MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 858 **28 mars 2015**

SOMMAIRE

Global Diversified Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1930 Luxembourg, 1, place de Metz.

R.C.S. Luxembourg B 80.775.

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Mesdames, Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui sera tenue dans les locaux de la Banque et Caisse d'Epargne de l'Etat, Luxembourg à Luxembourg, 1, rue Sainte Zithe, le *8 avril 2015* à 11.00 heures et qui aura l'ordre du jour suivant:

Ordre du jour:

1. Recevoir le rapport du Conseil d'Administration et le rapport du Réviseur d'Entreprises pour l'exercice clos au 31 décembre 2014.
2. Recevoir et adopter les comptes annuels arrêtés au 31 décembre 2014; affectation des résultats.
3. Donner quitus aux Administrateurs.
4. Nominations statutaires.
5. Nomination du Réviseur d'Entreprises.
6. Divers.

Les propriétaires d'actions au porteur et nominatives désirant être présents ou représentés à l'Assemblée Générale devront en aviser la Société au moins cinq jours francs avant l'Assemblée.

Les résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requièrent aucun quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2015042113/755/23.

Grevlin S.A., Société Anonyme.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 40.426.

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Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLÉE GÉNÉRALE ORDINAIRE

qui se tiendra le mercredi *8 avril 2015* à 14.00 heures au siège social avec pour

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2014 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Nominations statutaires,
- Ratification de la nomination de Jean-Charles Thouand, Administrateur
- Fixation des émoluments du Commissaire aux Comptes.

Pour assister ou être représentés à cette assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2015042672/755/19.

K.A.M. Holding S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 22.382.

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Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLÉE GÉNÉRALE ORDINAIRE

qui se tiendra le mercredi *8 avril 2015* à 11.00 heures au siège social avec pour

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2014 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Nominations statutaires,
- Fixation des émoluments du Commissaire aux Comptes,

- Décision à prendre quant à la poursuite de l'activité de la société.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2015042675/755/19.

Pictet International Capital Management, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 15, avenue J.F. Kennedy.

R.C.S. Luxembourg B 43.579.

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Mesdames, Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLÉE GÉNÉRALE ORDINAIRE

qui sera tenue au siège social de la société le mardi *7 avril 2015* à 11 h 00

Ordre du jour:

1. Présentation du rapport de gestion du Conseil d'Administration et du rapport annuel incluant les états financiers révisés au 31 décembre 2014 ;
2. Approbation du rapport annuel incluant les états financiers révisés au 31 décembre 2014 ;
3. Affectation des résultats au 31 décembre 2014 ;
4. Décharge aux administrateurs ;
5. Elections statutaires :
   - Notification de la démission au poste d'administrateur de Mme Michèle Berger en date du 1er août 2014.
   - Ratification de la cooptation de M. Christoph Oppenheim en remplacement de Mme Michèle Berger en date du 1er août 2014.
   - Renouvellement des mandats d'Administrateur de M. Giovanni Viani, M. Frédéric Fasel et M. Christoph Oppenheim jusqu'à la prochaine Assemblée Générale Ordinaire qui se tiendra en 2016.
   - Renouvellement du mandat du Réviseur d'Entreprises Agréé, Deloitte Audit S.à r.l., jusqu'à la prochaine Assemblée Générale Ordinaire qui se tiendra en 2016.
6. Divers.

Le rapport annuel est disponible au siège social de la société sur simple demande.

L'adoption des résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requiert aucun quorum spécial. Ces dernières seront adoptées, si elles sont votées à la majorité simple des actionnaires présents ou représentés.

Le quorum et la majorité à l'assemblée seront déterminés en fonction des actions émises et en circulation à minuit (heure de Luxembourg) le deuxième jour ouvrable avant l'assemblée, soit le 2 avril 2015 (la "Date d'Enregistrement"). Les droits d'un actionnaire d'assister à la réunion et à exercer un droit de vote afférent à son / sa / ses actions sont déterminées en conformité avec les actions détenues par cet actionnaire à la date d'enregistrement.

Chaque action donne à son détenteur le droit d'exprimer une voix. Les actionnaires ne pouvant assister à l'Assemblée Générale Ordinaire peuvent s'y faire représenter au moyen de la procuration ci-jointe.

Cette procuration restera valable pour toute Assemblée Générale convoquée ultérieurement et ayant le même agenda.

Pour le Conseil d'Administration

Référence de publication: 2015043308/755/35.

Axa World Funds, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 63.116.

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Le Conseil d'Administration du 12 février 2015 a décidé de nommer State Street Bank Luxembourg S.A., 49 Avenue J. F. Kennedy L -1855 Luxembourg (RCSL no B 32771) comme dépositaire des actions au porteur de Axa World Funds, aux sens de la loi du 28 juillet 2014.

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

Luxembourg, le 19 février 2015.
Un mandataire

Référence de publication: 2015030260/13.

(150034037) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

LuxFin Participation, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1030 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 144.252.

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In the year two thousand and fifteen, on the twenty-second day of January

Before US Maître Henri Hellinckx, notary, residing in Luxembourg, Grand- Duchy of Luxembourg.

Is held

an extraordinary general meeting of the sole shareholder of "LuxFin Participation", a société à responsabilité limitée (private limited liability company) duly incorporated and validly existing under the laws of Luxembourg, having its registered office at 412F, Route d'Esch, L-1030 Luxembourg, Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés (Trade and Company Register) of Luxembourg under number B 144.252 (hereafter the "Company") and incorporated by a deed of Maître Joëlle Baden, notary residing in Luxembourg, on November 28, 2008, published in the Memorial, Recueil Spécial C number 336 on February 16, 2009. The Company's articles of association have been amended several times and for the last time pursuant to a deed of Maître Joseph Elvinger, notary residing in Luxembourg on February 26, 2009, published in the Memorial, Recueil Spécial C number 991 on May 15, 2009.

The sole shareholder of the Company, Gerdau Hungria Holdings Limited Liability Company, a company incorporated under the laws of Hungary, having its registered office at 2B, Budapest street, H- 8200 Veszprém, Hungary (the "Sole Shareholder"), duly represented by Mr. Régis Galiotto, notary clerk, with professional address at Luxembourg, Grand-Duchy of Luxembourg, by virtue of a proxy given under private seal, and the number of shares held by the Sole Shareholder is shown on an attendance list. That list and proxy, signed by the appearing person, shall remain here annexed to be registered with the minutes.

As it appears from the attendance list, the 12,500 (twelve thousand five hundred) shares (the "Shares") representing the whole share capital of the Company are represented, so that the meeting can validly decide on all the items of the agenda, of which the Sole Shareholder has been beforehand informed.

The agenda of the present extraordinary general meeting is the following:

1. Decision to dissolve the Company and to put the Company into liquidation;

2. Granting of full discharge to the managers of the Company;

3. Appointment of Mr. Expedito Luz as liquidator of the Company;

4. Decision to grant the liquidator with the broadest powers to carry out the liquidation and perform all operations in accordance with articles 144 and subsequent of the law of August 10, 1915 concerning commercial companies, as amended from time to time, without any prior specific authorization of the general meeting of shareholder;

5. Convening of subsequent ordinary general meeting of the sole shareholder; and

6. Miscellaneous.

The general meeting takes the following resolutions:

First resolution

In compliance with the Luxembourg Law of 10 th August 1915 on Commercial Companies as amended (the "Law"), it is resolved to proceed to the early dissolution of the Company with immediate effect and to start liquidation proceedings (the "Company Liquidation").

Second resolution

It is resolved to give full discharge, up to the date of the holding of this Sole Shareholder's meeting, to the members of the board of managers, i.e. Mrs. Expedito Luz, Rodrigo Ferreira De Souza and André Pires De Oliveira Dias, for the accomplishment of their mandates as managers of the Company, unless the Company's Liquidation would let appear faults in the execution of their duties.

Third resolution

It is resolved to appoint Mr. Expedito Luz, born on 29 th September, 1951, in São Leopoldo, Brazil, with professional address at 1811, Avenida Farrapos, BR - Porto Alegre, Brazil, as liquidator of the Company in accordance with article 142 of the Law (the "Liquidator").

Fourth resolution

It is resolved to fix the Liquidator's powers as follows:

- The Liquidator shall be fully empowered by Articles 144 to 151 of the Law.

- The Liquidator will be notably empowered to represent the Company during the liquidation proceedings, to dispose of all assets, to discharge the liabilities and to distribute, partially or entirely, the net assets of the Company to the Sole Shareholder in kind or in cash at any time during the liquidation proceedings.

- The Liquidator can accomplish any act provided for in Article 145 of the Law without having the prior approval of the Sole Shareholder and notably contribute the assets of the Company to other companies.

- The Liquidator can withdraw, with or without payment, all intangible, privileged, secured or mortgaged rights, actions in termination, transcription, seizure, oppositions or other impediments.

- The Liquidator may in particular, without the following enumeration being limitative, sell, exchange and alienate all movable properties and rights, and alienate the said property or properties if the case arises.

- The Liquidator is exempt from drawing up an inventory and can refer to the books of the Company.

- The Liquidator can freely delegate, under his own responsibility, for specified and determined tasks and for a limited period, to one or to more representatives, part of its powers.

Fifth resolution

It is resolved to convene an ordinary general meeting of the Sole Shareholder to be held on or about February 2, 2015 to hear the Liquidator's report and appoint an auditor regarding the Company Liquidation.

There being no further business, the meeting is terminated.

Costs

The expenses, costs, remuneration or charges in any form whatsoever which will be borne to the Company as a result of the present deed are estimated at approximately one thousand four hundred Euros (EUR 1,400.-).

The undersigned notary, who knows English, states that on request of the appearing party, the present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the English version will be binding.

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

The document having been read to the person appearing, it signed together with the notary the present deed.

Suit la version française du texte qui précède:

L'an deux mille quinze, le vingt-deux janvier.

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

S'est réunie

une assemblée générale extraordinaire de l'associé unique de "LuxFin Participation", une société à responsabilité limitée ayant son siège social sis au 412F, Route d'Esch, L-1030 Luxembourg, Grand-Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 144.252 (la «Société») et constituée suivant un acte reçu par Maître Joëlle Baden, notaire de résidence à Luxembourg, le 28 Novembre 2008, publié au Mémorial, Recueil Spécial C, numéro 336, le 16 février 2009. Les statuts de la Société ont été modifiés plusieurs fois et pour la dernière fois suivant un acte reçu par Maître Joseph Elvinger, notaire de résidence à Luxembourg, le 26 février 2009, publié au Mémorial, Recueil Spécial C, numéro 991, le 15 mai 2009.

L'associé unique de la Société, Gerdau Hungria Holdings Limited Liability Company, une société constituée selon les lois hongroises, ayant son siège social sis au 2B, Budapest street, H- 8200 Veszprém, Hongrie (l'«Associé Unique»), dûment représenté par M. Régis Galiotto, clerc de notaire, avec adresse professionnelle à Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration sous seing privé et le nombre de parts sociales détenues par l'Associé Unique est inscrit sur une liste de présence. Cette liste et la procuration signée par le comparant, resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

Il ressort de cette liste de présence que les 12.500 (douze mille cinq cent) parts sociales (les «Parts Sociales») représentant l'intégralité du capital social sont représentées, de sorte que l'assemblée peut se prononcer valablement sur tous les points portés à l'ordre du jour dont l'Associé Unique a été préalablement informé.

L'ordre du jour de l'assemblée générale extraordinaire est le suivant:

1. Décision de dissoudre la Société et de mettre la Société en liquidation;

2. Décharge aux gérants de la Société;

3. Nomination de M. Expedito Luz en tant que liquidateur de la Société;

4. Décision d'accorder au liquidateur les pouvoirs les plus étendus pour procéder à la liquidation et effectuer toutes opérations conformément aux articles 144 et suivants de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, sans autorisation préalable de l'assemblée générale de l'actionnaire;

5. Convocation de l'assemblée générale ordinaire de l'associé unique subséquente; et

6. Divers.

L'assemblée générale prend les résolutions suivantes:

Première résolution

Conformément à la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, il est décidé de prononcer la dissolution anticipée de la Société avec effet immédiat et de procéder à la liquidation de la Société (la «Liquidation de la Société»).

Deuxième résolution

Il est décidé de donner pleine et entière décharge, à partir de la date de la tenue de la présente assemblée de l'Associé Unique, aux membres du conseil de gérance, c'est-à-dire à Messieurs Expedito Luz, Rodrigo Ferreira de Souza et André Pired De Oliveira Dias, pour l'accomplissement de leurs mandats de gérants de la Société, à moins que la Liquidation de la Société ne laisse apparaître des fautes commises dans l'exécution de leurs mandats.

Troisième résolution

Il est décidé de nommer M. Expedito Luz, né le 29 septembre 1951 à São Leopoldo, Brésil, ayant son adresse professionnelle au 1811, Avenida Farrapos, BR - Porto Alegre, Brésil, en tant que liquidateur de la Société, conformément aux dispositions de l'article 142 de la Loi (le «Liquidateur»).

Quatrième résolution

Il est décidé de conférer au Liquidateur les pouvoirs suivants:

- Le Liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 151 de la Loi.

- Le Liquidateur sera notamment habilité à représenter la Société durant le processus de liquidation, à vendre tous les actifs, à s'acquitter des dettes de la Société, et à distribuer, en tout ou partie, les actifs nets de la Société à l'Associé Unique, en espèces ou en nature, à tout moment au cours du processus de liquidation.

- Le Liquidateur peut accomplir les actes prévus à l'article 145 de la Loi sans devoir obtenir l'autorisation préalable de l'Associé Unique et notamment apporter les actifs de la Société à d'autres sociétés.

- Le Liquidateur peut renoncer, avec ou sans paiement, à tous les droits intangibles, privilèges, gages ou hypothèques, actions résolutoires, transcriptions, saisies, oppositions ou à tout autre empêchement.

- Le Liquidateur peut en particulier, sans que cette énumération soit limitative, vendre, échanger ou aliéner tous biens meubles et droits, et aliéner lesdits biens ou droits si nécessaire.

- Le Liquidateur est exonéré de dresser un inventaire et peut se référer aux livres de la Société.

- Le Liquidateur peut librement déléguer, sous sa propre responsabilité, une partie de ses pouvoirs à un ou plusieurs mandataires, pour des tâches spécifiques et déterminées et pour une durée limitée.

Cinquième résolution

Il est décidé de convoquer une assemblée générale ordinaire de l'Associé Unique devant se tenir aux alentours du 2 février 2015 afin d'entendre le rapport du Liquidateur et de nommer un auditeur pour les besoins de la Liquidation de la Société.

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

Frais

Les coûts, frais, taxes et charges, sous quelque forme que ce soit, devant être supportés par la Société ou devant être payés par elle en rapport avec le présent acte, ont été estimés à mille quatre cents Euros (1.400.- Euro).

Le notaire soussigné qui comprend et parle anglais, déclare, que sur la demande du comparant, le présent acte est dressé en langue anglaise, suivi d'une version française et qu'en cas de divergence entre le texte anglais et le texte français, le texte anglais fait foi.

DONT ACTE, fait et passé à Luxembourg les jours, mois et an indiqués en tête du présent acte.

Et après lecture faite au comparant, il a signé avec Nous, notaire, le présent acte.

Signé: R. GALIOTTO et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 2 février 2015. Relation: 1LAC/2015/3100. Reçu douze euros (12.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 20 mars 2015.

Référence de publication: 2015045925/154.

(150052008) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 mars 2015.

SEB Green Bond Fund, Fonds Commun de Placement,
(anc. SEB ÖkoRent).

Rectificatif - Dépôt L150047077 du 13/03/2015

Le règlement de gestion de SEB Green Bond Fund (auparavant «SEB ÖkoRent») coordonné 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.

SEB Asset Management S.A.

Référence de publication: 2015046658/11.

(150052859) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mars 2015.

SilkRoad Management S.à r.l., Société à responsabilité limitée.

Capital social: EUR 125.000,00.

Siège social: L-1450 Luxembourg, 1, Côte d'Eich.

R.C.S. Luxembourg B 179.080.

Extrait des résolutions écrites du conseil de gérance (le «Conseil»)
de SilkRoad Management S.à r.l. agissant dans son nom et pour compte
de SilkRoad Asia Value Parallel Fund, fonds commun de placement - fonds d'investissement spécialisé

Il ressort des décisions du Conseil en date du 29 décembre 2014 que le fonds commun de placement SilkRoad Asia Value Parallel Fund est dissous.

Référence de publication: 2015046763/12.

Responsible Wealth Management, Fonds Commun de Placement.

Der Fonds RESPONSIBLE WEALTH MANAGEMENT („Fonds" oder „Umbrella-Fonds") ist ein nach luxemburgischem Recht in Form eines Umbrella-Fonds (fonds commun de placement à compartiments multiples) errichtetes Sondervermögen und besteht derzeit aus einem Teilfonds, dem RESPONSIBLE WEALTH MANAGEMENT - Global Diversified Multi-Asset Fund („Teilfonds").

Aufgrund der Tatsache, dass sich im Teilfonds keine Anteile mehr im Umlauf befinden, hat das Managing Board der LRI Invest S.A., in Ihrer Funktion als Verwaltungsgesellschaft, am 24. März 2015 einstimmig beschlossen, den Umbrella-Fonds zu liquidieren und dem Abschlussprüfer den Prüfungsauftrag zur Prüfung der Liquidation zu erteilen. Der Nettoinventarwert pro Anteil wurde letztmalig für den 25. März 2015 berechnet.

Eine Übertragung von Liquidationserlösen an die Caisse de Consignation ist mangels in Umlauf befindlicher Anteile nicht notwendig. Die Konten und Bücher des Fonds werden am Sitz der Gesellschaft hinterlegt und für fünf Jahre aufbewahrt.

Munsbach, im März 2015.

LRI Invest S.A.

Référence de publication: 2015047499/2501/17.

Caisse Raiffeisen Noerdange-Saeul-Useldange Société Coopérative, Société Coopérative.

Siège social: L-8550 Noerdange, 7, Dikrecherstrooss.

R.C.S. Luxembourg B 94.446.

Les statuts coordonnés au 24 avril 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Cette version remplace le dépôt L140123803 du 16/07/2014.

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

Référence de publication: 2015030321/10.

(150033444) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Caisse Raiffeisen Wiltz Société Coopérative, Société Coopérative.

Siège social: L-9515 Wiltz, 9, rue Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 94.443.

Les statuts coordonnés au 5 mai 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Cette version remplace le dépôt L140123167 du 16/07/2014.

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

Référence de publication: 2015030322/10.

(150033442) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

BGL BNP Paribas, Société Anonyme.

Siège social: L-1855 Luxembourg, 50, avenue J.F. Kennedy.

R.C.S. Luxembourg B 6.481.

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Nous prions Mesdames et Messieurs les actionnaires de BGL BNP Paribas S.A. de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social à Luxembourg, 50, avenue J.F. Kennedy, le jeudi *2 avril 2015* à 11.00 heures, pour délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'administration
2. Approbation des comptes annuels et des comptes consolidés de l'exercice 2014
3. Affectation des résultats
4. Décharge à donner aux administrateurs
5. Nominations statutaires
6. Divers

Pour pouvoir assister à cette assemblée les actionnaires sont priés de se conformer aux dispositions de l'article 27 des statuts.

Les propriétaires d'actions (nominatives ou au porteur) qui désirent prendre part à l'assemblée générale doivent obtenir une carte d'entrée moyennant le blocage de leurs titres auprès de BGL BNP Paribas (actions nominatives) ou du dépositaire FIDUPAR (actions au porteur - (352) 26 26 38 26) au moins cinq jours ouvrables avant la date de l'assemblée.

Il est rappelé aux actionnaires qu'en vertu de l'article 28 des statuts «tout actionnaire peut se faire représenter par un mandataire ayant lui-même le droit de vote et ayant rempli les conditions» énumérées pour être admis à l'assemblée.

Les procurations éventuelles devront être déposées au siège social de BGL BNP Paribas au plus tard le vendredi 27 mars 2015.

Le Conseil d'Administration.

Référence de publication: 2015043816/27.

Luxcash, Société d'Investissement à Capital Variable.

Siège social: L-1930 Luxembourg, 2, place de Metz.

R.C.S. Luxembourg B 33.614.

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Mesdames, Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui sera tenue dans les locaux de la Banque et Caisse d'Epargne de l'Etat, Luxembourg à Luxembourg, 1, rue Sainte Zithe, le mardi *7 avril 2015* à 11.30 heures et qui aura l'ordre du jour suivant:

Ordre du jour:

1. Recevoir le rapport du Conseil d'Administration et le rapport du Réviseur d'Entreprises pour l'exercice clos au 31 décembre 2014.
2. Recevoir et adopter les comptes annuels arrêtés au 31 décembre 2014; affectation des résultats.
3. Donner quitus aux Administrateurs.
4. Nominations statutaires.
5. Nomination du Réviseur d'Entreprises.
6. Divers.

Les actionnaires inscrits au registre des actionnaires nominatifs respectivement au registre des parts au porteur à la date de l'Assemblée sont autorisés à voter ou à donner procuration en vue du vote. S'ils désirent être présents à l'Assemblée Générale, ils doivent en informer la Société au moins cinq jours francs avant.

Les résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requièrent aucun quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2015042118/755/24.

Rom9 S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 128.814.

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Conformément à l'article premier de la loi du 28 juillet 2014, relative à l'immobilisation des actions et parts au porteur, et par décision du Conseil d'Administration en date du 12 janvier 2015, EXPERTA CORPORATE AND TRUST SERVICES S.A., Luxembourg, société anonyme, 42, rue de la Vallée, L-2661 Luxembourg, immatriculée au R.C.S. Luxembourg sous le numéro B-29597, a été nommée agent dépositaire des actions au porteur et détenteur du registre des actions au porteur de la Société avec effet immédiat et pour une durée illimitée.

Luxembourg, le 18 février 2015.

Pour: ROM9 S.A.

Experta Luxembourg

Société anonyme

Référence de publication: 2015030733/16.

(150033572) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

BlueBay Direct Lending I Co-Invest A Investments (Luxembourg) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 407.867,00.

Siège social: L-1219 Luxembourg, 24, rue Beaumont.

R.C.S. Luxembourg B 180.301.

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

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

Luxembourg, le 18 février 2015.

Référence de publication: 2015030272/10.

(150033676) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

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

Siège social: L-9268 Diekirch, 1, rue du Pont.

R.C.S. Luxembourg B 194.657.

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STATUTS

L'an deux mil quinze, le deux février.

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

Ont comparu:

1. Madame Carla TEIXEIRA DE SOUSA, serveuse, née le 22 décembre 1984 à Gloria-Aveiro (P), demeurant à L-9051 Ettelbruck, 63, Grand'Rue.

2. Madame Gabriela TUDOR, pharmacienne, née le 15 avril 1989 à Mun.Constanta Jud. Constanta (Roumanie), demeurant à 17A Decebalstr., 200678 Constanta (Roumanie).

3. La société à responsabilité «J.T.R. s.à r.l.» avec siège social à L-7538 Rollingen, 12, rue Mère Teresa, RCS B 193.977.

Ici représentée par ses deux gérants pouvant engager la société par leurs signatures conjointes:

a) Monsieur Joao LOPES DOS SANTOS, gérant, né le 17 octobre à SEIA (P), demeurant à L-6417 Echternach, 3, rue Haaler Buurchmauer.

b) Monsieur Antonio José DA SILVA ANTUNES, comptable, né le 23 avril 1979 à Luxembourg, demeurant à L-7538 Rollingen, 12, rue Mère Teresa.

Toutes ici représentées par Monsieur Antonio José DA SILVA ANTUNES, préqualifié, en vertu d'une procuration sous seing privé datée du 27 janvier 2015 à Diekirch,

Laquelle procuration, après avoir été signée «ne varietur» par le comparant et le notaire instrumentaire, restera annexée au présent acte pour être enregistrée avec lui;

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

Art. 1 er . La société à responsabilité limitée prend la dénomination de «RAGABLAIC s.à r.l.».

Elle exercera son activité sous l'enseigne commerciale "Blues Bar"

Art. 2. Le siège social de la société est établi dans la commune de Diekirch.

Le siège social pourra être transféré sur simple décision de la gérance en tout autre endroit de la commune. Le siège social pourra être transféré dans toute autre localité du pays par décision de l'assemblée générale des associés.

Art. 3. La société a comme objet l'exploitation d'un débit de boissons alcooliques et non alcooliques avec petite restauration.

Elle est autorisée à exécuter toute vente et toute prestation de service se rattachant directement ou indirectement à son objet social.

La société a encore pour objet tous actes, transactions et toutes opérations généralement quelconques de nature mobilière, immobilière, civile, commerciale et financière, se rattachant directement ou indirectement à l'objet précité ou à tous objets similaires susceptibles d'en favoriser l'exploitation et le développement.

Elle pourra emprunter, hypothéquer ou gager ses biens, ou se porter caution, au profit d'autres entreprises, sociétés ou tiers. Elle pourra prendre des participations dans d'autres entreprises.

La société exercera son activité tant au Grand-Duché de Luxembourg, qu'à l'étranger.

Art. 4. La société est constituée pour une durée illimitée.

Elle pourra être dissoute par décision de l'associé ou des associés.

Art. 5. Le capital social est fixé à douze mille cinq cents euros (12.500,00 €), représenté par cent (100) parts sociales, d'une valeur nominale de cent vingt-cinq euros (125,00) chacune.

Art. 6. Lorsque la société comprend plusieurs associés, les parts sont librement cessibles entre eux. Elles ne peuvent être cédées entre vifs à des non-associés qu'avec l'agrément donné en assemblée des associés représentant au moins les trois quarts du capital social.

Les cessions de parts ne sont opposables à la société et aux tiers que si elles ont été faites dans les formes prévues par l'article 190 de la loi du 10 août 1915 sur les sociétés commerciales, telle que cette loi a été modifiée.

Art. 7. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne mettent pas fin à la société.

Art. 8. Les héritiers et créanciers d'un associé ne peuvent, sous quelque prétexte que ce soit, requérir l'apposition des scellés sur les biens et documents de la société, ni s'immiscer d'aucune manière dans les actes de son administration.

Art. 9. La société est administrée par un ou plusieurs gérants, associés ou non, nommés par les associés avec ou sans limitation de leur mandat. Ils peuvent être à tout moment révoqués par décision de l'associé ou des associés.

Art. 10. L'associé ou les associés fixent les pouvoirs du ou des gérants lors de leur nomination. Dans tous les cas, les décisions à prendre par les associés ne seront valablement prises qu'à la majorité des trois quarts.

Art. 11. Simples mandataires de la société, le ou les gérants ne contractent, en raison de leurs fonctions, aucune obligation personnelle relativement à celles-ci, ils ne sont responsables que de l'exécution de leur mandat.

Art. 12. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année à l'exception du premier exercice social qui débutera le jour de la constitution et se terminera le trente et un décembre deux mille quinze.

Art. 13. A la fin de chaque exercice un bilan, un inventaire et un compte de profits et pertes seront établis. Le bénéfice net après déduction des frais d'exploitation, des traitements ainsi que des montants jugés nécessaires à titre d'amortissement et de réserves sera réparti comme suit:

a) cinq pour cent (5%) au moins pour la constitution de la réserve légale, dans la mesure des prescriptions légales;

b) le solde restant est à la disposition de l'assemblée générale des associés.

Les pertes, s'il en existe, seront supportées par les associés proportionnellement au nombre de leurs parts, sans que toutefois aucun des associés ne puisse être tenu ou responsable au-delà du montant de ses parts.

Art. 14. En cas de dissolution de la société la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui en fixeront les émoluments.

Le ou les liquidateurs ont les pouvoirs les plus étendus pour la réalisation de l'actif et le paiement du passif.

Art. 15. Pour tout ce qui n'est pas prévu dans les présents statuts les associés se réfèrent et se soumettent aux dispositions légales en vigueur.

Le notaire a attiré l'attention des parties sur le fait que l'exercice de l'activité sociale prémentionnée requiert le cas échéant l'autorisation préalable des autorités compétentes.

Souscription - Libération

Les parts sociales ont été souscrites de la manière suivante:

- Madame Carla TEIXEIRA DE SOUSA, préqualifiée . . . . . 20 parts
- Madame Gabriela TUDOR, préqualifiée . . . . . 20 parts
- J.T.R. s.à r.l., préqualifié . . . . . 60 parts
- Total: . . . . . 100 parts

Toutes les parts sociales ont été entièrement souscrites et libérées en espèces, de sorte que la somme de douze mille cinq cents euros (12.500,00 €) se trouve dès à présent à la libre disposition de la société ainsi qu'il en a été justifié au notaire instrumentaire, qui le constate expressément.

Déclaration

Les associés déclarent, en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être les bénéficiaires réels de la société faisant l'objet des présentes et certifient que les fonds/biens/droits servent à la libération du capital social ne proviennent pas respectivement que la société ne se livre(ra) pas à des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi 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).

Frais

Les frais de toute nature incombant à la société en raison de sa constitution sont estimés à 800,00 €

Assemblée générale extraordinaire

Et à l'instant, les associés représentant l'intégralité du capital social se sont réunis en assemblée générale extraordinaire à laquelle ils se considèrent comme dûment convoqués.

Les résolutions suivantes sont prises à l'unanimité des voix:

- Est nommée gérante technique pour une durée indéterminée, Madame Carla TEIXEIRA DE SOUSA, préqualifiée.
- Est nommée gérante administrative, Madame Gabriela TUDOR, préqualifiée.
- Est nommé gérant administratif, J.T.R. s.à r.l., préqualifié
- La société sera valablement engagée par la signature du gérant technique conjointement avec la signature des gérants administratifs.
- L'adresse du siège de la société est fixée à L-9268 Diekirch, 1, rue du Pont.

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par noms, prénoms usuels, états et demeures, ils ont signé avec le notaire le présent acte.

Signé: Antonio José DA SILVA ANTUNES, Pierre PROBST.

Enregistré à Diekirch Actes Civils, le 4 février 2015. Relation: DAC/2015/2029. Reçu soixante-quinze euros 75,00.-€.

Le Receveur (signé): Tholl.

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

Ettelbruck, le 18 février 2015.

Référence de publication: 2015030735/113.

(150034121) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

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

Siège social: L-8399 Windhof, 7, rue des trois cantons.

R.C.S. Luxembourg B 194.616.

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STATUTES

In the year two thousand and fifteen, on the fifth day of February.

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

Appeared the following:

SHANGO, a joint stock company (société anonyme), incorporated and existing under Belgian law, having its registered office at 480 avenue Louise B-1050 Ixelles, Belgium and registered with the Belgian Banque Carrefour des Entreprises under number 0536.872.531,

here represented by Mrs Rachida El Farhane, notary clerk, professionally residing in Luxembourg (Grand Duchy of Luxembourg), by virtue of a proxy given under private seal, which, after having been initialled and signed "ne varietur" by the proxy holder and the undersigned notary, will be annexed to the present deed for the purpose of registration.

Such party, represented as above stated, has requested the notary to draw up the following articles of incorporation of a private limited liability company ("société à responsabilité limitée") which it declares to establish as follows:

Art. 1. There is formed a private limited liability company (société à responsabilité limitée) which will be governed by the laws pertaining to such an entity (hereafter the "Company"), and in particular the law dated 10 th August, 1915, on commercial companies, as amended (hereafter the "Law"), as well as by the articles of association (hereafter the "Articles"), which specify in the articles 7, 10, 11 and 14 the exceptional rules applying to one member company.

Art. 2. The Company may carry out all transactions pertaining directly or indirectly to the acquiring of participating interests in any enterprises in whatever form and the administration, management, control and development of those participating interests.

In particular, the Company may use its funds for the establishment, management, development and disposal of a portfolio consisting of any securities and patents of whatever origin, and participate in the creation, development and control of any enterprise.

The Company may particularly use its funds for the setting-up, the management, the development and the disposal of a portfolio consisting of any securities, intellectual property rights of whatever origin and other property, rights and interest in property, including real properties in the Grand Duchy of Luxembourg and/ or elsewhere in the world, participate in the creation, the development and the control of any enterprise. It may also acquire by way of contribution, subscription, underwriting or by option to purchase and any other way whatever, any type of securities and intellectual property rights, have them developed and realise them by way of sale, transfer, exchange or otherwise.

The Company may also provide assistance in any form (including but not limited to the granting of advances, loans, money deposits and credits as well as the providing of pledges, guarantees, liens, mortgages and any other form of securities, in any kind of form) to the Company's subsidiaries. On a more occasional basis, the Company may provide the same kind of assistance to undertakings which are part of the same group of companies which the Company belongs to or to third parties, provided that doing so falls within the Company's best interest and does not trigger any license requirements.

In general, the Company may likewise carry out any financial, commercial, industrial, personal or real estate transactions, take any measure to safeguard its rights and make any transactions whatsoever which are directly or indirectly connected with its purpose or which promote its development.

The Company may borrow in any form including by way of public offer. It may issue by way of private placement, notes, bonds and debentures and any kind of debt, whether convertible or not, and/or equity securities. It may give guarantees and grant securities in favor of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other companies. The Company may further pledge, transfer, encumber or otherwise create security over all or some of its assets.

Art. 3. The Company is formed for an unlimited period of time.

Art. 4. The Company will have the name "Quinoa International S.à.r.l.".

Art. 5. The registered office is established in Koerich.

It may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders deliberating in the manner provided for amendments to the Articles.

The address of the registered office may be transferred within the municipality by simple decision of the manager or in case of plurality of managers, by a decision of the board of managers.

The Company may have offices and branches, both in Luxembourg and abroad.

Art. 6. The Company's corporate capital is fixed at twelve thousand and five hundred euro (12,500.-EUR) represented by twelve thousand and five hundred (12,500) shares with a par value of one euro (1.-EUR) each, all subscribed and fully paidup.

The Company may redeem its own shares.

However, if the redemption price is in excess of the nominal value of the shares to be redeemed, the redemption may only be decided to the extent that sufficient distributable reserves are available as regards the excess purchase price. The shareholders' decision to redeem its own shares shall be taken by an unanimous vote of the shareholders representing one hundred per cent (100 %) of the share capital, in an extraordinary general meeting and will entail a reduction of the share capital by cancellation of all the redeemed shares.

Art. 7. Without prejudice to the provisions of article 6, the capital may be changed at any time by a decision of the single shareholder or by decision of the shareholders' meeting, in accordance with article 14 of these Articles.

Art. 8. Each share entitles to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence.

Art. 9. Towards the Company, the Company's shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

Art. 10. In case of a single shareholder, the Company's shares held by the single shareholder are freely transferable.

In the case of plurality of shareholders, the shares held by each shareholder may be transferred by application of the requirements of article 189 of the Law.

Art. 11. The Company shall not be dissolved by reason of the death, suspension of civil rights, insolvency or bankruptcy of the single shareholder or of one of the shareholders.

Art. 12. The Company is managed by one or more managers. If several managers have been appointed, they will constitute a board of managers. The manager(s) need not to be shareholders. The manager(s) may be revoked ad nutum.

All powers not expressly reserved by Law or the present Articles to the general meeting of shareholders fall within the competence of the manager, or in case of plurality of managers, of the board of managers.

The general meeting of shareholders may decide to appoint managers of two different classes being A managers and B managers. Any such classification of managers shall be duly recorded in the minutes of the relevant meeting and the managers be identified with respect to the class they belong.

Towards third parties, the Company shall be bound as follows:

- for day-to-day matters, not exceeding three hundred thousand Euros (EUR 300,000.-), by the sole signature of any class A or class B Manager;

- for all other matters, by the joint signature of one class A Manager and one class B Manager.

The manager, or in case of plurality of managers, the board of managers may subdelegate his powers for specific tasks to one or several ad hoc agents.

The manager, or in case of plurality of managers, the board of managers will determine this agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

In case of plurality of managers, the resolutions of the board of managers shall be adopted by the majority of the managers present or represented.

In case of plurality of managers, any manager may participate in any meeting of the Board of Managers by conference call or by other similar means of communication allowing all the persons taking part in the meeting to hear one another. Any participation to a conference call initiated and chaired by a Luxembourg resident manager is equivalent to a participation in person at such meeting and the meeting held in such form is deemed to be held in the registered office of the Company.

The Board of Managers can validly debate and take decisions only if the majority of its members are present or represented.

Circular resolutions signed by all the managers shall be valid and binding in the same manner as if passed at a duly convened and held meeting of the Board of Managers. 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. A meeting of the Board of Managers held by way of circular resolution will be deemed to be held in the registered office of the Company.

Art. 13. The manager or the managers (as the case may be) assume, by reason of his/their position, no personal liability in relation to any commitment validly made by him/them in the name of the Company.

Art. 14. The single shareholder assumes all powers conferred to the general shareholder meeting.

In case of a plurality of shareholders, each shareholder may take part in collective decisions irrespectively of the number of shares which he owns. Each shareholder has voting rights commensurate with his shareholding. Collective decisions are only validly taken insofar as they are adopted by shareholders owning more than half of the share capital.

However, resolutions to alter the Articles of the Company may only be adopted by the majority of the shareholders owning at least three quarter of the Company's share capital, subject to the provisions of the Law.

Resolutions of shareholders can, instead of being passed at a general meeting of shareholders, be passed in writing by all the shareholders. In this case, each shareholder shall be sent an explicit draft of the resolution(s) to be passed, and shall vote in writing.

Art. 15. The Company's year starts on the 1 st of January and ends on the 31 st of December of each year.

Art. 16. Each year, with reference to the end of the Company's year, the Company's accounts are established and the manager, or in case of plurality of managers, the board of managers prepare an inventory including an indication of the value of the Company's assets and liabilities.

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

Art. 17. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortisation and expenses represent the net profit. An amount equal to five per cent (5%) of the net profits of the Company is allocated to a statutory reserve, until this reserve amounts to ten per cent (10%) of the Company's nominal share capital.

The balance of the net profits may be distributed to the shareholder(s) commensurate to his/their share holding in the Company.

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

1. Interim accounts are established by the manager or the board of managers,

2. These accounts show a profit including profits carried forward or transferred to an extraordinary reserve,

3. The decision to pay interim dividends is taken by the sole member or, as the case may be, by an extraordinary general meeting of the members.

4. The payment is made once the Company has obtained the assurance that the rights of the creditors of the Company are not threatened.

Art. 18. At the time of winding up the Company the liquidation will be carried out by one or several liquidators, shareholders or not, appointed by the shareholders who shall determine their powers and remuneration.

Art. 19. Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

Subscription and Payment

The Articles having thus been drawn up by the appearing party, this party has subscribed to and has fully paid in cash the entirety of the twelve thousand five hundred (12,500) shares with a par value of one euro (EUR 1.-) each. Proof of such payment has been given to the undersigned notary who states that the conditions set forth in article 183 of the Law have been fulfilled and expressly bears witness to their fulfilment.

Expenses

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of this deed are estimated at approximately at one thousand fifty euro (EUR 1.050.-).

Transitory Provision

The first financial year will begin on the present date and will end on 31 December 2015.

Extraordinary general meeting

The above mentioned shareholder, representing the entire subscribed capital, immediately passed the following resolutions:

1. Resolved to set at three (3) the number of Managers and further resolved to appoint the following as Managers for an unlimited period:

Class A Managers:

Ms. Céline DOYEN, employee, born on June 24, 1972 in Huy Belgium, with professional address at 7, rue des trois cantons L-8399 Windhof, Grand-Duchy of Luxembourg.

Ms. Aurélie PARAGE, employee, born on February 14, 1983 in Saint-Mard Belgium, with professional address at 7, rue des trois cantons L-8399 Windhof, Grand-Duchy of Luxembourg.

Class B Manager:

Mr Marc CHAMBON, companies director, born on March 2, 1964 in Thionville, France, with private address at 7, rue des Panloups F-78100 Saint-Germain en Laye, France;

Towards third parties, the Company shall be bound as follows:

- for day-to-day matters, not exceeding three hundred thousand Euros (EUR 300,000), by the sole signature of any class A or class B Manager;

- for all other matters, by the joint signature of one class A Manager and one class B Manager.

2. Resolved that the registered office shall be at L-89399 Windhof, 7, rue des trois cantons.

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

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

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

Suit la version française du texte qui précède:

L'an deux mille quinze, le cinq février.

Par devant Maître Léonie GRETHEN, notaire de résidence à Luxembourg (Grand Duché de Luxembourg),

A comparu:

SHANGO, société anonyme de droit belge, ayant son siège social au 480 avenue Louise B-1050 Ixelles, inscrite auprès de la Banque Carrefour des Entreprises Belge sous le numéro 0536.872.531,

représentée par Madame Rachida El Farhane, clerc de notaire, ayant son adresse professionnelle à Luxembourg (Grand Duché de Luxembourg), en vertu d'une procuration, qui après avoir été paraphée et signée "ne varietur" par la mandataire et le notaire instrumentant, sera annexée au présent acte aux fins de formalisation.

Laquelle comparante, représentée comme décrit ci-dessus, a requis le notaire de documenter comme suit les statuts d'une société à responsabilité limitée qu'elle déclare constituer:

Art. 1 er . Il est formé une société à responsabilité limitée qui sera régie par les lois relatives à une telle entité (ci-après "La Société"), et en particulier la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après "La Loi"), ainsi que par les statuts de la Société (ci-après "les Statuts"), lesquels spécifient en leurs articles 7, 10, 11 et 14, les règles exceptionnelles s'appliquant à la société à responsabilité limitée unipersonnelle.

Art. 2. La Société peut réaliser toutes les opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

La Société pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et droits de propriété intellectuelle de toute origine, participer à la création, au développement et au contrôle de toute entreprise. Elle pourra également acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et droits de propriété intellectuelle, les faire mettre en valeur et les réaliser par voie de vente, de cession, d'échange ou autrement.

La Société peut accorder toute forme d'assistance (incluant mais non limité à l'octroi d'avances, prêts, dépôts d'argent et crédits ainsi que l'octroi de gages, garanties, privilèges, hypothèques et toute autre forme de sûretés, de toute sorte et forme) aux filiales de la Société. De manière plus occasionnelle, la Société peut accorder le même type d'assistance aux sociétés qui font partie du même groupe de sociétés que la Société ou à des tiers, sous condition que cela tombe dans l'intérêt social et sans engendrer une obligation d'une autorisation spécifique.

En général, la Société pourra également réaliser toute opération financière, commerciale, industrielle, mobilière ou immobilière, et prendre toutes les mesures pour sauvegarder ses droits et faire toutes opérations généralement quelconques, qui se rattachent à son objet ou qui le favorisent.

La Société peut emprunter sous quelque forme que ce soit, y inclus par voie d'offre publique. Elle peut procéder, par voie de placement privé, à l'émission d'obligations et d'autres titres représentatifs d'emprunts, convertibles ou non, et/ou de créances. Elle peut également consentir des garanties ou des sûretés au profit de tierces personnes afin de garantir ses obligations ou les obligations de ses filiales, sociétés affiliées ou de toute autre société. La Société peut en outre nantir, céder, grever de charges ou créer, de toute autre manière, des sûretés portant sur tout ou partie de ses avoirs.

Art. 3. La Société est constituée pour une durée illimitée.

Art. 4. La Société aura la dénomination: "Quinoa International S.à r.l."

Art. 5. Le siège social est établi à Koerich.

Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une délibération de l'assemblée générale extraordinaire des associés délibérant comme en matière de modification des statuts.

L'adresse du siège social peut-être déplacée à l'intérieur de la commune par simple décision du gérant, ou en cas de pluralité de gérants, du conseil de gérance.

La Société peut avoir des bureaux et des succursales tant au Luxembourg qu'à l'étranger.

Art. 6. Le capital social est fixé à douze mille cinq cents euro (12.500,-EUR) représenté par douze mille cinq cents (12.500) parts sociales d'une valeur nominale de un euro (1,-EUR) chacune, toutes souscrites et entièrement libérées.

La société peut racheter ses propres parts sociales.

Toutefois, si le prix de rachat est supérieur à la valeur nominale des parts sociales à racheter, le rachat ne peut être décidé que dans la mesure où des réserves distribuables sont disponibles en ce qui concerne le surplus du prix d'achat. La décision des associés de racheter les parts sociales sera prise par un vote unanime des associés représentant cent pour cent du capital social, réunis en assemblée générale extraordinaire et impliquera une réduction du capital social par annulation des parts sociales rachetées.

Art. 7. Sans préjudice des prescriptions de l'article 6, le capital peut être modifié à tout moment par une décision de l'associé unique ou par une décision de l'assemblée générale des associés, en conformité avec l'article 14 des présents Statuts.

Art. 8. Chaque part sociale donne droit à une fraction des actifs et bénéfices de la Société, en proportion directe avec le nombre des parts sociales existantes.

Art. 9. Envers la Société, les parts sociales sont indivisibles, de sorte qu'un seul propriétaire par part sociale est admis. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société.

Art. 10. Dans l'hypothèse où il n'y a qu'un seul associé les parts sociales détenues par celui-ci sont librement transmissibles.

Dans l'hypothèse où il y a plusieurs associés, les parts sociales détenues par chacun d'entre eux ne sont transmissibles que moyennant l'application de ce qui est prescrit par l'article 189 de la Loi.

Art. 11. La Société ne sera pas dissoute par suite du décès, de la suspension des droits civils, de l'insolvabilité ou de la faillite de l'associé unique ou d'un des associés.

Art. 12. La Société est gérée par un ou plusieurs gérants. Si plusieurs gérants sont nommés, ils constitueront un conseil de gérance. Le(s) gérants ne sont pas obligatoirement associés. Le(s) gérant(s) sont révocables ad nutum.

Tous les pouvoirs non expressément réservés à l'assemblée générale des associés par la Loi ou les présents Statuts seront de la compétence du gérant et en cas de pluralité de gérants, du conseil de gérance.

L'assemblée générale des associés pourra décider de nommer des gérants de deux catégories différentes, les gérants de catégorie A et les gérants de catégorie B. Une telle classification de gérants devra être dûment enregistrée avec le procès-verbal de l'assemblée concernée et les gérants devront être identifiés en ce qui concerne la catégorie à laquelle ils appartiennent.

Envers les tiers, la Société est valablement engagée comme suit:

- pour la gestion journalière, sans excéder trois cent mille euros (EUR 300.000,-), par la signature individuelle d'un des gérants de catégorie A ou de catégorie B;

- pour tout le reste, par la signature conjointe d'un gérant de catégorie A et d'un gérant de catégorie B.

Le gérant, ou en cas de pluralité de gérants, le conseil de gérance, peut subdéléguer une partie de ses pouvoirs pour des tâches spécifiques à un ou plusieurs agents ad hoc.

Le gérant, ou en cas de pluralité de gérants, le conseil de gérance, déterminera les responsabilités et la rémunération (s'il en est) de ces agents, la durée de leurs mandats ainsi que toutes autres conditions de leur mandat.

En cas de pluralité de gérants, les résolutions du conseil de gérance seront adoptées à la majorité des gérants présents ou représentés.

En cas de pluralité de gérants, les gérants peuvent participer à toutes réunions du Conseil de Gérance par conférence téléphonique ou par tout autre moyen similaire de communication ayant pour effet que toutes les personnes participant à la réunion puissent s'entendre mutuellement. Toute participation à une réunion tenue par conférence téléphonique initiée et présidée par un gérant demeurant au Luxembourg sera équivalente à une participation en personne à une telle réunion qui sera ainsi réputée avoir été tenue au siège social de la Société.

Le Conseil de Gérance ne peut valablement délibérer et statuer que si tous ses membres sont présents ou représentés.

Les résolutions circulaires signées par tous les gérants sont valables et produisent les mêmes effets que les résolutions prises à une réunion du Conseil de Gérance dûment convoquée et tenue. De telles signatures peuvent apparaître sur des documents séparés ou sur des copies multiples d'une résolution identique qui peuvent être produites par lettres, téléfax ou télex. Une réunion tenue par résolutions prises de manière circulaire sera réputée avoir été tenue à au siège social de la Société.

Art. 13. Le ou les gérants ne contractent à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Art. 14. L'associé unique exerce tous pouvoirs conférés à l'assemblée générale des associés.

En cas de pluralité d'associés, chaque associé peut prendre part aux décisions collectives, quelque soit le nombre de part qu'il détient. Chaque associé possède des droits de vote en rapport avec le nombre des parts détenues par lui. Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des associés détenant plus de la moitié du capital.

Toutefois, les résolutions modifiant les Statuts de la Société ne peuvent être adoptés que par une majorité d'associés détenant au moins les trois quarts du capital social, conformément aux prescriptions de la Loi.

Les résolutions des associés pourront, au lieu d'être prises lors d'une assemblée générale des associés, être prises par écrit par tous les associés. Dans cette hypothèse, un projet explicite de(s) résolution(s) à prendre devra être envoyé à chaque associé, et chaque associé votera par écrit.

Art. 15. L'année sociale commence le 1 er janvier et se termine le 31 décembre de chaque année.

Art. 16. Chaque année, à la fin de l'année sociale, les comptes de la Société sont établis et le gérant, ou en cas de pluralité de gérants, le conseil de gérance, prépare un inventaire comprenant l'indication de la valeur des actifs et passifs de la Société.

Tout associé peut prendre connaissance desdits inventaires et bilan au siège social.

Art. 17. Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent pour la constitution d'un fonds de réserve jusqu'à celui-ci atteigne dix pour cent du capital social.

Le solde des bénéfices nets peut être distribué aux associés en proportion avec leur participation dans le capital de la Société.

Des acomptes sur dividendes peuvent être distribués à tout moment, sous réserve du respect des conditions suivantes:

1. Des comptes intérimaires doivent être établis par le gérant ou par le conseil de gérance,

2. Ces comptes intérimaires, les bénéfices reportés ou affectés à une réserve extraordinaire y inclus, font apparaître un bénéfice,

3. L'associé unique ou l'assemblée générale extraordinaire des associés est seul(e) compétent(e) pour décider de la distribution d'acomptes sur dividendes.

4. Le paiement n'est effectué par la Société qu'après avoir obtenu l'assurance que les droits des créanciers ne sont pas menacés.

Art. 18. Au moment de la dissolution de la Société, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui détermineront leurs pouvoirs et rémunérations.

Art. 19. Pour tout ce qui ne fait pas l'objet d'une prévision spécifique par les présents Statuts, il est fait référence à la Loi.

Souscription et paiement

La partie comparante ayant ainsi arrêté les Statuts de la Société, elle a souscrit et intégralement libérée en espèces les douze mille cinq cents (12.500) parts sociales ayant une valeur nominale d'un euro (EUR 1,-) chacune. La preuve de ce versement a été apportée au notaire soussigné qui constate que les conditions prévues à l'article 183 de la Loi ont été respectées et que la preuve de tous ces paiements lui a été rapportée.

Frais

Les dépenses, frais, rémunérations et charges de toutes espèces qui incombent à la Société en raison de sa constitution sont estimés à environ mille cinquante euros (EUR 1.050,-).

Disposition transitoire

La première année sociale commencera ce jour et finira le 31 décembre 2015.

Assemblée générale extraordinaire

L'associé précité, représentant tout le capital souscrit, a tout de suite adopté les résolutions suivantes:

2) Fixation du nombre de Gérants à trois (3), et nomination des Gérants suivants pour une période illimitée:

Gérants de catégorie A:

Madame Céline DOYEN, salariée, née le 24 juin 1972 à Huy, Belgique, demeurant professionnellement au 7, rue des trois cantons L-8399 Windhof, Grand-Duché de Luxembourg.

Madame Aurélie PARAGE, salariée, née le 14 février 1983 à Saint-Mard, Belgique, demeurant professionnellement au 7, rue des trois cantons L-8399 Windhof, Grand-Duché de Luxembourg.

Gérant de catégorie B:

Monsieur Marc CHAMBON, administrateur de sociétés, né le 2 mars 1964 à Thionville, France, demeurant au 7, rue des Panloups F-78100 Saint-Germain en Laye, France.

Envers les tiers, la Société est valablement engagée comme suit:

- pour la gestion journalière, sans excéder trois cent mille euros (EUR 300.000,-), par la signature individuelle d'un des gérants de catégorie A ou de catégorie B;

- pour tout le reste, par la signature conjointe d'un gérant de catégorie A et d'un gérant de catégorie B.

3) Fixation du siège social de la Société à L-8399 Windhof, 7, rue des trois cantons.

Le notaire soussigné qui parle et comprend la langue anglaise, déclare par la présente qu'à la demande du mandataire du comparant le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande du même mandataire du comparant, en cas de divergences entre le texte anglais et le texte français, la version française primera.

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

Lecture du présent acte faite et interprétation donnée à la mandataire du comparant connue du notaire instrumentant par ses nom, prénom usuel, état et demeure, elle a signé avec Nous, notaire, le présent acte.

Signé: El Farhane, GRETHEN.

Enregistré à Luxembourg Actes Civils 1, le 10 février 2015. Relation: 1LAC/2015/4210. 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 18 février 2015.

Référence de publication: 2015030716/338.

(150033363) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

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

Siège social: L-5751 Frisange, 65, Robert Schuman-Strooss.

R.C.S. Luxembourg B 145.128.

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L'an deux mille quatorze.

Le dix-huit décembre.

Pardevant Maître Francis KESSELER, notaire de résidence à Esch/Alzette.

A comparu:

Monsieur Franck KULICHENSKI, commerçant, né à Savigny-Sur-Orge (France), le 29 janvier 1963, demeurant à F-57050 Longeville Les Metz, 14, rue de la Jeunesse.

Lequel comparant déclare être le seul associé de la société à responsabilité limitée PROCARLUX S. à r.l., avec siège social à L-8287 Kehlen, Zone Industrielle inscrite au Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 145.128,

constituée aux termes d'un acte reçu par le notaire instrumentant, en date du 16 février 2009, publié au Mémorial C numéro 678 du 28 mars 2009,

modifiés aux termes d'un acte reçu par le notaire instrumentant en date du 18 novembre 2009, publié au Mémorial C, numéro 60 du 09 janvier 2010

dont le capital social est de DOUZE MILLE QUATRE CENTS EUROS (€ 12.400,-), représenté par CENT (100) PARTS SOCIALES d'une valeur nominale de CENT VINGT-QUATRE EUROS (€ 124,-) chacune Lequel comparant prie le notaire instrumentant de documenter ce qui suit:

Le siège social est transféré de son adresse actuelle L-8287 Kehlen, Zone Industrielle à L-5751 Frisange, 65, Robert Schuman-Strooss de sorte que l'article trois (3) des statuts a dorénavant la teneur suivante:

Art. 3. "Le siège social de la société est établi à Frisange."

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

Et après lecture faite et interprétation donné au comparant, il a signé avec Nous notaire le présent acte.

Signé: KULICHENSKI, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 22 décembre 2014. Relation: EAC/2014/17933. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2015030709/33.

(150033006) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Pendragon S.A., Société Anonyme.

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

R.C.S. Luxembourg B 102.799.

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Extrait du procès-verbal de la réunion du conseil d'administration tenue à Strassen le 18 février 2015 à 18 heures

Résolution unique

Le Conseil d'Administration décide de nommer la Société Centre Général d'Expertises Comptables (en abrégée C.G.E.) Sàrl, ayant son siège social au 65, Rue des Romains, L-8041 Strassen, inscrite au Registre de Commerce et des Sociétés Luxembourg sous le numéro B 164 487 comme Dépositaire de la société.

Cette résolution est adoptée à l'unanimité.

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

PENDRAGON S.A.

Référence de publication: 2015030694/15.

(150033615) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Peters Maschinenbau A.G., Société Anonyme.

Siège social: L-9990 Weiswampach, 32, Duarrefstrooss.

R.C.S. Luxembourg B 93.804.

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Auszug aus dem Protokoll der Versammlung des Verwaltungsrates der Firma Peters Maschinenbau A.G. Abgehalten am 10. Januar 2015 um 20.00 Uhr

Nach Beratschlagung beschließen die Verwaltungsratsmitglieder einstimmig gemäß dem Gesetz vom 28. Juli 2014 als Depositär der namenlosen Aktien die Firma FIDUPAR S.A., eingeschrieben im Handelsregister Luxemburg unter der Nummer B74296, mit Sitz in L-1746 Luxembourg, 1, rue Joseph Hackin zu ernennen.

Die Aktionäre müssen innerhalb achtzehn Monate ab Inkraftsetzung des Gesetzes, ihre Anteile bei der beauftragten Person in Depot bringen.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Für den Verwaltungsrat
Olivier PETERS

Référence de publication: 2015030696/17.

(150033927) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Luxbond, Société d'Investissement à Capital Variable.

Siège social: L-1930 Luxembourg, 1, place de Metz.

R.C.S. Luxembourg B 30.521.

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Mesdames, Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui sera tenue dans les locaux de la Banque et Caisse d'Epargne de l'Etat, Luxembourg à Luxembourg, 1, rue Sainte Zithe, le jeudi *9 avril 2015* à 11.00 heures et qui aura l'ordre du jour suivant:

Ordre du jour:

1. Recevoir le rapport du Conseil d'Administration et le rapport du Réviseur d'Entreprises pour l'exercice clos au 31 décembre 2014.
2. Recevoir et adopter les comptes annuels arrêtés au 31 décembre 2014; affectation des résultats.
3. Donner quitus aux Administrateurs.
4. Nominations statutaires.
5. Nomination du Réviseur d'Entreprises.
6. Divers.

Les actionnaires inscrits au registre des actionnaires nominatifs respectivement au registre des parts au porteur à la date de l'Assemblée sont autorisés à voter ou à donner procuration en vue du vote. S'ils désirent être présents à l'Assemblée Générale, ils doivent en informer la Société au moins cinq jours francs avant.

Les résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requièrent aucun quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2015042117/755/24.

Pieralisi International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 49.653.

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RECTIFICATIF

Le présent extrait remplace la première version déposée le 17 février 2015 (L150031194) au Registre de Commerce.

Extrait

Il résulte des résolutions prises par l'Assemblée Générale Ordinaire des actionnaires tenue en date du 31 décembre 2014 que:

- Les démissions de M. Tom FABER, M. Frédéric MULLER et M. Laurent MULLER de leurs fonctions d'Administrateur de la société ont été acceptées au 31 décembre 2014;

- M. Eric BERNARD, né le 15 mai 1965 à Luxembourg, demeurant professionnellement au 121, avenue de la Faïencerie, L-1511 Luxembourg;

- M. Robert FABER, né le 15 mai 1964 à Luxembourg, demeurant professionnellement au 121, avenue de la Faïencerie, L-1511 Luxembourg;

- M. Michael PROBST, né le 29 juin 1960 à Trèves (Allemagne), demeurant professionnellement au 121, avenue de la Faïencerie, L-1511 Luxembourg,

ont été nommés aux fonctions d'Administrateur de la société, chacun pour un mandat d'un an qui prendra fin à l'issue de l'Assemblée Générale des actionnaires qui se tiendra en 2015;

- M. Gennaro PIERALISI, Ingénieur, né le 14 février 1938 à Monsano (Italie) demeurant professionnellement au Viale Cavallotti, 30, I-60035 Jesi (AN), Président du Conseil d'Administration,

- M. Giuseppe MONDAVI, Ingénieur, né le 26 mars 1962 à Montecarotto (AN) (Italie) demeurant professionnellement au Viale Cavallotti, 30, I-60035 Jesi (AN),

ont été confirmés aux fonctions d'administrateurs de la Société pour un mandat d'une durée d'un an.

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

Luxembourg, le 31 décembre 2014.
Pour la Société
Un mandataire

Référence de publication: 2015030699/31.

(150033657) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Pizza Pazza S.à r.l., Société à responsabilité limitée.

Siège social: L-4112 Esch-sur-Alzette, 2, place de l'Europe.

R.C.S. Luxembourg B 176.887.

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

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

Pour la société
Pizza Pazza Sàrl
Signature

Référence de publication: 2015030700/12.

(150034097) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Plus Equity Gate S.A., Société Anonyme.

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

R.C.S. Luxembourg B 102.273.

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EXTRAIT

Il résulte de l'assemblée générale extraordinaire du 9 février 2015 que:

- la démission de Monsieur Patrick MOINET, avec effet au 13 février 2015, de sa fonction d'administrateur de catégorie A de la Société, a été acceptée.

- Monsieur Jérôme TIBESAR, né le 21 mars 1979 à Messancy, Belgique, demeurant professionnellement au 16, avenue Pasteur, L-2310 Luxembourg, a été nommée administrateur de catégorie A de la Société avec effet au 13 février 2015, et ce jusqu'à l'assemblée générale annuelle statuant sur les comptes clos au 31 décembre 2016.

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

Pour extrait conforme
Luxembourg, le 19 février 2015.

Référence de publication: 2015030701/17.

(150034067) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

PLUSVALIA Asset Management S.A., Société Anonyme.

Siège social: L-6868 Wecker, 23, Am Scheerleck.

R.C.S. Luxembourg B 158.969.

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

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

LUDWIG & MALDENER S.A.R.L.
EXPERTS COMPTABLES - FIDUCIAIRE
31, OP DER HECKMILL - L-6783 GREVENMACHER
Signature

Référence de publication: 2015030702/13.

(150033779) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

PN LUX Soparfi, Société Anonyme Soparfi.

Siège social: L-9976 Sassel, 8, Maison.

R.C.S. Luxembourg B 97.021.

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

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

Signature.

Référence de publication: 2015030707/10.

(150033944) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Pro Performance SICAV-FIS, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1930 Luxembourg, 1, place de Metz.

R.C.S. Luxembourg B 132.365.

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L'an deux mille quinze, le six février

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

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société "PRO PERFORMANCE SICAV-FIS", Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé, avec siège social à L-1930 Luxembourg, 1, place de Metz, inscrite au R.C.S.L. sous le numéro B 132.365, constituée suivant acte reçu par le notaire Gérard LECUIT en date du 18 septembre 2007, publié au Mémorial C, numéro 2470 du 31 octobre 2007.

Les statuts ont été modifiés pour la dernière fois par acte du notaire Jean-Joseph WAGNER en date du 7 janvier 2008, publié au Mémorial C numéro 328 du 8 février 2008.

L'assemblée est présidée par Mme Lucie LORDONG, Employée de Banque à la Banque et Caisse d'Epargne de l'Etat, Luxembourg, et demeurant professionnellement à Luxembourg,

qui désigne comme secrétaire Mr Guy GOERGEN, Employé de Banque à la Banque et Caisse d'Epargne de l'Etat, Luxembourg, et demeurant professionnellement à Luxembourg.

L'assemblée désigne comme scrutateur M. Jeff SCHMIT, Employé de Banque à la Banque et Caisse d'Epargne de l'Etat, Luxembourg, et demeurant professionnellement à Luxembourg.

Le bureau ayant été ainsi constitué, le Président déclare et prie le notaire instrumentant d'acter ce qui suit:

I.- Toutes les actions étant nominatives, la présente assemblée générale extraordinaire a été dûment convoquée par des lettres recommandées en date du 2015.

II.- Que l'ordre du jour de la présente Assemblée est conçu comme suit:

(1) Modification de l'article 4 des statuts relatif à l'objet social, en vue de lui donner la teneur suivante:

«La Société a pour objet exclusif de placer les fonds dont elle dispose en valeurs mobilières variées et autres avoirs autorisés par la loi du 13 février 2007 relative aux fonds d'investissement spécialisés ("Loi du 13 février 2007") dans le but de répartir les risques d'investissement et de faire bénéficier ses actionnaires des résultats de la gestion de son portefeuille.

La Société est réservée aux catégories d'investisseurs institutionnels, professionnels et autres investisseurs avertis tels que définis dans la Loi du 13 février 2007.

D'une façon générale, la Société peut prendre toutes mesures et faire toutes opérations qu'elle jugera utiles à l'accomplissement ou au développement de son objet dans le sens le plus large de la Loi du 13 février 2007, de la Loi du 12 juillet 2013 et de toute autre loi ou réglementation en application de laquelle la Société est autorisée à exercer ses activités.»

(2) Modification des articles 1, 5, 11, 15, 24, 32, 34 des statuts.

(3) Divers.

III.- Les actionnaires présents ou représentés, les procurations des actionnaires représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence; cette liste de présence signée par les actionnaires, les mandataires des actionnaires représentés, le bureau et le notaire instrumentant, restera annexée au présent acte.

Les procurations des actionnaires représentés y resteront annexées de même.

IV.- Que sur les 330.856 actions en circulation, 291.456 (soit 88,09% du capital) actions sont présentes ou valablement représentées à la présente assemblée.

V. Qu'en conséquence la présente assemblée est régulièrement constituée et peut valablement délibérer sur les points portés à l'ordre du jour.

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

Première résolution

L'Assemblée Générale décide de modifier l'Article 4 des statuts pour lui donner la teneur suivante:

«La Société a pour objet exclusif de placer les fonds dont elle dispose en valeurs mobilières variées et autres avoirs autorisés par la loi du 13 février 2007 relative aux fonds d'investissement spécialisés ("Loi du 13 février 2007") dans le but de répartir les risques d'investissement et de faire bénéficier ses actionnaires des résultats de la gestion de son portefeuille.

La Société est réservée aux catégories d'investisseurs institutionnels, professionnels et autres investisseurs avertis tels que définis dans la Loi du 13 février 2007.

D'une façon générale, la Société peut prendre toutes mesures et faire toutes opérations qu'elle jugera utiles à l'accomplissement ou au développement de son objet dans le sens le plus large de la Loi du 13 février 2007, de la Loi du 12 juillet 2013 et de toute autre loi ou réglementation en application de laquelle la Société est autorisée à exercer ses activités.»

Deuxième résolution

L'Assemblée Générale décide de modifier l'Article 1 des statuts pour lui donner la teneur suivante:

«Il existe entre les comparants et tous ceux qui deviendront actionnaires par la suite une société anonyme fonctionnant sous la forme d'une société d'investissement à capital variable- fonds d'investissement spécialisé (SICAV-FIS) sous la dénomination de «PRO PERFORMANCE SICAV-FIS» (ci-dessous la "Société" ou le "Fonds"). La SICAV-FIS se qualifie comme fonds d'investissement alternatif ("FIA") au sens de la loi du 12 juillet 2013 relative aux gestionnaires de fonds d'investissement alternatifs ("Loi du 12 juillet 2013").»

Troisième résolution

L'Assemblée Générale décide de modifier l'Article 5 des statuts pour lui donner la teneur suivante:

«Le capital social est représenté par des actions entièrement libérées sans valeur nominale et sera à tout moment égal à l'actif net total de la Société tel que défini à l'article 12 des présents statuts.

Conformément aux dispositions de l'article 16 des statuts, le Conseil d'Administration pourra à tout moment décider de l'ouverture de compartiments et de classes d'actions supplémentaires.

Pour déterminer le capital de la Société, les avoirs nets correspondant à chacun des compartiments seront, s'ils ne sont pas exprimés en EUR, convertis en EUR et le capital sera égal au total des avoirs nets de tous les compartiments. Le capital minimum s'élève à un million deux cent cinquante mille euros (EUR 1.250.000.-).

Le Conseil d'Administration établira une masse d'avoirs constituant un compartiment au sens de l'article 71 de la Loi du 13 février 2007, correspondant à une ou plusieurs classes d'actions, de la manière décrite à l'article 6 ci-dessous.»

Quatrième résolution

L'Assemblée Générale décide de modifier l'Article 11 des statuts pour lui donner la teneur suivante:

«Le Conseil d'Administration pourra restreindre ou mettre obstacle à la propriété d'actions de la Société par toute personne physique ou morale s'il estime que cette propriété peut être préjudiciable à la Société ou n'est pas conforme à la Loi du 13 février 2007 qui restreint la propriété à des investisseurs avertis.

La Société se qualifie de Véhicule d'Investissement Collectif ("Collective Investment Vehicle" ou "CIV"), tel que défini par l'accord intergouvernemental conclu entre le Grand-Duché de Luxembourg et les Etats-Unis d'Amérique le 28 mars 2014 sur la base du modèle I ("Lux IGA") dans le but d'améliorer la conformité aux dispositions fiscales et de transposer la loi américaine sur la conformité aux dispositions fiscales des comptes à l'étranger, communément appelée Foreign Account Tax Compliance Act ("FATCA").

Par conséquent, les actions de la Société ne peuvent être offertes, vendues, cédées ou livrées qu'à, ou au travers, d'intermédiaires ("Intermédiaires") qui se qualifient de:

- Propriétaires Bénéficiaires Exemptés (Exempt Beneficial Owners);

- Entités Etrangères Non-Financières Actives (Active NFFEs) décrites au sous-paragraphe B(4) de la section VI de l'Annexe I du Lux IGA;

- Personnes des Etats-Unis d'Amérique (U.S. Persons) qui ne se qualifient pas comme des Personnes Désignées des Etats-Unis d'Amérique (Specified U.S. Persons); ou

- Intitutions Financières qui ne sont pas des Institutions Financières Non-Participantes

tels que ces termes sont définis dans FATCA ou dans le Lux IGA.

Dans le cas où un Intermédiaire ne respecte plus l'une des qualifications ci-dessus selon les règles applicables aux CIV telles que définies par le Lux IGA, la Société mettra fin au contrat conclu avec ledit Intermédiaire dans les 90 jours suivant la prise de connaissance du changement de son statut FATCA et les actions émises à cet Intermédiaire seront obligatoirement rachetées conformément à la procédure de rachat forcé décrite au paragraphe suivant ou transférées à un autre Intermédiaire conforme à FATCA dans les six mois suivant la survenance du changement de son statut.

La procédure de rachat forcé sera effectuée de la manière suivante:

Dès la fermeture des bureaux au jour spécifié dans l'avis de rachat, l'actionnaire concerné par une telle mesure cessera d'être le propriétaire des actions spécifiées dans l'avis de rachat et son nom sera rayé du registre. Le prix auquel les actions spécifiées dans l'avis de rachat seront rachetées (le "prix de rachat") sera basé sur la première valeur nette d'inventaire postérieure à l'avis de rachat, cette valeur étant déterminée conformément à l'article 12 des présents statuts.

Le prix de rachat sera diminué des commissions de rachat fixées par les documents de vente.»

Cinquième résolution

L'Assemblée Générale décide de modifier l'Article 15 des statuts pour lui donner la teneur suivante:

«Le Conseil d'Administration désigne parmi ses membres un président et éventuellement un ou plusieurs vice-présidents. Le conseil peut de même nommer un secrétaire, administrateur ou non.

Le Conseil d'Administration se réunit sur l'invitation de son président ou, en cas d'empêchement, d'un vice-président, ou de deux administrateurs chaque fois que l'intérêt de la Société l'exige, à l'endroit désigné dans les avis de convocation. Le président est tenu de convoquer le conseil à la requête de deux administrateurs, à notifier par lettre recommandée.

Si aucune suite favorable n'est réservée à cette requête dans les huit (8) jours à compter de la date de la poste, le Conseil d'Administration se réunit sur l'invitation des administrateurs qui ont introduit la requête.

L'invitation, qui mentionne le jour, l'heure, l'endroit ainsi que l'ordre du jour, est adressée au moins cinq (5) jours ouvrables avant la réunion; en cas d'urgence, le délai de convocation peut être réduit à deux (2) jours.

Tout administrateur empêché peut donner, par écrit, télex, télécopie ou tout autre moyen de transmission électronique, à un autre administrateur délégation pour le représenter et voter en ses lieu et place.

Un administrateur peut représenter un ou plusieurs autres administrateurs.

Le président ou, en cas d'empêchement de celui-ci, le vice-président ou un administrateur désigné par le Conseil d'Administration dirige les travaux du conseil.

Le Conseil d'Administration ne peut délibérer et statuer valablement que si la moitié au moins de ses membres sont présents ou représentés.

Les décisions du Conseil d'Administration sont prises à la majorité simple des voix, compte non tenue des abstentions.

En cas de partage, la voix de celui qui préside la réunion est prépondérante.

Le Conseil d'Administration peut aussi délibérer valablement en prenant des résolutions par voie de circulaire signée par tous les membres. Les signatures peuvent être apposées sur un seul document ou sur des exemplaires multiples d'une résolution identique.

Le président ou celui qui préside a le pouvoir d'inviter aux réunions du Conseil d'Administration toute autre personne en tant que conseiller.»

Sixième résolution

L'Assemblée Générale décide de modifier l'Article 24 des statuts pour lui donner la teneur suivante:

«Les données comptables contenues dans le rapport annuel établi par la Société seront contrôlées par un réviseur d'entreprises agréé qui est nommé par l'Assemblée Générale et rémunéré par la Société et qui accomplira tous les devoirs prescrits par la Loi du 13 février 2007 et par la Loi du 12 juillet 2013.»

Septième résolution

L'Assemblée Générale décide de modifier l'avant-dernier alinéa de l'Article 32 des statuts pour lui donner la teneur suivante:

«L'apport des avoirs et engagements attribuables à un compartiment à un autre organisme de placement collectif de droit luxembourgeois créé selon les dispositions de la Loi du 13 février 2007 ou de la Loi du 17 décembre 2010 relative aux organismes de placement collectif, telle que modifiée, ou à un compartiment au sein d'un tel autre organisme de placement collectif pourra être décidé par l'Assemblée Générale des actionnaires du compartiment concerné. Une telle Assemblée Générale devra réunir les mêmes conditions de quorum et de vote requises par la loi luxembourgeoise pour la modification des présents statuts. Une telle décision devra être publiée de manière identique à celle décrite ci-dessus et, par ailleurs, la publication devra contenir les informations relatives à l'autre organisme de placement collectif. Une telle publication sera faite dans le mois avant la date à laquelle la contribution deviendra effective pour permettre aux actionnaires de demander le rachat de leurs actions sans frais. La contribution fera l'objet d'un rapport d'évaluation du réviseur d'entreprises de la Société, similaire à celui requis par la loi luxembourgeoise en ce qui concerne la fusion de sociétés commerciales.»

Huitième résolution

L'Assemblée Générale décide de modifier l'Article 34 des statuts pour lui donner la teneur suivante:

«Pour toutes les matières qui ne sont pas régies par les présents statuts, les parties se réfèrent aux dispositions de la loi modifiée du 10 août 1915 sur les sociétés commerciales ainsi qu'à la Loi du 13 février 2007 et à la Loi du 12 juillet 2013.»

L'Assemblée est levée après signature du présent procès-verbal par les membres du bureau et par le notaire.

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

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par leurs noms, prénoms, états et demeures.

Signé: L. Lordong, G. Goergen, J. Schmit et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 16 février 2015. Relation: 2LAC/2015/3413. Reçu soixante-quinze euros Eur 75.-

Le Receveur (signé): Paul MOLLING.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins d'inscription au Registre de Commerce.

Luxembourg, le 19 février 2015.

Référence de publication: 2015030708/169.

(150034032) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Promo Petrole S.A., Société Anonyme.

Siège social: L-8440 Steinfort, 69, rue de Luxembourg.

R.C.S. Luxembourg B 68.829.

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

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

Clervaux, le 17 février 2015.

Référence de publication: 2015030710/10.

(150033634) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

PSPFINLUX II, Société à responsabilité limitée.

Siège social: L-2330 Luxembourg, 124, boulevard de la Pétrusse.

R.C.S. Luxembourg B 181.580.

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Extrait du procès-verbal de l'Assemblée Générale de l'Associé unique tenue le 18 février 2015

Il a été décidé:

- de nommer Monsieur Dino Rambidis, né le 24 mai 1966 à Montréal (Canada), demeurant 8 rue Théorêt, Kirkland, Québec, H9J 4A4 (Canada) et Monsieur Jean-Paul Gennari, né le 25 janvier 1958 à Esch-sur-Alzette (Grand-Duché de Luxembourg), demeurant à L-3317 Bergem, 20 Um Breimentrausch (Grand-Duché de Luxembourg), en qualité de gérants de catégorie A, pour une durée indéterminée;

- d'accepter simultanément la démission de Monsieur Jean-Paul Gennari, prénommé, en qualité de gérant de catégorie B;

- d'accepter la démission des autres gérants de catégorie A de la société à savoir: Madame Marie Falardeau et Messieurs Stéphane Jalbert et Raymond Granger.

Le Conseil de Gérance est désormais composé comme suit:

- Messieurs Dino Rambidis et Jean-Paul Gennari, gérants de catégorie A;

- Madame Véronique Wauthier et Messieurs Marcel Krier, Marcel Stéphany et Pierre Hamel, gérants de catégorie B.

Extrait certifié conforme
Signatures
Mandataire

Référence de publication: 2015030712/23.

(150033895) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Queens Road Luxembourg Partnership SCSp, Société en Commandite spéciale.

Siège social: L-2311 Luxembourg, 55, avenue Pasteur.

R.C.S. Luxembourg B 183.287.

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DISSOLUTION

En date du 10 février 2015, l'associé commandité et l'associé commanditaire de la Société ont décidé de:

1. approuver la liquidation volontaire de la société Queens Road Luxembourg Partnership SCSp avec effet au 10 février 2015;

2. donner décharge à l'associé commandité de la Société pour son mandat jusqu'au 10 février 2015; et

3. confirmer que les livres comptables et documents sociaux de la Société seront conservés à l'adresse suivante: 55, avenue Pasteur, L-2311 et ce pour une durée minimale de cinq ans.

Au 10 février 2015, la Société est donc dissoute et liquidée.

Toutes les résolutions sont prises à l'unanimité des voix.

Robert Kimmels

Gérant de Queens Road (GP) Luxembourg, associé commandité de Queens Road Luxembourg Partnership SCSp

Référence de publication: 2015030715/18.

(150034155) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

RomSmar S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 109.788.

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Conformément à l'article premier de la loi du 28 juillet 2014, relative à l'immobilisation des actions et parts au porteur, et par décision du Conseil d'Administration en date du 12 janvier 2015, EXPERTA CORPORATE AND TRUST SERVICES S.A., Luxembourg, société anonyme, 42, rue de la Vallée, L-2661 Luxembourg, immatriculée au R.C.S. Luxembourg sous le numéro B-29597, a été nommée agent dépositaire des actions au porteur et détenteur du registre des actions au porteur de la Société avec effet immédiat et pour une durée illimitée.

Luxembourg, le 18 février 2015.

Pour: RomSmar S.A.

Experta Luxembourg

Société anonyme

Référence de publication: 2015030727/16.

(150033571) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

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

Siège social: L-1940 Luxembourg, 282, route de Longwy.

R.C.S. Luxembourg B 192.562.

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

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

Luxembourg, le 18 février 2015.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2015030756/14.

(150033355) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Scalimmo S.A., Société Anonyme.

Siège social: L-1212 Luxembourg, 3, rue des Bains.

R.C.S. Luxembourg B 121.542.

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Les comptes annuels de la société 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: 2015030768/10.

(150033622) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Sociolab Research, Société à responsabilité limitée.

Siège social: L-8041 Strassen, 30A, rue des Romains.

R.C.S. Luxembourg B 166.286.

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

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

Luxembourg, le 19 février 2015.

Référence de publication: 2015030786/10.

(150033891) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Société Civile Bosek, Société Civile.

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

R.C.S. Luxembourg E 5.495.

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Extrait de l'assemblée générale Extraordinaire des Associés tenue à Luxembourg en date du 13 février 2015

L'assemblée décide de nommer Eddy Wirtz, né le 19 juillet 1970 à Messancy, demeurant professionnellement au 10A, rue Henri M. Schnadt, L-2530 Luxembourg à la fonction de Gérant unique, en lieu et place du gérant actuel, Monsieur Bruno Abbate.

La nomination du nouveau gérant prendra effet au jour de son élection.

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

FIDUO

Référence de publication: 2015030754/14.

(150033545) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Shiv Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 183.115.

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Extrait du procès-verbal de la réunion du conseil d'administration tenue à Strassen le 18 février 2015 à 10h00

Résolution unique

Le Conseil d'Administration décide de nommer la Société Centre Général d'Expertises Comptables (en abrégée C.G.E.) Sàrl, ayant son siège social au 65, Rue des Romains, L-8041 Strassen, inscrite au Registre de Commerce et des Sociétés Luxembourg sous le numéro B 164 487 comme Dépositaire de la société.

Cette résolution est adoptée à l'unanimité.

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

SHIV INVESTMENTS S.A.

Référence de publication: 2015030779/15.

(150033374) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Sicily Investments S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 124.425.

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Lors de l'assemblée générale ordinaire tenue en date du 5 février 2015, les associés ont pris les décisions suivantes:

1. Nomination de José Correia, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg, au mandat de gérant de catégorie A, avec effet au 31 décembre 2014 et pour une durée indéterminée;

2. Nomination de Gilberto Mazzocchi, avec adresse professionnelle au 450-454, Herengracht, 1017CA Amsterdam, Pays-Bas, au mandat de gérant de catégorie B, avec effet au 30 janvier 2015 et pour une durée indéterminée;

3. Acceptation de la démission de Géraldine Schmit, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg de son mandat de gérant de catégorie A, avec effet au 31 décembre 2014;

4. Acceptation de la démission de Luca Faletti, avec adresse professionnelle au 450-454, Herengracht, 1017CA Amsterdam, Pays-Bas de son mandat de gérant de catégorie B, avec effet au 30 janvier 2015;

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 19 février 2015.

Référence de publication: 2015030780/19.

(150034060) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

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

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

R.C.S. Luxembourg B 145.176.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 18 février 2015.

Référence de publication: 2015030782/10.

(150033687) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Soa People Group SA, Société Anonyme.

Siège social: L-8070 Bertrange, 5, Zone d'Activité Bourmicht.

R.C.S. Luxembourg B 124.305.

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Extrait du procès-verbal de l'assemblée générale extraordinaire tenue le 4 mars 2010 à Luxembourg

L'ensemble du Conseil d'administration présent fait part à l'Assemblée de sa décision de désigner deux administrateurs-délégués, ayant pouvoir d'agir individuellement: Monsieur Khalil HODAIBI et Monsieur Vincent SIMIONI qui acceptent.

Il est également précisé que Monsieur Vincent SIMIONI réside désormais au 42a, Petit Jonckeu, B-4910 Polleur (Belgique).

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

Référence de publication: 2015030784/14.

(150034149) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Socoda S.A., Société Anonyme.

Siège social: L-8440 Steinfort, 69, rue de Luxembourg.

R.C.S. Luxembourg B 35.139.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Clervaux, le 17 février 2015.

Référence de publication: 2015030787/10.

(150033633) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Corundum Diversity Sicav, Société d'Investissement à Capital Variable,

(anc. Granite Investment SICAV).

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 166.082.

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IN THE YEAR TWO THOUSAND AND FIFTEEN, ON THE SIXTEENTH DAY OF MARCH.

Before Us Maître Cosita DELVAUX, notary, residing in Luxembourg, Grand-Duchy of Luxembourg, undersigned.

Is held

an extraordinary general meeting of the shareholders (hereafter referred to as the "Meeting") of "Granite Investment SICAV" (hereafter referred to as the "Company"), a société anonyme qualified as société d'investissement à capital variable, having its registered office at 33A, Avenue J.F. Kennedy, L - 1855 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B166082, incorporated pursuant to a deed received by Maître Paul DECKER, then notary residing in Luxembourg, Grand-Duchy of Luxembourg, on 19 November 2011, published in Mémorial C, Recueil des Sociétés et Associations number 556 of 2 March 2012. The articles of incorporation have never been amended since.

The Meeting is open at 6 p.m. by Mr Frédéric SUDRET, employee, residing professionally in Luxembourg, as chairman of the Meeting.

The chairman appoints as secretary and the Meeting elects as scrutineer Ms Amanda ANOUSAKI, employee, residing professionally in Luxembourg.

The board of the Meeting having thus been constituted, the chairman declares and requests the notary to state:

I.- That the agenda of the Meeting is the following:

Agenda

1. Full restatement of the articles of incorporation of the Company "(the "Articles of Incorporation"), without however changing neither its corporate object nor its corporate form, according to the draft of the fully restated by-laws attached to the convening notices, in order to change of denomination of the Company from "GRANITE INVESTMENT SICAV" into "CORUNDUM DIVERSITY SICAV", clarify that the accounts of the Company are expressed in USD; provide that the Company will only issue registered shares; provide that the Company may issue dematerialized shares in accordance with Luxembourg law; clarify the procedure in relation to the issue of shares; provide that the Company may implement the dilution levy mechanism to protect shareholders of the Company; clarify the rules governing the redemption and conversion of shares; add provisions in relation to the dilution levy; extend the power of the Board of Directors to restrict or prevent the ownership of shares by any US person and/or any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company or its shareholders, may result in a breach of any applicable law or regulation (whether Luxembourg or foreign) or may expose the Company or its shareholders to liabilities (including regulatory or tax liabilities and any other tax liabilities that might derive, inter alia, from any breach of FATCA requirements) or any other disadvantages that it or they would not have otherwise incurred or been exposed to; allow the Board of Directors to restrict the issue and/or transfer of share classes reserved to institutional investors until sufficient evidence is received that the investor duly qualifies as an institutional investor within the meaning of Article 174 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law"); clarify that, the Board of Directors or any duly appointed agent may further decide to compulsorily redeem shares the subscription of which would not be made in accordance with the Prospectus or whose wired subscriptions amounts would not be insufficient to cover the relevant subscription price; determine in which cases redemption requests and conversion requests can be deferred, and generally to harmonize the terminology and definitions used throughout the Articles and to ensure consistency with those contained in the Company's prospectus.

2. Miscellaneous

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

III. The present shareholders meeting has been convened by a registered letters sent to all the registered shareholders on 4 March 2015.

IV. It appears from the attendance list that, out of the one million four hundred eighty thousand two hundred fourteen point zero ninety-nine (1,480,214.099) outstanding shares, one million one hundred ninety two thousand eight hundred seventy (1,192,870) shares are present or represented at the Meeting. The Chairman declares that the present Meeting was regularly convened, that the quorum required by article 67-1 of the law of 10 August 1915 on commercial companies as amended is reached, and that the Meeting is therefore regularly constituted and can deliberate on all the items of the above named agenda.

After deliberation, the shareholder's meeting adopts unanimously the following sole resolution:

Sole resolution

The Meeting resolves to restate the articles of incorporation of the Company "(the "Articles of Incorporation") in full, without however changing neither the corporate object of the Company nor its corporate form, according to the draft of the fully restated by-laws attached to the convening notices, in order to:

(i) change of denomination of the Company from "GRANITE INVESTMENT SICAV" into "CORUNDUM DIVERSITY SICAV",

(ii) clarify that the accounts of the Company are expressed in USD;

(iii) provide that the Company will only issue registered shares;

(iv) provide that the Company may issue dematerialized shares in accordance with Luxembourg law;

(v) clarify the procedure in relation to the issue of shares; provide that the Company may implement the dilution levy mechanism to protect shareholders of the Company;

(vi) clarify the rules governing the redemption and conversion of shares; add provisions in relation to the dilution levy;

(vii) extend the power of the Board of Directors to restrict or prevent the ownership of shares by any US person and/or any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company or its shareholders, may result in a breach of any applicable law or regulation (whether Luxembourg or foreign)

or may expose the Company or its shareholders to liabilities (including regulatory or tax liabilities and any other tax liabilities that might derive, inter alia, from any breach of FATCA requirements) or any other disadvantages that it or they would not have otherwise incurred or been exposed to;

(viii) allow the Board of Directors to restrict the issue and/or transfer of share classes reserved to institutional investors until sufficient evidence is received that the investor duly qualifies as an institutional investor within the meaning of Article 174 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law");

(ix) clarify that, the Board of Directors or any duly appointed agent may further decide to compulsorily redeem shares the subscription of which would not be made in accordance with the Prospectus or whose wired subscriptions amounts would not be insufficient to cover the relevant subscription price;

(x) determine in which cases redemption requests and conversion requests can be deferred, and generally to harmonize the terminology and definitions used throughout the Articles and to ensure consistency with those contained in the Company's prospectus.

The fully restated Articles shall henceforth read as follows:

A. Name, registered office, term and object of the company

Art. 1. Form, Name. There exists among the subscribers and all those who become owners of shares hereafter issued, a public limited liability company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable" or "SICAV") bearing the name "CORUNDUM DIVERSITY SICAV" (the "Company").

Art. 2. Registered office. The Company's registered office is located in Luxembourg-City, Grand Duchy of Luxembourg.

The Company may establish branches, subsidiaries or other offices either in the Grand Duchy of Luxembourg or in foreign countries, except the United States of America, its territories or possessions, by resolution of the Company's board of directors (the "Board of Directors").

The Board of Directors is authorised to transfer the registered office of the Company within the municipality of Luxembourg-City. The Company's registered office may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders deliberating in the manner provided for any amendment to the Company's articles of incorporation (the "Articles of Incorporation").

If the Board of Directors determines that extraordinary political, economical, social or military events and developments have occurred or are imminent that would interfere with the ordinary course of business 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 and provisional measures shall have no effect on the nationality of the Company which, notwithstanding the temporary and provisional transfer of its registered office, will remain a Luxembourg corporation.

Art. 3. Term. The Company has been established for an unlimited period of time.

By resolution of the shareholders made in the legally prescribed form in accordance with Article 31 of these Articles of Incorporation, the Company may be liquidated at any time.

Art. 4. Corporate object. The exclusive purpose of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide the shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote this purpose and will do this in the broadest possible sense in accordance with Part I of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").

B. Share capital, shares, net asset value

Art. 5. Share capital. The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 10 of these Articles of Incorporation.

The accounts of the Company are expressed in USD.

The Board of Directors shall, at any time, establish one or several pool of assets, each constituting a compartment (a "sub-fund") within the meaning of article 181 of the 2010 Law.

The Board of Directors shall attribute specific investment objectives and policies and a specific denomination to each sub-fund.

The Company shall be considered as a single legal entity. However, the right of shareholders and creditors relating to a particular sub-fund or raised by the incorporation, the operation or the liquidation of a sub-fund are limited to the assets of such sub-fund. The assets of a sub-fund will be answerable exclusively for the rights of the shareholders relating to this sub-fund and for those of the creditors whose claim arose in relation to the incorporation, the operation or the liquidation of this sub-fund. As far as the relation between shareholders is concerned, each sub-fund will be deemed to be a separate entity.

The Board of Directors may issue share classes with specific characteristics within a sub-fund, for example with (i) a specific distribution policy, such as distributing or accumulating shares, or (ii) a specific commission structure in relation to issue and redemption, or (iii) a specific commission structure in relation to investment or advisory fees, or (iv) with various currencies of account, or (v) other specific characteristics as may be determined from time to time by the Board of Directors.

The minimum share capital of the Company must reach EUR 1,250,000.- (one million two hundred and fifty thousand Euros) within a period of six months following its approval by the Luxembourg supervisory authority, and thereafter may not be less than this amount.

Each share class may be sub-divided into one or several category(ies) as more fully described in the Company's sales documents.

In order to determine the share capital of the Company, the net assets allocated to each sub-fund will, in case they are not denominated in the accounting currency, be converted into such currency, and the share capital shall be the total of the net assets of all classes of all sub-funds.

The share capital of the Company may be increased or decreased as a result of the issue by the Company of new fully paid-in shares or the repurchase by the Company of existing shares from its shareholders.

The Board of Directors may permit internal pooling and/or joint management of assets from particular sub-funds in the interests of efficiency. In this case, assets from different sub-funds will be managed together. The assets under joint management are referred to as a "pool". Pools are used exclusively for internal management purposes, are not separate units and cannot be accessed directly by shareholders.

Pooling

The Company may invest and manage all or part of the portfolio assets held by two or more sub-funds (for this purpose called "participating sub-funds") in the form of a pool. Such an asset pool is created by transferring to it cash and other assets (if these assets are in line with the investment policy of the pool concerned) from each of the participating sub-funds to the asset pool. The Company can then make further transfers to the individual asset pools. Equally, assets can also be transferred back to a participating sub-fund up to the amount of the participation of the sub-fund concerned.

The participation of a participating sub-fund in an asset pool is evaluated by reference to notional units of the same value in the relevant asset pool. When an asset pool is created, the Board of Directors shall specify the initial value of the notional units (in a currency that the Board of Directors considers appropriate) and allot to each participating sub-fund notional units having an aggregate value equal to the amount of the cash (or other assets) it has contributed. Thereafter, the value of the notional units will then be determined by dividing the net assets of the asset pool by the number of existing notional units.

If additional cash or assets are contributed to or withdrawn from an asset pool, the notional units assigned to the participating sub-fund concerned will increase or diminish, as the case may be, by a number, which is determined by dividing the amount of cash or the value of assets contributed or withdrawn by the current value of the participating sub-fund's participation in the asset pool. If cash is contributed to the asset pool, for calculation purposes it is reduced by an amount that the Board of Directors considers appropriate in order to take account of any tax expenses as well as the closing charges and acquisition costs relating to the investment of the cash concerned. If cash is withdrawn, a corresponding deduction may be made in order to take account of any costs related to the disposal of securities or other assets of the asset pool.

Dividends, interests and other income-like distributions, which are obtained from the assets of an asset pool, are allocated to the asset pool concerned and thus lead to an increase in the respective net assets. If the Company is liquidated, the assets of an asset pool are allocated to the participating sub-funds in proportion to their respective share in the asset pool.

Joint management

In order to reduce operating, administrative and management costs and at the same time to permit broader diversification of investments, the Board of Directors may decide to manage part or all of the assets of one or more sub-funds in combination with assets that belong to other sub-funds or to other undertakings for collective investment. In the following paragraphs, the term "jointly managed entities" refers globally to the Company and each of its sub-funds and all entities with or between which a joint management agreement would exist; the term "jointly managed assets" refers to the entire assets of these jointly managed entities which are managed according to the same aforementioned agreement.

As part of the joint management agreement, the relevant Company's portfolio manager(s) will, on a consolidated basis for the relevant jointly managed entities, be entitled to make decisions on investments and sales of assets which have an influence on the composition of the Company's and its sub-funds' portfolio. Each jointly managed entity holds a portion in the jointly managed assets corresponding to the proportion of its net assets to the total value of the jointly managed assets. This proportionate holding (for this purpose called the "participation arrangement") applies to each and all investment categories which are held or acquired in the context of joint management. Decisions regarding investments and/or sales of investments have no effect on this participation arrangement: further investments will be allotted to the jointly managed entities in the same proportions and, in the event of a sale of assets, these will be subtracted proportionately from the jointly managed assets held by the individual jointly managed entities.

In the case of new subscriptions in one of the jointly managed entities, the subscription proceeds are to be allocated to the jointly managed entities in accordance with the changed participation arrangement resulting from the increase in net assets of the jointly managed entity having benefited from the subscriptions. The level of the investments will be modified by the transfer of assets from one jointly managed entity to the other, and thus adapted to suit the changed participation arrangement. Similarly, in the case of redemptions for one of the jointly managed entities, the necessary liquid funds shall be taken from the liquid funds of the jointly managed entities in accordance with the changed participation arrangement resulting from the reduction in net assets of the jointly managed entity which has been the subject of the redemptions, and in this case the particular level of all investments will be adjusted to suit the changed participation arrangement.

Shareholders should be aware that the joint management agreement may result in the composition of the assets of a particular sub-fund being affected by events which concern other jointly managed entities, e.g. subscriptions and redemptions, unless the members of the Board of Directors or one of the duly appointed agents of the Company resort to special measures. If all other aspects remain unchanged, subscriptions received by an entity under joint management with the sub-fund will therefore result in an increase in the cash reserve of this sub-fund. Conversely, redemptions of an entity under joint management with the sub-fund will result in a reduction of the cash reserve of this sub-fund. However, subscriptions and redemptions can be executed on the special account that is opened for each jointly managed entity outside the joint management agreement and through which subscriptions and redemptions must pass. Because of the possibility of posting extensive subscriptions and redemptions to these special accounts, and the possibility that the Board of Directors or one of the duly appointed agents of the Company may decide at any time to terminate the participation of the sub-fund in the joint management agreement, the sub-fund concerned may avoid having to rearrange its portfolio if this could adversely affect the interests of the Company, its sub-funds and its shareholders.

If a change in the portfolio composition of the Company or one or several of its relevant sub-funds as a result of redemptions or payments of fees and expenses referring to another jointly managed entity (i.e. which cannot be counted as belonging to the Company or the sub-fund concerned) might result in a violation of the investment restrictions applying to the Company or the particular sub-fund, the relevant assets will be excluded from the joint management agreement before implementing the change so that they are not affected by the resulting adjustments.

Jointly managed assets of a particular sub-fund will only be managed in common with assets intended to be invested according to the same investment objectives that apply to the jointly managed assets in order to ensure that investment decisions are compatible in all respects with the investment policy of the particular sub-fund. Jointly managed assets may only be managed in common with assets for which the same portfolio manager is authorised to make decisions in investments and the sale of investments, and for which the custodian bank also acts as a depositary so as to ensure that the custodian bank is capable of performing its functions and responsibilities in accordance with the 2010 Law and statutory requirements in all respects for the Company and its sub-funds. The custodian bank must always keep the assets of the Company separate from those of the other jointly managed entities; this allows it to determine the assets of the Company and of each individual sub-fund accurately at any time. Since the investment policy of the jointly managed entities does not have to correspond exactly with that of a sub-fund, it is possible that their joint investment policy may be more restrictive than that of that sub-fund.

The Board of Directors may decide to terminate the joint management agreement at any time without giving prior notice.

Shareholders may enquire at any time at the Company's registered office as to the percentage of jointly managed assets and entities with which there is a joint management agreement at the time of their enquiry.

The composition and percentages of jointly managed assets must be stated in the annual reports.

Joint management agreements with non-Luxembourg entities are permissible if (i) the agreement in which the non-Luxembourg entity is involved is governed by Luxembourg law and Luxembourg jurisdiction or (ii) each jointly managed entity is equipped with such rights that no creditor and no insolvency or bankruptcy administrator of the non-Luxembourg entity has access to the assets or is authorised to freeze them.

Art. 6. Shares. Shares of the Company are only issued as registered shares which can be in accordance with Luxembourg Laws in materialised or dematerialised from.

Such registered shares issued by the Company must be registered in the share register kept by the Company or one or more persons designated thereto by the Company. This share register will contain the name of each holder of registered shares, his or her residence or another address indicated to the Company, the number of shares held by that person as well as the sub-fund and, the case being, the share class of the relevant shares and the amount paid up on each share. Each transfer or any other form of legal assignment of a registered share must be registered in the share register.

Entry in the share register provides evidence of ownership of registered shares. The Company may issue written confirmation of the shares held.

The transfer of registered shares is effected by the handover of documents providing sufficient evidence of the transfer to the Company or through a declaration of transfer which is entered in the share register and signed and dated by the transferor and the transferee or by persons authorised to do so.

If a share is registered in the name of several persons, the first shareholder entered in the register is deemed to be empowered to act on behalf of all the other co-owners and shall be the only person entitled to receive notices on the part of the Company.

The person in whose name the shares are registered, is considered as rightful owner of the shares. In connection with any measures affecting these shares, the Company will only be liable to the aforementioned persons and under no circumstances to any third parties. It has the power to view all rights, interests or claims of persons, other than those persons in whose name the shares are registered, as null and void in respect of these shares; this does not, however, exclude the right of a third party to demand the proper entry of a registered share or a change to such entry.

If a shareholder does not provide the Company with his/her address, this will be noted in the share register and the registered office of the Company, or another address entered in the share register by the Company, will be deemed to be the address of that shareholder until such time as he/she provides the Company with another address. Shareholders may arrange to have the address registered in the Company's share register changed at any time. This takes place by means of written notification to the Company at its registered office or to an address determined by the Company from time to time.

If shareholders in the Company provide sufficient evidence that their share certificates (if any have been issued) have been misplaced, stolen or destroyed, they will receive upon demand and under observance of the conditions laid down by the Company, which may require some form of security, a duplicate of their certificate(s). If prescribed or permitted by the applicable laws and as determined by the Company in observance of such laws, these conditions may include insurance taken out with an insurance company. Upon issue of new share certificates, which must bear a note indicating that they are duplicates, the original certificate(s), which the new one(s) replace(s), cease to be valid.

Upon instructions from the Company, damaged share certificates may be exchanged for new share certificates. The damaged share certificates must be handed over to the Company and immediately cancelled.

At the Company's discretion, it may charge shareholders with the costs of the duplicate or of the new share certificate and with those costs incurred by the Company upon the issue and registration of these certificates or the destruction of the old certificates.

The Company may decide to issue fractional shares up to three decimals. Fractions of shares do not give holders any voting rights but entitle them to participate in the income of the relevant sub-fund or the relevant share class on a pro rata basis.

Art. 7. Issue of shares. The Board of Directors is fully entitled at any time to issue new fully paid-in shares with no par value in any sub-fund and/or share class without, however, granting existing shareholders preferential rights in respect of the subscription of the new shares.

The issue of new shares takes place on each of the valuation dates determined by the Board of Directors in accordance with Article 10 of these Articles of Incorporation and the terms and conditions contained in the sales document.

The issue price for a share is the net asset value, or in case of newly launched sub-funds and/or classes the initial subscription price, as determined by the Board of Directors, per share calculated for each sub-fund and/or each relevant share class pursuant to Article 10 of these Articles of Incorporation plus any costs and commissions laid down by the Board of Directors for the sub-fund and share class concerned. The issue price is payable within the period laid down by the Board of Directors, and no later than eight days after the valuation date concerned unless shorter deadlines are specified in the Company's sales documents relating to the respective sub-fund and/or share class.

The Board of Directors may accept full or partial subscriptions in kind at its own discretion. In this case the capital subscribed in kind must be harmonised with the investment policy and restrictions of the particular sub-fund and/or share class. Moreover, the value of any assets contributed in kind will be subject to a report of an auditor (réviseur d'entreprises agréé). Any associated costs will be payable by the investor.

The Board of Directors may limit the frequency of share issues for each sub-fund and each share class; in particular the Board of Directors may resolve that shares are only to be issued within a particular time.

The Board of Directors reserves the right to wholly or partially reject any subscription application or to suspend the issue of shares in one or more or all of the sub-funds and share classes at any time and without prior notification. The custodian bank will immediately reimburse payments made in such cases for subscription applications that have not been executed.

Furthermore, the Board of Directors may impose conditions on the issue of shares in any sub-fund and/or share class (including without limitation the execution of such subscription documents and the provision of such information as the Board of Directors may determine to be appropriate) and may fix a minimum subscription amount and minimum amount of any additional investments, as well as a minimum holding amount which any shareholder is required to comply. Any conditions to which the issue of shares may be submitted will be detailed in the Company's sales documents.

If determination of the net asset value of a sub-fund and/or share class is suspended pursuant to Article 11 of these Articles of Incorporation, no shares in the affected sub-fund or share class will be issued for the duration of the suspension.

For the purpose of issuing new shares, the Board of Directors may assign to any member of the Board of Directors or to appointed officers of the Company or any other authorised person the task of accepting the subscription, receiving the payment and delivering the shares.

Directors may decide to apply the Dilution Levy where the net subscriptions exceed 3% of the applicable net asset value. It is meant as a protection of existing investors. The Dilution Levy will cover transaction costs outside the control of the investment manager. Such costs are in general negligible in the developed markets, whereas they may be substantial in emerging markets. The Dilution Levy will typically cover bid/offer spreads, third-party broker costs, and stamp duty or transaction taxes in the local markets. The maximum Dilution Levy permitted is 2% of the applicable net asset value. The same percentage of Dilution Levy shall apply to the shares subscribed on the same day.

Art. 8. Redemption and conversion of shares. Any shareholder in the Company may request the Company to redeem all or part of his/her shares under the terms and procedures set forth by the Board of Directors in the sales documents and within the limits provided by any applicable law and these Articles of Incorporation.

In such cases, the Company will redeem the shares while observing the restrictions laid down by law and subject to the suspension of such redemptions by the Company stipulated in Article 11 of these Articles of Incorporation. The shares redeemed by the Company will be cancelled.

Shareholders receive a redemption price calculated on the basis of the relevant net asset value of the relevant sub-fund and/or share class of a sub-fund in line with statutory regulations and the terms of these Articles of Incorporation and in accordance with the terms and conditions laid down by the Board of Directors in the sales documents.

A redemption application must be made irrevocably and in writing and addressed to the registered office of the Company in Luxembourg or at offices of a person (or institution) appointed by the Company. With shares for which certificates have been issued, the share certificates must be submitted in good order with the redemption application, attaching any renewal certificates.

A commission in favour of the Company or the Company's distributor may be deducted from the net asset value, together with a further amount to make up for the estimated costs and expenses that the Company could incur in realising the assets in the body of assets affected, in order to finance the redemption request, at a rate provided for in the sales documents.

The redemption price must be paid in the currency in which the shares in the relevant sub-fund and/or share class are denominated or in another currency that may be determined by the Board of Directors, within a time to be determined by the Board of Directors of not more than eight days after the later of either (i) the relevant valuation date or (ii) after the day when the share certificates have been received by the Company, irrespective of the terms and conditions of Article 11 of these Articles of Incorporation.

With the approval of the affected shareholders, the Board of Directors (while observing the principle of equal treatment of all shareholders) may at its own discretion execute redemption requests wholly or partly in kind by allocating to such shareholder assets from the sub-fund portfolio equivalent in value to the net asset value of the redeemed shares, as described more fully in the sales documents. Moreover, these assets are audited by the Company's auditor. Any associated costs will be payable by the investor.

If on any valuation day, redemption requests pursuant to this Article exceed a certain level determined by the Board of Directors in relation to the net asset value of any sub-fund, the Board of Directors may decide that part or all of such requests for redemption will be deferred for a period and in a manner that the Board of Directors considers to be in the best interests of the relevant sub-fund. On the next dealing day following that period, these redemption requests will be met in priority to later requests.

If as a result of any request for redemption, the aggregate net asset value of the shares held by a shareholder in any share class of any sub-fund would fall below such value as determined by the Board of Directors and described in the sales documents, the Company may decide that this request shall be treated as a request for redemption for the full balance of such shareholder's holding of shares in such share class of the applicable sub-fund.

The Board of Directors may decide from time to time that shareholders are entitled to request the conversion of whole or part of their shares into shares of another share class of the same sub-fund or of another sub-fund of the Company. In such cases, the Company will convert the shares subject to the suspension of such conversions by the Company stipulated in Article 11 of these Articles of Incorporation and the Board of Directors will (i) set restrictions, terms and conditions as to the right for and frequency of conversions and (ii) subject them to the payment of such charges and commissions as it shall determine.

If on any valuation day, conversion requests pursuant to this Article exceed a certain level determined by the Board of Directors in relation to the net asset value of any sub-fund, the Board of Directors may decide that part or all of such requests for conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interests of the relevant sub-fund. On the next dealing day following that period, these conversion requests will be met in priority to later requests.

The Board of Directors may, in its entire discretion, decide that if as a result of any request for conversion, the number or the aggregate net asset value of the shares held by any shareholder in any sub-fund and/or share class would fall below such number or such value as determined by the Board of Directors, the Company may decide to treat this request as a request for conversion for the full balance of such shareholder's holding of shares in such share class and/or sub-fund.

The price for the conversion of shares shall be computed by reference to the respective net asset value of the two share classes concerned, calculated on the same valuation date or any other day as determined by the Board of Directors

in accordance with Article 10 of these Articles of Incorporation and the rules laid down in the sales documents. Conversion fees, if any, may be imposed upon the shareholder(s) requesting the conversion of his shares at a rate provided for in the sales documents. A conversion application must be made irrevocably and in writing and addressed to the registered office of the Company in Luxembourg or at offices of a person (or institution) appointed by the Company. With shares for which certificates have been issued, the share certificates must be submitted in good order with the conversion application, attaching any renewal certificates.

The shares which have been converted shall be cancelled.

The Board of Directors may decide to apply the Dilution Levy where the net redemptions exceed 3% of the applicable net asset value. It is meant as a protection of remaining investors. The Dilution Levy will cover transaction costs outside the control of the investment manager. Such costs are in general negligible in the developed markets, whereas they may be substantial in emerging markets. The Dilution Levy will typically cover bid/offer spreads, third-party broker costs, and stamp duty or transaction taxes in the local markets. The maximum Dilution Levy permitted is 2% of the applicable net asset value. The same percentage of Dilution Levy shall apply to the shares redeemed on the same day.

Art. 9. Restrictions on the ownership of shares. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, namely any person in breach of any law or requirement of any country or governmental authority or of the provisions of the Company's sales documents and any person which is not qualified to hold such shares by virtue of such law, requirement or provision or if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws (including without limitation tax laws) other than those of the Grand Duchy of Luxembourg (each an "unauthorised person").

Further the Company or any dully appointed agent of the Company may restrict or prevent the ownership of shares by any US person and/or any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company or its shareholders, may result in a breach of any applicable law or regulation (whether Luxembourg or foreign) or may expose the Company or its shareholders to liabilities (including regulatory or tax liabilities and any other tax liabilities that might derive, inter alia, from any breach of FATCA requirements) or any other disadvantages that it or they would not have otherwise incurred or been exposed to;

Further the Company or any dully appointed agent of the Company may restrict the issue and/or transfer of share classes reserved to institutional investors until sufficient evidence is received that the investor duly qualifies as an institutional investor within the meaning of Article 174 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law"); and

To this end the Company or any dully appointed agent of the Company may:

a) decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by an unauthorised person or a person holding more than a certain percentage of capital determined by the Board of Directors;

b) demand at any time from persons whose names have been entered in the share register, or who apply for entry of a transfer of shares in the share register, to furnish information supported by a declaration under oath of a nature that it considers necessary in order to decide whether the shares of the person concerned are in the beneficial ownership of an unauthorised person or whether the entry would lead to the beneficial ownership of these shares by an unauthorised person;

c) refuse to recognise the votes of an unauthorised person at a general meeting of shareholders of the Company; and

d) further decide to compulsorily redeem shares the subscription of which would not be made in accordance with the Prospectus or whose wired subscriptions amounts would not be insufficient to cover the relevant subscription price;

f) where it appears to the Company that any unauthorised person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within thirty (30) days of the notice. If such shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such shareholder all shares held in the following manner:

(1) The Company serves a notice (hereinafter referred to as "Notice of Purchase") to the shareholder owning the shares, or the person who is registered in the share register as the owner of the shares to be bought. In the said Notice of Purchase the shares to be bought are listed together with the method of calculating the purchase price and the name of the buyer.

(2) Such notice will be sent to the shareholder by registered letter at his last known address or to the address listed in the books of the Company. The shareholder is then obliged to release to the Company the shares certificate(s) (if issued) listed in the Notice of Purchase. At close of business on the day fixed in the Notice of Purchase, the shareholder ceases to be owner of the shares listed in the Notice of Purchase. With registered shares, his name will be struck from the share register.

(3) The price at which each such share is to be purchased (the "Purchase Price") shall be an amount based on the net asset value per share as at the valuation day specified by the Board of Directors for the redemption of shares in the Company next preceding the date of the Notice of Purchase or next succeeding the surrender of the share certificate

or certificates representing the shares specified (if issued) in such notice, whichever is lower, all as determined in accordance with Article 10 hereof, less any service charge provided therein.

(4) The payment of the Purchase Price to the former owner of the shares will normally be made in the currency laid down by the Board of Directors for the payment of the redemption price for the shares. After it has been finally determined, this price will be deposited by the Company at a bank (mentioned in the Notice of Purchase) in Luxembourg or abroad with a view to paying it out to this owner mentioned in the Notice of Purchase against.

After the Notice of Purchase has been sent as described above, the former owner no longer has any right to these shares nor any claim against the Company or its assets in this connection, except for the claim for receipt of the Purchase Price (without interest) from the bank mentioned against. Amounts owed to a shareholder pursuant to this paragraph that are not claimed within a five-year period commencing on the date fixed in the Notice of Purchase may no longer be claimed thereafter and return to the Company. The Board of Directors has the powers to undertake all necessary measures to effect the reversion.

(5) The exercise of the powers granted in this Article by the Company may not under any circumstances be questioned or declared ineffective by giving the excuse that ownership of the shares by a person has not been sufficiently proved or that ownership relationships were other than they appeared to be on the date of the Notice of Purchase. This, however, requires that the Company exercises its powers in good faith.

Art. 10. Determination of the net asset value. In order to determine the issue and redemption price, the net asset value of each share class in each sub-fund will be periodically calculated by the Company under the terms and conditions as laid down in the Company's sales documents, and not less than twice every month. Every such day for the determination of the net asset value is referred to in these Articles of Incorporation as a "Valuation Day".

The net asset value of each sub-fund will be calculated in the reference currency of the sub-fund concerned and will be determined in accordance with the following principles:

The net asset value per share will be determined as of any Valuation Date (as determined in the sales documents) by the assets relating to the particular sub-fund minus the liabilities allocated to that sub-fund divided, by the number of shares in circulation in the sub-fund in question on any Valuation Date in accordance with the valuation rules set forth below. The net asset value per share may be rounded up or down to the nearest unit of the relevant reference currency as the Board of Directors shall determine.

For sub-funds for which various share classes have been issued the net asset value will be determined for each separate share class. In such cases, the net asset value of a sub-fund that is allocable to a particular share class will be divided by the number of shares in circulation in that share class. The Board of Directors may resolve to round the net asset value up or down to the next amount in the currency concerned.

The net asset value of the Company is calculated by adding up the total net assets of all the sub-funds.

Valuation of each sub-fund and of each of the different share classes follows the criteria below:

1. The assets of the Company shall include:

a) all cash and cash equivalents including accrued interest;

b) all outstanding receivables, including interest receivables on accounts and custody accounts, and income from securities that have been sold but not yet delivered;

c) all securities, money-market instruments, fund units, debt instruments, subscription rights, warrants, options and other financial instruments and other assets held by the Company or acquired for its account;

d) all dividends and dividend claims, provided that it is possible to obtain sufficiently well-established information on them and that the Company may make value adjustments in respect of price fluctuations arising from ex-dividend trading or similar practices;

e) all accrued interest on interest-bearing assets held by the Company unless these form part of the face value of the asset concerned;

f) costs of establishing the Company that have not been written off;

g) any other assets including prepaid expenses.

These assets are valued in accordance with the following rules:

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

b) Securities, derivatives and other investments listed on an official stock exchange are valued at the last known market prices. If the same security, derivative or other investment is quoted on several stock exchanges, the last available quotation on the stock exchange that represents the major market for this investment will apply.

In the case of securities, derivatives and other investments where trading of these assets on the stock exchange is thin but which are traded between securities dealers on a secondary market using standard market price formation methods, the Company can use the prices on this secondary market as the basis for their valuation of these securities, derivatives and other investments. Securities, derivatives and other investments that are not listed on a stock exchange, but that are

traded on another regulated market which is recognised, open to the public and operates regularly, in a due and orderly fashion, are valued at the last available price on this market.

c) Securities and other investments that are not listed on a stock exchange or traded on any other regulated market, and for which no reliable and appropriate price can be obtained, will be valued by the Company according to other principles chosen by it in good faith on the basis of the likely sales prices.

d) The valuation of derivatives that are not listed on a stock exchange (OTC derivatives) is made by reference to independent pricing sources. In case only one independent pricing source of a derivative is available, the plausibility of the valuation price obtained will be verified by employing methods of calculation recognised by the Company and the auditors, based on the market value of the underlying instrument from which the derivative has been derived.

e) Units or shares of other undertakings for collective investment in transferable securities ("UCITS") and/or undertakings for collective investment ("UCI") will be valued at their last net asset value. Certain units or shares of other UCITS and/or UCI may be valued based on an estimate of the value provided by a reliable price provider independent from the target fund's investment manager or investment adviser (Estimated Pricing).

f) For money market instruments, the valuation price will be gradually adjusted to the redemption price, based on the net acquisition price and retaining the ensuing yield. In the event of a significant change in market conditions, the basis for the valuation of different investments will be brought into line with the new market yields.

For sub-funds that predominantly invest in money market instruments,

- securities with a residual maturity of less than 12 months are valued in accordance with the ESMA guidelines for money market instruments;

- interest income earned by sub-funds up to and including the second valuation date following the Valuation Date concerned is included in the valuation of the assets of the sub-funds concerned. The asset value per share on a given valuation date therefore includes projected interest earnings as at two Valuation Dates hence.

g) Securities, money market instruments, derivatives and other investments that are denominated in a currency other than the currency of account of the relevant sub-fund and which are not hedged by means of currency transactions are valued at the middle currency rate (midway between the bid and offer rate) obtained from external price providers.

h) Time deposits and fiduciary investments are valued at their nominal value plus accumulated interest.

i) The value of swap transactions is calculated by an external service provider and a second independent valuation is made available by another external service provider. The calculation is based on the net present value of all cash flows, both inflows and outflows. In some specific cases, internal calculations based on models and market data available from Bloomberg and/or broker statement valuations may be used. The valuation methods depend on the respective security and are determined pursuant to the Company`s Valuation Policy. This valuation method is recognised by the Company and is audited by the Company's auditor.

The Company is entitled to apply other appropriate valuation principles which have been determined by it in good faith and are generally accepted and verifiable by auditors to the Company's assets as a whole or of an individual sub-fund if the above criteria are deemed impossible or inappropriate for accurately determining the value of the sub-funds concerned due to extraordinary circumstances or events.

In the event of extraordinary circumstances or events, additional valuations, which will affect the prices of the shares to be subsequently issued or redeemed, may be carried out within one day.

If on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in- or outflow, the net asset value of the share classes may be adjusted for that trading day. The maximum adjustment may extend up to a certain percentage (%) of the net asset value (prior to the adjustment). Both the estimated transaction costs and taxes incurred by the sub-fund may be taken into account and the estimated bid/offer spread for the assets in which the sub-fund invests may be considered. The adjustment will result in an increase in the net asset value in the event of a net cash inflow into the sub-fund concerned. It will result in a reduction in the net asset value in the event of a net cash outflow from the sub-fund concerned. The Board of Directors may lay down a threshold figure for each sub-fund in the Company's sales documents. This may consist in the net movement on a trading day in relation to net company assets or to an absolute amount in the currency of the sub-fund concerned. The net asset value would be adjusted only if this threshold were to be exceeded on a given trading day.

The Company is entitled to take the measures described in greater detail in the sales documents in order to ensure that subscriptions or redemptions of shares in the Company do not involve any of the business practices known as market timing or late trading in respect of investments in the Company.

2. The liabilities of the Company shall include:

a) all borrowings and amounts due;

b) all known existing and future liabilities, including liabilities to pay in money or in kind arising from contractual liabilities due and dividends that have been approved but not yet paid out by the Company;

c) reasonable provisions for future tax payments and other provisions approved and made by the Board of Directors, as well as reserves set up as provision against miscellaneous liabilities of the Company;

d) any other liabilities of the Company. In determining the amount of such liabilities, the Company will consider any expenses to be paid comprising the costs of establishing the Company, fees for the management company (if any), in-

vestment advisers, portfolio managers, the Custodian bank, the domicile and administration agent, the registrar and transfer agent, any paying agent, other distributors and permanent agents in countries where the shares are sold, and any other intermediaries of the Company. Other items to be considered include the remuneration and expenses of members of the Board of Directors, insurance premiums, fees and costs in connection with the registration of the Company at authorities and stock exchanges in Luxembourg and at authorities and stock exchanges in any other country, fees for legal advice and for auditing, advertising costs, printing costs, reporting and publication costs including the costs of publishing announcements and prices, the costs of preparing and carrying out the printing and distribution of the sales documents, information material, regular reports, the cost for preparing and reclaiming withholding tax, taxes, duties and similar charges, any other expenses related to the day-to-day running of the business including the costs of buying and selling assets, interest, bank and brokers' charges, and physical and electronical mailing and telephone costs. The Company may set administrative and other costs of a regular, reoccurring nature in advance on the basis of estimated figures for annual or other periods and may add these together in equal instalments over such periods.

3. The Company will undertake the allocation of assets and liabilities to the sub-funds, and the share classes, as follows:

a) If several share classes have been issued for a sub-fund, all of the assets relating to each share class will be invested in accordance with the investment policy of that sub-fund.

b) The value of shares issued in each share class will be allocated in the books of the Company to the sub-fund of this share class; the portion of the share class to be issued in the net assets of the relevant sub-fund will rise by this amount; receivables, liabilities, income and expenses allocable to this share class will be allocated in accordance with the provisions of this Article to this sub-fund.

c) Derivative assets will be allocated in the books of the Company to the same sub-fund as the assets from which the related derivative assets have been derived and, with each revaluation of an asset, the increase or reduction in value will be allocated to the relevant sub-fund.

d) Liabilities in connection with an asset belonging to a particular sub-fund resulting from action in connection with this sub-fund will be allocated to this sub-fund.

e) If one of the Company's assets or liabilities cannot be allocated to a particular sub-fund, such receivables or liabilities will be allocated to all of the subfunds pro rata to the respective net asset value of the sub-funds, or on the basis of the net asset value of all share classes in the sub-fund, in accordance with the determination made in good faith by the Board of Directors. The assets of a sub-fund can only be used to offset the liabilities which the sub-fund concerned has assumed.

f) Distributions to the shareholders in a sub-fund or a share class reduce the net asset value of this sub-fund or of this share class by the amount of the distribution.

4. For the purposes of this Article, the following terms and conditions apply:

a) Shares of the Company to be redeemed under Articles 8 and 9 of these Articles of Incorporation shall be treated as existing shares in circulation and taken into account until immediately after the time on the Valuation Date on which such valuation is made, as determined by the Board of Directors. From such time and until paid by the Company, the redemption price shall be deemed to be a liability of the Company;

b) Shares count as issued from the time of their valuation on the relevant Valuation Date on which such valuation is made, as determined by the Board of Directors. From such time and until payment received by the Company, the issue price shall be deemed to be a debt due to the Company;

c) Investment assets, cash and any other assets handled in a currency other than that in which the net asset value is denominated will be valued on the basis of the market and foreign exchange rates prevailing at the time of valuation.

d) If on any Valuation Date the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

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

The net assets of the Company are at any time equal to the total of the net assets of the various sub-funds.

The value of all assets and liabilities not expressed in the reference currency of a sub-fund will be converted into the reference currency of such sub-fund at the rate of exchange determined on the relevant Valuation Date in good faith by or under procedures established by the Board of Directors. The Board of Directors, 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 Company.

Art. 11. Temporary suspension of the calculation of net asset value and of the issue, redemption and conversion of shares / Deferral of Conversion and Redemption of Shares. The Company is authorised to temporarily suspend the

calculation of the net asset value and the issue, redemption and conversion of the shares of any sub-fund in the following circumstances:

a) during any period when any of the stock exchanges or other markets on which the valuation of a significant and substantial part of any of the investments of the Company attributable to such sub-fund from time to time is based, or any of the foreign-exchange markets in whose currency the net asset value any of the investments of the Company attributable to such sub-fund from time to time or a significant portion of them is denominated, are closed - except on customary bank holidays - or during which trading and dealing on any such market is suspended or restricted or if such markets are temporarily exposed to severe fluctuations, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such sub-fund quoted thereon;

b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors as a result of which disposal or valuation of assets owned by the Company attributable to such sub-fund would be impracticable;

c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such sub-fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such sub-fund;

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

e) if political, economic, military or other circumstances beyond the control or influence of the Company make it impossible to access the Company's assets under normal conditions without seriously harming the interests of the shareholders;

f) when for any other reason, the prices of any investments owned by the Company attributable to such sub-fund, cannot promptly or accurately be ascertained;

g) upon the publication of a notice convening a general meeting of shareholders for the purpose of the liquidation of the Company;

h) to the extent that such suspension is justified by the necessity to protect the shareholders, upon publication of a notice convening a general meeting of shareholders for the purpose of the merger of the Company or one or more of its sub-funds, or upon publication of a notice informing the shareholders of the decision of the board of directors to merge one or more sub-fund(s);

i) when restrictions on foreign exchange transactions or other transfers of assets render the execution of the Company's transactions impossible; or

k) in case of a feeder sub-fund, when the master UCITS temporarily suspends, on its own initiative or at the request of its competent authorities, the redemption, the reimbursement or the subscription of its units; in such a case the suspension of the calculation of the net asset value at the level of the feeder sub-fund will be for a duration identical to the duration of the suspension of the calculation of the net asset value at the level of the master UCITS.

The suspension of the calculation of the net asset value of any particular sub-fund shall have no effect on the determination of the net asset value per share or on the issue, redemption and conversion of shares of any sub-fund that is not suspended.

Any such suspension of the net asset value will be notified to investors having made an application for subscription, redemption or conversion of shares in the sub-fund(s) concerned and will be published if required by law or decided by the Board of Directors or its agent(s) at the appropriate time.

In cases when on any Valuation Day redemption requests and conversion requests relate to more than 10% of the Shares in issue in a specific Sub-Fund or in case of a strong volatility of the market or markets on which a specific Sub-Fund is investing, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred proportionally for such period as the Board of Directors considers to be in the best interests of the Sub-Fund, but normally not exceeding 30 days. On the next Valuation Day following such period, these redemption and conversion requests will be met in priority to later requests.

Administration and supervision

Art. 12. The Board of Directors. The Company is managed by a Board of Directors composed of at least three members (each a "Director"). The members of the Board of Directors do not have to be shareholders in the Company. They are appointed by the general meeting for a maximum term of office of six years. The general meeting will also determine the number of members of the Board of Directors, their remuneration and their term of office. Members of the Board of Directors will be elected by a simple majority of the shares present or represented at the general meeting.

Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

If the office of a member of the Board of Directors appointed by the general meeting of shareholders becomes vacant before the mandate has expired, the remaining members of the Board of Directors thus appointed may temporarily co-

opt a new member; the shareholders will make a final decision on this at the general meeting immediately following the appointment.

Art. 13. Meetings of the Board of Directors. The Board of Directors will elect a chairman and may elect one or more vice-chairmen from amongst its members. It may appoint a secretary, who does not have to be a member of the Board of Directors, and who will record and keep the minutes of the meetings of the Board of Directors and the general meetings. Meetings of the Board of Directors will be convened by the chairman or by two of its members; it meets at the location given in the notice of the meeting.

The chairman will chair the meetings of the Board of Directors and the general meetings. In his absence, the shareholders or the members of the Board of Directors may appoint by simple majority another member of the Board of Directors or, for general meetings, any other person as chairman.

Except in emergencies, which must be substantiated, invitations to meetings of the Board of Directors shall be sent in writing at least twenty-four hours in advance prior to the date set for such meeting. This notice may be waived by consent in writing, by telefax, email or any other similar means of communication, of each Director. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Members of the Board of Directors may give each other power-of-attorney to represent them at meetings of the Board of Directors in writing, by email, telefax or similar means of communication. A Director may represent more than one member of the Board of Directors.

Any Director may participate in a meeting of the Board of Directors by conference call, video conference or similar means of communications allowing the identification of each participating Director. These means must comply with technical features which guarantee an effective participation to the meeting allowing all persons taking part in the meeting to hear one another on a continuous basis and allowing an effective participation of such persons in the meeting. The participation in a meeting by these means is equivalent to a participation in person at such meeting. A meeting held through such means of communication is deemed to be held at the registered office of the Company. Each participating Director shall be authorised to vote by video or by telephone or similar means of communications.

The Directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least a half of its members is present or represented unless these Articles of Incorporation provide otherwise and without prejudice to specific legal provisions.

Resolutions by the Board of Directors must be recorded in minutes and the minutes must be signed by the chairman of the Board of Directors, or, in his absence, by the chairman pro tempore who presided at such meeting or by any two Directors. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two Directors.

Resolutions by the Board of Directors are made by simple majority of the members present or represented. In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

Written resolutions approved and signed by all members of the Board of Directors shall have the same effect as resolutions taken at meetings of the Board of Directors. Such resolutions may be approved by each member of the Board of Directors in writing, by telefax, email or similar means of communication. Such approvals may be given in a single or in several separate documents and must in any event be confirmed in writing and the confirmation attached to the written resolutions.

Art. 14. The powers of the Board of Directors. The Board of Directors is vested with the broadest powers to perform all acts of disposition, management and administration within the Company's purpose, in compliance with the investment policy and investment restrictions as determined in Article 17 of these Articles of Incorporation for and on behalf of the Company.

All powers not expressly reserved by law or by these Articles of Incorporation to the general meeting of shareholders, are in the competence of the Board of Directors.

The Board of Directors may appoint a management company submitted to Chapter 15 of the 2010 Law in order to carry out the functions described in Annex II of the 2010 Law.

Art. 15. Signatory powers. Vis-à-vis third parties, the Company shall be legally bound by the joint signature of any two members of the Board of Directors or the joint or sole signature(s) of persons who have been granted such signatory power by the Board of Directors or by any two Directors, but only within the limits of such power.

Art. 16. Delegation of powers of representation. The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and the representation of the Company for such daily management and affairs to any member of the Board of Directors, officers or other agents, legal or physical person, who may but are not required to be shareholders of the Company, under such terms and with such powers as the Board of Directors shall determine and who may, if the Board of Directors so authorizes, sub-delegate their powers.

The Board of Directors may also confer all powers and special mandates to any person and may, in particular appoint any officers, including managers, managing directors, or any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be revoked at any time by the Board of Directors. These officers need not be Directors or shareholders of the Company. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Furthermore, the Board of Directors may create from time to time one or several committees composed of Directors and/or external persons and to which it may delegate powers as appropriate.

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

Art. 17. Investment policy. The Board of Directors, based upon the principle of risk diversification, has the power to determine the investment policies and strategies of each sub-fund of the Company and the course of conduct of the management and business affairs of the Company, provided that at all times the investment policy of the Company and each of its sub-funds complies with Part I of the 2010 Law, and any other laws and regulations with which it must comply with in order to qualify as UCITS under article 1(2) of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 ("Directive 2009/65/EC") or shall be adopted from time to time by resolutions of the Board of Directors and as shall be described in the Company's sales documents. Within those restrictions, the Board of Directors may decide that investments be made as follows:

17.1 Permitted investments of the Company

The Company's and each of its sub-funds' investments comprise only one or more of the following:

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

b) transferable securities and money market instruments that are traded on another regulated market in a Member State which operates regularly and is recognised and open to the public. For the purpose of these Articles of Incorporation, the term "Member State" refers to a Member State of the European Union, it being understood that the States that are contracting parties to the Agreement creating the European Economic Area other than the Member States of the European Union, within the limits set forth by this agreement and related acts, are considered as equivalent to Member States of the European Union;

c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or traded on another regulated market in a non-Member State of the European Union which operates regularly and is recognised and open to the public, such stock exchange or market being located within any European, American, Asian, African, Australasian or Oceania country (hereinafter called "approved state");

d) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market referred to under paragraphs a) to c) above and that such admission is secured within one year of issue;

e) units of UCITS authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of Article 1 (2), points a) and b) of Directive 2009/65/EC, whether or not established in a Member State, provided that:

(i) such other UCIs have been approved in accordance with a law subjecting them to supervision which is considered by the Luxembourg supervisory authority of the financial sector ("CSSF") as equivalent to that laid down in Community law, and that co-operation between authorities is sufficiently ensured.

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

(iii) the business operations of the other UCIs is reported in semi annual and annual reports to enable an assessment to be made of the assets and liabilities, income, transactions and operations during the reporting period;

(iv) no more than 10% of the UCITS or other UCIs whose acquisition is envisaged can, in accordance with their respective sales prospectus, management regulations or articles of incorporation, be invested in aggregate in units of other UCITS or UCIs.

Each sub-fund may also acquire shares of another sub-fund subject to the provisions of Article 17.2 paragraph c) of these Articles of Incorporation.

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

g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in paragraphs a), b) and c) above and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

(i) the underlying consists of instruments covered by paragraphs a) to h), financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to the investment objectives of its sub-funds;

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

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

h) money market instruments other than those dealt in on a regulated market as referred to in paragraphs a) to c) above and which fall under this Article 17.1, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that these instruments are:

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

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

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

(iv) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent of this paragraph h) and provided that the issuer is a company whose capital and reserves amount at least to ten million Euros (EUR 10,000,000.-) and which presents and publishes its annual accounts in accordance with fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

However, the Company and each of its sub-funds may invest no more than 10% of its net assets in transferable securities or money market instruments other than those referred to in paragraph a) to h) above.

Moreover, the Company and each of its sub-funds may hold liquid assets on an ancillary basis, and may acquire movable and immovable property which is essential for the direct pursuit of its business.

17.2 Risk diversification and investment restrictions

The Board of Directors shall, based upon the principle of spreading of risks, determine any restrictions which shall be applicable to the investments of the Company and its sub-funds, in accordance with Part I of the 2010 Law. In particular:

a) The Company may invest up to 100% of the assets of any sub-fund, in accordance with the principle of risk-spreading, in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local public authorities, a non-Member State of the European Union or public international bodies of which one or more Member States of the European Union are members, which in principle includes the OECD, unless otherwise provided for in the sales document; provided that in such event, the sub-fund concerned must hold securities from at least six different issues, but securities from any one issue may not account for more than 30% of the total amount.

b) The Company may invest a maximum of 20% of the net assets of any sub-fund in shares and/or debt securities issued by the same body when the aim of the investment policy of the relevant sub-fund to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

(i) the composition of the index is sufficiently diversified;

(ii) the index represents an adequate benchmark for the market to which it refers;

(iii) it is published in an appropriate manner.

This 20% limit is raised to 35 % where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

c) Each sub-fund may also subscribe for, acquire and/or hold shares issued or to be issued by one or more other sub-funds of the Company subject to additional requirements which may be specified in the sales documents, if:

(i) the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and

(ii) no more than 10% of the assets of the target sub-funds whose acquisition is contemplated maybe invested in aggregate in shares of other sub-funds of the Company; and

(iii) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned; and

(iv) in any event, for as long as these securities are held by the relevant sub-fund, their value will not be taken into consideration for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and

(v) there is no duplication of management/subscription or redemption fees between those at the level of the sub-fund having invested in the target sub-fund, and this target sub-fund.

d) Provided that they continue to observe the principles of diversification, newly established sub-funds and merging sub-funds may deviate from the specific risk diversification restrictions mentioned above for a period of six months after being approved by the authorities respectively after the effective date of the merger.

e) Provided the particular sub-fund's investment policy does not specify otherwise, it may invest no more than 10% of its assets in other UCITS or UCIs or in other sub-funds of the Company.

f) All other investment restrictions are specified in the Company's sales documents.

In addition, the Company is authorised for each of its sub-funds to employ techniques and instruments relating to transferable securities and money market instruments under the conditions and within the limits laid down by the CSSF provided that such techniques and instruments are used for the purpose of efficient portfolio management. When these operations concern the use of derivative instruments, these conditions and limits shall conform to the provisions laid down in these Articles of Incorporation as well as in the Company's sales documents and the 2010 Law. Under no circumstances shall these operations cause the Company to diverge, for any sub-fund, from its investment objectives as laid down, the case being for the relevant sub-fund, in these Articles of Incorporation or in the Company's sales documents.

17.3 Specific rules for sub-funds established as a master/feeder structure

(i) A feeder sub-fund is a sub-fund of the Company, which has been approved to invest, by way of derogation from article 2, paragraph (2), first indent of the 2010 Law, at least 85% of its assets in units of another UCITS or sub-fund thereof (hereafter referred to as the "master UCITS").

(ii) A feeder sub-fund may hold up to 15% of its assets in one or more of the following:

a) ancillary liquid assets in accordance with Article 17.1 last paragraph of these Articles of Incorporation;

b) financial derivative instruments, which may be used only for hedging purposes, in accordance with Article 17.1 paragraph g) of these Articles of Incorporation and Article 42, paragraphs (2) and (3) of the 2010 Law;

c) movable and immovable property which is essential for the direct pursuit of its business.

(iii) For the purposes of compliance with Article 42, paragraph (3) of the 2010 Law, the feeder sub-fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under Article 17.3 paragraph (ii) b) of these Articles of Incorporation with:

a) either the master UCITS' actual exposure to financial derivative instruments in proportion to the feeder sub-fund's investment into the master UCITS;

b) or the master UCITS' potential maximum global exposure to financial derivative instruments provided for in the master UCITS management regulations or instruments of incorporation in proportion to the feeder sub-fund's investment into the master UCITS.

(iv) A master UCITS is a UCITS, or a sub-fund thereof, which:

a) has, among its shareholders, at least one feeder UCITS;

b) is not itself a feeder UCITS; and

c) does not hold units of a feeder UCITS.

(v) If a master UCITS has at least two feeder UCITS as shareholders, article 2, paragraph (2), first indent and Article 3, second indent of the 2010 Law shall not apply.

Art. 18. Investment advisers / portfolio managers. The Board of Directors may appoint one or more individuals or legal entities to be investment advisers and/or portfolio managers. The investment adviser has the task of extensively supporting the Company with recommendations in the investment of its assets. It does not have the power to make investment decisions or to make investments on his own. The portfolio manager is given the mandate of investing the Company's assets.

Art. 19. Conflicts of interest. No contract or other transaction which the Company and any other company or firm might enter into shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in such other company or firm by a close relation, or is a director, officer or employee of such other company or legal entity, provided that the Company obliges itself to never knowingly sell or lend assets of the Company to any of its Directors or officers or any company or firm controlled by them.

In the event that any Director of the Company may have any interest in any contract or transaction submitted for approval to the Board of Directors conflicting with that of the Company, such Director shall make known to the Board of Directors such opposite interest and shall cause a record of this statement to be included in the minutes of the meeting of the Board of Directors. The relevant Director shall not consider, deliberate or vote upon any such contract or transaction. Such contract or transaction, and such Director's or officer's opposite interest therein, shall be reported to the next succeeding general meeting of shareholder(s) before any other resolution is put to vote.

The provisions of the preceding paragraph are not applicable when the decisions of the Board of Directors concern day-to-day operations engaged at arm's length.

Interests for the purposes of this Article do not include interests affecting the legal or commercial relationships with the investment adviser, portfolio manager, the custodian bank, the central administration or other parties determined by the Board of Directors from time to time.

Further the rules of conflict of interest set forth in the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "1915 Law") shall apply.

Art. 20. Remuneration of the Board of Directors. The remuneration of the members of the Board of Directors is determined by the general meeting. It also includes expenses and other costs incurred by members of the Board of Directors in the exercise of their duties, including any costs for measures related to legal proceedings against them unless these were the result of wilful misconduct or gross negligence on the part of the member of the Board of Directors concerned.

Art. 21. Auditor. The annual financial statements of the Company and of the sub-funds will be audited by an auditor ("réviseur d'entreprises agree") who will be appointed by the general meeting and whose fee will be charged to the Company's assets.

The auditor will perform all of the duties prescribed in the 2010 Law.

D. General meetings - Accounting year - Distributions

Art. 22. Rights of the general meeting. The general meeting of shareholders of the Company represents all of the shareholders of the Company as a whole, irrespective of the sub-fund and/or share class in which they are shareholders. Resolutions by the general meeting in matters of the Company as a whole are binding on all shareholders regardless of the sub-fund and/or share class held by them. The general meeting has all the powers required to order, execute or ratify any actions or legal transactions by the Company.

Art. 23. Procedures for the general meeting. General meetings are convened by the Board of Directors.

They must be convened upon demand by shareholders holding at least ten per cent (10%) of the capital of the Company. Such general meeting has to take place within a period of one month.

The annual general meetings are held in accordance with the provisions of Luxembourg law once a year at 11.30 a.m. on the 20 th day of April at the registered offices of the Company or such other place in the Grand Duchy of Luxembourg, as may be specified in the notice of meeting. If the 20 th day of April happens to be a holiday, the ordinary general meeting shall be held on the next following business day.

If the aforementioned day is not a bank business day in Luxembourg, the annual general meeting will be held on the next Luxembourg bank business day. In this context, "bank business day" refers to the normal bank business days (i.e. each day on which banks are open during normal business hours) in Luxembourg, with the exception of individual, non-statutory rest days.

Additional, extraordinary general meetings may be held at locations and at times set out in the notices of meeting.

Convening notices to general meetings shall be made in the form prescribed by law. The convening notices to general meetings may provide that the quorum and the majority requirements at the general meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting (referred to as "Record Date"). The rights of a shareholder to attend a general meeting and to exercise the voting rights attaching to his/her shares are determined in accordance with the shares held by this shareholder at the Record Date. The convening notices will be announced to shareholders in accordance with legal requirements and, if appropriate, in additional newspapers to be laid down by the Board of Directors.

If all shareholders are present or represented and declare themselves as being duly convened and informed of the agenda, the general meeting may take place without convening notice of meeting in accordance with the foregoing conditions.

The Board of Directors may determine all other conditions to be fulfilled by shareholders in order to attend any meeting of shareholders.

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

Each full share of whatever sub-fund and/or whatever share class of a sub-fund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholders by appointing another person ('representative') by his power-of-attorney ('proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Each shareholder may vote through voting forms sent by post, facsimile, mail or any other similar means of communication to the Company's registered office or to the address specified in the convening notice to the meeting.

The shareholders may only use voting forms provided by the Company and which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour, against, or abstain from voting on each proposed resolution by ticking the appropriate box. Voting forms which show neither a vote in favour, nor against the resolution, nor an abstention, shall be void. The Company will only take into account voting forms received five (5) days prior to the general meeting of shareholders they relate to.

Decisions affecting the interests of all shareholders in the Company will be made at the general meeting while decisions affecting only the shareholders in a particular sub-fund and/or a particular share class of a sub-fund will be made at the general meeting of that sub-fund and/or share class.

Unless otherwise provided by law or in these Articles of Incorporation, resolutions of the general meeting are passed by a simple majority vote of the shares present or represented.

Art. 24. General meeting of a sub-fund or share class of sub-funds. The shareholders in a sub-fund or share class of a sub-fund may hold general meetings at any time to decide matters relating exclusively to that sub-fund or share class.

The provisions in Article 23, paragraphs 1, 2 and 6-14 shall apply accordingly to such general meetings.

Each full share of whatever sub-fund or share class of a sub-fund is entitled to one vote pursuant to the provisions of Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholder by appointing another person ('representative') by his power-of-attorney ('proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Unless otherwise provided for by law or in the current Articles of Incorporation, resolutions of the general meeting are passed by simple majority of the shares present or represented at the meeting.

All resolutions of the general meetings of the Company that change the rights of the shareholders in a particular sub-fund and/or share class of a sub-fund in relation to the rights of shareholders in another sub-fund and/or another share class will be submitted to the shareholders in this other sub-fund and/or share class pursuant to article 68 of the law dated 10 August 1915 on commercial companies as amended from time to time (the "1915 Law").

Art. 25. Liquidation and merger of sub-funds and/or share classes; merger of the Company; conversions of existing sub-funds in feeder sub-funds and changes of master sub-funds.

25.1 Liquidation of sub-funds and share classes

Upon liquidation announcement to the shareholders of a particular sub-fund and/or share class of a sub-fund, the Board of Directors may arrange for the liquidation of one or more sub-funds and/or share classes of sub-fund(s) if the value of the net assets of the respective sub-fund and/or share class remains at or falls to a level that no longer allows it to be managed in an economically reasonable way as well as in the course of a rationalisation. The same also applies in cases where changes to the political or economic conditions justify such liquidation.

Up to the date upon which the decision takes effect, shareholders retain the right, free of charge, subject to the liquidation costs to be taken into account and subject to the guaranteed equal treatment of shareholders, to request the redemption of their shares. The Board of Directors may however determine a different procedure, in the interest of the shareholders of the sub-fund(s) and/or of the share classes of sub-fund(s).

Any sums and assets of the sub-fund and/or share class that are not paid out following liquidation shall be deposited as soon as possible at the "Caisse de Consignation" to be held for the benefit of the persons entitled thereto.

The liquidation of a sub-fund shall not involve the liquidation of another sub-fund. Only the liquidation of the last remaining sub-fund of the Company involves the liquidation of the Company.

Irrespective of the Board of Directors' rights, the general meeting of shareholders in a sub-fund and/or share class of a sub-fund may reduce the Company's capital at the proposal of the Board of Directors by withdrawing shares issued by a sub-fund and refunding shareholders with the net asset value of their shares, taking into account actual realization prices of investments and realization expenses and any costs arising from the liquidation) calculated on the Valuation Date on which such decision shall take effect. The net asset value is calculated for the day on which the decision comes into force, taking into account the proceeds raised on disposing of the sub-fund's assets and any costs arising from this liquidation. No quorum (minimum presence of shareholders covering the capital represented) is required for a decision of this type. The decision can be made with a simple majority of the shares present or represented at the general meeting.

Shareholders in the relevant sub-fund and/or share class will be informed of the decision by the general meeting of shareholders to withdraw the shares or of the decision of the Board of Directors to liquidate the sub-fund and/or share class by means of a publication as required by law. In addition and if necessary in accordance with the statutory regulations of the countries in which shares in the Company are sold, an announcement will then be made in the official publications of each individual country concerned.

The counter value of the net asset value of shares liquidated which have not been presented by shareholders for redemption will be deposited with the custodian bank for a period of six months and after that period, if still not presented for redemption, at the "Caisse de Consignation" in Luxembourg until expiry of the period of limitation on behalf of the persons entitled thereto. All redeemed shares shall be cancelled by the Company.

Each sub-fund of the Company being a feeder sub-fund shall be liquidated, if its master UCITS is liquidated, divided into two or more UCITS or merged with another UCITS, unless the CSSF approves:

a) the investment of at least 85 % of the assets of the feeder sub-fund in units of another master UCITS; or

b) its conversion into a sub-fund which is not a feeder sub-fund.

Without prejudice to specific provisions regarding compulsory liquidation, the liquidation of a sub-fund of the Company being a master sub-fund shall take place no sooner than three months after the master sub-fund has informed all of its share- or unitholders and the CSSF of the binding decision to liquidate.

25.2 Mergers of the Company or of sub-funds with another UCITS or other sub-funds thereof; Mergers of one or more sub-funds within the Company; Division of sub-funds

"Merger" means an operation whereby:

a) one or more UCITS or sub-funds thereof, the "merging UCITS/ sub-fund", on being dissolved without going into liquidation, transfer all of their assets and liabilities to another existing UCITS or a sub-fund thereof, the "receiving UCITS", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

b) two or more UCITS or sub-funds thereof, the "merging UCITS/ sub-fund", on being dissolved without going into liquidation, transfer all of their assets and liabilities to a UCITS which they form or a sub-fund thereof, the "receiving UCITS/ sub-fund ", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

c) one or more UCITS or sub-funds thereof, the "merging UCITS/ sub-fund ", which continue to exist until the liabilities have been discharged, transfer their net assets to another sub-fund of the same UCITS, to a UCITS which they form or to another existing UCITS or a sub-fund thereof, the "receiving UCITS/ sub-fund".

Mergers can be performed in accordance with the form, modalities and information requirements provided for by the 2010 Law; the legal consequences of mergers are governed by and described in the 2010 Law.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a sub-fund and/or share class by means of a merger with another existing sub-fund and/or share class within the Company or with another UCITS established in Luxembourg or in another Member-State or to another sub-fund and/or share class within such other UCITS (the "new fund/sub-fund") and to re-designate the shares of the relevant sub-fund or share class concerned as shares of another sub-fund and/or share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information in relation to the new fund or sub-fund), thirty days before the date on which the merger becomes effective in order to enable shareholders to request redemption or conversion of their shares, free of charge, during such period.

If a sub-fund and/or share-class is to be merged with a Luxembourg or foreign UCI which is not qualifying as a UCITS or sub-fund and/or share class thereof, such merger has to be decided upon by a general meeting of the contributing sub-fund and/or share class. There shall be no quorum requirements for such general meeting, but resolutions shall be binding only upon such shareholders who will have voted in favour of such merger.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a sub-fund and/or share class by means of a division into two or more sub-funds and/or share classes. Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information about the two or more new sub-fund) thirty days before the date on which the division becomes effective, in order to enable the shareholders to request redemption or conversion of their shares free of charge during such period.

Where a sub-fund of the Company has been established as a master sub-fund, no merger or division of shall become effective, unless the master sub-fund has provided all of its shareholders and the CSSF with the information required by law, by sixty days before the proposed effective date. Unless the CSSF or the competent authorities of the home member state of the feeder-UCITS, as the case may be, have granted the feeder-UCITS approval to continue to be a feeder-UCITS of the master sub-fund resulting from the merger or division of such master sub-fund, the master sub-fund shall enable the feeder-UCITS to repurchase or redeem all shares in the master sub-fund before the merger or division becomes effective.

The shareholders of both, the merging and receiving sub-fund have the right to request, without any charge other than those retained by the sub-fund to meet disinvestment costs, the repurchase or redemption of their shares or, where possible, to convert them into shares of another sub-fund of the Company with similar investment policy. If a management company has been appointed for the Company, shareholders may also convert their shares into another UCITS managed by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding. This right shall become effective from the moment that the shareholders of the merging and those of the receiving sub-fund have been informed of the proposed merger and shall cease to exist five working days before the date for calculating the exchange ratio.

The Company may temporarily suspend the subscription, repurchase or redemption of shares, provided that any such suspension is justified for the protection of the shareholders.

If a sub-fund of the Company is the receiving sub-fund, the entry into effect of the merger shall be made public through all appropriate means by the Company and shall be notified to the CSSF and, where appropriate, to the competent authorities of the home member states of the other UCITS involved in the merger.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the general meeting of shareholders of the Company may decide with no quorum requirement and simple majority to merge the whole Company with another UCITS established in Luxembourg or in another Member State or with any sub-fund thereof.

A merger which has taken in accordance with the provisions of the 2010 Law cannot be declared null and void.

25.3 Conversions of existing sub-funds in feeder sub-funds and changes of master sub-funds

For conversions of existing sub-funds in feeder sub-funds and changes of master sub-funds, the relevant shareholders must be provided with the information required by the 2010 Law within the periods of time prescribed by law. The shareholders are entitled to redeem their shares in the relevant sub-funds free of charge within thirty (30) days thereafter, irrespective of the costs of the redemption.

Art. 26. Financial year. Each year, the Company's financial year begins on 1 st of January and ends on 31 December.

Art. 27. Distributions. The Board of Directors may decide to pay an interim dividend in accordance with the provisions of the 1915 Law.

The appropriation of annual income and any other distributions is determined by the general meeting upon proposal by the Board of Directors.

The distribution of dividends or other distributions to shareholders in a sub-fund or share class is subject to prior resolution by the shareholders in this sub-fund of share class.

Dividends that have been fixed are paid out in the currencies and at the place and time determined by the Board of Directors. An income equalisation amount will be calculated so that the distribution corresponds to the actual income entitlement.

The Board of Directors is authorised to suspend the payment of distributions. At the proposal of the Board of Directors, the general meeting of shareholders may decide to issue bonus shares as part of the distribution of net investment income and capital gains.

E. Concluding provisions

Art. 28. Custodian bank. To the extent required by law, the Company will enter into a custodian bank agreement with a bank as defined in the law of 5 April 1993 on the financial sector, as amended.

The custodian bank will fulfil the duties and responsibilities as provided for by the 2010 Law and the agreement entered into with the Company.

Should the custodian bank wish to resign, the Board of Directors will mandate another bank within two months to take over the functions of the custodian bank. Thereupon, the members of the Board of Directors will appoint this institution as custodian bank in place of the resigning custodian bank. The members of the Board of Directors have the powers to terminate the function of the custodian bank but may not give notice to the custodian bank of such termination unless and until a new custodian bank has been appointed pursuant to this Article to take over the function in its place.

Art. 29. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 31 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by Article 5 hereof, in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

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

Art. 30. Liquidation of the Company. 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. The liquidator(s) must be approved by the CSSF.

The net proceeds of the liquidation of each sub-fund shall be distributed by the liquidators to the shareholder(s) of the relevant sub-fund in proportion to the number of shares which it/they hold in that sub-fund. The amounts not claimed by the shareholder(s) at the end of the liquidation shall be deposited with the Caisse des Consignations in Luxembourg. If these amounts are not claimed before the end of the period of legal limitation, the amounts shall become statute-barred and cannot be claimed any more.

Art. 31. Changes to the Articles of Incorporation. These Articles of Incorporation may be expanded or otherwise amended by the general meeting. Amendments are subject to the quorum and majority requirements in the provisions of the 1915 Law.

Art. 32. Applicable law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the 1915 Law and the 2010 Law, as such laws have been or may be amended from time to time.

Expenses

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately EUR 2,400.-.

There been no more items left on the agenda, the Meeting is thereupon adjourned at 6:30 p.m..

The undersigned notary who understands and speaks English, states herewith that at the request of the appearing parties and in accordance with article 26(2) of the law of 17 December 2010 on undertakings for collective investments, the present deed is only worded in English.

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

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

Signé: F. SUDRET, A. ANOUSAKI, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 18 mars 2015. Relation: 1LAC/2015/8370. 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 24 mars 2015. Me Cosita DELVAUX.

Référence de publication: 2015046428/1129.

(150052883) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mars 2015.

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

Capital social: USD 25.000,00.

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

R.C.S. Luxembourg B 89.115.

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EXTRAIT

Il résulte d'une convention sous seing privée signée le 29 décembre 2014, que les 250 parts sociales de la société Wolverine International S.à r.l., ayant son siège social au L-2453 Luxembourg, 6, rue Eugène Ruppert, enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 89.115, ont été cédées, en date du 29 décembre 2014, à la société Krause Global B.V., une société à responsabilité limitée, constituée et soumise au droit des Pays-Bas, ayant son siège social à Beursplein 37, Room 504, 3011 AA Rotterdam, Pays-Bas, enregistrée au Registre de Commerce Hollandais sous le numéro 61316008.

Suite à cette cession, le capital social de la société Wolverine International S.à r.l. est détenu comme suit:

250 parts sociales détenues par la société Krause Global B.V.

Luxembourg, le 19 février 2015.

Pour extrait sincère et conforme

Pour Wolverine International S.à r.l.

Un mandataire

Référence de publication: 2015030876/21.

(150033844) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2015.

Beverly Hills Club S.à r.l., Société à responsabilité limitée.

Siège social: L-2417 Luxembourg, 6, rue de Reims.

R.C.S. Luxembourg B 69.908.

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Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2015030995/10.

(150034890) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2015.

Alzette Securitisation S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 190.961.

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Extrait des résolutions prises lors de l'assemblée générale ordinaire des actionnaires tenue au siège social à Luxembourg, le 17 février 2015

Le siège social est transféré au 17 rue Beaumont, L-1219 Luxembourg;

Les démissions de Madame Barbara NEUERBURG, Madame Laetitia VAUCHEZ et Monsieur Jan VANHOUTTE sont acceptées.

Monsieur Alexis DE BERNARDI, expert-comptable, né le 13.02.1975 à Luxembourg, domicilié professionnellement au 17 rue Beaumont L-1219 Luxembourg, Monsieur Régis DONATI, expert-comptable, né le 19.12.1965 à Briey (France) domicilié professionnellement au 17 rue Beaumont L-1219 Luxembourg et Monsieur Jacopo ROSSI, employé privé, né le 20.04.1972 à San Dona di Piave (Italie), domicilié professionnellement au 10 Boulevard Royal, L-2449 Luxembourg sont nommés nouveaux administrateurs de la société pour une période de deux ans. Leurs mandats viendront à échéance lors de l'assemblée générale statutaire de l'an 2017.

Pour extrait sincère et conforme
ALZETTE SECURITISATION S.A.

Référence de publication: 2015030930/20.

(150034485) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2015.

Alpazen S.A., Société Anonyme.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 158.124.

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Extrait du procès-verbal de la réunion du conseil d'administration tenue le 15 janvier 2015 au siège social de la société

Résolution:

Le Conseil prend acte de la démission de Monsieur Joseph Winandy de son poste d'Administrateur B.

En vertu des articles 51, alinéa 5 et 52 de la loi du 10 août 1915 sur les sociétés commerciales, est nommé provisoirement au poste d'administrateur B de la société:

Monsieur Jean-Charles THOUAND

183, rue de Luxembourg

L-8077 BERTRANGE

Le nouvel administrateur terminera le mandat de l'administrateur démissionnaire, sous réserve légale d'approbation de sa nomination par la prochaine Assemblée Générale des Actionnaires.

Pour copie conforme
- / JALYNE S.A.
Signatures
Administrateur / Administrateur

Référence de publication: 2015030956/21.

(150034357) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2015.

C.Gen Holding S.A., Société Anonyme.

Siège social: L-2519 Luxembourg, 3-7, rue Schiller.

R.C.S. Luxembourg B 137.849.

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

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

Esch-sur-Alzette, le 12 février 2015.
Pour statuts coordonnés

Référence de publication: 2015031009/11.

(150034507) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 février 2015.

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