States citizen or Person resident or incorporated in the United States, and/or other natural or legal Person the income and/or returns of which, regardless of origin, are subject to U.S. income tax, as well as a Person who is considered to be a U.S. person pursuant to Rule 902 of Regulation S of the Securities Act
"Valuation Day"	any Business Day as the Board may determine in respect of each Class of each relevant Compartment for the purposes of calculating the NAV per Share
"Well-Informed Investor"	any investor who qualifies as wellinformed investor in accordance with the provisions of article 2 of the Law of 13 February 2007 and in particular: a) institutional investors; b) professional investors and c) any other person or entity which fulfils the following conditions: (i) declares in writing that it adheres to the status of well-informed investor and invests a minimum of EUR 125,000 or the equivalent in another currency in SFRE; or (ii) it declares in writing that it adheres to the status of well-informed investor and provides an assessment made by a credit institution within the meaning of Directive 2006/48/EC, by an investment firm within the meaning of Directive 2004/39/EC, or by a management company within the meaning of Directive 2009/65/EC, certifying its expertise, experience and knowledge in adequately appraising an investment in SFRE

ARTICLES OF INCORPORATION

Chapter I. - Name, Registered office, Object, Duration

1. Corporate name. There is hereby established among the subscribers and all those who may become owners of Share(s) hereafter issued, a public limited liability company (société anonyme) qualifying as an investment company with variable share capital - specialized investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé) under the name of "Sustainability - Finance - Real Economies SICAVSIF".

2. Registered office. The registered office of SFRE is established in Luxembourg-City, Grand Duchy of Luxembourg.

The Board is authorized to transfer the registered office of SFRE within Luxembourg, Grand Duchy of Luxembourg.

The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its Shareholders deliberating in the manner provided for any amendment to the Articles.

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

3. Object. SFRE's investment objective is to support the growth of financial institutions that operate in conformity with sustainable banking principles.

The purpose of SFRE is to invest the funds available to it, in securities and other assets permitted by law, with the purpose of spreading investment risks and affording its Investors the results of the management of its assets.

SFRE may enter into any and all contracts and agreements for carrying out its purpose, administration and operation, and pay any expenses connected therewith.

SFRE may acquire interests and create Subsidiaries by means of equity or debt or by combination of both.

Furthermore, SFRE may take any measures and carry out any transaction which it may deem useful for the fulfillment and development of its purpose to the fullest extent permitted under the Law of 13 February 2007.

4. Duration. SFRE is established for an unlimited period of time.

Chapter II. - Capital, Shares

5. Share capital. The minimum share capital of SFRE shall be, as required by the Law of 13 February 2007, the U.S. Dollar equivalent of one million two hundred and fifty thousand euro (EUR 1,250,000) and must be reached within 12 months after the authorization of SFRE by the CSSF.

The capital of SFRE shall be represented by fully paid-up Shares of no par value and shall at all times be equal to its NAV as defined in Article 12 hereof.

The initial share capital of SFRE is set at forty thousand U.S. Dollar (U.S.D 40,000) represented by:

- one (1) fully paid-up Mission Share in Sustainability - Finance - Real Economies SICAV-SIF - 1/2014; and

- three hundred ninety-nine (399) fully paid-up Shares in Sustainability - Finance - Real Economies SICAV-SIF - 1/2014, all of no par value.

The Board may, at any time, establish several pools of assets, each constituting a Compartment within the meaning of article 71 of the Law of 13 February 2007.

The Board shall attribute a specific investment strategy and policy, specific investment restrictions and a specific denomination to each Compartment.

The right of Shareholders and creditors relating to a particular Compartment or raised by the incorporation, the operation or the liquidation of a Compartment are limited to the assets of such Compartment. The assets of a Compartment shall be answerable exclusively for the rights of the Shareholders relating to this Compartment and for those of the creditors whose claim arose in relation to the incorporation, the operation or the liquidation of this Compartment. In relation between Shareholders, each Compartment shall be deemed to be a separate entity.

The Board may, at any time, issue different Classes of Shares, which may differ, inter alia, in their fee structure, minimum investment requirement, type of target investors, distribution policy, reference or denomination currency or hedging policy. Those Classes of Shares shall be issued in accordance with the requirements of the Law of 13 February 2007 and the Law of 10 August 1915 and shall be disclosed in the Offering Memorandum.

The share capital of SFRE shall be increased or decreased as a result of the issue by SFRE of new fully paid-up Shares or the repurchase by SFRE of existing Shares from its Shareholders.

6. Form of shares. All Shares are issued in uncertificated registered form only and will be fully paid-up upon issue. Each Share entitles its holder to one vote at any general meeting of Shareholders, in compliance with Luxembourg law and these Articles.

All issued Shares shall be registered in the register of Shareholders which shall be kept by SFRE or by one or more entities designated thereto by SFRE and under SFRE's responsibility, and such register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to SFRE as well as the number of registered Shares and/or Class of Shares held by him.

The inscription of the Shareholder's name in the register of Shareholders evidences his right of ownership of such registered Shares. SFRE shall decide whether a Shareholder shall receive a written confirmation of his shareholding.

SFRE shall consider the person in whose name the Shares are registered as the full owner of the Shares. Vis-à-vis SFRE, the Shares are indivisible, since only one owner is admitted per Share. Joint co-owners have to appoint a sole person as their representative towards SFRE. Notwithstanding the above, SFRE may decide to issue fractional Shares up to the nearest one hundredth of a Share. Such fractional Shares shall carry no entitlement to vote but shall entitle the holder to participate in the net assets and distributions, if any, of the relevant Class on a pro rata basis.

Subject to the provisions of Article 9 hereof, any transfer of registered Shares shall be entered into the register of Shareholders; such inscription shall be signed by one or more Directors or officers of SFRE or by one or more other persons duly authorized thereto by the Board.

Shares are freely transferable, subject to the provisions of Article 9 hereof.

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

Payments of distributions, if any, will be made to Shareholders in respect of registered Shares at their addresses indicated in the register of Shareholders.

7. Issue and subscription for shares.

7.1 Issue of Shares

The Board is authorized, without limitation, to issue new Shares of any Class and in any Compartment at any time without reserving for existing Shareholders a preferential right to subscribe for the Shares to be issued.

The Board may impose restrictions on the frequency with which Shares or a certain Class of Shares (if any) are issued; the Board may, in particular, decide that the Shares in any Compartment and/or Class shall only be issued further to one or more Closings, during specific offer periods or at such other frequency as provided for in the Offering Memorandum.

Furthermore, the Board may impose conditions on the issue of Shares in any Class(es) in any Compartment (including without limitation the execution of such Subscription Forms and/or Commitment Agreements containing, inter alia, a commitment and application to subscribe for Shares and the provision of such information as the Board may determine to be appropriate).

As far as permitted under Luxembourg laws and regulations, any Subscription Form or Commitment Agreement may contain specific provisions not contained in the other Subscription Forms or Commitment Agreements.

Furthermore, the Board may impose restrictions in relation to the minimum amount to be initially subscribed or committed for and the minimum amount of any additional investments, as well as the minimum shareholding, which any Investor is required to comply with at any time. The Board may also decide to increase the issue price by any fees, commissions and costs as disclosed in the Offering Memorandum.

If so applicable, the number of Shares in any Compartment and/or Class issued to any Investor shall be equal to the amount paid by the Investor less any applicable fees and charges as determined by the Board in its discretion and detailed in the Offering Memorandum, divided, as the case may be, by the applicable Subscription Price per Share of the relevant Compartment and/or Class.

No Shares of any Compartment and/or Class shall be issued by SFRE during any period in which the determination of the NAV of the Shares of the relevant Compartment and/or Class is suspended, pursuant the provisions of Article 12.2 hereof. In the event the determination of the NAV per Share of any Compartment and/or Class is suspended, any pending subscriptions of Shares of the relevant Compartment and/or Class shall be carried out on the basis of the next following NAV per Shares of the relevant Compartment and/or Class as determined in respect of the Valuation Day following the end of the suspension period.

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

7.2 Restrictions to the Subscription for Shares

The Shares are available to Eligible Investors only, among others in accordance with article 2 of the Law of 13 February 2007.

The Board may, in its absolute discretion without liability, reject any subscription in whole or in part, and may, at any time and from time to time and in its absolute discretion without liability and without notice, discontinue the issue and sale of Shares of any Class(es) in any Compartment.

It may also restrict or prevent the ownership of Shares by any Prohibited Person as determined by the Board or require any Investor to provide it with any information that it may consider necessary for the purpose of deciding whether or not such Investor is, or will be a Prohibited Person.

Furthermore, without limiting the foregoing, the Board shall not accept subscriptions for interests in any Class of Shares, if by accepting such subscription it would result in, or create a material likelihood that, participation in any Compartment by Benefit Plan Investors will be deemed to be "significant" for purposes of the Plan Assets Regulation. All persons subscribing for any Class of Shares will be required to indicate, among other things, whether or not they are or will be a Benefit Plan Investor or Controlling Person.

7.3 Default Provisions

If an Investor in a particular Compartment fails to pay any part of its Commitment when due and payable, and as per the conditions set out in the Offering Memorandum, the Board in its discretion may declare such Investor a "Defaulting Investor" and inflict among others, but not limited to, any or more of the following penalties as further detailed in the Offering Memorandum upon such Defaulting Investor: charge interest on the amount outstanding; oblige the Defaulting Investor to indemnify SFRE and/or the Compartment for any damages, fees and expenses, including, without limitation, attorney's fees or sales commissions incurred as a result of the default; set-off or withholding of distributions if any until any amounts outstanding have been paid in full; reduce or terminate the Defaulting Investor's outstanding Commitment; redeem the Shares of the Defaulting Investor upon payment to such Defaulting Investor of an amount to be determined for the relevant Compartment; provide the other (non-defaulting) Investors in the Compartment with a right to purchase the Shares of the Defaulting Investor, in accordance with the provisions laid down for the relevant Compartment.

The Board may decide on other solutions as far as legally allowed if it believes such solutions to be more adequate to the situation. The Board may, in its discretion but having regard to the interests of the other investors, waive any of these remedies against a Defaulting Investor.

8. U.S. Matters. Investors and each of their transferees shall furnish (including by way of updates) to SFRE, or any third party designated by SFRE (a "Designated Third Party"), in such form and at such time as is reasonably requested by SFRE or any Designated Third Party (including by way of electronic certification) any information, representations, waivers and forms relating to the Investor (or the Investor's direct or indirect owners or account holders) as shall reasonably be requested by SFRE or the Designated Third Party to assist it in obtaining any exemption, reduction or refund of any withholding or other taxes imposed by any taxing authority or other governmental agency (including withholding taxes

imposed pursuant to the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement, or any agreement entered into pursuant to any such legislation or intergovernmental agreement) upon SFRE, amounts paid to SFRE, or amounts allocable or distributable by SFRE to such Investors or transferees. In the event that Investors or any of their transferees fail to furnish such information, representations, waivers or forms to SFRE or the Designated Third Party, SFRE or the Designated Third Party shall have full authority to take any and all of the following actions: (i) withhold any taxes required to be withheld pursuant to any applicable legislation, regulations, rules or agreements; (ii) redeem such Investors' or transferees' Shares and terminate their Commitment, if any, and (iii) form and operate an investment vehicle organized in the United States that is treated as a "domestic partnership" for purposes of section 7701 of the Internal Revenue Code of 1986, as amended and transfer such Investors' or transferees' participation to such investment vehicle. If requested by SFRE or the Designated Third Party, Investors or transferees shall execute any and all documents, opinions, instruments and certificates as SFRE or the Designated Third Party shall have reasonably requested or that are otherwise required to effectuate the foregoing. Investors grant to SFRE or the Designated Third Party a power of attorney, coupled with an interest, to execute any such documents, opinions, instruments or certificates on behalf of the Investors, if Investors fail to do so.

SFRE or the Designated Third Party may disclose information regarding any Investor (including any information provided by the Investor pursuant to the above paragraph) to any person to whom information is required or requested to be disclosed by any taxing authority or other governmental agency including transfers to jurisdictions which do not have strict data protection or similar laws, to enable SFRE to comply with any applicable law or regulation or agreement with a governmental authority.

Investors waive all rights they may have under applicable bank secrecy, data protection and similar legislation that would otherwise prohibit any such disclosure and warrant that each person whose information it provides (or has provided) to SFRE or the Designated Third Party has been given such information, and has given such consent, as may be necessary to permit the collection, processing, disclosure, transfer and reporting of their information as set out in the first paragraph of this Article 8.

SFRE or the Designated Third Party may enter into agreements, the case being on behalf of SFRE, with any applicable taxing authority (including any agreement entered into pursuant to the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement) to the extent it determines such an agreement is in the best interest of SFRE and its Investors.

9. Transfer of shares and uncalled commitments. Shares, other than the Mission Share, and Uncalled Commitments are transferable to other Eligible Investors subject to the prior written consent of the Board, which may be given or withheld in the Board's sole and absolute discretion. Such consent may not be unreasonably withheld in relation to transfers to Affiliates of an Investor.

Without derogation to the generality of the foregoing and the Board's right of discretion, the Board may withhold its consent to a proposed transfer among others on the following grounds:

(i) if the transferee does not qualify as a Eligible Investor or is a Prohibited Person;

(ii) if the Board reasonably considers that the transfer would cause SFRE and/or any Compartment to be terminated;

(iii) if the Board reasonably considers that the transfer would violate any applicable law, regulation or any term of SFRE's constitutive documents;

(iv) if the Board reasonably considers that the transfer would result in adverse tax or regulatory consequences to SFRE, any Compartment or the Shareholders;

(v) if the Board reasonably considers that the transfer would result in the proposed transferee being unable to meet its obligations hereunder in respect of Commitments;

(vi) if the Board reasonably considers the transferee to be a competitor of SFRE, or of any Compartment, or to be of significant lower creditworthiness than the transferor; or

(vii) if the Board reasonably considers that giving effect to such transfer would result in or create a material likelihood that participation in any Class of Shares in any Compartment by Benefit Plan Investors will be deemed to be "significant" for purposes of the Plan Assets Regulation.

No transfer of Shares and Uncalled Commitments will become effective unless and until the transferee agrees in writing to fully and completely assume any outstanding or future obligations of the transferor in relation to the transferred Shares and any Uncalled Commitment under the relevant Commitment Agreement and agrees in writing to be bound by the terms of the Offering Memorandum, the Articles and the Commitment Agreement, whereupon the transferor shall be released from (and shall bear no further liability for) such liabilities and obligations.

The Mission Share may only be transferred to a successor body of GABV having similar objectives and upon approval from the Board.

10. Redemption of shares. With respect to Compartments created for a limited duration, the relevant Shareholders are not entitled to request for the redemption of their Shares and specific exit strategies may be determined by the Board in accordance with the Offering Memorandum.

With respect to Compartments created for an unlimited period of time, any Shareholder may request the redemption of all or part of his Shares by SFRE, under the terms and procedures set forth by the Board in the Offering Memorandum and within the limits provided by law and these Articles.

In respect of Compartments created either for a limited or unlimited duration, Shares other than a Mission Share, may however be compulsorily redeemed whenever the Board considers this to be in the best interest of SFRE and/or of the relevant Compartment, subject to the terms and conditions the Board shall determine and within the limits set forth by law, the Offering Memorandum and these Articles. In particular, Shares of any Class of any Compartment may be compulsorily redeemed at the option of the Board, on a pro rata basis among existing Shareholders of any such Class of any Compartment, in order to distribute to the Shareholders distributable cash, notwithstanding any other distribution pursuant to Article 29 hereof. Furthermore, should the processing of certain redemption requests result in or create a material likelihood that participation in any Class of Shares of a Compartment by Benefit Plan Investors will be deemed to be "significant" for purposes of the Plan Assets Regulation, then SFRE or its delegate may, as the case may be, on a pro rata basis, compulsorily redeem such Benefit Plan Investors in order to avoid that the assets of any Compartment would be considered "plan assets" for purposes of ERISA and the Plan Assets Regulation.

The redemption price per Share shall be the NAV per Share of the relevant Class of the relevant Compartment as at the relevant Valuation Day, less such charges and commissions (if any) at the rate provided for in the Offering Memorandum. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board shall determine.

The redemption price per Share shall be paid within a period as determined by the Board which shall not exceed ten (10) Business Days from the publication of the NAV per Share calculated in respect of the relevant Valuation Day, in accordance with such policy as the Board may from time to time determine, provided that all necessary documents in relation to anti-money laundering obligations have been provided, and subject to the provision of Article 12.2 hereof.

Moreover, where it appears to the Board that any Prohibited Person precluded from holding Shares in any Compartment holds in fact Shares, SFRE may compulsorily redeem such Shares upon payment to such Prohibited Person of an amount equal to 75% of the most recent NAV of its Shares subject to giving such Prohibited Person notice of at least ten (10) Business Days, and upon redemption, those Shares will be cancelled and the Prohibited Person will cease to be a Shareholder. In the event that the Board compulsorily redeems Shares held by a Prohibited Person, if provided so in respect of a Compartment, the Board may provide the Shareholders in the relevant Compartment (other than the Prohibited Person) a right to purchase on a pro rata basis the Shares of the Prohibited Person. However, the price for which such Shares will be offered to the Shareholders in the relevant Compartment (other than the Prohibited Person) will be an amount equal to the next applicable NAV of those Shares.

Any taxes, commissions and other fees incurred in connection with the payment of the redemption proceeds (including those taxes, commissions and fees incurred in any country in which Shares are sold) will be charged by way of a reduction to any redemption proceeds. Shares repurchased by SFRE may not be reissued and shall be cancelled in conformity with applicable law.

11. Conversion of shares. In case of plurality of Classes of Shares, conversions from one Class of Shares in any Compartment into another Class of Shares (if any) in the same Compartment and/or into another Class of Shares of one or more other Compartment are not allowed.

12. Calculation of NAV per share.

12.1 Calculation

To the extent required by and within the limits laid down under Luxembourg laws and regulations, the NAV per Share shall be expressed in the Reference Currency and shall be determined by the AIFM or the Administrator or any agent, which shall satisfy the requirements of the Law of 13 February 2007 and the Law of 12 July 2013, under the responsibility of the AIFM on each Valuation Day, in accordance with Luxembourg law and IFRS.

For avoidance of doubt, whenever the term NAV is mentioned within these Articles, it refers to the NAV in accordance with IFRS.

The NAV per Share of each Class in each Compartment on any Valuation Day is determined by dividing the value of the total assets of that Compartment properly allocable to such Class less the liabilities of such Compartment properly allocable to such Class by the total number of Shares of such Class outstanding on such Valuation Day.

The NAV per Share is calculated up to two (2) decimal places.

In determining the NAV per Share, income and expenditure are treated as accruing daily.

The total NAV of SFRE will be equal to the difference between the gross assets (including the fair value of the assets owned by SFRE and its Subsidiaries) and the liabilities of SFRE based on accounts prepared in accordance with IFRS.

Assets will be estimated at fair value in accordance with IFRS 13 and the Law of 13 February 2007 and the Law of 12 July 2013. Fair value, as defined in accordance with IFRS 13 is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In accordance with article 17 of the Law of 12 July 2013, the proper valuation of assets will be performed by the external valuer under the ultimate responsibility of the AIFM or by the AIFM itself if no external valuer has been appointed.

The valuation of the assets and the NAV is reviewed annually by the auditor and disclosed in the notes to the annual audited financial statements.

The calculation of the NAV of the each Compartment shall be made in the following manner:

12.1.1 Assets of the Compartment

The assets of each Compartment shall include:

(a) all shares, units, convertible securities, debt instruments or other securities of underlying investment structures registered in the name of SFRE;

(b) all cash in hand or on deposit, including any interest accrued thereon;

(c) all bills and demand notes payable and accounts receivable (including proceeds of properties, property rights, securities or any other assets sold but not delivered);

(d) all certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by SFRE;

(e) all stock dividends, cash dividends and cash payments receivable by SFRE to the extent information thereon is reasonably available to SFRE or the Depositary;

(f) all rentals accrued on any real estate properties or interest accrued on any interest-bearing assets owned by SFRE except to the extent that the same is included or reflected in the value attributed to such asset;

(g) all other assets of any kind and nature including expenses paid in advance, insofar as the same have not been written off.

12.1.2 The value of the Compartment's assets shall be determined as follows:

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

(b) securities which are not listed on a stock exchange nor dealt in on another regulated market will be valued at fair value as determined with prudence and in good faith by the external valuer under the ultimate responsibility of the AIFM or by the AIFM itself if no external valuer has been appointed;

(c) if a net asset value is determined for the units or shares issued by an underlying investment structure which calculates a net asset value per share or unit, those units or shares will be valued on the basis of the latest net asset value determined according to the provisions of the particular issuing documents of such underlying investment structure (to the extent that the provisions of such issuing documents are consistent with IFRS 13) or, at their latest unofficial net asset values (i.e. estimates of net asset values which are not generally used for the purposes of subscription and redemption or which may be provided by a pricing source - including the investment manager of the underlying investment structure - other than the administrative agent of the underlying investment structure) if more recent than their official net asset values. The net asset value calculated on the basis of unofficial net asset values of underlying investment structures may differ from the net asset value which would have been calculated, on the relevant Valuation Day, on the basis of the official net asset values determined by the administrative agents of the underlying investment structure. However, such net asset value is final and binding notwithstanding any different later determination. In case the net asset value determination was inconsistent with IFRS 13, or the occurrence of an evaluation event that is not reflected in the latest available net asset value of such shares or units issued by such underlying investment structure, the valuation of the shares or units issued by such underlying investment structures may be determined with prudence and in good faith by the external valuer under the ultimate responsibility of the AIFM, or by the AIFM itself if no external valuer has been appointed, to take into account this evaluation event. The following events qualify as evaluation events: capital calls, distributions or redemptions effected by the underlying investment structure or one or more of its underlying investments as well as any material events or developments affecting either the underlying investments or the underlying investment structures themselves;

(d) properties and property rights registered in the name of SFRE or any of its Subsidiaries as well as direct or indirect shareholdings of SFRE in intermediate companies shall be valued by the external valuer under the ultimate responsibility of the AIFM or by the AIFM itself if no external valuer has been appointed;

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

(f) all other securities and other assets, including debt securities and securities for which no market quotation is available, are valued on the basis of dealer-supplied quotations or by a pricing service approved by the AIFM or, to the extent such prices are not deemed to be representative of the fair value, such securities and other assets shall be valued at fair value as determined in good faith pursuant to procedures established by the AIFM. Money market instruments held by SFRE with a remaining maturity of ninety days or less will be valued by the amortized cost method, which approximates Market Value.

The value of all assets and liabilities not expressed in the Reference Currency shall be converted into the Reference Currency at the relevant rates of exchange ruling on the relevant Valuation Day. If such quotations are not available, the rate of exchange shall be determined with prudence and in good faith by or under procedures established by the AIFM.

12.1.3 Liabilities of the Compartment

The Liabilities of each Compartment shall include:

(a) bills and accounts payable;

(b) all accrued or payable expenses (including administrative expenses, management and advisory fees, including incentive fees (if any), custody fees, paying agency, registrar and transfer agency fees and domiciliary and corporate agency fees as well as reasonable disbursements incurred by the service providers);

(c) all known liabilities, present and future, including all matured contractual obligations for payments of money or assets, including the amount of any unpaid distributions declared by SFRE, where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;

(d) an appropriate provision for future taxes based on capital and income to the calculation day, as determined from time to time by SFRE, and other reserves (if any) authorized and approved by the Board, as well as such amount (if any) as the Board may consider to be an appropriate allowance in respect of any contingent liabilities of SFRE;

(e) all other liabilities of SFRE of whatsoever kind and nature reflected in accordance with Luxembourg law and IFRS. In determining the amount of such liabilities SFRE shall take into account all expenses payable by SFRE and may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount ratably for yearly or other periods.

The AIFM, or an external valuer if the AIFM has delegated the valuation role, in their discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset or liability of the Compartment, provided it is consistent IFRS. This method shall then be applied in a consistent way.

For the purpose of the above,

(a) shares to be issued by SFRE shall be treated as being in issue as from the time specified by the Board with respect to which such issuance and from such time and until received by SFRE the price therefore shall be deemed to be an asset of SFRE;

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

(c) all investments, cash balances and other assets expressed in currencies other than the Reference Currency shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the NAV per Share.

For the avoidance of doubt, the provisions of this Article including, in particular, the above paragraph are rules for determining the NAV per Share of each Class in each Compartment and are not intended to affect the treatment for accounting or legal purposes of the assets and liabilities of SFRE or any Shares issued by SFRE.

12.2 Frequency and temporary suspension of the calculation of the NAV per Share

With respect to each Class of Shares (if any) of any Compartment, the NAV per Share shall be calculated from time to time by SFRE or any agent appointed thereto by SFRE, at least once a year, at a frequency determined in the Offering Memorandum.

The AIFM may suspend the determination of the NAV of any particular Compartment or Class of Shares:

(a) during any period when, as a result of political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the AIFM, disposal of the assets owned by the relevant Compartment is not reasonably practicable without this being seriously detrimental to the interests of Shareholders; or

(b) during any breakdown in the means of communication normally employed in determining the price of any of the Compartment's assets or if for any reason the value of any asset of the Compartment which is material in relation to the determination of the NAV (as to which materiality the AIFM shall have sole discretion) may not be determined as rapidly and accurately as required; or

(c) during any period when the value of any wholly-owned (direct or indirect) Subsidiary of the Compartment may not be determined accurately; or

(d) upon the publication of a notice convening a general meeting of Shareholders for the purpose of resolving to wind-up SFRE or the relevant Compartment; or

(e) any period when any one of the principal markets or other stock exchanges on which a portion of the assets of the Compartment of SFRE, are quoted is closed (otherwise than for ordinary holidays) or during which dealings therein are restricted or suspended; or

(f) when for any other reason, the prices of any investments cannot be promptly or accurately ascertained, in which case the AIFM with the assistance of the Board shall ascertain the price within the shortest timeframe possible.

Notice of such suspension shall be published, if deemed appropriate by the AIFM.

Chapter III. - Administration

13. Board. SFRE shall be managed by a Board composed of not less than three (3) and not exceeding seven (7) members. They shall be appointed for a term not exceeding six (6) years, provided that a Director may be re-appointed.

The Directors shall be elected by the Shareholders at a general meeting of Shareholders; the latter shall further determine the number of Directors, their remuneration and the term of their office.

The general meeting of Shareholders shall choose and appoint as director at least one (1) director from a list of candidates submitted by the Mission Shareholder. If the latter fails to submit a list of candidates, the general meeting of Shareholders shall elect instead any candidate in its discretion.

Inasmuch as permitted by the Luxembourg law and the CSSF, a legal entity may be appointed as director of SFRE. In such case, such legal entity must designate a permanent representative who shall perform this role in the name and on behalf of the legal entity. The relevant legal entity may only remove its permanent representative if it appoints his successor at the same time.

Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting of Shareholders, subject to the appointment rules set forth above.

In the event of vacancy of a member of the Board because of death, retirement or otherwise, the remaining Directors thus appointed may meet and elect, by majority vote, a Director to fill such vacancy until the next general meeting of shareholders which will be asked to ratify such election.

14. Board meetings. The Board may choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a director, who shall write and keep the minutes of the meetings of the Board. The Board shall meet upon call by the chairman or any two (2) directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the Directors. In his absence, the Directors shall decide by a majority vote that another Director shall be in the chair of such meetings.

The Board may appoint any officers, including a chief executive officer as well as any other officers that the Board deems necessary for the operation and management of SFRE. Such appointments may be cancelled at any time by the Board. The officers need not be Directors or Shareholders of SFRE. The officers shall have the rights and duties conferred upon them by the Board.

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

Any Director may participate in a meeting of the Board by videoconference, conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other at the same time. These means must comply with technical features guaranteeing an effective participation to the meeting whereof the deliberations are retransmitted in a continuing way. Participation in a meeting by such means shall constitute presence in person at such meeting. The Directors may only act at duly convened meetings of the Board. The Directors may not bind SFRE by their individual signatures, except if specifically authorised thereto by resolution of the Board.

Written notice of any meeting of the Board shall be given, by the chairman or any two Directors, to all Directors at least ten (10) Business Days prior to the date set for such meeting and at least five (5) Business Days prior to telephonic meetings, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, telefax, e-mail or any other similar means of communication by all Directors. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board.

The Board can deliberate or act validly only if at least the majority of the Directors, or any other number of Directors that the Board may determine, are present or represented.

Resolutions of the Board are taken by a simple majority vote, whereby for certain decisions the favorable vote of the Director proposed by the Mission Shareholder is required; such decisions include:

(i) any alteration to the investment strategy, the investment policy and the investment restrictions of SFRE or a Compartment, as set out in the Offering Memorandum;

(ii) establishment and/or liquidation of a Compartment;

(iii) proposal (but, for the avoidance of doubt, not approval of) for voluntary liquidation of SFRE (unless this is requested by Shareholders holding 10% of the corporate capital);

(iv) appointment of the chief executive officer;

(v) investment scorecard developments and modifications (where applicable);

(vi) alterations to the independent member composition of an investment committee; and

(vii) the Board's proposal for the appointment and the removal of a Compartment's portfolio manager.

In case of an equality of votes, the chairman shall have a casting vote.

Resolutions of the Board will be recorded in minutes signed by the chairman of the meeting. Copies or extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting (if any) or any two directors.

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

15. Powers of the board of directors. The Board is vested with the broadest powers to perform all acts of disposition and administration within SFRE's purpose, in compliance with the investment policy as set out in the Offering Memorandum and the Articles.

All powers not expressly reserved by law or by the Articles to the Shareholders rest with the Board.

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

17. Delegation of powers. SFRE may, at any time, appoint officers or agents as required for the affairs and management of SFRE. The appointed officers or agents shall be entrusted with the powers and duties conferred to them by the Board.

The Board shall determine any such investment advisors', subinvestment advisors', officers' or agents' responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

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

SFRE may appoint an external AIFM or remain internally-managed under the conditions and within the limits laid down by Luxembourg laws and regulations, in particular the Law of 13 February 2007 and the Law of 12 July 2013. Details regarding the appointment of the external AIFM or internally-managed structure of SFRE will be incorporated in the Offering Memorandum.

The Board may establish specific committees with the functions as shall then be further detailed in the Offering Memorandum.

18. Conflict of interest. As per the provisions of the Law of 10 August 1915, any Director having an interest in a transaction or any other matter submitted for approval to the Board conflicting with that of SFRE shall be obliged to advise the Board thereof and to cause a record of his statement to be included in the minutes of the meeting. He may not take part in these deliberations or cast a vote.

At the next following general meeting of Shareholders, before any other resolution is put to vote, a special report shall be made on any transactions in which any of the Directors may have had an interest conflicting with that of SFRE.

The preceding paragraphs shall not apply where the decision of the Board relates to current operations entered into under normal conditions.

The AIFM has established a conflicts of interest policy for SFRE that will apply to SFRE and its key representatives including, but not limited to, the Board, the AIFM, any portfolio manager, any investment committee, the Depositary, the Administrator and the external valuer.

Any conflict of interests shall be resolved in the best interest of the Investors.

The representatives of SFRE as well as its key service providers must always:

1. act in the best interests of the investors of SFRE and/or the respective Compartments;

2. use their best endeavours to avoid and/or appropriately address any conflict between their individual interests and the interests of the investors of SFRE and/or the respective Compartments; and

3. use their best endeavours to avoid and/or appropriately address any conflict between the interests of their other clients and the interests of the investors of SFRE and/or the respective Compartments.

As per the conflicts of interest policy, any conflicted party that has a conflict of interest with SFRE as set out in the policy must notify the AIFM and the Board thereof in writing. Upon receipt of a notice, the actions as set out in the conflicts of interest policy shall be taken.

The AIFM shall maintain a conflict register. In accordance with the provisions of Article 13 (3) of the Law of 12 July 2013, if the organisational arrangements made by the AIFM to identify, prevent, manage and monitor conflicts of interests are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of Investors in SFRE shall be prevented, then the AIFM must clearly disclose the general nature or sources of conflicts of interests to these Investors before undertaking business on their behalf.

Such disclosure by the AIFM shall be made in accordance with the provisions of Article 36 of the European Commission Delegated Regulation (EU) N° 231/2013, dated 19 December 2012.

The conflict of interest policy is available to investors of SFRE upon request at the registered office of the AIFM.

Chapter IV. - General meeting of shareholders

19. General provisions. Any regularly constituted meeting of Shareholders of SFRE shall represent the entire body of Shareholders of SFRE.

The general meeting of the Shareholders shall deliberate only on the matters which are reserved to it by the Articles or by Luxembourg law.

Resolutions of the general meetings of Shareholders will apply to SFRE as a whole and to all Shareholders of SFRE, provided that any amendment affecting the rights attached to the Shares of any Compartment(s) and the rights of the holders of such Shares may further be submitted to a prior vote of the Shareholders of the relevant Compartment(s) as far as the Shareholders of the Compartment(s) in question are present or represented.

20. Annual general meeting. The annual general meeting of Shareholders shall be held at the registered office of SFRE or at any other location in the City of Luxembourg, at a place specified in the notice convening the meeting, on the first Thursday of June each year (unless such date is not a Business Day, in which case the meeting will take place on the next Business Day) at 14:00 (Luxembourg time).

21. Other general meetings. The Board or any by the Board appointed officers or agents may convene other general meetings of the Shareholders. The Board shall be obliged to convene a general meeting so that it is held within a period of one (1) month if Shareholders representing one-tenth (1/10) of the share capital of SFRE or a Compartment require in writing with an indication of the agenda.

Such other general meetings shall be held at such places and times as may be specified in the respective notices convening the meeting.

22. Convening notice. Notices of all general meetings are sent by registered mail by the Board, or by any delegate of SFRE to which such power has been granted, to all Shareholders at their registered address at least twenty (20) calendar days prior to such meeting. Such notice will indicate the time and place of such meeting and the conditions of admission thereto, will contain the agenda and will refer to the requirements of Luxembourg law with regard to the necessary quorum and majorities at such meeting. To the extent required by Luxembourg law, further notices will be published in the Mémorial and in one or more Luxembourg newspapers.

If all the Shareholders are present or represented at a general meeting of the Shareholders and if they state that they have been informed of the agenda of the meeting, the Shareholders can waive all convening requirements and formalities.

23. Presence, representation. All Shareholders are entitled to attend and speak at all general meetings of the Shareholders.

A Shareholder may act at any general meeting of the Shareholders by appointing in writing or by telefax, cable, telegram, telex or e-mail as his proxy another person who need not be a Shareholder himself.

For the quorum and the majority requirements, the Shareholders participating in the general meeting of Shareholders by videoconference, conference call or by other means of telecommunication allowing for their identification are deemed to be present. These means must comply with technical features guaranteeing an effective participation to the meeting whereof the deliberations are retransmitted in a continuing way.

24. Proceedings. The general meeting of Shareholders shall elect a chairman of such meeting, who does not need to be a Shareholder or a Director. The chairman of any general meeting of the Shareholders may appoint a secretary. Each general meeting of Shareholders shall also elect one or more scrutineers, who do(es) not need to be a Shareholder or a Director.

The above-described persons in this Article 24 together form the office of the general meeting of the Shareholders.

Each Share entitles the holder thereof to one vote.

Resolutions will be adopted by a simple majority vote, without there being any quorum requirements unless otherwise set out in the Law of 10 August 1915 and the Articles and as set out in Article 33.

25. Minutes. The minutes of each general meeting of the Shareholders shall be signed by the chairman of the meeting, the scrutineer(s) and, if applicable, the secretary.

Copies or extracts of these minutes to be produced in judicial proceedings or otherwise shall be signed by the Board.

26. General meetings of shareholders of a compartment or class. The Shareholders of a Compartment or Class issued in respect of any Compartment may hold, at any time, general meetings to decide on any matters, which relate exclusively to such Compartment or Class.

The provisions set out in Articles 22 to 25 of these Articles as well as in the Law of 10 August 1915 shall apply to such general meetings.

Unless otherwise provided for by law or herein, resolutions of a general meeting of Shareholders of a Compartment or Class are passed by a simple majority vote of the capital present or represented.

Moreover, any resolution of the general meeting of Shareholders of SFRE, affecting the rights of the Shareholders of any Compartment or Class vis-à-vis the rights of the Shareholders of any other Compartment or Class shall be subject to a resolution of the general meeting of Shareholders of such Compartment or Class in compliance with the Law of 10 August 1915.

Chapter V. - Financial year, Auditors, Distribution of profits, Information to investors

27. Financial year and information to investors. SFRE's financial year begins on the 1 st of January and ends on the 31 st December of each year.

In respect of each financial year, an annual report, including audited financial statements for SFRE, shall be made available to Investors within six (6) months after the end of such financial year.

Any other financial information concerning SFRE, including the periodic calculation of the NAV per Share shall be made available at the registered office of SFRE. Any other substantial information concerning SFRE may be published in such newspaper(s) and notified to Shareholders in such manner as may be specified from time to time by the Board.

28. Auditors. The accounting data related in the annual reports of SFRE shall be examined by one or several authorized independent auditors (réviseur d'entreprises agréé) appointed by the general meeting of Shareholders which shall be remunerated by SFRE.

29. Distributions. Distributions may only be made if the net assets of SFRE do not fall below the minimum set forth by law.

All distributions shall be made net of any income, withholding and similar taxes payable by SFRE.

The Board may decide to pay interim distributions in compliance with the above and Luxembourg law.

In case distributions to Shareholders and Drawdowns from Shareholders in a particular Compartment are scheduled to occur ten (10) Business Day from another, the Board may elect to net the amounts so due. As a result, only the net amount shall be drawn from, or distributed to, the Shareholders. For the avoidance of doubt, the number of Shares to be issued to the Shareholders in the Compartment shall correspond to the number of Shares due under the Drawdown before netting.

In the event that as a result of the netting an amount is still due to the relevant Compartment by the Shareholders, the Funding Notice sent to each such Shareholder shall be accompanied by a confirmation letter stating the initial amount that was to be drawn down from the relevant Shareholder, the amount corresponding to the distribution it was entitled to and the outstanding amount to be paid by it.

In the event that as a result of the netting the Shareholder are entitled to receive a net payment from the Compartment, the distribution notice sent to each such Shareholder shall be accompanied by a confirmation letter stating the initial amount that was to be distributed to them, the amount corresponding to the Drawdown that should have been effected and the outstanding amount to be distributed to it.

The distribution policy of each Compartment may be further detailed in the Offering Memorandum.

Dividends which are not claimed within five (5) years of their payment date may be foreclosed for their respective beneficiaries and return to SFRE.

Chapter VI. - Dissolution, Liquidation

30. Dissolution and liquidation. At the proposal of the Board and unless otherwise provided by law and these Articles, SFRE may be dissolved by a resolution of the Shareholders adopted in the manner required to amend these Articles, as provided for in Article 33 hereof.

In particular, the Board shall submit to the general meeting of Shareholders the dissolution of SFRE when all investments of all the Compartments shall have been disposed of and all net proceeds from such disposals shall have been distributed in accordance with the provisions of the Offering Memorandum.

Whenever the net assets fall below two thirds of the minimum net assets as prescribed by law, i.e. one million two hundred and fifty thousand Euro (EUR 1,250,000.-), the question of the dissolution of SFRE shall be referred to the general meeting by the Board. The general meeting, for which no quorum shall be required, shall decide by the simple majority of the votes of the Shares represented at the meeting.

The question of the dissolution of SFRE shall further be referred to the general meeting whenever the net assets fall below one fourth of the minimum net assets as prescribed by law, i.e. one million two hundred and fifty thousand Euro (EUR 1,250,000.-); 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 (40) days from when it is ascertained that the net assets of SFRE have fallen below two-thirds or one quarter of the legal minimum as the case may be.

After payment of all the debts of and charges against SFRE and of the expenses of liquidation, the net assets shall be distributed to the Shareholders pro rata to the number of the Shares held by them.

31. Termination of a compartment or class. In the event that for any reason the value of the net assets of any Compartment or Class has decreased to, or has not reached, an amount determined by the Board to be the minimum level for such Compartment or Class to be operated in an economically efficient manner, or in case of a substantial modification in the political, economic or monetary situation relating to such Compartment or Class would have material adverse consequences on the investments of that Compartment or Class, or as a matter of economic rationalization, the Board may decide to compulsory redeem all the Shares of the relevant Compartment or Class at their NAV per share (taking into account actual realization prices of investments and realization expenses) as calculated on the Valuation Day at which such decision shall take effect.

The Board shall serve a notice to the Shareholders of the relevant Compartment or Class prior to the effective date for the compulsory redemption, which shall set forth the reasons for, and the procedure of, the redemption operations. Registered Shareholders shall be notified in writing.

Any request for subscription shall be suspended as from the moment of the announcement of the termination of the relevant Compartment or Class.

Assets which could not be distributed to their owners upon the implementation of the redemption shall be deposited with the Depositary for the legally determined period; after such period, the assets shall be deposited with the Caisse de Consignations on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled by SFRE.

Chapter VII. - Final provisions

32. Depositary. SFRE shall enter into a custody agreement with a banking or saving institution as defined by the Luxembourg law of 5 April 1993 on the financial sector, as amended from time to time.

The Depositary shall fulfill the duties and responsibilities as provided for by the Law of 13 February 2007 and the Law of 12 July 2013.

If the Depositary desires to retire, the Board shall use its best endeavors to find a successor depositary within two months of the effectiveness of such retirement. The directors may terminate the appointment of the Depositary but shall not remove the Depositary unless and until a successor depositary shall have been appointed to act in the place thereof.

33. Amendments of these articles of incorporation. An extraordinary general meeting convened to amend any provisions of the Articles shall not validly deliberate unless at least one half (1/2) of the capital is represented and the agenda indicates the proposed amendments to the Articles. If the first of these conditions is not satisfied, a second meeting may be convened, in the manner prescribed by the Articles and by the Law of 10 August 1915. Such convening notice shall reproduce the agenda and indicate the date and the results of the previous meeting. The second meeting shall validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-third (2/3) of the votes cast. Votes cast shall not include votes attached to Shares in respect of which the Shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

However, the nationality of SFRE may be changed only with the unanimous consent of all the Shareholders and in compliance with any other legal requirement.

The contemplated changes to the Articles may be subject to prior approval of the by the Luxembourg supervisory authority

34. Indemnification. As far as permitted by any applicable law, SFRE will indemnify, pay, protect and hold harmless the AIFM, a portfolio manager, the Depositary and Administrator and any of their respective Affiliates, shareholders, officers, directors, managers, agents as well as representatives and the members of an investment committee or the Board or any employees of SFRE (collectively, the "Indemnified Parties") from and against, any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, proceedings, costs, expenses and disbursements of any kind or nature whatsoever (including, without limitation, all reasonable costs and expenses of attorneys, defense, appeal and settlement of any and all suits, actions or proceedings instituted or threatened against the Indemnified Parties or SFRE) and all costs of investigation in connection therewith which may be imposed on, incurred by, or asserted against the Indemnified Parties, SFRE or in any way relating to or arising out of, or alleged to relate to or arise out of, any action or inaction on the part of SFRE, on the part of the Indemnified Parties when acting on behalf of SFRE or on the part of any agents when acting on behalf of SFRE.

SFRE shall not be liable to any Indemnified Party for any portion of the abovementioned liabilities, obligations, losses, damages, penalties, actions, judgments, suits, proceedings, costs, expenses or disbursements of any kind or nature whatsoever (including, without limitation, all reasonable costs and expenses of attorneys, defense, appeal and settlement of any and all suits, actions or proceedings instituted or threatened against SFRE and all costs of investigation in connection, therewith asserted against SFRE) which result from such Indemnified Party's fraud, gross negligence, or willful misconduct, that causes material damage to the Investors.

In any action, suit or proceeding against SFRE, or any Indemnified Party relating to or arising, or alleged to relate to or arise, out of any such action or non-action, the Indemnified Parties shall have the right to employ, at the expense of SFRE, counsel of the Indemnified Parties' choice, which counsel shall be reasonably satisfactory to SFRE, in such action, suit or proceeding.

If an Indemnified Party is determined to have committed a fraud, gross negligence or wilful misconduct, it will then have to reimburse all the expenses paid by SFRE on its behalf under the preceding paragraph.

Pursuant to the Commitment Agreement or Subscription Form, each Investor agrees to indemnify and hold harmless SFRE from and against all losses, liabilities, actions, proceedings, claims, costs, charges, expenses or damages incurred or sustained by SFRE due to or arising out of (a) a breach of or any inaccuracy in representations, declarations, warranties and covenants made by such Investor in the Commitment Agreement or Subscription Form or (b) the disposition or transfer of its Shares contrary to such representations, declarations, warranties and covenants, or to any applicable law and regulations, and (c) any action, suit or proceeding based upon (i) the claim said representations, declarations, warranties and covenants were inaccurate or misleading or otherwise cause for obtaining damages or redress from SFRE under any laws, or (ii) the disposition or transfer of such Investor's Shares or Uncalled Commitment or any part thereof.

35. Applicable law. All matters not governed by these Articles shall be determined in accordance with the Law of 10 August 1915, the Law of 13 February 2007 and the Law of 12 July 2013.

Transitory provisions

The first accounting year shall begin on the date of the formation of SFRE and shall terminate on 31 December 2014.

The first annual general meeting of Shareholders shall be held in 2015.

Subscription - Payment

The share capital has been subscribed as follows:

Mission Share in Sustainability - Finance - Real Economies SICAVSIF - 1/2014:

Subscriber	Subscribed capital	Number of shares
Stichting Global Alliance for Banking on Values	USD 100.-	1

Shares in Sustainability - Finance - Real Economies SICAV-SIF - 1/2014:

Subscriber	Subscribed capital	Number of shares
Stichting Global Alliance for Banking on Values	U.S.D 39,900	399

The Mission Share and the other Shares have been fully paid in cash, so that the sum of forty thousand U.S. Dollar (U.S.D 40,000.-) is forthwith at the free disposal of SFRE, as has been proven to the notary.

First general meeting of shareholders

The above Shareholders of SFRE representing the totality of Shares and considering themselves as duly convened have immediately proceeded to hold a general meeting of Shareholders and have unanimously passed the following resolutions:

1. SFRE's registered office address is fixed at 9A boulevard Prince Henri, L-1724 Luxembourg, Grand Duchy of Luxembourg.

2. The following are elected as Directors for a period ending on the date of the annual general meeting of Shareholders to be held in 2015:

- Mr James L Prouty, residing at 55 West Street, Reigate, Surrey RH2 9BB, United Kingdom;
- Mr Muhammad A ('Rumee') Ali, professionally residing at 75 Mohakhali, Dhaka 1212, Bangladesh;
- Mr Arnold Ekpe, residing at 9 Upland Park Road, Oxford OX27RU, United Kingdom;
- Mrs Angelica Ortiz de Haas, professionally residing at Anna van Saksenlaan 71, 2593 HW The Hague, The Netherlands; and
- Mr Garry Pieters, professionally residing at 19 rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg.

3. The following is appointed independent auditor:

"PricewaterhouseCoopers, Société Coopérative", 400, route d'Esch, L-1014 Luxembourg, Grand Duchy of Luxembourg.

4. The term of office of the independent auditor shall end at the first annual general meeting of Shareholders to be held in 2015.

Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26 of the Law of 10 August 1915 and expressly states that they have been fulfilled.

Expenses

The expenses, which shall be borne by SFRE as a result of its incorporation, are estimated at approximately four thousand euro.

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

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

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

Signé: K. MEYNAERTS, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 21 novembre 2014. Relation: EAC/2014/15836. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2014192146/863.

(140213472) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 décembre 2014.

Exeter/Phoenix Investment Partnership II S.C.S., Société en Commandite simple.

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

R.C.S. Luxembourg B 191.891.

—

EXTRAIT

Il résulte de l'acte de constitution signé sous seing privé le 22 octobre 2014, que la société en commandite simple, dénommée "Exeter/Phoenix Investment Partnership II S.C.S.", ayant son siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg, a été constituée pour une durée maximale de dix (10) ans.

L'objet principal de la Société est, à travers une ou plusieurs sociétés holdings, d'acquérir des investissements en, d'aménager, réaménager, repositionner, gérer, louer et vendre des actifs immobiliers industriels de qualité de catégorie "A" en Europe, incluant de tels actifs immobiliers à Dublin, Madrid, Stockholm ou au Royaume-Uni. La Société peut s'engager dans des opérations d'achats sur le marché libre, des transactions privées ou tout autre moyen permettant de poursuivre un investissement.

La Société peut s'engager dans toutes autres activités autorisées par la loi et relatives ou connexes à celles mentionnées ci-dessus, notamment la réalisation d'investissements temporaires; à condition toujours, que la Société ne soit pas partie à une transaction ou ne réalise aucune activité qui pourrait engendrer que l'associé commandité de la Société, la Société ou toute société holding soit en infraction avec les lois ou règlements applicables, notamment les exigences d'obtention de licence, autorisation ou immatriculation.

La Société peut, notamment [...]

(A) acquérir des investissements ou acquérir ou aménager des parcelles de terrain supplémentaires ou tout autre bien immobilier associé à un investissement;

(B) louer, détenir, hypothéquer, mettre en gage, gérer, exploiter ou traiter des investissements et tout bien immobilier ou mobilier qui peut être nécessaire, utile ou accessoire à l'accomplissement des objectifs de la Société, soit directement ou indirectement, à travers des sociétés holdings, et vendre, transférer ou disposer des investissements;

(C) construire, exploiter, aménager, réaménager, maintenir, financer, refinancer, repositionner, améliorer, détenir, vendre, transmettre, céder, hypothéquer, prêter ou saisir tout (L) engager toutes les dépenses et payer les frais plus particulièrement décrits dans les statuts de la Société;

(M) faire des investissements temporaires;

(N) dans le cadre de ses investissements, acheter des instruments des couverture habituels tels que des taux d'intérêt plafonnés, des contrats à terme et autres instruments financiers liés à ces investissements destinés à protéger la Société contre les mouvements défavorables des devises, des cours des actions et/ou des taux d'intérêt, mais non à spéculer sur une base non couverte sur ce qui précède ou à négocier ce qui précède;

(O) lancer des acquisitions, analyser des investissements potentiels, gérer de la trésorerie, prendre des décisions concernant la gestion des biens, négocier et gérer l'ensemble du financement par dette, et préparer tous les plans budgétaires et commerciaux; et

(P) s'engager dans toute activité légale, et exécuter les contrats de toute nature, dans la mesure nécessaire, appropriée, propre, opportune, accessoire ou utile à la réalisation des objectifs de la Société;

à condition toujours, que la Société n'entre dans aucune transaction ou n'effectue aucune activité qui pourrait engendrer que l'associé commandité de la Société, la Société ou toute société holding soit en infraction avec les lois ou règlements applicables, notamment les exigences d'obtention de licence, autorisation ou immatriculation.

L'associé commandité de la Société est EPIP II GP S.à r.l., une société à responsabilité limitée constituée sous les lois du Grand-Duché de Luxembourg, ayant son siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg, avec un capital social de douze mille cinq cents euro (EUR 12.500,-) et immatriculée auprès du Registre de Commerce et des Société de Luxembourg sous le numéro B191.498.

La Société sera gérée par EPIP II GP S.à r.l, susmentionnée, en la fonction d'associé gérant commandité à compter de la constitution de la Société et sans limitation dans la durée du mandat de gérant.

L'exercice comptable de la Société débute le 1 er janvier et se termine le 31 décembre de chaque année. Par exception, le premier exercice comptable de la Société débutera lors de sa constitution et se finira le 31 décembre 2014.

La Société sera engagée par la signature individuelle de l'associé gérant commandité, EPIP II GP S.à r.l, lui-même dûment représenté.

Référence de publication: 2014178432/53.

(140204324) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 novembre 2014.

Carrelage Michel Scanzano Sàrl, Société à responsabilité limitée.

Siège social: L-5610 Mondorf-les-Bains, 21, avenue des Bains.

R.C.S. Luxembourg B 63.458.

—

DISSOLUTION

L'an deux mille quatorze, le quatorze novembre

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

A comparu:

Monsieur Michel SCANZANO né le 11 novembre 1966 à Remerschen, demeurant à L-5651 Mondorf-les-Bains, 3, Rue de la Résistance,

Lequel comparant a requis le notaire instrumentant de documenter ainsi qu'il suit ses déclarations et constatations:

I.- Que la société à responsabilité limitée "CARRELAGE MICHEL SCANZANO S.à r.l.", établie et ayant son siège social à L-5610 Mondorf-les-Bains, 21, Avenue des Bains, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 63.458, a été constituée suivant acte reçu par Maître Frank Molitor, notaire de résidence à Mondorf-les-Bains en date du 05 mars 1998, publié au Mémorial C numéro 401 du 03 juin 1998.

II.- Que le capital social de la société à responsabilité limitée "CARRELAGE MICHEL SCANZANO S.à r.l.", préqualifiée, s'élève actuellement à DOUZE MILLE CINQ CENTS EUROS (€ 12.500.-), représenté par CINQ CENT (500) parts sociales d'une valeur nominale de VINGT-CINQ EUROS (€ 25.-) chacune, entièrement libérées.

III.- Que le comparant en sa qualité d'associé et de gérant unique déclare avoir parfaite connaissance des statuts et de la situation financière de la susdite société "CARRELAGE MICHEL SCANZANO S.à r.l.".

IV.- Que le comparant est devenu propriétaire de toutes les parts sociales de la susdite société et qu'en tant qu'associé unique il déclare expressément procéder à la dissolution de la susdite société.

V.- Que le comparant a pris connaissance de l'état des actifs et passifs de la Société, qu'il reprend à sa charge tous les actifs et passifs de la Société dissoute connus ou inconnus à la date du présent acte et que la liquidation de la Société sera achevée sans préjudice du fait que l'associée unique répond personnellement de tous les engagements de la Société.

VI.- Que décharge pleine et entière est accordée aux organes sociaux de la société dissoute pour l'exécution de leurs mandats jusqu'à ce jour.

VII.- Qu'il a été procédé à l'annulation des parts sociales, le tout en présence du notaire instrumentant.

VIII.- Que les livres et documents de la société dissoute seront conservés pendant cinq ans à L-5651 Mondorf-les-Bains, 3, Rue de la Résistance.

Dont acte, passé à Esch-sur-Alzette, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée à la comparante, connue du notaire par nom, prénom usuel, état et demeure, elle a signé le présent acte avec le notaire.

Signé: SCANZANO, Moutrier Blanche.

Enregistré à Esch/Alzette Actes Civils, le 17/11/2014. Relation: EAC/2014/15494. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): HALSDORF.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 19 novembre 2014.

Référence de publication: 2014179076/41.

(140205643) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 novembre 2014.

CoachDynamix S.A., Société Anonyme.

Siège social: L-6150 Altlinster, 7, rue de Junglinster.

R.C.S. Luxembourg B 83.400.

—

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.

IF EXPERTS COMPTABLES
B.P. 1832 L-1018 Luxembourg
Signature

Référence de publication: 2014179057/12.

(140205469) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 novembre 2014.

Europa Nickel S.à r.l., Société à responsabilité limitée.

Siège social: L-2320 Luxembourg, 68-70, boulevard de la Pétrusse.

R.C.S. Luxembourg B 115.366.

—

In the year two thousand and fourteen, on the tenth of November.

Before us Maître Jean-Joseph WAGNER, notary residing in Sanem (Grand-Duchy of Luxembourg).

There appeared:

(1) "Europa Real Estate II S.à r.l.", a limited liability company incorporated under the laws of Luxembourg, having its registered office at 68-70, boulevard de la Pétrusse, L-2320 Luxembourg, registered with the Luxembourg Register of Commerce under number B 103 095,

(2) "Europa Real Estate II US S.à r.l.", a limited liability company incorporated under the laws of Luxembourg, having its registered office at 68-70, boulevard de la Pétrusse, L-2320 Luxembourg, registered with the Luxembourg Register of Commerce under number B 103 096,

both companies are here represented by:

Mr Eric BIREN, company director, with professional address at 68-70, boulevard de la Pétrusse, L-2320 Luxembourg,

acting in his capacity as member of the board of managers of both companies, with individual signing power.

The above named persons are the shareholders of "Europa Nickel S.à r.l.", a 'société à responsabilité limitée' with registered office at 68-70, boulevard de la Pétrusse, L-2320 Luxembourg, registered with the Luxembourg Register of Commerce under number B 115 366 (the "Company"), incorporated by public deed of the undersigned notary on March 30, 2006, published in the Mémorial C, Recueil des Sociétés et Associations number 1153 of June 14, 2006. The Company's articles of association have been amended for the last time by a deed of the undersigned notary on December 15, 2011, published in the Mémorial C, Recueil des Sociétés et Associations, number 605 of March 07, 2012.

The above named shareholders of the Company, representing the entire capital of the Company, now request the undersigned notary to record the following resolutions:

First resolution

The shareholders resolve to dissolve and to put the Company into liquidation.

Second resolution

The shareholders resolve to fix the number of liquidators at one (1) and further resolves to appoint as sole liquidator of the Company:

"SIGNES S.A.", a public limited company ("société anonyme") organized and existing under the Luxembourg law with its registered office at 68-70, boulevard de la Pétrusse, L-2320 Luxembourg and registered with the Luxembourg Trade and Companies Register under section B number 46.251.

Third resolution

The shareholders resolve to determine the powers of the liquidator in respect to the liquidation of the Company as follows:

- The liquidator is vested with the broadest powers provided by the articles 144 and following of the law of August 10, 1915 on commercial companies, as amended, without having to ask for authorization of the General Meeting of Partners in the cases provided for by law.

- There shall be no obligation for the liquidator to draw up an inventory, and the liquidator may refer to the books of the Company.

- The liquidator may, under its own responsibility and for particular and specific acts, delegate to one (1) or several third persons, who will act as its proxies, a part of its powers it determines and for the period it fixes.

- Out of the net proceeds of the liquidation, the liquidator is authorized and empowered to make at any time, in one part or in several parts, such distributions in cash as it deems fit, in accordance however with the provisions of the law of August 10, 1915 on commercial companies, as amended.

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

Whereof this deed was drawn up in Luxembourg on the date set at the beginning of this deed.

This deed having been read to the appearing person, known to the notary by first and surname, civil status and residence, the said person appearing signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le dix novembre.

Par-devant Maître Jean-Joseph WAGNER, notaire de résidence à Sanem (Grand-Duché de Luxembourg).

Ont comparu:

1. «Europa Real Estate II S.à r.l.», une société à responsabilité limitée, constituée en vertu du droit luxembourgeois, ayant son siège social à L- 2320 Luxembourg, 68-70, boulevard de la Pétrusse, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 103 095,

2. «Europa Real Estate II US S.à r.l.», une société à responsabilité limitée, constituée en vertu du droit luxembourgeois, ayant son siège social à L- 2320 Luxembourg, 68-70, boulevard de la Pétrusse, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 103 096,

les deux sociétés sont ici représentées par:

Monsieur Eric BIREN, administrateur de sociétés, avec adresse professionnelle au 68-70, boulevard de Pétrusse, L-2320 Luxembourg,

agissant en sa qualité de gérant des deux sociétés prénommées avec pouvoir de signature individuelle.

Les comparantes sont les seuls associés de «Europa Nickel S.à r.l.», une société à responsabilité limitée ayant son siège social au 68-70, boulevard de la Pétrusse, L-2320 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 115 366 (la "Société"), constituée suivant acte du notaire instrumentaire le 30 mars 2006, publié au Mémorial C, Recueil des Sociétés et Associations du 14 juin 2006, numéro 1153. Les statuts de la Société ont été modifiés pour la dernière fois par acte du notaire instrumentaire le 15 décembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 605 du 07 mars 2012.

Les associés prénommés de la Société, représentant l'intégralité du capital de la Société, requièrent désormais le notaire instrumentaire de prendre acte des décisions suivantes:

Première résolution

Les Associés décident la dissolution et la mise en liquidation de la Société.

Deuxième résolution

Les Associés décident de fixer le nombre de liquidateurs à un (1) et de nommer comme liquidateur unique de la Société:

«SIGNES S.A.», société anonyme de droit luxembourgeois dont le siège social est sis au 68-70, boulevard de la Pétrusse, L-2320 Luxembourg, et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous la section B numéro 46.251.

Troisième résolution

Les Associés décident de déterminer les pouvoirs du liquidateur, dans le cadre de la liquidation de la Société, comme suit:

- Le liquidateur a les pouvoirs les plus étendus prévus aux articles 144 et suivants de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, sans devoir recourir à l'autorisation préalable de l'Assemblée Générale des Associés dans les cas prévus par la loi.

- Le liquidateur est dispensé de dresser inventaire et peut s'en référer aux livres de la Société.

- Le liquidateur peut, sous sa responsabilité, pour des opérations particulières et spécifiques, déléguer à une ou plusieurs tierces personnes, qui agiront comme son mandataire, telle partie de ses pouvoirs qu'il déterminera et pour la période qu'il fixera.

- Des bénéfices nets de la liquidation, le liquidateur est autorisé à effectuer, à tout moment, en une ou plusieurs fois, toute distribution en espèces qu'il juge appropriée, conformément toutefois aux dispositions de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée.

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

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

Et après lecture faite et interprétation donnée aux personnes comparantes, connus du notaire instrumentant par nom, prénom usuel, état et demeure, lesdites personnes comparantes ont signé avec le notaire le présent acte.

Signé: E. BIREN, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 12 novembre 2014. Relation: EAC/2014/15268. Reçu douze Euros (12.- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2014179119/105.

(140205557) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 novembre 2014.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck