

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 326

6 février 2015

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**Superbond S.A., Société Anonyme.**

Siège social: L-2449 Luxembourg, 30, boulevard Royal.  
R.C.S. Luxembourg B 66.182.

Il résulte du procès-verbal de l'Assemblée Générale Annuelle des Actionnaires qui s'est tenue à Luxembourg en date du 13 novembre 2014, que l'Assemblée a pris la résolution suivante:

*Première résolution*

L'assemblée générale ratifie la démission de:

- Monsieur Frédéric ADAM de sa fonction d'administrateur et accepte la décision du conseil d'administration de coopter en son sein Monsieur Roberto CARBONETTI, employé privé, né à Rome (Italie), le 3 août 1958 et demeurant professionnellement au 30, Boulevard Royal, L-2449 Luxembourg;

- Monsieur Davide MURARI de sa fonction d'administrateur et accepte la décision du conseil d'administration de coopter en son sein en tant que Président du Conseil d'Administration, Monsieur Giovanni PATRI, employé privé, né le 18 août 1975 à Lobbes (Belgique) et demeurant professionnellement au 30, Boulevard Royal, L-2449 Luxembourg.

*Deuxième résolution*

L'assemblée générale nomme en tant que Commissaire aux comptes la société Finsev S.A., ayant son siège social au 5 avenue Gaston Diderich, L-1420 Luxembourg et immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 103.749, en remplacement de Madame Francesca DOCCHIO, commissaire aux comptes.

Le mandat des administrateurs et du Commissaire aux comptes prendra fin lors de l'assemblée générale statutaire qui se tiendra en l'année 2017.

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

Référence de publication: 2015002694/24.

(150001345) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 janvier 2015.

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**TC-Schmiede S.A., Société Anonyme.**

Siège social: L-9964 Huldange, 2, rue de Stavelot.  
R.C.S. Luxembourg B 99.296.

**EXTRAIT**

Il résulte du procès-verbal de l'assemblée générale du Conseil d'administration du 20 février 2014 que:

Les mandats des administrateurs, administrateur-délégué et du commissaire aux comptes venant à échéance, l'assemblée générale décide de les renouveler. Leurs mandats viendront à échéance à l'issue de l'assemblée générale ordinaire statuant sur les comptes de l'exercice 2016.

Le conseil d'administration se compose comme suit:

Monsieur Erny Schmitz, L-9964 Huldange, 2, rue de Stavelot, administrateur et administrateur-délégué;

Madame Annette Knauf, L-9964 Huldange, 2, rue de Stavelot, administrateur;

Monsieur Justin Dostert, L-5969 Itzig, 93, rue de la Libération, administrateur.

*Commissaire aux comptes:*

Madame Liliane Theissen, B-4790 Burg-Reuland (Dürler), Maison 1.

Huldange, le 20 février 2014.

Pour extrait conforme

TC-SCHMIEDE SA

Référence de publication: 2015002711/21.

(150001190) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 janvier 2015.

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**Blang - Lauterbach S.à r.l., Société à responsabilité limitée.**

Siège social: L-6686 Mertert, 57, route de Wasserbillig.  
R.C.S. Luxembourg B 85.211.

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: 2015002885/9.

(150002429) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**B.K.E. S.C.I., Société Civile Immobilière.**

Siège social: L-4170 Esch-sur-Alzette, 50, boulevard Kennedy.  
R.C.S. Luxembourg E 1.072.

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

Les associés, exerçant les pouvoirs de l'assemblée générale, ont pris la résolution suivante:

1) Ratification de la démission du gérant:

- Monsieur Jean-Claude STEFFEN, gérant, né le 13 juillet 1962 à Esch/Alzette, demeurant à L-4170 Esch/Alzette, 50, boulevard Kennedy.

2) Nomination du gérant:

- Monsieur Tom STEFFEN, gérant, né le 15 mars 1989 à Esch/Alzette, demeurant à L-4221 Esch/Alzette, 124, route de Luxembourg.

3) Nomination de la gérante:

- Madame Lynn STEFFEN, gérante, née le 02 juin 1990 à Esch/Alzette, demeurant à L-3332 Fennange, 81, route d'Esch. La société est valablement engagée par la signature conjointe des deux gérants.

Esch/Alzette, le 22 septembre 2014.

*Les Associés*

Référence de publication: 2015002858/20.

(150002434) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Brookfield Residential (Luxembourg) S.à r.l., Société à responsabilité limitée.**

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.  
R.C.S. Luxembourg B 159.515.

—  
*Extrait des résolutions prises par le Conseil de Gérance en date du 19 novembre 2014*

Le siège de la société a été transféré de 67, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg à 13-15 avenue de la Liberté, L- 1935 Luxembourg.

Luxembourg, le 6 janvier 2015.

Pour extrait sincère et conforme

*Pour Brookfield Residential (Luxembourg) S.à r.l.*

*Intertrust (Luxembourg) S.à r.l.*

Référence de publication: 2015002867/14.

(150002322) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**All Consulting Europe S.A., Société Anonyme.**

Siège social: L-1882 Luxembourg, 12D, Impasse Drosbach.  
R.C.S. Luxembourg B 83.386.

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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: 2015002832/10.

(150002660) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Acaprim S.à r.l., Société à responsabilité limitée.**

Siège social: L-7259 Bereldange, 12, rue Batty Weber.  
R.C.S. Luxembourg B 177.408.

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Le bilan au 31 décembre 2013 et l'annexe 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 06/01/2015.

Référence de publication: 2015002822/10.

(150002327) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**ACTESSA S.A. Luxembourg, Société Anonyme.**

Siège social: L-3895 Foetz, rue de l'Industrie.

R.C.S. Luxembourg B 7.248.

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**AUSZUG**

Protokoll Ordentliche Generalversammlung vom 30. Oktober 2014

Die Ordentliche Generalversammlung hat folgende Beschlüsse einstimmig gefasst:

Ernennungen:

- Herr Jean-Claude Ast zum Vize-Präsidenten des Verwaltungsrates

mit Adresse: 71, rte du Vin L - 5481 Wormeldange

mit Amtszeit bis zur Ordentlichen Generalversammlung die im Jahr 2020 stattfinden wird.

- S.A. ERNST &amp; YOUNG zum Wirtschaftsprüfer

mit beruflicher Adresse: 7, rue Gabriel Lippmann L - 5365 Munsbach

mit Amtszeit bis zur Ordentlichen Generalversammlung die im Jahr 2017 stattfinden wird.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Foetz, den 30. Dezember 2014.

ACTESSA S.A. Luxembourg

Antoine SECK

*Verwaltungsratsmitglied*

Référence de publication: 2015002823/22.

(150002994) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Alestra Investment S.A., Société Anonyme.**

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.

R.C.S. Luxembourg B 150.409.

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

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

Junglinster, le 7 janvier 2015.

Pour copie conforme

Référence de publication: 2015002830/11.

(150002589) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Alestra Investment S.A., Société Anonyme.**

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.

R.C.S. Luxembourg B 150.409.

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 2 décembre 2014.

SG AUDIT SARL

Référence de publication: 2015002831/11.

(150003074) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Aleks S.à r.l., Société à responsabilité limitée.**

Siège social: L-4942 Bascharage, 21, rue de la Résistance.

R.C.S. Luxembourg B 161.092.

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

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

Luxembourg, le 6 janvier 2015.

Référence de publication: 2015002828/10.

(150002197) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

**Actavis Holding 2 S.à r.l., Société à responsabilité limitée.****Capital social: EUR 37.880,00.**

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

R.C.S. Luxembourg B 151.214.

Suite aux résolutions de l'associé unique de la Société en date du 10 décembre 2014 les décisions suivantes ont été prises:

- Démission du gérant A suivant à compter du 1<sup>er</sup> janvier 2015:

Monsieur David A. Buchen, né le 20 juin 1964 à New Jersey, Etats-Unis, avec adresse professionnelle au 400, Interpace Parkway, bâtiment Morris Corporate Center III, 07054 Parsippany, New Jersey, Etats-Unis.

- Nomination du gérant A suivant à compter du 1<sup>er</sup> janvier 2015 pour une durée indéterminée:

Monsieur Gudjon Gustafsson, né le 26 février 1978 à Akranes, Islande, avec adresse privée au Frostathing 6, 203 Kopavogur, Islande.

Résultant des décisions susmentionnées, le conseil de gérance de la Société est comme suit:

Adriaan Maurice Mulders, Gérant A;

Gudjon Gustafsson, Gérant A;

Patrick L.C. van Denzen, Gérant B;

Fabrice Rota, Gérant B.

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

Actavis Holding 2 S.à r.l.

Patrick L.C. van Denzen

Gérant B

Référence de publication: 2015002790/25.

(150002363) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Action Développement Transport S.A., Société Anonyme.**

Siège social: L-5446 Schengen, 12, Hanner der Schoul.

R.C.S. Luxembourg B 167.335.

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

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

Luxembourg.

Signature.

Référence de publication: 2015002796/10.

(150002541) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Abrilux S.à r.l., Société à responsabilité limitée.**

Siège social: L-1135 Luxembourg, 36, avenue des Archiducs.

R.C.S. Luxembourg B 24.085.

Le bilan au 31 décembre 2013 et l'annexe 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 06/01/2015.

Référence de publication: 2015002817/10.

(150002329) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Bridan S.à r.l., Société à responsabilité limitée.**

Siège social: L-1740 Luxembourg, 16, rue de Hollerich.

R.C.S. Luxembourg B 112.403.

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: 2015002890/9.

(150002823) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Vestal Financière S.A., Société Anonyme.**

Siège social: L-2227 Luxembourg, 10, avenue de la Porte-Neuve.  
R.C.S. Luxembourg B 54.392.

Par la présente je vous informe que je démissionne avec effet immédiat de mon mandat d'administrateur de votre société.

Ma nomination résulte d'une décision de l'Assemblée Générale Ordinaire du 7 avril 2006.  
Luxembourg, le 17 décembre 2014.

Gilles Apel.

Référence de publication: 2015002746/11.

(150001550) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 janvier 2015.

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**Bowden S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.  
R.C.S. Luxembourg B 123.805.

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

Pour extrait conforme

Référence de publication: 2015002864/10.

(150002715) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**A2 IRON, Société Anonyme.**

Siège social: L-8399 Windhof, 6, rue d'Arlon.  
R.C.S. Luxembourg B 155.856.

*Extrait des résolutions prises par l'administrateur unique en date du 5 décembre 2014 à Windhof*

L'administrateur unique de la société anonyme A2 IRON a pris la résolution suivante:

1. Il décide de transférer le siège social de la société de Rue d'Arlon, 4 à L-8399 WINDHOF à Rue d'Arlon, 6 à L-8399 WINDHOF, et ce à compter du 1<sup>er</sup> janvier 2015.

Pour extrait conforme

*Pour A2 IRON S.A.*

Référence de publication: 2015002857/13.

(150002209) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Miura International S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 124.750,00.**

Siège social: L-3364 Leudelange, 1, rue de la Poudrerie.  
R.C.S. Luxembourg B 127.091.

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 6 janvier 2015.

Référence de publication: 2015003234/10.

(150003003) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Mondo Chemicals S.A., Succursale d'une société de droit étranger.**

Adresse de la succursale: L-7241 Bereldange, 204, rue de Luxembourg.  
R.C.S. Luxembourg B 137.616.

Les comptes annuels au 30 septembre 2013 de la société anonyme de droit belge MONDO CHEMICALS S.A. 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: 2015003238/10.

(150002846) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Manor Care Luxco S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 1.017.838,00.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.  
R.C.S. Luxembourg B 144.580.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.  
Luxembourg, le 7 janvier 2015.

Référence de publication: 2015003227/10.

(150002960) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Manza Ssurances S.à r.l., Société à responsabilité limitée unipersonnelle.**

Siège social: L-4018 Esch-sur-Alzette, 33, rue d'Audun.  
R.C.S. Luxembourg B 160.816.

Les comptes annuels au 31.12.13 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: 2015003245/10.

(150002408) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Maison S.A., Société Anonyme.**

Siège social: L-1219 Luxembourg, 17, rue Beaumont.  
R.C.S. Luxembourg B 142.654.

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

Junglinster, le 7 janvier 2015.

Pour copie conforme

Référence de publication: 2015003243/11.

(150002480) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Medicine In a Bottle S.A., Société Anonyme.**

Siège social: L-1219 Luxembourg, 23, rue Beaumont.  
R.C.S. Luxembourg B 140.421.

Le bilan au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 8 décembre 2014.

Signature

LE CONSEIL D'ADMINISTRATION

Référence de publication: 2015003254/12.

(150002903) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Myma Investissement S.A., Société Anonyme.**

Siège social: L-4761 Pétange, 59, route de Luxembourg.  
R.C.S. Luxembourg B 176.968.

Le Bilan abrégé et 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 6 janvier 2015.

Référence de publication: 2015003273/11.

(150002237) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Northbridge Holdings SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

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

R.C.S. Luxembourg B 180.660.

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*Extrait des résolutions prises par le conseil d'administration en date du 9 décembre 2014*

Conformément à la loi du 28 juillet 2014 relative à l'immobilisation des actions et des parts au porteur, le conseil d'administration a décidé d'élire avec effet au 15 décembre 2014, LWM, ayant son siège social au 4, rue Peternelchen, L-2370 Howald et inscrite au Registre de Commerce et des Sociétés sous le numéro B 69890, comme dépositaire des actions au porteur.

*Pour la société*

*Un administrateur*

Référence de publication: 2015003279/14.

(150002413) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Neotechpro Corporation, Société à responsabilité limitée.**

Siège social: L-4362 Esch-sur-Alzette, 9, avenue des Hauts-Fourneaux.

R.C.S. Luxembourg B 168.007.

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Le Bilan au 31 mars 2014 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.

Signature.

Référence de publication: 2015003281/10.

(150002577) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Napoléon International S.A., Société Anonyme.**

Siège social: L-1343 Luxembourg, 9, Montée de Clausen.

R.C.S. Luxembourg B 33.360.

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*Extrait de l'assemblée générale ordinaire du 3 novembre 2014*

Les mandats des administrateurs, de l'administrateur-délégué et du commissaire aux comptes venant à échéance, l'assemblée générale décide de les renouveler. Leurs mandats viendront à échéance à l'issue de l'assemblée générale ordinaire statuant sur les comptes de l'exercice 2016.

Le conseil d'administration se compose comme suit:

Monsieur Jean-Claude Castel, L-1309 Luxembourg, 8, rue Charles IV, administrateur et administrateur-délégué;

Madame Irène Barthelmé, épouse Castel, demeurant à L-1309 Luxembourg, 8, rue Charles IV, administrateur;

Monsieur Patrick Castel, demeurant à L-1279 Luxembourg, 23, rue Général Omar Bradley, administrateur.

Commissaire aux comptes:

Monsieur Justin Dostert, L-5969 Itzig, 93, rue de la Libération.

Luxembourg, le 3 novembre 2014.

Pour extrait conforme

NAPOLEON INTERNATIONAL SA

Référence de publication: 2015003280/20.

(150002254) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**Nova Consultants S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 127.374.

—  
Les comptes annuels clos 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: 2015003287/10.

(150002616) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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**NOS Communications S.à r.l., Société à responsabilité limitée.**

Siège social: L-1420 Luxembourg, 2, avenue Gaston Diderich.

R.C.S. Luxembourg B 187.949.

Les statuts coordonnés au 02/12/2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 07 janvier 2015.

Me Cosita Delvaux

Notaire

Référence de publication: 2015003285/12.

(150002732) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

**North Sea Capital Private Equity Fund of Funds SCA SICAV-SIF, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 178.856.

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

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

Luxembourg, le 7 janvier 2015.

Référence de publication: 2015003278/11.

(150002544) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

**Picus, S.à r.l., Société à responsabilité limitée.****Capital social: EUR 12.500,00.**

Siège social: L-5401 Ahn, 6, rue de Niederdonven.

R.C.S. Luxembourg B 77.032.

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: 2015003345/10.

(150002567) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

**R-Lux, Société Anonyme.**

Siège social: L-5753 Frisange, 47, Parc de Lésigny.

R.C.S. Luxembourg B 167.951.

Le bilan et l'annexe légale de l'exercice 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: 2015003359/10.

(150002425) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

**St. Jude Medical International Holding, Société à responsabilité limitée.**

Siège social: L-1417 Luxembourg, 4, rue Dicks.

R.C.S. Luxembourg B 181.342.

Statuts coordonnés, suite à l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 23 septembre 2014 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 23 octobre 2014.

Référence de publication: 2015003396/11.

(150002266) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2015.

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

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

R.C.S. Luxembourg B 193.401.

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STATUTES

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

Before US Maître Léonie GRETHEN, notary residing in Luxembourg.

THERE APPEARED:

TOPIC INT.LTD., registration number 55519, a company established and having its registered office at Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960;

here represented by Mr Gilles WECKER, employee, with professional address at 11, boulevard Royal, L-2449 Luxembourg,

by virtue of a proxy given on the Marshall Islands, on December 8, 2014.

Such proxy, after signature "ne varietur" by the mandatory and the undersigned notary, shall remain attached to the present deed to be filed at the same time with the registration authorities.

Such appearing party, acting through its mandatory, has decided to form a public limited liability company (société anonyme) in accordance with the following Articles of Incorporation:

**Title I. - Form - Object - Name - Registered office - Duration**

**Art. 1.** There is hereby formed a public limited liability company under the form of a "Société de gestion de patrimoine familial (SPF)" which will be governed by laws of Luxembourg in force, in particular by the amended law of August 10<sup>th</sup>, 1915 on commercial companies and the law of May 11, 2007, as well as by the present Articles of Incorporation (the "Articles").

The Company may have one shareholder or several shareholders. For so long as the Company has a Sole Shareholder, the Company may be managed by a Sole Director only who does not need to be a shareholder of the Company.

**Art. 2.** The object of the Company is the acquisition, the holding, the management and the realization of financial assets as defined in article 2 of the law of May 11, 2007.

Financial assets must be understood as (i) financial instruments pursuant to the law of August 5, 2005 concerning financial guarantee contracts and (ii) assets and cash of whatsoever kind hold in accounts.

The object of the Company is also, in conformity with the law of May 11, 2007, the taking of participating interests, in whatsoever form, in other companies and the development of such participating interests.

The Company may in particular make all types of investments, in conformity with the law of May 11, 2007, and more specifically investments in the field of pharmaceuticals, hospitals and shipping.

The Company may also acquire all types of negotiable securities, either by way of contribution, subscription, option, purchase or otherwise.

The Company may also acquire, create, develop and sell any patents together with any rights attached thereto. It may among others acquire by way of contribution, subscription, bought deal, option, purchase or otherwise all securities and patents and realize them by way of sale, transfer exchange or otherwise, develop these activities and patents by whom and by whatever means, participate in the creation and the development of any company.

The Company may borrow in any form and proceed to the issue of bonds and grant any assistance, loan, advance or guarantee to companies in which it has a direct interest.

The Company shall not carry on any industrial activity nor maintain a commercial establishment open to the public.

In general, the company may take any measure and carry out any operation which it may deem useful to the accomplishment or development of its purposes remaining always, however, within the limits established by the law of May 11, 2007.

**Art. 3.** The Company is incorporated under the name of "Vitaxis S.A., SPF".

**Art. 4.** The registered office of the Company is established in Luxembourg City, Grand Duchy of Luxembourg. It may be transferred within the boundaries of the municipality by a resolution of the Board of Directors of the Company. The registered office may further be transferred to any other place in the Grand Duchy of Luxembourg (whether or not in the same municipality) by means of a resolution of the shareholders adopted in the manner required for the amendment of the Articles.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the Board of Directors of the Company. Where the Board of Directors of the Company determines that extraordinary political or military developments or events have occurred or are imminent as determined in the sole discretion of the Board of Directors and that these developments or events may interfere with the normal activities of

the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances. Such temporary measures shall have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

**Art. 5.** The Company is constituted for an undetermined period.

The Company may be dissolved, at any time, by a resolution of the shareholders of the Company adopted in the manner required for the amendment of the Articles.

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

## **Title II. - Capital - Shares**

**Art. 6.** The Company's capital is set at one hundred fifty thousand euro (EUR 150,000.-), divided into ten thousand (10,000) shares with a par value of fifteen euro (EUR 15.-) each, all subscribed and fully paid up.

The capital of the Company may be increased or reduced in one or several times by a resolution of the General Meeting of shareholders voting with the quorum and majority rules set by these Articles or, as the case may be, by the law for any amendment of these Articles.

**Art. 7.** The shares shall be registered or bearer shares at the option of the shareholders.

The Company's shares may be issued, at the owner's option, in certificates representing single shares or two or more shares.

The Company may have one or several shareholders.

The Company may repurchase its own shares by means of its free reserves under the provisions set forth in Article 49-2 of the amended law of August 10<sup>th</sup>, 1915 on commercial companies.

**Art. 8.** Each share is indivisible. A share may be registered in the name of more than one person provided that all holders of a share notify the Company in writing as to which of them is to be regarded as their representative; the Company will deal with that representative as if it were the sole shareholder in respect of that share including for the purposes of voting, dividend and other payment rights.

**Art. 9.** The shares will be transferable in accordance with the amended law of August 10<sup>th</sup>, 1915 on commercial companies.

**Art. 10.** The Company may establish a share premium account (the "Share Premium Account") into which any premium paid on any share is to be transferred. Decisions as to the use of the Share Premium Account are to be taken by the shareholder(s) subject to the amended law of August 10<sup>th</sup>, 1915 on commercial companies and these Articles.

The Company may, without limitation, accept equity or other contributions without issuing shares or other securities in consideration for the contribution and may credit the contributions to one or more accounts. Decisions as to the use of any such accounts are to be taken by the shareholder(s) subject to the amended law of August 10<sup>th</sup>, 1915 on commercial companies and these Articles. For the avoidance of doubt, any such decision may, but need not, allocate any amount contributed to the contributor.

## **Title III. - Management**

**Art. 11.** The Company shall be managed by a Board of Directors composed of at least three members, who need not be shareholders.

When a legal person is appointed as a director of the Company (the "Legal Entity"), the Legal Entity must designate a permanent representative (représentant permanent) who will represent the Legal Entity as sole director or as member of the Board in accordance with article 51bis of the Law.

The Directors shall be appointed for a maximum period of six years and they shall be re-eligible; they may be removed at any time.

However, if the Company is incorporated by one single shareholder or if it is noted at a shareholders' meeting that all the shares issued by the Company are held by one single shareholder, the Company may be managed by one single director until the first annual shareholders' meeting following the moment where the Company has noted that its shares are held by more than one shareholder.

In the event of a vacancy on the Board of Directors, the remaining Directors have the right to provisionally fill the vacancy; in this case, such a decision must be ratified by the next General Meeting.

**Art. 12.** The Board of Directors has full power to perform all such acts as shall be necessary or useful to the object of the Company.

All matters not expressly reserved to the General Meeting of shareholders by law or by the present Articles are within the competence of the Board of Directors.

The Board of Directors elects a Chairman. In the absence of the Chairman, another Director may preside over the meeting.

Meetings of the Board of Directors may be convened by any Director.

The Board of Directors may validly debate and take decisions at a Board meeting without complying with all or any of the convening requirements and formalities if all the Directors have waived the relevant convening requirements and formalities either in writing or, at the relevant Board meeting, in person or by an authorised representative.

The Board of Directors can validly deliberate and act only if the majority of its members are present in person, or are represented by a proxy given to another Director, which may be given by letter, telegram, telex or telefax, being permitted.

Decisions of the Board of Directors shall be adopted by a simple majority of the Directors present or represented. In case of a tie, the Chairman has the casting vote.

Any Director may participate in any meeting of the Board of Directors by conference call or by other similar means of communication allowing all the persons taking part in the meeting to hear one another. The participation by these means is equivalent to a participation in person at such meeting.

Written resolutions signed by all Directors (or in relation to any Director, his authorised representative) shall be valid and binding in the same manner as if passed at a meeting duly convened and held. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter, telefax or telex.

Unless specifically forbidden by law or otherwise provided from time to time by the Board of Directors, all notices, proxies, minutes, records and documents of whatsoever nature that may be required or used under or in connection with the company, its management and organization and these statutes may be produced, delivered and stored in electronic form, with or without signature as appropriate.

In case of urgency, Directors may vote by letter, telegram, telex or telefax.

**Art. 13.** The Board of Directors may delegate all or part of its powers concerning the day-to-day management and the representation of the Company in connection therewith to one or more Directors, managers or other officers; they need not be shareholders of the Company.

**Art. 14.** The Company is bound by the joint signatures of any two Directors or by the sole signature of the single director or by the signature of any other person to whom such a power has been delegated in accordance with Article 13 of these Articles.

#### **Title IV. - Shareholders' resolutions**

**Art. 15.** The General Meeting of shareholders has the most extensive powers to carry out or ratify such acts as may concern the Company. It shall determine the appropriation and distribution of the net profits.

**Art. 16.** In the case of a plurality of shareholders, any regularly constituted meeting of the shareholders of the Company (the "General Meeting") shall represent the entire body of shareholders of the Company.

In the case of a sole shareholder, the Sole Shareholder assumes all powers conferred to the General Meeting. In these Articles, as long as the Company has only one shareholder decisions taken, or powers exercised, by the General Meeting shall be deemed to be a reference to decisions taken, or powers exercised, by the Sole Shareholder. The decisions taken by the Sole Shareholder are documented by way of minutes.

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

Participation in a meeting by such means shall constitute presence in person at such meeting.

Convening notices of all general meetings shall be made in compliance with the legal provisions.

If all the shareholders are present or represented and if they declare that they have knowledge of the agenda submitted to their consideration, the General Meeting may take place without convening notices. The Board of Directors may decide that the shareholders wishing to attend the General Meeting must deposit their shares five clear days before the date fixed therefore.

Every shareholder has the right to vote in person or by proxy, who need not be a shareholder.

Each share gives the right to one vote.

**Art. 17.** The Annual General Meeting shall be held in Luxembourg at the registered office or such other place as indicated in the convening notices on the first Friday in the month of June at 11 a.m..

If the said day is a public holiday, the meeting shall be held on the next following working day.

#### **Title V. - Auditors - Financial year - Distributions**

**Art. 18.** The Company shall be supervised by one or more Auditors, who need not be shareholders; they shall be appointed for a maximum period of six years and they shall be re-eligible; they may be removed at any time.

**Art. 19.** The Company's financial year shall begin on the first of January and end on the thirty-first of December of each year.

**Art. 20.** At least five percent (5%) of the net profit for the financial year have to be allocated to the legal reserve fund. Such contribution will cease to be compulsory when the reserve fund reaches ten percent (10%) of the subscribed capital.

Under the provisions of the amended law of August 10<sup>th</sup>, 1915 on commercial companies and these Articles, the Company may by shareholders' resolution declare dividends to shareholders in proportion to the number of shares held by them.

**Art. 21.** Under the provisions set forth in Article 72-2 of the amended law of August 10<sup>th</sup>, 1915 on commercial companies and these Articles, the Board of Directors is authorized to distribute interim dividends.

#### **Title VI. - Dissolution - Liquidation**

**Art. 22.** The Company may be dissolved, at any time, by a resolution of the General Meeting adopted in the manner required for amendment of these Articles. In the event of a dissolution of the Company, the liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) appointed by the General Meeting deciding such liquidation. Such General Meeting shall also determine the powers and the remuneration of the liquidator(s).

#### **Title VII. - General provisions**

**Art. 23.** The amended law of August 10<sup>th</sup>, 1915 on commercial companies and the law of May 11, 2007 on Société de gestion de patrimoine familial (SPF) shall apply providing these Articles of Incorporation do not state otherwise.

##### *Transitory provisions*

The first financial year shall begin today and end on December 31<sup>st</sup>, 2014.

The first annual ordinary general meeting shall be held in 2015.

##### *Subscription and payment*

The appearing party has subscribed the shares as follows:

|  |               |
|--|---------------|
| TOPIC INT.LTD., prenamed ten thousand shares . . . . . | 10,000        |
| Total: ten thousand shares . . . . .                   | <u>10,000</u> |

All these shares have been fully paid up in cash, so that the sum of one hundred fifty thousand euro (EUR 150,000.-) is forthwith at the free disposal of the Company, as has been proved to the undersigned notary, who expressly bears witness to it.

##### *Statement*

The notary drawing up the present deed declared that the conditions set forth in Article 26 of the law on Commercial companies have been fulfilled and expressly bears witness to their fulfillment.

##### *Estimate of costs*

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its incorporation have been estimated at about one thousand six hundred euro (EUR 1,600.-).

##### *Resolutions of the sole shareholder*

Here and now, the above-named party, representing the entire subscribed share capital, has proceeded to hold an extraordinary general meeting and, having stated that it was regularly constituted, it has passed the following resolutions:

1) The number of Directors is set at one (1) and that of the Auditors at one (1).

2) The following has been appointed Director:

Mr Gilles WECKER, employee, born on April 4<sup>th</sup>, 1965, in Dudelange (Grand-Duchy of Luxembourg), with professional address at 11, boulevard Royal, L-2449 Luxembourg;

3) The following has been appointed Auditor:

Mr Andrew MANN, employee, born on August 27<sup>th</sup>, 1952 in Aden (Yémen), with professional address in 20, boulevard Princesse Charlotte, MC-98000 Monaco.

4) The mandates of the Director and the Auditor shall expire immediately after the annual general meeting of 2020.

5) The Company shall have its registered office at 11, boulevard Royal, L-2449 Luxembourg.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing parties, the present incorporation deed is worded in English, followed by a French version; on request of the same appearing parties and in case of divergences between the English and the French texts, the English version will prevail.

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

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

### Suit la version française du texte qui précède

L'an deux mille quatorze, le dix-sept décembre.

Par-devant Nous Maître Léonie GRETHEN, notaire de résidence à Luxembourg.

#### A COMPARU:

TOPIC INT.LTD., enregistrée sous le numéro 55519, avec siège au Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Iles Marshall MH96960;

ici représentée par Monsieur Gilles WECKER, salarié, avec adresse professionnelle au 11, boulevard Royal, L-2449 Luxembourg,

en vertu d'une procuration donnée aux Iles Marshall, le 8 décembre 2014.

Laquelle procuration, après signature "ne varietur" par le mandataire et le notaire instrumentaire, demeurera annexée aux présentes pour être enregistrée en même temps.

Laquelle partie comparante, ès-qualités qu'elle agit, a arrêté ainsi qu'il suit les statuts d'une société anonyme qu'elle va constituer:

### Titre I<sup>er</sup> . - Forme juridique - Objet - Dénomination - Siège - Durée

**Art. 1<sup>er</sup>** . Il est formé par les présentes une société anonyme sous la forme d'une "Société de gestion de patrimoine familial (SPF)" qui sera régie par les lois luxembourgeoises en vigueur et notamment par celle du 10 août 1915 sur les sociétés commerciales, telle que modifiée et celle du 11 mai 2007, ainsi que par les présents statuts (les «Statuts»).

**Art. 2.** L'objet de la Société est l'acquisition, la détention, la gestion et la réalisation d'actifs financiers tels que définis à l'article 2 de la loi du 11 mai 2007.

Par actifs financiers il convient d'entendre (i) les instruments financiers au sens de la loi du 5 août 2005 sur les contrats de garantie financière et (ii) les espèces et avoirs de quelque nature que ce soit détenus en compte.

La Société a également pour objet, en conformité avec la loi du 11 mai 2007, la prise de participations, sous quelque forme que ce soit, dans d'autres sociétés, ainsi que la mise en valeur de ces participations.

La Société peut notamment faire tous types de placements, en conformité avec la loi du 11 mai 2007, et plus particulièrement les investissements dans le domaine des produits pharmaceutiques, des hôpitaux et du transport maritime.

Elle peut également acquérir par voie d'apport, de souscription, d'option, d'achat ou de toute autre manière des valeurs mobilières de toutes espèces et les réaliser par voie de vente, cession, échange ou autrement.

La Société peut également acquérir, créer, gérer et vendre un portefeuille de brevets ensemble avec tous droits y rattachés. Elle peut entre autres acquérir par voie d'apport, de souscription, de prise ferme, d'option, d'achat ou de toute autre manière tous titres et brevets et les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets par qui et de quelque manière que ce soit, participer à la création et au développement de toute entreprise.

La Société peut emprunter sous toutes les formes et procéder à l'émission d'emprunts obligataires et accorder aux sociétés dans lesquelles elle possède un intérêt direct tous concours, prêts, avances ou garanties.

La Société n'aura pas d'activité industrielle propre et ne tiendra aucun établissement ouvert au public.

La Société prendra toutes mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques qui se rattachent à son objet ou le favorisent, en restant toutefois dans les limites de la loi du 11 mai 2007.

**Art. 3.** La Société prend la dénomination de "Vitaxis S.A., SPF".

**Art. 4.** Le siège social de la Société est établi à Luxembourg-Ville (Grand-Duché de Luxembourg). Il peut être transféré dans les limites de la commune par décision du Conseil d'Administration de la Société. Le siège social peut également être transféré en tout autre endroit du Grand-Duché de Luxembourg (que ce soit ou non dans la même municipalité) par une résolution des actionnaires adoptée selon les modalités requises pour la modification des Statuts.

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

**Art. 5.** La Société est formée pour une durée indéterminée.

La Société peut être dissoute, à tout moment, par une résolution des actionnaires de la Société adoptée selon les modalités requises pour la modification des Statuts.

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

## **Titre II. - Capital - Actions**

**Art. 6.** Le capital social de la Société est fixé à cent cinquante mille euros (150.000.- EUR), divisé en dix mille (10.000) actions d'une valeur nominale de quinze euros (15.- EUR) chacune, toutes souscrites et entièrement libérées.

Le capital de la Société peut être augmenté ou réduit, en une ou en plusieurs fois, par une décision de l'Assemblée Générale des actionnaires, adoptée conformément aux règles de quorum et de majorité fixées par ces Statuts ou, le cas échéant, par la loi pour toute modification des Statuts.

**Art. 7.** Les actions sont nominatives ou au porteur au choix de l'actionnaire.

Les actions de la Société peuvent être créées, au choix du propriétaire, en titres unitaires ou en certificats représentatifs de plusieurs actions.

La société peut avoir un ou plusieurs actionnaires.

La Société pourra procéder au rachat de ses actions au moyen de ses réserves disponibles et en respectant les dispositions de l'article 49-2 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Le capital social de la Société peut être augmenté ou diminué en une ou plusieurs tranches par une décision de l'Assemblée Générale des actionnaires prise en accord avec les dispositions applicables au changement des statuts.

**Art. 8.** Chaque action est indivisible. Une action peut être enregistrée au nom de plus d'une personne à condition que tous les détenteurs d'une action notifient par écrit la Société lequel d'entre eux est à considérer comme leur représentant; la Société considérera ce représentant comme s'il était le seul actionnaire de l'action en question, y compris aux fins des droits de vote, de dividende et autres droits de paiement.

**Art. 9.** Les actions seront librement cessibles conformément à la loi modifiée du 10 août 1915 sur les sociétés commerciales.

**Art. 10.** La Société peut créer un compte de prime d'émission (le "Compte de Prime d'Emission") sur lequel toute prime d'émission payée pour toute action sera versée. Les décisions quant à l'utilisation du Compte de Prime d'Emission doivent être prises par les actionnaire(s) sous réserve de la loi modifiée du 10 août 1915 sur les sociétés commerciales et des présents Statuts.

La Société peut, sans limitation, accepter des capitaux propres ou d'autres apports sans émettre d'actions ou autres titres en contrepartie de l'apport et peut créditer les apports à un ou plusieurs comptes. Les décisions quant à l'utilisation de tels comptes seront prises par les actionnaire(s) sous réserve de la loi modifiée du 10 août 1915 sur les sociétés commerciales et des présents Statuts. Pour éviter tout doute, toute décision peut, mais n'a pas besoin de, allouer tout montant apporté à l'apporteur.

## **Titre III. - Administration**

**Art. 11.** La Société est administrée par un Conseil composé de trois membres au moins, actionnaires ou non.

Lorsqu'une personne morale est nommée administrateur de la Société (la «Personne Morale»), la Personne Morale doit désigner un représentant permanent qui représentera la Personne Morale en tant qu'administrateur unique ou en tant que membre du Conseil conformément à l'article 51bis de la Loi.

Les administrateurs sont nommés pour une durée qui ne peut pas dépasser six ans; ils sont rééligibles et toujours révocables.

Cependant, si la Société est constituée par un actionnaire unique ou s'il est constaté à une assemblée générale des actionnaires que toutes les actions de la Société sont détenues par un actionnaire unique, la société peut être administrée par un administrateur unique jusqu'à la première assemblée générale annuelle suivant le moment où il a été remarqué par la Société que ses actions étaient détenues par plus d'un actionnaire.

En cas de vacance d'une place d'administrateur, les Administrateurs restants ont le droit d'y pourvoir provisoirement; dans ce cas, l'Assemblée Générale, lors de sa première réunion, procède à l'élection définitive.

**Art. 12.** Le Conseil d'Administration a le pouvoir d'accomplir tous les actes nécessaires ou utiles à la réalisation de l'objet social de la Société.

Tout ce qui n'est pas réservé à l'Assemblée Générale des actionnaires par la loi ou les présents Statuts est de la compétence du Conseil d'Administration.

Le Conseil d'Administration désigne son Président; en cas d'absence du Président, la présidence de la réunion peut être conférée à un Administrateur présent.

Les réunions du Conseil d'Administration peuvent être convoquées par tout Administrateur.

Le Conseil d'Administration peut valablement débattre et prendre des décisions lors d'une réunion du Conseil sans se plier à tout ou partie des conditions de convocation et formalités si tous les Administrateurs ont renoncé aux conditions et formalités de convocation en question que ce soit par écrit ou, lors de la réunion du Conseil en question, en personne ou par l'intermédiaire d'un représentant autorisé.

Le Conseil d'Administration ne peut délibérer que si la majorité de ses membres est présente ou représentée, le mandat accordé à un autre Administrateur, qui peut être donné par écrit, télégramme, télex ou télécopie, étant admis.

Les décisions du Conseil d'Administration sont adoptées à une majorité simple des Administrateurs présents ou représentés. En cas de partage, la voix du Président est prépondérante.

Tout administrateur peut participer à la réunion du Conseil d'Administration par conférence téléphonique ou tout autre moyen de communication similaire, au cours duquel toutes les personnes participant à la réunion peuvent s'entendre, et la participation à la réunion par de tels moyens vaut la présence de la personne à cette réunion.

Les résolutions écrites signées par tous les Administrateurs (ou en relation avec tout Administrateur, le représentant de l'Administrateur) produisent les mêmes effets que les résolutions prises à une réunion dûment convoquée et tenue. De telles signatures peuvent apparaître sur un document unique ou sur des copies multiples d'une résolution identique et peuvent résulter de lettres, télécopies ou télex.

A moins que la loi ne l'interdise spécialement ou qu'il n'en soit disposé autrement de temps en temps par le Conseil d'Administration, toutes les convocations, procurations, minutes, comptes rendus et documents de quelque nature qu'ils soient requis ou utilisés en relation avec la société, son administration et organisation et les présents Statuts pourront être produits, délivrés et conservés sous la forme électronique avec ou sans signature.

En cas d'urgence, les Administrateurs peuvent émettre leur vote par écrit, télégramme, télex ou télécopie.

**Art. 13.** Le Conseil peut déléguer tout ou partie de ses pouvoirs concernant la gestion journalière ainsi que la représentation de la Société à un ou plusieurs administrateurs, directeurs ou autres agents, actionnaires ou non.

**Art. 14.** La Société se trouve engagée soit par la signature conjointe de deux administrateurs soit par la signature individuelle de l'administrateur unique soit par la signature de toute autre personne à qui un tel pouvoir a été délégué conformément à l'Article 13 des présents Statuts.

#### **Titre IV. - Assemblées générales**

**Art. 15.** L'Assemblée Générale des actionnaires a les pouvoirs les plus étendus pour faire ou ratifier tous les actes qui intéressent la Société. Elle décide de l'affectation et de la distribution du bénéfice net.

**Art. 16.** Dans le cas d'une pluralité d'actionnaires, toute assemblée des actionnaires de la Société régulièrement constituée (l'«Assemblée Générale») représentera l'ensemble des actionnaires de la Société.

Dans le cas d'un associé unique, l'Associé Unique aura tous les pouvoirs conférés à l'Assemblée Générale. Dans ces Statuts, toute référence aux décisions prises ou aux pouvoirs exercés par l'Assemblée Générale sera une référence aux décisions prises ou aux pouvoirs exercés par l'Associé Unique tant que la Société n'a qu'un associé unique. Les décisions prises par l'Associé Unique sont documentées par voie de procès-verbaux.

Tout actionnaire peut participer à une Assemblée Générale par conférence téléphonique, vidéo-conférence ou tout autre moyen de communication similaire grâce auquel (i) les actionnaires participant à l'assemblée peuvent être identifiés, (ii) toutes les personnes participant à l'assemblée peuvent s'entendre et parler avec les autres participants, (iii) l'assemblée est retransmise en direct et (iv) les actionnaires peuvent valablement délibérer. La participation à une assemblée par un tel moyen de communication équivaldra à une participation en personne à une telle assemblée.

Les convocations pour les assemblées générales sont faites conformément aux dispositions légales.

Elles ne sont pas nécessaires lorsque tous les actionnaires sont présents ou représentés et qu'ils déclarent avoir eu préalablement connaissance de l'ordre du jour. Le Conseil d'Administration peut décider que pour pouvoir assister à l'Assemblée Générale, le propriétaire d'actions doit en effectuer le dépôt cinq jours francs avant la date fixée pour la réunion.

Tout actionnaire aura le droit de voter en personne ou par mandataire, actionnaire ou non.

Chaque action donne droit à une voix.

**Art. 17.** L'Assemblée Générale Annuelle se réunit de plein droit le premier vendredi du mois de juin à 11.00 heures à Luxembourg au siège social ou à tout autre endroit à désigner par les convocations.

Si ce jour est férié, l'assemblée se tiendra le premier jour ouvrable suivant.

#### **Titre V. - Auditeurs - Année sociale - Distributions**

**Art. 18.** La surveillance de la Société est confiée à un ou plusieurs commissaires, actionnaires ou non, nommés pour une durée qui ne peut dépasser six ans, rééligibles et toujours révocables.

**Art. 19.** L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.



**Art. 20.** Sur le bénéfice net de l'exercice, il est prélevé cinq pour cent (5%) au moins pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint dix pour cent (10%) du capital social.

Sous réserve des dispositions de la loi modifiée du 10 août 1915 concernant les sociétés commerciales et des présents Statuts, la Société peut, par Résolutions des Actionnaires, déclarer des dividendes aux actionnaires au prorata du nombre d'actions détenues par eux.

**Art. 21.** Sous réserve des dispositions de l'article 72-2 de la loi modifiée du 10 août 1915 concernant les sociétés commerciales et des présents Statuts, le Conseil d'Administration est autorisé à procéder à un versement d'acomptes sur dividendes.

#### **Titre VI. - Dissolution - Liquidation**

**Art. 22.** La Société peut être dissoute, à tout moment, par une décision de l'Assemblée Générale statuant comme en matière de modifications des Statuts. En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales), et qui seront nommés par la décision de l'Assemblée Générale décidant cette liquidation. L'Assemblée Générale déterminera également les pouvoirs et la rémunération du ou des liquidateurs.

#### **Titre VII. - Dispositions générales**

**Art. 23.** La loi modifiée du 10 août 1915 sur les sociétés commerciales et la loi du 11 mai, 2007 sur la Société de gestion de patrimoine familial (SPF) trouveront leur application partout où il n'y est pas dérogé par les présents Statuts.

##### *Dispositions transitoires*

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

La première assemblée générale ordinaire annuelle se tiendra en l'an 2015.

##### *Souscription et libération*

La partie comparante a souscrit aux actions comme suit:

|  |        |
|--|--------|
| TOPIC INT.LTD., prénommée, Dix mille actions . . . . . | 10.000 |
| Total: dix mille actions . . . . .                     | 10.000 |

Toutes les actions ont été intégralement libérées en espèces de sorte que le montant de cent cinquante mille euros (150.000.- EUR) est désormais à la libre disposition de la Société ainsi qu'il a été prouvé au notaire instrumentaire qui le constate expressément.

##### *Déclaration*

Le notaire instrumentaire déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi sur les sociétés commerciales et en constate expressément l'accomplissement.

##### *Estimation des frais*

Le montant des frais, dépenses, rémunérations ou charges sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, s'élève approximativement à la somme de mille six cents euros (1.600.-EUR).

##### *Résolutions de l'actionnaire unique*

Et à l'instant la partie comparante préqualifiée, représentant l'intégralité du capital social, s'est constituée en assemblée générale extraordinaire à laquelle elle se reconnaît dûment convoquée, et après avoir constaté que celle-ci était régulièrement constituée, elle a pris les résolutions suivantes:

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

2) Est appelé à la fonction d'administrateur:

Monsieur Gilles WECKER, salarié, né le 4 avril 1965, à Dudelange (Grand-Duché du Luxembourg), avec adresse professionnelle au 11, boulevard Royal, L-2449 Luxembourg;

3) Est appelé à la fonction de commissaire:

Monsieur Andrew MANN, salarié, né le 27 août 1952 à Aden (Yémen), avec adresse professionnelle au 20, boulevard Princesse Charlotte, MC-98000 Monaco.

4) Les mandats de l'administrateur et du commissaire prendront fin à l'issue de l'assemblée générale annuelle de l'an 2020.

5) Le siège de la Société est fixé au 11, boulevard Royal, L-2449 Luxembourg.

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête des comparantes les présents statuts sont rédigés en anglais suivis d'une version française; à la requête des mêmes comparantes et en cas de divergences entre les textes anglais et français, la version anglaise fera foi.

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

Et après lecture faite et interprétation donnée au mandataire de la comparante, connu du notaire par son nom, prénom usuel, état et demeure, celui-ci a signé avec Nous notaire la présente minute.

Signé: Wecker, GRETHEN.

Enregistré à Luxembourg Actes Civils, le 19 décembre 2014. Relation: LAC/2014/61776. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): Irène Thill.

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

Luxembourg, le 8 janvier 2015.

Référence de publication: 2015004956/435.

(150004674) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2015.

**Wilsall Fund S.A, SICAV-FIS, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.

R.C.S. Luxembourg B 194.086.

—  
STATUTES

In the year two thousand and fourteen, on the twenty-fourth.

Before Us Maître Marc Loesch, notary residing in Mondorf-les-Bains (Grand Duchy of Luxembourg).

Was held:

an extraordinary general meeting ("Meeting") of the sole shareholder of WILSALL INVESTMENT LIMITED (the "Company"), established in the Commonwealth of Bahamas ("The Bahamas") under the denomination of "WILSALL INVESTMENT LIMITED", and having its registered office at Winterbotham Place, Marlborough and Queen Streets, P.O. Box N-3026, in the City of Nassau in the Island of New Providence, The Bahamas, incorporated as an International Business Company and registered on 19 August 1999, registered under number 94,955 B.

The Meeting begins at 1.35 p.m. with Mr Frank Stolz-Page, private employee, with professional address in 13, avenue François Clément (Résidence du Midi), L-5612 Mondorf-les-Bains, being in the chair.

The Chairman appoints as secretary of the Meeting, Mr Chris Oberhag, private employee, with professional address at 13, avenue François Clément (Résidence du Midi), L-5612 Mondorf-les-Bains.

The Meeting elects as scrutineer Mr Frank Stolz-Page, prenamed.

The Chairman then states that:

I. The sole shareholder of the Company, representing the total share capital, is duly represented at this Meeting which is consequently regularly constituted and may deliberate upon the items on the agenda, hereinafter reproduced, without prior notice, all the persons present or represented at the Meeting having agreed to meet after examination of the agenda.

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

1.- Consideration, and if thought fit, approval of those matters approved by written resolutions of the sole director of the Company dated 15 December 2014 (the "Board Resolutions") in respect of the proposed transfer of the Company to the Grand Duchy of Luxembourg ("Luxembourg") by way of continuation, i.e. without interruption of its legal personality, as a Luxembourg public limited liability company (société anonyme) ("S.A."), established as an investment company with variable capital qualifying as a specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé) ("SICAV-SIF") subject to Luxembourg law and in particular the Luxembourg law of 13 February 2007 on specialised investment funds, as amended, under the name of "WILSALL FUND S.A., SICAV-SIF";

2.- Consideration and, if thought fit, approval of the transfer of the Company's registered office and effective place of management of the Company to Luxembourg, subject to the approval of the CSSF, and change of the nationality of the Company, at the present time of Bahamian nationality, to a company of Luxembourg nationality, without prior dissolution of the Company and to continue its corporate existence;

3.- Consideration and, if thought fit, approval of the proposed continuation of the existence of the Company under the form of a Luxembourg public limited liability company (société anonyme) established as an investment company with variable capital qualifying as a specialised investment fund (fonds d'investissement spécialisé) subject to Luxembourg law and in particular the Luxembourg law of 13 February 2007 on specialised investment funds, as amended;

4.- Consideration and, if thought fit, approval of the change of the name of the Company to "WILSALL FUND S.A., SICAV-SIF";

5.- Consideration and, if thought fit, approval of a modification of the corporate object or purpose of the Company;

6.- Consideration and, if thought fit, approval of the full restatement of the memorandum and articles of association of the Company to constitute articles of incorporation of the Company for the purposes of, and in conformity with, Luxembourg law;

- 7.- Consideration and, if thought fit, approval of the Luxembourg offering memorandum of the Company;
- 8.- Consideration and, if thought fit, approval of the opening balance sheet and the auditors' report of the Company, henceforth of Luxembourg nationality, all the assets and all the liabilities of the Company, previously of Bahamian nationality, remaining without limitation, in their entirety owned by the Luxembourg company which will continue to own all the assets and will continue to assume all the liabilities and commitments of the Company;
- 9.- Consideration and, if thought fit, approval to fix the first financial year of the Company following the transfer of the registered office and effective place of management as beginning on 24 December 2014 and terminating on 31 December 2015;
- 10.- Fixing the number of directors of the Company as three (3) and election of Vanessa Molloy and Ricardo Coimbra Almeida Brennand Filho as directors of the Company from the moment of its continuation into Luxembourg and confirming the appointment of Maria de Lourdes Monteiro Brennand as director of the Company, and determination of the duration of their mandate for a period ending at the annual general meeting of shareholders approving the annual accounts for the financial year ended 31 December 2019;
- 11.- Consideration and, if thought fit, appointment of KPMG Luxembourg S.à r.l. ("KPMG Luxembourg"), as the Company's statutory auditor (réviseur d'entreprise agréé);
- 12.- Consideration and, if thought fit, approval that the address of the registered office of the Company be at 58, rue Charles Martel, L-2134, Grand Duchy of Luxembourg;
- 13.- Consideration and, if thought fit, delegation to any authorised signatory of Maitland Luxembourg S.A. of 58, rue Charles Martel, L-2134, Luxembourg and M Partners S.à r.l. of 56, rue Charles Martel, L-2134, Luxembourg, of all the powers to perform all the formalities and to effect all the deregistrations, registrations and publications respectively in The Bahamas and in Luxembourg for the purpose of the transfer of the registered office and effective place of management to and the continuation of the Company in Luxembourg;

14.- Miscellaneous.

The Board Resolutions, together with the auditors' report drawn up by KPMG Luxembourg S.à r.l., in the course of the transfer of the Company to Luxembourg, will remain annexed to these minutes to be filed at the same time with the registration authorities.

After approval of the statement of the Chairman and having verified that it was regularly constituted, the Meeting passed, after deliberation, the following resolutions by unanimous vote:

*First resolution*

The Meeting acknowledges the Board Resolutions, confirms its approval of the matters approved in the Board Resolutions and approves the transfer of the Company to Luxembourg by way of continuation, i.e. without interruption of its legal personality, as a Luxembourg public limited liability company (société anonyme) established as an investment company with variable capital qualifying as a specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé) subject to Luxembourg law and in particular the Luxembourg law of 13 February 2007 on specialised investment funds, as amended, under the name of "WILLSALL FUND S.A., SICAV-SIF" and therefore, as at the date hereof that the Company shall cease to carry on its business in or from the Commonwealth of the Bahamas and shall be a Luxembourg company.

The Meeting therefore formally confirms such former resolution, thereby resolving to decide on the other items on the agenda of this Meeting in accordance with such prior resolutions.

*Second resolution*

The Meeting resolves to transfer the Company's registered office and effective place of management of the Company to Luxembourg, subject to the approval of the CSSF, to change the nationality of the Company, at the present time of Bahamian nationality, to a company of Luxembourg nationality, without prior dissolution of the Company and to continue its corporate existence.

The Meeting resolves and acknowledges, in accordance with corporate and civil laws of the Commonwealth of the Bahamas, as well as the companies and civil laws of Luxembourg, that the transfer of registered office shall take place and be implemented without dissolution and without any kind of liquidation of the Company.

*Third resolution*

The Meeting resolves to adopt for the Company the form of, and to transform the Company to the extent necessary into, a Luxembourg public limited liability company (société anonyme) established as an investment company with variable capital qualifying as a specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé) subject to Luxembourg law and in particular the Luxembourg law of 13 February 2007 on specialised investment funds, as amended, and to amend the Company's corporate name to "WILLSALL FUND S.A., SICAV-SIF".

*Fourth resolution*

The Meeting approves the opening balance sheet of the Company henceforth of Luxembourg nationality, specifying all the patrimonial values as well as all the items of the Bahamian Company's financial statements as of November 30, 2014

and the report of the independent auditor dated December 19, 2014 and the meeting states that all the assets and all the liabilities of the Company, previously of Bahamian nationality, without limitation, remain in their entirety in the ownership of the Luxembourg Company which continues to own all the assets and continues to assume all the liabilities and commitments of the Company previously of Bahamian nationality.

#### *Valuation*

The value of the total net assets is stated in a report drawn up by the auditors of the Company, dated December 19, 2014.

The Meeting resolves to approve the Company's opening balance sheet dated November 30, 2014.

The said balance sheet, after signature *ne varietur* by the sole director and sole shareholder and the undersigned notary, shall remain attached to the present deed to be filed at the same time with the registration authorities.

The amount of the net asset value of the Company has been confirmed by a report of KPMG Luxembourg S.à r.l, an independent auditor, which concludes as follows:

“Based on our procedures, nothing has come to our attention that causes us to believe that upon continuation the global value of the net assets of the Continuing Company as at November 30, 2014 does not at least correspond to the number and value of the shares in issue representing the capital of the Continuing Company, which is US\$25,655,000 as at November 30, 2014.”

The said report, after having been signed *ne varietur* by the sole shareholder, the proxyholders of the shareholder represented and the members of the board of the Meeting and the undersigned notary, shall remain attached to the present deed to be filed with it with the registration authorities.

#### *Fifth resolution*

The Meeting approves that the corporate object or purpose of the Company be modified.

The Meeting resolves to adopt new articles of Incorporation of the Company, which after total restating, in order to conform to Luxembourg law, will henceforth have the following wording:

#### **Name, Form, Duration, Object, Registered office**

**Art. 1.** There exists among the shareholders and all those who may become holders of shares a company in the form of a “société anonyme” qualifying as a “société d'investissement à capital variable - fonds d'investissement spécialisé” under the name of “WILLSALL Fund S.A., SICAV-SIF” (the “Fund”).

**Art. 2.** The Fund is established for an unlimited period. The Fund may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation (the “Articles”).

**Art. 3.** The exclusive object of the Fund is to place the funds available to it in securities of any kind and other permitted assets with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Fund is subject to the provisions of the Luxembourg law of 10 August 1915 as amended relating to commercial companies (the “1915 Law”) and the Luxembourg law of 13 February 2007 relating to specialised investment funds, as amended (the “2007 Law”) and may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the fullest extent permitted by the 1915 Law and the 2007 Law, as such laws may be amended, supplemented or rescinded from time to time and may, in particular, without limitation:

(i) Make investments whether directly or through direct or indirect participations in subsidiaries of the Fund or other intermediary vehicles;

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

(iv) The Fund may grant all kinds of support, loans, advances or deposit money or give credit to any kind of company, undertaking and person and in particular without limitation it may give guarantees and grant security in favour of its subsidiaries and affiliated companies; the Fund may also give guarantees and grant security in favour of third parties to secure its obligations, the obligations of its subsidiaries, affiliated companies or any other company, undertaking or person; the Fund may further pledge, cede, transfer, encumber or otherwise create any form of security over some or all of its assets (present or future).

The investment objectives and policies shall be determined by the board of directors of the Fund (the “Board”) and shall be disclosed in the offering documents of the Fund.

Investments in the Fund shall exclusively be reserved to eligible investors as defined in these Articles and the offering documents of the Fund.

The shares issued by the Fund may be redeemed compulsorily, under the conditions set forth in the offering documents and in Article 13 of the Articles, if a Shareholder ceases to be or is found not to be an Eligible Investor as defined in these Articles and the offering documents of the Fund or following a transfer of Shares of the Fund which has been made in breach of these Articles or the offering documents of the Fund or which would result in the Fund becoming an alternative

investment fund (“AIF”), as defined under the Luxembourg law of 12 July 2013 (the “2013 Law”) on alternative investment fund managers.

**Art. 4.** The registered office of the Fund is established in Luxembourg, in the Grand Duchy of Luxembourg. If and to the extent permitted by and on the conditions set forth in Luxembourg laws and regulations, the Board may decide to transfer the registered office of the Fund to any other place in the Grand Duchy of Luxembourg. Wholly-owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the Board.

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

#### **Share capital - Shares - Sub-funds - Classes of shares - Termination of a class - Amalgamation**

**Art. 5.** The capital of the Fund shall be represented by fully paid shares (the “Shares”) of no par value and shall at any time be equal to the total net assets of the Fund as defined in Article twenty-nine (29) hereof.

The capital of the Fund shall, within a period of twelve (12) months following the registration of the Fund as a specialised investment fund under the 2007 Law, amount to the USD equivalent of the minimum capital required by the 2007 Law.

The Board is authorised without limitation to issue further partly or fully paid shares, fraction of shares at any time in accordance with the procedures and subject to the terms and conditions determined by the Board and disclosed in the relevant offering documents of the Fund, without reserving to the existing shareholders a preferential right to subscription of the shares to be issued.

Unless otherwise decided by the Board in accordance with and disclosed in the offering documents of the relevant Sub-Fund, the issue price shall be based on the net asset value (the “Net Asset Value”) per share as determined in accordance with the provisions of Article twenty-nine hereof plus a subscription charge, if any, as the offering documents of the Fund may provide.

**Art. 6.** Shares may only be subscribed by eligible investors (“Eligible Investors”), who are persons who satisfy all three of the below requirements at the time of investing and on a continuous basis thereafter. Therefore, Eligible Investors are:

- (i) well-informed investors (investisseurs avertis) within the meaning of the 2007 Law.
- (ii) persons who are not U.S. Person. The term U.S. Person (a “U.S. Person”) means a person who falls within the ambit of FATCA (The Foreign Account Tax Compliance provisions of the U.S. Hiring Incentives to Restore Employment Act enacted in March 2010, as amended from time to time) including a citizen or resident individual, a partnership or corporation organised in the United States of America (the “United States”) or under the laws of the United States or any state, territory or possession, of the United States or any trust if (a) a court within the United States would have authority under applicable law to render orders or judgements concerning substantially all issues regarding administration of the trust and (b) one or more U.S. Persons have the authority to control all substantial decisions of the trust, or an estate of a decedant that is a citizen of the United States. The determination of whether or not a person is a U.S. Person shall be made by the Board *inter alia* interpreting in accordance with the U.S. Internal Revenue Code.
- (iii) persons who are members of a pre-existing group of family members, as determined by the Board applying the corpus of rules formed by:
  - (a) Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on alternative investment fund managers (the “AIFMD”);
  - (b) Delegated Regulation (EU) No 231/2013 of 19 December 2012 of the European Commission implementing the AIFMD;
  - (c) any binding guideline or other delegated act or regulation issued from time to time by the competent authorities within the European Union or Luxembourg (such as the 2013 Law or the Commission de Surveillance du Secteur Financier (the “CSSF”) circulars or guidelines) or another European Union member state, (the “AIFMD Rules”) and
  - (d) the prescriptive rules of law (“règles d’ordre public”) whether or not these rules result from the AIFM Rules and irrespective of their national or EU origin and nature.

The Board may delegate to any duly authorised Director (a “Director”) or officer of the Fund or to any other duly authorised person, the duty of accepting subscriptions and/or delivering and receiving payment for such new shares, remaining always within the limits imposed by the 2007 Law and these Articles.

The Board may, at its discretion, delay the acceptance of any subscription application for shares until such time as the Fund has received sufficient evidence that the applicant qualifies as an Eligible Investor.

In addition to any liability under applicable law, any shareholder who did not at the time of subscription qualify as an Eligible Investor or who becomes disqualified from holding shares in the Fund, shall hold harmless and indemnify the Fund,

the Directors, the other shareholders and the Fund's agents for any damages, losses and expenses (including any adverse tax consequences) resulting from or connected to such holding in circumstances where the relevant shareholder had furnished misleading or untrue representations to wrongfully establish its status as an Eligible Investor or has failed to notify the Fund of its loss of such status.

**Art. 7. Sub-Funds.** The Fund has an umbrella structure and the Board is entitled to establish a separate portfolio (or pool) of investments and assets constituting a compartment or sub-fund (a "Sub-Fund") within the meaning of article 71 of the 2007 Law. The Fund constitutes one single legal entity. However, in derogation from the provisions of article 2093 of the Luxembourg civil code, each portfolio of assets shall be separately invested in accordance with its specific features as described in the offering documents of the Sub-Fund for the exclusive benefit of the relevant shareholders of that Sub-Fund and each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund. All the rights of investors and creditors in relation to each Sub-Fund are therefore limited to the assets of the Sub-Fund. Each Sub-Fund will be deemed to be a separate entity for the investors and creditors of the relevant Sub-Fund.

In the relations between the Fund's shareholders, each Sub-Fund is treated as a separate entity. The assets, commitments, charges and expenses that cannot be allocated to one specific Sub-Fund will be charged to the different Sub-Funds pro rata to their respective net assets, if appropriate due to the amounts considered. However, instruments used to hedge the exposure of the investments and attributable solely to any particular class or category of Shares of a Sub-Fund may be allocated solely to corresponding class or category of Shares.

The Board shall create each Sub-Fund for a limited or an unlimited period of time.

The Board shall determine and attribute in the relevant offering documents of the Sub-Fund, inter alia, specific investment objectives or restrictions and policies, a specific denomination, specific charging structures, specific dividend policies and specific regulations governing the subscription and the redemption of the relevant Shares. The Sub-Funds may be denominated in different reference currencies as the Board may determine.

Subject to the conditions set out in the 2007 Law, a Sub-Fund may acquire shares in the Fund, which have been attributed to another Sub-Fund. The Law of August 10, 1915 on Commercial Companies, as amended, (the "1915 Law") shall not apply to the Fund insofar as an acquisition by one Sub-Fund of the Shares attributed to another Sub-Fund is concerned.

**Art. 8. Classes.** Within a Sub-Fund, classes of shares may be defined and issued from time to time by the Board and each such class may, inter alia, correspond to (without being limited to):

- (i) A specific distribution policy, such as entitling to distributions or not entitling to distributions and / or,
- (ii) A specific offering and redemption charge structure and / or,
- (iii) A specific management or advisory fee structure and / or,
- (v) A specific currency and / or,
- (vi) The use of different techniques and instruments for hedging purposes, to protect a class against foreign currency exposure.
- (vii) Any other specific features applicable to one class.

Within each such class of shares, further sub-classes or categories having specific features such as specific subscription, redemption or distribution charges and specific income distribution policies or any other features may be created as the Board may from time to time determine and as disclosed in the offering documents of the relevant Sub-Fund. For the purpose of these Articles, any reference hereinafter to "class of shares" shall also mean a reference to "subclass of shares" unless the context otherwise requires.

Where different classes of shares are denominated in different currencies as determined by the Board, for the purpose of determining the capital of the Fund, the net assets attributable to each class shall, if not expressed in United States dollars, be converted into United States dollars and the capital shall be the total of the net assets of all the classes.

The general meeting of holders of shares of a Sub-Fund or class, deciding with simple majority, may consolidate or split the shares of such Sub-Fund or class into several Sub-Funds or classes of shares with the same or different characteristics by a corresponding split of the portfolio of the Sub-Fund or class. The general meeting of holders of shares of a class, deciding in accordance with the quorum and majority requirements referred to in these Articles, may reduce the capital of the Fund by cancellation of the shares of such class and refund to the holders of shares of such class the full Net Asset Value of the shares of such class as at the date of distribution.

The general meeting of holders of shares of a Sub-Fund or class may also decide to allocate the assets of such Sub-Fund or class to those of another existing Sub-Fund or class of shares and to redesignate the shares of the Sub-Fund or classes concerned as shares of another class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders or the allocation, if so resolved, of rights to fractional entitlements pursuant to Article five of the Articles).

Solely under exceptional circumstances, in the event that for any reason whatsoever, including by reason of a pledge or collateral granted, the assets of a Sub-Fund or class are or become, illiquid or hard to value, the Board may decide to divide or split-up a Sub-Fund or Class into a side pocket (a "Side-Pocket"). A Side-Pocket is a class or category of Shares created in a Sub-Fund or a Sub-Fund created in the Fund to isolate investments that are illiquid or hard to value.

This technique will be used in the following context:

- To protect the redeeming shareholders from being paid an amount in respect of the illiquid or hard to value investments that may be less than their ultimate realisation value;
- To protect the remaining shareholders against the disposal of part or all of the most liquid assets in order to satisfy redemption orders;
- To protect new shareholders by ensuring that they are not exposed to the Side-Pocket at the time they join the Fund;
- To avoid Net Asset Value suspensions affecting all the investors in the Fund.

The activation of Side Pockets is authorized under the following conditions:

- in order to protect investors;
- in exceptional circumstances when investments become illiquid or hard to value;
- they may only exist on a temporary basis and are not subject to any subscription fee, redemption fee, conversion fee, investment manager(s) fee, sub-investment manager(s) fee, investment advisor(s) fee, performance fee, trailing or distribution fee and to any other fee normally applicable in the context of management of the assets of standard classes, categories or sub-funds;
- the investments comprising the Side-Pocket shall not represent an amount exceeding a specified amount of the assets of the Fund as more fully described in the offering documents.

Shareholders will be informed of such decision by a notice sent to their address indicated in the register of Shareholders or in such manner as may be deemed appropriate by the Board of Directors and, in addition, the information will contain information in relation to the new Sub-Fund or class and the illiquid assets contributed into it.

#### **Form of shares, Share certificates, and Dividends and Transfer of shares**

**Art. 9.** The Board may decide to issue shares in registered form only. The Fund shall consider the person in whose name the shares are registered in the register of shareholders (the "Register of Shareholders"), as full owner of the shares. The Fund shall be entitled to consider any right, interest or claim of any other person in or upon such shares to be non-existing, provided that the foregoing shall deprive no person of any right which he might properly have to request a change in the registration of his shares.

**Art. 10.** The Fund shall decide whether share certificates shall be delivered to the shareholders and under which conditions or whether the shareholders shall receive a written confirmation of their shareholding. Share certificates, if applicable, shall be signed by two Directors and an official duly authorised by the Board for such purpose. Signatures of the Directors may be either manual, or printed, or by facsimile. The signature of the authorised official shall be manual. The Fund may issue temporary share certificates in such form as the Board may from time to time determine.

Shares shall be issued only upon acceptance of the subscription. The Board is authorised to determine the conditions of any such issue and to make any such issue, subject to payment at the time of issue of the shares. The subscriber will, without undue delay, obtain delivery of definitive share certificates or, subject as aforesaid, a confirmation of his shareholding.

**Art. 11.** Payments of dividends will be made to shareholders, in respect of registered shares, by bank transfer or by cheque mailed at their mandated addresses in the Register of Shareholders or to such other address as given to the Board in writing.

A dividend declared but not claimed on a share within a period of five years from the payment notice given thereof, cannot thereafter be claimed by the holder of such share and shall be forfeited and revert to the Fund. No interest will be paid on dividends declared pending their collection.

All issued shares of the Fund shall be inscribed in the Register of Shareholders, which shall be kept by the Fund or by one or more persons designated therefore by the Fund and such register shall contain the name of each holder of registered shares, his residence or elected domicile so far as notified to the Fund and the number and class of shares held by him. Every transfer of a share shall be entered in the Register of Shareholders upon payment of such customary fee as shall have been approved by the Board for registering any other document relating to or affecting the title to any share.

Shares, when fully paid, shall be free from any lien in favour of the Fund.

**Art. 12.** Transfer of shares shall be effected by inscription of the transfer to be made by the Fund upon delivery of the certificate or certificates, if any, representing such shares, to the Fund along with other instruments of transfer satisfactory to the Fund. Transfers of shares are conditional upon the proposed transferee qualifying as an Eligible Investor and not being prohibited from holding shares as described under Article twelve and being able to make the representations and warranties set out in the Fund application form for shares annexed to the relevant offering documents.

Every registered shareholder must provide the Fund with an address to which all notices and announcements from the Fund may be sent. Such address will be entered in the Register of Shareholders. In the event of joint holders of shares, only one address will be inserted and any notices will be sent to that address only. In the event that such shareholder does not provide such address, or such notices and announcements are returned as undeliverable to such address, the Fund may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will

be deemed to be at the registered office of the Fund, or such other address as may be so entered by the Fund from time to time, until another address shall be provided to the Fund 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 Fund at its registered office, or at such other address as may be set by the Fund from time to time.

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered into the Register of Shareholders. It shall not be entitled to vote but shall, to the extent the Fund shall determine, be entitled to a corresponding fraction of the dividend or other distributions.

The Fund will recognise only one holder in respect of a share in the Fund. In the event of joint ownership the Fund may suspend the exercise of any right deriving from the relevant share or shares until one person shall have been designated to represent the joint owners vis-à-vis the Fund.

In the case of joint shareholders, the Fund reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Fund may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

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

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

### **Restrictions on shareholding**

**Art. 13.** The Board shall have power to impose such restrictions as it may think necessary for the purpose of ensuring that no shares in the Fund are acquired or held by any person (a “person” includes a reference to a body corporate, an unincorporated association or a partnership or that person’s legal and personal representatives and successors):

- (i) not qualifying as an Eligible Investor; or
- (ii) in breach of the law or requirement of any country or governmental authority; or
- (iii) in circumstances which in the opinion of the Board might result in the Fund incurring any liability to taxation or suffering any pecuniary disadvantage which the Fund might not otherwise have incurred or suffered; or
- (iv) which would result in the Fund becoming an Alternative Investment Fund (“AIF”), as defined under the Luxembourg law of 12 July 2013 on alternative investment fund managers; or
- (v) where the any Sub-Fund of the Fund acts as a feeder fund and is required to make certain representations and warranties to the master fund as to its eligibility as an investor in that fund and it is only able to make such representation and warrants by restricting the type of person that may hold shares in the Fund.

For the purposes set out above under Article thirteen the Fund may:

- i) decline to issue any share or to register any transfer of any share where it appears to it that such registry would or might result in such share being directly or beneficially owned by a person, who is precluded from holding shares in the Fund;
- ii) at any time require any person whose name is entered in the Register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder’s share rests or will rest in a person who is precluded from holding shares in the Fund; and
- iii) where it appears to the Fund that any person, who is precluded from holding shares or a certain proportion of the shares in the Fund, either alone or in conjunction with any other person is beneficial owner of shares, compulsorily redeem from any such shareholder all or part of shares held by such shareholder in the following manner:

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

b. The price at which the shares specified in any redemption notice shall be redeemed (herein called “the redemption price”) shall be an amount equal to the per share Net Asset Value of shares in the Fund of the relevant class, determined in accordance with Article twenty-nine hereof less any service charge or other adjustment as set out in the relevant Sub-Fund offering documents (if any) or withholdings or other tax or charge (if any);



c. Payment of the redemption price will be made to the shareholder appearing as the owner thereof in the currency of denomination for the relevant class of shares and will be deposited by the Fund with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such person but only, if a share certificate shall have been issued, upon surrender of the share certificate or certificates representing the shares specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against in the Fund or its assets in respect thereof, except the right of the shareholder appearing as the thereof owner to receive the price so deposited (without interest) from such bank as aforesaid; and

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

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

### General meetings

**Art. 14.** Any regularly constituted meeting of the shareholders of the Fund shall represent the entire body of shareholders of the Fund.

Its resolutions shall be binding upon all shareholders of the Fund regardless of the class of shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Fund.

**Art. 15.** The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg, at the registered office of the Fund, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Monday of June in each year at 16.30 Central European Time. If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board, exceptional circumstances so require.

If permitted by and at the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at another date, time or place than those set forth in the preceding paragraph, which date, time or place are to be decided by the Board.

**Art. 16.** The quorum and notice periods required by law shall govern the conduct of the meetings of shareholders of the Fund, unless otherwise provided herein.

A general meeting of Shareholders may also be called upon the request of shareholders representing at least one tenth of the share capital.

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

Each share of whatever class and regardless of the Net Asset Value per share within the class, is entitled to one vote, subject to the limitations imposed by these Articles.

A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by facsimile or any other electronic means capable of evidencing such proxy form as permitted by law. Such proxy form will remain valid for any reconvened meeting unless it is specifically revoked. The Board may determine that a shareholder may also participate at any meeting of shareholders by videoconference or any other means of telecommunication allowing the identification of such shareholder. Such means must allow the shareholder to effectively act at such meeting of shareholders, the proceedings of which must be retransmitted continuously to such shareholder. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the votes cast.

Votes cast shall not include votes in relation to shares represented at the meeting but in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote. A corporation may execute a proxy under the hand of a duly authorised officer.

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

**Art. 17.** Shareholders will meet upon call by the Board pursuant to notice setting forth the agenda sent at least eight days prior to the meeting to each shareholder at the shareholder's address in the Register of Shareholders.

If permitted by and at the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may specify that the quorum and the majority applicable for this general meeting will be determined by reference to the shares issued and in circulation at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a shareholder to participate at a general meeting of shareholders and to exercise the voting right attached to his shares will be determined by reference to the shares held by this shareholder as at the Record Date.

### General meetings of shareholders in a sub-fund or in a class of shares

**Art. 18.** The Shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, a general meeting to decide on any matters which relate exclusively to such Sub-Funds.

The shareholders of any class in respect of any class may hold, at any time, general meetings to decide on any matters which relate exclusively to such class.

The section under general meetings of shareholders of the Fund apply to such meetings unless the context requires otherwise.

### Board of Directors

**Art. 19.** The Fund shall be managed by a board composed of not less than three members. Members of the Board need not be shareholders of the Fund. The Directors may be divided into Class A and Class B directors.

The Directors shall be elected by the shareholders at their annual general meeting for a term not exceeding six years, provided, however, that a Class A Director may only be removed with or without cause and/or replaced at any time by the unanimous resolution of all the shareholders.

In the event of a vacancy in the office of a Director because of death, retirement or otherwise, the remaining Directors may elect, by majority vote when more than two directors are in office or if less by majority vote, a Director to fill such vacancy until the next meeting of shareholders.

### Proceedings of Directors and powers of the Board

**Art. 20.** The Board has the most extensive powers to perform all acts of administration and disposal in the Fund's interest. All powers not expressly reserved by law or by these Articles for the general meeting of Shareholders shall fall within the remit of the Board of Directors.

If the shareholder(s) have appointed one or several Class A directors and one or several Class B directors, special and limited powers may be delegated for specified matters to one or more persons, whether shareholders or not, only by any Class A director acting on his own or by any Class A director acting jointly with any Class B director but not by any Class B directors acting on their own or jointly.

The Board shall choose from among the Class A Directors a chairman, and may choose from among the Class A Directors one or more vice-chairmen. It shall also choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board and of the shareholders. The Board shall meet upon call by any Class A Director, or any two Directors, at the place indicated in the notice of meeting. If a chairman is appointed, he shall preside at all meetings of shareholders and of the Board, but in his absence the shareholders or the Class A Director, where appointed, may appoint any person as chairman pro tempore.

Written notice of any meeting of the Board shall be given to all Directors at least twenty-four hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing, fax or any other means of electronic transmission capable of evidencing such waiver of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

Any Director may act at any meeting of the Board by appointing another Director as his proxy in writing, fax or any other means of electronic transmission capable of evidencing such proxy as permitted by law. A Director may also participate at any Board meeting by telephone conference, videoconference or any other means of telecommunication allowing the identification of such Director. Such means must allow the Director to effectively act at such meeting of the Board, the proceedings of which must be retransmitted continuously to such Director. Participation in a meeting by such means shall be equivalent to a physical presence at such meeting.

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

The Board can deliberate or act validly only if at least half of the Directors are present or represented by another Director as proxy at a meeting of the Board, provided that if the shareholder(s) have appointed one or several Class A Directors and one or several Class B Directors, at least one Class A Director is present or represented by another Director as proxy at a meeting of the Board. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting, provided that, if the shareholder(s) have appointed one or several Class A Directors and one or several Class B directors, at least one Class A director (whether in person or by proxy) votes in favour of the resolution. In the event that in any meeting the number of votes for and against a resolution shall be equal, the Class A director, shall have a casting vote.

Resolutions of the Board may also be passed in the form of a consent resolution in identical terms in the form of one or several documents in writing signed by all the Directors or by telex, cable, telegram, fax or any other telecommunication means capable of evidencing such consent or by telephone provided in such latter event such vote is confirmed in writing, provided that, if the shareholder(s) have appointed one or several Class A Directors and one or several Class B Directors, at least one Class A Director Signs the consent resolution.

The Board from time to time may appoint the officers of the Fund, including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operations and management of the Fund. Any such appointment may be revoked at any time by the Board or the class A director where appointed. Officers need not be Directors or shareholders of the Fund. The officers appointed, unless otherwise stipulated in these Articles, shall have the powers and duties given them by the Board.

Within the limits prescribed by the 2007 Law, the Board may delegate its powers to conduct the daily management and affairs of the Fund and its powers to carry out acts in furtherance of the corporate or investment policy and purpose, to physical persons or corporate entities which need not be members of the Board.

The Board may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are Directors and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are Directors of the Fund.

Subject to its overall responsibility, control, and supervision, the Board of Directors may appoint one or more investment managers/investment advisors to provide day-to-day investment decision, respectively recommendations.

Each investment manager may delegate, under its overall control and responsibility, its authority to make investment decisions, at its own cost and with the prior approval and/or ratification of the Board, to one or more sub-investment manager(s) for each Sub-Fund.

Investment manager(s) shall make the investment decisions for each Sub-Fund and place purchase and sale orders for the Sub-Fund's transactions.

Investment advisor(s) shall advise the Fund, respectively the Investment manager(s), of the Fund on a day-to-day basis. Based on this advice, the Fund, respectively the investment manager(s), will manage the Fund's portfolios. The Fund, respectively the investment manager, shall not be bound to act, purchase or sell securities, by any advice or recommendation given by any investment advisor.

Any such appointment may be revoked by the Board at any time.

**Art. 21.** The minutes of any meeting of the Board shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

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

**Art. 22.** The Board shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of management and business affairs of the Fund.

The Board shall also determine any restrictions which shall from time to time be applicable to the investments of the Fund.

### **Directors' interest and indemnification**

**Art. 23.** No contract or other transaction between the Fund and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Fund is interested in, or is a director, associate, officer or employee of such other company or firm. Any Director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Fund shall contract or otherwise engage in business, shall not, by reason of such connection and/or relationship with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Fund may have any personal interest in any transaction of the Fund, such Director or officer shall make known to the Board such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction the entity promoting the Fund, any parent undertaking, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board on its discretion, unless such "personal interest" is considered to be a conflicting interest by applicable laws and regulations.

### **Indemnity**

**Art. 24.** The Fund may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Fund or, at its request, of any other corporation of which the Fund is a shareholder or creditor and from which he is not entitled to be indemnified. Such person shall be indemnified in all circumstances except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Fund is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which he may be entitled.

## Representation

**Art. 25.** Subject to (i) below, the Fund will be bound by the joint signature of any two Directors or by the joint or single signature(s) of any other person(s) to whom such authority has been delegated by the Board.

(i) If the shareholder(s) have appointed one or several Class A directors and one or several Class B directors, the Company will be bound towards third parties by the sole signature of any Class A director or by the joint signature of any Class A director signing with any Class B director but never by a Class B director or the joint signature of the Class B directors.

## Auditor

**Art. 26.** The Fund shall appoint an approved auditor (“réviseur d’entreprises agréé”) who shall carry out the duties prescribed by the 2007 Law. The auditor shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until its successor is elected.

## Redemption and conversion of shares

**Art. 27.** As is more specifically prescribed herein below the Fund has the power to redeem its own shares at any time within the sole limitations set forth by law.

Some of the Sub-Funds of the Fund are open-end (meaning that shareholders may require the redemption of all or part of his shares in the Sub-Fund on a dealing day, under the terms, conditions, procedures and within the limits set forth by the Board in the offering documents applicable to that Sub-Fund and these Articles) and other Sub-Funds are closed-end (meaning that a unilateral redemption requests by a Shareholders may be refused by the Board under the terms, conditions and procedures set forth in the offering documents applicable to that Sub-Fund).

Thus, unless otherwise specified in the offering documents of a particular Sub-Fund, a shareholder may require the redemption of all or part of his shares by the Sub-Fund on a dealing day, under the terms, conditions and procedures set forth by the board of directors in the specific offering document of each Sub-Fund and within the limits provided by law and these Articles.

The first Sub-Fund of the Fund shall be called: “Wilsall Fund Portofolio 1” and is closed-ended. Unilateral redemption requests by the Shareholders may be refused by the board of directors. In this Sub-Fund shares may be redeemed upon proposition of the Board of Directors, on a pro rata basis from all existing Shareholders according to the terms and conditions provided for in the offering documents applicable to the Sub-Fund.

The board of directors may impose restrictions on the frequency at which shares may be redeemed in any Sub-Fund; the board of directors may, in particular, decide that shares of any Sub-Fund shall not be redeemed during one or more periods as provided for in the sales documents for the shares.

The redemption price per share shall be paid within a period as determined by the board of directors as provided in the offering document applicable to a particular Sub-Fund.

Any redemption request must be filed by such shareholder in written form or a request evidenced by any other electronic means deemed acceptable by the Fund subject to the conditions set out in the offering documents of the relevant Sub-Fund, at the registered office of the Fund or with any other person or entity appointed by the Fund as its agent for redemption of shares, together with the delivery of the certificate(s) for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

Payment of the redemption price (where the board has elected to permit the redemption request or where the Sub-Fund specifically allows redemption rights where permitted by the Board) will normally be made within the time-frame set out in the relevant Sub-Fund offering documents. A portion of the redemption price may be held back in accordance with the provisions of the relevant Sub-Fund offering document (holdback portion). The holdback portion will normally be paid, without interest thereon, no later than the time frame set out in the relevant Sub-Fund offering document. A redemption fee may apply if permitted by the relevant Sub-Fund offering documents. The redemption price shall be equal to the Net Asset Value for the relevant class of shares as determined in accordance with the provisions of Article twenty-nine hereof less any adjustment as set out in the relevant Sub-Fund offering documents, such price being rounded to six places of precision after the decimal, unless otherwise decided by the Board and disclosed in the offering documents of the relevant Sub-Fund.

The Fund, on receiving requests to redeem shares amounting to the percentage set out in the relevant Sub-Fund’s offering documents of the relevant Sub-Fund on a single dealing day shall not be bound to permit the entire redemption request on that dealing day. Instead, the Fund may defer the portion of the redemptions exceeding the limit set out in the relevant Sub-Fund offering document. Notwithstanding the foregoing, the Board may waive or increase the said limit. The percentage of the Net Asset Value designated by the Board that shall be permitted to be redeemed shall be referred to as the “Allowable Percentage”.

Each shareholder will be allowed to redeem an amount equal to the total value of their investment multiplied by the Allowable Percentage (the “Maximum Allowable Redemption Amount”).

If the Maximum Allowable Redemption Amount for a shareholder is less than the value of a redemption request submitted by that shareholder, then the redemption for that shareholder will be reduced to Maximum Allowable Re-

demption Amount. If, the Maximum Allowable Redemption Amount for a shareholder is equal to or greater than the value of a redemption request submitted by that shareholder then the redemption request will be processed as requested.

In the event that redemptions are deferred in accordance with the above paragraphs, the redemptions that are deferred will be carried forward to the next dealing day and will be treated *pari passu* with any other redemptions for that dealing day without any priority being afforded any such deferred redemption request in relation to later redemption requests.

The Board may extend the period for payment of redemption proceeds in exceptional circumstances to such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of such Sub-Fund are invested or in exceptional circumstances where the liquidity of such Sub-Fund is not sufficient to meet the redemption requests. The Board may also determine the notice period, if any, required for lodging any redemption request of any specific class or classes. The specific period for payment of the redemption proceeds of any class of shares of the relevant Sub-Fund and any applicable notice period as well as the circumstances of its application will be publicised in the offering documents of such Sub-Fund relating to the sale of such shares.

The Board may delegate to any duly authorised director or officer of the Fund or to any other duly authorised person, the duty of accepting requests for redemption and effecting payment in relation thereto.

The Board may (subject to the principle of equal treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from a portfolio in value equal to the Net Asset Value attributable to the shares to be redeemed as described in the offering documents of the relevant Sub-Fund. Where a Sub-Fund acts as feeder fund and places a redemption at the master fund level to satisfy redemptions received from its shareholders and, receives assets in kind (in full or partial payment) from the master fund the Board may transfer these assets as payment (in full or in part) of the redemptions it received from its shareholders. Unless there is a single shareholder, such redemption will be subject to a special audit report by the auditor of the Fund confirming the number, the denomination and the value of the assets which the Board will have determined to be contributed in counterpart of the redeemed shares. Where there is a single shareholder the special audit report may at the discretion of the board be dispensed with. This audit report will also confirm the way of determining the value of the assets which will have to be identical to the procedure of determining the Net Asset Value of the shares.

The specific costs for such redemptions in kind, in particular the costs of the special audit report, will be borne by the shareholder requesting a redemption in kind and will not be borne by the relevant Sub-Fund unless the Board considers that the redemption in kind is in the interest of the Fund or made to protect the interests of the Fund or made following receipt of in-kind assets from the master fund.

Any request for redemption in accordance with the provisions set forth in the offering documents of the relevant Sub-Fund shall be irrevocable except in the event of suspension of redemption pursuant to Article twenty-nine hereof or if the Board at its discretion, taking due account of the principle of equal treatment between Shareholders and the interest of the relevant class, decide otherwise. In the absence of revocation, redemption will occur as of the first redemption day after the end of the suspension provided that the shareholder has satisfied the requisite notice period set forth in the offering documents of the relevant Sub-Fund.

Any shareholder may request conversion of whole or part of his shares of one class into shares of another class at the respective Net Asset Values of the shares of the relevant class, provided that the Board may impose such restrictions between classes of shares as disclosed in the offering documents of the relevant Sub-Fund as to, *inter alia*, frequency of conversion, and may make conversions subject to payment of a charge as specified in the offering documents of the relevant Sub-Fund.

The conversion request may not be accepted unless any previous transaction involving the shares to be converted has been fully settled by such shareholder.

No redemption or conversion by a single shareholder may, unless otherwise decided by the Board, be for an amount of less than that of the minimum holding amount as determined from time to time by the Board.

If a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder of shares of one class below the minimum holding amount as the Board shall determine from time to time, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such class.

Notwithstanding the foregoing, if in exceptional circumstances the liquidity of a Sub-Fund is not sufficient to enable payment of redemption proceeds or conversions to be made within the relevant payment period, such payment (without interest), or conversion, will be made as soon as reasonably practicable thereafter.

The Board may in its absolute discretion compulsorily redeem or convert any holding with a value of less than the minimum holding amount to be determined from time to time by the Board and to be published in the offering documents of the relevant Sub-Fund.

Shares of the Fund redeemed by the Fund shall be cancelled.

Shares of a class having a specific offering charge system and a specific distributions policy, as provided in Article eight above, may be converted to shares of a class of shares having the same offering charge system and having the same or a different distribution policy.

### Determination of Net Asset Value

**Art. 28.** The Net Asset Value, the subscription price and the redemption price of each share in the Fund shall be determined from time to time as the Board may decide and as reflected in the offering documents of the relevant Sub-Fund.

The Fund may temporarily suspend the determination of the Net Asset Value, the subscription price and redemption price of shares of any particular class and/or the issue or redemption of the shares in such class from its shareholder as well as conversion from and to shares of such class:

(a) when the stock exchanges or markets on which the valuation of a major part of the Fund's assets is based or when the foreign exchange markets corresponding to the currencies in which the Net Asset Value or a considerable portion of a Sub-Fund's assets are denominated, are closed, except on regular public holidays, or when trading on such a market is limited or suspended or temporarily exposed to severe fluctuations; or

(b) during any period when the Net Asset Value of one or more undertakings or investment funds, in which a Sub-Fund will have invested and the units or the shares of which constitute a significant part of the assets of a Sub-Fund, cannot be determined promptly and accurately so as to reflect their fair market value on a valuation day as defined in the offering documents of the relevant Sub-Fund; or

(c) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of investments of the relevant class by a Sub-Fund is impracticable or would be seriously prejudicial to the interest of the Fund or the shareholders; or

(d) during any breakdown in the means of communication normally employed in determining the price or value of any of a Sub-Fund's investments or the current prices or values on any market or stock exchange; or

(e) when political, economic, military or other emergencies beyond the control, liability and influence of the Fund make it impossible to access the Fund's assets under normal conditions or such access would be detrimental to the interests of the shareholders; or

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

(g) if the Fund or the relevant class of shares or Sub-Fund is being or may be wound-up on or following the date on which notice is given of the meeting of Shareholders at which a resolution to wind up the Fund or the class of shares is proposed; or

(h) if the Board has determined that there has been a material change in the valuations of a substantial proportion of the investments of the Fund attributable to a particular class of shares or Sub-Fund in the preparation or use of a valuation or the carrying out of a later or subsequent valuation; or

(i) during any other circumstance(s) where a failure to do so might result in the Fund or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or any other detriment which the Fund or its shareholders might not so otherwise have suffered; or

(j) in certain circumstances in which permitting redemptions (including partially or wholly in kind) could result in (or could render more likely) an event of default, a failure of a test or similar event under one or more of any class of shares' financing arrangements; or

(k) during which, in the opinion of the Board, the effect of redemptions would be to seriously impair the Fund's or any class of shares' or Sub-Funds' ability to operate.

Any such suspension shall be published by the Fund in newspapers determined by the Board if appropriate, and shall be promptly notified to shareholders requesting redemption or conversion of their shares by the Fund at the time of the filing of the written request for such redemption or conversion as specified in the Articles.

Such suspension as to any class will have no effect on the calculation of the Net Asset Value, subscription price or redemption price, the issue, redemption and conversion of the shares of any other class.

**Art. 29.** The Net Asset Value of shares of each class of shares in the relevant Sub-Fund shall be expressed in the reference currency of the relevant class (and/or in such other currencies as the Board shall from time to time determine) as a per share figure and shall be determined in respect of any valuation day by dividing the net assets of the Fund corresponding to each class of shares of that Sub-Fund, being the value of the portion of assets of the Sub-Fund corresponding to such class less the liabilities attributable to such class (in each case in accordance with the valuation guidelines set forth below) by the number of shares of the relevant class outstanding.

The subscription and redemption price of a share of each class shall be expressed in the reference currency of the relevant class (and/or in such other currencies as the Board shall from time to time determine) as a per share figure and shall be determined in respect of any valuation day as the Net Asset Value per share of that class calculated in respect of such valuation day adjusted by a subscription commission, redemption charge, if any, fixed by the Board in accordance with all applicable law and regulations. The subscription and redemption price shall be rounded upwards and downwards respectively to the number of decimals as shall be determined from time to time by the Board;

The valuation of the Net Asset Value of the different classes of shares shall be made in the following manner:

A. The assets of the Fund in respect of a Sub-Fund shall be deemed to include:

- (a) all cash in hand or receivable or on deposit, including accrued interest;
- (b) all bills and notes payable on demand and any amounts due (including the proceeds of securities sold but not collected);
- (c) all securities, shares, bonds, debentures, options or subscription rights, futures contracts, warrants and other investments and securities belonging to the Sub-Fund;
- (d) all dividends and distributions due to the Sub-Fund in cash or in kind to the extent known to the Fund (the Fund may however adjust the valuation to fluctuations in the market value of securities due to trading practices such as trading ex-dividends or ex-rights);
- (e) all accrued interest on any securities held by the Sub-Fund except to the extent such interest is comprised in the principal thereof;
- (f) the preliminary expenses of the Sub-Fund insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Fund relating to the relevant Sub-Fund; and
- (g) the fixed assets of the relevant Sub-Fund, including office buildings, equipment and fixtures; and
- (h) all other assets of every kind and nature, including the proceeds of swap transactions and prepaid expenses.

The value of such assets shall be determined as follows:

(1) the value of any cash on hand or on deposit, demand notes, accounts receivable, prepaid expenses, dividends receivable and interest declared or accrued and not yet received shall be deemed to be the full amount thereof unless the Board shall have determined that any such deposit, demand note or account receivable is not worth the full amount thereof in which event the value thereof shall be deemed to be such value as the Board shall deem to be the reasonable value thereof;

(2) the value of assets, securities and other investments which are listed or dealt on any official stock exchange or traded on any other organised market, is based on the last available price. Where such securities or other assets are quoted or dealt in or on more than one stock exchange or other organised markets, the Board shall select the principal of such stock exchanges or markets for such purposes;

(3) the value of assets, securities and other investments dealt in on any other regulated market is based on their last available price;

(4) in the event that any assets, securities and other investments are not listed or dealt in on any stock exchange or on any other regulated market, or if, with respect to assets, securities and other investments listed or dealt in on any stock exchange, or other regulated market as aforesaid, the price as determined pursuant to sub-paragraph (2) or (3) is, in the opinion of the Board, not representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable offering price determined prudently and in good faith by the Board, which may use valuation guidelines such as the valuation guidelines published by the European Private Equity and Venture Capital Association (EVCA) as a basis and as further specified in the issuing documents of the Fund, or by an independent valuer.

(5) the liquidating value of futures, spot, forward or options contracts not traded on exchanges or on other Regulated Markets shall 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, spot, forward or options contracts traded on exchanges or on other regulated markets shall be based upon the last available settlement prices of these contracts on the relevant exchanges and/or Regulated Markets on which the particular futures, spot, forward or options contracts are traded, provided that if a futures, spot, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, then the basis for determining the liquidating value of such contract shall be such value as the Board may, in good faith and pursuant to verifiable valuation procedures, deem fair and reasonable;

(6) credit default swaps will be valued at their present value of future cash flows by reference to standard market conventions, where the cash flows are adjusted for default probability or such other method determined in good faith by the Board if it considers that such valuation better reflects the fair value of the relevant credit default swaps. Interest rate swaps will be valued at their market value established by reference to the applicable interest rates' curve. Other swaps will be valued at fair market value as determined in good faith pursuant to the procedures established by the Board and recognised by the auditor of the Fund;

(7) units or shares of open-ended underlying funds 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 underlying funds or, at their latest unofficial net asset values (i.e. estimates of net asset values which are not generally used for the purposes of subscription and redemption or which may be provided by a pricing source including the investment manager of the underlying fund (other than the administrative agent of the underlying fund) if more recent than their official net asset values. The Net Asset Value calculated on the basis of unofficial net asset values of underlying funds may differ from the Net Asset Value which would have been calculated on the relevant Valuation Day, on the basis of the official net asset values determined by the administrative agents of the underlying funds. However, such Net Asset Value is final and binding notwithstanding any different later determination.

(8) investments in real estate assets shall be valued with the assistance of one or several independent valuer(s) designated by the Board for the purpose of appraising, where relevant, the fair value of a property investment in accordance with its/their applicable standards, such as, for example, the Appraisal and Valuations Standards published by the Royal Institution of Chartered Surveyors (RICS), or if appropriate taking into account inter alia such factors as the location of the real estate asset being valued, the standards adopted by the Conselho Regional De Corretores De Imóveis (“CRECI”) in Brazil as further specified in the issuing documents of the Fund;

(9) all other securities and other assets will be valued at fair market value as determined in good faith pursuant to the procedures established by the Board;

(10) money market instruments will be valued at their last known price. In the case of money market instruments where the volume of trading on the exchange is low but which are traded between securities dealers on a secondary market using usual market price formation methods, the Fund can use the prices on this secondary market as the basis for its valuation of these money market instruments. The value of money market instruments not admitted to official listing on any stock exchange or dealt on any regulated market and with remaining maturity of less than twelve months and of more than ninety days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money market instruments with a remaining maturity of ninety days or less and not traded on any market will be valued by the amortised cost method, which approximates market value;

(11) debt securities with a residual maturity of more than one year and other securities are valued at the last known price, if they are listed on an official stock exchange. If the same security is listed on several stock exchanges, the last known price on the stock exchange that represents the major market for this security will apply;

(12) debt securities with a residual maturity of more than one year and other securities are valued at the last known price on this market, if they are not listed on an official stock exchange, but traded on another regulated market, which is recognised, open to the public and operating regularly;

(13) time deposits with an original maturity exceeding thirty days can be valued at their respective rate of return, provided the corresponding agreement between the credit institution holding the time deposits and the Fund stipulates that these time deposits may be called at any time and that, if called for repayment, their cash value corresponds to this rate of return;

(14) listed derivatives will be valued at the last bid price for long positions, or the last ask price for short positions;

(15) for the purpose of determining the value of the Sub-Fund’s assets, the administrator of the Fund (the “Administrator”), having due regards to the standard of care and due diligence in this respect, may, when calculating the Net Asset Value, completely and exclusively rely upon the valuations provided (i) by the Board, who may rely on advice received from the investment manager, (ii) by various pricing sources available on the market such as pricing agencies (i.e., Bloomberg, Reuters, Telekurs...) or fund administrators, (iii) by prime brokers and brokers, or (iv) by a specialist(s) duly authorised to that effect by the Board. In particular, for the valuation of any assets for which market quotations or fair market values are not publicly available (including but not limited to non-listed structured or credit-related instruments and other illiquid assets), the Administrator will exclusively rely on valuations provided either by the Board (which may be based on advice received from the investment manager) or by third party pricing sources appointed by the Board under its responsibility or other official pricing sources like Fund’s administrators and others and will not check the correctness and accuracy of the valuations so provided. If the Board gives instructions to the Administrator to use a specific pricing source, the Board undertakes to make its own prior due diligence on such agents as far as its competence, reputation, professionalism are concerned so as to ensure that the prices which will be given to the Administrator are reliable and the Administrator will not, and shall not be required to, carry out any additional due diligence or testing on any pricing source. So far as these assets are concerned, the sole responsibility of the Administrator is to compute the Net Asset Value on the basis of the prices provided by the Board or the other appointed third party pricing source(s), without any responsibility whatsoever on the correctness or accuracy of the valuations provided by the relevant sources. For the avoidance of doubt, the Administrator will not effect any testing on valuations on prices nor collect or analyse any supporting documents which will assess or evidence the accuracy of the prices of any asset held in the portfolio for which a price or valuation is provided in accordance with this article.

(16) in circumstances where (i) one or more pricing sources fails to provide valuations to the Administrator, which could have a significant impact on the Net Asset Value, or where (ii) the value of any asset(s) may not be determined as rapidly and accurately as required, the Administrator is authorised to not calculate Net Asset Value and as a result may be unable to determine subscription, conversion and redemption prices. The Board shall be informed immediately by the Administrator should this situation arise. The Board may then decide to suspend the calculation of the Net Asset Value in accordance with the procedures described under the relevant section of the offering documents of the relevant Sub-Fund;

(17) the value of all assets and liabilities not expressed in the reference currency of a class of shares will be converted into the reference currency of such class of shares as determined in the ordinary course by the Administrator, unless otherwise disclosed in the offering documents of the relevant Sub-Fund, on the relevant valuation day;

(18) 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 of the Fund;



(19) the Net Asset Value per share of each class of shares and the issue and redemption prices per share of each class of shares may be obtained during business hours at the registered office of the Fund.

B. The liabilities of the Sub-Fund shall be deemed to include:

- (a) all borrowings, bills and other amounts due;
- (b) all administrative and other operative expenses due or accrued including all fees payable to the investment manager (s), the depository and any other representatives and agents of the Fund;
- (c) all known liabilities due or not yet due, including the amount of dividends declared but unpaid;
- (d) an appropriate amount set aside for taxes due on the date of valuation and other provisions or reserves authorised and approved by the Board covering among others liquidation expenses; and
- (e) all other liabilities of the Sub-Fund of whatsoever kind and nature except liabilities represented by shares in the Sub-Fund. In determining the amount of such liabilities, the Board shall take into account all expenses payable by the Sub-Fund which shall comprise formation expenses, directors' fees, fees payable to its investment advisers or investment managers, accountants, custodians, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Fund, stock exchange listing expenses and fees due to the Luxembourg supervisory authority, expenses incurred in the issue and redemption of shares and payment of dividends, registration fees, insurance, interest and the costs of computation and publication of share prices and postage, fees for internal and external legal services, internal and external accounting, audit and tax preparation expenses, expenses associated with its investment program, licensing (including certain research and market data databases and software and certain administrative software), promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda or registration statements, taxes or governmental charges, and all other operation expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex.

For the purposes of the valuation of its liabilities, the Board may duly take into account all administrative and other expenses of a regular or periodical character by valuing them for the entire year or any other period and by dividing the amount concerned proportionately for the relevant fractions of such period.

The Board shall establish a Sub-Fund in respect of each class of shares and may establish a Sub-Fund in respect of two or more classes of shares in the following manner:

(i) If two or more classes of shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. The proceeds to be received from the issue of shares of a class shall be applied in the books of the company to the Sub-Fund established for that class of shares, and the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the class of shares to be issued, and the assets and liabilities and income and expenditure attributable to such class or classes shall be applied to the corresponding Sub-Fund subject to the provisions of this clause.

(ii) On each occasion when shares are issued or redeemed, the Net Asset Value to be allocated to each Share and/or sub-class of Shares shall be increased or reduced by the amount received or paid out.

(iii) Where any asset is derived from another asset, such derivative asset shall be applied in the books of the Fund to the same Sub-Fund or class as the assets from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant Sub-Fund or class.

(iv) Where the Fund incurs a liability which relates to any asset of a particular class or Sub-Fund or to any action taken in connection with an asset of a particular class or Sub-Fund, such liability shall be allocated to the relevant class or Sub-Fund.

(v) In the case where any asset or liability of the Fund cannot be considered as being attributable to a particular class of shares or Sub-Fund, such asset or liability shall be allocated to all the classes of shares or Sub-Fund pro rata to the net asset values of the relevant classes of shares or Sub-Funds or in such other manner as determined by the Board acting in good faith. Each class of Shares or Sub-Fund shall only be responsible for the liabilities which are attributable to such class of Shares or Sub-Fund.

(vi) Upon the payment of distributions to the holders of any class of shares, the Net Asset Value of such class of shares shall be reduced by the amount of such distributions (causing a reduction in the amount of the net asset value to be allocated to the shares of this class). Whereas the Net Asset Value of accumulation shares shall remain unchanged (causing an increase in the amount of the net asset value to be allocated to accumulation shares).

C. For the purpose of valuation under this Article:

(a) shares of the Fund to be redeemed under Article twenty-seven hereto shall be treated as existing and taken into account until immediately after the time specified by the Board on the valuation day on which such valuation is made, and from such time and until paid the price therefor shall be deemed to be a liability of the relevant Sub-Fund;

(b) all investments, cash balances and other assets of the Fund expressed in currencies other than the reference currency in which the Net Asset Value per share of the relevant class is calculated shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of the relevant class of shares; and

(c) effect shall be given on any valuation day to any purchases or offering of securities contracted for a Sub-Fund on such valuation day to the extent practicable.

**Art. 30.** Unless otherwise decided by the Board and disclosed in the relevant Sub-Fund offering documents of the Fund, whenever the Fund shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be based on the subscription price as hereinabove defined for the relevant class of shares. The price so determined shall be payable within a period as determined by the Board but no later than the business day before the applicable valuation day, unless otherwise decided by the Board and disclosed in the offering documents of the relevant Sub-Fund. The subscription price (not including the commission) may, upon approval of the Board and subject to all applicable laws, namely with respect to a special audit report from the auditor of the Fund confirming the value of any assets contributed in kind, be paid by contributing to the Fund securities acceptable to the Board consistent with the investment policy and investment restrictions of the Fund.

### Appointment of depositary

**Art. 31.** The Fund shall appoint a depositary which shall satisfy the requirements of the 2007 Law and which shall be responsible for the safekeeping of the assets of the Fund and shall hold the same itself or through its agents. The appointment of the depositary shall be on terms that:

(a) the duties of the depositary shall cease in the case of voluntary withdrawal of the depositary or of its removal by the Fund provided that until the depositary is replaced, which must happen within two months, the depositary must take all necessary steps for the preservation of the interests of the shareholders; and (b) the Fund shall not terminate the appointment of the depositary except upon the appointment of a new depositary by the Fund or if the depositary goes into liquidation, becomes insolvent or has a receiver of any of its assets appointed or if the Fund is of the opinion that there is a risk of loss or misappropriation of any of the assets of the Fund if the appointment of the depositary is not terminated.

### Dissolution and liquidation

**Art. 32.** The dissolution of the Fund will be decided in compliance with the 2007 Law and the 1915 Law.

At the proposal of the Board and unless otherwise provided by law and the Articles, the Fund may be dissolved by a resolution of the Shareholders adopted in the manner required to amend the Articles, and subject to the approval of the Board.

In particular, the Board shall submit to the general meeting of the Shareholders the dissolution of the Fund when all investments of the Fund have been disposed of or liquidated.

Whenever the share capital falls below two-thirds of the subscribed capital increased by the share premium, if any, indicated in article five of the Articles, the question of the dissolution of the Fund shall be referred to the General Meeting by the Board. The General Meeting, for which no quorum shall be required, shall decide by a simple majority of the validly cast votes, which for the avoidance of doubt shall not include abstention, nil vote and blank ballot paper.

The question of the dissolution of the Fund shall further be referred to the general meeting of Shareholders whenever the subscribed capital increased by the share premium, if any, falls below one-fourth of the subscribed capital increased by the share premium, if any, set by Article 5 of the Articles; in such an event, the General Meeting shall be held without any quorum requirements and the dissolution may be decided by Shareholders holding one-fourth of the Shares represented and validly cast at the meeting.

The meeting must be convened so that it is held within a period of forty (40) days from ascertainment that the subscribed capital increased by the share premium, if any, have fallen below two-thirds (2/3) or one-fourth (1/4) of the legal minimum, as the case may be, or they have fallen below the amount as indicated in the 2007 Law.

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

Upon the termination of the Fund, the assets of the Fund will be liquidated in an orderly manner and all investments or the proceeds from the liquidation of investments will be distributed to the Shareholders in proportion to their holding of Shares.

### Termination, liquidation and contribution of sub-funds or classes of shares

**Art. 33.** Termination, liquidation and contribution of Sub-Funds or classes of shares. The Board may decide to close one or more classes or Sub-Funds (having or not a limited duration) if the net asset value of a sub-fund or a class falls below EUR 1,250,000 or its equivalent in any other currency, or if a change in the economic or political situation relating to the Sub-Fund or Class concerned would justify such liquidation or if necessary in the interest of the shareholders of the Fund.

In such event, the assets of the Sub-Fund or class will be realised, the liabilities discharged and the net proceeds of realisation distributed to shareholders in proportion to their holding of shares in that Sub-Fund or class. Notice of the termination of the sub-fund or class will be given in writing to the shareholders and will be published in the Mémorial in Luxembourg.

Any amounts not claimed by any shareholder shall be deposited at the close of liquidation with the custodian during a period of 6 (six) months; at the expiry of the 6 (six) months' period, any outstanding amount will be deposited in escrow with the Caisse de Consignation.

In the event of any contemplated liquidation of the Fund or any Sub-Fund or class, no further issue, conversion, transfer or redemption of shares will be permitted after publication of the first notice to shareholders. All shares outstanding at the time of such publication will participate in the Fund's or the sub-funds' or class' liquidation distribution.

A Sub-Fund or class may be merged with another sub-fund or class by decision of the Board of the Fund if the value of its net assets falls below EUR 1,250,000 or its equivalent or if a change in the economic or political situation relating to the sub-fund or class concerned would justify such merger or if necessary in the interests of the shareholders or the Fund. Notice of the merger will be given in writing to registered shareholders and will be published in the Mémorial in Luxembourg.

A Sub-Fund or class may be contributed to another undertaking for collective investment or a sub-fund thereof ("UCI"), submitted to Luxembourg law by decision of the Board of the Fund in the event of special circumstances beyond its control such as political, economic or military emergencies or if the Board should conclude, in light of prevailing market or other conditions, (including conditions that may adversely affect the ability of a Sub-Fund or class to operate in an economically efficient manner, and with due regard to the best interests of the shareholders), that a Sub-Fund or class should be contributed to another such Luxembourg UCI. In such events, notice will be given in writing to registered shareholders. Each shareholder of the relevant Sub-Fund shall be given the possibility within a period to be determined by the Board, but not being less than one month, to request, free of charge, the repurchase or conversion of its shares. At the close of such period, the contribution shall be binding for all shareholders who did not request a redemption or a conversion. In the case of a contribution to a mutual fund, however, the contribution will be binding only on shareholders who expressly agreed to the contribution. When a Sub-Fund or class is contributed to another Luxembourg UCI, the valuation of the Sub-Fund's assets shall be verified by the auditor of the Fund who shall issue a written report at the time of the contribution.

A Sub-Fund or class may be contributed to a foreign UCI only when the relevant Sub-Fund's or class's shareholders have unanimously approved the contribution or on the condition that only the shareholders who have approved such contribution are effectively transferred to that foreign fund.

#### **Financial year**

**Art. 34.** The financial year of the Fund begins on the first day of January and ends on the last day of December of each year.

A printed copy of the annual accounts, including the balance sheet and profit and loss account, the Directors' report and the notice of the annual general meeting, will be sent to registered shareholders or made available at the registered office of the Fund not less than fifteen days prior to each annual general meeting.

#### **Distributions**

**Art. 35.** Except as otherwise mentioned in the relevant Sub-Fund offering document, it is not envisaged that any income or gains derived from the Sub-Funds' investments be distributed by way of dividends. However, in case it is specified in the relevant Sub-Fund offering document, the general meeting of Shareholders of the class or classes issued in respect of any Sub-Fund (for any class of shares entitled to distributions) shall, upon proposal from the Board and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of and may from time to time declare, or authorize the Board to declare, distributions.

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

Payments of distributions to holders of registered Shares shall be made to such Shareholders at their addresses in the Register. Distributions may be paid in such currency and at such time and place that the Board shall determine from time to time.

The Board may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the Board.

Any distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the Sub-Fund relating to the relevant Class or Classes of Shares.

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

#### **Amendment to the Articles**

**Art. 36.** These Articles may be amended from time to time by a general meeting of shareholders, subject to the quorum and majority requirements provided by the 1915 Law. Such amendments become legally binding on all Shareholders, following their approval by the General Meeting of Shareholders.

#### **Governing law, Jurisdiction, Language**

**Art. 37.** The Articles are pursuant to the laws of the Grand Duchy of Luxembourg.

All matters not governed by these Articles shall be determined in accordance with the 1915 Law and the 2007 Law.

The Luxembourg District Court is the place of performance for all legal disputes between the Shareholders and the Fund. Luxembourg law applies.

Statements made in these Articles are based on the laws and practice in force at the date of these Articles in the Grand Duchy of Luxembourg, and are subject to changes in those laws and practice.

English shall be the governing language of these Articles.

*Sixth resolution*

The Meeting resolves to approve the Luxembourg offering memorandum of the Company (“Offering Memorandum”) substantially in the form of the draft Offering Memorandum attached hereto marked “Annexure 1”.

*Seventh resolution*

The Meeting resolves that the Company’s first fiscal year in Luxembourg begins on December 24, 2014 and will end on 31 December 2015. The first annual general meeting to be held in Luxembourg shall take place on the third Monday of June in each year at 16.30 Central European Time.

*Eighth resolution*

The Meeting resolves to fix the number of directors of the Company at three (3) and to elect Vanessa Molloy and Ricardo Coimbra Almeida Brennand Filho as directors and confirm the appointment of Maria de Lourdes Monteiro Brennand as director of the Company, and resolves to determine the duration of their mandate for a period ending at the annual general meeting of shareholders approving the annual accounts for the financial year ended 31 December 2019.

*Ninth resolution*

The Meeting confirms the establishment of the registered office at L-2134 Luxembourg, 58, rue Charles Martel, with immediate effect.

*Tenth Resolution*

The Meeting resolves to appoint KPMG Luxembourg of 39, av. John F. Kennedy, 1855 Luxembourg as the Company’s independent statutory auditor (réviseur d’entreprise agréé).

*Eleventh resolution*

The Meeting resolves that general authorisation be given in connection with the actions contemplated by the foregoing resolutions, so that each of the directors acting individually and such other persons as are authorised by any of them (including any authorised signatory of Maitland Luxembourg S.A. of 58, rue Charles Martel, L-2134, Luxembourg and M Partners S.à r.l. of 56, rue Charles Martel, L-2134, Luxembourg) be, and each hereby is, authorised, in the name and on behalf of the Company, to do such further acts and things as any director acting individually or such other person shall deem necessary or appropriate in connection with, or to carry out the actions contemplated by, the foregoing resolutions, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to make, execute, deliver, issue or file (or cause to be made, executed, delivered or filed) with any person including any Luxembourg or Bahamian authority all such documents, instruments, certificates, financial statements or accounts, consents and waivers, and all amendments to any documents, instruments, certificates, financial statements, consents and waivers, and to pay, or cause to be paid, all such payments, as any of them may deem necessary or advisable to carry out the intent of the foregoing resolutions and all powers to perform all the formalities and to effect all the deregistrations, registrations and publications respectively in the Bahamas and in Luxembourg for the purpose of the transfer of the registered office and effective place of management to and the continuation of the Company in Luxembourg, the authority for the taking of any such action and the execution and delivery of such of the foregoing to be conclusively evidenced thereby;

*Twelfth resolution*

The Meeting resolves to ratify all actions to the effect that any and all actions of the Company, or of any director or officer, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and hereby are ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval, and approved by, all the directors prior to such action being taken.

Nothing else being on the agenda and nobody wishing to address the Meeting, the Meeting was closed at 1.50 p.m..

Whereof the present notarial deed was drawn up in Mondorf-les-Bains, at the office of the undersigned notary, on the date named at the beginning of this document.

The undersigned notary, who knows English, states herewith, that on request of the shareholders, the present deed is worded in English.

The document having been read to the appearing individuals, who are known to the notary by their surname, first name, civil status and residence, the said persons signed together with the notary this original deed.

Signé: F. Stolz-Page, C. Oberhag, M. Loesch.

Enregistré à Grevenmacher, A.C., le 8 janvier 2015. GAC/2015/248. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): G. SCHLINK.

Pour expédition conforme,

Mondorf-les-Bains, le 30 janvier 2015.

Référence de publication: 2015017827/1076.

(150020514) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 février 2015.

**Lopes Agence Générale S.à.r.l., Société à responsabilité limitée.**

Siège social: L-2543 Luxembourg, 34, rue Dernier Sol.

R.C.S. Luxembourg B 112.782.

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: 2014208214/10.

(140232448) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 décembre 2014.

**Tiger Holding S.à r.l., Société à responsabilité limitée.**

Siège social: L-3364 Leudelange, 1, rue de la Poudrerie.

R.C.S. Luxembourg B 117.414.

In the year two thousand fourteen, on the eighteenth day of December

Before Maître Danielle Kolbach, Civil Law Notary residing in Redange-sur-Attert, Grand-Duchy of Luxembourg, undersigned.

Is held

an Extraordinary General Meeting of the shareholders of Tiger Holding S.à r.l., (the "Company") with registered office at L-3364 Leudelange, rue de la Poudrerie 1., registered with the Luxembourg Trade Registry (Registre de Commerce et des Sociétés de Luxembourg) under the number B 117 414, incorporated by deed enacted on the June 26, 2006, amended for the last time pursuant to a deed dated July 23, 2014., published in the Mémorial, Recueil Spécial C dated October 2, 2014, Nr 2693.

The meeting is opened with Catherine Desso, Lawyer, residing in Luxembourg in the chair.

The chairman appoints as secretary and the meeting elects as scrutineer Flora Gibert, residing in Luxembourg.

The chairman requests the notary to record that:

I. The shareholders present or represented and the number of shares held by each of them are shown on an attendance list which will be signed and here annexed as well as the proxies and registered with the minutes.

II. As appears from the attendance list, all the shares, representing the whole capital of the corporation, are represented and all the shareholders represented declare that they have had notice and knowledge of the agenda prior to this meeting, and agree to waive the notices requirements.

III. The present meeting is duly constituted and can therefore validly deliberate on the following agenda:

*Agenda*

1. Creation of two different new classes of shares being classes Y and Z redeemable shares;

2. Increase of the corporate capital by an amount of 659.05 USD (six hundred fifty-nine United States Dollars and five Cents) so as to raise it from its present amount of 454,007.05 USD (four hundred fifty four thousand seven United States Dollars and five Cents) to 454,666.10-USD (four hundred fifty four thousand six hundred sixty six United States Dollars and ten Cents) by the issue of 18.83 (eighteen point eighty-three) new redeemable shares of classes Y and Z of 35.-USD (thirty five United States Dollars) each, by contribution in cash.- Subscription and payment of the new shares;

3. Decrease of the Company's share capital by an amount of 107,018.80 USD (one hundred seven thousand eighteen United States Dollars and eighty Cents) in order to lower it from its present amount of 454,666.10-USD (four hundred fifty four thousand six hundred sixty six United States Dollars and ten Cents) down to 347,647.30 USD (three hundred forty seven thousand six hundred forty-seven United States Dollars and thirty Cents) by way of reimbursement to the shareholders and by cancellation of a total of 3,057.68 (three thousand fifty-seven point sixty-eight) redeemable shares of class A and D of 35.-USD (thirty five United States Dollars) each;

4. Amendment of article 8.1 of the Articles of Incorporation.

After the foregoing was approved by the meeting, the meeting unanimously takes the following resolutions:

*First resolution:*

The meeting decides to create two different new classes of shares being class Y and class Z redeemable shares.

*Second resolution:*

The meeting decides to increase the corporate capital by an amount of 659.05 USD (six hundred fifty-nine United States Dollars and five Cents) so as to raise it from its present amount of 454,007.05 USD (four hundred fifty four thousand seven United States Dollars and five Cents) to 454,666.10-USD (four hundred fifty four thousand six hundred sixty six United States Dollars and ten Cents) by the issue of 18.83 (eighteen point eighty-three) new redeemable shares of classes Y and Z of 35.-USD (thirty five United States Dollars) each, by contribution in cash as follows:

- 5.08 (five point zero eight) redeemable shares of class Y;
- 13.75 (thirteen point seventy-five) redeemable shares of class Z.

*Third resolution:*

The meeting decides to admit to the subscription of the of 18.83 (eighteen point eighty three) new redeemable shares as follows:

Tiger Global Private Investment Partners III, L.P.:

- 5.08 (five point zero eight) redeemable shares of class Y;
- 13.75 (thirteen point seventy-five) redeemable shares of class Z.

The subscriber represented by Catherine Dessoy prenamed by virtue of a proxy has fully paid up in cash the new shares so that from now on the Company has at its free and entire disposal the amount of 659.05 USD (six hundred fifty-nine United States Dollars and five Cents) as was certified to the undersigned notary.

*Fourth resolution:*

The meeting decides to decrease the Company's share capital by an amount of 107,018.80 USD (one hundred seven thousand eighteen United States Dollars and eighty Cents) in order to lower it from its present amount of 454,666.10-USD (four hundred fifty four thousand six hundred sixty six United States Dollars and ten Cents) down to 347,647.30 USD (three hundred forty seven thousand six hundred forty-seven United States Dollars and thirty Cents) by way of reimbursement to the shareholders and by cancellation of a total of 3,057.68 (three thousand fifty-seven point sixty-eight) redeemable shares of class A and D of 35.-USD (thirty five United States Dollars) each, as follows:

1. Tiger Global Private Investment Partners III, L.P.:

- 379.69 (three hundred seventy nine point sixty nine) redeemable shares of class A having a par value of 35.- USD (thirty-five United States Dollars) each;
- 2,658.36 (two thousand six hundred fifty eight point thirty-six) redeemable shares of class D having a par value of 35.- USD (thirty-five United States Dollars) each;

2. Feroz Dewan:

- 6.28 (six point twenty-eight) redeemable shares of class A having a par value of 35.- USD (thirty-five United States Dollars) each;

3. Scott Shleifer:

- 4.12 (four point twelve) redeemable shares of class A having a par value of 35.- USD (thirty-five United States Dollars) each;

4. The Metal Monkey Trust

- 9.23 (nine point twenty-three) redeemable shares of class A having a par value of 35.- USD (thirty-five United States Dollars) each;

The reimbursed amount of 107,018.80 USD (one hundred seven thousand eighteen United States Dollars and eighty Cents) will be made according to the Law.

*Fifth resolution:*

As a consequence of the foregoing statements and resolutions, the contribution being fully carried out, the shareholders decide to amend article 8.1 of the articles of association as follows:

“ **8.1.** The Company's capital will be divided into redeemable shares of 35.- USD (thirty-five United States Dollars) each, which may be divided in different distinct classes, constituted because of each specific investment of the Company, each class being able to be entirely redeemed by the Company.

The Company's capital is set at 347,647.30 USD (three hundred forty seven thousand six hundred forty-seven United States Dollars and thirty Cents) represented by 1,591.14 (one thousand five hundred ninety one point fourteen) redeemable shares of class A, 7,709.64 (seven thousand seven hundred nine point sixty-four) redeemable shares of class D, 574.34 (five hundred seventy-four point thirty-four) redeemable shares of class U, 17.34 (seventeen point thirty-four) redeemable shares of class V, 16.12 (sixteen point twelve) redeemable shares of class W, 5.37 (five point thirty seven)

redeemable shares of class X, 5.08 (five point zero eight) redeemable shares of class Y and 13.75 (thirteen point seventy-five) redeemable shares of class Z of 35.-USD (thirty-five United States Dollars) each.”

#### *Estimate of costs*

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its incorporation, have been estimated at about one thousand three thousand euro.

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

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

The document having been read to the persons appearing, they signed together with us, the notary, the present original deed. 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 followed by a French translation. On request of the same appearing persons and in case of discrepancies between the English and the French text, the English version will prevail.

#### **Traduction française du texte qui précède**

L'an deux mille quatorze, le dix-huit décembre.

Par devant Maître Danielle Kolbach notaire de résidence à Redange-sur-Attert Grand-Duché de Luxembourg, soussignée.

Se réunit

l'assemblée générale extraordinaire des associés de la société à responsabilité limitée «Tiger Holding S.à. r.l.» (ci-après la «Société»), ayant son siège social à L-3364 Leudelange, rue de la Poudrerie 1., inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro R.C.S. B 117 414, constituée suivant acte reçu le 26 juin 2006, statuts modifiés pour la dernière fois suivant acte reçu le 23 juillet 2014, publié au Mémorial C N° 2693 du 2 octobre 2014.

La séance est ouverte sous la présidence de Maître Catherine Dessoy, avocat demeurant à Luxembourg.

La présidente désigne comme secrétaire et l'assemblée choisit comme scrutateur Flora Gibert, demeurant à Luxembourg.

La présidente prie le notaire d'acter que:

I. Les associés présents ou représentés et le nombre de parts qu'ils détiennent sont renseignés sur une liste de présence, qui sera signée, ci-annexée ainsi que les procurations, le tout enregistré avec l'acte.

II. Il appert de la liste de présence que les toutes les parts, représentant l'intégralité du capital social sont représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour.

III. L'ordre du jour de l'assemblée est le suivant:

#### *Ordre du jour*

1. Création de deux différentes nouvelles classes de parts sociales étant les classes Y et Z de parts sociales rachetables;

2. Augmentation du capital social à concurrence d'un montant de 659,05 USD (six cent cinquante-neuf Dollars US et cinq Cents) pour le porter de son montant actuel de 454.007,05 USD (quatre cent cinquante-quatre mille sept Dollars US et cinq Cents) à 454.666,10 USD (quatre cent cinquante-quatre mille six cent soixante-six Dollars US et dix Cents) par l'émission de 18,83 (dix-huit virgule quatre-vingt-trois) nouvelles parts sociales rachetables de classes Y et Z d'une valeur nominale de 35,- USD (trente cinq Dollars US) chacune, par apport en numéraire.- Souscription et paiement des nouvelles parts sociales;

3. Diminution du capital social à concurrence d'un montant de 107.018,80 USD (cent sept mille dix-huit Dollar US et quatre-vingts Cents) pour le porter de son montant actuel de 454.666,10 USD (quatre cent cinquante-quatre mille six cent soixante-six Dollars US et dix Cents) à 347.647,30 USD (trois cent quarante-sept mille six cent quarante-sept Dollars US et trente Cents) par remboursement aux associés et par annulation de 3.057,68 (trois mille cinquante-sept virgule soixante-huit) parts sociales rachetables de classes A et D d'une valeur nominale de 35,- USD (trente cinq Dollars US);

4. Modification des articles 8.1 des statuts.

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

#### *Première résolution:*

L'assemblée décide de créer deux différentes nouvelles classes de parts sociales étant les classes Y et Z de parts sociales rachetables.

#### *Deuxième résolution:*

L'assemblée décide d'augmenter le capital social à concurrence d'un montant de 659,05 USD (six cent cinquante-neuf Dollars US et cinq Cents) pour le porter de son montant actuel de 454.007,05 USD (quatre cent cinquante-quatre mille sept Dollars US et cinq Cents) à 454.666,10 USD (quatre cent cinquante-quatre mille six cent soixante-six Dollars US et dix Cents) par l'émission de 18,83 (dix-huit virgule quatre-vingt-trois) nouvelles parts sociales rachetables de classes Y et Z d'une valeur nominale de 35,- USD (trente cinq Dollars US) chacune, par apport en numéraire comme suit:

- 5,08 (cinq virgule zéro huit) parts sociales rachetables de classe Y;
- 13,75 (treize virgule soixante-quinze) parts sociales rachetables de classe Z.

*Troisième résolution:*

L'assemblée décide d'admettre à la souscription les 18,83 (dix-huit virgule quatre-vingt-trois) nouvelles parts sociales rachetables comme suit:

Tiger Global Private Investment Partners III L.P.:

- 5,08 (cinq virgule zéro huit) parts sociales rachetables de classe Y;
- 13,75 (treize virgule soixante-quinze) parts sociales rachetables de classe Z.

Le souscripteur représenté par Me Dessoy prénommée en vertu d'une procuration annexée aux présentes a déclaré souscrire et intégralement libérer les parts souscrites par apport en numéraire de sorte que la société a à sa disposition la somme de 659,05 USD (six cent cinquante-neuf Dollars US et cinq Cents) ainsi qu'il a été prouvé au notaire instrumentant.

*Quatrième résolution:*

L'assemblée décide de diminuer le capital social à concurrence d'un montant de 107.018,80 USD (cent sept mille dix-huit Dollar US et quatre-vingts Cents) pour le porter de son montant actuel de 454.666,10 USD (quatre cent cinquante-quatre mille six cent soixante-six Dollars US et dix Cents) à 347.647,30 USD (trois cent quarante-sept mille six cent quarante-sept Dollars US et trente Cents) par remboursement aux associés et par annulation de 3.057,68 (trois mille cinquante-sept virgule soixante-huit) parts sociales rachetables de classes A et D d'une valeur nominale de 35,- USD (trente cinq Dollars US) comme suit:

1. Tiger Global Private Investment Partners III, L.P.:

- 379,69 (trois cent soixante-dix-neuf virgule soixante-neuf) parts sociales rachetables de classe A d'une valeur nominale de 35,- USD (trente cinq Dollars US) chacune;
- 2.658,36 (deux mille six cent cinquante-huit virgule trente-six) parts sociales rachetables de classe D d'une valeur nominale de 35,- USD (trente cinq Dollars US) chacune;

2. Feroz Dewan:

- 6,28 (six virgule vingt-huit) parts sociales rachetables de classe A d'une valeur nominale de 35,- USD (trente cinq Dollars US) chacune;

3. Scott Shleifer:

- 4,12 (quatre virgule douze) parts sociales rachetables de classe A d'une valeur nominale de 35,- USD (trente cinq Dollars US) chacune;

4. The Metal Monkey Trust

- 9,23 (neuf virgule vingt-trois) parts sociales rachetables de classe A d'une valeur nominale de 35,- USD (trente cinq Dollars US) chacune;

Le remboursement de 107.018,80 USD (cent sept mille dix-huit Dollar US et quatre-vingts Cents) sera fait selon les prescriptions légales.

*Cinquième résolution:*

En conséquence des déclarations et des résolutions précédentes l'assemblée décide de modifier l'article 8.1 des statuts comme suit:

« **8.1.** Le capital social est divisé en parts sociales rachetables de USD 35,- (trente-cinq Dollars US) chacune, pouvant être divisées en différentes classes, constituées pour chaque investissement spécifique de la Société, chaque classe pouvant être rachetée par la Société. Le capital social est fixé à 347.647,30 USD (trois cent quarante-sept mille six cent quarante-sept Dollars US et trente Cents), représenté par 1.591,14 (mille cinq cent quatre-vingt-onze virgule quatorze) parts sociales rachetables de classe A, 7.709,64 (sept mille sept cent neuf virgule soixante-quatre) parts sociales rachetables de classe D, 574,34 (cinq cent soixante-quatorze virgule trente-quatre) parts sociales rachetables de classe U, 17,34 (dix-sept virgule trente-quatre) parts sociales rachetables de classe V, 16,12 (seize virgule douze) parts sociales rachetables de classe W, 5,37 (cinq virgule trente-sept) parts sociales rachetables de classe X, 5,08 (cinq virgule zéro huit) parts sociales rachetables de classe Y et 13,75 (treize virgule soixante-quinze) parts sociales rachetables de classe Z, ayant une valeur nominale de USD 35,- (trente-cinq Dollars US) chacune.»

*Frais*

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, s'élève à environ mille trois cents euros.

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

DONT ACTE, passé à Luxembourg, les jours, mois et an qu'en tête des présentes.

Et après lecture faite aux comparants, ils ont tous signé avec Nous notaire la présente minute.



Le notaire soussigné qui connaît la langue anglaise constate que sur demande des comparants le présent acte est rédigé en langue anglaise suivi d'une version française. Sur demande des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

Signé: C. DESSOY, F. GIBERT, D. KOLBACH.

Enregistré à Redange-sur-Attert, le 19 décembre 2014. Relation: RED/2014/2516. Reçu soixante-quinze euros (75.-€).

Le Receveur (signé): Tom KIRSCH.

POUR EXPEDITION CONFORME, délivrée à la société sur sa demande.

Redange-sur-Attert, le 23 décembre 2014.

Référence de publication: 2015004903/210.

(150004114) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2015.

### **Pro Wine Lux S.à r.l., Société à responsabilité limitée.**

Siège social: L-3961 Ehlinge, 15, rue Langenbetten.

R.C.S. Luxembourg B 168.802.

### DISSOLUTION

L'an deux mille quatorze, le dix-huit décembre

Par-devant Maître Jean-Paul Meyers, notaire résidant à Rambrouch, Grand-Duché de Luxembourg,

#### A COMPARU:

Madame Lucie PROSPERI, gérante, née le 19/05/1961 à Luxembourg demeurant à L-3961 Ehlinge, 15, rue Langenbetten.

Ladite partie comparante, a requis le notaire instrumentaire d'acter ce qui suit:

1. Pro Wine Lux S.à r.l., est une société à responsabilité limitée luxembourgeoise, constituée selon les lois du Grand-Duché de Luxembourg, ayant son siège social sis au 15, rue Langenbetten, L-3961 Ehlinge, Grand-Duché du Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg (le RCS) sous le numéro B 168802 et ayant un capital social de douze mille cinq cents Euros (EUR 12.500,-) représenté par cent vingt-cinq (125) parts sociales d'une valeur nominale de cent Euros (EUR 100,-) chacune et entièrement libéré (la Société). La Société a été constituée le 10 mai 2012 suivant un acte de Maître Jean-Joseph WAGNER, notaire de résidence à Sanem, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations le 19 juin 2012 sous le numéro 1523 (le Mémorial C). Les statuts de la Société (les Statuts) ont été modifiés par la suite.

2. Que l'objet social de la société est repris comme suit dans les statuts:

«La Société a pour objet l'achat, la vente, le négoce, l'importation et l'exportation de vins. La société pourra se servir de collaborateurs internes, conseillers, organisateurs ou animateurs externes pour assurer la réalisation de tout ou partie de son objet social. La société pourra agir en son nom propre, en consignment, en commission, comme intermédiaire et comme représentant. Elle pourra s'associer ou représenter des personnes physiques ou morales poursuivant le même objet, elle pourra prendre des participations dans des sociétés ayant un objet identique ou en général faire toutes les opérations ayant un rapport quelconque avec son objet ou pouvant en faciliter la réalisation. La société a également pour objet la prise de participations sous quelque forme que ce soit, dans d'autres sociétés luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations. La société peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs immobilières et mobilières de toutes espèces et les réaliser par voie de vente, cession, échange ou autrement. La société peut également acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter. La société peut emprunter et accorder à d'autres sociétés, tous concours, prêts, avances ou garanties. La société peut également procéder à toutes opérations immobilières, mobilières, commerciales, industrielles et financières nécessaires et utiles pour la réalisation de l'objet social.»

3. Que l'Associée Unique se déclare être propriétaire légitime de toutes les parts sociales (100%) de la Société;

4. Que l'Associée Unique déclare avoir parfaite connaissance des Statuts et de la situation financière de la Société dont elle signe un bilan de clôture.

5. Que l'Associée Unique déclare encore que la Société n'a jamais détenu d'immeuble, ni occupé de salarié et ne détient actuellement aucune participation et que la société n'a aucun autre engagement (caution, cautionnement, garantie de bonne fin, garantie d'achèvement, bail, contrat de fourniture) et n'est plus liée par d'autres conventions, abonnements ou autres susceptibles d'empêcher sa dissolution. L'Associée Unique confirme encore expressément les titres représentatifs du capital ne sont ni grevés, scindées, gagés, ni autrement donnés en garantie ou dans une condition quelconque qui pourrait faire obstacle à la présente liquidation; que les comptes, notamment les comptes bancaires ne sont ni grevés, gagés, bloqués, engagés, limités ou hypothéqués, ni autrement données en garantie ou dans un autre état ou situation ne permettant pas la présente dissolution.

6. Que l'Associée Unique déclare que la Société a cessé toutes activités commerciales et acquitté tous ses créanciers.
7. Que l'Associée Unique prononce explicitement la dissolution de la Société et sa mise en liquidation, avec effet en date de ce jour;
8. Que l'Associée Unique déclare formellement renoncer à la nomination d'un commissaire à la liquidation;
9. Que l'Associée Unique se désigne comme liquidateur de la Société, et agissant en cette qualité, elle aura les pleins pouvoirs d'établir, de signer, d'exécuter et de 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;
10. Que l'Associée Unique, en sa qualité de liquidateur de la Société, requiert le notaire d'acter qu'elle déclare que tout le passif de la Société est réglé ou dûment provisionné et que le passif en relation avec la clôture de la liquidation est dûment couvert; en outre elle déclare que par rapport à d'éventuels passifs de la Société actuellement inconnus, et donc non payés, elle assume l'obligation irrévocable de payer ce passif éventuel et qu'en conséquence de ce qui précède tout le passif de la Société est réglé;
11. Que l'Associée Unique déclare reprendre tout l'actif de la Société et qu'elle s'engagera à régler tout le passif de la Société indiqué ci-avant;
12. Que l'Associée Unique déclare que la liquidation de la Société est ainsi clôturée et que toutes les parts sociales et tous les registres de la Société seront annulés;
13. Que décharge pleine et entière est donnée aux mandataires de la Société pour l'exécution de leurs mandats respectifs depuis la date de leur nomination jusqu'à la date de cette assemblée.
14. Que les livres et documents de la Société seront conservés pendant cinq ans au moins au siège social de la société tel que prémentionné.
15. Que la société sera définitivement radiée sans autre procédure auprès du Registre de Commerce et des Sociétés Luxembourg par la suite des présentes opérations.

*Déclaration en matière de blanchiment*

L'Associée Unique déclare, en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être le bénéficiaire réel de la société faisant l'objet des présentes et certifie que les fonds du capital social et issus de la liquidation ne proviennent pas des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi modifiée du 19 février 1973 concernant la vente de substances médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-1 du Code Pénal (financement du terrorisme).

*Pouvoir*

Le liquidateur autorise spécialement le notaire mandaté à procéder à toute inscription et publication nécessaires, ainsi qu'à la radiation inhérente de la société dissoute auprès du Registre de Commerce et des Sociétés Luxembourg et s'engage à titre personnel à reprendre à sa charge tous les frais, honoraires, impôts, droits d'enregistrement et taxes résultant à quelque titre que ce soit de la présente.

À l'égard du notaire instrumentant, tous les dirigeants et donneurs d'ordre y compris le comparant sont tenus solidairement quant au paiement de tous frais et honoraires résultant du présent acte, ce qui est expressément reconnu par ces derniers.

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

Et après lecture faite à la partie comparante, représentée par son mandataire, ledit mandataire a signé ensemble avec nous, le notaire, l'original du présent acte.

Signé: Geneviève Bertrand, Jean-Paul Meyers.

Enregistré à Redange/Attert, le 19 décembre 2014. Relation: RED/2014/2570. Reçu soixante-quinze euros 75,00 €.

*Le Receveur (signé): Kirsch.*

POUR EXPEDITION CONFORME, délivrée sur papier libre, aux fins d'enregistrement auprès du R.C.S.L. et de la publication au Mémorial C, Recueil des Sociétés et Associations.

Rambrouch, le 09 janvier 2015.

Jean-Paul MEYERS.

Référence de publication: 2015004802/93.

(150004435) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2015.

**Perfect Holding S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-2561 Luxembourg, 31, rue de Strasbourg.

R.C.S. Luxembourg B 31.355.

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DISSOLUTION

L'AN DEUX MILLE QUATORZE, LE NEUVIEME JOUR DE DECEMBRE

Par-devant Nous, Maître Cosita DELVAUX, notaire de résidence à Luxembourg.

A comparu:

HENLEY STRUCTURED SOLUTIONS B.V., une société à responsabilité limitée de droit néerlandais ayant son siège social au De Dreeftoren, 71 Haaksbergweg, 1101 BR Amsterdam, Pays-Bas et inscrite auprès du Kamer van Koophandel sous le numéro 34298277,

représentée par Monsieur Geert DIRKX, administrateur de sociétés, demeurant professionnellement au 31 rue de Strasbourg, L-2561 Luxembourg,

agissant en vertu d'une procuration donnée sous seing privé en date du 5 décembre 2014,

laquelle procuration, après avoir été signée par la comparante et le notaire, restera annexée au présent acte.

Laquelle comparante, représentée comme dit ci-avant, a requis le notaire instrumentaire de documenter ce qui suit:

I.- Que la société anonyme PERFECT HOLDING S.A., SPF, avec siège social au 31, rue de Strasbourg, L-2561 Luxembourg, inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B 31355 a été constituée suivant acte reçu par Maître Alphonse LENTZ, alors notaire de résidence à Remich, Grand-Duché de Luxembourg en date du 11 août 1989, acte publié au Mémorial C Recueil des Sociétés et Associations numéro 4 du 05 janvier 1990

Les statuts ont été modifiés pour la dernière fois par Maître Henri BECK, notaire de résidence à Echternach, Grand-Duché de Luxembourg en date du 19 juillet 2010, acte publié au Mémorial C, Recueil des Sociétés et Associations numéro 1911, page 91715, du 16 septembre 2010.

II.- Que le capital de la société s'élève à cent soixante-cinq mille euros (165.000,-EUR) représenté par trois cent soixante (360) actions d'une valeur nominale de quatre cent cinquante-huit euros et trente-trois cents (EUR 458,33) chacune entièrement libérée.

III.- Que la société ne possède pas d'immeubles ou de parts d'immeuble.

IV.- Que la comparante, représentée comme dit ci-avant, déclare expressément que la société PERFECT HOLDING S.A., SPF n'est impliquée dans aucun litige ou procès de quelque nature qu'il soit et que les actions ne sont pas mises en gage ou nantissement.

Après avoir énoncé ce qui précède, la comparante, représentée comme dit ci-avant, décide de mettre la société en liquidation et prononce la dissolution anticipée de la société avec effet immédiat. Que l'actionnaire unique se désigne comme liquidateur de la Société, et en cette qualité il a rédigé son rapport de liquidation, lequel reste annexé au présent acte. L'actionnaire unique déclare que tout le passif de la Société connu ou provisionné a été payé. L'actionnaire unique déclare reprendre tout l'actif de la société et il déclare encore que par rapport à d'éventuels passifs de la Société actuellement inconnus et non payés à l'heure actuelle, il assume irrévocablement l'obligation de payer tout ce passif éventuel, qu'en conséquence tout le passif de ladite Société est réglé;

Que l'actif éventuel restant sera attribué à l'actionnaire unique;

Que les déclarations du liquidateur ont été vérifiées par la société Henley Trust (Netherlands) B.V., ayant son siège au De Dreeftoren, 71 Haaksbergweg, 1101 BR Amsterdam, Pays-Bas, désignée comme «commissaire à la liquidation» par l'actionnaire unique de la Société, lequel confirme l'exactitude du rapport du liquidateur. Le rapport du commissaire à la liquidation restera annexé au présent acte;

Que partant, la liquidation de la Société est à considérer comme réalisée et clôturée;

Que décharge pleine et entière est donnée à l'administrateur unique de la Société pour l'exercice de son mandat;

Que décharge pleine et entière est donnée au liquidateur et au commissaire à la liquidation pour l'exercice de leurs mandats respectifs;

Que Monsieur Geert Dirx est désigné comme mandataire spécial pour l'exécution de toute opération susceptible d'être accomplie une fois la société liquidée;

Que les livres et documents de la Société sont conservés pendant cinq ans auprès de l'ancien siège social de la Société au 31, rue de Strasbourg, à L-2561 Luxembourg.

Pour l'accomplissement des formalités relatives aux transcriptions, publications, radiations, dépôts et autres formalités à faire en vertu des présentes, tous pouvoirs sont donnés au porteur d'une expédition des présentes pour accomplir toutes les formalités.

*Dépenses*

Les coûts, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société en raison des présentes sont estimés à approximativement EUR 1.200,-.

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

Et après lecture faite et interprétation donnée au comparant, agissant comme dit ci-avant, connu du notaire par nom, prénoms usuels, état et demeure, il a signé avec le notaire instrumentaire le présent acte.

Signé: G. DIRKX, C. DELVAUX.

Enregistré à Luxembourg Actes Civils, le 12 décembre 2014. Relation: LAC/2014/59848. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): I. THILL.

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

Luxembourg, le 09 janvier 2015.

Me Cosita DELVAUX.

Référence de publication: 2015004782/69.

(150004453) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2015.

**Tridex A.G., Société Anonyme Soparfi.**

Siège social: L-8041 Strassen, 65, rue des Romains.

R.C.S. Luxembourg B 36.871.

L'an deux mille quatorze, le dix-huit décembre.

Par-devant Maître Danielle KOLBACH, notaire de résidence à Redange-sur-Attert, soussignée.

Se réunit

une assemblée générale extraordinaire des actionnaires de la société anonyme "TRIDEX A.G.", ayant son siège social à L-1651 Luxembourg, 15-17, Avenue Guillaume, inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B sous le numéro 36 871, constituée suivant acte reçu le 25 avril 1991, publié au Mémorial C numéro 400 du 21 octobre 1991.

L'assemblée est présidée par Madame Rachel UHL, juriste, demeurant professionnellement à Luxembourg.

La présidente désigne comme secrétaire et l'assemblée choisit comme scrutatrice Madame Susana MOUTHINO, employée, demeurant professionnellement à Strassen.

La présidente prie le notaire d'acter que:

I.- Les actionnaires présents ou représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence, qui sera signée, ci-annexée ainsi que les procurations, le tout enregistré avec l'acte.

II.- Qu'il ressort de la liste de présence que les 92.832 (quatre-vingt-douze mille huit cent trente-deux) actions, représentant l'intégralité du capital social sont représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont les actionnaires ont été préalablement informés.

III.- Que l'ordre du jour de l'assemblée est le suivant:

*Ordre du jour:*

- 1.- Transfert du siège social à l'adresse suivante: L-8041 Strassen, 65, Rue des Romains.
- 2.- Démission des Administrateurs de leur fonction avec effet immédiat.
- 3.- Nomination des Administrateurs remplaçants.
- 4.- Démission du Commissaire aux Comptes de sa fonction avec effet immédiat.
- 5.- Nomination d'un Commissaire aux Comptes remplaçant.

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

*Première résolution:*

L'assemblée décide de transférer le siège social de la société à l'adresse suivante:

L-8041 Strassen, 65, Rue des Romains.

et de modifier en conséquence l'article 2 des statuts pour lui donner la teneur suivante:

"Le siège social de la société est établi à Strassen".

*Deuxième résolution:*

L'assemblée acte les démissions de Monsieur Jean-Marc ASSA, Monsieur Romain LUTGEN, Monsieur Jonathan BEGIATO de leur fonction d'Administrateur avec effet immédiat.

*Troisième résolution:*

L'assemblée décide de nommer comme Administrateurs remplaçants, leur mandat expirant lors de l'assemblée générale annuelle de 2019:

- Madame Marie Immacolata FLORANGE, née le 28 août 1965 à Moyeuvre-Grande (France), ayant son adresse professionnelle au 65, Rue des Romains, L-8041 Strassen.

- Madame Galina ROKOSUIEVA, née le 4 janvier 1960 à Belojarsk (Russie), ayant son adresse professionnelle au 65, Rue des Romains, L-8041 Strassen.

- Monsieur Jérémy STEFFEN, né le 14 mai 1985 à Arlon (Belgique), ayant son adresse professionnelle au 65, Rue des Romains, L-8041 Strassen.

*Quatrième résolution:*

L'assemblée acte la démission de LE COMITIUM INTERNATIONAL S.A. de sa fonction de Commissaire aux comptes avec effet immédiat.

*Cinquième résolution:*

L'assemblée décide de nommer comme Commissaire aux comptes remplaçant, son mandat expirant lors de l'assemblée générale annuelle de 2019:

VAN CAUTER-SNAUWAERT & CO SARL, ayant son siège social au 80, Rue des Romains, L-8041 Strassen, enregistrée au Registre de Commerce et de Sociétés sous le numéro B 52610.

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

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

Et après lecture faite aux comparantes, elles ont signé avec Nous notaire la présente minute.

Signé: S. MOUTHINO, R. UHL. D. KOLBACH.

Enregistré à Luxembourg A.C. le 19 décembre 2014. Relation: RED/2014/2532. Reçu soixante-quinze euros (75.- €).

Le Receveur (signé): Tom KIRSCH.

POUR EXPEDITION CONFORME, délivrée à la société sur sa demande.

Luxembourg, 23 décembre 2014.

Référence de publication: 2015004941/65.

(150004413) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2015.

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**Step's S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 600.000,00.**

Siège social: L-4499 Limpach, 5, rue Centrale.

R.C.S. Luxembourg B 173.598.

L'an deux mille quatorze,

le vingt-neuf décembre.

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

a comparu:

Monsieur Jean-Jacques SCHERER, conseiller fiscal, avec adresse professionnelle au 1-3, Millewee, L-7257 Helmsange, Grand-Duché de Luxembourg,

agissant en sa qualité de mandataire spécial du gérant unique de la société:

«STEP'S S.à r.l.», une société à responsabilité limitée établie et ayant son siège social au 5, rue Centrale, L-4499 Limpach, immatriculée au Registre de Commerce et des Sociétés de et à Luxembourg, section B sous le numéro 173 598, avec un capital social souscrit de SIX CENT MILLE EUROS (600'000.- EUR) divisé en six cents (600) parts sociales ordinaires d'une valeur nominale de MILLE EUROS (1'000.- EUR) chacune et entièrement libérées, constituée suivant acte notarié dressé par le notaire soussigné en date du 17 décembre 2012, publié au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial»), le 1<sup>er</sup> février 2013, sous le numéro 251 et page 12021 et dont les statuts furent modifiés pour la dernière fois suivant acte notarié dressé par le notaire soussigné en date du 07 novembre 2014, en voie de publication au Mémorial,, (la «Société» ou la «Société Absorbante»),

en vertu des pouvoirs lui conférés aux termes d'une résolution dudit gérant prise le 18 novembre 2014.

Un exemplaire de ladite résolution écrite est resté annexé au projet de fusion reçu par le notaire soussigné en date du 20 novembre 2014.

Laquelle personne comparante, agissant en ladite qualité, a requis le notaire soussigné de documenter les déclarations et constatations suivantes:

(i) qu'aux termes d'un projet de fusion établi sous forme notariée, suivant acte reçu par Maître Jean-Joseph WAGNER, notaire prénommé, en date du 20 novembre 2014, lequel fut régulièrement publié au Mémorial, le 27 novembre 2014 sous le numéro 3576 et page 171624, la Société, en tant que société absorbante (la «Société Absorbante») et la société «BRIDELER STUFF S.à r.l.», une société à responsabilité limitée établie et ayant son siège social au 1, rue Lucien Wercollier, L-8156 Bridel, immatriculée au Registre de Commerce et des Sociétés de et à Luxembourg, section B sous le numéro 60 614, avec un capital social souscrit de DOUZE MILLE CINQ CENTS EUROS (12'500.- EUR) divisé en cent (100) parts sociales ordinaires d'une valeur nominale de CENT VINGT-CINQ EUROS (125.- EUR) chacune et entièrement libérées, constituée originairement sous la dénomination de «PFEIFFER-EWEN S.à r.l.», suivant acte notarié dressé en date du 13 août 1997, publié au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial»), le 28 novembre 1997, sous le numéro 667 et page 31970 et dont les statuts furent modifiés pour la dernière fois suivant acte notarié dressé par le notaire soussigné en date du 17 décembre 2012, lequel acte contenant entre autre changement de la raison sociale de la

Société de «PFEIFFEREWEN S.à r.l.» en celle de «BRIDELER STUFF S.à r.l.» fut publié au Mémorial, le 1<sup>er</sup> février 2013, sous le numéro 250 et page 11954, en tant que société absorbée (la «Société Absorbée»), ont projeté de fusionner;

(ii) qu'aucun associé de la Société Absorbante n'a requis, pendant le délai d'un (1) mois suivant la publication au Mémorial du projet de fusion, la convocation d'une assemblée générale extraordinaire de la Société Absorbante, appelée à se prononcer sur l'approbation de la fusion;

(iii) qu'en conséquence la fusion est devenue définitive et a entraîné de plein droit la transmission universelle tant entre les sociétés fusionnantes qu'à l'égard de tiers, de l'ensemble du patrimoine actif et passif de la Société Absorbée à la Société Absorbante. De plus, la Société Absorbante exécutera à partir de ce jour tous les contrats et obligations, de quelle que nature qu'ils soient, de la Société Absorbée tels que ces contrats et obligations existent à cette date et exécutera en particulier tous les contrats existant avec les créanciers de la Société Absorbée et sera subrogée à tous les droits et obligations provenant de ces contrats;

(iv) que parmi le patrimoine actif immobilier de la Société absorbée figure l'immeuble plus amplement spécifié et décrit ci-après:

Un immeuble de commerce avec privilège de cabaretage y attaché connu sous le nom de «Brideler Stuff», avec toutes autres appartenances et dépendances sis au 1, rue Lucien Wercollier, L-8156 Bridel, le tout inscrit au cadastre de la commune de Kopstal, section B de Bridel, comme suit:

- numéro 153/1954, lieu-dit «Rue Lucien Wercollier», place (occupée), bâtiment à habitation, contenance 18 ares 59 centiares.

#### *Titre de propriété*

La parcelle cadastrale numéro 153/1954 (anciennement numéro 153/1423 et faisant encore partie des anciens numéros 154/1687 et 153/1630) est devenue la propriété de la société absorbante de la manière suivante:

(a) la parcelle numéro 153/1423 avec une contenance de 16 ares et 45 centiares aux termes d'un acte de vente reçu par Maître Fernand UNSEN, alors notaire de résidence à Diekirch, en date du 13 août 1997, transcrit au deuxième bureau des hypothèques à Luxembourg, le 22 août 1997, sous le volume 1105 et numéro 87;

(b) les parcelles (partie des numéros 153/1687 et 153/1630) avec une contenance totale de 02 ares et 14 centiares, aux termes d'un acte de vente reçu par le notaire Fernand UNSEN, prénommé, en date du 05 septembre 2001, transcrit au deuxième bureau des hypothèques à Luxembourg, en date du 02 octobre 2001, sous le volume 1296 et numéro 38.

#### *Charges et conditions*

Le transfert dudit immeuble à la société absorbante est fait aux CHARGES et CONDITIONS suivantes:

- L'entrée en jouissance de l'immeuble a eu lieu le jour de la prise d'effet de la fusion, soit le 27 décembre 2014.
- La société absorbante prendra l'immeuble tels et ainsi qu'il appartient à la société absorbée et dans l'état où il se trouve actuellement avec toutes les servitudes actives et passives, apparentes ou non apparentes, continues ou discontinues y attachées le cas échéant, sans aucune garantie de la part de la société absorbée de la désignation et de la contenance indiquées, le plus ou le moins même dépassant le vingtième, étant au profit ou à la perte de la société absorbante.
- L'immeuble est transféré dans son état actuel, y compris l'immeuble par destination.
- Toutes les contributions et tous les impôts de l'Etat ou de la Commune généralement quelconques pouvant grever l'immeuble transféré sont à charge de la société absorbante à partir de l'entrée en jouissance.
- La société absorbante s'engage à respecter tous les baux, soit écrits, soit oraux existant éventuellement.
- La société absorbante s'engage également à reprendre à sa charge les éventuelles dettes et charges hypothécaires, privilégiées et résolutoires.
- Le transfert des droits réels n'étant opposable aux tiers que dans les conditions prévues par les lois spéciales qui régissent ces opérations, il y aura lieu d'accomplir les formalités requises auprès du Bureau de la Conservation des Hypothèques compétent en respectant les délais légaux.

(v) que suite à la fusion intervenue, la Société Absorbée a cessé d'exister, décharge pleine et entière est accordée au gérant unique de la Société;

(vi) que suite encore à l'absorption de la Société Absorbée par la Société Absorbante, les parts sociales de la Société Absorbée seront annulées et les livres et documents de cette dernière seront conservés pendant le délai légal (cinq (5) ans) au nouveau siège de la Société Absorbante, c'est-à-dire au 1, rue Lucien Wercollier, L-8156 Bridel.

Le notaire soussigné atteste en outre que, conformément aux dispositions de l'article 273 de la Loi, toutes les formalités légales requises par la Loi et notamment les conditions prévues à l'article 279 de la Loi ont été dûment remplies à la date de ce certificat.

Dont acte, fait et passé à Luxembourg, à la date figurant en tête des présentes.

Lecture du présent acte faite et interprétation donnée au mandataire de la partie comparante, connu du notaire soussigné par ses nom, prénom usuel, état et demeure, celui-ci a signé avec Nous, notaire, le présent constat de fusion.

Signé: J.J. SCHERER, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 6 janvier 2015. Relation: EAC/2015/325. Reçu douze Euros (12.- EUR).

Le Releveur (signé): SANTIONI.

Référence de publication: 2015004887/97.

(150003924) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2015.

**Sefinco S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial,  
(anc. Sefinco S.A.).**

Siège social: L-1234 Luxembourg, 54, rue Charles Martel.

R.C.S. Luxembourg B 29.203.

L'an deux mille quatorze, le vingt-deux décembre,

Par devant Maître Danielle Kolbach, notaire de résidence à Redange-sur-Attert, soussignée.

Se réunit

une assemblée générale extraordinaire des actionnaires de la société anonyme "SEFINCO S.A.", ayant son siège social à L-2134 Luxembourg, 54, rue Charles Martel, immatriculée au Registre de Commerce et des sociétés de et à Luxembourg à la section B numéro 29203, constituée suivant acte reçu le 18 octobre 1988, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 22 du 27 janvier 1989.

L'assemblée est présidée par Monsieur Franco BRIZZI.

Le président désigne comme secrétaire et l'assemblée choisit comme scrutatrice Flora Gibert, demeurant à Luxembourg.

Le président prie le notaire d'acter que:

I.- Les actionnaires présents ou représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence. Cette liste et les procurations, une fois signées par les comparants et le notaire instrumentant, resteront ci-annexées pour être enregistrées avec l'acte.

II.- Clôturée, cette liste de présence fait apparaître que les 800 (huit cents) actions, représentant l'intégralité du capital social sont représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont les actionnaires ont été préalablement informés.

III.- L'ordre du jour de l'assemblée est le suivant:

1. Modification du statut de la société qui n'aura plus désormais celui d'une société de participation financière mais celui d'une société de gestion de patrimoine familial («SPF») défini par la loi du 11 mai 2007.

2. Modification subséquente de l'article 2 des statuts de la société relative à l'objet social.

« **Art. 2.** La Société a pour objet exclusif l'acquisition, la détention, la gestion et la réalisation d'actifs constitués d'instruments financiers au sens de la loi du 5 août 2005 sur les contrats de garantie financière et d'espèces et avoirs de quelque nature que ce soit détenus en compte.

Elle ne pourra exercer aucune activité commerciale.

Elle réservera ses actions, soit à des personnes physiques agissant dans le cadre de la gestion de leur patrimoine privé, soit à des entités patrimoniales agissant exclusivement dans l'intérêt du patrimoine privé d'une ou de plusieurs personnes physiques, soit à des intermédiaires agissant pour le compte des investisseurs précités.

Elle ne pourra pas s'immiscer dans la gestion d'une société dans laquelle elle détient une participation.

Les titres qu'elle émettra ne pourront faire l'objet d'un placement public ou être admis à la cotation d'une bourse de valeurs.

Elle prendra toutes mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques qui se rattachent à son objet ou le favorisent, en restant toutefois dans les limites fixées par la loi du 11 mai 2007 relative à la création d'une société de gestion de patrimoine familial («SPF»).»

3. Changement de la dénomination de la société de SEFINCO S.A. en SEFINCO S.A. SPF.

4. Modification du premier alinéa de l'article 1 des statuts, qui aura dorénavant la teneur suivante: «Il existe une société anonyme de gestion de patrimoine familial sous la dénomination de SEFINCO S.A. SPF.»

5. Modification de l'article 11 des statuts, qui aura dorénavant la teneur suivante:

«La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures ainsi que la loi du 11 mai 2007 sur la société de gestion de patrimoine familial trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.

Ces faits exposés et reconnus exacts par l'assemblée, les actionnaires décident ce qui suit à l'unanimité:

*Première résolution:*

L'assemblée décide d'abandonner le régime fiscal des sociétés de participation financières et d'adopter le statut d'une société de gestion de patrimoine familial («SPF») tel que défini par la loi du 11 mai 2007.

*Deuxième résolution:*

Afin de mettre les statuts en concordance avec la résolution qui précède, l'assemblée décide de modifier l'article 2 des statuts, pour lui donner la teneur suivante:

« **Art. 2.** La Société a pour objet exclusif l'acquisition, la détention, la gestion et la réalisation d'actifs constitués d'instruments financiers au sens de la loi du 5 août 2005 sur les contrats de garantie financière et d'espèces et avoirs de quelque nature que ce soit détenus en compte.

Elle ne pourra exercer aucune activité commerciale.

Elle réservera ses actions, soit à des personnes physiques agissant dans le cadre de la gestion de leur patrimoine privé, soit à des entités patrimoniales agissant exclusivement dans l'intérêt du patrimoine privé d'une ou de plusieurs personnes physiques, soit à des intermédiaires agissant pour le compte des investisseurs précités.

Elle ne pourra pas s'immiscer dans la gestion d'une société dans laquelle elle détient une participation.

Les titres qu'elle émettra ne pourront faire l'objet d'un placement public ou être admis à la cotation d'une bourse de valeurs.

Elle prendra toutes mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques qui se rattachent à son objet ou le favorisent, en restant toutefois dans les limites fixées par la loi du 11 mai 2007 relative à la création d'une société de gestion de patrimoine familial («SPF».)»

*Troisième résolution:*

L'assemblée décide de changer la dénomination de la société de SEFINCO S.A. en SEFINCO S.A. SPF.

*Quatrième résolution:*

Afin de mettre les statuts en concordance avec la résolution qui précède, l'assemblée décide de modifier l'article 1<sup>er</sup> des statuts pour lui donner la teneur suivante:

«Il existe une société anonyme de gestion de patrimoine familial sous la dénomination de SEFINCO S.A. SPF.»

*Cinquième résolution:*

L'assemblée décide de modifier l'article 11 des statuts, qui aura dorénavant la teneur suivante:

«La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures ainsi que la loi du 11 mai 2007 sur la société de gestion de patrimoine familial trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.»

*Frais:*

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de mille deux cents Euros.

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

DONT ACTE, passé à Luxembourg, les jours, mois et an qu'en tête des présentes.

Et après lecture faite aux membres du bureau, ils ont tous signé avec Nous notaire la présente minute.

Signé: F. BRIZZI, F. GIBERT, D. KOLBACH.

Enregistré à Redange/Attert le 29 décembre 2014. Relation: RED/2014/2645. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): T. KIRSCH.

POUR EXPEDITION CONFORME, délivrée à la Société sur sa demande.

Redange-sur-Attert le 30 décembre 2014.

Référence de publication: 2015004860/91.

(150004566) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2015.

**ArcticTern, Société à responsabilité limitée.**

Siège social: L-9645 Derenbach, Maison 26A2.

R.C.S. Luxembourg B 122.014.

Le bilan au 31.12.2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 29.12.2014.

Signature.

Référence de publication: 2014207557/10.

(140232867) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 décembre 2014.