

MEMORIAL

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Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1008

16 avril 2015

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Charlotte Properties S.A., Société Anonyme.

Siège social: L-1320 Luxembourg, 54, rue de Cessange.

R.C.S. Luxembourg B 35.765.

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 03 mars 2015.

Référence de publication: 2015036871/10.

(150041469) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

Concept Beauté Coiffure S.à r.l., Société à responsabilité limitée.

Siège social: L-3850 Schifflange, 5, avenue de la Libération.

R.C.S. Luxembourg B 81.075.

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: 2015036876/10.

(150042155) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

Bureau Comptable & Fiscal Graser S.A., Société Anonyme.

Siège social: L-4384 Ehlerange, 19, Zare-Ouest.

R.C.S. Luxembourg B 115.118.

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

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

Signature

Le mandataire

Référence de publication: 2015036824/11.

(150041985) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

Quilvest European Partners SICAR S.A., Société Anonyme sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-1660 Luxembourg, 84, Grand-rue.

R.C.S. Luxembourg B 113.121.

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.

Belvaux, le 3 mars 2015.

Référence de publication: 2015036581/11.

(150040969) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mars 2015.

F100 Investment A.G., Société Anonyme.

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

R.C.S. Luxembourg B 158.721.

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 6 mars 2015.

Pour la société

Un mandataire

Référence de publication: 2015037853/12.

(150042893) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Eurobank Private Bank Luxembourg S.A., Société Anonyme.

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

R.C.S. Luxembourg B 24.724.

Je déclare vous soumettre ma démission de mon poste de membre du Conseil d'Administration de la société "EUROBANK PRIVATE BANK LUXEMBOURG S.A.", RCSL numéro B24724.

Senningerberg, le 25 février 2015.

Paul Bettingen.

Référence de publication: 2015037816/10.

(150042643) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

EUROFLOR INVESTHOLDING S.A., société de gestion de patrimoine familial (SPF), Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2530 Luxembourg, 6, rue Henri M. Schnadt.

R.C.S. Luxembourg B 50.495.

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

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

Référence de publication: 2015037817/10.

(150042868) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

European Management & Finance, EMFI S.A., Société Anonyme.

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

R.C.S. Luxembourg B 28.670.

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

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

Luxembourg, le 06 mars 2015.

Pour: EUROPEAN MANAGEMENT & FINANCE, EMFI S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Référence de publication: 2015037818/14.

(150043244) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Flint Energy Services Ltd., Luxembourg Branch, Succursale d'une société de droit étranger.

Adresse de la succursale: L-2220 Luxembourg, 595, rue de Neudorf.

R.C.S. Luxembourg B 166.062.

EXTRAIT

Les personnes dénommées ci-après ont démissionné de leur poste d'administrateur de Flint Energy Services Ltd.:

- Mr. Shere Sandhu, administrateur, né le 26 septembre 1969 à Allahabad (Inde), demeurant professionnellement au Suite 700, 300 - 5th Avenue SW, Calgary, Alberta (Canada) T2P3C4

- Mr. Robert William Zaist, administrateur, né le 21 août 1948 à Connecticut (Etats-Unis d'Amérique), demeurant professionnellement au 7800E, Suite 100, 80237 Denver, Colorado (Etats-Unis d'Amérique).

Les personnes ayant désormais pouvoir de valablement engager conjointement Flint Energy Services Ltd. sont:

- Mr. Nathan Schauerte, administrateur, né 20 février 1980 à Barrhead (Canada), résidant au 194 Hodgens Road, Edmonton, Alberta (Canada) T6M 0E8;

- Mr. Wayne Shaw, administrateur, né le 8 novembre 1962 à Ontario (Canada), demeurant professionnellement au Suite 700, 300 - 5th Avenue SW, Calgary, Alberta (Canada).

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

Luxembourg, le 06 Mars 2015.

Référence de publication: 2015037827/20.

(150043334) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Volotea, Société en Commandite par Actions.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 163.189.

Les comptes annuels au 31 Juillet 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 03 mars 2015.

Volotea S.C.A.
Volotea GP S.à r.l.
Signature
Gérant

Référence de publication: 2015038921/14.

(150043862) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

Eagle International Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.
R.C.S. Luxembourg B 190.652.

EXTRAIT

En date du 3 mars 2015, l'associé unique de la Société a pris les résolutions suivantes:

- Acceptation de la démission de Charlotte Lahajje-Hultman comme gérant B de la société avec effet au 3 mars 2015;
- Acceptation de la démission de Peter Lundin comme gérant B de la société avec effet au 3 mars 2015;
- Nomination de Ole Christensen, né le 3 octobre 1958 à Frederikshavn, Danmark, demeurant au 68, rue des Bois, L-8019 Strassen comme nouveau gérant B de la société avec effet au 3 mars 2015 et ce pour une durée indéterminée.

Pour extrait conforme.

Luxembourg, le 3 mars 2015.

Référence de publication: 2015037789/15.

(150042937) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Hase Fireplaces S.A., Société Anonyme.

Siège social: L-6630 Wasserbillig, 4, Grand-rue.
R.C.S. Luxembourg B 140.051.

Extrait des résolutions prises lors de l'assemblée générale annuelle du 15 janvier 2015, tenue au siège de la société

- Le mandat d'Administrateur de Mr Walter Blasius arrive à échéance et n'est pas reconduit.
- Madame Katharina Blasius, née le 26/09/1976 à Darmstadt (Allemagne), résidant au Tempelherrenstrasse 51, D-54295 Trier est nommée au poste d'Administrateur. Son mandat viendra à échéance lors de l'Assemblée Générale qui se tiendra en 2020. Elle pourra engager la société par sa co-signature avec un autre Administrateur.
- Les mandats de Mme Eva Maria BLASIUS, née le 11/01/1986 à Trier, résidant au Keuneweg 8B à D-54295 Trier, Allemagne, et de Mr Fernando DIAZ NAJERA, né le 04/11/1968 à Madrid (Espagne), résidant au Friedensstrasse 2 à D-54295 Trier, Allemagne, sont reconduits jusqu'à l'Assemblée qui se tiendra en 2020.
- Le mandat d'Administrateur-Délégué de Mr Fernando DIAZ NAJERA est reconduit pour une durée indéterminée.
- Le mandat du commissaire aux comptes, à savoir la Fiduciaire Jean-Marc Faber & Cie Sàrl arrive à échéance et n'est pas reconduit.
- Madame Antje Pittner, née le 25.10.1966 à Merseburg (Allemagne), résidant au Mühlgasse 33, D-67744 Medard (Allemagne), est nommée au poste de Commissaire aux Comptes. Son mandat viendra à échéance lors de l'Assemblée Générale qui se tiendra en 2020.

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

Pour extrait sincère et conforme
HASE FIREPLACES S.A.
Signature

Référence de publication: 2015037916/25.

(150042595) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Concept Rénovation S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-3569 Dudelange, 36, rue Tattenberg.
R.C.S. Luxembourg B 180.995.

Les comptes annuels au 31/12/2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2015037685/9.

(150042844) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Arcsearch S.A., Société Anonyme.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.
R.C.S. Luxembourg B 127.616.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour ARCSEARCH S.A.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2015037608/11.

(150042544) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Bralux S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 40, boulevard Joseph II.
R.C.S. Luxembourg B 31.640.

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

COMPAGNIE FINANCIERE DE GESTION LUXEMBOURG S.A.

Boulevard Joseph II

L-1840 Luxembourg

Signature

Référence de publication: 2015037661/13.

(150042412) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Computer Associates Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.463.000,00.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 103.372.

En date du 05 mars 2015, l'Associé Unique de la Société a pris les décisions suivantes:

- Démission de Monsieur Johannes Laurens de Zwart de son poste de gérant de catégorie B avec effet immédiat;
- Nomination de Madame Anne Boelkow, née le 28 août 1980 à Aachen, Allemagne, ayant pour adresse professionnelle le 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Luxembourg, au poste de gérant de catégorie B, avec effet immédiat et pour une durée indéterminée;
- Nomination de KPMG (Luxembourg) S.à r.l., une société à responsabilité limitée, ayant pour adresse le 39 avenue John F. Kennedy, L-1855 Luxembourg, Luxembourg, enregistrée au RCS Luxembourg sous le numéro B149133, au poste de réviseur d'entreprises agréé, pour l'audit des comptes annuels de la Société se terminant au 31 mars 2015, avec effet immédiat et jusqu'à l'assemblée générale annuelle de l'Associé Unique approuvant les comptes annuels de la Société au 31 mars 2015 et qui se tiendra en 2016.

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

Manacor (Luxembourg) S.A.

Mandataire

Référence de publication: 2015037684/21.

(150043216) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Candy Shop S.à r.l., Société à responsabilité limitée.

Siège social: L-3440 Dudelange, 48-52, avenue Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 165.757.

Par cette lettre, je vous informe de ma décision de démissionner de mes fonctions de gérant, à compter du 01/01/2015.
Luxembourg, le 31/12/2014.

Référence de publication: 2015037698/9.

(150043215) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Casiana Automobiles Sàrl, Société à responsabilité limitée.

Siège social: L-3431 Dudelange, 1, rue de la Brasserie.
R.C.S. Luxembourg B 155.872.

Les comptes annuels au 31/12/2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2015037702/9.

(150042637) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Ball Aerocan Operations S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 171.209.

Extrait des résolutions prises par l'actionnaire unique en date du 11 février 2015

Monsieur Douglas K. BRADFORD a démissionné de son mandat de gérant avec effet au 30 janvier 2015.

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

Luxembourg.

Pour Ball Aerocan Operations S.à r.l.

Un Mandataire

Référence de publication: 2015037631/13.

(150042682) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

CEP III Investment 18 Finance S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 163.903.

Il résulte des résolutions prises par l'associé unique de la Société en date du 23 février 2015 que:

1. Les personnes suivantes ont démissionné de leur fonction de membres du conseil de gérance de la Société avec effet au 23 février 2015:

- Monsieur Christopher Finn;
- Madame Barbara Imbs;

2. Les personnes suivantes ont été nommées en tant que nouveaux membres du conseil de gérance de la Société pour une période illimitée, avec effet au 23 février 2015:

- Monsieur William Cagney, avec adresse professionnelle au 2 avenue Charles de Gaulle, L-1653 Luxembourg;
- Monsieur Andrew Howlett-Bolton, avec adresse professionnelle au 2 avenue Charles de Gaulle, L-1653 Luxembourg;

3. L'adresse de la Société est fixée au 2, avenue Charles de Gaulle, 4^{ème} étage, L-1653 Luxembourg.

4. L'adresse professionnelle de Madame Erica K. Herberg, membre du conseil de gérance de la Société, est changée comme suit: 57, Berkeley Square, Lansdowne House, W1J 6ER London, United Kingdom.

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

Luxembourg, le 05 mars 2015.

CEP III Investment 18 Finance S.à r.l.

Un mandataire

Référence de publication: 2015037709/23.

(150043186) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

AS-Dusty Sàrl, Société à responsabilité limitée.

Siège social: L-3446 Dudelange, 20, rue Mathias Kungs.
R.C.S. Luxembourg B 115.042.

Le bilan approuvé au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 05 mars 2014.

Référence de publication: 2015037614/10.

(150042565) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

**Valotel Europe S.A., Société Anonyme,
(anc. Lunaval S.A.).**

Siège social: L-1219 Luxembourg, 17, rue Beaumont.
R.C.S. Luxembourg B 191.082.

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

Junglinster, le 3 mars 2015.

Pour copie conforme

Référence de publication: 2015037469/11.

(150042083) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

Famosa Luxembourg S.C.A., Société en Commandite par Actions.

Capital social: EUR 97.826,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 152.559.

Lors de l'assemblée générale annuelle tenue en date du 27 février 2015, les actionnaires ont décidé de renouveler le mandat de réviseur d'entreprises agréé de PricewaterhouseCoopers, avec siège social au 2, rue Gerhard Mercator, L - 2182 Luxembourg, pour une période venant à échéance lors de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social se clôturant au 31 août 2015 et qui se tiendra en 2016;

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 5 mars 2015.

Référence de publication: 2015037824/14.

(150042729) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

CF Industries International Holdings Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: CAD 9.131.500,00.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.
R.C.S. Luxembourg B 142.667.

Extrait des résolutions de l'associé unique

En date du 2 mars 2015, l'associé unique a décidé d'accepter la démission de Claudine Schinker, née le 31 mars 1964 à Pétange, Luxembourg, demeurant professionnellement au 6, rue Eugène Ruppert, L-2453 Luxembourg, en tant que gérant de classe B de la société, et ce avec effet rétroactif au 7 janvier 2015.

En cette même date, l'associé unique a décidé d'accepter la nomination de Richard Brekelmans, né le 12 septembre 1960 à Amsterdam, Pays-Bas, demeurant professionnellement au 6, rue Eugène Ruppert, L-2453 Luxembourg, en tant que gérant de classe B de la Société, et ce avec effet rétroactif au 7 janvier 2015 et pour une durée indéterminée.

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

Luxembourg, le 5 mars 2015.

Signature

Mandataire

Référence de publication: 2015037722/19.

(150043033) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

ColMolitor (Lux) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 130.451.

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

Signature.

Référence de publication: 2015037678/10.

(150042525) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Merlin Finance S.A., Société Anonyme.

R.C.S. Luxembourg B 113.900.

La convention de Domiciliation concernant la société MERLIN FINANCE S.A. ayant son siège social au 20, Rue de la Poste, L-2346 Luxembourg a été dénoncée avec effet date du 18/02/2015 par la société Citco C&T (Luxembourg) S.A.

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

Citco C&T (Luxembourg) S.A.

Société Anonyme

Signatures

Référence de publication: 2015038028/12.

(150042613) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Bull's-Eye Property Lux II SA, Société Anonyme.

Siège social: L-1479 Luxembourg, 1, place de l'Etoile.

R.C.S. Luxembourg B 139.026.

Extrait des décisions prises lors de l'assemblée générale ordinaire tenue extraordinairement et des décisions prises lors du conseil d'administration en date du 2 octobre 2014

1. Le siège social a été transféré de L-2453 Luxembourg, 12-14, rue Eugène Ruppert, au L-1479 Luxembourg, 1, Place de l'Etoile.

2. Monsieur Marnix GALLE a démissionné de ses mandats d'administrateur A, président du conseil d'administration et administrateur-délégué.

3. Messieurs Fernand PESCH et Wolfgang BAERTZ ont démissionné de leur mandat d'administrateur B.

4. Monsieur Guy VAN WYMERSCH-MOONS, né à Merksem (Belgique), le 13 novembre 1958, demeurant à B-1060 Saint-Gilles, 47 (boîte 4), rue Bosquet, a été nommé comme administrateur A, président du conseil d'administration et administrateur-délégué, chargé de la gestion journalière de la société avec le pouvoir de l'engager par sa seule signature quant à cette gestion pour une durée de 6 ans.

5. Monsieur Guy DELIRE, né à Ixelles (Belgique), le 8 mars 1952, demeurant à B-5032 Bossière (Belgique), 18, rue du Bon Dieu Cauwère, a été nommé comme administrateur B pour une durée de 6 ans.

6. Monsieur Laurent JAUMOTTE, né à Namur (Belgique), le 25 mai 1972, demeurant à B-5530 Mont (Belgique), 4, Chemin du Renissart, a été nommé comme administrateur B pour une durée de 6 ans.

7. Monsieur Danny VANPEVENAEYGE, né à Oprakel (Belgique), le 9 janvier 1966, demeurant à B-9630 Zwalm (Belgique), Boekelbaan 68, a été nommé comme administrateur B pour une durée de 6 ans.

8. La société Lut Laget Tax Audit & Accountancy a démissionné de son mandat de commissaire.

9. La société coopérative PricewaterhouseCoopers, R.C.S. Luxembourg B 65477, ayant son siège social au L-2182 Luxembourg, 2, rue Gerhard Marcator, a été nommée comme commissaire jusqu'à l'issue de l'assemblée générale statutaire de 2017.

Luxembourg, le 5 mars 2015.

Pour Bull's-Eye Property Lux II SA

Pour extrait sincère et conforme

Un mandataire

Référence de publication: 2015037637/32.

(150042961) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

AS Worldwide LLC & Cie, S.C.S, Société en Commandite simple.

Capital social: EUR 91.842.000,00.

Siège social: L-1160 Luxembourg, 32-36, boulevard d'Avranches.
R.C.S. Luxembourg B 103.434.

Les comptes annuels au 31 août 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 5 mars 2015.

Référence de publication: 2015037613/10.

(150043437) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Stonecreek Capital International Ltd., Société à responsabilité limitée.

Capital social: USD 22.655.762,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.
R.C.S. Luxembourg B 162.605.

EXTRAIT

Il résulte des résolutions prises par le Conseil de Gérance en date du 5 mars 2015 que:

- Le siège social de la Société a été transféré au 16, avenue Pasteur, L-2310 Luxembourg, avec effet au 15 février 2015.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 5 mars 2015.

Référence de publication: 2015038204/13.

(150042551) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Spawnt Private S.à r.l., Société à responsabilité limitée.

Capital social: EUR 212.500,00.

Siège social: L-2557 Luxembourg, 7, rue Robert Stümper.
R.C.S. Luxembourg B 152.282.

*Extrait rectificatif
(dépôt initial n° L120188582)*

Les comptes annuels arrêtés au 31 mars 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 3 mars 2015.

Signature

Le mandataire

Référence de publication: 2015038200/14.

(150042489) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Residential Real Estate S.A., Société Anonyme.

Siège social: L-2453 Luxembourg, 19, rue Eugène Ruppert.
R.C.S. Luxembourg B 194.808.

Extrait des résolutions prises par le conseil d'administration le 23 février 2015

En date du 23 février 2015, le Conseil d'Administration a décidé de nommer comme dépositaire au sens de l'article 42 (1) et (2) de la loi modifiée du 10 août 1915 concernant les sociétés commerciales, la société CAREY S.A., ayant son siège social au 19, rue Eugène Ruppert L-2453 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 122 743.

Extrait sincère et conforme

Residential Real Estate S.A.

Un mandataire

Référence de publication: 2015038161/15.

(150042826) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Smart Metering Systems S.à r.l., Société à responsabilité limitée.

Siège social: L-8287 Kehlen, 15, Zone Industrielle.

R.C.S. Luxembourg B 157.938.

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.

Echternach, le 5 mars 2015.

Signature.

Référence de publication: 2015037414/10.

(150041972) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

Silf S.A., Société Anonyme.

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

R.C.S. Luxembourg B 47.557.

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

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

Luxembourg, le 6 mars 2015.

Pour: SILF S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Référence de publication: 2015038220/14.

(150043268) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

T-C PEP Asset S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.800,00.**

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

R.C.S. Luxembourg B 163.898.

Par résolutions prises en date du 23 janvier 2015, l'associé unique a:

1. nommé Willem-Arnoud van Rooyen, avec adresse professionnelle au 7A, rue Robert Stümper, L - 2557 Luxembourg, au mandat de gérant de classe B, avec effet immédiat et pour une durée indéterminée;

2. nommé Allyson Casey Foulks, avec adresse professionnelle au 8500, Andrew Carnagie Boulevard, 28262-8500, Charlotte, North Carolina, Etats-Unis, au mandat de gérant de classe B, avec effet immédiat et pour une durée indéterminée

3. accepté la démission de Mark J. Wood, avec adresse professionnelle au 730, Third Avenue, 10017 New York, Etats-Unis de son mandat de gérant de classe A, avec effet immédiat;

4. reclassé le mandat du gérant de classe B, Bruno Bagnouls, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882, Luxembourg, en gérant de classe A, avec effet immédiat

5. reclassé le mandat du gérant de catégorie B, Karl Heinz Dick, avec adresse au 53, Tontelerwee, L-8552 Oberpallen, en gérant de classe A, avec effet immédiat

6. reclassé le mandat du gérant de classe A, Robert Redican, avec adresse professionnelle au 730, Third Avenue, 10017 New York, Etats-Unis, en gérant de classe B, avec effet immédiat

7. pris connaissance que le conseil de gérance se compose comme suit:

- Bruno Bagnouls, précité, gérant de classe A
- Karl Heinz Dick, précité, gérant de classe A
- Robert Redican, précité, gérant de classe B
- Willem-Arnoud van Rooyen, précité, gérant de classe B
- Allyson Casey Foulks, précitée, gérant de classe B

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

Luxembourg, le 4 mars 2015.

Référence de publication: 2015038246/30.

(150042795) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Inversiones Viso S.A., Société Anonyme.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.
R.C.S. Luxembourg B 50.558.

L'an deux mille quinze, le dix-sept février.

Pardevant Maître Jean SECKLER, notaire de résidence à Junglinster (Grand-Duché de Luxembourg).

S'est réunie

l'assemblée générale extraordinaire de l'actionnaire unique de la société anonyme "INVERSIONES VISO S.A.", ayant son siège social à L-2453 Luxembourg, 6, rue Eugène Ruppert, R.C.S. Luxembourg section B numéro 50558, constituée par-devant Maître André-Jean-Joseph SCHWACHTGEN, alors notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), en date du 9 mars 1995, acte publié au Mémorial, Recueil des Sociétés et Associations C numéro 300 en 1995.

L'assemblée est ouverte sous la présidence de Monsieur Bob PLEIN, employé privé, demeurant professionnellement à Junglinster (Grand-Duché de Luxembourg), qui désigne comme secrétaire Monsieur Henri DA CRUZ, employé privé, demeurant professionnellement à Junglinster (Grand-Duché de Luxembourg).

L'assemblée choisit comme scrutateur Monsieur Max MAYER, employé privé, demeurant professionnellement à Junglinster (Grand-Duché de Luxembourg).

Le bureau ainsi constitué, le président expose et prie le notaire instrumentant d'acter:

I Que la présente assemblée générale extraordinaire a pour ordre du jour:

Ordre du jour:

1. Constatation que suite à la conversion automatique du capital de la société en Euros au 1^{er} janvier 2002, ce dernier s'élève à cinquante-quatre mille quatre-vingt-onze Euros et neuf Cents (EUR 54.091,09) représenté par neuf mille (9.000) actions sans désignation de valeur nominale et modification subséquente de l'article 3 des statuts qui aura dorénavant la teneur suivante:

Art. 3. "Le capital social est fixé à cinquante-quatre mille quatre-vingt-onze Euros et neuf Cents (EUR 54.091,09) représenté par neuf mille (9.000) actions sans désignation de valeur nominale.

2. Modification de l'article 4 des statuts afin d'y inclure la possibilité pour la société d'avoir des actions sous la forme nominative et qui aura dorénavant la teneur suivante:

Art. 4. "Les actions de la société pourront être créées au choix du propriétaire en titres unitaires ou en certificats représentatifs de plusieurs actions.

Les titres peuvent aussi être nominatifs ou au porteur au gré de l'actionnaire.

La société pourra procéder au rachat de ses propres actions, sous les conditions prévues par la loi.

Le capital souscrit pourra être augmenté ou réduit dans les conditions légales requises.

La société ne reconnaît qu'un seul propriétaire par action. Dans le cas où une ou plusieurs actions sont détenues conjointement ou lorsque la propriété d'une ou de plusieurs actions font l'objet d'un contentieux, l'ensemble des personnes revendiquant un droit sur ces actions doit désigner un mandataire afin de représenter cette ou ces actions à l'égard de la société.

L'absence de la désignation d'un tel mandataire implique la suspension de tous les droits attachés à cette ou ces actions."

II Que l'actionnaire représenté, le mandataire de l'actionnaire représenté, ainsi que le nombre d'actions qu'il détient sont indiqués sur une liste de présence. Cette liste de présence, après avoir été contrôlée et signée "ne varietur" par l'actionnaire représenté, les mandataires de l'actionnaire représenté, ainsi que par les membres du bureau et le notaire instrumentant, sera gardée à l'étude de celui-ci.

La procuration de l'actionnaire représenté, après avoir été signée «ne varietur» par les comparants et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui à la formalité de l'enregistrement.

III Que la présente assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

Ces faits ayant été reconnus exacts par l'assemblée, celle-ci prend les résolutions suivantes à l'unanimité:

Première résolution

Suite à conversion automatique du capital de la société en Euros au 1^{er} janvier 2002 le capital social s'élève à cinquante-quatre mille quatre-vingt-onze Euros et neuf Cents (EUR 54.091,09) représenté par neuf mille (9.000) actions sans désignation de valeur nominale et l'article 3 des statuts est modifié et aura dorénavant la teneur suivante:

Art. 3. "Le capital social est fixé à cinquante-quatre mille quatre-vingt-onze Euros et neuf Cents (EUR 54.091,09) représenté par neuf mille (9.000) actions sans désignation de valeur nominale."

Deuxième résolution

L'article 4 des statuts est modifié afin d'y inclure la possibilité pour la société d'avoir des actions sous la forme nominative et aura dorénavant la teneur suivante:

Art. 4. "Les actions de la société pourront être créées au choix du propriétaire en titres unitaires ou en certificats représentatifs de plusieurs actions.

Les titres peuvent aussi être nominatifs ou au porteur au gré de l'actionnaire.

La société pourra procéder au rachat de ses propres actions, sous les conditions prévues par la loi.

Le capital souscrit pourra être augmenté ou réduit dans les conditions légales requises.

La société ne reconnaît qu'un seul propriétaire par action. Dans le cas où une ou plusieurs actions sont détenues conjointement ou lorsque la propriété d'une ou de plusieurs actions font l'objet d'un contentieux, l'ensemble des personnes revendiquant un droit sur ces actions doit désigner un mandataire afin de représenter cette ou ces actions à l'égard de la société.

L'absence de la désignation d'un tel mandataire implique la suspension de tous les droits attachés à cette ou ces actions."

Évaluation des frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société, s'élève à environ 950.- EUR.

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

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par leur nom, prénom usuel, état et demeure, ils ont signé avec Nous notaire le présent acte.

Signé: Bob PLEIN, Henri DA CRUZ, Max MAYER, Jean SECKLER.

Enregistré à Grevenmacher Actes Civils, le 20 février 2015. Relation GAC/2015/1462. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Claire PIERRET.

Référence de publication: 2015036400/82.

(150040741) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mars 2015.

Granlux International S.A., Société Anonyme.

Siège social: L-1260 Luxembourg, 92, rue de Bonnevoie.

R.C.S. Luxembourg B 137.618.

DISSOLUTION

L'an deux mille quatorze, le trente et un décembre.

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

A comparu:

Mme Dieyvisis Natacha SERRA CALDERIN, née à Cienfuegos (Cuba) le 23 juillet 1981 and demeurant au 2507 N Valley Dr, Manhattan Bench, CA 90266 USA (ci-après "l'Actionnaire Unique")

ici représentée par Monsieur Liridon ELSHANI, employé privé demeurant professionnellement au 74, avenue Victor Hugo, L-1750 Luxembourg, en vertu d'une procuration donnée sous seing privé.

Laquelle procuration, après avoir été signée «ne varietur» par le mandataire agissant pour le compte des parties comparantes et le notaire instrumentaire, demeure annexée au présent acte avec lequel elle est enregistrée.

Laquelle comparante, ès-qualité qu'elle agit, a exposé au notaire et l'a prié d'acter ce qui suit:

Que la Société dénommée GRANLUX INTERNATIONAL S.A., avec siège social au 92, rue de Bonnevoie, L-1260 Luxembourg, inscrite au R.C.S. Luxembourg B N°137 618, a été constituée aux termes d'un acte reçu par Maître Jean SECKLER, notaire de résidence à Junglinster, le 19 mars 2008, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1079 du 2 août 2008.

Que les statuts de ladite société n'ont jamais été modifiés.

Que le capital social de la Société GRANLUX INTERNATIONAL S.A. est fixé trente et un mille euros (EUR 31.000,-) représenté par trois cent dix (310) actions d'une valeur nominale de cent euros (EUR 100,-) chacune, toutes entièrement libérées.

Que l'Actionnaire Unique est la seule propriétaire de toutes les actions représentant l'intégralité du capital social de GRANLUX INTERNATIONAL SA.

Que l'Actionnaire Unique approuve les états financiers de la Société au 31 décembre 2013.

Que l'Actionnaire Unique prononce la dissolution anticipée de la Société avec effet immédiat.

Que l'Actionnaire Unique se désigne comme liquidateur de la Société.

Que l'Actionnaire Unique est investi de tout l'actif et par rapport au passif actuel ou inconnu à la date de ce jour, il assume irrévocablement l'obligation de payer tout ce passif. Un rapport de liquidation es annexé pour être enregistré avec le présent acte.

Que partant la liquidation de la Société est à considérer comme faite et clôturée.

Que les déclarations du liquidateur ont fait l'objet d'une vérification, suivant rapport en annexe, conformément à la loi, par Private Trustees S.A., avec siège social à L-1260 Luxembourg, 92, rue de Bonnevoie, numéro RCS Luxembourg B74.700, agissant en tant que "commissaire à la dissolution";

Que décharge pleine et entière est donnée aux administrateurs, au commissaire aux compte et au «commissaire à la dissolution» de la Société pour l'exécution de leurs mandats.

Que les livres et documents de la Société sont conservés pendant cinq ans au 92, rue de Bonnevoie, L-1260 Luxembourg.

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

Le notaire soussigné qui comprend et parle la langue anglaise, déclare que sur la demande du comparant, le présent acte de société est rédigé en langue anglaise suivi d'une version française. Il est spécifié qu'en cas de divergences avec la version française, le texte anglais fera foi.

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

Lecture faite en langue du pays au comparant, connu du notaire instrumentant par nom, prénom, état et demeure, ledit comparant a signé avec le notaire le présent acte.

Suit la traduction en français du texte qui précède

In the year two thousand and fourteen, on the thirty-first of December.

Before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg.

There appeared:

Mrs Dieyvisis Natacha SERRA CALDERIN, born in Cienfuegos (Cuba) on 23 July 1981 and resident in 2507 N Valley Dr, Manhattan Bench, CA 90266 USA (hereinafter «the Sole Shareholder»)

here represented by Mr. Liridon ELSHANI, private employee, with professional address at 74 avenue Victor Hugo, L-1750 Luxembourg, by virtue of a proxy given under private seal.

Said proxy, after having been signed "ne varietur" by the proxyholder of the appearing party and by the undersigned notary, shall remain annexed to the present deed, to be filed with the registration authorities.

Which appearing party, acting as said hereabove, has requested the notary to state as follows:

That the company GRANLUX INTERNATIONAL S.A., a société anonyme, with registered office at 92, rue de Bonnevoie, L-1260 Luxembourg (Grand-Duchy of Luxembourg) registered into the Luxembourg Trade and Corporate Register under section B and number 137 618, was incorporated according to a deed received by Maître Jean SECKLER, a civil law notary residing in Junglinster, on 19 March 2008 and published in the Mémorial, Recueil des Sociétés et Associations C, n. 1079 of 2nd August 2008.

That the articles of incorporation of the Company have never been amended.

That the corporate capital of GRANLUX INTERNATIONAL S.A., amounts to thirty-one thousand Euro (EUR 31,000.-), divided into three hundred and ten (310) shares with a nominal value of one hundred Euro (EUR 100.-) each, entirely paid-up.

That the Sole Shareholder is the sole owner of all the shares representing the corporate capital of the company GRANLUX INTERNATIONAL S.A.

That the Sole Shareholder approves the financial report as of 31 December 2013 of the Company.

That the Sole Shareholder has decided to dissolve and to liquidate the Company, which has discontinued all activities;

That the Sole Shareholder is to be appointed as liquidator of the Company.

That the Sole Shareholder herewith declares the anticipated dissolution of the Company with immediate effect and its putting into liquidation;

That it is witnessed that the Sole Shareholder is vested with all the assets of the Company and that the undersigned shall guarantee payment of all liabilities of the Company even if unknown at present. A liquidator report is annexed this present deed to be registered with it;

That the liquidation of the Company is completed and that the Company is to be construed as definitely terminated and liquidated;

The declarations of the liquidator have been verified, pursuant to a report that remains attached as appendix, by Private Trustees S.A., with registered office in L-1260 Luxembourg, 92, rue de Bonnevoie, RCS Luxembourg number B74.700, acting as "commissaire to the dissolution";

That full and entire discharge is granted to the incumbent Director, statutory auditor and to the «commissaire to the dissolution» for the performance of their respective assignments;

That the corporate documents shall be kept at 92, rue de Bonnevoie, L-1260 Luxembourg for the duration of five years.

The bearer of a copy of the present deed shall be granted all necessary powers regarding legal publications and registration.

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

Drawn up in Luxembourg, on the date named at the beginning of the presents.

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

Signé: L. Elshani et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 12 janvier 2015. 2LAC/2015/864. Reçu soixante-quinze euros (75.- €).

Le Receveur (signé): Paul Molling.

POUR COPIE CONFORME, délivrée à la demande de la prédite société, sur papier libre, aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 4 mars 2015.

Référence de publication: 2015037029/104.

(150041620) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

Geram International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 19.372.

En date du 22 janvier 2015, la Société a désigné la société SGG S.A., ayant son siège social au 412F, route d'Esch, L-2086 Luxembourg, comme dépositaire au sens de l'article 2 de la loi du 28 juillet 2014 relative au dépôt obligatoire et à l'immobilisation des actions et des parts au porteur.

Certifié sincère et conforme

GERAM INTERNATIONAL S.A.

Signatures

Administrateur / Administrateur

Référence de publication: 2015037881/14.

(150042459) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Iberian Investments I HoldCo S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 35, avenue Monterey.

R.C.S. Luxembourg B 194.928.

STATUTES

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

Before, Maître Edouard DELOSCH, notary residing in Diekirch, Grand Duchy of Luxembourg.

THERE APPEARED:

Iberian Investments I TopCo Ltd, a company incorporated under the laws of Guernsey, having its registered office at Redwood House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA, registered with the Guernsey Registry under number 59872,

here represented by Marc FRANTZ, lawyer, residing in Luxembourg, by virtue of a power of attorney, given in Guernsey on 20 February 2015,

Said proxy, after having been initialled ne varietur by the proxyholder of the appearing party and by the undersigned notary, shall remain attached to the present deed, and be submitted with this deed to the registration authorities.

Such appearing party, in the capacity in which it acts, has requested the undersigned notary, to state as follows the articles of association of a private limited liability company (société à responsabilité limitée), which is hereby incorporated.

Art. 1. Name. There exists a private limited liability company (société à responsabilité limitée) by the name of "Iberian Investments I HoldCo S.à r.l." (the Company).

Art. 2. Corporate object. The purpose of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies and any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, control and development of its portfolio.

In addition, the Company may acquire and sell real estate properties, for its own account, either in the Grand Duchy of Luxembourg or abroad and it may carry out all operations relating to real estate properties, including the direct or indirect holding of participations in Luxembourg or foreign companies, the principal object of which is the acquisition, development, promotion, sale, management and/or lease of real estate properties.

The Company may further guarantee, grant loans or otherwise assist the companies in which it holds a direct or indirect participation or which form part of the same group of companies as the Company.

The Company may carry out any commercial, industrial or financial activities which it may deem useful in accomplishment of these purposes.

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

Art. 4. Registered office. The registered office is established in Luxembourg.

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. It may be transferred within the boundaries of the municipality by a resolution of the manager/board of managers of the Company.

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

Art. 5. Share capital. The Company's subscribed share capital is fixed at EUR 75,000.- (seventy-five thousand Euro), represented by 75,000 (seventy-five thousand) shares having a par value of EUR 1.- (one Euro) per share.

Art. 6. Amendments to the share capital. The share capital may be changed at any time by a decision of the sole shareholder or by decision of the shareholder meeting, in accordance with article 15 of these articles of association.

Art. 7. Profit sharing. 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. 8. Indivisible shares. Towards the Company, the Company's shares are indivisible, and only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

Art. 9. Transfer of shares. In case of a sole shareholder, the Company's shares held by the sole shareholder are freely transferable.

In case of plurality of shareholders, the transfer of shares inter vivos to third parties must be authorized by the general meeting of the shareholders who represent at least three-quarters of the paid-in capital of the Company. No such authorization is required for a transfer of shares among the shareholders.

The transfer of shares mortis causa to third parties must be accepted by the shareholders who represent three-quarters of the rights belonging to the surviving shareholders.

The requirements of articles 189 and 190 of the Luxembourg act dated 10 August 1915 on commercial companies, as amended (the Companies Act) will apply.

Art. 10. Redemption of shares. The Company shall have power to acquire shares in its own capital provided that the Company has sufficient distributable reserves or funds to that effect.

The acquisition and disposal by the Company of shares held by it in its own share capital shall take place by virtue of a resolution of and on the terms and conditions to be decided upon by the sole shareholder or the general meeting of the shareholders. The quorum and majority requirements applicable for amendments to the articles of association shall apply in accordance with article 15 of these articles of association.

Art. 11. Death, suspension of civil rights, insolvency or bankruptcy of the shareholders. The death, suspension of civil rights, insolvency or bankruptcy of the sole shareholder or of one of the shareholders will not terminate the Company.

Art. 12. Management. 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) are appointed, revoked and replaced by a decision of the general meeting of the shareholders, adopted by shareholders owning more than half of the share capital.

The general meeting of the shareholders may at any time and ad nutum (without cause) dismiss and replace the manager or, in case of plurality, any one of them.

In dealing with third parties, the manager(s) will have all powers to act in all circumstances in the name and on behalf of the Company and to carry out and approve all acts and operations consistent with the Company's objects and provided the terms of this article 12 have been complied with.

All powers not expressly reserved by law or the present articles of association to the general meeting of the shareholders fall within the power of the manager, or in case of plurality of managers, of the board of managers.

The Company shall be bound by the sole signature of its sole manager, and, in the case of plurality of managers, by the sole signature of any member of the board of managers.

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

The manager, or in case of plurality of managers, the delegating manager 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. The board of managers can deliberate or act validly only if at least the majority of its members are present or represented at a meeting of the board of managers.

A chairman pro tempore of the board of managers may be appointed by the board of managers for each board meeting of the Company. The chairman, if one is appointed, will preside at the meeting of the board of managers for which he has been appointed. The board of managers will appoint a chairman pro tempore, if one is appointed, by vote of the majority of the managers present or represented at the board meeting.

In the case of plurality of managers, written notice of any meeting of the board of managers will be given to all managers, in writing or by telefax or electronic mail (e-mail), at least 24 (twenty-four) hours in advance of the hour set for such meeting, except in circumstances of emergency. A meeting of the board of managers can be convened by any manager. This notice may be waived if all the managers are present or represented, and if they state that they have been informed on the agenda of the meeting. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by a resolution of the board of managers.

A manager may act at a meeting of the board of managers by appointing in writing or by telefax or electronic mail (e-mail) another manager as his proxy. A manager may also participate in a meeting of the board of managers by conference call, video-conference or by other similar means of communication allowing all the managers taking part in the meeting to be identified and to deliberate. The participation by a manager in a meeting by conference call, video-conference or by other similar means of communication mentioned above shall be deemed to be a participation in person at such meeting and the meeting shall be deemed to be held at the registered office of the Company. The decisions of the board of managers will be recorded in minutes to be held at the registered office of the Company and to be signed by any managers attending the board meeting, or by the chairman of the board of managers, if one has been appointed. Proxies, if any, will remain attached to the minutes of the relevant meeting.

Notwithstanding the foregoing, a resolution of the board of managers may also be passed in writing in which case the minutes shall consist of one or several documents containing the resolutions and signed by each and every manager. The date of such circular resolutions shall be the date of the last signature. A meeting of the board of managers held by way of such circular resolutions is deemed to be held in Luxembourg.

Art. 13. Liability of the manager(s). 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. General meetings of the shareholders. An annual general meeting of the shareholder(s) shall be held at the registered office of the Company, or at such other place in the municipality of its registered office as may be specified in the notice of meeting.

Other general meetings of the shareholder(s) may be held at such place and time as may be specified in the respective notices of meeting.

As long as the Company has no more than twenty-five (25) shareholders, resolutions of shareholder(s) can, instead of being passed at general meetings, 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 (such vote to be evidenced by letter or telefax or electronic mail (e-mail) transmission).

Art. 15. Shareholders' voting rights, quorum and majority. The sole shareholder assumes all powers conferred to the general meeting of the shareholders.

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 association of the Company may only be adopted by the majority in number of the shareholders owning at least three quarters of the Company's share capital and the nationality of the Company can only be changed by unanimous vote, subject to the provisions of the Companies Act.

Art. 16. Financial year. The Company's year starts on the 1 January and ends on 31 December of each year.

Art. 17. Financial statements. Each year, with reference to 31st December, 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. 18. Appropriation of profits, reserves. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortization 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 general meeting shall determine how the remainder of the annual net profits will be disposed of. The manager, or in case of plurality of managers, the board of managers may decide to pay interim dividends.

Art. 19. Liquidation. At the time of winding up of 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. 20. Statutory auditor - External auditor. In accordance with article 200 of the Companies Act, the Company needs only to be audited by a statutory auditor if it has more than 25 (twenty-five) shareholders. An approved independent auditor (réviseur d'entreprises agréé) needs to be appointed whenever the exemption provided by article 69 (2) of the Luxembourg act dated 19 December 2002 on the trade and companies register and on the accounting and financial accounts of companies, as amended does not apply.

Art. 21. Reference to legal provisions. Reference is made to the provisions of the Companies Act for all matters for which no specific provision is made in these articles of association.

Subscription and Payment

All shares have been subscribed as follows:

Iberian Investments I TopCo Ltd	75,000 (seventy-five thousand) shares
Total:	75,000 (seventy-five thousand) shares

All shares have been fully paid-up by contribution in cash, so that the sum of EUR 75,000.- (seventy-five thousand Euro) is at the free disposal of the Company; evidence of which has been given to the undersigned notary.

Transitory Provisions

The first financial year shall begin today and it shall end on 31 December 2015.

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed are estimated to be approximately one thousand three hundred euro (EUR 1,300.-).

Extraordinary General Meeting

Immediately after the incorporation, the sole shareholder representing the entire subscribed capital of the Company has herewith adopted the following resolutions:

1. the number of managers is set at 1 (one). The sole shareholder appoints as sole manager of the Company for an unlimited period of time:

Matthias Sprenker, born on 21 February 1954 in Mülheim an der Ruhr (Germany), with professional address at L-2163 Luxembourg, 35, avenue Monterey; and

2. the registered office is established at L-2163 Luxembourg, 35, avenue Monterey.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing party, the present deed is worded in English, followed by a German version; at the request of the same appearing party, in case of discrepancies between the English and the German text, the English version will be prevailing.

Whereof, the present notarial deed is drawn in Luxembourg, on the date stated above.

In witness whereof, the undersigned notary, has signed on the date and year first hereabove mentioned.

The document having been read to the proxyholder of the appearing party, the proxyholder of the appearing party signed together with, the notary, the present original deed.

Es folgt die deutsche Übersetzung des vorstehenden Textes:

Im Jahre zweitausendfünfzehn, am zwanzigsten Tag des Monats Februar.

Vor Maître Edouard DELOSCH, Notar mit Amtswohnsitz in Diekirch, Großherzogtum Luxemburg.

IST ERSCHIENEN:

Iberian Investments I TopCo Ltd, eine Gesellschaft gegründet nach dem Recht von Guernsey, mit Gesellschaftssitz in Redwood House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA, eingetragen im Register von Guernsey unter der Nummer 59872,

vertreten durch Herr Marc FRANTZ, Anwalt, mit Berufsanschrift in Luxemburg, aufgrund einer Vollmacht unter Privatschrift, ausgestellt in Guernsey, am 20. Februar 2015.

Die Vollmacht wird, nach Unterzeichnung ne varietur durch den Vertreter der Erschienenen und den unterzeichneten Notar dieser Urkunde als Anlage beigelegt und zusammen mit dieser zur Eintragung eingereicht.

In ihrer oben angegebenen Eigenschaft ersucht die Erschienenene den unterzeichneten Notar, die Satzung der Gesellschaft mit beschränkter Haftung, die sie hiermit gründet, wie folgt zu beurkunden.

Art. 1. Name. Es besteht hiermit eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) unter der Bezeichnung "Iberian Investments I HoldCo S.à r.l." (die Gesellschaft).

Art. 2. Gesellschaftszweck. Zweck der Gesellschaft ist, Beteiligungen an luxemburgischen oder ausländischen Gesellschaften in welcher Form auch immer und alle anderen Arten von Investitionen vorzunehmen im Wege des Erwerbs oder der Veräußerung von Wertpapieren durch Kauf oder Verkauf, Tausch oder durch Zeichnung oder in jeder anderen Art und Weise, sowie die Verwaltung, Kontrolle und Verwertung ihres Portfolios.

Die Gesellschaft darf außerdem auf eigene Rechnung in Luxemburg und im Ausland Immobilien erwerben und veräußern, und sie darf alle Aktivitäten, die im Zusammenhang mit Immobiliengeschäften stehen, ausführen, unter anderem direkte oder indirekte Beteiligungen an luxemburgischen und ausländischen Gesellschaften halten, deren Hauptzweck der Erwerb und die Veräußerung, aber auch die Verwaltung, Vermietung von Immobilien und die Durchführung von Bauprojekten ist.

Die Gesellschaft darf Kredite an Gesellschaften vergeben, an denen sie eine direkte oder indirekte Beteiligung hält, sowie an Gesellschaften, die derselben Unternehmensgruppe angehören, oder diese Gesellschaften in einer anderen Art und Weise unterstützen.

Die Gesellschaft darf alle Aktivitäten kommerzieller, industrieller und finanzieller Natur ausführen, die direkt oder indirekt in Zusammenhang mit dem Gesellschaftszweck stehen oder den Gesellschaftszweck fördern.

Art. 3. Dauer. Die Gesellschaft ist auf unbestimmte Zeit gegründet.

Art. 4. Sitz der Gesellschaft. Der Sitz der Gesellschaft befindet sich in Luxemburg.

Durch einfachen Beschluss der Gesellschafterversammlung kann der Sitz an jeden anderen Ort im Großherzogtum Luxemburg verlegt werden. Er kann innerhalb der Gemeinde durch einfachen Beschluss des Geschäftsführers oder des Geschäftsführerrats verlegt werden.

Die Gesellschaft kann Büros und Zweigniederlassungen im Inland und Ausland errichten und unterhalten.

Art. 5. Kapital der Gesellschaft. Das Gesellschaftskapital beträgt EUR 75.000 (fünfundsiebtzigtausend Euro), eingeteilt in 75.000 (fünfundsiebtzigtausend) Anteile mit einem Nennwert von je EUR 1,- (ein Euro) pro Anteil.

Art. 6. Änderungen des Gesellschaftskapitals. Das Gesellschaftskapital kann jederzeit gemäß Artikel 15 dieser Satzung durch einen Beschluss des Alleingeschafters oder der Gesellschafterversammlung geändert werden.

Art. 7. Gewinnbeteiligung. Jedem Anteil entspricht ein im Verhältnis zu der Gesamtzahl der Anteile stehendes Anrecht auf die Aktiva und die Gewinne der Gesellschaft.

Art. 8. Unteilbarkeit der Anteile. Gegenüber der Gesellschaft sind einzelne Anteile unteilbar; pro Anteil erkennt die Gesellschaft nur einen Inhaber an. Mitinhaber müssen gegenüber der Gesellschaft eine einzige Person als ihren Vertreter benennen.

Art. 9. Übertragung von Gesellschaftsanteilen. Anteile eines Alleingeschafters sind frei übertragbar.

Bei mehreren Gesellschaftern kann die Übertragung von Anteilen auf Dritte im Wege eines Rechtsgeschäfts unter Lebenden nur mit Genehmigung durch die Gesellschafterversammlung erfolgen, wobei für eine solche Genehmigung eine Mehrheit nach Stimmen erreicht werden muss, die mindestens drei Viertel des Gesellschaftskapitals vertreten. Für die Übertragung von Anteilen unter Gesellschaftern der Gesellschaft bedarf es einer solchen Genehmigung nicht.

Die Übertragung der Anteile an Dritte im Falle des Todes eines Geschafters bedarf der Zustimmung von mindestens drei Vierteln der überlebenden Geschafter.

In jedem Fall müssen die Bestimmungen der Artikel 189 und 190 des abgeänderten Gesetzes vom 10. August 1915 über die Handelsgesellschaften (Gesetz von 1915) eingehalten werden.

Art. 10. Rückkauf von Anteilen. Die Gesellschaft ist ermächtigt, Anteile an ihrem eigenen Gesellschaftskapital zu kaufen, soweit sie über genügend verfügbare Reserven verfügt.

Die Gesellschaft kann Anteile an ihrem eigenen Gesellschaftskapital nur auf Grund eines entsprechenden Beschlusses durch die Gesellschafterversammlung bzw. durch einen entsprechenden Alleingeschaftersbeschluss zu den in dem zum Eigenanteilerwerb ermächtigenden Beschluss festgelegten Bedingungen erwerben oder veräußern. Derartige Beschlüsse unterliegen hinsichtlich der Beschlussfähigkeit und der erforderlichen Mehrheit den in Artikel 15 der Satzung niedergelegten Voraussetzungen einer Satzungsänderung.

Art. 11. Tod, Aberkennung der bürgerlichen Rechte, Zahlungsunfähigkeit oder Konkurs der Geschafter. Das Bestehen der Gesellschaft bleibt unberührt vom Tode, der Aberkennung der bürgerlichen Rechte, der Zahlungsunfähigkeit oder dem Konkurs eines Geschafters. Dies gilt auch im Falle eines Alleingeschafters.

Art. 12. Geschäftsführung. Die Gesellschaft hat einen oder mehrere Geschäftsführer. Wenn mehrere Geschäftsführer bestellt werden, bilden sie einen Geschäftsführerrat. Der (die) Geschäftsführer muss (müssen) kein(e) Gesellschafter sein. Der (die) Geschäftsführer wird (werden) durch die Gesellschafterversammlung ernannt, abberufen und ersetzt, wobei eine Mehrheit nach Stimmen erreicht werden muss, die mindestens die Hälfte des Gesellschaftskapitals vertritt.

Die Gesellschafterversammlung kann jederzeit den Geschäftsführer, oder wenn mehrere Geschäftsführer bestellt wurden, jeden von ihnen ad nutum (ohne Angabe von Gründen) abberufen und ersetzen.

Der oder die Geschäftsführer haben umfassende Vertretungsmacht, die Gesellschaft gegenüber Dritten zu vertreten und alle Handlungen und Geschäfte, die in Zusammenhang mit dem Gesellschaftszweck stehen, auszuführen, sofern die Regelungen dieses Artikels 12 beachtet werden.

Der Geschäftsführer oder, bei einer Mehrheit von Geschäftsführern, der Geschäftsführerrat, ist zuständig in allen Angelegenheiten, die nicht ausdrücklich durch Gesetz oder durch diese Satzung der Gesellschafterversammlung zugewiesen sind.

Wenn die Gesellschaft nur einen Geschäftsführer hat, wird sie durch die Unterschrift des Geschäftsführers verpflichtet; bei Mehrheit von Geschäftsführern wird die Gesellschaft durch die alleinige Unterschrift eines jeden Geschäftsführers verpflichtet.

Die Gesellschafterversammlung, der Geschäftsführer, oder, im Fall einer Mehrheit von Geschäftsführern, jeder einzelne Geschäftsführer kann seine Befugnisse in Anbetracht bestimmter Handlungen an einen oder mehrere ad-hoc-Bevollmächtigte delegieren. Die Gesellschafterversammlung, der Geschäftsführer, oder im Fall von mehreren Geschäftsführern, der jeweilige oder die jeweiligen Geschäftsführer, der (die) seine (ihre) Befugnisse delegiert (delegieren), legt (legen) die Verantwortlichkeiten und die Vergütung des Bevollmächtigten (wenn das Mandat vergütet wird), die Dauer der Bevollmächtigung und alle anderen relevanten Bedingungen fest.

Wenn die Gesellschaft mehr als einen Geschäftsführer hat, werden die Beschlüsse des Geschäftsführerrates mit der Mehrheit der abgegebenen Stimmen der anwesenden oder vertretenen Geschäftsführer gefasst. Wenn die Gesellschaft mehrere Geschäftsführer hat, können Beschlüsse nur gefasst werden und kann der Geschäftsführerrat nur handeln, wenn mehr als die Hälfte der Geschäftsführer anwesend oder vertreten ist.

Der Geschäftsführerrat darf einen Vorsitzenden auf Zeit für jede Sitzung des Geschäftsführerrates wählen. Sofern ein Vorsitzender gewählt worden ist, führt dieser den Vorsitz der Sitzung, für die er gewählt wurde. Der Vorsitzende auf Zeit, sofern einer gewählt worden ist, wird von der Mehrheit der anwesenden oder vertretenen Geschäftsführer gewählt.

Wenn die Gesellschaft mehr als einen Geschäftsführer hat, muss jede Sitzung wenigstens 24 (vierundzwanzig) Stunden im Voraus schriftlich per Brief, Fax oder E-Mail gegenüber jedem Geschäftsführer einberufen werden, außer im Falle von Dringlichkeit. Eine Sitzung des Geschäftsführerrates kann von jedem Geschäftsführer einzeln einberufen werden. Wenn alle Geschäftsführer, ob anwesend oder vertreten, in der Sitzung erklären, dass sie über die Tagesordnung informiert wurden, kann auf die Einberufung verzichtet werden. Wenn eine Sitzung des Geschäftsführerrates zu einer Zeit und an einem Ort abgehalten wird, die vorher in einem Beschluss des Geschäftsführerrates festgelegt wurden, ist eine gesonderte Einberufung entbehrlich.

Jeder Geschäftsführer kann sich vertreten lassen, indem er per Brief, Fax oder E-Mail einen anderen Geschäftsführer zu seinem Vertreter bestellt. Jeder Geschäftsführer kann an einer Sitzung per Telefonkonferenz, Videokonferenz oder durch jedes andere ähnliche Kommunikationsmittel, das es den an der Sitzung teilnehmenden Geschäftsführern erlaubt, persönlich ausgewiesen an der Sitzung und an ihrer Beratung teilzunehmen. Ein Geschäftsführer, der an einer Sitzung des Geschäftsführerrates im Wege einer Telefon- oder Videokonferenz, oder über jedes andere, ähnliche Kommunikationsmittel (wie oben beschrieben) teilnimmt, gilt als persönlich anwesend; eine solche über Fernkommunikationsmittel abgehaltene Sitzung gilt als am Sitz der Gesellschaft abgehalten. Die Beschlüsse des Geschäftsführerrates werden in einem Sitzungsprotokoll festgehalten, welches am Sitz der Gesellschaft aufbewahrt wird und von den an der Sitzung teilnehmenden oder vertretenen Geschäftsführern, im Falle einer von einem Vorsitzenden geleiteten Sitzung von diesem, unterschrieben wird. Die Vertretungsvollmachten, sofern diese ausgestellt wurden, sind dem Protokoll als Anlage beizufügen.

Ungeachtet der vorhergehenden Bestimmungen können Beschlüsse des Geschäftsführerrates auch auf schriftlichen Wege gefasst werden (Umlaufbeschlüsse) und aus einem oder mehreren Dokumenten, bestehen die die Beschlüsse enthalten, wenn sie von allen Mitgliedern des Verwaltungsrates unterschrieben werden. Als Datum der Beschlussfassung eines solchen Umlaufbeschlusses gilt das Datum der letzten Unterschrift. Ein Umlaufbeschluss gilt als Sitzung, die in Luxemburg stattgefunden hat.

Art. 13. Verbindlichkeiten des Geschäftsführers/der Geschäftsführer. Der/Die Geschäftsführer (je nachdem) haftet/en nicht persönlich für im Rahmen ihrer Funktion ordnungsgemäß im Namen der Gesellschaft eingegangene Verbindlichkeiten.

Art. 14. Generalversammlung der Gesellschafter. Eine jährliche Generalversammlung des Alleingeschafters oder bei einer Mehrheit von Gesellschaftern der Gesellschafter wird am Sitz der Gesellschaft abgehalten, oder an jedem anderen in der Gemeinde des Gesellschaftssitzes befindlichen Ort, der im Einberufungsschreiben angegeben wird.

Andere Versammlungen des Alleingeschafters oder bei einer Mehrheit von Gesellschaftern der Gesellschafter können jederzeit an jedem beliebigen Ort abgehalten werden, der im jeweiligen Einberufungsschreiben angegeben wird.

Solange die Gesellschaft nicht mehr als 25 (fünfundzwanzig) Gesellschafter hat, dürfen Gesellschafterbeschlüsse schriftlich von allen Gesellschaftern gefasst werden, ohne dass es einer Generalversammlung bedarf. In diesem Fall, muss ein präziser Entwurf des Beschlusses oder der anzunehmenden Beschlüsse an jeden Gesellschafter geschickt werden, und jeder Gesellschafter gibt seine Stimme schriftlich ab (die Abstimmung kann durch Brief, Fax oder E-Mail erfolgen).

Art. 15. Stimmrecht der Gesellschafter, Beschlussfähigkeit und Mehrheit. Ein Alleingesellschafter vereinigt alle Befugnisse der Gesellschafterversammlung auf sich.

Im Falle einer Mehrheit von Gesellschaftern hat jeder Gesellschafter das Recht, an gemeinsamen Entscheidungen teilzunehmen, unabhängig von seiner Kapitalbeteiligung. Jeder Gesellschafter hat so viele Stimmen, wie Anteile auf ihn entfallen. Im Falle einer Mehrheit von Gesellschaftern werden gemeinsame Beschlüsse rechtskräftig angenommen, wenn sie durch Gesellschafter, die mehr als die Hälfte des Gesellschaftskapitals vertreten, angenommen werden.

Änderungen der Satzung der Gesellschaft können, sofern das Gesetz von 1915 nichts anderes zulässt, jedoch nur durch eine Stimmenmehrheit von Gesellschaftern verabschiedet werden, welche mindestens drei Viertel des Gesellschaftskapitals vertreten; die Änderung der Nationalität der Gesellschaft kann nur einstimmig beschlossen werden.

Art. 16. Geschäftsjahr. Das Geschäftsjahr der Gesellschaft beginnt am ersten Januar und endet am einunddreißigsten Dezember eines jeden Jahres.

Art. 17. Finanzberichte. Jedes Jahr zum 31. Dezember werden die Bücher der Gesellschaft für das abgelaufene Geschäftsjahr geschlossen und die Bilanz und die Gewinn- und Verlustrechnung vom Geschäftsführer oder, im Falle einer Mehrheit von Geschäftsführern, vom Geschäftsführerrat, aufgestellt.

Jeder Gesellschafter kann am Gesellschaftssitz Einsicht in die Bilanz und in die Gewinn- und Verlustrechnung nehmen.

Art. 18. Gewinnverteilung - Rücklagen. Der Nettogewinn der Gesellschaft errechnet sich aus dem Bruttogewinn nach Abzug aller Kosten und Abschreibungen. Aus dem Nettogewinn der Gesellschaft sind fünf Prozent (5%) in die Bildung einer gesetzlichen Rücklage einzubringen, bis diese Rücklage betragsmäßig zehn Prozent (10%) des gezeichneten Gesellschaftskapitals erreicht. Die Gesellschafterversammlung entscheidet wie der restliche Jahresreingewinn verwendet wird. Der Geschäftsführer oder, bei einer Mehrheit von Geschäftsführern die Geschäftsführer, kann bzw. können beschließen, Zwischendividenden auszuzahlen.

Art. 19. Auflösung - Abwicklung. Nach Auflösung der Gesellschaft wird die Abwicklung durch einen oder mehrere Liquidatoren, die Gesellschafter sein können, durchgeführt. Der Liquidator bzw. die Liquidatoren werden durch die Gesellschafter unter Festlegung ihrer Befugnisse und Vergütungen ernannt.

Art. 20. Aufsicht und Kontrolle. Gemäß Artikel 200 des Gesetzes von 1915 muss die Gesellschaft einen Wirtschaftsprüfer (commissaire aux comptes) ernennen, wenn sie mehr als 25 (fünfundzwanzig) Gesellschafter hat. Ein unabhängiger Wirtschaftsprüfer (réviseur d'entreprises agréé) muss ernannt werden, wenn die Befreiung nach dem Artike 69(2) des abgeänderten Gesetzes vom 19 Dezember 2002 über das Handels- und Gesellschaftsregister, wie abgeändert, keine Anwendung findet.

Art. 21. Verweis auf gesetzliche Bestimmungen. Alle Angelegenheiten, die nicht durch die vorliegende Satzung geregelt werden, unterliegen dem Gesetz von 1915.

Zeichnung und Einzahlung

Die Anteile wurden wie folgt gezeichnet:

Iberian Investments I TopCo Ltd	75.000 (fünfundsiebzigtausend) Anteile
Total:	75.000 (fünfundsiebzigtausend) Anteile

Alle Anteile wurden vollständig in bar eingezahlt, so dass die Summe von EUR 75.000,- (fünfundsiebzigtausend Euro) ab sofort der Gesellschaft zur Verfügung steht; ein entsprechender Nachweis wurde dem unterzeichneten Notar gegenüber erbracht.

Übergangsbestimmungen

Das erste Geschäftsjahr beginnt heute und endet am 31. Dezember 2015.

Kosten

Die Kosten und Auslagen, die der Gesellschaft für diese Gründung entstehen oder die sie zu tragen hat, belaufen sich auf ungefähr eintausend dreihundert Euro (EUR 1.300,-).

Generalversammlung der Gesellschafter nach der Gründung

Im Anschluss an die Gründung der Gesellschaft hat der alleinige Gesellschafter, der das gesamte gezeichnete Gesellschaftskapital auf sich vereinigt, folgende Beschlüsse gefasst:

1. der Geschäftsführerrat hat 1 (ein) Mitglied. Zum alleinigen Geschäftsführer der Gesellschaft wird folgende Person für eine unbestimmte Zeit ernannt:

Herr Matthias Sprenger, geboren am 21. Februar 1954 in Mülheim an der Ruhr (D), mit Berufsanschrift in L-2163 Luxemburg, 35, avenue Monterey; und

2. der Sitz der Gesellschaft wird unter folgender Anschrift festgesetzt: L-2163 Luxemburg, 35, avenue Monterey.

Der unterzeichnete Notar, der der englischen Sprache mächtig ist, erklärt hiermit, dass auf Ersuchen der erschienenen Partei diese Urkunde in englischer Sprache verfasst und mit einer deutschen Übersetzung versehen ist und dass im Falle einer Abweichung des englischen vom deutschen Text der englische Text maßgebend ist.

Worüber, die vorliegende Urkunde zum eingangs genannten Datum, in Luxemburg erstellt wird.

Als Zeuge wovon wir, der unterzeichnete Notar, unsere Unterschrift und unser Siegel unter dem oben genannten Datum unter diese Urkunde setzen.

Nach Vorlesen und Erklärung alles Vorstehenden haben der Bevollmächtigte der Erschienenen mit uns, dem unterzeichneten Notar, die vorliegende Urkunde unterschrieben.

Gezeichnet: M. FRANTZ, DELOSCH.

Enregistré à Diekirch Actes Civils, le 24 février 2015. Relation: DAC/2015/3161. Reçu soixante-quinze (75.-) euros.

Le Receveur (signé): THOLL.

Für gleichlautende Ausfertigung, ausgestellt zwecks Veröffentlichung im Memorial C.

Diekirch, den 27. Februar 2015.

Référence de publication: 2015037061/363.

(150039046) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

Cure S.A., Société Anonyme.

Siège social: L-6783 Grevenmacher, 31, op der Heckmill.

R.C.S. Luxembourg B 146.531.

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

Référence de publication: 2015036887/9.

(150042265) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

CanLux AB Investments One S.à r.l., Société à responsabilité limitée.

Capital social: EUR 15.000,00.

Siège social: L-2520 Luxembourg, 51, allée Scheffer.

R.C.S. Luxembourg B 112.583.

Les comptes annuels au 31 décembre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2015036829/9.

(150042000) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

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

Siège social: L-110 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 195.022.

STATUTES

In the year two thousand and fifteen, on the twenty-fifth day of the month of February;

Before the undersigned notary Carlo WERSANDT, residing in Luxembourg (Grand Duchy of Luxembourg);

THERE APPEARED:

“Goodman Property Opportunities (Lux) S.à r.l., SICAR”, a private limited liability company („Gesellschaft mit beschränkter Haftung“) incorporated and existing under the laws of the Grand Duchy of Luxembourg, with registered office in L-1160 Luxembourg, 28, Boulevard d'Avranches, registered with the Luxembourg Trade and Companies Registry („Handels- und Gesellschaftsregister“), section B, under number 117047,

here represented by Mrs. Christina MOURADIAN, employee, with professional address in L-1160 Luxembourg, 28, Boulevard d'Avranches (the “Proxy-holder”), by virtue of a proxy given under private seal; which proxy, after having been signed “ne varietur” by the Proxy-holder and the officiating notary, will remain attached to the present deed in order to be recorded with it.

Such appearing party, represented as said before, requests the officiating notary to enact the articles of association of a private limited liability company, („Gesellschaft mit beschränkter Haftung“), to establish as follows:

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

Art. 1. Form - Corporate Name. There is formed a private limited liability company under the name “Goodman Maya Logistics (Lux) S.à r.l.” which will be governed by the laws pertaining to such an entity (hereafter the “Company”), and in particular by the law of August 10th, 1915 on commercial companies as amended (hereafter the “Law”), as well as by the present articles of incorporation (hereafter the “Articles”).

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg-City (Grand Duchy of Luxembourg).

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.

However, the Sole Manager, or in case of plurality of managers, the Board of Managers of the Company is authorised to transfer the registered office of the Company within the City of Luxembourg.

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

The Company may have offices and branches, both in the Grand Duchy of Luxembourg and abroad.

Art. 3. Object. The purpose of the Company shall be to acquire, hold, manage and dispose of participations, in any form whatsoever, in other Luxembourg or foreign enterprises; to acquire any securities, rights and assets through participation, contribution, underwriting firm purchase or option, negotiation or in any other way and namely to acquire patents and licences, to manage and develop them. This includes direct or indirect investment in development or commercial utilisation of property and real estate.

The Company may also enter into the following transactions:

- to borrow money in any form or to obtain any form of credit facility;
- to advance, lend or deposit money or give credit to its subsidiaries or companies in which it has a direct or indirect interest, even not substantial, or any company being a direct or indirect shareholder of the Company or any company belonging to the same group as the Company (hereafter referred to as the “Connected Companies” and each as a “Connected Company”).

For purposes of this article, a company shall be deemed to be part of the same “group” as the Company if such other company directly or indirectly owns, is in control of, is controlled by, or is under common control with, the Company, in each case whether beneficially or as trustee, guardian or other fiduciary. A company shall be deemed to control another company if the controlling company possesses, directly or indirectly, all or substantially all of the share capital of the Company or has the power to direct or cause the direction of the management or policies of the other company, whether through the ownership of voting securities, by contract or otherwise;

- to enter into any guarantee, pledge or any other form of security, whether by personal covenant or by mortgage or charge upon all or part of the undertaking, property assets (present or future) or by all or any of such methods, for any assistance to the Connected Companies, within the limits of Luxembourg Law;

it being understood that the Company will not enter into any transaction, which would cause it to be engaged in any activity that would be considered as a banking activity.

The Company can perform all legal, commercial, technical and financial investments or operation and in general, all transactions which are necessary to fulfil its object as well as all operations connected directly or indirectly to facilitating the accomplishment of its object in all areas described above.

Art. 4. Duration. The Company is established for an unlimited duration.

Chapter II. - Capital, Shares

Art. 5. Share capital. The corporate capital is fixed at twelve thousand five hundred Euro (EUR 12,500.-) represented by twelve thousand five hundred (12,500) shares with a nominal value of one Euro (EUR 1.-) each.

The holders of the share(s) are referred to as the “Shareholders” and individually as a “Shareholder”.

In addition to the corporate capital, there may be set up a premium account, into which any premium paid on any share is transferred. The amount of said premium account is at the free disposal of the Shareholder(s).

All shares of the Company will have equal rights.

The Company can proceed to the repurchase of its own shares within the limits set by the Law.

Art. 6. Shares indivisibility. 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. 7. Transfer of Shares. In case of a single Shareholder, the Company's Share held by the single Shareholder are freely transferable.

In case of plurality of Shareholders, the share(s) held by each Shareholder may be transferred by application of the requirements of articles 189 and 190 of the Law.

Chapter III. - Management

Art. 8. Management. The Company is managed by one or more manager(s) appointed by a resolution of the shareholder (s). In case of one manager, she/he/it will be referred to as the "Sole Manager". In case of plurality of managers, they will constitute a board of managers ("conseil de gérance") (hereafter referred to as the "Board of Managers").

The managers need not to be shareholders. The managers may be removed at any time, with or without cause by a resolution of the shareholder(s).

Art. 9. Powers of the sole manager or of the Board of Managers. In dealing with third parties, the Sole Manager or, in case of plurality of managers, the Board of Managers will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's objects and provided the terms of this article shall have been complied with.

All powers not expressly reserved by Law or the present Articles to the general meeting of Shareholders fall within the competence of the Sole Manager or in case of plurality of managers, of the Board of Managers.

Art. 10. Representation of the Company. Towards third parties, the Company shall be, in case of a Sole Manager, bound by the sole signature of the Sole Manager or, in case of plurality of managers, by the joint signature of any two managers or by the signature of any person to whom such power shall be delegated, in case of a Sole Manager, by the Sole Manager or, in case of plurality of managers, by any two managers.

Art. 11. Delegation and Agent of the sole manager or of the Board of Managers. The Sole Manager or, in case of plurality of managers, the Board of Managers may delegate its powers for specific tasks to one or more ad hoc agents.

The Sole Manager or, in case of plurality of managers, the Board of Managers will determine any such agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of its agency.

Art. 12. Meeting of the Board of Managers. In case of plurality of managers, the meetings of the Board of Managers are convened by any manager. The Board of Managers shall appoint a chairman.

The Board of Managers may validly debate and take decisions without prior notice if all the managers are present or represented and have waived the convening requirements and formalities.

Any Manager may act at any meeting of the Board of Managers by appointing in writing or by telegram or telefax or email or letter another Manager as his proxy. A Manager may also appoint another Manager to represent him by phone to be confirmed in writing at a later stage.

The Board of Managers can only validly debate and take decisions if a majority of its members is present or represented. Decisions of the Board of Managers shall be adopted by a simple majority.

The use of video-conferencing equipment and conference call shall be allowed provided that each participating Manager is able to hear and to be heard by all other participating managers whether or not using this technology, and each participating Manager shall be deemed to be present and shall be authorised to vote by video or by telephone.

A written decision, signed by all the managers, is proper and valid as though it had been adopted at a meeting of the Board of Managers, which was duly convened and held. Such a decision can be documented in a single document or in several separate documents having the same content signed by all the members of the Board of Managers.

The minutes of any meeting of the Board of Managers shall be signed by the chairman or, in his absence, by two managers.

Extracts shall be certified by any Manager or by any person nominated by any Manager or during a meeting of the Board of Managers.

Chapter IV. - General meeting of shareholders

Art. 13. Powers of the general meeting of shareholder(s) - Votes. If there is only one Shareholder, that sole Shareholder assumes all powers conferred to the general Shareholders' meeting and takes the decisions in writing.

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. All Shares have equal voting rights.

If all the shareholders are present or represented they can waive any convening formalities and the meeting can be validly held without prior notice.

If there are more than twenty-five Shareholders, the Shareholders' decisions have to be taken at meetings to be convened in accordance with the applicable legal provisions.

If there are less than twenty-five Shareholders, each Shareholder may receive the text of the decisions to be taken and cast its vote in writing.

A Shareholder may be represented at a Shareholders' meeting by appointing in writing (or by fax or e-mail or any similar means) an attorney who need not be a Shareholder.

Collective decisions are only validly taken insofar as Shareholders owning more than half of the share capital adopt them. However, resolutions to alter the Articles may only be adopted by the majority (in number) of the Shareholders owning at least three-quarters of the Company's Share capital, subject to any other provisions of the Law. Change of nationality of the Company requires unanimity.

Chapter V. - Business year

Art. 14. Business year. The Company's financial year starts on the 1st January and ends on the 31st December of each year.

At the end of each financial year, the Company's accounts are established by the Sole Manager or in case of plurality of managers, by the Board of Managers and the Sole Manager or in case of plurality of managers, the Board of Managers prepares 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. 15. Distribution Right of Shares. From the net profits determined in accordance with the applicable legal provisions, five per cent shall be deducted and allocated to a legal reserve fund. That deduction will cease to be mandatory when the amount of the legal reserve fund reaches one tenth of the Company's nominal capital.

To the extent that funds are available at the level of the Company for distribution and to the extent permitted by law and by these Articles, the Sole Manager or in case of plurality of managers, the Board of Managers shall propose that cash available for remittance be distributed.

The decision to distribute funds and the determination of the amount of such distribution will be taken by the Shareholders in accordance with the provisions of Article 13.7 above.

Notwithstanding the preceding provisions, the Sole Manager or in case of plurality of managers, the Board of Managers may decide to pay interim dividends to the shareholder(s) before the end of the financial year on the basis of a statement of accounts showing that sufficient funds are available for distribution, it being understood that (i) the amount to be distributed may not exceed, where applicable, realised profits since the end of the last financial year, increased by carried forward profits and distributable reserves, but decreased by carried forward losses and sums to be allocated to a reserve to be established according to the Law or these Articles and that (ii) any such distributed sums which do not correspond to profits actually earned shall be reimbursed by the shareholder(s).

Chapter VI. - Liquidation

Art. 16. Dissolution and Liquidation. 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.

The liquidation of the Company shall be decided by the Shareholders' meeting in accordance with the applicable legal provisions.

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.

Chapter VII. - Applicable law

Art. 17. Applicable law. Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

Transitory provisions

The first accounting year shall begin on the date of the incorporation of the Company and shall terminate on December 31, 2015.

Subscription - Payment

All the shares of the Company have been subscribed by "Goodman Property Opportunities (Lux) S.à r.l., SICAR", previously named.

The shares have been fully paid up, so that the sum of twelve thousand five hundred Euro (EUR 12,500.-) is forthwith at the free disposal of the Company, as has been proved to the notary.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is approximately one thousand Euros.

Decisions taken by the sole shareholder

Immediately after the incorporation of the Company, the aforementioned appearing party, representing the whole of the subscribed share capital, has adopted the following resolutions as sole shareholder:

1) Are appointed as Managers of the Company for an undetermined duration:

- Mr. Philippe VAN DER BEKEN, employee, born on 1 October 1975 in Aalst (Belgium), with professional address in L-1160 Luxembourg, 28, Boulevard d'Avranches; and

- Mr. Dominique PRINCE, employee, born on 29 October 1978 in Malmedy (Belgium), with professional address in L-1160 Luxembourg, 28, Boulevard d'Avranches.

Mr. Dominique PRINCE is appointed Chairman of the Board of Managers.

2) The Company shall have its registered office in L-1160 Luxembourg, 28, Boulevard d'Avranches (Grand Duchy of Luxembourg).

Statement

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

WHEREOF, the present notarial deed was drawn up in Luxembourg, on the day stated at the beginning.

The deed having been read to the Proxy-holder of appearing party, acting as said before, known to the notary by his first and last name, civil status and residence, the said Proxy-holder has signed with Us, the notary, the present deed.

Es folgt die deutsche Fassung des vorstehenden Textes:

Im Jahre zweitausendfünfzehn, am fünfundzwanzigsten Tag des Monats Februar;

Vor dem unterzeichneten Notar Carlo WERSANDT, mit dem Amtssitz in Luxemburg (Großherzogtum Luxemburg);

IST ERSCHIENEN:

„Goodman Property Opportunities (Lux) S.à r.l., SICAR“, eine nach dem Recht des Großherzogtums Luxemburg gegründete und bestehende Gesellschaft mit beschränkter Haftung, mit Sitz in L-1160 Luxemburg, 28, Boulevard d'Avranches, eingetragen beim Handels- und Gesellschaftsregister von Luxemburg, Sektion B, unter der Nummer 117047,

hier vertreten durch Frau Christina MOURADIAN, Angestellte, mit Berufsanschrift in L-1160 Luxemburg, 28, Boulevard d'Avranches (die „Bevollmächtigte“), auf Grund einer ihr erteilten Vollmacht unter Privatschrift; welche Vollmacht von der Bevollmächtigten und dem amtierenden Notar „ne varietur“ unterschrieben, bleibt der gegenwärtigen Urkunde beigegeben, um mit derselben einregistriert zu werden.

Welche erschienene Partei, vertreten wie hiavor erwähnt, den amtierenden Notar ersucht, die Statuten einer zu gründenden Gesellschaft mit beschränkter Haftung zu beurkunden wie folgt:

Kapitel I. - Form, Name, Sitz, Gegenstand, Dauer

Art. 1. Form-Name der Gesellschaft Es wird eine Gesellschaft mit beschränkter Haftung unter dem Namen „Goodman Maya Logistics (Lux) S.à r.l.“ errichtet, welche den Gesetzen, die für ein solches Unternehmen (im Folgenden die „Gesellschaft“) gelten, und insbesondere dem Gesetz vom 10. August 1915 über Handelsgesellschaften in seiner geänderten Fassung (im Folgenden das „Gesetz“) sowie der vorliegenden Satzung (im Folgenden die „Satzung“) unterliegt.

Art. 2. Sitz der Gesellschaft. Der Sitz der Gesellschaft befindet sich in Luxemburg-Stadt, (Großherzogtum Luxemburg).

Er kann durch Beschluss einer außerordentlichen Hauptversammlung der Gesellschafter in Übereinstimmung mit den Bestimmungen für Satzungsänderungen an einen anderen Ort im Großherzogtum Luxemburg verlegt werden.

Es kann jedoch der Alleingeschäftsführer oder, falls es mehrere Geschäftsführer gibt, der Geschäftsführerrat der Gesellschaft den Gesellschaftssitz innerhalb von Luxemburg-Stadt verlegen.

Sollte eine militärische, politische, wirtschaftliche oder soziale Situation entstehen oder unmittelbar bevorstehen, welche den gewöhnlichen Geschäftsverlauf der Gesellschaft an ihrem Sitz beeinträchtigen würde, so kann der Sitz der Gesellschaft zeitweilig und bis zur Normalisierung der Lage ins Ausland verlagert werden; diese provisorische Maßnahme hat jedoch keine Auswirkung auf die Staatszugehörigkeit dieser Gesellschaft, die ungeachtet dieser zeitweiligen Verlegung des Sitzes eine luxemburgische Gesellschaft bleibt. Der Beschluss hinsichtlich einer Verlegung des Gesellschaftssitzes ins Ausland wird durch den Alleingeschäftsführer oder, falls es mehrere Geschäftsführer gibt, durch den Geschäftsführerrat der Gesellschaft getroffen.

Die Gesellschaft kann Büros und Niederlassungen sowohl im Großherzogtum Luxemburg als auch im Ausland haben.

Art. 3. Gegenstand. Zweck der Gesellschaft ist der Erwerb, der Besitz, die Verwaltung und die Veräußerung von Beteiligungen in jedweder Form an anderen luxemburgischen oder ausländischen Unternehmen; der Erwerb von Wertpapieren, Rechten und Vermögenswerten durch Beteiligung, Einlage, Festübernahme oder Kaufoption, Verhandlung oder auf sonstige Weise und insbesondere der Erwerb von Patenten und Lizenzen und ihre Verwaltung und Entwicklung. Dies

beinhaltet ebenfalls die direkte oder indirekte Anlage in die Entwicklung oder wirtschaftliche Nutzung von Grundbesitz und Immobilien.

Die Gesellschaft darf ebenfalls die folgenden Geschäfte ausführen:

- die Aufnahme von Darlehen oder Krediten in jedweder Form;
- die Leistung bzw. Vergabe von Vorschüssen, Darlehen, Einlagen oder Krediten an ihre Tochtergesellschaften oder sonstige Gesellschaften, an denen sie eine direkte oder indirekte, auch unwesentliche, Beteiligung hält, oder an jedwedes sonstige Unternehmen, das ein direkter oder indirekter Gesellschafter der Gesellschaft ist oder zur selben Gruppe wie die Gesellschaft gehört (im Folgenden die „verbundenen Gesellschaften“ sowie einzeln eine „verbundene Gesellschaft“).

Für die Zwecke des vorliegenden Artikels gilt ein Unternehmen dann als Teil derselben „Gruppe“ wie die Gesellschaft, wenn es direkt oder indirekt das Eigentum an der Gesellschaft besitzt, sie kontrolliert oder von ihr oder gemeinsam mit ihr kontrolliert wird, egal ob als wirtschaftlich Berechtigter oder als Verwalter, als Vormund oder als sonstiger Treuhänder. Ein Unternehmen gilt als beherrschendes Unternehmen, wenn es direkt oder indirekt das Eigentum am Stammkapital der Gesellschaft vollständig oder wesentlich besitzt oder die Befugnis hat, die Geschäftsleitung oder Geschäftspolitik des anderen Unternehmens zu führen oder maßgeblich zu beeinflussen, sei es durch das Eigentum stimmberechtigter Wertpapiere, einen Vertrag oder auf sonstige Weise;

- die Stellung von Garantien, Bürgschaften oder sonstigen Sicherheiten, egal ob durch persönliche Verpflichtung oder durch Hypothek oder durch Belastung des gesamten oder eines Teils des Unternehmens, der (aktuellen oder künftigen) Vermögenswerte oder durch alle diese Methoden, zur Erfüllung aller Verträge oder Verpflichtungen der Gesellschaft oder verbundener Gesellschaften, sowie jedwede Hilfeleistung an die verbundenen Gesellschaften im Rahmen des luxemburgischen Gesetzes;

dabei gilt, dass die Gesellschaft keine Geschäfte ausführen darf, die dazu führen würden, dass sie in einem Bereich tätig wäre, der als Bankaktivität zu betrachten wäre.

Die Gesellschaft kann alle rechtlichen, wirtschaftlichen, technischen und finanziellen Anlagen oder Geschäfte sowie generell alle Transaktionen ausführen, die zur Erfüllung ihres Zweckes erforderlich sind, sowie alle Tätigkeiten, die direkt oder indirekt mit der Erleichterung der Erzielung des Zweckes in allen oben beschriebenen Bereichen verbunden ist.

Art. 4. Dauer. Die Gesellschaft ist auf unbestimmte Zeit errichtet.

Kapitel II. - Kapital, Anteile

Art. 5. Gesellschaftskapital. Das Gesellschaftskapital beträgt zwölftausendfünfhundert Euro (12.500,- EUR) und ist in zwölftausendfünfhundert (12.500) Anteile mit einem Nennwert von jeweils einem Euro (1,- EUR) aufgeteilt.

Die Inhaber der Anteile werden als „Gesellschafter“ bezeichnet.

Zusätzlich zum Gesellschaftskapital kann ein Agiokonto eingerichtet werden, in welches der auf einen Anteil bezahlte Ausgabeaufschlag eingestellt wird. Der Betrag auf dem genannten Agiokonto steht den Gesellschaftern zur freien Verfügung.

Alle Anteile der Gesellschaft beinhalten die gleichen Rechte.

Die Gesellschaft darf die eigenen Anteile im Rahmen der gesetzlichen Bestimmungen zurückkaufen.

Art. 6. Unteilbarkeit der Anteile. Gegenüber der Gesellschaft sind die Anteile der Gesellschaft unteilbar, da nur ein Eigentümer pro Anteil zugelassen ist. Gemeinsame Miteigentümer müssen eine einzige Person zu ihrem Vertreter gegenüber der Gesellschaft bestimmen.

Art. 7. Übertragung von Anteilen. Im Falle eines alleinigen Gesellschafters ist der Gesellschaftsanteil, den der Alleingesellschafter hält, frei übertragbar.

Gibt es mehrere Gesellschafter, sind die Gesellschaftsanteile der einzelnen Gesellschafter gemäß den Bestimmungen von Artikel 189 und 190 des Gesetzes übertragbar.

Kapitel III. - Management

Art. 8. Geschäftsführung. Die Gesellschaft hat einen oder mehrere Geschäftsführer, die durch Beschluss der Gesellschafter bestellt werden. Gibt es nur einen Geschäftsführer, so wird dieser als der „Alleingeschäftsführer“ bezeichnet. Gibt es mehrere Geschäftsführer, bilden sie einen Geschäftsführerrat („conseil de gérance“) (im Folgenden der „Geschäftsführerrat“).

Die Geschäftsführer brauchen keine Gesellschafter zu sein. Die Geschäftsführer können jederzeit mit oder ohne Grund durch Gesellschafterbeschluss abgesetzt werden.

Art. 9. Befugnisse des Alleingeschäftsführers oder des Geschäftsführerrats. Gegenüber Dritten hat der Alleingeschäftsführer oder, falls es mehrere Geschäftsführer gibt, der Geschäftsführerrat unbeschränkte Vollmacht, unter allen Umständen im Namen der Gesellschaft zu handeln und jegliche Tätigkeiten und Geschäfte durchzuführen und zu genehmigen, die mit dem Gegenstand der Gesellschaft in Einklang stehen, sofern die Bedingungen des vorliegenden Artikels erfüllt sind.

Sämtliche Befugnisse, welche nicht ausdrücklich per Gesetz oder durch die vorliegenden Satzung der Gesellschafterversammlung vorbehalten sind, fallen in den Zuständigkeitsbereich des Alleingeschäftsführers oder, falls es mehrere Geschäftsführer gibt, des Geschäftsführerrats.

Art. 10. Vertretung der Gesellschaft Gegenüber. Dritten wird die Gesellschaft im Falle eines Alleingeschäftsführers durch dessen alleinige Unterschrift oder, falls es mehrere Geschäftsführer gibt, durch die gemeinsame Unterschrift zweier Geschäftsführer oder durch die Unterschrift einer vom Alleingeschäftsführer bzw. den beiden Geschäftsführern hierzu zu ermächtigenden Person verpflichtet.

Art. 11. Übertragung von Befugnissen und Vertretung des Alleingeschäftsführers oder des Geschäftsführerrats. Der Alleingeschäftsführer oder, falls es mehrere Geschäftsführer gibt, der Geschäftsführerrat kann für spezifische Aufgaben einem oder mehreren Ad-hoc-Vertretern Vollmachten erteilen.

Der Alleingeschäftsführer oder, falls es mehrere Geschäftsführer gibt, der Geschäftsführerrat legt die Verantwortlichkeiten und ggf. die Entlohnung eines solchen Vertreters, die Dauer des Vertretungszeitraums und andere maßgebliche Bedingungen dieser Vertretung fest.

Art. 12. Sitzung des Geschäftsführerrats. Gibt es mehrere Geschäftsführer, so werden die Sitzungen des Geschäftsführerrats durch einen (beliebigen) Geschäftsführer einberufen. Der Geschäftsführerrat bestimmt einen Vorsitzenden.

Wenn alle Geschäftsführer anwesend oder vertreten sind und auf die Formen und Fristen der Einberufung verzichtet haben, kann der Geschäftsführerrat ohne vorherige Einberufung wirksam tagen und Beschlüsse fassen.

Jeder Geschäftsführer kann einen anderen Geschäftsführer schriftlich, durch Telegramm, Telefax, E-Mail oder Brief zu seinem Stellvertreter auf einer Geschäftsführerratssitzung bestimmen. Ein Geschäftsführer kann einen anderen Geschäftsführer auch telefonisch zu seinem Stellvertreter bestimmen, wobei dies später schriftlich zu bestätigen ist.

Der Geschäftsführerrat kann nur dann wirksam tagen und Beschlüsse fassen, wenn eine Mehrheit seiner Mitglieder anwesend oder vertreten ist. Beschlüsse des Geschäftsführerrats gelten mit einfacher Mehrheit als angenommen.

Geschäftsführerratssitzungen können per Telefon- oder Videokonferenz abgehalten werden, sofern jeder teilnehmende Geschäftsführer alle anderen teilnehmenden Geschäftsführer hören und von ihnen gehört werden kann, unabhängig davon, ob sie diese Technologie verwenden oder nicht, und dabei gilt jeder teilnehmende Geschäftsführer als anwesend und ist berechtigt, per Video oder Telefon abzustimmen.

Ein schriftlicher Beschluss mit der Unterschrift aller Geschäftsführer ist ebenso zulässig und wirksam, als wäre er bei einer ordnungsgemäß einberufenen und abgehaltenen Geschäftsführerratssitzung angenommen worden. Ein solcher Beschluss kann in einem einzigen oder in mehreren separaten Dokumenten desselben Inhalts mit Unterschrift aller Geschäftsführerratsmitglieder dokumentiert werden.

Die Protokolle aller Sitzungen des Geschäftsführerrats sind vom Vorsitzenden oder in seiner Abwesenheit von zwei Geschäftsführern zu unterzeichnen.

Auszüge sind von einem Geschäftsführer oder einer von einem Geschäftsführer oder während einer Geschäftsführerratssitzung dazu bestimmten Person zu beglaubigen.

Kapitel IV. - Gesellschafterversammlung

Art. 13. Befugnisse der Gesellschafterversammlung - Stimmrecht. Gibt es nur einen Gesellschafter, so übt der Alleingesellschafter sämtliche Befugnisse der Gesellschafterversammlung aus und hält die Beschlüsse schriftlich fest.

Gibt es mehrere Gesellschafter, kann sich jeder Gesellschafter, unabhängig von der Anzahl der von ihm gehaltenen Geschäftsanteile, an gemeinsamen Beschlüssen beteiligen. Das Stimmrecht der Gesellschafter steht dabei im Verhältnis zu ihrem Anteilbestand. Alle Anteile beinhalten die gleichen Stimmrechte.

Sofern alle Gesellschafter anwesend oder vertreten sind, können sie unter Verzicht auf Formen und Fristen der Einberufung ohne vorherige Einberufung wirksam tagen.

Gibt es mehr als fünfundzwanzig Gesellschafter, sind die Gesellschafterbeschlüsse bei Gesellschafterversammlungen zu fassen, die unter Einhaltung der geltenden gesetzlichen Bestimmungen einzuberufen sind.

Gibt es weniger als fünfundzwanzig Gesellschafter, kann jeder Gesellschafter den Text der zu fassenden Beschlüsse erhalten und seine Stimme schriftlich abgeben.

Ein Gesellschafter kann sich auf einer Gesellschafterversammlung vertreten lassen, indem er schriftlich (oder per Fax oder E-Mail oder auf ähnliche Weise) einen Bevollmächtigten bestimmt, der kein Gesellschafter zu sein braucht.

Gemeinsame Beschlüsse gelten nur als wirksam gefasst, wenn die Gesellschafter, die sie annehmen, mehr als der Hälfte des Stammkapitals besitzen. Beschlüsse zur Änderung der Satzung können jedoch nur mit der (zahlenmäßigen) Mehrheit der Gesellschafter verabschiedet werden, die über mindestens drei Viertel des Stammkapitals der Gesellschaft verfügen, und gemäß allen sonstigen gesetzlichen Bestimmungen. Der Beschluss zur Änderung der Staatszugehörigkeit der Gesellschaft kann nur einstimmig gefasst werden.

Kapitel V. - Geschäftsjahr

Art. 14. Geschäftsjahr. Das Geschäftsjahr der Gesellschaft beginnt jeweils am 1. Januar und endet am 31. Dezember desselben Jahres.

Zum Ende des Geschäftsjahres erstellt der Alleingeschäftsführer oder, falls es mehrere Geschäftsführer gibt, der Geschäftsführerrat den Jahresabschluss sowie ein Inventar mit Bewertung der Aktiva und Passiva der Gesellschaft.

Jeder Gesellschafter kann am Sitz der Gesellschaft Einsicht in das oben genannte Inventar und die Bilanz nehmen.

Art. 15. Ausschüttungsrechte der Anteile. Von dem gemäß den geltenden gesetzlichen Bestimmungen ermittelten Reingewinn werden fünf Prozent der gesetzlichen Rücklage zugewiesen. Dieser Abzug ist nicht mehr obligatorisch, wenn der Betrag der gesetzlichen Rücklage ein Zehntel des Nennkapitals der Gesellschaft erreicht hat.

Soweit auf Gesellschaftsebene Mittel zur Ausschüttung verfügbar sind und soweit nach Gesetz und Satzung zulässig, schlägt der Alleingeschäftsführer oder, falls es mehrere Geschäftsführer gibt, der Geschäftsführerrat vor, dass diese Beträge ausgeschüttet werden.

Die Beschlussfassung über die Ausschüttung sowie die Festlegung der Höhe einer solchen erfolgt durch die Gesellschafter gemäß den oben in Artikel 13.7 ausgeführten Bestimmungen.

Ungeachtet der vorstehenden Bestimmungen kann der Alleingeschäftsführer oder, falls es mehrere Geschäftsführer gibt, der Geschäftsführerrat beschließen, an die Gesellschafter vor Ende des Geschäftsjahres auf der Grundlage eines Rechenschaftsberichts, aus dem hervorgeht, dass genügend Mittel zur Ausschüttung verfügbar sind, Zwischendividenden zu zahlen, wobei gilt, dass (i) der auszuschüttende Betrag ggf. die seit Ende des letzten Geschäftsjahres erzielten Gewinne, zuzüglich der Gewinnvorträge und der ausschüttungsfähigen Rücklagen, jedoch abzüglich der Verlustvorträge und der Beträge, die einer gemäß dem Gesetz bzw. der vorliegenden Satzung einzurichtenden Rücklage zuzuweisen sind, nicht übersteigen darf, und dass (ii) Ausschüttungen, die nicht den tatsächlich erzielten Gewinnen entsprechen, von den Gesellschaftern zurückzuzahlen sind.

Kapitel VI. - Liquidation

Art. 16. Auflösung und Liquidation. Die Gesellschaft wird nicht aufgrund des Todes, des Verlusts der bürgerlichen Rechte, der Insolvenz oder des Konkurses des Alleingeschäftsführers oder eines der Gesellschafter aufgelöst.

Die Liquidation der Gesellschaft ist von der Gesellschafterversammlung in Übereinstimmung mit den geltenden gesetzlichen Bestimmungen zu beschließen.

Die Liquidation wird von einem oder mehreren Liquidator(en) durchgeführt, Gesellschafter oder nicht, der/die von den Gesellschaftern benannt wird/werden und dessen/deren Befugnisse und Entlohnung von den Gesellschaftern festgelegt werden.

Kapitel VII. - Anzuwendende rechtsvorschriften

Art. 17. Geltendes Recht. In allen Angelegenheiten, für welche in der vorliegenden Satzung keine spezifischen Vorkehrungen getroffen wurden, wird auf die Bestimmungen des Gesetzes verwiesen.

Übergangsbestimmungen

Das erste Geschäftsjahr beginnt mit dem Datum der Gründung der Gesellschaft und endet am 31. Dezember 2015.

Zeichnung - Einzahlung

Alle Anteile der Gesellschaft wurden von der vorgenannten „Goodman Property Opportunities (Lux) S.à r.l., SICAR“ gezeichnet.

Die Anteile sind vollständig bezahlt, sodass die Summe von zwölftausendfünfhundert Euro (12.500,- EUR) ab sofort zur freien Verfügung der Gesellschaft steht, wie dem Notar nachgewiesen wurde.

Kosten

Der Gesamtbetrag der Kosten, Ausgaben, Vergütungen und Auslagen, unter welcher Form auch immer, welche der Gesellschaft aus Anlass dieser Urkunde entstehen und für die sie haftet, wird auf ungefähr tausend Euro abgeschätzt.

Beschlussfassung der alleinigen Gesellschafterin

Unverzüglich nach der Gründung der Gesellschaft, hat hiervor erwähnte Partei, welche das gesamte gezeichnete Gesellschaftskapital vertritt, als Alleingeschäftsführerin folgende Beschlüsse gefasst:

1) Es werden für eine unbestimmte Dauer zu Geschäftsführern der Gesellschaft bestellt:

- Herr Philippe VAN DER BEKEN, Angestellter, geboren am 1. Oktober 1975 in Aalst (Belgien), mit Berufsanschrift in L-1160 Luxemburg, 28, Boulevard d'Avranches; und

- Herr Dominique PRINCE, Angestellter, geboren am 29. Oktober 1978 in Malmédy (Belgien), mit Berufsanschrift in L-1160 Luxemburg, 28, Boulevard d'Avranches.

Herr Dominique PRINCE wird zum Vorsitzenden des Geschäftsführerrats bestimmt.

2) Der Sitz der Gesellschaft befindet sich in L-1160 Luxemburg, 28, Boulevard d'Avranches (Großherzogtum Luxemburg).

Erklärung

Der unterzeichnete Notar, der Englisch und Deutsch versteht und spricht, erklärt hiermit, dass, auf Wunsch der erschienenen Partei, die vorliegende Urkunde in Englisch abgefasst ist, gefolgt von einer deutschen Fassung; auf Ersuchen derselben erschienenen Partei, und im Falle von Divergenzen zwischen dem englischen und dem deutschen Text, wird die englische Fassung maßgeblich sein.

WORÜBER, die vorliegende notarielle Urkunde in Luxemburg, an dem anfangs oben angegebenen Tag, erstellt wurde.

Und nach Vorlesung alles Vorstehenden an die Bevollmächtigte der erschienenen Partei, namens handelnd wie hiervor erwähnt, dem instrumentierenden Notar nach Vorund Zunamen, Personenstand und Wohnort bekannt, hat dieselbe Bevollmächtigte mit Uns, dem Notar, gegenwärtige Urkunde unterschrieben.

Signé: C. MOURADIAN, C. WERSANDT.

Enregistré à Luxembourg A.C. 2, le 27 février 2015. 2LAC/2015/4383. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Paul MOLLING.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 3 mars 2015.

Référence de publication: 2015037010/408.

(150041874) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

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

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

R.C.S. Luxembourg B 134.423.

In the year two thousand and fifteen,
on the twenty-sixth day of the month of February.

Before Us Maître Jean-Joseph WAGNER, notary, residing in SANEM, Grand Duchy of Luxembourg,

was held

an extraordinary general meeting (the "Meeting") of the shareholders of "Eastspring Investments SICAV-FIS", an investment company with variable capital - specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé), having its registered office at 26, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 134.423 and incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a notarial deed drawn up by the undersigned notary, on 06 December 2007 published in the Mémorial C, Recueil des Sociétés et Associations on 31 December 2007 under number 3021, on page 144968.

The Meeting of the shareholders is declared opened at 11.30 CET and is presided over by Mr Christophe Bécue, professionally residing in Luxembourg, Grand Duchy of Luxembourg who appoints as secretary of the Meeting Mr Sami Ben Dechiche, professionally residing in Luxembourg, Grand Duchy of Luxembourg.

The Meeting of the shareholders elects as scrutineer Mr Matteo Tartaini, professionally residing in Luxembourg, Grand Duchy of Luxembourg.

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

I. the shareholders present or represented and the number of shares they hold are shown on the attendance list, signed by the members of the board and the undersigned notary. This list, together with the proxies initialled *ne varietur* by the appearing parties and the undersigned notary, will remain attached to this deed in order to be filed with the registration authorities;

II. a convening notice reproducing the agenda below was sent by registered letter to all the shareholders of the Company on 09 February 2015;

III. it appears from the attendance list that all hundred forty million four hundred thirty-six thousand four hundred twenty-seven point three eight one (140'436'427.381) shares of a total of hundred forty million four hundred thirty-six thousand four hundred twenty-seven point three eight one (140'436'427.381) shares in circulation are duly represented at the Meeting;

IV. the Meeting is thus regularly constituted and can validly deliberate and resolve on its agenda;

V. the agenda of the Meeting is the following:

1. Change the date of the annual general meeting of shareholders from the second Friday of April to the second Friday of June in each year at 11.00 (noon), and to reflect such change in Article 23 of the articles of incorporation (the "Articles of Incorporation");

2. Approve general updates and correction of typos in the Articles of Incorporation;

3. Discard French translation;
4. Recast of the Articles of Incorporation to be effective as from 02 March 2015;
5. Miscellaneous.

After due and careful deliberation, the following RESOLUTIONS were taken unanimously:

First resolution

The shareholders RESOLVE to change the date of the annual general meeting of shareholders from the second Friday of April to the second Friday of June in each year at 11.00 a.m.), and to reflect such change in Article 23 of the Articles of Incorporation.

Second resolution

The shareholders RESOLVE to approve general updates and correction of typos in the Articles of Incorporation.

Third resolution

The shareholders RESOLVE to withdraw the French translation of the Articles of Incorporation.

Fourth resolution

The shareholders RESOLVE to recast the Articles of Incorporation as follows:

UPDATED ARTICLES OF INCORPORATION
AS AT 2 MARCH 2015

Preliminary Title. Definitions

2007 Law	the Luxembourg law of 13 February 2007 relating to specialised investment funds, as the same may be amended from time to time
Accounting Currency	the currency of consolidation of the Company
Articles of Incorporation	the articles of incorporation of the Company as the same may be amended, supplemented and modified from time to time
Auditor	the auditor of the Company qualifying as an independent auditor (réviseur d'entreprise agréé) as described in the Issue Document
Board of Directors	the board of directors of the Company
Business Day	a bank Business Day in Luxembourg
Category(ies)	the category(ies) or sub-class(es) in which each Class of Shares may be sub-divided as further detailed in the Issue Document
Central Administrative Agent	any entity appointed, in accordance with Luxembourg laws and regulations, to act as domiciliary and corporate agent and administrative agent of the Company in Luxembourg, or such entity as may subsequently be appointed to act in such capacity
Class(es)	one or more classes of Shares that may be available in each Sub-Fund, whose assets shall be commonly invested according to the investment objective of that Sub-Fund, but where a specific sales and/or redemption charge structure, fee structure, distribution policy, target investor, denomination currency or hedging policy shall be applied as further detailed in the Issue Document
Company	Eastspring Investments SICAV-FIS, a Luxembourg investment company with variable capital (société d'investissement à capital variable) - specialised investment fund (fonds d'investissement spécialisé) incorporated as a public limited liability company (société anonyme)
Custodian	such institution within the meaning of Luxembourg law dated 5 April 1993 relating to the financial sector, as amended, that may be appointed as custodian of the Company by the Board of Directors in accordance with Luxembourg laws and regulations
Cut-Off-Time	the deadline on a Valuation Day, as specified for each Sub-Fund in the Issue Document, before which applications for subscription, redemption, or conversion of Shares of any Class and/or Category in any Sub-Fund must be received by the Registrar and Transfer Agent in order to be dealt with on that Valuation Day, as further specified for each Sub-Fund in the Issue Document
Director	a member of the Board of Directors of the Company
Euro	the lawful currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957) as the same may be amended from time to time

Financial Year	the financial year of the Company, which ends on the last day of December of each year
Independent Appraiser	any entity appointed by the Company, which has no interest in any shareholding of the Company, to appraise the value of properties and property rights registered in the name of any Sub-Fund or any of its Subsidiaries as well as the direct or indirect shareholdings of such Sub-Fund in property companies
Initial Price	the subscription price at which the Shares of any Class and any Category are offered at the Initial Subscription Day or during the Initial Subscription Period as described in the Issue Document
Initial Subscription Day or Period	the initial subscription day or initial subscription period during which the Shares of any Class and any Category may be issued at the Initial Price as specified for each Class and any Category of any Sub-Fund in the Issue Document
Investment Manager(s)	Any entity to whom the Board of Directors has delegated the discretionary investment management of the assets of one or more Sub-Funds, as specified for each Sub-Fund in the Issue Document
Investment Structure	Investment structures of any kind and nature which have been established for the purpose of investing in (directly or indirectly) and/or financing any kind of investments which are eligible under the 2007 Law; such Investment Structures may have legal personality or not, be listed or unlisted, be regulated or unregulated, and be incorporated in any jurisdiction; such investments in Investment Structures will be made using all kind of equity and/or all kind of debt instruments (securitised or not) or combinations thereof
Issue Document	the issue document of the Company as the same may be amended, supplemented and modified from time to time
Minimum Holding	a minimum number of Shares or amount in the Reference Currency or Other Denomination Currency, which a Shareholder must hold in a given Sub-Fund or Class or Category as further detailed for the respective Sub-Fund/Class/Category in the Issue Document
Minimum Subscription	a minimum number of Shares or amount in the Reference Currency or Other Denomination Currency, which a Shareholder must subscribe in a Sub-Fund or Class or Category as further detailed for the respective Sub-Fund/Class/Category in the relevant Issue Document
Net Asset Value	the net asset value of a given Sub-Fund, Class or Category as determined in accordance with article 11 of these Articles of Incorporation and the Issue Document
Other Denomination Currency	another denomination currency in which the Board of Directors may decide to calculate the Net Asset Value per Share of one or more Sub-Funds/Class(es)/Category(ies) in addition to the Reference Currency as further detailed for the respective Sub-Funds/Classes/Category(ies) of Shares in the Issue Document. The Net Asset Value calculated in an Other Denomination Currency is the equivalent of the Net Asset Value in the Reference Currency converted at the prevailing exchange rate
Prohibited Person	any person, firm, partnership or corporate body, if in the sole opinion of the Company such holding may be detrimental to the interests of the existing Shareholders or of the Company, if it may result in a breach of any law or regulation, whether Luxembourg or otherwise, or if as a result thereof the Company may become exposed to tax disadvantages, fines or penalties that it would not have otherwise incurred; the term "Prohibited Person" includes any person, firm, partnership or corporate body, which does not meet the definition of Well-Informed Investors as described below
Reference Currency	the currency in which the Net Asset Value of each Sub-Fund is denominated, as specified for each Sub-Fund in the Issue Document
Redemption Price	the price at which the Share are redeemed, as described in the Issue Document
Registrar and Transfer Agent	any entity appointed, in accordance with Luxembourg laws and regulations to act as registrar and transfer agent of the Company in Luxembourg, or such other entity as may subsequently be appointed to act in such capacity
Share(s)	a share of any Class and any Category of any Sub-Fund in the capital of the Company, the details of which are specified in the Issue Document. For the avoidance of doubt, reference to "Share(s)" includes references to any Class(es) and/or Category(ies) when reference to specific Class(es) and/or Category(ies) is not required

Shareholder(s)	the holder of one or more Shares of any Class and any Category of any Sub-Fund in the capital of the Company
Sub-Fund	any sub-fund of the Company, the details of which are specified in the Issue Document
Subscription Price	the subscription price at which the Shares of any Class and any Category are offered after the Initial subscription Day or after the end of the Initial Subscription Period as further described in the Issue Document
Subsidiary	any local or foreign corporation or partnership or other entity (including for the avoidance of doubt any Wholly Owned Subsidiary) (a) in which the Company holds, through one or more Sub-Funds, in aggregate more than 50% of the voting rights or (b) which is otherwise controlled by the Company, and which in either case also meets all of the following conditions: (i) it does not have any activity other than the holding of investment instruments, which qualify under the investment objective and policy of the Company and the relevant Sub-Fund(s); (ii) the majority of the managers or board members of such subsidiary are board members of the Company, except to the extent that this is not practicable for tax or regulatory reasons, (iii) to the extent required under applicable laws and regulations, the accounts of such subsidiary are audited by or under the supervision of the auditor of the Company and (iv) to the extent required under applicable laws and regulations, such subsidiary is consolidated in the annual accounts of the Company; any of the above mentioned local or foreign corporation or partnership or other entity shall be deemed to be "controlled" by the Company if (i) it has the right to appoint or remove a majority of the members of the managing body of that entity or (ii) it controls more than 50% of the voting rights in that entity pursuant to an agreement with the other Shareholders.
USD	the currency of the United States of America
US Person	shall have the meaning given in Regulation S under the U.S. Securities Act of 1933, as amended
Valuation Day	the last Business Day in Luxembourg of each Financial Year and/or any other Business Day in Luxembourg as the Board may in its absolute discretion determine for the purpose of the calculation of the Net Asset Value per Share of any Class and any Category of any of the Sub-Funds according to the Issue Document
Well-Informed Investor	has the meaning ascribed to it in the 2007 Law, and includes: (a) institutional investors; (b) professional investors, being those investors who are, in accordance with Luxembourg laws and regulations, deemed to have the experience, knowledge and expertise to make their own investment decisions and properly assess the risk they incur; and (c) any other well-informed investor who fulfils the following conditions: (i) has declared in writing his adhesion to the status of well-informed investor; and (ii) invests a minimum of EUR 125,000 in the Company or has obtained a an assessment from a credit establishment as defined in the directive 2006/48/CE, from an investment firm as defined in directive 2004/39/CE, or from a management company as defined in directive 2009/65/EC, certifying his expertise, his experience and his knowledge to appraise in an appropriate manner an investment in the Company.
Wholly Owned Subsidiary	means any company or entity in which the Company has a one hundred percent (100%) ownership interest

Title I. Name - Registered office - Duration - Purpose

Art. 1. Name. The Company is hereby formed as a public limited company (société anonyme) qualifying as an investment company with variable share capital - specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé) under the name of "Eastspring Investments SICAV-FIS".

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg-City, Grand Duchy of Luxembourg.

The Board of Directors is authorised to transfer the registered office of the Company within the municipality of Luxembourg-City. The registered office may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the sole Shareholder or in case of plurality of Shareholders by means of a resolution of an extraordinary general meeting of Shareholders deliberating in the manner provided for any amendment to the Articles of Incorporation.

Branches, Subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the Board of Directors.

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

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

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available in a wide range of securities and other assets eligible under the 2007 Law, with the objective of spreading investment risks and affording its Shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction, which it may deem useful for the fulfillment and development of its purpose to the largest extent permitted under the 2007 Law.

Title II. Share Capital - Shares - Net asset value

Art. 5. Share Capital - Sub-Funds - Classes and Categories of Shares. The share 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 11 of these Articles of Incorporation. The subscribed capital must reach the equivalent in USD of one million two hundred and fifty thousand euros (EUR 1,250,000.-) within the first twelve months following its approval by the Luxembourg supervisory authority, and thereafter may not be less than this amount.

The initial share capital of the Company shall be set at fifty thousand United States Dollars (USD 50,000.-) represented by five thousand (5,000) fully paid up Shares of Class E with no par value of the Sub-Fund Investment Opportunities Fund SICAV-FIS - Asian Asset Backed Securities.

(i) For consolidation purposes, the Accounting Currency of the Company is the USD.

(ii) The share capital of the Company may be increased or decreased as a result of the issue by the Company of new fully paid-up Shares or the repurchase by the Company of existing Shares from its Shareholders.

(iii) The Board of Directors of the Company may, at any time, establish several pools of assets, each constituting a Sub-Fund (compartiment) within the meaning of article 71 of the 2007 Law.

(iv) The Board of Directors shall attribute a specific investment objective and policy, specific investment restrictions and a specific denomination to each Sub-Fund.

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. In the relation between Shareholders, each Sub-Fund will be deemed to be a separate entity.

The Board of Directors may, at any time, issue different Classes of Shares within one or more Sub-Funds, which may differ, inter alia, in their fee structure, subscription and/or redemption procedures, minimum initial and subsequent investment and/or holding requirements, type of target investors and distribution policy applying to them as more fully described in the Issue Document.

Each Class of Shares may be sub-divided into one or several Category(ies) as more fully described in the Issue Document.

The proceeds of the issue of each Class of Shares and/or Category of a given Sub-Fund shall be invested, in accordance with article 4 of these Articles of Incorporation, in securities of any kind and other assets permitted by the 2007 Law, pursuant to the investment objective and policy determined by the Board of Directors for the Sub-Fund established in respect of the relevant Class(es) of Shares and/or Category(ies), subject to the investment restrictions provided by law or determined by the Board of Directors.

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not denominated in USD, be converted into USD and the capital shall be the aggregate of the net assets of all Classes and Categories of all Sub-Funds.

Art. 6. Form of Shares. The Company shall issue Shares of each Sub-Fund and each Class in uncertificated registered form only.

All issued registered Shares of the Company shall be registered in the register of Shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to the Company, the number of registered Shares held by him, the Class and Category of each such Shares and the amount paid up on each Share, the transfer of Shares and the dates of such transfer.

The inscription of the Shareholder's name in the register of Shareholders evidences his right of ownership on such registered Shares. The Company shall not issue certificates for such inscription, but each Shareholder shall receive a

written confirmation of his shareholding. The Company treats the registered owner of a Share as the absolute and beneficial owner thereof.

Any transfer of registered Shares shall be made by a written declaration of transfer to be inscribed in the register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. The Company may also accept and enter in the register of Shareholders a transfer on the basis of correspondence or other documents recording the agreement of the transferor and transferee as evidence of transfer other instruments of transfer satisfactory to the Company.

Any transfer of registered Shares shall be entered into the register of Shareholders; such inscription shall be signed by any Director or any officer of the Company or by any other person duly authorized thereto by the Board of Directors.

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

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

The Company recognises only one owner per Share. If one or more Shares are jointly owned or if the ownership of such Share(s) is disputed, all persons claiming a right to such Share(s) must appoint a sole attorney to represent such shareholding in dealings with the Company. The failure to appoint such attorney shall result in a suspension of all rights attached to such Share(s). Moreover, in the case of joint Shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint Shareholders together, at its absolute discretion.

The Company may decide to issue fractional Shares up to three decimals. Such fractional Shares shall not be entitled to vote but shall be entitled to participate in the net assets of the relevant Class and/or Category on a pro rata basis.

Art. 7. Issue of Shares. The Board of Directors is authorised, without any limitation, to issue at any time Shares of no par value fully paid up, in any Class and/or Category and in any Sub-Fund, without reserving the existing Shareholders a preferential right to subscribe for the Shares to be issued.

The Board of Directors may impose restrictions on the frequency at which Shares shall be issued. The Board of Directors may, in particular, decide that Shares in any Sub-Fund, Class and/or Category shall only be issued during one or more offering periods or at such other frequency as provided for in the Issue Document.

The Board of Directors may in its absolute discretion without liability reject any subscription in whole or in part, and the Board of Directors may, at any time and from time to time and in its absolute discretion without liability and without notice, discontinue the issue and sale of Shares of any Class and/or Category in any one or more Sub-Funds.

The Board of Directors may, in the course of its sales activities and at its discretion, cease issuing Shares, refuse subscription applications in whole or in part and suspend or limit, in compliance with article 12 of these Articles of Incorporation, their sale to individuals or corporate bodies in particular countries or areas, for specific periods or permanently.

Furthermore, the Board of Directors may impose conditions on the issue of Shares in any Sub-Fund, Class and/or Category (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.

The Board of Directors may also, in respect of any one given Sub-Fund, Class of Shares and/or Category, levy an issuing commission and has the right to waive partly or entirely this subscription charge. Any conditions to which the issue of Shares may be submitted will be detailed in the Issue Document.

The Board of Directors will fix an Initial Subscription Day or Initial Subscription Period during which the Shares of any Class and/or Category in any Sub-Fund will be issued at a fixed price (i.e. the Initial Price), plus any applicable fees, commissions and costs, as determined by the Board of Directors and disclosed in the Issue Document.

After the Initial Subscription Day or after the end of the Initial Subscription Period, Shares of any Class and/or Category shall be issued at the Net Asset Value per Share of the relevant Class and/or Category of the relevant Sub-Fund, as determined in compliance with article 11 of these Articles of Incorporation as of such Valuation Day as is determined in accordance with such policy as the Board of Directors shall from time to time determine (i.e. the Subscription Price). The Board of Directors may decide to increase the Subscription Price by any fees, commissions and costs as disclosed in the Issue Document. No Shares will be issued during any period when the calculation of the Net Asset Value per Share in the relevant Sub-Fund, Class and/or Category is suspended pursuant to the provisions of article 12 of these Articles of Incorporation.

For the avoidance of doubt, when the Company offers Shares after the Initial Subscription Day or after the end of the Initial Subscription Period, applications received by the Company or its duly authorised agents in Luxembourg on a Valuation Day before the relevant Cut-Off-Time (as defined in the Issue Document) will be dealt with on that Valuation

Day at the Subscription Price of the relevant Class and/or Category of the relevant Sub-Fund prevailing on that Valuation Day. Any application received after the relevant Cut-Off-Time will be processed on the next Valuation Day on the basis of the Subscription Price per Share determined on such Valuation Day.

The issue price (be it the Initial price or the Subscription Price) must be received before the issue of Shares. The payment will be made under the conditions and within the time limits as determined by the Board of Directors and described in the Issue Document, and in any case the issue price will be payable no later than 10 Business Days from the relevant Valuation Day.

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

The Company may agree to issue Shares as consideration for a contribution in kind of assets, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from an auditor qualifying as a réviseur d'entreprises agréé. Specific provisions relating to in kind contribution will be detailed in the Issue Document.

Art. 8. Redemption of Shares. Any Shareholder may request the redemption of all or part of his Shares by the Company, under the terms and procedures set forth by the Board of Directors in the Issue Document and within the limits provided by law and these Articles of Incorporation.

In any case, the right of any Shareholder to require the redemption of its Shares will be suspended during any period in which the determination of the Net Asset Value of the relevant Class, Category and/or Sub-Fund is suspended by the Company pursuant to article 12 of these Articles of Incorporation.

The Redemption Price shall be equal to the Net Asset Value per Share of the relevant Class and/or Category of the relevant Sub-Fund on the relevant Valuation Day determined in accordance with the provisions of article 11 of these Articles of Incorporation, less such charges and commissions (if any) at the rate provided for in the Issue Document. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors may determine.

For the avoidance of doubt, redemption requests received by the Company or its duly authorised agents in Luxembourg on a Valuation Day before the relevant Cut-Off-Time (as defined in the Issue Document) will be dealt with on that Valuation Day at the Redemption Price of the relevant Class and/or Category of the relevant Sub-Fund prevailing on that Valuation Day (after deduction of redemption fee if any). Any redemption requests received after the relevant Cut-Off-Time will be processed on the next Valuation Day at the Redemption Price of the relevant Class and/or Category of the relevant Sub-Fund prevailing on such Valuation Day (after deduction of redemption fee if any).

The Redemption Price per Share shall be paid within a period of time determined by the Board of Directors which shall not exceed 10 Business Days from the relevant Valuation Day, in accordance with such policy as the Board of Directors may from time to time determine, provided that the Share transfer documents have been received by the Company.

Payment of the Redemption Price to Shareholders will be executed in cash, in kind, or both in kind and cash as set out hereinafter.

Payments in cash will be made either in the Reference Currency of the relevant Sub-Fund or, if available, in the other Denomination Currency. In addition, payment may also be made in one of the major freely convertible currencies if requested by the Shareholder(s) at the time of giving the redemption instruction with the agreement of the Registrar and Transfer Agent at the investor's cost and risk.

Payment in kind will be made at the discretion of the Company but with the consent of the Shareholder concerned by allocating to such Shareholder assets of the relevant Sub-Fund equal in value (as calculated in the manner described in article 11 of these Articles of Incorporation) as of the Valuation Day with respect to which the Redemption Price is calculated, to the Net Asset Value of the Shares to be redeemed minus any applicable redemption fee and charge. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders of the relevant Class and/or Category, and the valuation used may be confirmed by a special report of the Auditor. The cost of such transfer shall be borne by the transferee.

The Company shall endeavour that at all times each Sub-Fund has enough liquidity to enable satisfaction of any requests for redemption of Shares.

If as a result of any request for redemption, the number or the aggregate Net Asset Value of the Shares held by any Shareholder in any Class, Category or Sub-Fund would fall below such number or such value as determined by the Board of Directors and disclosed in the Issue Document, the Company may decide that this request be treated as a request for redemption for the full balance of such Shareholder's holding of Shares in such Class, Category and/or Sub-Fund.

Further, if on any Valuation Day redemption requests pursuant to this article 8 exceed a certain level determined by the Board of Directors in relation to the number of Shares in issue of a specific Class, Category or 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 Valuation Day following that period, these redemption requests will be met in priority to later requests.

A Shareholder may not withdraw his request for redemption of Shares except in the event of a suspension of the calculation of the Net Asset Value of the Shares to be redeemed in a specific Class, Category or Sub-Fund and, in such event, a withdrawal will only be effective if written notification is received by the Registrar and Transfer Agent before the termination of the period of suspension. If the request is not so withdrawn, the Company shall proceed to redeem the Shares on the first applicable Valuation Day following the end of the suspension of the calculation of the Net Asset Value of the Shares of the relevant Class, Category or Sub-Fund.

If the net assets of the relevant Sub-Fund or Class and/or Category on any particular Valuation Day fall at any time below the minimum level determined by the Board of Directors pursuant to article 25 of these Articles of Incorporation, the Company, at its discretion, may redeem all the Shares then outstanding in the relevant Sub-Fund or Class and/or Category. All such Shares will be redeemed at the Net Asset Value per Share less any liquidation or other costs incurred. The Company will notify the Shareholders of the relevant Sub-Fund and Class(es) and/or Category(ies) prior to the effective date for the compulsory redemption by sending a notice directly to the relevant Shareholders at the address contained in the register of Shareholders. The notice will indicate the reasons for, and the procedures of, the redemption operations.

The Company may at any time compulsorily redeem Shares from Shareholders who are excluded from the acquisition or ownership of Shares in the Company (such as a Prohibited Person), any given Sub-Fund or Class and/or Category, pursuant to the procedure set forth in article 10 of these Articles of Incorporation and the Issue Document.

Moreover, if the Minimum Holding amount in a Class and/or Category of one given Sub-Fund, as set out in the Issue Document, is not maintained due to a transfer or conversion or redemption of Shares, the Company may compulsorily redeem the remaining Shares at their current Redemption Price (after deduction of redemption fee if any) and make payment of the redemption proceeds to the respective Shareholder.

All redeemed Shares shall be cancelled.

Art. 9. Conversion of Shares. 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 of any Class and/or Category in any Sub-Fund into another Class and/or Category in the same Sub-Fund and/or into the same Class and/or Category or a different Class and/or Category of any other existing Sub-Fund, provided that the Board of Directors may (i) set restrictions, terms and conditions as to the right for and the frequency of conversions between certain Classes, Categories and/or Sub-Funds; and (ii) subject them to the payment of such charges and commissions as it shall determine. If the Board of Directors decides to allow conversions of Shares, this possibility shall be mentioned and detailed in the Company's Issue Document.

In any case, the right of any Shareholder to require the conversion of its Shares will be suspended during any period in which the determination of the Net Asset Value of the relevant Class, Category and/or Sub-Fund is suspended by the Company pursuant to article 12 of these Articles of Incorporation.

The price of the conversion shall be computed by reference to the respective Net Asset Value of the relevant Classes, Categories and/or Sub-Funds concerned, determined on the same Valuation Day or any other day as determined by the Board of Directors and in accordance with the provisions of article 11 of these Articles of Incorporation and the rules laid down in the Issue Document. Conversion fees may be imposed upon the Shareholder(s) asking for the conversion, at the rate provided for in the Issue Document.

If as a result of any request for conversion, the aggregate Net Asset Value of the Shares held by a Shareholder in any Class, Category and/or Sub-Fund would fall below such number or such value as determined by the Board of Directors and disclosed in the Issue Document, the Company may decide that this request be treated as a request for conversion for the full balance of such Shareholder's holding of Shares in such Class, Category and/or Sub-Fund.

Further, if on any Valuation Day conversion requests pursuant to this article 9 exceed a certain level determined by the Board of Directors in relation to the number of Shares in issue of a specific Class, Category or 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 Valuation Day following that period, these conversion requests will be met in priority to later requests.

Moreover, if the Minimum Holding amount in a Class and/or Category of one given Sub-Fund, as set out in the Issue Document, is not maintained due to a conversion of Shares, the Company may compulsorily redeem the remaining Shares at their current Net Asset Value and make payment of the redemption proceeds to the respective Shareholder.

The Shares which have been converted into Shares of another Class and/or Category of the same or another Sub-Fund shall be cancelled.

Art. 10. Restrictions on Ownership of Shares and the transfer of Shares. Shares are available to Well-Informed Investors only.

The Board may restrict or prevent the ownership of Shares in the Company by any legal person, firm or corporate body, if in the opinion of the Company such holding may, inter alia, be detrimental to the Company, its Shareholders or one given Class, Category or Sub-Fund, 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 other than those of the Grand Duchy of Luxembourg (including but without limitation tax laws).

Specifically but without limitation, the Board may restrict the ownership of Shares in the Company by any Prohibited Person and US Persons.

For such purposes the Company may:

(A) decline to issue any Shares and decline to register any transfer of Shares, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such Shares by a Prohibited Person or a US Person; and

(B) at any time require any person whose name is entered in, or any person seeking to register the transfer of Shares on the register of Shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shares rests in a Prohibited Person or a US Person, or whether such registry or will result in beneficial ownership of such Shares by a Prohibited Person or a US Person; and

(C) decline to accept the vote of any Prohibited Person or a US Person, at any meeting of Shareholders of the Company; and

(D) where it appears to the Company that any Prohibited Person or US 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 by such Shareholder in the following manner:

(1) The Company shall serve a second notice (the "Purchase Notice") upon the Shareholder holding such Shares or appearing in the register of Shareholders as the owner of such Shares to be purchased, specifying the Shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser. Any such Purchase Notice may be served upon such Shareholder by posting the same in a prepaid registered envelope addressed to such Shareholder at his last address known to or appearing in the books of the Company. Immediately after the close of business on the date specified in the Purchase Notice, such Shareholder shall cease to be the owner of the Shares specified in such notice and his name shall be removed from the register of Shareholders.

(2) The price at which each such Share is to be purchased (the "Purchase Price") shall be an amount equal to eighty-five percent (85%) of the Net Asset Value per Share of the relevant Class and/or Category of the relevant Sub-Fund as calculated with respect to the Valuation Day specified by the Board of Directors for the redemption of Shares in the Company next preceding the date of the Purchase Notice.

(3) Payment of the Purchase Price will be made available to the former owner of such Shares normally in the currency fixed by the Board of Directors for the payment of the redemption price of the Shares of the relevant Class and/or Category and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) upon final determination of the Purchase Price. Upon service of the Purchase Notice as aforesaid such former owner shall have no further interest in such Shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the Purchase Price (without interest) from such bank.

(4) The exercise by the Company of the power conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of Shares by any person or that the true ownership of any Shares was otherwise than appeared to the Company at the date of any Purchase Notice, provided in such case the said powers were exercised by the Company in good faith.

Art. 11. Calculation of the Net Asset Value per Share. The Net Asset Value per Share of each Class, Category and/or Sub-Fund shall be calculated by the Central Administrative Agent under the responsibility of the Board of Directors upon the frequency set forth in article 12 of these Articles of Incorporation and the Issue Document and at least once a year (each a "Valuation Day") in accordance with Luxembourg law.

The Net Asset Value per Share of each Class, Category and/or Sub-Fund will be expressed in the Reference Currency as specified in the Issue Document. The Board of Directors may however decide to calculate the Net Asset Value per Share for certain Sub-Funds, Classes and/or Category in the Other Denomination Currency as detailed in the Issue Document. The Net Asset Value calculated in the Other Denomination Currency is the equivalent of the Net Asset Value in the Reference Currency converted at the prevailing exchange rate.

The Net Asset Value per Share of each Class and/or Category in each Sub-Fund on any Valuation Day is determined by dividing (i) the net assets of that Sub-Fund attributable to such Class and/or Category, being the value of the portion of that Sub-Fund's gross assets less the portion of that Sub-Fund's liabilities attributable to such Class and/or Category, on such Valuation Day, by (ii) the number of Shares of such Class and/or Category then outstanding, in accordance with the valuation rules set forth below.

The total Net Asset Value of the Company is equal to the sum of the net assets of the various activated Sub-Funds translated into USD at the rates of exchange prevailing in Luxembourg on the relevant Valuation Day.

In determining the Net Asset Value per Share, income and expenditure are treated as accruing daily.

The accounts of the Subsidiaries of the Company will (to the extent required under applicable accounting rules and regulations) be consolidated with the accounts of the Company at each Valuation Day and accordingly the underlying assets and liabilities will be valued in accordance with the valuation rules described below.

The Subscription Price and the Redemption Price of the different Classes and/or Category will differ within each Sub-Fund as a result of the differing fee structure and/or distribution policy of each Class and/or Category.

The Subscription Price, Redemption Price and conversion price are calculated to 3 decimal places.

The assets of the Company shall include:

- (1) all properties or property rights registered in the name of the Company or any of its Subsidiaries;
- (2) all shares, units, convertible securities, debt and convertible debt securities or other securities of Investment Structures registered in the name of the Company;
- (3) all shareholdings in convertible and other debt securities of real estate companies;
- (4) all cash in hand or on deposit, including any interest accrued thereon;
- (5) all bills and demand notes payable and accounts receivable (including proceeds of properties, property rights, securities or any other assets sold but not delivered);
- (6) all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company;
- (7) all stock dividends, cash dividends and cash payments receivable by the Company to the extent information thereon is reasonably available to the Board of Directors or the Custodian;
- (8) all rentals accrued on any real estate properties or interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the value attributed to such asset;
- (9) the liquidating value of all futures, forward, call or put options contracts the Company has an open position in;
- (10) all swap contracts entered into by the Company;
- (11) the formation expenses of the Company, including the cost of issuing and distributing Shares of the Company;
- (12) lawyer fees and other charges for registering the Company and its Sub-Funds in other jurisdiction (to the extent not written off); and
- (13) all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

a) Securities which are listed on a stock exchange or dealt in on another regulated market will be valued on the basis of the last available publicised stock exchange or market value.

b) Securities which are not listed on a stock exchange nor dealt in on another regulated market will be valued on the basis of the probable net realisation value (excluding any deferred taxation) estimated with prudence and in good faith by the Board of Directors. If a Net Asset Value is determined for the units or shares issued by an Investment Structure which calculates a net asset value per share or unit, those units or shares will be valued on the basis of the latest net asset value determined according to the provisions of the particular issuing documents of this Investment Structure or, at their latest unofficial net asset values (i.e. estimates of net asset values which are not generally used for the purposes of subscription and redemption or which may be provided by a pricing source - including the investment manager of the Investment Structure - other than the administrative agent of the Investment Structure) if more recent than their official net asset values. The net asset value calculated on the basis of unofficial net asset values of Investment Structures may differ from the net asset value which would have been calculated, on the relevant Valuation Day, on the basis of the official net asset values determined by the administrative agents of the Investment Structures. However, such Net Asset Value is final and binding notwithstanding any different later determination. In case of the occurrence of an evaluation event that is not reflected in the latest available Net Asset Value of such shares or units issued by such Investment Structures, the valuation of the shares or units issued by such Investment Structures may be estimated with prudence and in good faith by the Board of Directors to take into account this evaluation event. The following events qualify as evaluation events: capital calls, distributions or redemptions effected by the Investment Structure or one or more of its underlying investments as well as any material events or developments affecting either the underlying investments or the Investment Structures themselves.

c) Properties and property rights registered in the name of the Company or any of its Subsidiaries as well as direct or indirect shareholdings of the Company in intermediate companies shall be valued by one or more Independent Appraisers in accordance with section 13.3 of the Issue Document "Valuation by Independent Appraisers", provided that the Company may deviate from such valuation if deemed in the interest of the Company and its Shareholders and provided further that such valuation may be established at the end of the Financial Year and used throughout the following Financial Year unless there is a change in the general economic situation or in the condition of the relevant properties or property rights held by the Company or by any of its Subsidiaries or by any controlled property companies which requires new valuations to be carried out under the same conditions as the annual valuations.

d) 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.

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

f) Interest rate swaps will be valued at their market value established by reference to the applicable interest rates curve. Index and financial instruments related swaps will be valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument related swap agreement shall be based upon the market value of such swap transaction established in good faith pursuant to procedures established by the Board of Directors;

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

The Board of Directors, at its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset or liability of the Company and/or its Sub-Funds in compliance with Luxembourg law. This method will then be applied in a consistent way. The Central Administrative Agent can rely on such deviations as approved by the Board of Directors for the purpose of the Net Asset Value calculation.

The liabilities of the Company shall include:

- (1) all loans and other indebtedness for borrowed money (including convertible debt), bills and accounts payable;
- (2) all accrued interest on such loans and other indebtedness for borrowed money (including accrued fees for commitment for such loans and other indebtedness);
- (3) all accrued or payable expenses (including administrative expenses, management and advisory fees including performance fees (if any), custody fees, paying agency, cash management fees (if any), registrar and transfer agency fees, domiciliary and corporate agency fees as well as reasonable disbursements incurred by the service providers);
- (4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid distributions declared by the Company, where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;
- (5) an appropriate provision for future taxes based on capital and income to the calculation day, as determined from time to time by the Board of Directors, and other reserves (if any) authorised and approved by the Board of Directors, as well as such amount (if any) as the Board of Directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- (6) all other liabilities of whatsoever kind and nature reflected in accordance with Luxembourg law. In determining the amount of such liabilities the Board of Directors shall take into account all expenses payable by the Company and may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

The assets and liabilities shall be allocated as follows:

- (1) The proceeds to be received from the issue of Shares of any Class and/or Category shall be applied in the books of the Company to the Sub-Fund corresponding to that Class and/or Category, provided that if several Classes and/or Categories are outstanding in such Sub-Fund, the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to that Class and/or Category;
- (2) The assets and liabilities and income and expenditure applied to a Sub-Fund shall be attributable to the Class(e) and/or Category(ies) corresponding to such Sub-Fund;
- (3) Where any asset is derived from another asset, such asset shall be attributable in the books of the Company to the same Sub-Fund, Class and/or Category as the assets from which it is derived and on each revaluation of such asset, the increase or decrease in value shall be applied to the relevant Sub-Fund, Class and/or Category;
- (4) Where the Company incurs a liability in relation to any asset of a particular Sub-Fund, Class and/or Category or in relation to any action taken in connection with an asset of a particular Sub-Fund, Class and/or Category, such liability shall be allocated to the relevant Sub-Fund, Class and/or Category;
- (5) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund, Class and/or Category, such asset or liability shall be allocated to all the Sub-Fund, Class and/or Category, pro rata to their respective Net Asset Values or in such other manner as determined by the Board of Directors acting in

good faith, provided that (i) where assets of several Sub-Funds, Classes and/or Categories are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Board of Directors, the respective right of each Sub-Fund, Class and/or Category shall correspond to the prorated portion resulting from the contribution of the relevant Sub-Fund, Class and/or Category to the relevant account or pool, and (ii) such right shall vary in accordance with the contributions and withdrawals made for the account of the Sub-Fund, Class and/or Category, as described in the sales documents for the Shares of the Company; and

(6) Upon the payment of distributions to the Shareholders of any Class and/or Category, the Net Asset Value of such Class and/or Category shall be reduced by the amount of such distributions.

All valuation regulations and determinations shall be interpreted and made in accordance with Luxembourg law.

In the absence of bad faith, gross negligence or manifest error, every decision taken by the Board of Directors or by any bank, company or other organization which the Board of Directors may appoint for the purpose of calculating the Net Asset Value per Share, in calculating the Net Asset Value per Share, shall be final and binding on the Company and present, past or future Shareholders.

For the purpose of this article:

(1) Shares to be redeemed by the Company under article 8 of these Articles of Incorporation shall be treated as existing and shall be taken into account until the date fixed for redemption, and from such time and until paid by the Company, the price thereof shall be deemed to be a liability of the Company;

(2) Shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board of Directors on the Valuation Day on which such valuation is made and, from such time and until received by the Company, the price therefore shall be deemed to be an asset of the Company;

(3) all investments, cash balances and other assets expressed in currencies other than the Reference Currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value per Share; and

(4) where on any Valuation Day 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 Day, then its value shall be estimated by the Board of Directors.

Art. 12. Frequency and Temporary Suspension of the Calculation of the Net Asset Value per Share, of the Issue, the Redemption and the Conversion of Shares. With respect to each Class of Shares and/or Category, the Net Asset Value per Share and the price for the issue, redemption and conversion of Shares shall be calculated from time to time by the Board of Directors, the Central Administrative Agent or any agent appointed thereto by the Company, at least once a year, at a frequency determined by the Board of Directors and specified in the Issue Document as well as on each day by reference to which the Board of Directors approves the pricing of an issue, a redemption or a conversion of Shares, provided that this is in compliance with applicable laws and regulations, such date or time of calculation being referred to herein as a "Valuation Day".

The Board of Directors may suspend the determination of the Net Asset Value per Share of any particular Sub-Fund, Class and/or Category and the issue, redemption and conversion of its Shares to and from its Shareholders in the following cases:

(1) during any period when any of the principal stock exchanges or other markets on which a substantial portion of the investments of the Company attributable to such Sub-Fund(s) from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company or such Sub-Fund quoted thereon;

(2) 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 or any Sub-Fund(s) would be impracticable;

(3) during any breakdown in the means of communication 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 market or stock exchange;

(4) during any period when the Company is being liquidated or as from the date on which notice is given of a meeting of Shareholders at which a resolution to liquidate the Company (or one of its Sub-Funds) is proposed;

(5) when for any other reason the prices of any investments owned by the Company or any Sub-Fund(s) cannot promptly or accurately be ascertained;

The suspension of the calculation of the Net asset Value of any particular Sub-Fund, Class and/or Category 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 Class, Category and/or Sub-Fund that is not suspended.

Any application for subscription, redemption or conversion of Shares shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value of the Shares to be subscribed, redeemed or converted in a specific

Class, Category and/or Sub-Fund and, in such event, a withdrawal will only be effective if written notification is received by the Registrar and Transfer Agent before the termination of the period of suspension.

Any such suspension of the Net Asset Value shall be publicised, if appropriate, by the Board of Directors and may be notified to Investors having made an application for subscription of Shares.

Title III. Administration and supervision

Art. 13. Directors. The Company shall be managed by a Board of Directors composed of not less than three members, who need not be Shareholders of the Company. They shall be elected for a term not exceeding six years. In case a Director is elected without any indication on the term of his mandate, he is deemed to be elected for six years from the date of his election. Upon expiry of its mandate, a Director may seek reappointment.

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

Directors shall be elected by the majority of the votes of the Shares present or represented at such general meeting.

Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting. The Director removed will remain in function until its successor is elected and take up its functions.

In the event of a vacancy in the office of Director, the remaining Directors may temporarily fill such vacancy; the Shareholders shall take a final decision regarding such nomination at their next general meeting.

Art. 14. Board Meetings. The Board of Directors shall choose from among its members a chairman. The first chairman may be appointed by the first general meeting of Shareholders.

The Board of Directors may choose one or more vice-chairmen. It may also choose a secretary, who need not be a Director, who shall write and keep the minutes of the meetings of the Board of Directors and of the Shareholders. The Board of Directors shall meet upon call by the chairman or any two Directors, in Luxembourg in Luxembourg or as the case may be from time to time any such other place as indicated in the notice of such meeting.

The chairman shall preside at the meetings of the Board of Directors and of the Shareholders. In his absence, the Shareholders or the Directors shall decide by a majority vote that another Director, or in case of a Shareholders' meeting, that any other person shall be in the chair of such meetings.

Written notice of any meeting of the Board of Directors shall be given to all Directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing or by cable, e-mail, facsimile transmission 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.

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

Any Director may participate in a meeting of the Board of Directors by conference call, video conference or similar means of communications equipment complying with technical features which guarantee an effective participation to the meeting allowing all the 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.

The Directors may only act at duly convened meetings of the Board of Directors. 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 the majority of the Directors are present or represented.

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

Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting 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 in writing approved and signed by all Directors shall have the same effect as resolutions voted at the board meetings; each Director shall approve such resolution in writing, by telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

Art. 15. 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, objectives and strategy and the investment restrictions as determined in article 18 of these Articles of Incorporation and the Issue Document.

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

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

Art. 17. Delegation of Power. The Board of Directors may delegate its powers to conduct the daily management and affairs of 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 shall determine and who may, if the Board of Directors so authorizes, sub-delegate their powers. The first person entrusted with the daily management may be appointed by the first general meeting of Shareholders.

The Board of Directors may also confer all powers and special mandates to any person, and may, in particular appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be Directors or Shareholders of the Company. Unless otherwise stipulated by these Articles of 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. 18. Investment Policies and Restrictions. The Board of Directors, based upon the principle of risk spreading, has the power to determine the corporate and investment policy for the investments and the course of conduct of the management and business affairs of each Sub-Fund of the Company, all subject to the investment objectives and investment strategy and within the investment powers and restrictions as shall be set forth by the Board of Directors in the Issue Document, in compliance with applicable laws and regulations.

The Board of Directors, acting in the best interests of the Company, may decide, in the manner described in the Issue Document of the Company, that (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their Sub-Funds, or that (ii) all or part of the assets of two or more Sub-Funds be co-managed amongst themselves on a segregated or on a pooled basis.

Art. 19. Investment Manager and Investment Advisers. The Company may appoint an Investment Manager to manage, under the overall control and responsibility of the Board of Directors, the securities portfolio of the various Sub-Funds of the Company.

The Company may furthermore appoint an investment advisor with the responsibility to prepare the purchase and sale of any eligible investments for the Company and otherwise advise the Company with respect to asset management.

The powers and duties of the Investment Manager and the investment advisor as well as their remuneration will be described in an investment management agreement and/or investment advisory agreement to be entered into by the Company and the Investment Manager and/or investment advisor (as the case may be).

Art. 20. Conflict of Interest. Any kind of conflict of interest is to be fully disclosed to the Board of Directors. The Company will enter into all transactions on an arm's length basis.

The Directors of the Company, the Directors of the Investment Manager and any affiliate thereof, its members and staff may engage in various business activities other than the Company's and/or the Investment Manager's business, including providing consulting and other services (including, without limitation, serving as director) to a variety of partnerships, corporations and other entities, not excluding those in which the Company invests. However, the Directors of the Company, the directors of the Investment Manager and its members will devote the time and effort necessary and appropriate to the business of the Company. The Directors of the Company, the directors of the Investment Manager and any affiliate thereof, its members and staff may also invest and trade for their own accounts. Because the Directors of the Company and the directors of the Investment Manager, the members and affiliates of the Investment Manager can have other accounts managed by them, the interests of the Company and other accounts, in the selection, negotiation and administration of investments, may conflict. Although it is aimed to avoid such conflicts of interest, the Directors, the Investment Manager and its members will attempt to resolve all nonetheless arising conflicts in a manner that is deemed equitable to all parties under the given circumstances.

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

Any Director having an interest in a transaction submitted for approval to the Board of Directors conflicting with that of the Company shall advise the Board of Directors thereof and cause a record of his statement to be included in the minutes of the meeting. He may not take part in these deliberations. At the next following general meeting, before any other resolution is put to vote, a special report shall be made on any transactions in which any of the Directors may have had an interest conflicting with that of the company.

The provisions of the preceding paragraph are not applicable when the decisions of the Board of Directors of the Company or of the Director concern day-to-day operations engaged in normal conditions.

Art. 21. Indemnification of Directors. The Company may indemnify any Director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence, fraud or wilful misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 22. Auditors. The accounting data related in the annual report of the Company shall be examined by an auditor (réviseur d'entreprises agréé) appointed by the general meeting of Shareholders and remunerated by the Company.

The auditor shall fulfil all duties prescribed by the 2007 Law.

Title IV. General meetings - Accounting year - Distributions

Art. 23. General Meetings of Shareholders of the Company. The Company may have a sole Shareholder at the time of its incorporation or when all of its Shares come to be held by a single person. The death or dissolution of the sole Shareholder does not result in the dissolution of the Company.

If there is only one Shareholder, the sole Shareholder assumes all powers conferred to the general meeting of Shareholders and takes the decisions in writing.

In case of plurality of Shareholders, the general meeting of Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all the Shareholders regardless of the Class and/or Category to which they belong. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The general meeting of Shareholders shall meet upon call by the Board of Directors. A general meeting has to be convened at the written request of the Shareholders, which together represent one tenth (10%) of the capital of the Company at such place and time as may be specified in the respective notices of meetings.

The annual general meeting shall be held in accordance with Luxembourg law, at the registered office of the Company or such other place in Grand Duchy of Luxembourg, as may be specified in the notice of meeting, on the second Friday of June in each year at 11.00 a.m. If such day is not a Business Day, the annual general meeting shall be held on the next following Business Day. The annual general meeting may be held abroad if, in the judgement of the Board of Directors, exceptional circumstances so require.

Other meetings of Shareholders may be held at such places and times as may be specified in the respective notices of meeting.

As all Shares are in registered form, Shareholders shall meet upon call by the Board of Directors pursuant to a notice setting forth the agenda sent by registered letters at least eight days prior to the meeting to each registered Shareholder at the Shareholder's address in the register of Shareholders or in the manner as stated in the application form of the Shareholders. Such notice will indicate the time and place of such meeting and the conditions of admission thereto, will contain the agenda and will refer to the requirements of Luxembourg law with regard to the necessary quorum and majorities at such meeting. To the extent required by Luxembourg law, further notices will be published in the Mémorial and in one Luxembourg newspaper. The giving of such notice to registered Shareholders need not be justified to the meeting. The agenda shall be prepared by the Board of Directors except in the instance where the meeting is called on the written demand of the Shareholders representing at least one tenth of the share capital in which instance the Board of Directors may prepare a supplementary agenda.

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

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

Shareholders representing at least ten per cent (10%) of the Company's share capital may request the adjunction of one or several items to the agenda of any general meeting of Shareholders. Such request must be addressed to the Company's registered office by registered mail at least five (5) days before the date of the meeting.

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 Share of whatever Class and/or Category in whatever 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 as his proxy in writing or by cable, telegram or facsimile transmission, such person need not be a Shareholder and who may be a Director of the Company.

Each Shareholder may vote through voting forms sent by post or facsimile to the Company's registered office or to the address specified in the convening notice. 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 three (3) days prior to the general meeting of Shareholders they relate to.

The Shareholders are entitled to participate to the meeting by videoconference or by telecommunications means allowing their identification, and are deemed to be present, for the quorum conditions and the majority. These means must comply with technical features guaranteeing an effective participation to the meeting whereof the deliberations are transmitted in a continuing way.

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

When the Company has a sole Shareholder, his decisions are written resolutions.

Art. 24. General Meetings of Shareholders of Sub-Fund, Class or Category. The Shareholders of a Sub-Fund, Class or Category issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters, which relate exclusively to such Sub-Fund, Class or Category.

The provisions set out in article 24 of these Articles of Incorporation as well as in the Luxembourg law dated 10 August 1915 on commercial companies (as amended from time to time) shall apply to such general meetings.

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

Any resolution of the general meeting of Shareholders of the Company, affecting the rights of the Shareholders of any Sub-Fund, Class or Category vis-à-vis the rights of the Shareholders of any other Sub-Fund, Class or Category shall be subject to a resolution of the general meeting of Shareholders of such Sub-Fund, Class or Category in compliance with article 68 of the law of 10 August 1915 on commercial companies, as amended.

Art. 25. Termination, Division and Amalgamation of Sub-Funds, Classes or Categories. In the event that for any reason the value of the net assets of any Sub-Fund, Class and/or Category has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, Class and/or Category to be operated in an economically efficient manner, or in case of a substantial modification in the political, economic or monetary situation relating to such Sub-Fund, Class and/or Category would have material adverse consequences on the investments of that Sub-Fund, Class and/or Category, or as a matter of economic rationalization, the Board of Directors may decide to compulsorily redeem all the Shares of the relevant Sub-Fund, Class and/or Category at their Net Asset Value per Share (subject to actual realization prices of investments and realization expenses) as calculated on the Valuation Day at which such decision shall take effect. The Company shall serve a notice to the Shareholders of the relevant Sub-Fund, Class and/or Category prior to the effective date for the compulsory redemption, which will set forth the reasons for, and the procedure of, the redemption operations. Registered Shareholders shall be notified in writing. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the Shareholders of the Sub-Fund, Class and/or Category concerned may continue to request redemption of their Shares free of charge (but subject to actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption. Any request for subscription shall be suspended as from the moment of the announcement of the termination, the merger or the transfer of the relevant Sub-fund, Class and/or Category.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the general meeting of Shareholders of any Sub-Fund, Class and/or Category may, upon proposal from the Board of Directors, resolve to redeem all the Shares of the relevant Sub-Fund, Class and/or Category and to refund to the Shareholders the Net Asset Value of their Shares (subject to actual realisation prices of investments and realisation expenses) determined with respect to the Valuation Day on which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders, which shall resolve at the simple majority of those present and represented.

Assets which could not be distributed to their owners upon the implementation of the redemption will be deposited with the Custodian for a period of six months thereafter; after such period, the assets will be deposited with the Caisse de Consignations on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled by the Company.

Under the same circumstances as provided in the first paragraph of this article 25, the Board of Directors may decide to allocate the assets of any Sub-Fund, Class and/or Category to those of another existing Sub-Fund, Class and/or Category within the Company or to another Luxembourg undertaking for collective investment or to another Sub-Fund, Class and/or Category within such other Luxembourg undertaking for collective investment (the "new Sub-Fund") and to redesignate the Shares of the relevant Sub-Fund, Class and/or Category as Shares of another Sub-Fund, Class and/or Category (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 25 (and, in addition, the publication will contain information in relation to the new Sub-Fund), one month before the date on which the amalgamation becomes effective in order to enable Shareholders to request redemption of their Shares, free of charge, during such period.

Under the same circumstances as provided in the first paragraph of this article 25, the Board of Directors may decide to reorganise a Sub-Fund, Class and/or Category by means of a division into two or more Sub-Funds, Classes and/or Categories. Such decision will be published in the same manner as in the first paragraph of this article 25 (and, in addition, the publication will contain information about the two or more new Sub-Funds) one month 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.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, such a reorganisation of a Sub-Fund, Class and/or Category within the Company (by way of an amalgamation or division) may be decided upon by a general meeting of the Shareholders of the relevant Sub-Fund, Class and/or Category. There shall be no quorum requirements for such general meeting and it will decide upon such an amalgamation or division by resolution taken at the simple majority of those present or represented.

A contribution of the assets and of the liabilities distributable to any Sub-Fund, Class and/or Category to another undertaking for collective investment referred to in the fifth paragraph of this article 25 or to another Sub-Fund, Class and/or Category within such other undertaking for collective investment shall, require a resolution of the Shareholders of the Sub-Fund, Class and/or Category concerned, taken with a 50% quorum requirement of the Shares in issue and adopted at a 2/3 majority of the Shares present or represented at such meeting, except when such an amalgamation is to be implemented with a Luxembourg undertaking for collective investment of the contractual type (fonds commun de placement) or a foreign based undertaking for collective investment, in which case resolutions shall be binding only upon such Shareholders who will have voted in favour of such amalgamation.

Art. 26. Accounting Year, Reporting, Financial and Other Information to Investors. The accounting year of the Company shall commence on the first day of January of each year and shall terminate on the thirty-first day of December of the same year.

Art. 27. Distributions. For any Class and/or Category entitled to distribution, the general meeting of Shareholders of the relevant Class and/or Category issued in respect of any Sub-Fund shall, upon proposal from the Board of Directors and within the limits provided by law, determine how the results of a Sub-Fund, Class and/or Category shall be disposed of, and may from time to time declare, or authorize the Board of Directors to declare, distributions.

For any Class and/or Category entitled to distributions, the Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law.

In any case, no distribution may be made if, after the declaration of such distribution, the Company's capital is less than the minimum capital imposed by the 2007 Law.

Payments of distributions to Shareholders shall be made at their respective addresses as specified in the register of Shareholders.

Dividends will be declared in the Reference Currency but, for the convenience of Shareholders, payment may be made in a currency chosen by the Shareholder (at their cost and foreign exchange risks).

Distributions will be made in cash. However, the Board of Directors may decide to make in-kind distributions/payments of securities of portfolio companies with the consent of the relevant Shareholder(s). Any such distributions/payments in kind will be valued in a report established by an auditor qualifying as a réviseur d'entreprises agréé drawn up in accordance with the requirements of Luxembourg law and, where applicable, on the basis of a valuation report established by an Independent Appraiser, the costs of which report will be borne by the relevant investor.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the relevant Sub-Fund, Class and/or Category.

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

Title V. Final provisions

Art. 28. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of April 5, 1993 on the financial sector.

The Custodian shall fulfil the duties and responsibilities as provided for by the 2007 Law.

If the Custodian desires to retire, the Board of Directors shall use its best endeavours to find another bank to be custodian in place of the retiring Custodian, and the Board of Directors shall appoint such bank as custodian of the

Company's assets. The Board of Directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

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 of these Articles of Incorporation.

Whenever the Share capital falls below two-thirds of the minimum capital indicated in article 5 of these Articles of Incorporation, 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 of these Articles of Incorporation; 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. 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 Luxembourg supervisory authority.

The net product of the liquidation of each Sub-Fund shall be distributed by the liquidators to the Shareholders of each Sub-Fund in proportion to the number of Shares, which they hold in that Sub-Fund. The amounts not claimed by the Shareholders at the end of the liquidation shall be deposited with the Caisse de Consignations in Luxembourg. If these amounts were not claimed before the end of a period of thirty years, the amounts shall become statute-barred and cannot be claimed any more.

Art. 31. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended by a general meeting of Shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

Art. 32. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and the 2007 Law, as such laws have been or may be amended from time to time."

There being no further business before the Meeting and no shareholder present or any other person wishes to speak, the chairman closed thereupon the Meeting at 12.15 CET.

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

The document having been read to the members of the Board of the Meeting, said persons appearing, signed together with Us, the notary, the present original deed.

The undersigned notary, who understands and speaks English, herewith states that at the request of the above appearing parties, this current deed is worded in English only, in accordance with article 26 of the Law of 13 February 2007.

Signé: C. BECUE, S. BEN DECHICHE, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 2 mars 2015. Relation: EAC/2015/4845. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2015036934/1003.

(150042225) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

PAM L, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 174.579.

Conformément à la loi luxembourgeoise du 28 juillet 2014 relative à l'immobilisation des actions et parts au porteur, le Conseil d'Administration a désigné Petercam (Luxembourg) S.A., 1 A rue Pierre d'Aspelt, L-1142 Luxembourg, en qualité de dépositaire des actions au porteur émises sous forme physique de la SICAV avec effet au 1^{er} février 2015.

Luxembourg, le 6 mars 2015.

Pour le Conseil d'Administration

Référence de publication: 2015038123/12.

(150043145) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

Mora Asset Management Luxembourg S.A., Société Anonyme.

Siège social: L-1637 Luxembourg, 5, rue Goethe.

R.C.S. Luxembourg B 183.836.

In the year two thousand and fifteen,
on the twenty-sixth day of the month of February.

Before Us, Maître Jean-Joseph WAGNER, notary residing in SANEM, Grand Duchy of Luxembourg,

there appeared:

“Mora Banc Grup S.A.”, a company incorporated and existing under the laws of Andorra, having its registered office at 96, avenue Meritxell, AD500 Andorra la Vella, Andorra and registered in Andorra under number 1.828,

duly represented by Mr Christian LENNIG, lawyer, with professional address at 10, boulevard G.D. Charlotte, L-1330 Luxembourg, by virtue of a proxy under private seal given to him in Andorra la Vella, Andorra, on 09 February 2015.

Said proxy, signed “ne varietur” by the proxyholder of the appearing party and the undersigned notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party is the sole shareholder (the "Sole Shareholder") of “Mora Asset Management Luxembourg S.A.” (the "Company"), a Luxembourg public limited company (société anonyme), having its registered office at 5, rue Goethe, L-1637 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies (Registre de Commerce et des Sociétés) under section B number 183.836 and incorporated pursuant to a notarial deed enacted by the undersigned notary on 09 January 2014, and the articles of incorporation (the "Articles") of which have been published in the Mémorial C, Recueil Spécial des Sociétés et Associations on 20 March 2014, under number 725 and page 34781.

The Sole Shareholder representing the whole corporate capital of the Company requires the notary to act the following sole resolution:

Resolution

The Sole Shareholder RESOLVES to increase the issued corporate capital of the Company by an amount of four million two hundred thousand Euro (EUR 4,200,000.-) in order to raise it from its current amount of five hundred thousand Euro (EUR 500,000.-) to four million seven hundred thousand Euro (EUR 4,700,000.-) by issuing forty-two thousand (42,000) shares in registered form with a nominal value of one hundred Euros (EUR 100.-) per share, each fully paid-up.

Said capital increase was fully paid-up by the current sole Shareholder by a contribution in cash of an amount of four million two hundred thousand Euro (EUR 4,200,000.-) so that such aggregate amount of four million two hundred thousand Euro (EUR 4,200,000.-) is as of today at the free disposal of the Company, which was certified to the undersigned notary who expressly states this.

In order to reflect such increase of the subscribed corporate capital, the Sole Shareholder consequently RESOLVES to amend article 5 paragraph 1 of the Articles which shall now read as follows:

" **Art. 5.** The corporate capital of the Company is set at four million seven hundred thousand Euro (EUR 4,700,000.-) divided into forty-seven thousand (47,000) shares in registered form with a nominal value of one hundred Euro (EUR 100.-) per share, each fully paid-up"

Expenses

The expenses, incumbent on the Company and charged to it by reason of the present deed, are estimated at approximately four thousand two hundred euro.

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

Whereas, 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 appearing person, who is known to the notary by his surname, first name, civil status and residence, the said person signed together with Us the notary the present original deed.

Suit la traduction française du texte qui précède

L'an deux mille quinze,

le vingt-six février.

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

a comparu:

«Mora Banc Grup S.A.», une société constituée et existante sous le droit andorran, ayant son siège social au 96, avenue Meritxell, AD500 Andorra la Vella, Andorre et enregistrée en Andorre sous le numéro 1.828,

ici représentée par:

Monsieur Christian LENNIG, juriste, résidant professionnellement au 10, boulevard G.D. Charlotte, L-1330 Luxembourg,

en vertu d'une procuration sous seing privé donnée à Andorra La Vella, le 09 février 2015.

Ladite procuration, signée «ne varietur» par le mandataire de la partie comparante et le notaire soussigné, restera annexée au présent acte pour être soumise en même temps aux autorités d'enregistrement.

La comparante est l'associé unique (l'"Associé Unique") de "Mora Asset Management Luxembourg S.A." (la "Société"), une société anonyme avec son siège social au 5, rue Goethe, L-1637 Luxembourg, Grand-Duché de Luxembourg, enregistrée avec le Registre de Commerce et des Sociétés sous la section B numéro 183.836 et constituée suivant un acte notarié dressé par le notaire soussigné, le 09 janvier 2014, et dont les statuts (les "Statuts") ont été publiés dans le Mémorial C, Recueil Spécial des Sociétés et Associations, en date du 20 mars 2014, sous le numéro 725 et page 34781.

L'Associé Unique représentant la totalité du capital social de la Société a requis le notaire instrumentant de dresser acte de la seule résolution suivante:

Résolution

L'Associé Unique DECIDE d'augmenter le capital social émis de la Société d'un montant de quatre millions deux cent mille euros (EUR 4.200.000,-) afin de le porter de son montant actuel de cinq cent mille Euro (EUR 500.000,-) à quatre millions sept cent mille euros (EUR 4.700.000,-) par l'émission de quarante-deux mille (42.000) actions nominales avec une valeur nominale de cent euros (EUR 100,-) par action, chacune entièrement délibérée.

Ladite augmentation de capital a été entièrement libérée par l'Associé Unique actuel par un apport en numéraire d'un montant de quatre millions deux cent mille euros (EUR 4.200.000,-) afin que le montant total de quatre millions deux cent mille euros (EUR 4.200.000,-) est dès ce jour à la libre disposition de la Société, ce qui a été certifié devant le notaire soussigné qui en fait expressément état.

Afin de refléter cette augmentation de capital social souscrit, l'Associé Unique DECIDE en conséquence de modifier l'article 5 premier alinéa des Statuts comme suit:

« **Art. 5.** Le capital social de la Société est fixé à quatre millions sept cent mille euros (EUR 4.700.000,-) divisé en quarante-sept mille (47.000) actions nominatives d'une valeur nominale de cent euros (EUR 100,-) par action, chacune entièrement libérée."

Frais

Les frais incombant à la Société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de quatre mille deux cents euros.

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

Dont acte, passé à Luxembourg, les jours, mois et an en tête des présentes.

Après lecture faite au comparant, connu du notaire instrumentaire par nom, prénom, état civil et résidence, le comparant a signé le présent acte original avec Nous le notaire.

Signé: C. LENNIG, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 2 mars 2015. Relation: EAC/2015/4839. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2015037228/95.

(150042120) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

Dolce International (Lux-Canada) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 81.992.

Les comptes annuels au 31.12.2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 2 février 2015.

SG AUDIT SARL

Référence de publication: 2015036926/11.

(150041554) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.
