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° 4010 30 décembre 2014

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Petro Shipping S.A., Société Anonyme.

Siège social: L-5401 Ahn, 7, route du Vin.

R.C.S. Luxembourg B 165.624.

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Sie werden hiermit zu einer

AUSSERORDENTLICHEN HAUPTVERSAMMLUNG

der Aktionäre von Petro Shipping S.A., welche am 15. Januar 2015 um 11.00 Uhr am Gesellschaftssitz mit der nachfolgenden Tagesordnung stattfinden wird, eingeladen:

Tagesordnung:

1. Verlesung der Jahresberichte zum 31. Dezember 2013 des Verwaltungsrates sowie des Aufsichtskommissars;
2. Genehmigung der Bilanz und Gewinn- und Verlustrechnung zum 31. Dezember 2013;
3. Beschlussfassung über das Jahresergebnis;
4. Entlastung für die Verwaltungsratsmitglieder und den Aufsichtskommissar ;
5. Verschiedenes.

Im Namen und Auftrag des Verwaltungsrates

Référence de publication: 2014198002/17.

Almeda S.A., Société Anonyme.

Siège social: L-5401 Ahn, 7, route du Vin.

R.C.S. Luxembourg B 147.472.

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Die Aktionäre werden hiermit zu einer

ORDENTLICHEN GENERALVERSAMMLUNG

der Aktionäre der Almeda S.A., welche am *19. Januar 2015* um 10.00 Uhr am Gesellschaftssitz mit der nachfolgenden Tagesordnung stattfinden wird, eingeladen:

Tagesordnung:

1. Berichte des Verwaltungsrates und des Kommissars
2. Vorlage und Genehmigung der Bilanz und Gewinn- und Verlustrechnung per 31.12.2013
3. Beschlussfassung über das Jahresergebnis
4. Entlastung des Verwaltungsrates und des Kommissars
5. Verschiedenes

Im Namen und Auftrag des Verwaltungsrates.

Référence de publication: 2014200720/17.

Datagest, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 42.842.

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

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

Signature.

Référence de publication: 2014195834/10.

(140218614) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2014.

CVI Northern Resi S.à r.l., Société à responsabilité limitée.

Capital social: GBP 13.078,25.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 164.853.

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

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

Luxembourg, le 8 décembre 2014.

Référence de publication: 2014195820/10.

(140218459) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2014.

Silverside Shipping S.A., Société Anonyme.

Siège social: L-5401 Ahn, 7, route du Vin.

R.C.S. Luxembourg B 99.545.

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Die Aktionäre werden hiermit zu einer

ORDENTLICHEN HAUPTVERSAMMLUNG

der Aktionäre von SILVERSIDE SHIPPING S.A., welche am *08. Januar 2015* um 11.00 Uhr am Gesellschaftssitz mit der nachfolgenden Tagesordnung stattfinden wird, eingeladen:

Tagesordnung:

1. Berichte des Verwaltungsrates und des Kommissars
2. Vorlage und Genehmigung der Bilanz und Gewinn- und Verlustrechnung per 31.12.2013
3. Beschlussfassung über das Jahresergebnis
4. Entlastung des Verwaltungsrates und des Kommissars
5. Verschiedenes

Im Namen und Auftrag des Verwaltungsrates .

Référence de publication: 2014199794/17.

Temtrade S.A., Société Anonyme.

Siège social: L-9053 Ettelbruck, 45, avenue J.F. Kennedy.

R.C.S. Luxembourg B 49.797.

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Les actionnaires sont priés d'assister à

L'ASSEMBLEE GENERALE ORDINAIRE

de la société qui se tiendra extraordinairement le *jeudi 8 janvier 2015* à 10.00 hrs au siège social de la société à L - 9053 Ettelbruck, 45, Avenue J.F. Kennedy, avec

Ordre du jour:

1. Présentation et discussion des rapports du conseil d'administration et du commissaire aux comptes sur l'exercice clôturé au 31.12.2013 ;
2. Présentation et approbation des comptes annuels arrêtés au 31.12.2013 ;
3. Affectation du résultat ;
4. Décharge à donner aux administrateurs et au commissaire aux comptes de la société ;
5. Décision à prendre sur base de l'article 100 de la loi modifiée du 10 août 1915 ;
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2014200723/832/19.

BR Artemis S.à r.l. SICAR, Société à responsabilité limitée sous la forme d'une Société d'Investissement en Capital à Risque.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 134.654.

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1. Extrait des résolutions de l'associé unique du 30 juin 2014:

L'associé unique a nommé la société PricewaterhouseCoopers, Société Coopérative, avec siège social au 2, rue Gerhard Mercator, L-1014 Luxembourg, Grand-Duché de Luxembourg, comme réviseur d'entreprise de la Société jusqu'à l'assemblée générale annuelle qui se tiendra en 2015.

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

Fait et signé à Luxembourg, le 4 décembre 2014.

Pour BR Artemis S.à r.l. SICAR

Joanne Fitzgerald

Gérante

Référence de publication: 2014196563/18.

(140219914) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2014.

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

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

R.C.S. Luxembourg B 71.182.

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Notice is hereby given that the

ANNUAL GENERAL MEETING

of shareholders (the "Meeting") of Allianz Global Investors Fund (the "Company") will be held at the Registered Office of the Company at 6A, route de Trèves, 2633 Senningerberg, Luxembourg, on Friday *23 January 2015* at 11:00 CET for the purpose of considering and voting upon the following matters:

Agenda:

1. Acceptance of the report of the Management Company audited by independent Auditors and to approve the financial statements as well as the use of income (if any) for the accounting year ended September 30, 2014.
2. Discharge of the Board of Directors of the Company in the exercise of their mandate during the accounting year ended September 30, 2014.
3. Re-election of Mr. Daniel Lehmann, Mr. Frank Klausfelder, Mr. Markus Nilles and Mr. Markus Breidbach as Directors of the Board until the next Annual General Meeting.
4. Re-election of PricewaterhouseCoopers, S.à r.l., Luxembourg, as Auditor until the next Annual General Meeting.
5. Consideration of such other business as may properly come before the Meeting.

Voting:

Resolutions on the Agenda of the Meeting will require no quorum and will be taken at the majority of the votes expressed at the Meeting. The quorum and majority requirements will be determined in accordance to the outstanding shares on January 18, 2015 midnight CET (the "Record Date"). The voting rights of Shareholders shall be determined by the number of shares held at the Record Date.

Voting Arrangements:

Authorized to attend and vote at the meeting are shareholders who are able to provide a confirmation from their depository bank or institution showing the number of shares held by the Shareholder as per the Record Date to the Transfer Agent RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxembourg, to arrive in Luxembourg by no later than 11:00 CET on January 21, 2015.

Any shareholders entitled to attend and vote at the meeting shall be entitled to appoint a proxy to vote on his/her behalf. The proxy form, in order to be valid, must be duly completed and signed under the hand of the appointer or his/her attorney or if the appointer is a corporation, under its common seal or under the hand of a duly authorised officer, and sent to the Transfer Agent RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxembourg, to arrive in Luxembourg by no later than 11:00 CET on January 21, 2015.

Proxy forms for use by registered shareholders can be obtained from the Transfer Agent RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxembourg. A person appointed proxy need not be a shareholder of the Company. The appointment of a proxy will not preclude a shareholder from attending the meeting.

Copies of the audited annual report of the Company are available for inspection at the registered office of the Company. Shareholders may also request to be sent a copy of such report.

Senningerberg, December 2014. *By order of the Board of Directors.*

Référence de publication: 2014207527/755/41.

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

R.C.S. Luxembourg B 176.542.

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Veuillez noter que suite à la résiliation en date du 08 décembre 2014 du contrat de location établit entre Maprima Luxembourg S.A. et la société ISaints S.A. immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 176 542., l'adresse de la société ISaints S.A. n'est plus établit au 89B, rue Pafebruch, L-8308 Capellen.

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

Fait à Luxembourg, le 09 décembre 2014.

Pour la société

Un mandataire

Référence de publication: 2014196489/13.

(140219525) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2014.

BL, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 45.243.

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Le Conseil d'Administration a l'honneur de convoquer les Actionnaires de la SICAV à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 8 janvier 2015 à 14.00 heures au siège social, afin de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Réviseur d'Entreprises agréé
2. Approbation des comptes annuels arrêtés au 30 septembre 2014
3. Affectation des résultats et dividendes
4. Quitus aux Administrateurs
5. Renouvellement du mandat du Réviseur d'Entreprises agréé
6. Nominations statutaires

Les Actionnaires sont informés que l'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir la majorité des voix exprimées des Actionnaires présents ou représentés. Des procurations sont disponibles au siège social de la SICAV.

Pour pouvoir assister à la présente Assemblée, les détenteurs d'actions au porteur doivent déposer leurs actions, au moins cinq jours francs avant l'Assemblée, auprès du siège ou d'une agence de la BANQUE DE LUXEMBOURG, Société Anonyme à Luxembourg. Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (ifs.fds@bdl.lu) de leur intention d'assister à l'Assemblée.

Le Conseil d'Administration.

Référence de publication: 2014201321/755/25.

Pocolena S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 66.570.

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Extrait des résolutions prises par l'assemblée générale extraordinaire en date du 30 novembre 2014

L'assemblée a décidé d'accepter avec effet au 30 novembre 2014 la démission de Monsieur Christophe JASICA de ses fonctions d'administrateur.

L'assemblée a également décidé d'élire avec effet au 30 novembre 2014, Monsieur Pontus EKMAN, née le 11 avril 1963 à Täby (Suède) et résidant au 23A Riddargatan, 11457 Stockholm, Suède, aux fonctions d'administrateur.

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

Pour la société

Un administrateur

Référence de publication: 2014196993/15.

(140220046) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2014.

AHL Bidco Sàrl, Société à responsabilité limitée.

Capital social: GBP 12.500,00.

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

R.C.S. Luxembourg B 181.361.

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Extrait des résolutions de l'associé unique prises en date du 26 novembre 2014

L'associé unique de la Société a décidé comme suit:

- de nommer Peng Han Lee, née le 9 mars 1983 à Pulau Pinang, Malaisie, ayant son adresse professionnelle au 22/F Lyndhurst Tower, 1 Lyndhurst Terrace, Central, 999077 Hong Kong, Chine en tant que gérant de catégorie A avec effet immédiat.

Luxembourg, le 26 novembre 2014.

Référence de publication: 2014196515/14.

(140219584) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2014.

BL Fund Selection, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 133.040.

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Le Conseil d'Administration a l'honneur de convoquer les Actionnaires de la SICAV BL FUND SELECTION à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 8 janvier 2015 à 15.00 heures au siège social, afin de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Réviseur d'Entreprises agréé
2. Approbation des comptes annuels arrêtés au 30 septembre 2014
3. Affectation des résultats
4. Quitus aux Administrateurs
5. Renouvellement du mandat du Réviseur d'Entreprises agréé
6. Nominations statutaires

Les Actionnaires sont informés que l'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir la majorité des voix exprimées des Actionnaires présents ou représentés. Des procurations sont disponibles au siège social de la SICAV.

Pour pouvoir assister à la présente Assemblée, les détenteurs d'actions au porteur doivent déposer leurs actions, au moins cinq jours francs avant l'Assemblée, auprès du siège ou d'une agence de la BANQUE DE LUXEMBOURG, Société Anonyme à Luxembourg. Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (ifs.fds@bdl.lu) de leur intention d'assister à l'Assemblée.

Le Conseil d'Administration.

Référence de publication: 2014201322/755/25.

Cross Commodity Long/Short Fund, Fonds Commun de Placement.

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Das aktualisierte Verwaltungs- und Sonderreglement des Fonds Cross Commodity Long/Short Fund, in Kraft getreten am 5. Dezember 2014, wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 30. Dezember 2014.
Structured Invest S.A.
Silvia Mayers / Christoph Längsfeld

Référence de publication: 2014200567/11.

(140224386) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2014.

Venar S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 135.810.

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

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

Référence de publication: 2014197956/9.

(140220530) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Unlimited Company S.A., Société Anonyme.

Siège social: L-4993 Sanem, 7, Cité Schmiedenacht.

R.C.S. Luxembourg B 80.648.

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

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

Référence de publication: 2014197947/9.

(140220669) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Capital Gestion, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 108.332.

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Le Conseil d'Administration a l'honneur de convoquer les Actionnaires de la SICAV à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *8 janvier 2015* à 14.30 heures au siège social, afin de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Réviseur d'Entreprises agréé
2. Approbation des comptes annuels arrêtés au 30 septembre 2014
3. Affectation des résultats et dividendes
4. Quitus aux Administrateurs
5. Renouvellement du mandat du Réviseur d'Entreprises agréé
6. Nominations statutaires

Les Actionnaires sont informés que l'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir la majorité des voix exprimées des Actionnaires présents ou représentés. Des procurations sont disponibles au siège social de la SICAV.

Pour pouvoir assister à la présente Assemblée, les détenteurs d'actions au porteur doivent déposer leurs actions, au moins cinq jours francs avant l'Assemblée, auprès du siège ou d'une agence de la BANQUE DE LUXEMBOURG, Société Anonyme à Luxembourg. Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (ifs.fds@bdl.lu) de leur intention d'assister à l'Assemblée.

Le Conseil d'Administration.

Référence de publication: 2014201323/755/25.

Duisburg Holding (Luxembourg) S.A., Société Anonyme.

Siège social: L-5367 Schuttrange, 64, rue Principale.

R.C.S. Luxembourg B 122.244.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Schuttrange, le 9 décembre 2014.

Référence de publication: 2014195844/10.

(140218669) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2014.

Dyfan Investments Holding S.A., Société Anonyme Soparfi.

Siège social: L-1882 Luxembourg, 12D, Impasse Drosbach.

R.C.S. Luxembourg B 83.554.

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

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

Référence de publication: 2014195849/10.

(140219101) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2014.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 169.209.

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

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

Référence de publication: 2014197986/9.

(140220715) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Sieberath International Consulting, Société à responsabilité limitée.

Siège social: L-9749 Fischbach, 7, Z.I. Giaellewee.

R.C.S. Luxembourg B 153.314.

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

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

Référence de publication: 2014197855/9.

(140220704) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Seven Holdings S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 118.808.

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

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

Référence de publication: 2014197854/9.

(140220724) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Saturn 1 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 180.343.

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

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

Référence de publication: 2014197847/9.

(140220732) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Siemes Schuhcenter Luxemburg GmbH, Société à responsabilité limitée.

Siège social: L-2220 Luxembourg, 681, rue de Neudorf.

R.C.S. Luxembourg B 121.056.

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

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

Référence de publication: 2014197856/9.

(140220508) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Sophinvest S.A., Société Anonyme.

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

R.C.S. Luxembourg B 173.826.

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

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

Référence de publication: 2014197884/9.

(140220356) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Sopartech S.A., Société Anonyme.

Siège social: L-1631 Luxembourg, 59, rue Glesener.

R.C.S. Luxembourg B 140.984.

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

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

Référence de publication: 2014197883/9.

(140221164) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Studio 352, Société Anonyme.

Siège social: L-5326 Contern, 8-10, rue de l'Etang.

R.C.S. Luxembourg B 58.690.

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

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

Référence de publication: 2014197897/9.

(140220939) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

TRALUX, Société Générale de Travaux - Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.750.000,00.

Siège social: L-3254 Bettembourg, 156, route de Luxembourg.

R.C.S. Luxembourg B 12.975.

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

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

Référence de publication: 2014197934/9.

(140221171) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Tercio S.A., Société Anonyme.

Siège social: L-4993 Sanem, 7, Cité Schmiedenacht.

R.C.S. Luxembourg B 165.225.

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

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

Référence de publication: 2014197926/9.

(140220946) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Todori S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-8041 Strassen, 80, rue des Romains.

R.C.S. Luxembourg B 165.484.

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

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

Référence de publication: 2014197930/9.

(140220953) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Wanig Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 145.965.

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

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

Référence de publication: 2014197976/9.

(140220324) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

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

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

R.C.S. Luxembourg B 22.185.

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

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

Référence de publication: 2014197977/9.

(140220354) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Amura Capital Turquoise S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 186.135.

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Changement suivant le contrat de cession de parts sociales du 21 novembre 2014:

- Ancienne situation associée:

SICAV Amura Capital . . . . . 12.500 parts sociales

- Nouvelle situation associée:

Mora Banc Grup SA, une société anonyme, constituée et régie selon les lois de la principauté d'Andorre, ayant son siège social à 96, avenue Meritxell, AD500 Andorra la Vella (Andorre) et enregistrée au Registre de Commerce et des Sociétés de la principauté d'Andorre sous le numéro 1.828. . . . . 12,500 parts sociales

Extrait des résolutions prises par l'associée unique en date du 5 décembre 2014

1. Monsieur Joseph Balcells Marticella, administrateur de sociétés, né à Barcelone (Espagne) le 13 août 1981, demeurant professionnellement à 96, avenue Meritxell, AD500 Andorra la Vella (Andorre), a été nommé comme gérant de catégorie A pour une durée indéterminée.

2. Monsieur Rubén Aísa García,, administrateur de sociétés, né à Zaragoza (Espagne), le 2 février 1978, demeurant professionnellement à 96, avenue Meritxell, AD500 Andorra la Vella (Andorre), a été nommé comme gérant de catégorie B pour une durée indéterminée.

Luxembourg, le 8 décembre 2014.

Pour avis et extrait sincères et conformes

Pour Amura Capital Turquoise S.à r.l.

Un mandataire

Référence de publication: 2014194644/26.

(140217749) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 décembre 2014.

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

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 155.824.

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CLÔTURE DE LIQUIDATION

Extrait

Il résulte d'un acte de clôture de liquidation reçu par le notaire Maître Martine SCHAEFFER, de résidence à Luxembourg, en date du 14 novembre 2014, enregistré à Luxembourg Actes Civils, le 21 novembre 2014, LAC/2014/41617, aux droits de soixante-quinze euro (75,- EUR), que la société à responsabiltié LAUME S.à r.l. (en liquidation), ayant son siège social à 18, rue de l'Eau, L-1449 Luxembourg, inscrite au Registre de Commerce et des Sociétés sous le numéro B 155.824, constitué en date du 8 septembre 2010 par acte du notaire instrumentaire, publié au Mémorial C, numéro 2418 du 10 novembre 2010.

La société a été mise en liquidation par acte du notaire instrumentaire en date du 28 novembre 2013, publié au Mémorial C, numéro 128 du 15 janvier 2014.

Après adoption du rapport du commissaire à la liquidation et les comptes de liquidation, l'associé unique donne pleine et entière décharge au liquidateur LISOLUX S.à r.l. et au commissaire à la liquidation CeDerLux-Services S.àr.l., ayant tous les deux le siège social à 18, rue de l'Eau, L-1449 Luxembourg, pour l'accomplissement de leur fonction concernant la liquidation.

L'associé unique donne décharge pleine et entière aux gérants pour l'exécution de leur mandat à ce jour.

En conséquence l'associé unique a prononcé la clôture de la liquidation de la société LAUME S.à r.l. (en liquidation)

Les livres et documents de la société seront conservés pendant une durée de cinq (5) ans à partir du jour de la liquidation auprès de FIDUCENTER S.A., ayant son siège social au 18, rue de l'Eau, L-1449 Luxembourg, inscrite au RCS Luxembourg sous le numéro B 62.780.

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

Luxembourg, le 8 décembre 2014.

Référence de publication: 2014195169/28.

(140218239) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 décembre 2014.

Origami Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 188.599.

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In the year two thousand and fourteen, on eleventh day of December.

Before Us Maître Léonie GRETHEN, notary, residing in Luxembourg, Grand Duchy of Luxembourg,

THERE APPEARED:

Sete Holdings S.à r.l., a private limited liability company (société à responsabilité limitée), incorporated under the laws of Luxembourg, having its registered office at 5, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 166382, (the Sole Shareholder)

hereby represented by Ms Hilary FITZGIBBON, Director (the Proxyholder), professionally residing in Luxembourg, Grand Duchy of Luxembourg, by virtue of a power of attorney given under private seal.

The power of attorney of the appearing party, after having been signed ne varietur by the proxyholder acting on behalf of the Sole Shareholder, and the undersigned notary, will remain attached to the present deed to be filed with such deed with the registration authorities.

The Sole Shareholder, represented as stated above, requests the undersigned notary to record the following:

(A) The appearing party is the sole shareholder of ORIGAMI INVESTMENTS S.A., a public limited liability company (société anonyme) incorporated under the laws of the Grand Duchy of Luxembourg with registered office at 5, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 188599 (the Company). The Company was incorporated on 7 July 2014 pursuant to a deed of the undersigned notary, published in the Mémorial, Recueil des Sociétés et Associations, Luxembourg C, number 2506 of 17 September 2014 and its articles of incorporation have not been amended yet.

(B) Representing the entire share capital of the Company, the Sole Shareholder waives the convening notices, considers itself as duly convened and declares having full knowledge of the purpose of the present resolutions which was communicated to it in advance.

(C) The Sole Shareholder wishes to pass resolutions on the following items:

(1) Conversion of the Company into an investment company with variable capital - specialised investment fund with multiple sub-funds (société d'investissement à capital variable à sous-fonds multiples - fonds d'investissement specialise (SICAV-SIF)) organised under the Luxembourg act dated 13 February 2007 on specialised investment funds, as amended (the 2007 Act) under the name "Origami Investments" and comprised of three compartments, namely:

- Origami Investments - Liquidity Sub-fund (the Liquidity Sub-fund);
- Origami Investments - Multi Manager Sub-fund; and
- Origami Investments - Opportunistic Sub-fund,

(each a Sub-fund and together the Sub-funds).

(2) Decision to change the corporate purpose of the Company to that of a SICAVSIF subject to the 2007 Act.

(3) Subsequent amendment of the corporate purpose of the Company so as to read as follows:

" **4.1.** The exclusive purpose of the Company is to invest the funds available to it with the purpose of spreading investment risks and affording its shareholders the results of its management.

4.2. The Company may take any measures and carry out any transaction, which it may deem useful for the fulfilment and development of its purpose and may, in particular and without limitation:

(a) make investments whether directly or through direct or indirect participations in subsidiaries of the Company or other intermediary vehicles;

(b) borrow money in any form or obtain any form of credit facility and raise funds through, including, but not limited to, the issue of equity, bonds, notes, promissory notes, and other debt or equity instruments;

(c) advance, lend or deposit money or give credit to companies and undertakings;

(d) enter into any guarantee, pledge or any other form of security, whether by personal covenant or by mortgage or charge upon all or part of the assets (present or future) of the Company or by all or any of such methods, for the performance of any contracts or obligations of the Company, or any director, manager or other agent of the Company, or any company in which the Company or its parent company has a direct or indirect interest, or any company being a direct or indirect shareholder of the Company or any company belonging to the same group as the Company;

to the fullest extent permitted under the 2007 Act but in any case subject to the terms and limits set out in the Memorandum (as defined in article 5.4 below)."

(4) Amendment, restatement and renumbering of the articles of incorporation of the Company (the Articles) in their entirety so as to reflect items 2 to 4 above.

(5) Decision to transfer the registered office of the Company to the following address: 33A, J.F. Kennedy, L-1855, Luxembourg Grand Duchy of Luxembourg.

(6) Acknowledgement that the shares issued by the Company have been fully paid up by the Sole Shareholder.

(7) Allocation of the existing assets and liabilities of the Company to the Liquidity Sub-fund.

(8) Allocation of all shares issued by the Company as of the date of these resolutions into shares issued by the Liquidity Sub-fund and conversion of these shares into 32 Class A Shares (as defined in the confidential offering memorandum of the Company (the Memorandum) and 1 Class S Share (as defined in the Memorandum).

(9) Decision that, in accordance with article 26(2) of the 2007 Act, the Articles be drawn up in English language only, without being followed by a translation into an official language of the Grand Duchy of Luxembourg (Luxembourg).

(10) Acknowledgement and, to the extent necessary, approval of the resignation of Ms Hilary Fitzgibbon as director of the Company effective as of the date of these resolutions.

(11) Acknowledgement that the Sole Shareholder will be the holder of the Class S Share and is therefore entitled to propose a list containing the names of the candidates for the position of director and that such directors appointed by the Sole Shareholder out of that list are Class S Directors (as defined in the Memorandum).

(12) Decision to appoint the following persons as new directors of the Company:

(a) Mr Robert Zipp, Investment Director, SETE Holdings S.à r.l., born on 4 July 1975 in McAllan, Texas, United States of America, whose professional address is 5, rue Jean Monnet, L-2180, Grand Duchy of Luxembourg;

(b) Mr Christophe Douineau, General Manager, born on 8 December 1964 in Gien, France, whose professional address is 38, route de Malagnou, CH-1208 Genève, Switzerland, as ordinary Director; and

(c) Mr Laurent Barnich, Director, Server Group Europe S.A., born on 2 October 1979 in Luxembourg, Grand Duchy of Luxembourg, whose professional address is 6, rue Heine, L-1720 Luxembourg, Grand Duchy of Luxembourg, hereafter referred as the New Directors.

(13) Decision that the appointment of the New Directors will have effect as of the date of these resolutions and that the New Directors will be appointed for a term of office ending on the date of the annual general meeting of the shareholder of the Company to be held in the year 2020.

(14) Decision to appoint the following persons as Class S Directors:

- Mr Jean-Claude Jacot; and

- Mr Christophe Douineau.

(15) Acknowledgement and approval that, further to the appointment of the New Directors and the Class S Directors as per resolutions 12 to 14 below, the members of the board of directors of the Company (the Board) are:

- Mr Jean-Claude Jacot, as Class S Director;

- Mr Christophe Douineau, as Class S Director;

- Mr David Barrett, as ordinary director;

- Mr Robert Zipp, as ordinary director;

- Mr Laurent Barnich, as ordinary director.

(16) Acknowledgement that the appointment of the New Directors has been approved by the Luxembourg regulator, the Commission de Surveillance du Secteur Financier (the CSSF).

(17) Miscellaneous.

(D) The Sole Shareholder took the following resolutions:

First resolution

The Sole Shareholder resolves to convert the Company into an investment company with variable capital with multiple sub-funds (société d'investissement à capital variable à sous-fonds multiples) organised under the 2007 Act under the name "Origami Investments" and comprised of the Sub-funds.

Second resolution

The Sole Shareholder resolves to change the corporate purpose of the Company to that of a SICAV-SIF subject to the 2007 Act.

Third resolution

The Sole Shareholder resolves to amend the corporate purpose of the Company so as to read as follows:

" **4.1.** The exclusive purpose of the Company is to invest the funds available to it with the purpose of spreading investment risks and affording its shareholders the results of its management.

4.2. The Company may take any measures and carry out any transaction, which it may deem useful for the fulfilment and development of its purpose and may, in particular and without limitation:

(a) make investments whether directly or through direct or indirect participations in subsidiaries of the Company or other intermediary vehicles;

(b) borrow money in any form or obtain any form of credit facility and raise funds through, including, but not limited to, the issue of equity, bonds, notes, promissory notes, and other debt or equity instruments;

(c) advance, lend or deposit money or give credit to companies and undertakings;

(d) enter into any guarantee, pledge or any other form of security, whether by personal covenant or by mortgage or charge upon all or part of the assets (present or future) of the Company or by all or any of such methods, for the performance of any contracts or obligations of the Company, or any director, manager or other agent of the Company, or any company in which the Company or its parent company has a direct or indirect interest, or any company being a direct or indirect shareholder of the Company or any company belonging to the same group as the Company;

to the fullest extent permitted under the 2007 Act but in any case subject to the terms and limits set out in the Memorandum (as defined in article 5.4 below)."

Fourth resolution

The Sole Shareholder resolves to amend, restate and renumber the Articles in their entirety so as to reflect the second, third and fourth resolutions above. As a consequence of such changes, the Articles will read as follows:

1. Art. 1. Form and name.

1.1 There exists a société d'investissement à capital variable - fonds d'investissement spécialisé under the form of a public limited liability company (société anonyme) under the name of "Origami Investments" (the Company).

1.2 The Company will be governed by the act of 13 February 2007 relating to specialised investment funds, as amended (the 2007 Act), the act of 10 August 1915 on commercial companies, as amended (the Companies Act) (provided that in case of conflicts between the Companies Act and the 2007 Act, the 2007 Act will prevail) as well as by these article of incorporation (the Articles).

2. Art. 2. Registered office.

2.1 The registered office of the Company is established in Luxembourg-City. It may be transferred within the boundaries of the municipality of Luxembourg-City (or elsewhere in the Grand Duchy of Luxembourg if and to the extent permitted under the Companies Act) by a resolution of the Board (as defined in article 14 below).

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

2.3 Where the Board determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances. Such temporary measures will have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a public limited liability company incorporated in the Grand Duchy of Luxembourg.

3. Art. 3. Duration.

3.1 The Company is formed for an unlimited duration, provided that the Company will however be automatically put into liquidation upon the termination of a Sub-fund (as defined in article 5.4) if no further Sub-fund is active at that time.

3.2 The Company may be dissolved by a resolution of the shareholders adopted in the manner required for the amendment of these Articles, as prescribed in article 20.6 hereto as well as by the Companies Act.

4. Art. 4. Corporate objects.

4.1 The exclusive purpose of the Company is to invest the funds available to it with the purpose of spreading investment risks and affording its shareholders the results of its management.

4.2 The Company may take any measures and carry out any transaction, which it may deem useful for the fulfilment and development of its purpose and may, in particular and without limitation:

(a) make investments whether directly or through direct or indirect participations in subsidiaries of the Company or other intermediary vehicles;

(b) borrow money in any form or obtain any form of credit facility and raise funds through, including, but not limited to, the issue of equity, bonds, notes, promissory notes, and other debt or equity instruments;

(c) advance, lend or deposit money or give credit to companies and undertakings;

(d) enter into any guarantee, pledge or any other form of security, whether by personal covenant or by mortgage or charge upon all or part of the assets (present or future) of the Company or by all or any of such methods, for the performance of any contracts or obligations of the Company, or any director, manager or other agent of the Company, or any company in which the Company or its parent company has a direct or indirect interest, or any company being a direct or indirect shareholder of the Company or any company belonging to the same group as the Company;

to the fullest extent permitted under the 2007 Act but in any case subject to the terms and limits set out in the Memorandum (as defined in article 5.4 below).

5. Art. 5. Share capital.

5.1 The capital of the Company will be represented by fully paid up shares of no par value and will at any time be equal to the value of the net assets of the Company pursuant to article 12.

5.2 The capital must reach an equivalent amount of one million two hundred and fifty thousand euro (EUR 1,250,000.-) within twelve months of the date on which the Company has been registered as a specialised investment fund (SIF) under the 2007 Act on the official list of Luxembourg SIFs. Thereafter may not be less than this amount. Shares of a Target Sub-fund held by a Investing Sub-fund (as defined in article 17.4 below), will not be taken into account for the purpose of the calculation of the one million two hundred and fifty thousand euro (EUR 1,250,000.-) minimum capital requirement.

5.3 The initial capital of the Company was of thirty-three thousand euro (EUR 33,000.-) represented by thirty -three (33) fully paid up shares with no par value.

5.4 The Company has an umbrella structure and the Board will set up separate portfolios of assets that represent sub-funds as defined in article 71 of the 2007 Act (the Sub-funds, each a Sub-fund), and that are formed for one or more Classes (as defined under article 5.5). Each Sub-fund will be invested in accordance with the investment objective and policy applicable to that Sub-fund. The investment objective, policy and other specific features of each Sub-fund are set forth in the general section and the relevant special section of the issue document of the Company drawn up in accordance with article 52 of the 2007 Act (the Memorandum). Each Sub-fund may have its own funding, Classes, investment policy, capital gains, expenses and losses, distribution policy or other specific features.

5.5 Within a Sub-fund, the Board may, at any time, decide to issue one or more classes of shares (the Classes, each class of shares being a Class) the assets of which will be commonly invested but subject to different rights as described in the Memorandum, to the extent authorised under the 2007 Act and the Companies Act, including, without limitation, different:

(a) type of target investors;

(b) fees and expenses structures;

(c) sales and redemption charge structures;

(d) subscription and/or redemption procedures;

(e) minimum investment and/or subsequent holding requirements;

(f) shareholders servicing or other fees;

(g) distribution rights and policy, and the Board may in particular, decide that shares pertaining to one or more Class (es) be entitled to receive incentive remuneration scheme in the form of carried interest, higher performance returns, lower performance or other fees or to receive preferred returns;

(h) marketing targets;

(i) transfer or ownership restrictions;

(j) reference currencies.

5.6 A separate net asset value per share, which may differ as a consequence of these variable factors, will be calculated for each Class in the manner described in article 12.

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

5.8 Shares pertaining to a Class may be further sub-divided in series of shares that will be considered for the purposes of the Companies Act as distinct categories of shares and any reference to a Class in these Articles will mean, where appropriate, a reference to a particular series of such Class. The specific features of any such series will be as described in the Memorandum.

5.9 The Company is one single legal entity. However, in accordance with article 71(5) of the 2007 Act, the rights of the shareholder and creditors relating to a Sub-fund or arising from the setting-up, operation and liquidation of a Sub-fund are limited to the assets of that Sub-fund. The assets of a Sub-fund are exclusively dedicated to the satisfaction of the rights of the shareholders relating to that Sub-fund and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Sub-fund, and there will be no cross liability between Sub-funds, in derogation of article 2093 of the Luxembourg Civil Code.

5.10 The Board may create each Sub-fund for an unlimited or limited period of time; in the latter case, the Board may, at the expiration of the initial period of time, extend the duration of that Sub-fund one or more times, subject to the relevant provisions of the Memorandum. At the expiration of the duration of a Sub-fund, the Company will redeem all the shares in the Class(es) of that Sub-fund, in accordance with article 8. At each extension of the duration of a Sub-fund, the registered shareholders will be duly notified in writing by a notice sent to their address as recorded in the Company's register of shareholders. The Memorandum will indicate whether a Sub-fund is incorporated for an unlimited period of time or, alternatively, its duration and, if applicable, any extension of its duration and the terms and conditions for such extension.

5.11 For the purpose of determining the capital of the Company, the net assets attributable to each Class will, if not already denominated in euro, be converted into euro. The capital of the Company equals the total of the net assets of all the Classes of all Sub-funds.

6. Art. 6. Form of shares.

6.1 The Company only issues shares in registered form and shares will remain in registered form.

6.2 All issued registered shares of the Company will be registered in the register of shareholders which will be kept at the registered office by the Company or by one or more persons designated for this purpose by the Company, where it will be available for inspection by any shareholder. Such register will contain the name of each owner of registered shares, his residence or elected domicile as indicated to the Company, the number and Class of registered shares held by him, the amount paid up on each share, and the transfer of shares and the dates of such transfers. The ownership of the shares will be established by the entry in this register.

6.3 The Company will not issue certificates for such inscription, but each shareholder will receive a written confirmation of his shareholding.

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

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

6.6 The Company will recognise only one holder per share. In case a share is held by more than one person, the Company has the right to suspend the exercise of all rights attached to that share until one person has been appointed as sole owner in relation to the Company. The same rule will apply in the case of conflict between an usufruct holder (usufruitier) and a bare owner (nu-propriétaire) or between a pledgor and a pledgee. Moreover, in the case of joint shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

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

6.8 All shares issued by the Company may be redeemed by the Company at the request of the shareholders or at the initiative of the Company in accordance with, and subject to, article 8 of these Articles and the provisions of the Memorandum.

6.9 Subject to the provisions of article 10, the transfer of shares may be effected by a written declaration of transfer entered in the register of the shareholder(s) of the Company, such declaration of transfer to be executed by the transferor and the transferee or by persons holding suitable powers of attorney or in accordance with the provisions applying to the transfer of claims provided for in article 1690 of the Luxembourg Civil Code. The Company may also accept as evidence of transfer other instruments of transfer evidencing the consent of the transferor and the transferee satisfactory to the Company.

7. Art. 7. Issue of shares.

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

7.2 Shares are exclusively reserved for subscription by well-informed investors within the meaning of article 2 of the 2007 Act (Well-Informed Investors).

7.3 The Board may impose conditions on the issue of share, any such condition to which the issue of shares may be submitted will be detailed in the Memorandum provided that the Board may, without limitation:

(a) decide to set minimum commitments, minimum subsequent commitments, minimum subscription amounts, minimum subsequent subscription amounts and minimum holding amounts for a particular Class or Sub-fund;

(b) impose restrictions on the frequency at which shares are issued (and, in particular, decide that shares will only be issued during one or more offering periods or at such other intervals as provided for in the Memorandum);

(c) reserve shares of a Sub-fund or Class exclusively to persons or entities that have entered into, or have executed, a subscription document under which the subscriber undertakes inter alia to subscribe for shares, during a specific period, up to a certain amount and makes certain representations and warranties to the Company. As far as permitted under Luxembourg law, any such subscription document may contain specific provisions not contained in the other subscription documents;

(d) determine any default provisions applicable to non or late payment for shares or restrictions on ownership of the shares;

(e) in respect of any one given Sub-fund and/or Class, levy a subscription fee and/or waive partly or entirely this subscription fee;

(f) decide that payments for subscriptions to shares will be made in whole or in part on one or more dealing dates, closings or draw down dates at which such date(s) the commitment of the investor will be called against issue of shares of the relevant Sub-fund and Class;

(g) set the initial offering period or initial offering date and the initial subscription price in relation to each Class in each Sub-fund and the cutoff time for acceptance of the subscription document in relation to a particular Sub-fund or Class.

7.4 Shares in Sub-funds will be issued at the subscription price calculated in the manner and at such frequency as determined for each Sub-fund (and, as the case may be, each Class) in the Memorandum.

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

7.6 The Board may, in its absolute discretion, accept or reject (partially or totally) any request for subscription for shares, and the Board may, at any time and from time to time and in its absolute discretion without liability and without notice, unless otherwise provided for in the Memorandum, discontinue the issue and sale of shares of any Class in any one or more Sub-funds.

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

Investor or shareholder's default

7.8 The failure of an investor or shareholder to make, within a specified period of time determined by the Board, any required contributions or certain other payments to the Company, in accordance with the terms of its application form, subscription document or agreement or commitment to the Company, entitles the Company to impose on the relevant investor or shareholder the penalties determined by the Board and detailed in the Memorandum which may include without limitation:

(a) the right of the Company to compulsorily redeem all or part of the shares of the defaulting shareholder in accordance with the provisions of the Memorandum;

(b) the right to require the defaulting shareholder to pay damages to the benefit of the Company;

(c) the right for the Company to retain all dividends paid (or to be paid) or other sums distributed (or to be distributed) with regard to the shares held by the defaulting shareholder;

(d) the right of the Company to require the defaulting shareholder to pay interest at such rate as set out in the Memorandum on all outstanding amounts to be advanced and costs and expenses in relation to the default;

(e) the loss of the defaulting shareholder's right to be, or to propose, members of such consultative body, investment committee or other committee set up in accordance with the provisions of the Memorandum, as the case may be;

(f) the loss of the defaulting shareholder's right to vote with regard to any matter that must be approved by all or a specified portion of the shareholders;

(g) the right of the Company to commence legal proceedings;

(h) the right of the Company to reduce or terminate the defaulting shareholder's commitment;

(i) the right of the other shareholders to purchase all or part of the shares of the defaulting shareholder at a price determined in accordance with the provisions of the Memorandum;

unless such penalties are waived by the Board in its discretion.

7.9 The penalties or remedies set forth above and in the Memorandum will not be exclusive of any other remedy which the Company or the shareholders may have at law or under the subscription form, Memorandum or the relevant shareholder's commitment.

8. Art. 8. Redemptions of shares. General

8.1 The Board may create each Sub-fund as:

- a closed-ended Sub-fund the shares of which are in principle not redeemable at the request of a shareholder; or

- an open-ended Sub-fund where any shareholder may request a redemption of all or part of its shares from the Company in accordance with the conditions and procedures set forth by the Board in the Memorandum and within the limits provided by law and these Articles.

Redemptions in open-ended Sub-funds

8.2 Subject to the provisions of article 12, in an open-ended Sub-fund the redemption price per share will be paid within a period determined by the Board and disclosed in the Memorandum, as determined in accordance with the current policy of the Board, provided that any required transfer documents have been received by the Company. Redemptions may take place over one or more redemption dates, as specified in the Memorandum, and shareholders may be paid out at different redemption prices, calculated in accordance with the Memorandum.

8.3 Unless otherwise provided for in the Memorandum, the redemption price per share for shares of a particular Class of an open-ended Sub-fund corresponds to the net asset value per share of the respective Class less any redemption fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

8.4 A process determined by the Board and described in the Memorandum will govern the chronology of the redemption of shares in an open-ended Sub-fund. The Board may impose conditions on the redemption of shares. Any such condition to which the redemption of shares may be submitted will be detailed in the Memorandum. The Board may impose restrictions on the frequency at which shares may be redeemed in any Class and may, in particular, decide that shares of any Class will only be redeemed after a lock up period and on such valuation days as provided for in the Memorandum (each, a Redemption Date).

8.5 If, as a result of a redemption application, the number or the value of the shares held by any shareholder in any Class falls or will fall below the minimum number or value specified at such time in the Memorandum, the Company may decide to treat such application as an application for redemption of all of that shareholder's shares in the given Class.

8.6 If, in addition, on a Redemption Date or at some time during a Redemption Date, redemption applications as described in this article and conversion applications as described in article 9 exceed a certain level set by the Board in relation to a given Class or Sub-fund, the Board may reduce proportionally part or all of the redemption and conversion applications in the manner deemed necessary by the Board, in the best interest of the Company and in accordance with the terms of the Memorandum. Such non-processed redemptions will then be given priority and dealt with ahead of other applications on the Redemption Date(s) following this period (but subject always to the foregoing limit and unless otherwise specified in the Memorandum).

8.7 The Company may, at the request of a shareholder, agree to make, in whole or in part, a distribution in-kind of assets of a Sub-fund to that shareholder in lieu of paying to that shareholder redemption proceeds in cash. The Company may agree to do so if it determines that such a transaction would not be detrimental to the best interests of the remaining shareholders of the relevant Sub-fund. Any such redemption will be effected at the net asset value per share of the relevant Class of the Sub-fund which the shareholder is redeeming, and thus will constitute a pro-rata portion of the Sub-fund's assets attributable in that Class in terms of value. The assets to be transferred to such shareholder will be determined by the Company and the Depositary, with regard to the practicality of transferring the assets and to the interests of the Sub-fund and continuing participants therein and to the shareholder. The selection, valuation and transfer of assets will be subject to the review and approval of the Company's auditor, unless either (a) all shareholders in the relevant Sub-fund waive such requirement or (b) the assets to be distributed in kind are financial instruments listed or dealt with on a recognised stock exchange or on a regulated market with a liquid secondary market if the distribution in kind is made on the basis of the average trading price of the relevant assets over the last 10 trading days before the distribution.

8.8 All redeemed shares will be cancelled.

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

8.10 In respect of open-ended Sub-funds, the Company will use all reasonable commercial efforts to satisfy redemption requests, recognising its obligation to balance such efforts with the interests of the relevant Sub-fund and the other Sub-funds as a whole and the interests of those shareholders who remain in the relevant Sub-fund and the other Sub-funds, but nothing will oblige the Company to meet any redemption request.

Redemption of shares at the initiative of the Company - Compulsory redemption of shares

8.11 The Company may redeem shares of any Class and Sub-fund, on a pro rata basis among shareholders in the relevant Class or Sub-fund, in order to proceed to a distribution, subject to compliance with the relevant distribution scheme (and as the case may be, subject to compliance with the relevant re-investment rights) as provided for each Sub-fund and/or Class in the Memorandum (if any).

8.12 The Company will announce in due time the redemption by way of mail addressed to the shareholders by the Board.

8.13 The Company may compulsorily redeem the shares:

(a) held by a Restricted Person as defined in article 11, in accordance with the provisions of article 11;

(b) for the purpose of equalisation of existing investors and late investors (e.g., in case of admission of subsequent investors) if provided in respect of a specific Sub-fund in the Memorandum;

(c) in case of liquidation or merger of Sub-funds or Classes, in accordance with the provisions of article 27;

(d) held by a shareholder who fails to make, within a specified period of time determined by the Board, any required contributions or certain other payments to the Company (including the payment of any interest amount or charge due in case of default), in accordance with the terms of its subscription document in accordance with the provisions of the Memorandum;

(e) in all other circumstances, in accordance with the terms and conditions set out in the subscription document, these Articles and the Memorandum.

9. Art. 9. Conversion of shares.

9.1 Subject to such terms and conditions as set out in the Memorandum, a shareholder may, if so provided in the Memorandum, convert all or part of its shares of a particular Class of an open-ended Sub-fund into another Class within the same Sub-fund or another open-ended Sub-fund.

9.2 If conversions are authorised in the Memorandum, a process determined by the Board and described in the Memorandum will govern the chronology of the conversion of shares in a Sub-fund or from one Sub-fund to another Sub-fund. The Board may impose conditions on the conversion of shares which will be detailed in the Memorandum. A conversion application will be considered as an application to redeem the shares held by the shareholder and as an application for the simultaneous acquisition (issue) of the shares to be acquired. A conversion fee may be incurred. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The prices of the conversion may be rounded up or down to the nearest unit of the currency in which they are to be paid, as determined by the Board. The Board may determine that balances of less than a reasonable amount to be set by the Board, resulting from conversions, will not be paid out to shareholders.

9.3 As a rule, unless otherwise provided for in the Memorandum, both the redemption and the acquisition parts of the conversion application should be calculated on the basis of the net asset value per share prevailing on the dealing date in respect of which the redemption part of the relevant conversion request is undertaken by the relevant Sub-fund.

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

9.5 All applications for the conversion of shares are irrevocable, unless otherwise provided for in the Memorandum.

9.6 If as a result of a conversion application, the number or the value of the shares held by any shareholder in any Class falls below the minimum number or value that is then - if the rights provided for in this sentence are applicable - specified by the Board in the Memorandum, the Company may decide to treat the purchase part of the conversion application as a request for redemption for all of the shareholder's shares in the given Class; the acquisition part of the conversion application will remain unaffected by any additional redemption of shares.

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

10. Art. 10. Transfer of shares - Transfer of commitments.

10.1 The sale, assignment, transfer, exchange, pledge, encumbrance or other disposition (Transfer) of all or any part of any investor's shares or undrawn commitment in any Sub-fund is subject to the provisions of this article and the Memorandum.

10.2 No Transfer of all or any part of any investor's shares or undrawn commitment in any Sub-fund, whether direct or indirect, voluntary or involuntary (including, without limitation, to an affiliate or by operation of law), will be valid or effective if:

(a) the Transfer would result in a violation of any law or regulation of Luxembourg, or any other jurisdiction or subject the Company, any Sub-fund or any intermediary vehicle to any other adverse tax, legal or regulatory consequences as determined by the Board;

(b) the Transfer would result in a violation of any term or condition of these Articles, the Memorandum or of the relevant subscription agreement;

(c) the Transfer would result in the Company being required to register or the shares of the Company or any Sub-fund being subject to registration in a jurisdiction other than the Grand Duchy of Luxembourg; and

(d) it will be a condition of any Transfer (whether permitted or required) that:

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

(ii) such Transfer (if inter vivos and if to persons who are not investors) be approved by the Board;

(iii) the transferee is not a Restricted Person.

11. Art. 11. Ownership restrictions.

11.1 The Company may restrict or prevent the ownership of shares by any person if:

(a) in the opinion of the Company such holding may be detrimental to the Company or any of its Sub-funds;

(b) it may result (either individually or in conjunction with other investors in the same circumstances) in:

(i) the Company, a Sub-fund or its intermediary vehicles incurring any liability for any taxation whenever created or imposed and whether in Luxembourg, or elsewhere or suffering pecuniary disadvantages which the same might not otherwise incur or suffer; or

(ii) the Company or a Sub-fund being required to register its shares under the laws of any jurisdiction other than Luxembourg;

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

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

(e) such person is not a Well-Informed Investor;

(f) such person is engaged in market timing or late trading activities;

such individual or legal entities are to be determined by the Board and are defined herein as Restricted Persons provided that any person mentioned under items (d) and (e) will automatically be a Restricted Person.

11.2 For such purposes the Company may:

(a) decline to issue any shares and decline to register any Transfer or assignment of corresponding undrawn commitment (if any), where such registration, or Transfer or assignment would result in legal or beneficial ownership of such shares (or undrawn commitment (if any)) by a Restricted Person; and

(b) at any time require any person, whose name is entered in the register of shareholders (or of undrawn commitments (if any)) or who seeks to register a Transfer in the register of shareholders (or of undrawn commitments (if any)), to deliver to the Company any information, supported by affidavit, which the Company may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares (or undrawn commitment (if any)) rests with a Restricted Person, or whether such registration will result in beneficial ownership of such shares (or undrawn commitment (if any)) by a Restricted Person.

11.3 If it appears that a shareholder of the Company is a Restricted Person, the Company will be entitled to, in its absolute discretion:

(a) decline to accept the vote of the Restricted Person at the general meeting of shareholders of the Company (the General Meeting) and disregard its vote on any matter requiring the investors' vote in accordance with the Articles or the Memorandum; and/or

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

(c) instruct the Restricted Person to sell his/her/its shares and to demonstrate to the Company that this sale was made within such period of the sending of the relevant notice as set out in the Memorandum, subject each time to the applicable restrictions on Transfer as set out in article 10; and/or

(d) reduce or terminate the Restricted Person's undrawn commitment (if any); and/or

(e) compulsorily redeem all shares held by the Restricted Person at a price based on the latest calculated net asset value, less a penalty fee calculated in accordance with the terms of the Memorandum or at such price as is set out in the Memorandum.

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

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

12.1 The net asset value of each Class in each Sub-fund will be expressed in the reference currency as it is stipulated in the Memorandum in accordance with Luxembourg law on each valuation day as stipulated in the Memorandum (each a Valuation Date). For Sub-funds which do not have a daily Valuation Date, the Company may, at its discretion, calculate an estimated net asset value on days which are not Valuation Dates. The said estimated net asset value cannot be used for subscription, redemption or conversion purposes and will be calculated for information only. Furthermore, exceptionally and upon the decision of the Board, the Company may decide to calculate an exceptional net asset value for the specific purposes of subscription, redemption or conversion.

12.2 Calculation of the net asset value

(a) The net asset value of each Class in each Sub-fund and Class will be calculated in the reference currency of the Sub-fund or Class in good faith in Luxembourg on each Valuation Date as stipulated in the Memorandum.

(b) The administrative agent of the Company (the Administrative Agent) will under the supervision of the Board compute the net asset value per Class in the relevant Sub-fund as follows: each Class participates in the Sub-fund according to the portfolio and distribution entitlements attributable to each such Class. The value of the total portfolio and distribution entitlements attributed to a particular Class of a particular Sub-fund on a given Valuation Date adjusted with the liabilities relating to that Class on that Valuation Date represents the total net asset value attributable to that Class of that Sub-fund on that Valuation Date. The assets of each Class will be commonly invested within a Sub-fund but subject to different fee structures, distribution, marketing targets, currency or other specific features as it is stipulated in the Memorandum. A separate net asset value per share, which may differ as consequence of these variable factors, will be calculated for each Class as follows: the net asset value of that Class of that Sub-fund on that Valuation Date divided by the total number of shares of that Class of that Sub-fund then outstanding on that Valuation Date.

(c) If, within a Class several sub-classes have been created, the allocation rules set out above will apply similarly to these sub-classes.

(d) For the purpose of calculating the net asset value per Class of a particular Sub-fund, the net asset value of each Sub-fund will be determined by calculating the aggregate of:

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

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

(e) The total net assets of the Company will result from the difference between the gross assets (including the market value of investments owned by the Company and its intermediary vehicles) and the liabilities of the Company, provided that:

(i) the acquisition costs for investments (including the costs of establishment of an intermediary vehicle, as the case may be) will be amortised over the planned strategic investment period of each of such investment, or for a maximum period of five (5) years rather than expensed in full when they are incurred; and

(ii) the set up costs for the Company and any Sub-fund will be amortised over a period of five (5) years rather than expensed in full when they are incurred.

(f) The value of the assets of the Company will be determined as follows:

(i) securities (including interests in listed undertakings for collective investment (UCI)) listed on an official stock exchange or dealt on any other regulated market will be valued on the basis of the last available publicised stock exchange or market value;

(ii) securities which are not listed on a stock exchange nor dealt in on another regulated market will be valued on the basis of their fair value estimated with prudence and in good faith by the Board. If a net asset value is determined for the units or shares issued by a UCI which calculates a net asset value per share or unit, those units or shares will be valued on the basis of the latest net asset value determined according to the provisions of the particular issuing documents of the relevant UCIs or, at their latest unofficial net asset values (i.e. estimates of net asset values which are not generally used for the purposes of subscription and redemption or which may be provided by a pricing source - including the investment manager of the UCI - other than the central administration agent of the UCI) if more recent than their official net asset values. The net asset value calculated on the basis of unofficial net asset values of UCIs may differ from the net asset value which would have been calculated, on the relevant Valuation Date, on the basis of the official net asset values determined by the central administration agents of the UCIs. However, such net asset value is final and binding notwithstanding any different later determination. In case of the occurrence of an evaluation event that is not reflected in the latest available net asset value of such shares or units issued by such UCIs, the valuation of the shares or units issued by such UCIs may be estimated with prudence and in good faith in accordance with procedures established by the Board to take into account this evaluation event. The following events qualify as evaluation events (without limitation): capital calls, distributions or redemptions effected by the UCI or one or more of its underlying investments as well as any material events or developments affecting either the underlying investments or the UCIs themselves;

(iii) 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 will be deemed to be the full amount thereof, unless it is unlikely to be received in which case the value thereof will be arrived at after making such discount as the Board may consider appropriate in such case to reflect the true value thereof;

(iv) the liquidating value of futures, forward or options contracts not dealt in on a stock exchange or another regulated market will mean their net liquidating value determined, pursuant to the policies established by the Board on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts dealt in on a stock exchange or another regulated market will be based upon the last available settlement prices of these contracts on such regulated market on which the particular futures, forward or options contracts are dealt in by the relevant Sub-fund; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract will be such value as the Board may deem fair and reasonable;

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

(vi) money market instruments and all other assets which are not quoted or traded on a regulated market will be valued at fair value as determined pursuant to procedures established by the Administrative Agent and adopted by the Board;

(vii) all other assets (e.g., physical holding of precious metals) are valued at fair value as determined pursuant to procedures established by the Administrative Agent and adopted by the Board.

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

(h) [For the purpose of determining the value of the Company's assets, the Administrative Agent, having due regards to the standard of care and diligence in this respect, may exclusively, when calculating the net asset value, rely upon the valuations provided (i) by the Board, (ii) by various pricing sources available on the market such as pricing agencies (e.g.,

Bloomberg or Reuters) or administrators or investment managers of target UCI, (iii) by prime brokers and brokers or (iv) by (a) specialist(s) duly authorised to that effect by the Board.

12.3 The value of all assets and liabilities not expressed in the currency of denomination of the relevant shares will be converted into such currency at the relevant rates of exchange ruling in Luxembourg on the relevant Valuation Date. If such quotations are not available, the rate of exchange will be determined with prudence and in good faith by or under procedures established by the Company.

12.4 For the purpose of this article 12,

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

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

(c) where on any Valuation Date the Company has contracted to:

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

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

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

12.5 Allocation of assets and liabilities

(a) The assets and liabilities of the Company will be allocated as follows:

(i) the proceeds to be received from the issue of shares of any Class will be applied in the books of the Company to the Sub-fund corresponding to that Class, provided that if several Classes are outstanding in such Sub-fund, the relevant amount will increase the proportion of the net assets of such Sub-fund attributable to that Class;

(ii) the assets and liabilities and income and expenditure applied to a Sub-fund will be attributable to the Class or Classes corresponding to such Sub-fund;

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

(iv) where the Company incurs a liability in relation to any asset of a particular Class or particular Classes within a Sub-fund or in relation to any action taken in connection with an asset of a particular Class or particular Classes within a Sub-fund, such liability will be allocated to the relevant Class or Classes within such Sub-fund;

(v) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class, such asset or liability will be allocated to all the Classes pro rata to their respective net asset values or in such other manner as determined by the Board acting in good faith, provided that (i) where assets of several Classes are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Company, the respective right of each Class will correspond to the prorated portion resulting from the contribution of the relevant Class to the relevant account or pool, and (ii) such right will vary in accordance with the contributions and withdrawals made for the account of the Class, as described in the Memorandum;

(vi) upon the payment of distributions to the shareholders of any Class, the net asset value of such Class will be reduced by the amount of such distributions.

12.6 General rules

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

(b) the latest net asset value per share will be made available to investors at the registered office of the Company and the Administrative Agent as soon as it is finalised, as further set out in the Memorandum. The Company may arrange for the publication of this information in the reference currency of each Sub-fund/Class and any other currency at the discretion of the Company in leading financial newspapers. The Company cannot accept any responsibility for any error or delay in publication or for non-publication of prices;

(c) for the avoidance of doubt, the provisions of this article 12 are rules for determining the net asset value per share and are not intended to affect the treatment for accounting or legal purposes of the assets and liabilities of the Company or any shares issued by the Company;

(d) different valuation rules may be applicable in respect of a specific Sub-fund as further laid down in the Memorandum;

(e) with respect to the protection of Investors in case of net asset value calculation error and the correction of the consequences resulting from non-compliance with the investment rules applicable to the Company, the Board intends to comply with the principles and rules set out in CSSF circular 02/77 of 27 November 2002, subject to what is specified in the Memorandum.

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

(a) all loans, bills and accounts payable;

(b) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);

(c) all accrued or payable administrative expenses;

(d) all known liabilities, present and future, including all matured contractual obligations for payment of money or property;

(e) an appropriate provision for future taxes based on capital and income to the relevant Valuation Date, as determined from time to time by the Board, and other reserves, if any, authorised and approved by the Board; and

(f) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares of the Company. In determining the amount of such liabilities, the Board will take into account all expenses payable and all costs incurred by the Company.

13. Art. 13. Temporary suspension of calculation of the net asset value. Suspension events

13.1 The Company may at any time and from time to time suspend the determination of the net asset value of shares of any Sub-fund and/or the issue of the shares of such Sub-fund to subscribers and/or the redemption of the shares of such Sub-fund from its shareholders as well as conversions of shares of any Class in a Sub-fund:

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

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

(c) in the case of a breakdown of the means of communication normally used for valuing any asset of the Sub-fund which is material or if for any reason the value of any asset of the Sub-fund which is material in relation to the net asset value may not be determined as rapidly and accurately as required;

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

(e) when the value of a substantial part of the investments of the Sub-fund or any intermediary vehicle may not be determined accurately or when the net asset value calculation of, and/or the redemption right of investors in, one or more target UCIs representing a substantial portion of the assets of the relevant Sub-fund is suspended;

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

(g) when for any reason and in its absolute discretion the Board determines that such suspension is in the best interests of shareholders;

(h) upon the publication of a notice convening an extraordinary General Meeting for the purpose of winding-up the Company;

(i) when for any other reason, the prices of any Investments within a Sub-fund cannot be determined promptly.

Notification and effects of suspension

13.2 Any such suspension will be notified by the Company in such manner as it may deem appropriate to the persons likely to be affected thereby. The Company will notify shareholders requesting redemption or conversion of their shares of such suspension. Such suspension as to any Sub-fund will have no effect on the calculation of the net asset value per share, the issue, redemption and conversion of shares of any other Sub-fund.

13.3 Any request for subscription, redemption and conversion will be irrevocable except in the event of a suspension of the calculation of the net asset value per share in the relevant Sub-fund, in which case shareholders may give notice that they wish to withdraw their application. If no such notice is received by the Company during the suspension period, such application will be dealt with on the first Valuation Date, as determined for each relevant Sub-fund, following the end of the period of suspension.

14. Art. 14. Management.

14.1 The Company will be managed by a board of directors (the Board) of an odd number of members with a minimum of at least 3 directors (including the chairman of the Board) who need not be shareholders of the Company. The members of the Board shall be elected for a term not exceeding six years and shall be eligible for re-appointment.

14.2 The Board will issue, in at least one Sub-fund, at least one Class S Share (as described in the Memorandum) reserved for subscription by such person(s) as decided by the Board and as more fully described in this article 14 and the Memorandum. The holders of Class S Share(s) will be entitled to propose to the General Meeting a list containing the names of candidates for the position of director (and a director appointed by the General Meeting out of that list is a Class S Director). The Board will always comprise (a) one ordinary director more than the total number of Class S Directors and (b) at least one Class S Director.

14.3 The directors shall be elected by the General Meeting by a resolution adopted by a majority of at least two-thirds of the votes validly cast at the meeting (without any quorum requierement). The General Meeting shall also determine the number of directors (within the limits of articles 14.1 and 14.2 au-dessus) and the term of their office. Any decision of the General Meeting to the effect of changing the composition of the Board must be taken in accordance with the rights of the Class S Shares as described under article 14.2 au-dessus and must be adopted by a majority of at least two thirds of the votes expressed by the shareholders present or represented at this meeting. In case where the General Meeting were to refuse to appoint a candidate proposed by the holder(s) of Class S Share(s), then the holder(s) of Class S Share(s) will make another proposal to the General Meeting.

14.4 Where a legal person is appointed as a director (the Legal Entity), the Legal Entity must designate a natural person as permanent representative (représentant permanent) who will represent the Legal Entity as member of the Board in accordance with article 51bis of the Companies Act.

14.5 Any director may be removed with or without cause or be replaced at any time by resolution adopted by the General Meeting, in accordance with article 14.3 above, provided however that if a Class S Director is removed, the remaining directors must call for an extraordinary General Meeting without delay in order for a new Class S Director to be appointed in his/her place in accordance with the requirements of this article 14. The new Class S Director so appointed will be chosen from the candidates on the list presented by the holder(s) of Class S Share(s).

14.6 In the event of a vacancy in the office of a director, the remaining directors must call a General Meeting without delay in order to fill such vacancy. For the avoidance of doubt, a vacancy in the office of a Class S Director must be filled with a new Class S Director proposed by the holder(s) of Class S Share(s).

14.7 The Board will elect a chairman out of the Class S Director(s). It may further choose a secretary, either director or not, who shall be in charge of keeping the minutes of the meetings of the Board. The Board shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

14.8 The chairman will preside at meetings of the Board. In his absence, the Board will appoint another Class S Director as chairman pro tempore by vote of the majority in number present in person or by proxy at such meeting.

14.9 Meetings of the Board are convened by the chairman or by any other two members of the Board.

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

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

14.12 Any director may act at any meeting of the Board by appointing in writing or by telefax or telegram or telex another director as his proxy.

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

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

14.15 The Board can validly debate and take decisions only if the majority of its members and at least one Class S Director is present or duly represented.

14.16 All resolutions of the Board shall require a majority of the directors present or represented at the Board meeting and at least the positive vote of one Class S Director, in which the quorum requirements set forth in the present article are met. In case of a tied vote the chairman shall have a casting vote.

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

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

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

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

14.21 In the event that any director of the Company may have any personal and opposite interest in any transaction of the Company, such director shall make known to the Board such personal and opposite interest and shall not consider

or vote upon any such transaction, and such transaction, and such director's interest therein, shall be reported to the next following annual General Meeting. The preceding paragraph does not apply to resolutions of the Board concerning transactions made in the ordinary course of business of the Company which are entered into on arm's length terms.

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

15. Art. 15. Powers of the board of directors.

15.1 The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in article 17 of these Articles, to the extent that such powers are expressly reserved by law or by these Articles to the General Meeting.

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

16. Art. 16. Authorised signature. Vis-à-vis third parties, the Company is validly bound by the joint signature of a Class S Director and any other director (whether Class S Director or not) of the Company or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

17. Art. 17. Investment policy and restrictions.

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

17.2 The Board will also have power to determine any restrictions which will from time to time be applicable to the investment of the Company's assets, in accordance with the 2007 Act including, without limitation, restrictions in respect of:

(a) the borrowings of the Company or any Sub-fund thereof and the pledging of its assets; and

(b) the maximum percentage of the Company or a Sub-fund's assets which it may invest in any single underlying asset and the maximum percentage of any type of investment which it (or a Sub-fund) may acquire.

17.3 The Board, acting in the best interests of the Company, may decide, in accordance with the terms of the Memorandum, that (i) all or part of the assets of the Company or of any Sub-fund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their sub-funds, or that (ii) all or part of the assets of two or more Sub-funds be co-managed on a segregated or on a pooled basis.

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

(a) the Target Sub-fund may not invest contemporaneously in the Investing Sub-fund;

(b) the voting rights attached to the shares of the Target Sub-fund are suspended during the investment by the Investing Sub-fund;

(c) the value of the shares of the Target Sub-fund held by the Investing Sub-fund is not taken into account for the purpose of assessing the compliance with the one million two hundred and fifty thousand euro (EUR 1,250,000.-) minimum capital requirement.

18. Art. 18. Indemnification.

18.1 The members of the Board are entitled to be indemnified, out of the relevant Sub-fund's assets against any and all liabilities, obligations, losses, damages, fines, taxes and interest and penalties thereon, claims, demands, actions, suits, proceedings (whether civil, criminal, administrative, investigative or otherwise) and litigation costs, expenses and disbursements (including legal and accounting fees and expenses, costs of investigation and sums paid in settlement) which may be imposed on, incurred by, or asserted at any time against them in any way related to or arising out of the Board members being involved in the business of the relevant Sub-fund, provided that no Director will be entitled to such indemnification for any action or omission resulting from any behaviour which qualifies as fraud, wilful misconduct, reckless disregard or gross negligence.

18.2 In the event of a settlement, indemnification will be provided only in connection with such matters covered by the settlement as to which the person to be indemnified did not commit such a breach of duty. To assess whether or not indemnification will be provided in these circumstances, the Company will be advised by counsel selected in good faith. The foregoing right of indemnification will not exclude other rights to which such person may be entitled.

18.3 Each of the service providers of the Company and their directors, managers, officers, agents and employees may also benefit from an indemnification from the Company, subject to the terms and provisions of the relevant service provider agreement and of the Memorandum.

19. Art. 19. Meetings of shareholders.

19.1 The annual General Meeting will be held, in accordance with Luxembourg law, in Luxembourg at the address of the registered office of the Company or at such other place in the municipality of the registered office as may be specified in the convening notice of the meeting, on the first Tuesday in June each year at 11 a.m. (Luxembourg time). If such day is not a Luxembourg business day, the annual General Meeting will be held on the following Luxembourg business day.

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

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

19.4 To the extent permitted by law, the convening notice to a General Meeting may provide that the quorum and majority requirements will be assessed against the number of shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the relevant meeting (the Record Date) in which case, the right of shareholders to participate in the meeting will be determined by reference to their holding as at the Record Date.

20. Art. 20. Notice, Quorum, Convening notices, Powers of attorney and vote.

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

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

20.3 All the shares of the Company being in registered form, the convening notices will be made by registered letters only.

20.4 Each share is entitled to one vote, subject to the provisions of articles 7 and 11 of these Articles.

20.5 Except as otherwise required by law or by these Articles, resolutions at a duly convened General Meeting will be passed by a simple majority of those present or represented and voting.

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

20.7 The nationality of the Company may be changed [and the commitments of its shareholders may be increased] only with the unanimous consent of the shareholders and bondholders (if any).

20.8 Any amendment affecting the rights of the holders of shares of any Class vis-à-vis those of any other Class will only be valid if passed in accordance with article 68 of the Companies Act.

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

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

20.11 The shareholders may vote in writing (by way of a voting bulletins) on resolutions submitted to the General Meeting provided that the written voting bulletins include (i) the name, first name, address and the signature of the relevant shareholder, (ii) the agenda as set forth in the convening notice and (iii) the voting instructions (approval, refusal, abstention) for each point of the agenda. In order to be taken into account, the original voting bulletins must be received by the Company forty-eight (48) hours before the relevant General Meeting.

20.12 Before commencing any deliberations, the shareholders will elect a chairman of the General Meeting. The chairman will appoint a secretary and the shareholders will appoint a scrutineer. The chairman, the secretary and the scrutineer form the General Meeting's bureau.

20.13 The minutes of the General Meeting will be signed by the members of the bureau of the General Meeting and by any shareholder who wishes to do so.

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

21. Art. 21. General meetings of shareholders in a sub-fund or in a class.

21.1 The shareholders of the Classes issued in a Sub-fund may hold, at any time, General Meetings to decide on any matters which relate exclusively to that Sub-fund.

21.2 In addition, the shareholders of any Class may hold, at any time, General Meetings for any matters which are specific to that Class.

21.3 The provisions of article 20 apply to such General Meetings, unless the context otherwise requires.

22. Art. 22. Auditors.

22.1 The accounting information contained in the annual report of the Company will be examined by an approved statutory auditor (réviseur d'entreprises agréé) appointed by the General Meeting and remunerated by the Company.

22.2 The approved statutory auditor will fulfil all duties prescribed by the 2007 Act.

23. Art. 23. Liquidation or merger of sub-funds or classes of shares.

23.1 In the event that, for any reason, the value of the total net assets in any Sub-fund or the value of the net assets of any Class within a Sub-fund has decreased to, or has not reached, an amount determined by the Board or its delegate to be the minimum level for such Sub-fund or Class to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation, or as a matter of economic rationalisation, the Board may decide to offer to the relevant shareholders the conversion of their shares into shares of another Sub-fund under terms fixed by the Board or to redeem all the shares of the relevant Sub-fund or Class at the net asset value per share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date at which such decision will take effect. The Company will serve a notice to the holders of the relevant shares prior to the effective date of the compulsory redemption, which will indicate the reasons for and the procedure for the redemption operations. Registered shareholders will be notified in writing.

23.2 In addition, the General Meeting of any Class or of any Sub-fund will, in any other circumstances, have the power, upon proposal from the Board, to redeem all the shares of the relevant Sub-fund or Class and refund to the shareholders the net asset value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Date calculation day at which such decision will take effect. There will be no quorum requirements for such General Meeting, which will decide by resolution taken by simple majority of those present or represented and voting at such meeting.

23.3 Any request for subscription will be suspended as from the moment of the announcement of the termination, the merger or the transfer of the relevant Sub-fund.

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

23.5 All redeemed shares will be cancelled.

23.6 Under the same circumstances as provided by the first paragraph of this article, the Board may decide to allocate the assets of any Sub-fund to those of another existing Sub-fund within the Company or to another UCI organised under the provisions of the 2007 Act or of Part II of the Luxembourg act of 17 December 2010 concerning undertakings for collective investment, as amended, or to another sub-fund within such other UCI (the New Sub-fund) and to redesignate the shares of the Sub-fund concerned as shares of another Sub-fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be notified in the same manner as described in the first paragraph of this article one month before its effectiveness (and, in addition, the publication will contain information in relation to the New Sub-fund), in order to enable shareholders to request redemption of their shares, free of charge, during such period.

23.7 Any requests for subscription will be suspended as from the moment of the announcement of the merger or the transfer of the relevant Sub-fund.

23.8 Notwithstanding the powers conferred to the Board by article 23.6, a contribution of the assets and liabilities attributable to any Sub-fund to another Sub-fund within the Company may, in any other circumstances, be decided upon by a General Meeting of the Sub-fund or Class concerned for which there will be no quorum requirements and which will decide upon such an amalgamation by resolution taken by simple majority of those present or represented and voting at such meeting.

23.9 Furthermore, a contribution of the assets and liabilities attributable to any Sub-fund to another UCI referred to in article 23.6 or to another sub-fund within such other UCI will require a resolution of the shareholders of the Class or Sub-fund concerned taken with 50% quorum requirement of the shares in issue and adopted at a 2/3 majority of the shares present or represented and voting, except when such an amalgamation is to be implemented with a Luxembourg UCI of the contractual type (fonds commun de placement) or a foreign based UCI, in which case resolutions will be binding only on such shareholders who have voted in favour of such amalgamation.

24. Art. 24. Fiscal year. The fiscal year of the Company will begin on 1 January and terminate on 31 December of each year.

25. Art. 25. Application of income.

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

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

25.3 Payments of distributions to owners of registered shares will be made to such shareholders at their addresses in the register of shareholders.

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

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

25.6 Any distribution that has not been claimed within five years of its declaration will be forfeit and revert to the Class(es) issued in the respective Sub-fund.

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

26. Art. 26. Depositary.

26.1 The Company will enter into a depositary agreement with a bank or savings institution which will satisfy the requirements of the 2007 Act (the Depositary) who will assume towards the Company and its shareholders the responsibilities provided by the 2007 Act. The fees payable to the Depositary will be determined in the depositary agreement.

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

27. Art. 27. Winding up.

27.1 The Company may at any time be dissolved by a resolution of the General Meeting, subject to the quorum and majority requirements for amendment to these Articles.

27.2 In the event of a voluntary liquidation, the Company will, upon its dissolution, be deemed to continue to exist for the purposes of the liquidation. The operations of the Company will be conducted by one or several liquidators, who, after having been approved by the CSSF, will be appointed by a General Meeting, which will determine their powers and compensation.

27.3 Should the Company be voluntarily liquidated, then its liquidation will be carried out in accordance with the provisions of the 2007 Act and the Companies Act. The liquidation report will be audited by the Auditor or by an ad hoc external auditor appointed by the meeting.

27.4 If the Company were to be compulsorily liquidated, the provision of the 2007 Act will be applicable.

27.5 If the total net assets of the Company falls below two-thirds of the minimum capital prescribed by law (i.e. EUR1,250,000), the Board must submit the question of the Company's dissolution to a General Meeting for which no quorum is prescribed and which will pass resolutions by simple majority of the shares represented at the meeting.

27.6 If the total net assets of the Company fall below one-fourth of the minimum capital prescribed by law, the Board must submit the question of the Company's dissolution to a General Meeting for which no quorum is prescribed. A resolution dissolving the Company may be passed by shareholders holding one-fourth of the shares represented at the meeting.

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

27.8 The issue of new shares by the Company will cease on the date of publication of the notice of the General Meeting, to which the dissolution and liquidation of the Company will be proposed. The proceeds of the liquidation of each Sub-fund, net of all liquidation expenses, will be distributed by the liquidators among the holders of shares in each Class in accordance with their respective rights. The amounts not claimed by investors at the end of the liquidation process will be deposited, in accordance with Luxembourg law, with the Caisse de Consignation in Luxembourg until the statutory limitation period has lapsed.

28. Art. 28. Applicable law.

28.1 All matters not governed by these Articles will be determined in accordance with the 2007 Act and the Companies Act in accordance with article 1.2.

Fifth resolution

The Sole Shareholder resolves to transfer the registered office of the Company to the following address: 33A, J.F. Kennedy, L-1855, Luxembourg Grand Duchy of Luxembourg.

Sixth resolution

The Sole Shareholder resolves to acknowledge that the shares issued by the Company have been fully paid up by the Sole Shareholder.

Seventh resolution

The Sole Shareholder resolves to allocate the existing assets and liabilities of the Company to the Liquidity Sub-fund.

Eighth resolution

The Sole Shareholder resolves to allocate all shares of the Company as of the date of these resolutions into shares issued by the Liquidity Sub-fund and to convert these shares into 32 Class A Shares (as defined in the Memorandum) and 1 Class S Share (as defined in the Memorandum) in that Sub-fund.

The Sole Shareholder expressly acknowledges that, further to this exchange and the restatement of the Articles in accordance with the resolutions above, the recourse of shareholders (and creditors) of the Sub-funds will be limited to the assets of the Sub-funds.

Ninth resolution

The Sole Shareholder resolves that, in accordance with article 26(2) of the 2007 Act, the Articles be drawn up in English language only, without being followed by a translation into an official language of Luxembourg.

Tenth resolution

The Sole Shareholder acknowledges and, to the extent necessary, approves the resignation of Ms Hilary Fitzgibbon as director of the Company effective as of the date of these resolutions.

Eleventh resolution

The Sole Shareholder acknowledges that it will be the holder of the Class S Share and is therefore entitled to propose a list containing the names of the candidates for the position of director and that such directors appointed by the Sole Shareholder out of that list are Class S Directors;

Twelfth resolution

The Sole Shareholder decides to appoint the following persons as New Directors:

(a) Mr Robert Zipp, Investment Director, SETE Holdings S.à r.l., born on 4 July 1975 in McAllan, Texas, United States of America, whose professional address is 5, rue Jean Monnet, L-2180, Grand Duchy of Luxembourg;

(b) Mr Christophe Douineau, General Manager, born on 8 December 1964 in Gien, France, whose professional address is 38, route de Malagnou, CH-1208 Genève, Switzerland; and

(c) Mr Laurent Barnich, Director, Server Group Europe S.A., born on 2 October 1979 in Luxembourg, Grand Duchy of Luxembourg, whose professional address is 6, rue Heine, L-1720 Luxembourg, Grand Duchy of Luxembourg.

Thirteenth resolution

The Sole Shareholder decides that the appointment of the New Directors will have effect as of the date of these resolutions and that the New Directors will be appointed for a term of office ending on the date of the annual general meeting of the shareholder of the Company to be held in the year 2020.

Fourteenth resolution

The Sole Shareholder decides to appoint the following persons as Class S Directors for a term of office ending on the date of the annual general meeting of the shareholder of the Company to be held in the year 2020:

- Mr Jean-Claude Jacot; and
- Mr Christophe Douineau.

Fifteenth resolution

The Sole Shareholder acknowledges and approves that, further to the appointment of the New Directors and the Class S Directors as per resolutions 12 to 14 above, the members of the Board are:

- Mr Jean-Claude Jacot, as Class S Director;
- Mr Christophe Douineau, as Class S Director;
- Mr Robert Zipp, as ordinary director;
- Mr David Barrett, as ordinary director;
- Mr Laurent Barnich, as ordinary director.

Sixteenth resolution

The Sole Shareholder acknowledges that the appointment of the New Directors has been approved by the CSSF.

Estimate of costs

The amount of expenses, costs, remunerations and charges in any form whatsoever which shall be borne by the Company as a result of the present deed is estimated to be approximately two thousand six hundred euros (EUR 2,600.-).

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

The undersigned notary, who understands and speaks English, states hereby that at the request of the above appearing persons, this notarial deed is worded only in English in accordance with article 26(2) of the law of 13 February 2007 on specialised investment funds, as amended.

WHEREOF, this notarial deed was drawn up in Luxembourg, on the date stated at the beginning of this document.

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

Signé: Fitzgibbon, GRETHEN.

Enregistré à Luxembourg Actes Civils, le 12 décembre 2014. Relation: LAC/2014/59814. Reçu soixante-quinze euros (75,00 €)

Le Receveur (signé): Carole Frising.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Luxembourg, le 18 décembre 2014.

Référence de publication: 2014207258/1037.

(140230664) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 décembre 2014.

White Fleet III, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 184.204.

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

Before us Maître Henri Hellinckx notary residing in Luxembourg.

Was held

an extraordinary general meeting of shareholders of White Fleet III (the "Company"), an investment company with variable capital ("société d'investissement à capital variable") qualifying as a public limited company ("société anonyme") with registered office at 5, rue Jean Monnet, L-2180 Luxembourg, incorporated by a deed of Maître Henry Hellinckx, notary residing in Luxembourg, dated 23 January 2014 which has been published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial"), number 492 dated 24 February 2014. The articles of incorporation (the "Articles") have not yet been amended since then.

The meeting was opened at 11.45 a.m. under the chairmanship of Bernhard Heinz, Vice-President MultiConcept Fund Management S.A., professionally residing in Luxembourg,

who appointed as secretary Susanne d'Anterroches, Vice-President Credit Suisse Fund Services (Luxembourg) S.A., professionally residing in Luxembourg.

The meeting elected as scrutineer Daniel Breger, Assistant Vice-President MultiConcept Fund Management S.A., professionally residing in Luxembourg.

After the constitution of the board of the meeting, the Chairman declared and requested the notary to record that:

I. The names of the shareholders present at the meeting or duly represented by proxy, the proxies of the shareholders represented, as well as the number of shares held by each shareholder, are set forth on the attendance list, signed by the shareholders present, the proxies of the shareholders represented, the members of the board of the meeting and the notary. The aforesaid list shall be attached to the present deed and registered therewith. The proxies given shall be initialed "ne varietur" by the members of the board of the meeting and by the notary and shall be attached in the same way to this document and registered therewith.

II. All the shares being registered shares, the present meeting was convened by notices containing the agenda sent by registered mail on 10 November 2014 to the registered shareholders.

III. The resolutions on the agenda require a quorum of at least one half of the of the share capital of the Company and the resolution on each item of the agenda has to be passed by the affirmative vote of at least two thirds (2/3) of the votes cast in the meeting.

IV. The agenda of the present meeting is the following:

Agenda

1. Revision of article 3 ("Object") of the Articles which will henceforth be read as follows:

" **Art. 3. Object.** The sole purpose of the Company shall be the investment of the Company's assets in securities and other legally permissible assets based on the principle of risk diversification and with the aim of distributing the proceeds arising from the management of the Company's assets to its Shareholders.

The Company may take any measures and execute any transactions that it deems useful in order to fulfil and implement such purpose in the widest extent permitted by part I of the law of 17 December 2010 (the "Law of 17 December 2010") regarding undertakings for collective investment."

2. Deletion of the possibility to issue bearer shares as well as insertion of the possibility to issue dematerialized shares and respective amendment of articles 5 ("Capital and Certification of Shares") and 11 ("Notices and agenda") of the Articles

3. Insertion of a new definition of the term "U.S. Person" in article 8 ("U.S. Matters") of the Articles

4. Revision of article 21 ("Investment Policy") of the Articles in order to describe permissible investments more in detail

5. Formal amendments in article 7 ("Restrictions of ownership") of the Articles, in particular the replacement of the term "U.S. Person" in the last paragraph of such article by the term "Restricted Person"

V. Pursuant to the attendance list that out of 2,483,006.12 the issued shares of the Company as at 26 November 2014, 1,972,175 shares are present or represented at the meeting and that they represent 79,43%% of the share capital of the Company.

VI. Consequently, the present meeting is duly constituted and can therefore validly deliberate on the aforementioned items of the agenda.

After deliberation, the general meeting unanimously took the following resolutions:

First Resolution

The meeting resolved to amend article 3 ("Object") of the Articles describing the Company's purpose. Article 3 ("Object") which will henceforth be read as follows:

" **Art. 3. Object.** The sole purpose of the Company shall be the investment of the Company's assets in securities and other legally permissible assets based on the principle of risk diversification and with the aim of distributing the proceeds arising from the management of the Company's assets to its Shareholders.

The Company may take any measures and execute any transactions that it deems useful in order to fulfil and implement such purpose in the widest extent permitted by part I of the law of 17 December 2010 (the "Law of 17 December 2010") regarding undertakings for collective investment."

Second Resolution

The meeting resolved to delete the possibility to issue bearer shares as well as to insert the possibility to issue dematerialized shares and to proceed with the respective amendments in articles 5 ("Capital and Certification of Shares") and 11 ("Notices and agenda") of the Articles. Article 5 ("Capital and Certification of Shares") and 11 ("Notices and agenda") of the Articles will henceforth be read as follows:

" **Art. 5. Capital and Certification of Shares.** The capital of the Company shall be represented by shares of no par value and shall at the time of establishment amount to fifty thousand (50.000.-) Swiss francs. Thereafter, the capital of the Company will at all time be equal to the total net assets of the Company as defined in Article 23 hereof. The capital of the Company shall be represented in Swiss Francs.

The minimum capital of the Company shall be at least the equivalent in Swiss Francs of one million two hundred and fifty thousand in Euro (EUR 1,250,000) within a period of six (6) months following the authorization of the Company.

The Board of Directors may decide at any time that the shares of the Company pertain to different subfunds (the "Subfunds", each a "Subfund") to be established which may be denominated in different currencies.

The Board of Directors is authorized without limitation to issue further shares to be fully paid at any time in accordance with Article 24 hereof without reserving for the existing Shareholders a preferential right to subscription of the shares to be issued.

The Board of Directors may delegate to any duly authorized member of the Board of Directors or officer of the Company or to any other duly authorized 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 classes and the proceeds of the issue of one or more classes of shares be accounted for in Subfunds or pools of assets established pursuant to Article 23 hereof and shall invest in transferable securities and other investments permitted by part I of the Law of 17 December 2010 corresponding to such geographical areas, industrial sectors or monetary zones, or such other areas or sectors, including in units or shares of other undertakings for collective investments as the Board of Directors shall from time to time determine in respect of each Subfund.

The Board of Directors may further decide, in connection with each Subfund or pool of assets, to create and issue new classes of shares within any Subfund that will be commonly invested pursuant to the specific investment policy of

the Subfund concerned but where a specific sales and redemption charge structure or hedging policy or currency denomination or other distinguishing feature is applied to each class. For the purpose of determining the capital of the Company, the assets and liabilities of the Subfund shall be allocated to the individual classes of shares. If not expressed in Swiss Francs respectively, they shall be converted into Swiss Francs respectively and the capital shall be the total net assets of all classes.

Shares are issued in uncertificated registered or dematerialized form. The Board of Directors may in its discretion decide whether to issue certificates in respect of registered shares or not. In case the Board of Directors has elected to issue no certificates in respect of registered shares, the Shareholder will receive a confirmation of his shareholding. In case the Board of Directors has elected to issue certificates in respect of registered shares and a 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 members of the Board of Directors. Both such signatures may be either manual, or printed, or by facsimile. However, one of the two signatures may be made by a person who has been authorized by the Board of Directors for such purpose. In such latter case, such signature shall be manual.

The Company may issue temporary share certificates in such form as the Board of Directors may from time to time determine. The Company reserves the right to reject any subscription application for shares, whether in whole or in part, at its own discretion for whatever reason.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the subscription price as set forth in Article 24 hereof. The subscriber will, without undue delay, obtain delivery of definitive share certificates or a confirmation of his shareholding.

Payments of dividends, if any, will be made to Shareholders at their address or registered office in the register of Shareholders of the Company (the "Register of Shareholders") which shall be kept by the Company or by one or more persons designated therefore by the Company and such Register of Shareholders shall contain the name of each holder of inscribed shares, his residence or registered office so far as notified to the Company, the number and class of shares held by him and the amount paid in on each such share..

All issued registered shares of the Company shall be inscribed in the Register of Shareholders in compliance with article 39 of the Luxembourg law of 10 August 1915 on commercial companies. Every transfer of a registered share shall be entered in the Register of Shareholders, and every such entry shall be signed by one or more officers of the Company or by one or more persons designated by the Board of Directors.

Dematerialized shares may be held through collective depositories. In such cases, shareholders shall receive a confirmation in relation to their shares from the depository of their choice (for example, their bank or broker), or shares may be held by shareholders directly in a registered account kept for the Company and its shareholders by the Company's central administration. These shareholders will be registered by the central administration. Shares held by a depository may be transferred to an account of the shareholder with the central administration or to an account with other depositories approved by the Company or, with an institution participating in the securities and fund clearing systems. Conversely, shares held in a shareholder's account kept by the central administration may at any time be transferred to an account with a depository.

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 therefore.

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 a Shareholder does not provide such address, the Company may permit a notice to this effect to be entered in the Register of Shareholders and such Shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time in the Register of Shareholders, 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.

The Company shall only acknowledge one single Shareholder per share. In case of joint ownership or usufruct, the Company may suspend the exercise of the rights assigned to the ownership of shares until such point of time in which a person is nominated who represents the joint owners or the beneficiaries and usufructuaries in relation to the Company.

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered in the Register of Shareholders. Share fractions shall not be entitled to vote in any meeting of shareholders, but shall be entitled to a corresponding fraction of net assets to be assigned to the existing share class."

" **Art. 11. Notices and agenda.** 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 law.

A Shareholder may be represented at any meeting of Shareholders by another person, who does not have to be a Shareholder and who may be a member of the Board of Directors. Such proxy may be appointed in writing or by e-mail, telex or facsimile transmission.

Except as otherwise required by law or these articles of incorporation, resolutions at a meeting of Shareholders duly convened will be passed without quorum requirement by a simple majority of those Shareholders present or represented and entitled to vote at the meeting.

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. The Board of Directors shall prepare the agenda, except in such cases in which the meeting is convened upon written application of the Shareholders in which case the Board of Directors may prepare an additional agenda. The general meeting shall only deal with such matters as contained in the agenda (the agenda shall include any and all matters required by law).

Shareholders will meet upon call by the Board of Directors, pursuant to a notice setting forth the agenda sent by mail at least eight days prior to the meeting to each Shareholder at the Shareholder's address in the Register of Shareholders. The notification of the owners of registered shares shall not have to be evidenced in the meeting.

If, however, all of the Shareholders are present or represented at a meeting of Shareholders, and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice or publication."

Third Resolution

The meeting resolved to insert of a new definition of the term "U.S. Person" in article 8 ("U.S. Matters") of the Articles. Article 8 ("U.S. Matters") of the Articles will henceforth be read as follows:

" **Art. 8. U.S. Matters.** Whenever used in the articles of incorporation of the Company (the "Articles of Incorporation"), the term "U.S. person" (the"U.S. Person"), subject to such applicable law and to such changes as the Directors shall notify to shareholders, shall mean a national or resident of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction, including the States and the Federal District of Columbia (the"United States") (including any corporation, partnership or other entity created or organised in, or under the laws of the United States or any political sub-division thereof), or any estate or trust, other than an estate or trust the income of which from sources outside the United States (which is not effectively connected with the conduct of a trade or business within the United States) is not included in gross income for the purpose of computing United States federal income tax, provided, however, that the term"U.S. Person" shall not include a branch or agency of a United States bank or insurance company that is operating outside the United States as a locally regulated branch or agency engaged in the banking or insurance business and not solely for the purpose of investing in securities under the United States Securities Act 1933, as amended including (but without restriction) as described in section 7701(a)(30) of the U.S. Internal Revenue Code of 1986, as amended.

Each shareholder of the Company and each transferee of a shareholder's interest in any Sub-Fund shall furnish (including by way of updates) to the Company, or any third party designated by the Company (a"Designated Third Party"), in such form and at such time as is reasonably requested by the Company (including by way of electronic certification) any information, representations, waivers and forms relating to the shareholder (or the shareholder's direct or indirect owners or account holders) as shall reasonably be requested by the Company or the 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 the Company, amounts paid to the Company, or amounts allocable or distributable by the Company to such shareholder or transferee. In the event that any shareholder of the Company or transferee of a shareholder's interest fails to furnish such information, representations, waivers or forms to the Company or the Designated Third Party, the Company or the Designated Third Party shall have full authority to take any and all of the following actions:

a) Withhold any taxes required to be withheld pursuant to any applicable legislation, regulations, rules or agreements;

b) Redeem the shareholder's or transferee's interest in any Sub-Fund as set out in Article 7 hereof;

c) Form and operate an investment vehicle organized in the United States that is treated as a "domestic partnership" for purposes of section 7701 of the Internal Revenue Code of 1986, as amended and transfer such shareholder's or transferee's interest in any Sub-Fund or interest in such Sub-Fund's assets and liabilities to such investment vehicle. If requested by the Company or the Designated Third Party, the shareholder or transferee shall execute any and all documents, opinions, instruments and certificates as the Company or the Designated Third Party shall have reasonably requested or that are otherwise required to effectuate the foregoing. Each shareholder hereby grants to the Company 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 shareholder, if the shareholder fails to do so.

The Company or the Designated Third Party may disclose information regarding any shareholder of the Company (including any information provided by the shareholder pursuant to this Article) 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 the Company to comply with any applicable

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

The Company or the Designated Third Party may enter into agreements 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 the Company or any of its shareholders."

Fourth Resolution

The meeting resolved to revise article 21 ("Investment Policy") of the Articles in order to describe permissible investments more in detail. Article 21 ("Investment Policy") of the Articles will henceforth be read as follows:

" **Art. 21. Investment Policy.**

a) The Board of Directors, based upon the principle of risk spreading, has the power to determine the investment policies and strategies to be applied in respect of each Subfund in compliance with applicable laws and regulations.

b) Within the restrictions provided for by part I of the Law of 17 December 2010, the Board of Directors may decide that investments may be made in:

1) transferable securities and money market instruments admitted to or dealt in on a regulated market;

2) transferable securities and money market instruments dealt in on another market in a member state of the European Union which is regulated, operates regularly and is recognised and open to the public;

3) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-member state of the European Union or dealt in on another market in a non-member state of the European Union which is regulated, operates regularly and is recognised and open to the public and is established in Europe, America, Asia, Africa or Oceania;

4) shares or units of other UCI, under the conditions provided for by the Law of 17 December 2010;

5) deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than twelve (12) months;

6) financial derivative instruments; and

7) shares issued by one or several other Subfunds, under the conditions provided for by the Law of 17 December 2010.

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

d) The Company may also invest in recently issued securities and money market instruments, provided that

1) the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or another regulated market which operates regularly and is recognised and open to the public and is established in Europe, America, Asia, Africa or Oceania; and

2) such admission be secured within one year of issue.

e) A Subfund qualifying as a feeder fund in the meaning of article 77 (1) of the Law of 17 December 2010 may invest at least 85% of its assets in shares or units of a master fund in the meaning of article 77 (3) of the Law of 17 December 2010.

f) In accordance with the principle of risk spreading, the Company is authorised to invest up to 100% of the net assets attributable to a Subfund in transferable securities or money market instruments issued or guaranteed by a member state of the European Union, one or more of its local authorities, by any other state which is a member of the Organisation for Economic Cooperation and Development ("OECD"), by Brazil or Singapore or by a public international body to which one or more member states of the European Union belong. In such case, the Subfund concerned must hold securities or money market instruments from at least six different issues, and the securities or money market instruments of any single issue shall not exceed 30% of the Subfund's total assets.

g) Investments of each Subfund may be made either directly or indirectly through wholly-owned subsidiaries, as the Board of Directors may from time to time decide and as described in the prospectus of the Company (the "Prospectus").

Reference in these Articles of Incorporation to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

h) The Company is authorised (i) to employ techniques and instruments relating to securities and money market instruments provided that such techniques and instruments may be used for hedging purposes, for the purpose of efficient portfolio management or for investment purposes and (ii) to employ techniques and instruments intended to provide protection against exchange risks in the context of the management of its assets and liabilities."

Fifth Resolution

The meeting resolved to proceed with formal amendments in article 7 ("Restrictions of ownership") of the Articles, in particular to replace the term "U.S. Person" in the last paragraph of such article by the term "Restricted Person".

There being no further business, the meeting is closed at 12.00 a.m.

Expenses

The aggregate amount of costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present amendments, is approximately one thousand five hundred Euros (1,500.- EUR).

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

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

The document having been read to the meeting, the members of the board of the meeting, all of whom are known to the notary by their names, surnames, civil status and residences, signed together with us, the notary, the present original deed, no shareholder expressing the wish to sign.

Gezeichnet: B. HEINZ, S. D'ANTERROCHES, D. BREGER und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 5 décembre 2014. Relation: LAC/2014/58211. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

- FÜR GLEICHLAUTENDE AUSFERTIGUNG - der Gesellschaft auf Begehr erteilt.

Luxemburg, den 15. Dezember 2014.

Référence de publication: 2014200689/286.

(140223674) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2014.

AMB Le Grand Roissy Holding 1 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 25.075,00.

Siège social: L-1930 Luxembourg, 34-38, avenue de la Liberté.

R.C.S. Luxembourg B 115.809.

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In the year two thousand and fourteen, on the fourth day of December,

Before the undersigned, Maître Francis Kesseler, a notary resident in Esch-sur-Alzette, Grand Duchy of Luxembourg,

THERE APPEARED:

Prologis Holding XI (A) B.V., a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) incorporated under the laws of the Netherlands, having its registered office at Gustav Mahlerplein 17, 1082 MS Amsterdam, the Netherlands, registered with the Dutch Trade Register of the Chamber of Commerce under number 34188102 (the Sole Shareholder),

here represented by Mrs Sofia AFONSO-DA CHAO CONDE, a notary clerk, whose professional address is Esch/Alzette, Grand Duchy of Luxembourg, by virtue of a power of attorney given under private seal.

After signature ne varietur by the authorised representative of the Sole Shareholder and the undersigned notary, this power of attorney will remain attached to this deed to be registered with it.

The Sole Shareholder, represented as set out above, has requested that the undersigned notary record that:

- the Sole Shareholder holds all of the shares in AMB Le Grand Roissy Holding 1 S.à r.l., a private limited liability company (société à responsabilité limitée), incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 34-38, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 115.809 (the Company);

- the Company was incorporated on 18 April 2006, pursuant to a deed drawn up by Maître André-Jean-Joseph Schwachtgen, a notary resident in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations (the Mémorial) under number 1257, page 60295 of 29 June 2006. Since that date, the Company's articles of association (the Articles) have been amended several times, most recently on 23 December 2009 pursuant to a deed drawn up by Maître Joseph Elvinger, a notary resident in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial under number 369, page 17691 on 19 February 2010;

- the Sole Shareholder has been acquainted with the joint cross-border merger proposal dated 27 October 2014, published in the Mémorial under number 3208 of 3 November 2014 (the Joint Merger Proposal), in accordance with article 262 of the law of August 15, 1915 on commercial companies, as amended (the Law) and providing for the absorption of the Company and AMB European Holding, a private limited liability company (société à responsabilité limitée), incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 34-38, avenue de la Liberté,

L-1930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 90.005 (AMB European, and together with the Company, the Acquired Companies) by their 100% mother company Prologis Holding XI (A) B.V., a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) incorporated under the laws of the Netherlands, having its registered office at Gustav Mahlerplein 17, 1082 MS Amsterdam, the Netherlands, registered with the Dutch Trade Register of the Chamber of Commerce under number 34188102 (the Acquiring Company and together with the Acquired Companies, the Merging Companies or individually, a Merging Company);

- the Sole Shareholder acknowledges that the Joint Merger Proposal, the Merging Companies' annual accounts and annual reports (if any) of the last three financial years and the Merging Companies interim balance sheet dated 30 September 2014 have been deposited for inspection at the Company's registered office or its website, if any, at least one month before the date hereof and that the shareholders of each Merging Company have unanimously waived (i) the requirement of a special board report explaining and justifying the merger from a legal and economic point of view and (ii) the requirement for the board of managers of each Merging Company to inform the general meeting about any major change in the assets and liabilities of the Merging Companies.

A certificate attesting the deposit of said documents, duly signed by an authorised representative of the Company, and a unanimous waiver of the special board report explaining and justifying the merger from a legal and economic point of view and of the requirement for the board of managers of each Merging Company to inform the general meeting about any major change in the assets and liabilities of the Merging Companies which would have taken place between the date when the joint cross-border merger proposal was drawn up and today has been given to the notary.

- the Sole Shareholder resolves to approve the Joint Merger Proposal and to carry out the merger by way of the Company's absorption by the Acquiring Company, in accordance with the conditions detailed in the Joint Merger Proposal;

- the Sole Shareholder acknowledges (i) the Company's dissolution without liquidation as per the effective date of the merger as set out below by way of transfer at market value of all the Company's assets and liabilities to the Acquiring Company, all in accordance with the Joint Merger Proposal and (ii) the cancellation of the Company's shares held by the Acquiring Company as a consequence of the merger;

- the Sole Shareholder finally acknowledges (i) that, for accounting purposes, the Company's operations will be treated as having being carried out on behalf of the Acquiring Company as from 1 January 2014, and (ii) that the merger takes effect between the Merging Companies and is enforceable towards third parties on the day following the execution of the notarial deed of merger before a Dutch civil law notary, as foreseen by Acquiring Company's governing law.

Declaration

The undersigned notary certifies, in accordance with the provisions of article 271(2) of the Law, the existence and the validity of the legal acts and formalities required of the Company in respect of which he is acting and of the Joint Merger Proposal.

There being no further business, the extraordinary general meeting is adjourned.

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

WHEREOF this deed is drawn up in Esch-sur-Alzette, on the day stated above.

After reading this deed aloud, the notary signs it with the Sole Shareholder.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le quatrième jour du mois de décembre,

Par-devant le soussigné Maître Francis Kesseler, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg,

A COMPARU:

Prologis Holding XI (A) B.V., une société à responsabilité limitée (besloten vennootschap met beperkte aansprakelijkheid) constituée selon le droit néerlandais, dont le siège social se situe à Gustav Mahlerplein 17, 1082 MS Amsterdam, les Pays-Bas, immatriculée auprès du registre commercial néerlandais de la chambre de commerce sous le numéro 34188102 (l'Associé Unique),

ici représenté par Madame Sofia AFONSO-DA CHAO CONDE, clerc de notaire, de résidence professionnelle à Esch/Alzette, Grand-Duché de Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, après avoir été signée ne varietur par le mandataire agissant pour le compte de l'Associé Unique et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

L'Associé Unique, représenté comme indiqué ci-dessus, a requis le notaire instrumentant d'acter ce qui suit:

- que l'Associé Unique détient toutes les parts sociales dans le capital de AMB Le Grand Roissy Holding 1 S.à r.l., une société à responsabilité limitée de droit luxembourgeois, dont le siège social se situe au 34-38, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 115.809 (la Société);

- que la Société a été constituée le 18 avril 2006, suivant un acte de Maître André-Jean-Joseph Schwachtgen, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations (le Mémorial) numéro 1257, page 60295 le 29 juin 2006. Depuis cette date les statuts de la Société (les Statuts) ont été modifiés à plusieurs reprises, le plus récemment le 23 décembre 2009 suivant un acte de Maître Joseph Elvinger, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial sous le numéro 369, page 17691 le 19 février 2010;

- que l'Associé Unique a pris connaissance du projet commun de fusion transfrontalière en date du 27 octobre 2014, publié au Mémorial sous le numéro 3208 le 3 novembre 2014 (le Projet Commun de Fusion), conformément à l'article 262 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi) et prévoyant l'absorption de la Société et de AMB European Holding, une société à responsabilité limitée de droit luxembourgeois, dont le siège social se situe au 34-38, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 90.005 (AMB European, et avec la Société les Sociétés Absorbées), par leur société mère les détenant à 100% Prologis Holding XI (A) B.V., une société à responsabilité limitée (besloten vennootschap met beperkte aansprakelijkheid) constituée selon le droit néerlandais, dont le siège social se situe à Gustav Mahlerplein 17, 1082 MS Amsterdam, les Pays-Bas, immatriculée auprès du registre commercial néerlandais de la chambre de commerce sous le numéro 34188102 (la Société Absorbante et avec les Sociétés Absorbées, les Sociétés Fusionnantes et individuellement une Société Fusionnante);

- que l'Associé Unique reconnaît que le Projet Commun de Fusion, les comptes annuels et rapports annuels (le cas échéant) des Sociétés Fusionnantes relatifs aux trois derniers exercices sociaux, ainsi que le bilan intérimaire en date du 30 septembre 2014 des Sociétés Fusionnantes ont été mis à disposition pour consultation au siège social de la Société ou sur son site web, le cas échéant, au moins un mois avant la date des présentes et que les associés de chaque Société Fusionnante ont unanimement renoncé (i) à l'exigence d'un rapport spécial du conseil expliquant et justifiant la fusion d'un point de vue juridique et économique et (ii) à l'exigence pour le conseil de gérance de chaque Société Fusionnante d'informer l'assemblée générale au sujet de tout changement important intervenu à l'actif et au passif des Sociétés Fusionnantes.

Un certificat attestant du dépôt desdits documents, dûment signé par un représentant autorisé de la Société, et une renonciation unanime à l'exigence d'un rapport spécial du conseil expliquant et justifiant la fusion d'un point de vue juridique et économique et, à l'exigence pour le conseil de gérance de chaque Société Fusionnante d'informer l'assemblée générale au sujet de tout changement important à l'actif et au passif des Sociétés Fusionnantes, qui serait intervenu entre la date de rédaction du projet commun de fusion transfrontalière et la date des présentes, a été remis au notaire.

- que l'Associé Unique approuve le Projet Commun de Fusion et décide de procéder à la fusion par l'absorption de la Société par la Société Absorbante conformément aux conditions détaillées dans le Projet Commun de Fusion;

- que l'Associé Unique reconnaît (i) la dissolution de la Société sans liquidation à compter de la date effective par voie du transfert, à la valeur marchande, de l'intégralité de l'actif et du passif à la Société Absorbante, conformément aux conditions détaillées dans le Projet Commun de Fusion et (ii) l'annulation des parts sociales de la Société détenues par la Société Absorbante en raison de la fusion;

- que l'Associé Unique reconnaît enfin (i) que, d'un point de vue comptable, les opérations de la Société seront traitées comme ayant été accomplies pour le compte de la Société Absorbante à compter du 1 er janvier 2014, et (ii) que la fusion produit ses effets entre les Sociétés Fusionnantes et est opposable l'égard des tiers le jour suivant la signature de l'acte notarié de la fusion par devant un notaire néerlandais, comme cela est prévu par le droit régissant la Société Absorbante.

Déclaration

Le notaire instrumentant atteste, conformément aux dispositions de l'article 271(2) de la Loi, de l'existence et de la validité des actes légaux et des formalités exigés de la Société pour lesquels il agit, et du Projet Commun de Fusion.

L'ordre du jour étant épuisé, la séance est levée.

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la demande de la partie comparante, le présent acte est rédigé en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

DONT ACTE, le présent acte a été rédigé à Esch-sur-Alzette, à la date stipulée en tête des présentes.

Le document ayant été lu au mandataire de la partie comparante à voix haute, ce dernier le signe avec le notaire instrumentant.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette, Actes Civils, le 12 décembre 2014. Relation: EAC/2014/17126. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2014206674/146.

(140231695) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 décembre 2014.

AMB European Holding, Société à responsabilité limitée.

Capital social: EUR 12.550,00.

Siège social: L-1930 Luxembourg, 34-38, avenue de la Liberté.

R.C.S. Luxembourg B 90.005.

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In the year two thousand and fourteen, on the fourth day of December,

Before the undersigned, Maître Francis Kesseler, a notary resident in Esch-sur-Alzette, Grand Duchy of Luxembourg,

THERE APPEARED:

Prologis Holding XI (A) B.V., a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) incorporated under the laws of the Netherlands, having its registered office at Gustav Mahlerplein 17, 1082 MS Amsterdam, the Netherlands, registered with the Dutch Trade Register of the Chamber of Commerce under number 34188102 (the Sole Shareholder),

here represented by Mrs Sofia AFONSO-DA CHAO CONDE, a notary clerk, whose professional address is Esch/Alzette, Grand Duchy of Luxembourg, by virtue of a power of attorney given under private seal.

After signature ne varietur by the authorised representative of the Sole Shareholder and the undersigned notary, this power of attorney will remain attached to this deed to be registered with it.

The Sole Shareholder, represented as set out above, has requested that the undersigned notary record that:

- the Sole Shareholder holds all of the shares in AMB European Holding, a private limited liability company (société à responsabilité limitée), incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 34-38, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 90.005 (the Company);

- the Company was incorporated on 31 October 2002, pursuant to a deed drawn up by Maître Gérard Lecuit, then a notary resident in Hesperange, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations (the Mémorial) under number 1806, page 86677 of 20 December 2002. Since that date, the Company's articles of association (the Articles) have been amended several times, most recently on 26 June 2009 pursuant to a deed drawn up by Maître Martine Schaeffer, a notary resident in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial under number 1426, page 68435 on 23 July 2009;

- the Sole Shareholder has been acquainted with the joint cross-border merger proposal dated 27 October 2014, published in the Mémorial under number 3208 of 3 November 2014 (the Joint Merger Proposal), in accordance with article 262 of the law of August 15, 1915 on commercial companies, as amended (the Law) and providing for the absorption of the Company and AMB Le Grand Roissy Holding 1 S.à r.l., a private limited liability company (société à responsabilité limitée), incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 34-38, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 115.809 (Le Grand Roissy, and together with the Company, the Acquired Companies) by their 100% mother company Prologis Holding XI (A) B.V., a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) incorporated under the laws of the Netherlands, having its registered office at Gustav Mahlerplein 17, 1082 MS Amsterdam, the Netherlands, registered with the Dutch Trade Register of the Chamber of Commerce under number 34188102 (the Acquiring Company and together with the Acquired Companies, the Merging Companies or individually, a Merging Company);

- the Sole Shareholder acknowledges that the Joint Merger Proposal, the Merging Companies' annual accounts and annual reports (if any) of the last three financial years and the Merging Companies interim balance sheet dated 30 September 2014 have been deposited for inspection at the Company's registered office or its website, if any, at least one month before the date hereof and that the shareholders of each Merging Company have unanimously waived (i) the requirement of a special board report explaining and justifying the merger from a legal and economic point of view and (ii) the requirement for the board of managers of each Merging Company to inform the general meeting about any major change in the assets and liabilities of the Merging Companies.

A certificate attesting the deposit of said documents, duly signed by an authorised representative of the Company, and a unanimous waiver of the special board report explaining and justifying the merger from a legal and economic point of view and of the requirement for the board of managers of each Merging Company to inform the general meeting about any major change in the assets and liabilities of the Merging Companies which would have taken place between the date when the joint cross-border merger proposal was drawn up and today has been given to the notary.

- the Sole Shareholder resolves to approve the Joint Merger Proposal and to carry out the merger by way of the Company's absorption by the Acquiring Company, in accordance with the conditions detailed in the Joint Merger Proposal;

- the Sole Shareholder acknowledges (i) the Company's dissolution without liquidation as per the effective date of the merger as set out below by way of transfer at market value of all the Company's assets and liabilities to the Acquiring Company, all in accordance with the Joint Merger Proposal and (ii) the cancellation of the Company's shares held by the Acquiring Company as a consequence of the merger;

- the Sole Shareholder finally acknowledges (i) that, for accounting purposes, the Company's operations will be treated as having being carried out on behalf of the Acquiring Company as from 1 January 2014, and (ii) that the merger takes effect between the Merging Companies and is enforceable towards third parties on the day following the execution of the notarial deed of merger before a Dutch civil law notary, as foreseen by Acquiring Company's governing law.

Declaration

The undersigned notary certifies, in accordance with the provisions of article 271(2) of the Law, the existence and the validity of the legal acts and formalities required of the Company in respect of which he is acting and of the Joint Merger Proposal.

There being no further business, the extraordinary general meeting is adjourned.

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

WHEREOF this deed is drawn up in Esch-sur-Alzette, on the day stated above.

After reading this deed aloud, the notary signs it with the Sole Shareholder.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le quatrième jour du mois de décembre,

Par-devant le soussigné, Maître Francis Kesseler, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg,

A COMPARU:

Prologis Holding XI (A) B.V., une société à responsabilité limitée (besloten vennootschap met beperkte aansprakelijkheid) constituée selon le droit néerlandais, dont le siège social se situe à Gustav Mahlerplein 17, 1082 MS Amsterdam, les Pays-Bas, immatriculée auprès du registre commercial néerlandais de la chambre de commerce sous le numéro 34188102 (l'Associé Unique),

ici représenté par Madame Sofia AFONSO-DA CHAO CONDE, clerc de notaire, de résidence professionnelle à Esch/Alzette, Grand-Duché de Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, après avoir été signée ne varietur par le mandataire agissant pour le compte de l'Associé Unique et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

L'Associé Unique, représenté comme indiqué ci-dessus, a requis le notaire instrumentant d'acter ce qui suit:

- que l'Associé Unique détient toutes les parts sociales dans le capital de AMB European Holding, une société à responsabilité limitée de droit luxembourgeois, dont le siège social se situe au 34-38, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 90.005 (la Société);

- que la Société a été constituée le 31 octobre 2002, suivant un acte de Maître Gérard Lecuit, notaire de résidence à l'époque à Hesperange, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations (le Mémorial) numéro 1806, page 86677 le 20 décembre 2002. Depuis cette date les statuts de la Société (les Statuts) ont été modifiés à plusieurs reprises, le plus récemment le 26 juin 2009 suivant un acte de Maître Martine Schaeffer, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial sous le numéro 1426, page 68435 le 23 juillet 2009;

- que l'Associé Unique a pris connaissance du projet commun de fusion transfrontalière en date du 27 octobre 2014, publié au Mémorial sous le numéro 3208 le 3 novembre 2014 (le Projet Commun de Fusion), conformément à l'article 262 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi) et prévoyant l'absorption de la Société et de AMB Le Grand Roissy Holding 1 S.à r.l., une société à responsabilité limitée de droit luxembourgeois, dont le siège social se situe au 34-38, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 115.809 (Le Grand Roissy, et avec la Société les Sociétés Absorbées), par leur société mère les détenant à 100% Prologis Holding XI (A) B.V., une société à responsabilité limitée (besloten vennootschap met beperkte aansprakelijkheid) constituée selon le droit néerlandais, dont le siège social se situe à Gustav Mahlerplein 17, 1082 MS Amsterdam, les Pays-Bas, immatriculée auprès du registre commercial néerlandais de la chambre de commerce sous le numéro 34188102 (la Société Absorbante et avec les Sociétés Absorbées, les Sociétés Fusionnantes et individuellement une Société Fusionnante);

- que l'Associé Unique reconnaît que le Projet Commun de Fusion, les comptes annuels et rapports annuels (le cas échéant) des Sociétés Fusionnantes relatifs aux trois derniers exercices sociaux ainsi que le bilan intérimaire en date du 30 septembre 2014 des Sociétés Fusionnantes ont été mis à disposition pour consultation au siège social de la Société ou sur son site web, le cas échéant, au moins un mois avant la date des présentes et que les associés de chaque Société Fusionnante ont unanimement renoncé (i) à l'exigence d'un rapport spécial du conseil expliquant et justifiant la fusion d'un point de vue juridique et économique et (ii) à l'exigence pour le conseil de gérance de chaque Société Fusionnante d'informer l'assemblée générale au sujet de tout changement important intervenu à l'actif et au passif des Sociétés Fusionnantes.

Un certificat attestant du dépôt desdits documents, dûment signé par un représentant autorisé de la Société, et une renonciation unanime à l'exigence d'un rapport spécial du conseil expliquant et justifiant la fusion d'un point de vue juridique et économique et, à l'exigence pour le conseil de gérance de chaque Société Fusionnante d'informer l'assemblée générale au sujet de tout changement important à l'actif et au passif des Sociétés Fusionnantes qui serait intervenu entre la date de rédaction du projet commun de fusion transfrontalière et la date des présentes, a été remis au notaire.

- que l'Associé Unique approuve le Projet Commun de Fusion et décide de procéder à la fusion par l'absorption de la Société par la Société Absorbante conformément aux conditions détaillées dans le Projet Commun de Fusion;

- que l'Associé Unique reconnaît (i) la dissolution de la Société sans liquidation à compter de la date effective par voie du transfert, à la valeur marchande, de l'intégralité de l'actif et du passif à la Société Absorbante, conformément aux conditions détaillées dans le Projet Commun de Fusion et (ii) l'annulation des parts sociales de la Société détenues par la Société Absorbante en raison de la fusion;

- que l'Associé Unique reconnaît enfin (i) que, d'un point de vue comptable, les opérations de la Société seront traitées comme ayant été accomplies pour le compte de la Société Absorbante à compter du 1 er janvier 2014, et (ii) que la fusion produit ses effets entre les Sociétés Fusionnantes et, est opposable l'égard des tiers le jour suivant la signature de l'acte notarié de la fusion par devant un notaire néerlandais, comme cela est prévu par le droit régissant la Société Absorbante.

Déclaration

Le notaire instrumentant atteste, conformément aux dispositions de l'article 271(2) de la Loi, de l'existence et de la validité des actes légaux et des formalités exigés de la Société pour lesquels il agit, et du Projet Commun de Fusion.

L'ordre du jour étant épuisé, la séance est levée.

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la demande de la partie comparante, le présent acte est rédigé en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

DONT ACTE, le présent acte a été rédigé à Esch-sur-Alzette, à la date stipulée en tête des présentes.

Le document ayant été lu au mandataire de la partie comparante à voix haute, ce dernier le signe avec le notaire instrumentant.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette, Actes Civils, le 12 décembre 2014. Relation: EAC/2014/17125. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2014206673/146.

(140231696) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 décembre 2014.

Battersea S.A., Société Anonyme (en liquidation).

Siège social: L-2449 Luxembourg, 11, boulevard Royal.

R.C.S. Luxembourg B 154.627.

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In the year two thousand and fourteen.

On the nineteenth of December.

Before Us Maître Jacques CASTEL, notary residing in Grevenmacher (Luxembourg),

Was held

an extraordinary general meeting of the shareholders of the Luxembourg société anonyme "Battersea S.A.", having its registered office in L-2449 Luxembourg, 11, boulevard Royal, registered at the R.C.S. Luxembourg, Number B 154.627,

incorporated by a deed of Maître Gérard LECUIT, notary, residing in Luxembourg, on the 20 th of July 2010, published in the Mémorial C, Recueil des Sociétés et Associations, number 1874 of the 11 th of September 2010.

The extraordinary general meeting is opened at 10.30 a.m. by Mrs. Marie Elodie FESSAGUET, employee, residing professionally in Luxembourg, acting as Chairman of the meeting.

The Chairman appoints as secretary of the meeting Mrs. Isabelle LOCKMAN, employee, residing professionally in Luxembourg.

The meeting elects as scrutineer Mr. Philippe KAUFFMAN, employee, residing professionally in Luxembourg.

The bureau of the meeting having thus been constituted the Chairman declares and requests the notary to state that:

I) The agenda of the meeting is the following:

1. Decision to dissolve and to put the company into liquidation,

2. Appointment of Mr. Marc SMIT, employee, residing in NL-1091 EB Amsterdam, 15, Weesperzijde, as liquidator and determination of its powers.

II) The shareholders present or represented, the proxies of the represented shareholders, and the number of shares owned by the shareholders are shown on an attendance-list which, signed by the shareholders or their proxies and by the bureau of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented shareholders, signed "ne varietur" by the appearing parties and the undersigned notary, will also remain annexed to the present deed.

III) It appears from the attendance-list that all the shares are present or represented at the meeting, which consequently is regularly constituted and may validly deliberate on all the items on the agenda.

After deliberation, the meeting adopts, unanimously the following resolutions:

First Resolution

The extraordinary general meeting resolves unanimously to dissolve the company and to put the Company into liquidation.

Second Resolution

The extraordinary general meeting resolves unanimously to appoint Mr. Marc SMIT, employee, residing in NL-1091 EB Amsterdam, 15, Weesperzijde, as liquidator of the Company.

The extraordinary general meeting decides that the largest powers and especially those determined by the articles 144 and the followings of the law of August 10 th , 1915, on commercial companies are granted to the liquidator.

The liquidator may execute the acts and operations specified by article 145 of the law of August 10 th , 1915, without any special authorization of the general meeting of the associates in the case it is normally required by law.

The liquidator is dispensed from drawing up an inventory and may refer to the books of the company.

He may, under his own responsibility, delegate for certain determined operations, the whole or part of his powers to one or more proxies.

Nothing else being on the agenda, the meeting was closed.

The undersigned notary, who knows English, states herewith that, on request of the above persons, the present deed is worded in English, followed by a French version; on request of the same persons and in case of any differences between the English and the French text, the English text will prevail.

In faith of which, we the undersigned notary have set our hand and seal, on the day named at the beginning of this document.

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

Suit la traduction française du texte qui précède:

L'an deux mille quatorze.

Le dix-neuf décembre.

Pardevant Nous, Maître Jacques CASTEL, notaire de résidence à Grevenmacher (Luxembourg).

S'est tenue

l'assemblée générale extraordinaire des actionnaires de la société anonyme luxembourgeoise "Battersea S.A.", ayant son siège social à L-2449 Luxembourg, 11, boulevard Royal, inscrite au R.C.S. Luxembourg sous le numéro B 154.627,

constituée suivant acte reçu par Maître Gérard LECUIT, notaire de résidence à Luxembourg en date du 20 juillet 2010, publié au Mémorial Recueil des Sociétés et Associations C numéro 1874 du 11 septembre 2010.

La séance est ouverte à 10.30 heures sous la présidence de Madame Marie FESSAGUET, employée, demeurant professionnellement à Luxembourg.

Le président désigne comme secrétaire Madame Isabelle LOCKMAN, employée, demeurant professionnellement à Luxembourg.

L'assemblée choisit comme scrutateur Monsieur Philippe KAUFFMAN, employé, demeurant professionnellement à Luxembourg.

Le bureau de l'assemblée étant ainsi constitué, le président expose et prie le notaire d'acter ce qui suit:

I) L'ordre du jour de l'assemblée est conçu comme suit:

1. Décision sur la dissolution et la mise en liquidation de la société.

2. Nomination de Monsieur Marc SMIT, employé, demeurant à NL-1091 EB Amsterdam, 15, Weesperzijde, comme liquidateur et détermination de ses pouvoirs.

II) Il a été établi une liste de présence, renseignant les actionnaires présents ou représentés, ainsi que le nombre d'actions qu'ils détiennent, laquelle, après avoir été signé par les actionnaires ou leurs mandataires et par les membres du Bureau, sera enregistrée avec le présent acte.

Les procurations des actionnaires représentés, signées "ne varietur" par les comparants et le notaire instrumentaire, resteront également annexées au présent acte.

III) Il résulte de la liste de présence que toutes les actions sont présentes ou représentées à l'assemblée, laquelle est dès lors régulièrement constituée et peut valablement délibérer sur son ordre du jour.

Après délibération, l'assemblée générale prend, à l'unanimité, les résolutions suivantes:

Première résolution

L'assemblée générale extraordinaire décide la dissolution de la société et prononce sa mise en liquidation.

Deuxième résolution

L'assemblée générale extraordinaire décide de nommer Monsieur Marc SMIT, employé, demeurant à NL-1091 EB Amsterdam, 15, Weesperzijde, comme liquidateur de la société.

L'assemblée générale extraordinaire décide que le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 et suivants de la loi du 10 août 1915 sur les sociétés commerciales. Il peut accomplir les actes prévus à l'article 145 sans devoir recourir à l'autorisation de l'assemblée générale dans les cas où elle est requise.

Il peut dispenser le conservateur des hypothèques de prendre inscription d'office, renoncer à tous droits réels, privilèges, hypothèques, actions résolutoires, donner mainlevée, avec ou sans paiement, de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisies, oppositions ou autres empêchements.

Le liquidateur est dispensé de dresser un inventaire et peut se référer aux écritures de la société.

Il peut, sous sa responsabilité, pour des opérations spéciales et déterminées, déléguer à un ou plusieurs mandataires telle partie de son pouvoir qu'il détermine et pour la durée qu'il fixera.

Plus rien ne figurant à l'ordre du jour, la séance est levée.

Le notaire soussigné, qui connaît la langue anglaise, déclare par la présente qu'à la demande des comparants le présent acte a été rédigé en langue anglaise, le texte étant suivi d'une version française, et qu'à la demande des mêmes comparants, en cas de divergence entre le texte anglais et le texte français, la version anglaise primera.

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

Et après lecture faite et interprétations donnée aux comparants, connus du notaire instrumentaire par noms, prénoms, états et demeure, ils ont signé avec Nous notaire le présent acte.

Signé: M. Fessaguet, I. Lockman, Ph. Kauffman et J. Castel.

Enregistré à Grevenmacher, le 22 décembre 2014. Relation: GRE/2014/5197. Reçu soixante-quinze euros 75,00.- €.

Le Receveur ff . (signé): Pierret.

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

Grevenmacher, le 22 décembre 2014.

J. Castel

Le notaire

Référence de publication: 2014206710/112.

(140231497) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 décembre 2014.

Mr Pepper Sàrl, Société à responsabilité limitée.

Siège social: L-9452 Bettel, 2, Kierchestrooss.

R.C.S. Luxembourg B 192.461.

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STATUTS

L'an deux mille quatorze, le vingt-six novembre.

Par devant Maître Pierre PROBST notaire de résidence à Ettelbruck

Ont comparu

1. - Monsieur Miguel Ângelo Dias Pimenta, salarié, né le 05 décembre1972 à Estoril Cascais (Portugal) demeurant à L-8190 KOPSTAL -Rue Schmitz 2.

2. - Madame Lucie Pimenta Hamplova, salariée, née le 19 avril 1989 à Karviná (République tchèque) demeurant à L-8190 KOPSTAL - Rue Schmitz 2.

Lesquels comparants ont requis le notaire instrumentaire d'acter comme suit les statuts d'une société à responsabilité limitée qu'ils déclarent constituer

Art. 1 er . La société prend la dénomination de "Mr Pepper Sàrl"

Art. 2. Le siège social de la société est établi à Bettel. Il pourra être transféré en toute autre localité du Grand Duché de Luxembourg par simple décision du & des gérants.

Art. 3. La société a pour objet l'exploitation d'un débit de boissons alcooliques et non-alcooliques, d'un restaurant, et d'un établissement d'hébergement.

Elle pourra faire toutes opérations commerciales, financières, industrielles, mobilières ou immobilières, se rattachant directement ou indirectement en tout ou en partie à son objet ou qui pourraient en faciliter la réalisation et le développement.

Art. 4. La société est constituée pour une durée indéterminée, à partir de ce jour. L'année sociale coïncide avec l'année civile sauf pour le premier exercice.

Art. 5. Le capital social entièrement libéré est fixé à douze mille cinq cents euros (12.500,-), divisé en cent parts sociales d'une valeur nominale de cent vingt cinq euros (125,-) chacune.

Art. 6. La société est gérée par un ou plusieurs gérants, nommés par les associés qui détermineront leurs pouvoirs et la durée de leurs fonctions. Ils sont rééligibles et révocables ad nutum et à tout moment.

Art. 7. Les parts sociales sont librement cessibles entre associés, la cession entre vifs tant à titre gratuit qu'à titre onéreux à un non-associé nécessite l'accord unanime de tous les associés.

Les héritiers et créanciers d'un associé ne peuvent, sous quelque prétexte que ce soit, requérir l'apposition de scellés, ni s'immiscer en aucune manière dans les actes de son administration ou de sa gérance.

Art. 8. La société n'est pas dissoute par le décès, l'interdiction, la faillite ou la déconfiture d'un associé.

La dissolution de la société doit être décidée dans les formes et conditions de la loi. Après dissolution, la liquidation en sera faite par le gérant ou par un liquidateur nommé par les associés. Le résultat, actif de la liquidation, après apurement de l'intégralité du passif, sera réparti entre les propriétaires des parts sociales, au prorata du nombre de leurs parts.

Art. 9. Pour tout ce qui n'est pas prévu dans les présents statuts, les associés s'en réfèrent aux dispositions légales.

Souscription du capital

Les parts sociales ont été souscrites comme suit:

Monsieur Miguel Ângelo Dias Pimenta, prénommé, ...	24 parts sociales
Madame Lucie Pimenta Hamplova, prénommée, ...	76 parts sociales
Total:	100 parts sociales

Toutes ces parts ont été immédiatement libérées par des versements en espèces, de sorte que la somme de douze mille cinq cents euros (12.500,-) se trouve dès à présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire qui le constate expressément.

Déclaration des comparants

Le(s) associé(s) déclare(nt), en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être le(s) bénéficiaire(s) réel(s) de la société faisant l'objet des présentes et certifie(nt) que les fonds/biens/ droits servant à la libération du capital social ne proviennent pas respectivement que la société ne se livre(ra) pas à des activités constituant une infraction visée aux articles 506-1 du Code pénal et 8-1 de la loi 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 135-5 du Code Pénal (financement du terrorisme).

Frais

Le coût des frais, dépenses, charges et rémunérations sous quelque forme que ce soit, qui sont mis à charge de la société en raison de sa constitution s'élève approximativement à 750.-€

Assemblée générale extraordinaire

Les statuts de la société ainsi arrêtés, les associés ont pris à l'unanimité les décisions suivantes:

Sont nommés gérants pour une durée indéterminée:

- Gérant technique:

Monsieur Miguel Ângelo Dias Pimenta, salarié, né le 05.12.1972 à Estoril Cascais (Portugal) demeurant à L- 8190 KOPSTAL -Rue Schmitz 2.

- Gérante administrative:

Madame Lucie Pimenta Hamplova, salariée, née le 19.04.1989 à Karvinà (République tchèque) demeurant à L- 8190 KOPSTAL - Rue Schmitz 2.

2. La société est valablement engagée par la signature conjointe des deux gérants.

3. Le siège social de la société est à L- 9452 BETTEL - 2, Kierchestrooss

DONT ACTE, fait et passé à Ettelbruck en l'étude, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, ceux-ci ont signé avec Nous notaire le présent acte.

Signé: Miguel Ângelo DIAS PIMENTA, Lucie PIMENTA HAMPLOVA, Pierre PROBST.

Enregistré à Diekirch, Le 28 novembre 2014. Relation: DIE/2014/15345. 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 8 décembre 2014.

Référence de publication: 2014195215/76.

(140217865) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 décembre 2014.

DSB Invest Holding S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-8041 Strassen, 80, rue des Romains.

R.C.S. Luxembourg B 71.551.

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L'an deux mille quatorze, le vingt-huit novembre.

Par-devant Maître Alex WEBER, notaire de résidence à Bascharage.

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme "DSB INVEST HOLDING S.A." (numéro d'identité 1999 40 07 184), avec siège social à L-8041 Strassen, 80, rue des Romains, inscrite au R.C.S.L. sous le numéro B 71.551, constituée sous la dénomination de «DSB INVEST HOLDING S.A.» suivant acte reçu par le notaire instrumentant, en date du 1 er septembre 1999, publié au Mémorial C, numéro 879 du 23 novembre 1999 et dont les statuts ont été modifiés suivant actes reçus par le notaire instrumentant en date du 27 janvier 2004, publié au Mémorial C, numéro 331 du 24 mars 2004, en date du 6 août 2007, publié au Mémorial C, numéro 2149 du 29 septembre 2007, en date du 26 octobre 2010, publié au Mémorial C, numéro 2868 du 30 décembre 2010, ledit acte contenant notamment adoption par la société du statut de société de gestion de patrimoine familial («SPF»), tel que défini par la loi du 11 mai 2007 sur les SPF et changement de la dénomination sociale en "DSB INVEST HOLDING S.A. SPF", en date du 23 mai 2011, publié au Mémorial C, numéro 1794 du 5 août 2011 et en date du 1 er août 2014, publié au Mémorial C, numéro 2891 du 13 octobre 2014, ledit acte contenant notamment adoption par la société du statut de société de participations financières (SOPARFI) et changement de la dénomination sociale en "DSB INVEST HOLDING S.A.".

L'assemblée est présidée par Monsieur Jean-Marie WEBER, employé privé, demeurant à Aix-sur-Cloie/Aubange (Belgique)

Le Président désigne comme secrétaire Madame Sandy HAMES, employée privée, demeurant à Reckange-sur-Mess.

L'assemblée désigne comme scrutateur Monsieur Albert DONDLINGER, employé privé, demeurant à Dahlem.

Le bureau ayant ainsi été constitué, le Président expose et prie le notaire instrumentant d'acter:

I.- Que l'ordre du jour est conçu comme suit:

1) Acceptation des démissions avec effet à compter de ce jour des administrateurs et du commissaire aux comptes actuellement en fonction et décharge pleine et entière.

2) Mise en liquidation de la société.

3) Nomination d'un liquidateur et détermination de ses pouvoirs.

4) Nomination d'un commissaire-vérificateur.

5) Déclaration que l'actionnaire sera personnellement responsable de toute obligation ou de tout engagement de la société, même encore inconnus au jour de la clôture de la liquidation.

6) Excepté en cas de négligence grave, le liquidateur et le commissaire-vérificateur seront déchargés de toute responsabilité pour les actes accomplis dans le cadre de leurs missions.

II.- Que les actionnaires présents ainsi que le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence, laquelle, après avoir été paraphée "ne varietur" par les actionnaires présents ou représentés et les membres du bureau, restera annexée au présent acte pour être soumise en même temps aux formalités de l'enregistrement.

III.- Que la société a un capital social de six cent mille euros (€ 600.000.-), représenté par six cents (600) actions sans désignation de valeur nominale.

IV.- Qu'il résulte de ladite liste de présence que les six cents (600) actions de la société sont présentes ou représentées et qu'en conséquence, la présente assemblée est régulièrement constituée et peut délibérer valablement sur les points portés à l'ordre du jour.

Ces faits exposés et reconnus exacts par l'assemblée, cette dernière a pris à l'unanimité les résolutions suivantes:

Première résolution

L'assemblée décide d'accepter les démissions des sociétés «A&C MANAGEMENT SERVICES, société à responsabilité limitée» et «TAXIOMA s.à r.l.» et de Madame Ingrid HOOLANTS comme administrateurs et de Monsieur Paul JANSSENS comme commissaire aux comptes de la société, avec effet à compter de ce jour et de leur donner décharge pleine et entière pour l'exercice de leurs mandats.

Deuxième résolution

L'assemblée décide de dissoudre anticipativement la société et de la mettre en liquidation.

Troisième résolution

L'assemblée décide de nommer comme liquidateur la société à responsabilité limitée «TAXIOMA s. à r.l.», ayant son siège social à L-8041 Strassen, 80, rue des Romains, inscrite au R.C.S.L. sous le numéro B 128.542.

Le liquidateur a les pouvoirs les plus étendus pour exécuter son mandat et spécialement tous les pouvoirs prévus aux articles 144 et suivants de la loi du 10 août 1915 sur les sociétés commerciales sans devoir recourir à l'autorisation de l'assemblée générale dans les cas où elle est requise par la loi.

Le liquidateur peut, sous sa seule responsabilité, déléguer tout ou partie de ses pouvoirs à un ou plusieurs mandataires, pour des opérations spéciales et déterminées.

Le liquidateur est dispensé de faire l'inventaire et peut s'en référer aux livres et écritures de la société.

Le liquidateur doit signer toutes les opérations de liquidation.

Quatrième résolution

L'assemblée décide de nommer la société à responsabilité limitée «A&C MANAGEMENT SERVICES, société à responsabilité limitée», ayant son siège social à L-8041 Strassen, 80, rue des Romains, inscrite au R.C.S.L. sous le numéro B 127.330, comme commissaire-vérificateur.

Cinquième résolution

L'assemblée décide que l'actionnaire sera personnellement responsable de toute obligation ou de tout engagement de la société, même encore inconnus au jour de la clôture de la liquidation.

Sixième résolution

L'assemblée décide qu'excepté en cas de négligence grave, le liquidateur et le commissaire-vérificateur seront déchargés de toute responsabilité pour les actes accomplis dans le cadre de leurs missions.

Plus rien n'étant à l'ordre du jour et plus personne ne demandant la parole, la séance est levée.

Frais

Tous les frais et honoraires du présent acte, évalués approximativement à mille cent euros (€ 1.100.-), sont à charge de la société.

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

Et après lecture faite et interprétation donnée aux membres du bureau, ils ont signé avec Nous notaire le présent acte.

Signé: J-M. WEBER, HAMES, DONDLINGER, A. WEBER.

Enregistré à Capellen, le 3 décembre 2014. Relation: CAP/2014/4607. Reçu douze euros 12,00 €.

Le Receveur (signé): NEU.

Pour expédition conforme, délivrée à la société sur demande.

Bascharage, le 9 décembre 2014.

Référence de publication: 2014195841/85.

(140219219) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2014.

Chappuis Halder & Cie S.A., Société Anonyme.

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

R.C.S. Luxembourg B 147.863.

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L'an deux mille quatorze, le vingt-huit novembre.

Par-devant Maître Alex WEBER, notaire de résidence à Bascharage.

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme "CHAPPUIS HALDER & Cie S.A." (numéro d'identité 2009 22 16 668), avec siège social à L-1840 Luxembourg, 11A, boulevard Joseph II, inscrite au R.C.S.L. sous le

numéro B 147.863, constituée suivant acte reçu par le notaire instrumentant, en date du 13 août 2009, publié au Mémorial C, numéro 1839 du 23 septembre 2009.

L'assemblée est ouverte sous la présidence de Monsieur Jean-Marie WEBER, employé privé, demeurant à Aix-sur-Cloie/Aubange (Belgique).

qui désigne comme secrétaire Monsieur Luc DEMEYER, employé privé, demeurant à Bascharage.

L'assemblée choisit comme scrutatrice Madame Laure MULLER, employée privée, demeurant professionnellement à Luxembourg.

Le bureau ayant été ainsi constitué, le Président déclare et prie le notaire instrumentant d'acter ce qui suit:

I.- L'ordre du jour de l'assemblée est le suivant:

1) Augmentation du capital social de la société d'un montant de six mille cent soixante euros (€ 6.160.-) pour le porter de son montant actuel de trente et un mille euros (€ 31.000.-) à trente-sept mille cent soixante euros (€ 37.160.-), par l'émission de six cent seize (616) actions nouvelles d'une valeur nominale de dix euros (€ 10.-) chacune, à libérer, ensemble avec une prime d'émission d'un montant total d'un million six mille cinq cent quarante-quatre euros (€ 1.006.544.-), par apport en nature de deux cent vingt mille (220.000) actions de la société anonyme de droit suisse «NEWTONE GROUP SA», ayant son siège social à CH-1212 Genève, rue de Lausanne, 80, numéro d'identification des entreprises CHE-445.206.304.

2) Souscription et libération de la prédite augmentation de capital.

3) Modification subséquente du 1 er alinéa de l'article 5 des statuts de la société.

II.- Les actionnaires présents ou représentés, les procurations des actionnaires représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence; cette liste de présence signée par les actionnaires, les mandataires des actionnaires représentés, le bureau et le notaire instrumentant, restera annexée au présent acte.

Les procurations des actionnaires représentés y resteront annexées de même.

III.- L'intégralité du capital social étant représentée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

L'assemblée est dès lors régulièrement constituée et peut valablement délibérer sur l'ordre du jour.

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

Première résolution

L'assemblée décide d'augmenter le capital social de la société d'un montant de six mille cent soixante euros (€ 6.160.-) pour le porter de son montant actuel de trente et un mille euros (€ 31.000.-) à trente-sept mille cent soixante euros (€ 37.160.-), par l'émission de six cent seize (616) actions nouvelles d'une valeur nominale de dix euros (€ 10.-) chacune, à libérer, ensemble avec une prime d'émission d'un montant total d'un million six mille cinq cent quarante-quatre euros (€ 1.006.544.-), par apport en nature de deux cent vingt mille (220.000) actions de la société anonyme de droit suisse «NEWTONE GROUP SA», ayant son siège social à CH-1212 Genève, rue de Lausanne, 80, numéro d'identification des entreprises CHE-445.206.304.

Souscription - Libération

L'assemblée constate que les actionnaires actuels ont renoncé à souscrire à l'augmentation de capital sus-visée.

L'assemblée décide d'admettre à la souscription des prédites six cent seize (616) actions nouvelles d'une valeur nominale de dix euros (€ 10.-) chacune:

1.- La société anonyme de droit suisse «RIZZOM SA», ayant son siège social à CH-1143 Apples, En Châtagnis, 11, numéro d'identification des entreprises CHE-550.1.056.559-6,

à concurrence de trois cent soixante-cinq (365) actions.

2.- La société à responsabilité limitée de droit suisse «Dside Sàrl», ayant son siège social à CH-1212 Genève, rue de Lausanne, 80, c/o Newtone Associates SA, numéro d'identification des entreprises CHE-113.006.030,

à concurrence de cent vingt-huit (128) actions.

3.- Monsieur Sébastien VORGER, consultant, demeurant à CH-1205 Genève, avenue du Mail, 19,

à concurrence de quatre-vingt-dix-sept (97) actions.

4.- Madame Valérie HERISSON, consultante, demeurant à CH-1227 Carouge, avenue de la Praille, 15,

à concurrence de vingt-six (26) actions.

Ensuite de quoi,

les sociétés «RIZZOM SA» et «Dside Sàrl», Monsieur Sébastien VORGER et Madame Valérie HERISSON,

tous quatre représentés aux fins des présentes par Monsieur Jean-Marie WEBER, préqualifié,

en vertu de quatre procurations sous seing privé lui délivrées en date du 27 octobre 2014, lesquelles procurations, après avoir été signées «ne varietur» par les comparants et le notaire instrumentant, demeureront annexées aux présentes pour être enregistrées avec elles;

ont déclaré souscrire aux prédites six cent seize (616) actions nouvelles, dans les proportions ci-dessus indiquées,

et les libérer intégralement, ensemble avec une prime d'émission d'un montant total d'un million six mille cinq cent quarante-quatre euros (€ 1.006.544.-), par un apport en nature consistant en deux cent vingt mille (220.000) actions de la prédite société «NEWTONE GROUP SA» et réparti de la manière suivante:

- la société «RIZZOM SA»: cent trente mille cinq cent quarante (130.540) actions;
- la société «Dside Sàrl»: quarante-cinq mille six cent quarante-trois (45.643) actions;
- Monsieur Sébastien VORGER: trente-quatre mille six cent quarante-trois (34.643) actions;
- Madame Valérie HERISSON: neuf mille cent soixante-quatorze (9.174) actions.

La contribution a été examinée par la société à responsabilité limitée «Audit Conseil Services S. à r.l.», réviseur d'entreprises, avec siège social à L-8010 Strassen, 204, route d'Arlon, c/o Monsieur Alain BLONDLET, réviseur d'entreprise agréé, demeurant professionnellement à Strassen, en vertu d'un rapport daté du 27 novembre 2014, lequel rapport restera annexé au présent acte pour être enregistré avec celui-ci.

La conclusion du prédit rapport est la suivante:

"*Conclusion*

Sur la base des travaux réalisés et décrits ci-avant, aucun fait n'a été porté à notre attention qui nous permet de croire que la valeur de l'apport ne correspond pas au moins au nombre et à la valeur nominale des actions émises en contrepartie assortie de la prime d'émission."

Troisième résolution

Afin de tenir compte des résolutions qui précèdent, l'assemblée décide de modifier le 1 er alinéa de l'article 5 des statuts de la société pour lui donner la teneur suivante:

" **Art. 5. al 1 er .** Le capital social est fixé à trente-sept mille cent soixante euros (€ 37.160.-), représenté par trois mille sept cent seize (3.716) actions d'une valeur nominale de dix euros (€ 10.-) chacune."

Frais

Les frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont estimés à environ deux mille quatre cents euros (€ 2.400.-).

DONT ACTE, fait et passé à Bascharage, en l'étude, date qu'en tête des présentes.

Et après lecture faite à l'assemblée, les membres du bureau, tous connus du notaire par leurs noms, prénoms usuels, états et demeures, ont signé avec Nous notaire le présent acte, aucun autre actionnaire n'ayant demandé à signer.

Signé: J-M. WEBER, DEMEYER, MULLER, A. WEBER.

Enregistré à Capellen, le 3 décembre 2014. Relation: CAP/2014/4606. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): NEU.

Pour expédition conforme, délivrée à la société sur demande.

Bascharage, le 9 décembre 2014.

Référence de publication: 2014195791/100.

(140219176) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2014.

Awys S.A., Société Anonyme.

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

R.C.S. Luxembourg B 152.840.

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Extrait des résolutions prises par le conseil d'administration en date du 8 décembre 2014

Est nommé administrateur de catégorie B, en remplacement de Monsieur Luc HANSEN, administrateur démissionnaire:

- Monsieur Reno Maurizio TONELLI, licencié en sciences politiques, demeurant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg.

Monsieur Reno Maurizio TONELLI terminera le mandat de l'administrateur démissionnaire qui viendra à échéance lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2014.

Cette cooptation sera soumise à ratification par la prochaine assemblée générale.

Pour extrait conforme.

Luxembourg, le 10 décembre 2014.

Référence de publication: 2014196543/17.

(140220074) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2014.

SIPL Partner 8 S.à r.l., Société à responsabilité limitée.

Capital social: GBP 12.500,00.

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

R.C.S. Luxembourg B 187.651.

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Extrait des résolutions prises par l'associé unique de la Société en date du 2 décembre 2014

En date du 2 décembre 2014, l'associé unique de la Société a pris la résolution suivante:

- de nommer Madame Catherine KOCH, actuellement gérant de catégorie C de la Société, en tant que gérant de catégorie B de la Société, avec effet immédiat et ce pour une durée indéterminée.

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

- Monsieur Jeffrey H. MILLER, gérant de catégorie A
- Monsieur Andrew HUDSON, gérant de catégorie B
- Monsieur Tony WHITEMAN, gérant de catégorie B
- Madame Catherine KOCH, gérant de catégorie B

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

Luxembourg, le 5 décembre 2014.

SIPL Partner 8 S.à r.l.

Signature

Référence de publication: 2014195501/21.

(140218219) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 décembre 2014.

SIPL Partner 2 S.à r.l., Société à responsabilité limitée.

Capital social: GBP 12.500,00.

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

R.C.S. Luxembourg B 187.644.

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Extrait des résolutions prises par l'associé unique de la Société en date du 2 décembre 2014

En date du 2 décembre 2014, l'associé unique de la Société a pris la résolution suivante:

- de nommer Madame Catherine KOCH, actuellement gérant de catégorie C de la Société, en tant que gérant de catégorie B de la Société, avec effet immédiat et ce pour une durée indéterminée.

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

- Monsieur Jeffrey H. MILLER, gérant de catégorie A
- Monsieur Andrew HUDSON, gérant de catégorie B
- Monsieur Tony WHITEMAN, gérant de catégorie B
- Madame Catherine KOCH, gérant de catégorie B

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

Luxembourg, le 5 décembre 2014.

SIPL Partner 2 S.à r.l.

Signature

Référence de publication: 2014195495/21.

(140218170) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 décembre 2014.

2TM S.A., Société Anonyme.

Siège social: L-3898 Foetz, 12, rue du Brill.

R.C.S. Luxembourg B 147.055.

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

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

Luxembourg, le 11 décembre 2014.

FIDUCIAIRE FERNAND FABER

Signature

Référence de publication: 2014197991/12.

(140221144) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2014.

Générale Electricité et Investissement S.A., Société Anonyme.

Siège social: L-1945 Luxembourg, 3, rue de la Loge.

R.C.S. Luxembourg B 110.017.

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DISSOLUTION

L'an deux mille quatorze, le premier décembre.

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

A COMPARU:

MIA FIDUCIARIA s.r.l., société de droit italien, ayant son siège social à I-00153 Rome, 89, Viale Aventino, enregistrée auprès de la Chambre de Commerce de Rome sous le numéro C.C.I.A.A. Roma 745784 et immatriculée auprès du Registre des Sociétés de Rome («Registro delle Imprese di Roma») sous le numéro 04191841008, ici représentée par Monsieur Henri DA CRUZ, employé, demeurant professionnellement à Junglinster, en vertu d'une procuration sous seing privé lui délivrée.

Lesquelles procurations, après avoir été signées «ne varietur» par le notaire et le mandataire, resteront annexées au présent acte avec lequel elles seront enregistrées.

Laquelle partie comparante, représentée comme indiqué ci-avant, déclare et requière le notaire instrumentant d'acter ce qui suit:

1.- Que la société anonyme «GENERALE ELECTRICITE ET INVESTISSEMENT S.A.», ayant son siège social à L-1945 Luxembourg, 3, rue de la Loge, R.C.S. Luxembourg section B numéro 110017, a été constituée suivant un acte par Maître Joseph ELVINGER, alors notaire de résidence à Luxembourg, en date du 2 août 2005, publié au Mémorial C numéro 1358.

2.- Que le capital de la Société est fixé à EUR 100.000,- (cent mille Euros), divisé en cent (100) actions d'une valeur nominale de trois cent dix euros (EUR 1.000,-) chacune.

3.- Que la partie comparante, représentée comme dit ci-avant, est le propriétaire de toutes les actions de la Société.

4.- Que la partie comparante, représentée comme dit ci-avant, agissant comme associée unique, prononce la dissolution anticipée de la Société.

5.- Que la partie comparante, représentée comme dit ci-avant, se désigne comme liquidateur de la Société, aura pleins pouvoirs de signature sur les comptes bancaires de la Société, ainsi que le pouvoir, en tant que liquidateur de la Société, d'établir, signer, exécuter et délivrer tous actes et documents, de faire toute déclaration et de faire tout ce qui est nécessaire ou utile pour mettre en exécution les dispositions du présent acte.

6.- Que la partie comparante, représentée comme dit ci-avant, déclare de manière irrévocable reprendre tout le passif présent et futur de la société dissoute.

7.- Que la partie comparante, représentée comme dit ci-avant, déclare qu'elle reprend tout l'actif de la Société et qu'elle s'engagera à régler tout le passif de la Société indiqué à la section 6.

8.- Que la partie comparante, représentée comme dit ci-avant, déclare que la liquidation de la Société est dès lors clôturée et que les certificats d'actions ou d'obligations, le registre des actionnaires, ainsi que tout autre registre de la Société relatif à l'émission d'actions ou de tous autres titres sera annulé.

9.- Que la décharge pleine et entière est donnée à tous les membres du conseil d'administration et au commissaire aux comptes de la Société pour l'exécution de leurs mandats respectifs jusqu'à la date de ce jour.

10.- Que les livres et documents de la Société seront conservés pendant cinq ans au moins à Luxembourg à l'adresse du cabinet d'avocat DSM DI STEFANO MOYSE, 55-57 rue de Merl à L-2146 Luxembourg.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société à raison de cet acte, est dès lors évalué à neuf cent cinquante euros (EUR 950,-).

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

Et après lecture faite et interprétation donnée au mandataire des parties comparantes, connu du notaire par nom, prénom usuel, état et demeure, le prédit mandataire a signé avec Nous notaire le présent acte.

Signé: Henri DA CRUZ, Jean SECKLER.

Enregistré à Grevenmacher, le 04 décembre 2014. Relation GRE/2014/4778. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Claire PIERRET.

Référence de publication: 2014195937/53.

(140218550) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2014.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck