

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1014

17 avril 2015

### SOMMAIRE

Abac Solutions (SCA) SICAR .....	48662	Moventum Plus Aktiv .....	48630
Allianz European Pension Investments ...	48639	NH Finance S.A. ....	48635
Altmunster Investment S.A. ....	48626	Optimex S.A. ....	48627
BAM Invest S.A. ....	48651	Optimex S.A. ....	48645
Betafence Topco Holding .....	48628	Oriflame Cosmetics S.A. ....	48641
Boss Concept IPC Sicav .....	48633	OSCAR Verwaltung International S.à r.l. .....	48672
Car International Finance S.A. ....	48628	Outlet Mall Holding Sàrl .....	48631
CATO Z'BRUGGE SCI .....	48645	Outlet Mall (Italy) Holding Sàrl .....	48631
CF Special Opportunities S.A. ....	48630	Paradocs Holding S.à r.l. ....	48638
Dakar Financial Group S.A. ....	48629	PGE Europe one S.A. ....	48661
Direct Axis International S.à r.l. ....	48633	Regus plc .....	48645
Dominar (Luxembourg) S.à r.l. ....	48627	Reinet Investments S.C.A. ....	48634
e-LUX Mobile Telecommunication Servi- ces S.A. ....	48652	SEB Asset Management S.A. ....	48629
EMT Holdings S.à r.l. ....	48632	Staminvest S.A. ....	48627
EMV Logistics S.à r.l. ....	48633	TDLP S.A. ....	48629
F&G Consulting GmbH .....	48628	TD Lux Peinture S.A. ....	48627
Fiducia S.A. ....	48661	Ternium S.A. ....	48636
Fourteen Spruce S.à r.l. ....	48628	The European Fund For Southeast Europe S.A., SICAV-SIF .....	48632
Frontalier Telecom Luxembourg, S.à r.l. .....	48652	Tiscali Finance S.A. ....	48626
Global Bond Series II, S.A. ....	48630	Transports José Pereira Simões S.à r.l. ...	48651
Hugetex S.A. SPF .....	48635	Trinseo S.A. ....	48651
Immo-Bijoux S.A. ....	48629	Tripolis Holdings S.à r.l. ....	48640
Kayl Finco S.à r.l. ....	48672	UK Students 60 CR S.à r.l. ....	48650
Lux Wealth SICAV-UCITS .....	48631	Wellington Capital .....	48626

**Wellington Capital, Société Anonyme.**

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.  
R.C.S. Luxembourg B 188.301.

The shareholders are hereby convened to attend the

**STATUTORY GENERAL MEETING**

which is going to be held on 8 May 2015 at 10 p.m. at the head office, with the following agenda :

*Agenda:*

1. Submission of the annual accounts and of the reports of the board of directors and of the statutory auditor
2. Approval of the annual accounts and allocation of the results as at 31 December 2014
3. Resolution to be taken according to article 100 of the law of August 10, 1915
4. Discharge to the directors and to the statutory auditor
5. Elections
6. Miscellaneous

*The Board of Directors.*

Référence de publication: 2015056732/534/17.

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**Tiscali Finance S.A., Société Anonyme (en liquidation).**

Siège social: L-1325 Luxembourg, 3, rue de la Chapelle.  
R.C.S. Luxembourg B 76.406.

Notice is hereby given that an

**EXTRAORDINARY GENERAL MEETING**

of the shareholders of the Company will be held at the registered office in 3, rue de la Chapelle, L-1325 Luxembourg, on May 5th, 2015 at 10.00 am with the following agenda:

*Agenda:*

1. Report of the auditor in charge of the liquidation on the accounts of the liquidation
2. Discharge to the liquidator and the auditor in charge of the liquidation
3. Decision to close the liquidation
4. Decision with respect to the custody of the Company's books, registers and legal documents
5. Miscellaneous

For the Company  
*The liquidator*

Référence de publication: 2015055289/317/18.

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

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.  
R.C.S. Luxembourg B 107.260.

*Extrait des résolutions prises lors de l'assemblée générale ordinaire tenue extraordinairement le 7 janvier 2015*

Sont nommés administrateurs, leurs mandats prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2014:

- Monsieur Serge LIBENS, administrateur de sociétés, demeurant au 11, Plateau Altmünster, L-1123 Luxembourg, Président et administrateur délégué
- Monsieur Edmond LIBENS, administrateur de sociétés, demeurant au 11, Plateau Altmünster, L-1123 Luxembourg,
- Monsieur Max MAILLIET, avocat, 10, rue Jean Engling, L-1466 Luxembourg

Est nommé commissaire aux comptes, son mandat prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2014:

- AUDIEX S.A., 9, Rue du Laboratoire, L-1911 Luxembourg

Pour extrait conforme

Luxembourg, le 9 mars 2015.

Référence de publication: 2015038394/19.

(150043988) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

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**TD Lux Peinture S.A., Société Anonyme.**

Siège social: L-3313 Bergem, 95, Grand-rue.

R.C.S. Luxembourg B 167.622.

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

Version abrégée du dépôt des comptes annuels (art.81 de la Loi du 19 décembre 2002)

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

Référence de publication: 2015037448/10.

(150042346) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

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

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

R.C.S. Luxembourg B 157.125.

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.

FIDUO

Référence de publication: 2015037762/10.

(150043095) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

**Optimex S.A., Société Anonyme Holding.**

Siège social: L-1840 Luxembourg, 38, boulevard Joseph II.

R.C.S. Luxembourg B 64.881.

Par la présente, nous tenons à vous faire part de notre décision de démissionner, avec effet immédiat, du mandat de Commissaire aux Comptes qui nous a été confié au sein de votre société.

Luxembourg, le 20 février 2015.

FIDUCIAIRE DE LUXEMBOURG

Signature

Référence de publication: 2015038780/12.

(150043870) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

**Staminvest S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 111.462.

Les actionnaires sont convoqués, par la présente à

**L'ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE**

des actionnaires de STAMINVEST S.A. qui se tiendra par devant notaire le 5 mai 2015 à 11.30 heures au 231, Val des Bons Malades, L-2121 Luxembourg-Kirchberg, avec l'ordre du jour suivant :

*Ordre du jour:*

1. Décision de dissoudre la Société et décision subséquente de la mettre en liquidation.
2. Approbation des comptes intermédiaires au 23 mars 2015.
3. Nomination de SG Services S.à r.l., R.C.S. Luxembourg B 78306, avec siège social au 231, Val des Bons Malades, L-2121 Luxembourg, comme Liquidateur.
4. Autorisation à donner au Liquidateur à exécuter, à côté de la liquidation, les actes qui sont dans l'intérêt de la Société en conformité avec l'article 145 et suivants de la loi luxembourgeoise sur les sociétés commerciales.
5. Sous réserve de l'approbation des points 1 et 2, décision que le Liquidateur sera rémunéré aux dépens de la Société sur base des honoraires usuels pour ses services professionnels et le remboursement des dépenses encourues.
6. Décharge aux administrateurs et au commissaire aux comptes pour l'exécution de leurs mandats jusqu'au jour de la mise en liquidation de la Société.

*Le Conseil d'Administration.*

Référence de publication: 2015056083/22.

**Fourteen Spruce S.à r.l., Société à responsabilité limitée.**

Siège social: L-8399 Windhof, 7, rue des Trois Cantons.  
R.C.S. Luxembourg B 183.430.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.  
Luxembourg, le 3 mars 2015.

Référence de publication: 2015037830/10.

(150042714) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

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**Betafence Topco Holding, Société à responsabilité limitée.**

**Capital social: EUR 330.025,00.**

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.  
R.C.S. Luxembourg B 105.557.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.  
Luxembourg, le 5 mars 2015.

Référence de publication: 2015037633/10.

(150042479) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

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**F&G Consulting GmbH, Société à responsabilité limitée.**

Siège social: L-1445 Strassen, 4, rue Thomas Edison.  
R.C.S. Luxembourg B 116.752.

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.

Grevenmacher.

Jacques CASTEL

Notaire

Référence de publication: 2015037819/12.

(150042457) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

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**Car International Finance S.A., Société Anonyme Holding.**

Siège social: L-1413 Luxembourg, 3, place Dargent.  
R.C.S. Luxembourg B 12.565.

Les Actionnaires sont convoqués par le présent avis à

**l'ASSEMBLÉE GÉNÉRALE STATUTAIRE**

qui aura lieu le *04 mai 2015* à 10:00 heures au siège social à Luxembourg, avec l'ordre du jour suivant:

*Ordre du jour:*

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire
2. Approbation des comptes annuels et affectation des résultats aux 31 décembre 2009, 2010, 2011, 2012, 2013 et 2014
3. Décharge aux Administrateurs et au Commissaire
4. Acceptation de la démission de deux Administrateurs et nomination de leurs remplaçants
5. Acceptation de la démission du commissaire aux comptes et nomination de son remplaçant
6. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales
7. Divers

Les actionnaires sont priés de déposer leurs titres au porteur auprès de la société CTP, Companies & Trusts Promotion S.à r.l. qui a été nommée dépositaire en vertu de la loi du 28 juillet 2014.

*Le Conseil d'Administration.*

Référence de publication: 2015053351/22.

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**Dakar Financial Group S.A., Société Anonyme.**

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.

R.C.S. Luxembourg B 187.018.

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

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

Luxembourg, le 6 mars 2015.

Référence de publication: 2015037768/10.

(150042934) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

**TDLP S.A., Société Anonyme.**

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.

R.C.S. Luxembourg B 111.144.

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

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

Signature.

Référence de publication: 2015037449/10.

(150042127) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

**SEB Asset Management S.A., Société Anonyme.**

Siège social: L-2370 Howald, 4, rue Peternelchen.

R.C.S. Luxembourg B 28.468.

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EXTRAIT

Monsieur Alexander Klein avec adresse professionnelle à D-60327 Frankfurt am Main, 7, Rotfeder Ring, a démissionné en tant qu'administrateur de SEB Asset Management S.A. avec effet au 6 mars 2015.

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

Signature.

Référence de publication: 2015038866/12.

(150043627) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

**Immo-Bijoux S.A., Société Anonyme.**

Siège social: L-9647 Doncols, 24, Bohey.

R.C.S. Luxembourg B 104.114.

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Le Conseil d'Administration rappelle aux actionnaires que les droits afférents aux actions au porteur ne peuvent être exercés qu'en cas de dépôt de l'action au porteur auprès du dépositaire conformément à l'article 42 de LCSC. En outre, le Conseil d'Administration rappelle également aux actionnaires que les actions au porteur doivent être déposées pour le 18 février 2016 au plus tard sous peine de sanction. Messieurs les actionnaires sont priés de bien vouloir assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra au siège social en date du 8 mai 2015 à 18 heures avec l'ordre du jour suivant :

*Ordre du jour:*

1. Discussion et approbation des comptes annuels arrêtés au 31 décembre 2014.
2. Discussion sur le rapport du Commissaire.
3. Octroi de la décharge, telle que requise par la loi, aux Administrateurs et au Commissaire pour les fonctions exercées par ceux-ci dans la société durant l'exercice social qui s'est terminé le 31 décembre 2014.
4. Décision de l'affectation du résultat réalisé au cours de l'exercice écoulé.
5. Le cas échéant, décision conformément à l'article 100 des L.C.S.C.
6. Confirmation du transfert du siège social.
7. Divers

*Le Conseil d'Administration.*

Référence de publication: 2015056746/1004/22.

**Global Bond Series II, S.A., Société Anonyme.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 156.184.

Les comptes annuels au 30 septembre 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 6 mars 2015.

TMF Luxembourg S.A.

Signature

*Domiciliataire*

Référence de publication: 2015037860/13.

(150042987) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

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**CF Special Opportunities S.A., Société Anonyme de Titrisation.**

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.  
R.C.S. Luxembourg B 150.089.

*Extrait des résolutions prises par le conseil d'administration du 27 février 2015*

La démission de Monsieur Luc HANSEN de son mandat d'administrateur avec effet au 31 décembre 2014 est acceptée.

Est nommé administrateur, avec effet au 1<sup>er</sup> janvier 2015, Monsieur Pierre LENTZ, licencié en sciences économiques, demeurant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg.

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

Luxembourg, le 27 février 2015.

Pour extrait conforme

Signatures

Référence de publication: 2015038496/15.

(150043731) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

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**Moventum Plus Aktiv, Société d'Investissement à Capital Variable.**

Siège social: L-2449 Luxembourg, 14, boulevard Royal.  
R.C.S. Luxembourg B 132.534.

Der Verwaltungsrat lädt die Anteilhaber der SICAV zu der

**AUSSERORDENTLICHEN HAUPTVERSAMMLUNG**

ein, die am 5 Mai 2015 um 10:00 Uhr mit folgender Tagesordnung am Gesellschaftssitz der SICAV stattfindet:

*Tagesordnung*

- Anpassung der SICAV an die Bestimmungen des luxemburgischen Gesetzes vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen zur Umsetzung der Richtlinie 2009/65/EG
- Neuformulierung der Satzung der SICAV
- Änderung der offiziellen Sprache der SICAV von Deutsch auf Englisch

Die Versammlung ist nur dann beschlussfähig, wenn mindestens die Hälfte des Kapitals anwesend oder vertreten ist. Beschlüsse sind gültig, wenn sie von mindestens zwei Dritteln der abgegebenen Stimmen getragen werden. Vollmachten und ein Entwurf der koordinierten Satzung sind auf Anfrage kostenlos am Gesellschaftssitz der SICAV erhältlich.

Die Eigentümer von Namensanteilen werden gegen Nachweis ihrer Identität zugelassen, sofern sie mindestens fünf volle Tage vor der Versammlung den Verwaltungsrat (Fax: +352 49 924 2501 - ifs.fds@bd.lu) über ihre Absicht informiert haben, an der Versammlung teilzunehmen.

Im Rahmen dieser Satzungsänderung wird der Verkaufsprospekt überarbeitet, um die Bestimmungen des vorstehend genannten Gesetzes vom 17. Dezember 2010 zu erfüllen. Den Anteilhabern wird empfohlen, den Entwurf des Prospekts, der am Gesellschaftssitz der SICAV oder bei einer Geschäftsstelle der Banque de Luxembourg erhältlich ist, einzusehen.

Der ausführliche und vereinfachte Verkaufsprospekt, die Satzung sowie der letzte Jahres- bzw. Halbjahresbericht sind am Sitz der SICAV kostenlos in Papierform erhältlich.

*Der Verwaltungsrat.*

Référence de publication: 2015056782/755/26.

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**Outlet Mall (Italy) Holding Sàrl, Société à responsabilité limitée.**

Siège social: L-2530 Luxembourg, 4A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 97.205.

Les statuts coordonnés au 17 février 2015 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: 2015038097/9.

(150042591) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

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**Outlet Mall Holding Sàrl, Société à responsabilité limitée.**

Siège social: L-2530 Luxembourg, 4A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 95.977.

Les statuts coordonnés au 17 février 2015 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: 2015038098/9.

(150042577) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

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**Lux Wealth SICAV-UCITS, Société d'Investissement à Capital Variable.**

Siège social: L-1930 Luxembourg, 26, avenue de la Liberté.

R.C.S. Luxembourg B 167.435.

The shareholders are hereby invite to attend the

**ANNUAL GENERAL MEETING**

of shareholders of the Company to be held in Luxembourg at the registered office of the Company at 26, Avenue de la Liberté, L-1930 Luxembourg, on 8 May 2015 at 11.00 a.m. CET with the following agenda:

*Agenda:*

1. Submission and decision on the approval of the reports of the Board of Directors and the auditor of the financial year ended on 31 December 2014.
2. Resolution on the allocation of the year end result.
3. Resolution on the discharge on the Board of Directors of the financial year ended 31 December 2014.
4. Resolution on the appointment of the Board of Directors, duration of the mandates and remuneration.
  - Proposal for the appointment of the Board of Directors Mr Lirio Albino Parisotto, Francesco Fico, David Marconi and Carlo
  - Proposal for the duration of the mandates: 1 year, until the next annual general meeting of the shareholders in May 2016
  - Proposal for remuneration
5. Appointment of the Réviseur d'Entreprises Agréé until the next annual general meeting of the shareholders in May 2016.
6. Conflict of interest statement.
7. Miscellaneous.

Each shareholder - individually or by proxy - will be able to participate in the annual general meeting if his shares have been deposited up to 30 April 2015 until the end of the annual general meeting in the register of Shareholders at the Registrar Agent, namely the VPB Finance S.A., at the registered office at 26, Avenue de la Liberté, L-1930 Luxembourg is registered respectively of his name entered in the register of shareholders depository to submit a confirmation of the number of shares held by him. Each shareholder, who complies with this requirement, will be admitted to the annual general meeting.

An appropriate form of proxy, the appointment of an attorney, is available on request from VP Bank (Luxembourg) SA, 26, Avenue de la Liberté, L-1930 Luxembourg. On the effectiveness of the proxy form must be completed at the VP Bank (Luxembourg) SA, 26, Avenue de la Liberté, L-1930 Luxembourg arrive by fax (+352-404770284) or by mail not later than twenty-four hours before the annual general meeting.

*From the Board of Directors*

Référence de publication: 2015056776/755/36.

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**EMT Holdings S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 152.294.

Le Bilan et l'affectation du résultat au 31 Décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 02 mars 2015.

Gérald Welvaert

Manager B

Référence de publication: 2015036952/13.

(150041954) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

**The European Fund For Southeast Europe S.A., SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-8070 Bertrange, 31, Zone d'Activités Bourmicht.

R.C.S. Luxembourg B 114.452.

You are invited to attend the

**ANNUAL GENERAL MEETING**

("AGM") of the shareholders of The European Fund for Southeast Europe SA, SICAV-SIF ("EFSE"), which will be held at 31, Z.A. Bourmicht, L-8070 Bertrange on 5 May 2015 at 2 p.m. CET, or any adjourned date, with the following agenda:

*Agenda:*

1. Review of the Board report as well as of the auditor report related to the financial year ended 31 December 2014;
2. Approval of the EFSE annual accounts for the financial year ended 31 December 2014;
3. Approval of the dividend distribution;
4. Discharge to Mrs Monika Beck, Mr Franz-Josef Flosbach, Mr Aftab Ahmed, Dr Christoph Achini, Mr Klaas Bleeker, Mr Roland Siller, Mr. Peter Reiniger and Mr Hubert Cottogni as Directors, jointly and individually, in respect of the carrying out of their duties for the financial year ended 31 December 2014, as well to Dr Jochen Böhmer for the period from January 1, 2014 until September 24, 2014, Mr. Dominik Ziller for the period from September 24, 2014 until December 31, 2014 and Mr. Marc Schublin for the period from January 01, 2014 to May 05, 2014
5. Re-election of Mrs Monika Beck, Mr Franz-Josef Flosbach, Mr Aftab Ahmed, Dr Christoph Achini, Mr Klaas Bleeker, Mr Roland Siller, Mr. Peter Reiniger and Mr Hubert Cottogni as Directors for a period expiring at the date of the EFSE annual general meeting of Shareholders to be held in 2016;
6. Election of Mr. Dominik Ziller as Director for the period expiring at the date of the EFSE annual general meeting of Shareholders to be held in 2016;
7. Re-election of the auditors of EFSE, Ernst & Young, for the financial year beginning on 1 January 2015 and until the next EFSE annual general meeting of shareholders approving the accounts for the financial year ending on 31 December 2015;
8. Ratification of the Directors' remuneration paid for the financial year ending on 31 December 2014;
9. Miscellaneous.

Please note that noteholders are entitled to speak but not to vote at the AGM.

Noteholders wishing to participate at the AGM must confirm their attendance no later than Friday, May 01, 2015 by registered mail to EFSE, c/o Citibank International Limited, Luxembourg Branch at the following address:

Mailing address

Citibank International Limited, Luxembourg Branch

31, Z.A. Bourmicht

L-8070 Bertrange

Luxembourg

Attention: Mrs. Laurence Kreicher

The Annual Report can be obtained on request at the registered office of EFSE.

*The Board of Directors*

Référence de publication: 2015056797/755/41.



**Direct Axis International S.à r.l., Société à responsabilité limitée.**

Siège social: L-2163 Luxembourg, 39, avenue Monterey.

R.C.S. Luxembourg B 155.424.

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

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

Luxembourg, le 5 mars 2015.

POUR COPIE CONFORME

Référence de publication: 2015037758/11.

(150042553) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

**EMV Logistics S.à r.l., Société à responsabilité limitée.**

Siège social: L-2163 Luxembourg, 21, avenue Monterey.

R.C.S. Luxembourg B 178.655.

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

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

Luxembourg, le 5 mars 2015.

Pour copie conforme

*Pour la société*

Maître Carlo WERSANDT

*Notaire*

Référence de publication: 2015037808/14.

(150042684) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

**Boss Concept IPC Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1445 Strassen, 4, rue Thomas Edison.

R.C.S. Luxembourg B 60.666.

Die Aktionäre der Boss Concept IPC Sicav werden hiermit zu einer

**ORDENTLICHEN GENERALVERSAMMLUNG**

der aktionäre eingeladen, die am 6. Mai 2015 um 11.00 Uhr in 4, rue Thomas Edison, L-1445 Luxembourg-Strassen mit folgender Tagesordnung abgehalten wird:

*Tagesordnung:*

1. Bericht des Verwaltungsrates und des Wirtschaftsprüfers
2. Billigung der Bilanz zum 31. Dezember 2014 sowie der Gewinn- und Verlustrechnung für das am 31. Dezember 2014 abgelaufene Geschäftsjahr
3. Entlastung der Verwaltungsratsmitglieder
4. Wahl oder Wiederwahl der Verwaltungsratsmitglieder und des Wirtschaftsprüfers bis zur nächsten Ordentlichen Generalversammlung
5. Verwendung der Erträge

Die Punkte der Tagesordnung unterliegen keiner Anwesenheitsbedingung und die Beschlüsse werden durch die einfache Mehrheit der abgegebenen Stimmen gefasst. Grundlage für die Beschlussmehrheit sind die am fünften Tag vor der Ordentlichen Generalversammlung (Stichtag) im Umlauf befindlichen Aktien, gem. Art. 26 des Gesetzes vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen.

Aktionäre, die ihren Aktienbestand in einem Depot bei einer Bank unterhalten, werden gebeten ihre Depotbank mit der Übersendung einer Depotbestandsbescheinigung, die bestätigt, dass die Aktien bis nach der Generalversammlung gesperrt gehalten werden, an die Gesellschaft zu beauftragen. Die Depotbestandsbescheinigung muss der Gesellschaft fünf Tage vor der Generalversammlung vorliegen.

Entsprechende Vertretungsvollmachten können bei der Domizilstelle der Boss Concept IPC Sicav (DZ PRIVATBANK S.A.) per Fax 00352/44903-4506 oder E-Mail [directors-office@dz-privatbank.com](mailto:directors-office@dz-privatbank.com) angefordert werden.

*Der Verwaltungsrat.*

Référence de publication: 2015056770/755/29.

**Reinet Investments S.C.A., Société en Commandite par Actions de Titrisation.**

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.

R.C.S. Luxembourg B 16.576.

Shareholders are invited to attend the

**EXTRAORDINARY GENERAL MEETING**

of shareholders of the Company in person or by proxy. The Extraordinary General Meeting will take place on Monday, 18 May 2015 at 12:30 pm at Hotel Le Royal, 12, boulevard Royal, L-2449 Luxembourg.

*Agenda:*

1. Change of date of the Annual General Meeting of shareholders: Amendment of the first paragraph of article 20 (Procedure) of the articles of association of the Company in order to change the date of the annual meeting of shareholders from the second Tuesday of the month of September in each year at 2 p.m. to the last Tuesday of the month of August in each year at 2 p.m.
2. Authorised share capital: Decision on the renewal of the authorised share capital of the Company and related authorisations and waivers by:
  - a. the acknowledgement of the report of Reinet Investments Manager S.A. being the general partner of the Company (the "General Partner" or the "Manager"), in relation to the authorised share capital and the proposed authorisation to be granted to the Manager of the Company to issue ordinary shares (and/or instruments convertible into ordinary shares or giving rights to subscribe for ordinary shares) within the limits of the authorised share capital, and to waive, suppress or limit preferential subscription rights of shareholders in relation to such issuances;
  - b. the renewal of the validity period of the Company's authorised share capital for a period starting on the date of the Extraordinary General Meeting and ending on the fifth anniversary of the date of the publication in the Mémorial of the deed recording the minutes of such meeting;
  - c. the renewal of the authorisation of the Manager for a period starting on the date of the Extraordinary General Meeting and ending on the fifth anniversary of the date of the publication in the Mémorial of the deed recording the minutes of such meeting, to issue ordinary shares (and/or instruments convertible into ordinary shares or giving rights to subscribe for ordinary shares) up to the total authorised share capital in whole or in part from time to time, and disapply preferential subscription rights for existing shareholders as the Manager may in its discretion, but subject to the corporate interest, determine; and
  - d. the subsequent amendment of paragraph 4 of article 5 (Share Capital) of the articles of association of the Company to reflect the resolutions taken in relation to items 2.b and 2.c of this agenda.
3. Dividend policy: To note that the dividend policy of the Company stated in the prospectus issued at the time of the reorganisation of the Company and the listing of its shares in 2008 will be changed as set out below starting on the date of the Extraordinary General Meeting:

Deletion of the following section of the third paragraph of the dividend policy:

"Reinet Fund may pay dividends out of net investment income, out of gains realised on the disposal of investments or out of a combination of net realised investment income and realised gains, net of operating expenses incurred in the running of Reinet Fund. To determine the amount available for dividend payments, net investment income will include all dividend income received in cash, but excluding scrip dividends and other dividends in kind, and interest income."

and its replacement by:

"Reinet Fund may pay dividends out of net investment income, out of gains realised on the disposal of investments or out of a combination of net realised investment income and realised gains, net of operating expenses incurred in the running of Reinet Fund. To determine this amount it is intended to include a) all consolidated dividend income received in cash, but to exclude scrip dividends and other dividends in kind, and b) consolidated interest income."

The Extraordinary General Meeting will be validly constituted to resolve on the matters raised under items 1 and 2 in the agenda only if at least one half of the capital is present or represented and resolutions under the same items 1 and 2 of the agenda to be considered at the meeting are approved by a majority of two-thirds of the votes cast, which shall not include votes attached to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote; and item 3 of the agenda is for acknowledgment purposes only. The meeting will be held in English.

One or more shareholders holding together at least 5 per cent of the share capital may place items on the agenda of the meeting and submit draft resolutions for all the items on the agenda. Any such request must reach the Company no later than 24 April 2015.

Every shareholder who attends the meeting shall have the right to ask questions related to the items on the agenda of the Extraordinary General Meeting.

Shareholders wishing to attend the meeting or who wish to appoint a proxy to represent them at the meeting must notify the registrar, European Fund Administration S.A., 2, rue d'Alsace, L-1122 Luxembourg (the "Registrar") no later than 11 May 2015. The Registrar will draw up a list of shareholders and proxy holders authorised to attend the meeting.

Registration forms to request admission to the meeting or to appoint a proxy to attend the meeting may be obtained from the Registrar or downloaded from the Company's website, [www.reinet.com](http://www.reinet.com).

The meeting may be attended by all persons (or their proxy) who were shareholders of record of the Company at midnight on 4 May 2015 Luxembourg time.

Shareholders who hold their shares with a bank or other financial intermediary and who wish to attend the meeting in person or appoint a proxy must also instruct their bank or financial intermediary with whom the shares are on deposit to send a certificate (the 'Shareholding Certificate') to the Registrar to be received no later than 11 May 2015 indicating clearly the precise identity of the shareholder and confirming the number of shares being held by the shareholder as at midnight on 4 May 2015 Luxembourg time.

Shareholders may appoint a proxy, who need not be a shareholder, as their representative at the meeting. Forms of proxy are provided on the registration forms for admission to the meeting. The signed proxy must be sent by mail, telefax or email to either the Company or the Registrar ([register.bi@efa.eu](mailto:register.bi@efa.eu)). Shareholders and proxy holders should present suitable identification to the entrance control on the day of the meeting.

Proxy voting instructions may be given to the Chairman of the meeting; these must be received by the Company duly completed and signed by 11 May 2015. A Shareholding Certificate in respect of the shares must be provided to the Company or to the Registrar by that date by mail, telefax, or email ([register.bi@efa.eu](mailto:register.bi@efa.eu)). Failure to provide the Shareholding Certificate will invalidate the proxy voting instructions. Unless proxies given to the Chairman of the meeting include explicit instructions as to the contrary, voting rights will be exercised in support of the proposals of the General Partner.

Registration forms for admission to the meeting and Shareholding Certificates must be delivered to the Registrar on 11 May 2015 at the latest. No admission cards will be issued after that day and shareholders or proxy holders not registered to attend the meeting will not be allowed to participate.

Luxembourg, 17 April 2015  
 Reinet Investments Manager S.A.  
 General Partner  
 For and on behalf of  
 REINET INVESTMENTS S.C.A.

Référence de publication: 2015054597/87.

**NH Finance S.A., Société Anonyme.**

Siège social: L-2611 Senningerberg, 1, route de Trèves.  
 R.C.S. Luxembourg B 75.694.

Les statuts coordonnés ont été déposés au registre de commerce et des sociétés de Luxembourg.  
 Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.  
 Luxembourg, le 6 mars 2015.

Référence de publication: 2015038086/10.

(150043374) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

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

Siège social: L-2449 Luxembourg, 11, boulevard Royal.  
 R.C.S. Luxembourg B 4.787.

EXTRAIT

Il ressort du procès-verbal de la réunion du conseil d'administration du 6 février 2015 que  
 BDO Tax & Accounting  
 2, avenue Charles de Gaulle  
 L-1653 Luxembourg  
 R.C.S. Luxembourg B 147571

a été nommée en tant que dépositaire des actions au porteur de la Société HUGETEX S.A. pour une durée indéterminée, en application de l'article 42 de la loi modifiée du 10 août 1915 concernant les sociétés commerciales.

Pour extrait conforme  
 Luxembourg, le 9 mars 2015.

Référence de publication: 2015038639/17.

(150043837) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

**Ternium S.A., Société Anonyme.**

Siège social: L-2227 Luxembourg, 29, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 98.668.

Notice is hereby given to shareholders of TERNIUM S.A. (the "Company") that the

**ANNUAL GENERAL MEETING**

of Shareholders of the Company will be held on *May 6, 2015* , at 2:30 p.m. (Luxembourg time) and that an

**EXTRAORDINARY GENERAL MEETING**

of Shareholders of the Company will be held immediately after the adjournment of the Annual General Meeting of Shareholders of the Company. Both meetings (the "Meetings") will be held at the Company's registered office in Luxembourg, located at 29, Avenue de la Porte Neuve, L-2227 Luxembourg, Grand Duché de Luxembourg. At the Meetings the shareholders will vote on the items listed below.

*Agenda for the Annual General Meeting of Shareholders*

1. Consideration of the Board of Directors' and independent auditor's reports on the Company's consolidated financial statements. Approval of the Company's consolidated financial statements as of December 31, 2014 and 2013 and for the years ended December 31, 2014, 2013 and 2012.
2. Consideration of the independent auditor's report on the Company's annual accounts. Approval of the Company's annual accounts as at December 31, 2014.
3. Allocation of results and approval of dividend payment for the year ended December 31, 2014.
4. Discharge of members of the Board of Directors for the exercise of their mandate during the year ended December 31, 2014.
5. Election of the members of the Board of Directors.
6. Authorization of the compensation of the members of the Board of Directors.
7. Appointment of the independent auditors for the fiscal year ending December 31, 2015 and approval of their fees.
8. Authorization to the Company, or any subsidiary, from time to time to purchase, acquire or receive securities of the Company, in accordance with Article 49-2 of the Luxembourg law of 10 August 1915 and with applicable laws and regulations.
9. Authorization to the Board of Directors to delegate the day-to-day management of the Company's business to one or more of its members.
10. Authorization to the Board of Directors to appoint one or more of its members as the Company's attorney-in-fact.

*Agenda for the Extraordinary General Meeting of Shareholders*

Decision on the renewal of the authorized share capital of the Company and related authorizations and waivers by:

- a. the renewal of the validity period of the Company's authorized share capital for a period starting on the date of the Extraordinary General Meeting of Shareholders and ending on the fifth anniversary of the date of the publication in the Mémorial of the deed recording the minutes of such meeting;
- b. the renewal of the authorization to the Board of Directors, or any delegate(s) duly appointed by the Board of Directors, for a period starting on the date of the Extraordinary General Meeting of Shareholders and ending on the fifth anniversary of the date of the publication in the Mémorial of the deed recording the minutes of such meeting, from time to time to issue shares within the limits of the authorized share capital against contributions in cash, contributions in kind or by way of incorporation of available reserves at such times and on such terms and conditions, including the issue price, as the Board of Directors or its delegate(s) may in its or their discretion resolve;
- c. the renewal of the authorization to the Board of Directors, for a period starting on the date of the Extraordinary General Meeting of Shareholders and ending on the fifth anniversary of the date of the publication in the Mémorial of the deed recording the minutes of such meeting, to waive, suppress or limit any pre-emptive subscription rights of shareholders provided for by law to the extent it deems such waiver, suppression or limitation advisable for any issue or issues of shares within the authorized share capital; waiver of any pre-emptive subscription rights provided for by law and related procedures;
- d. the decision that for as long as (but only for as long as) the shares of the Company are listed on a regulated market, any issuance of shares for cash within the limits of the authorized share capital shall be subject by provision of the Company's articles of association to the pre-emptive subscription rights of the then existing shareholders, except in the following cases (in which cases no pre-emptive rights shall apply):
  - i. any issuance of shares for, within, in conjunction with or related to, an initial public offering of the shares of the Company on one or more regulated markets (in one or more instances); and
  - ii. any issuance of shares against a contribution other than in cash; and

- iii. any issuance of shares upon conversion of convertible bonds or other instruments convertible into shares of the Company; provided, however, that the pre-emptive subscription rights of the then existing shareholders shall apply by provision of the Company's articles of association in connection with any issuance of convertible bonds or other instruments convertible into shares of the Company for cash; and
- iv. any issuance of shares (including by way of free shares or at discount), up to an amount of 1.5% of the issued share capital of the Company, to directors, officers, agents, employees of the Company, its direct or indirect subsidiaries, or its Affiliates (as such term is defined in the Company's articles of association) (collectively, the "Beneficiaries"), including without limitation the direct issue of shares or upon the exercise of options, rights convertible into shares, or similar instruments convertible or exchangeable into shares issued for the purpose of compensation or incentive of the Beneficiaries or in relation thereto (which the Board of Directors shall be authorized to issue upon such terms and conditions as it deems fit).
- e. the acknowledgement and approval of the report of the Board of Directors in relation with the authorized share capital and the proposed authorizations to the Board of Directors with respect to any issuance of shares within the authorized share capital while suppressing any pre-emptive subscription rights of existing shareholders under law and related waiver; and
- f. the amendment of article 5 of the articles of association of the Company to reflect the resolutions on this item of the agenda.

Pursuant to the Company's Articles of Association, resolutions at the Annual General Meeting of Shareholders will be passed by a simple majority of the votes cast, irrespective of the number of shares present or represented. The Extraordinary General Meeting of Shareholders may validly deliberate only when at least half of the share capital is represented. If the required quorum is not met at the Extraordinary General Meeting of Shareholders, a second meeting may be convened by means of notices published twice, at fifteen (15) days interval and with the second notice being published not later than fifteen (15) days before the day of the meeting, in the Mémorial - Recueil des Sociétés et Associations (Luxembourg Official Gazette) and two newspapers in Luxembourg. Such notices shall in addition be made in accordance with the publicity requirements of the regulated markets where the Shares, or other securities representing Shares, are listed. On second call, the Extraordinary General Meeting of Shareholders may validly deliberate regardless of the number of shares represented. Either on first or second call, the Extraordinary General Meeting of Shareholders may validly adopt resolutions with a two-thirds majority of the votes of the shares represented.

#### **Procedures for attending the Meetings**

Any shareholder registered in the Company's share register on May 1, 2015 (the "Record Date"), shall be admitted to the Meetings. Such shareholders may attend the Meetings in person or vote by proxy. To vote by proxy, such shareholders must file a completed proxy form with the Company not later than 5:00 p.m. (Luxembourg time) on May 4, 2015, at the Company's registered office in Luxembourg, located at 29, avenue de la Porte-Neuve, L-2227, Luxembourg.

Any shareholder holding shares through fungible securities accounts wishing to attend the Meeting in person must present a certificate issued by the financial institution or professional depository holding such shares, evidencing deposit of the shares and certifying the number of shares recorded in the relevant account as of the Record Date. Certificates certifying the number of shares recorded in the relevant account as of a date other than the Record Date will not be accepted and such shareholders will not be admitted to the Meeting. Certificates must be filed with the Company not later than 5:00 p.m. (Luxembourg time) on May 4, 2015 at the Company's registered office in Luxembourg.

Shareholders holding their shares through fungible securities accounts may also vote by proxy. To do so, they must present the above referred certificate, together with a completed proxy form. Such certificate and proxy form must be filed with the Company not later than 5:00 p.m. (Luxembourg time) on May 4, 2015, at the Company's registered office in Luxembourg.

Shareholders who wish to be represented and vote by proxy may obtain a proxy form free of charge at the Company's registered office in Luxembourg, between 10:00 a.m. and 5:00 p.m., Luxembourg time, beginning on March 27, 2015. In addition, beginning on March 27, 2015, shareholders can obtain an electronic copy of such proxy form free of charge by sending an e-mail request to the following electronic address: [ir@ternium.com](mailto:ir@ternium.com). All proxy forms must be received by the Company, properly completed and signed, at the Company's registered office in Luxembourg by not later than 5:00 p.m. (Luxembourg time) on May 4, 2014.

In the event of shares owned by a corporation or any other legal entity, individuals representing such entity who wish to attend the Meetings in person and vote at the Meetings on behalf of such entity, must present evidence of their authority to attend, and vote at, the Meetings by means of a proper document (such as a general or special power-of-attorney) issued by the relevant entity. A copy of such power of attorney or other proper document must be filed with the Company not later than 5:00 p.m. (Luxembourg time) on May 4, 2015, at the Company's registered office in Luxembourg. The original documentation evidencing the authority to attend, and vote at the Meetings, or a notarized and legalized copy thereof, must be presented at the Meetings.

Shareholders and proxy holders attending the Meetings in person will be required to identify themselves at the meeting with a valid official identification document (e.g., identity card, passport).

Those shareholders who have sold their shares between the Record Date and the date of the Meetings must not attend or be represented at any of the Meetings. In case of breach of such prohibition, criminal sanctions may apply.

Holders of American Depositary Receipts (the "ADRs") as of April 7, 2015, are entitled to instruct The Bank of New York Mellon, as Depositary, as to the exercise of the voting rights pertaining to the Company's shares represented by such holder's ADRs. Eligible holders of ADRs who desire to give voting instructions in respect of the shares represented by their ADRs must complete, date and sign a proxy form and return it to The Bank of New York Mellon at Proxy Services, C/O Computershare, PO Box 43126, Providence, RI 02940-5138, by 12:00 p.m., New York City time, on April 30, 2015. Holders of ADRs maintaining non-certificated positions must follow voting instructions given by their broker or custodian bank, which may provide for earlier deadlines for submitting voting instructions.

Copies of the Shareholder Meeting Brochure and Proxy Statement and the Company's 2014 annual report (which includes the Company's consolidated financial statements as of December 31, 2014 and 2013 and for the years ended December 31, 2014, 2013 and 2012, together with the board of directors' and independent auditors' reports thereon, and the Company's annual accounts as at December 31, 2014, together with the independent auditor's report thereon), will be available on our website at <http://www.ternium.com/en/ir-home> beginning on March 27, 2015. Copies of such documents will also be available free of charge to ADR holders and shareholders registered in the Company's share register at the Company's registered office in Luxembourg, between 10:00 a.m. and 5:00 p.m., Luxembourg time, beginning on March 27, 2015. In addition, beginning on March 27, 2015, shareholders registered in the Company's share register may obtain electronic copies of such documents free of charge by sending an e-mail request to the following electronic address: [ir@ternium.com](mailto:ir@ternium.com).

Arturo Sporleder

*Secretary to the Board of Directors*

April 17, 2015

Luxembourg

Référence de publication: 2015049597/139.

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

**Capital social: EUR 50.185.943,00.**

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

R.C.S. Luxembourg B 193.478.

I. En date du 16 décembre 2014, l'associé Paradocs Staffco, avec siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg a cédé la totalité de ses 840.896 parts sociales à Staffco Malta Holding Limited, avec siège social au Domesticca Building, Fourth Floor, Msida Valley Road, 9020 Msida, Malte, qui les acquiert.

II. En date du 13 février 2015, les cessions de parts sociales suivantes ont eu lieu:

- l'associé Paradocs Research S.A., avec siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, a cédé 71.327 parts sociales à l'associé Paradocs Manco, avec siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, qui les acquiert;

- l'associé Staffco Malta Holding Limited, précité, a cédé 24.169 parts sociales à l'associé Paradocs Manco, précité, qui les acquiert;

- l'associé Paradocs Bis S.à r.l., avec siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, a cédé 142.008 parts sociales à l'associé Paradocs Manco, précité, qui les acquiert;

- l'associé Paradocs Ter S.à r.l., avec siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, a cédé 112.496 parts sociales à l'associé Paradocs Manco, précité, qui les acquiert;

En conséquence, les associés de la Société sont les suivants:

- Paradocs Research S.A., précité, avec 13.254.588 parts sociales;

- Staffco Malta Holding Limited, précité, avec 816.727 parts sociales;

- Paradocs Bis S.à r.l., précité, avec 17.622.229 parts sociales;

- Paradocs Ter S.à r.l., précité, avec 13.069.399 parts sociales;

- Paradocs Manco, précité, avec 5.423.000.

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

Luxembourg, le 24 février 2015.

Référence de publication: 2015038106/28.

(150042578) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

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**Allianz European Pension Investments, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 117.986.

Notice is hereby given that the

**EXTRAORDINARY GENERAL MEETING**

of Shareholders of Allianz European Pension Investments ("the Company") will be held at the registered office of the Company at 6A, route de Trèves, L-2633 Senningerberg, Luxembourg, at 14:30 CEST on 21 May 2015 .

As the Extraordinary General Meeting of the Company dated 9 April 2015 did not have the necessary quorum to pass resolutions, a second Extraordinary General Meeting will be held for the purpose of considering and voting upon the following matters on the amendment of the Articles of Incorporation of the Company dated 21 July 2007 with effect from 29 May 2015:

*Agenda:*

1. Investment policies and restrictions

The mechanism of calculating the net assets of the Company in the case of one Subfund of the Company investing into another Subfund of the Company shall be added in order to describe more precisely and fully reflect the applicable legal requirements. Article 18.1.b of the Articles of Incorporation shall be amended accordingly.

2. Risk diversification

The list of parties which issue securities / instruments that Subfunds of the Company may invest up to 100 % of their assets into (for the purpose of risk diversification and under the condition that such securities / instruments are in at least six different issues and of one and the same issue not to exceed 30% of a Subfund's net assets) shall be extended to cover Hong Kong, Brazil, India, Indonesia, Russia, South Africa, Singapore or any other non-EU member states subject to the approval of the CSSF and disclosure within the Prospectus of the Company. Article 18.3.f of the Articles of Incorporation shall be amended accordingly.

3. Conversion into feeder funds

The Board of Directors of the Company shall be granted the right to turn Subfunds of the Company into or create Subfunds of the Company as feeder funds. Article 18.3.g of the Articles of Incorporation shall be amended accordingly in order to reflect the requirements of Article 77 of the Law of 17 December 2010 on Undertakings for Collective Investment which provide the regulatory provisions of feeder funds (e.g. minimum investment limit (85%) of a feeder fund in a master fund; a feeder fund may hold up to 15% of its assets in other assets such as ancillary liquid assets.)

4. Closures of Subfunds and share classes of the Company

The powers and processes of liquidating Subfunds of the Company or liquidating share classes of such Subfunds shall be defined more precisely under Article 24.1 and Article 24.2. Article 24.1 empowers the Board of Directors and Article 24.2 empowers the general meeting of shareholders to force redemption of all shares in any share class or any sub-fund and the wordings in these two clauses are amended in order to describe this more precisely. In addition, it has been clarified in Article 24.1 of the Articles of Incorporation that the Board of Directors may liquidate a Subfund or share class if the assets of a Subfund or share class fall below the amount that the Board of Directors considers to be the minimum amount for economically efficient management of the Subfund or share class. The circumstances stated in Article 24.1 apply to sub-funds as well as share classes.

5. Mergers of Subfunds and share classes of the Company

The powers, notification timeline and processes of merging of one or all share classes issued in a Subfund (1) with another Subfund of the Company, (2) with another share class of the same Subfund of the Company, (3) with another UCITS, or (4) with another Subfund or share class of such UCITS shall be amended. Article 24.5 and 24.6 of the Articles of Incorporation shall be amended accordingly.

In case the merger of a Subfund would lead to the liquidation of the Company, the respective stipulations of Article 28 of the Articles shall be amended accordingly.

6. Caisse de Consignation

For clarification purposes Article 24.3 of the Articles of Incorporation is updated by referring to the Luxembourg regulation for the handling of the unclaimed proceeds (where will it be deposited and when will be forfeited).

7. Articles language

Choice of English as the official language of the Articles of Association as authorised by Article 26 (2) of the Luxembourg law of 17 December 2010 concerning undertakings for collective investment.

8. Changes of housekeeping nature

Definitions and usage of terms as well as the spelling of key terminology shall be amended so as to be more concise and to be in line with the definitions and spelling rules applied in the Prospectus of the Company. All Articles of the Company (if applicable) shall be amended accordingly.

The text of the proposed amendments to the Articles of Incorporation is accessible or available free of charge for the Shareholders at the registered office of the Company.

The effective date of the revised Articles of Incorporation would be 29 May 2015 if resolutions are passed at the Extraordinary General Meeting.

**Voting :**

Resolutions on the Agenda may be passed by at least two thirds of the votes cast thereon at the Meeting.

The majority requirements will be determined in accordance to the outstanding shares on 16 May 2015 midnight CEST (the "Record Date"). The voting rights of Shareholders shall be determined by the number of shares held at the Record Date.

**Voting Arrangements:**

Authorized to attend and vote at the meeting are shareholders who are able to provide a confirmation from their depository bank or institution showing the number of shares held by the Shareholder as per the Record Date, to the Transfer Agent RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxembourg to arrive in Luxembourg by no later than 11:00 CEST on 19 May 2015.

Any shareholders entitled to attend and vote at the meeting shall be entitled to appoint a proxy to vote on his/her behalf. The proxy form, in order to be valid, must be duly completed and signed under the hand of the appointer or his/her attorney or if the appointer is a corporation, under its common seal or under the hand of a duly authorised officer, and sent to the Transfer Agent RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxembourg, to arrive in Luxembourg by no later than 11:00 CEST on 19 May 2015.

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

Senningerberg, April 2015

*The Board of Directors.*

Référence de publication: 2015056760/755/83.

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**Tripolis Holdings S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 188.961.

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EXTRAIT

I/ En date du 30 janvier 2015, l'associé de la société, Ileos Holdco S.C.A., une société en commandite par actions régie par le droit luxembourgeois, ayant son siège social situé au 26A, boulevard Royal, L-2449 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 165320, a cédé la totalité des parts sociales qu'il détenait dans la société, soit dix-neuf millions deux cent soixante-quinze mille cent quatre-vingt-seize (19.275.196) Parts Sociales de la Classe A, à la société Ileos Midco S.à r.l., une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, ayant son siège social au 26A, boulevard Royal, L-2449 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 166052.

En conséquence de cette cession de parts sociales, Ileos Midco S.à r.l., précitée, est désormais associé de la société et détient dix-neuf millions deux cent soixante-quinze mille cent quatre-vingt-seize (19.275.196) Parts Sociales de la Classe A dans la société.

II/ En date du 30 janvier 2015, l'associé de la société, Ileos Midco S.à r.l., une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, ayant son siège social au 26A, boulevard Royal, L-2449 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 166052, a cédé la totalité des parts sociales qu'il détenait dans la société, soit dix-neuf millions deux cent soixante-quinze mille cent quatre-vingt-seize (19.275.196) Parts Sociales de la Classe A, à la société OCM Luxembourg Ileos Holdings S.à r.l., une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, ayant son siège social au 26A, boulevard Royal, L-2449 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 162729.

En conséquence de cette cession de parts sociales, OCM Luxembourg Ileos Holdings S.à r.l., précitée, est désormais associé de la société et détient dix-neuf millions deux cent soixante-quinze mille cent quatre-vingt-seize (19.275.196) Parts Sociales de la Classe A dans la société.

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

Vanessa Lorreyte

*Le Mandataire*

Référence de publication: 2015038900/31.

(150043952) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

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**Oriflame Cosmetics S.A., Société Anonyme.**

Siège social: L-2420 Luxembourg, 24, avenue Emile Reuter.

R.C.S. Luxembourg B 8.835.

The

**ANNUAL GENERAL MEETING**

("AGM") of Oriflame Cosmetics S.A. (the "Company") in relation to items 1 to 15 of the agenda below will be held at the offices of the Company at 24 Avenue Emile Reuter, L-2420 Luxembourg on 19 May 2015 at 11 a.m.

*Agenda:*

1. Approval of the Nomination Committee's proposal that Pontus Andreasson be chairman of the AGM;
2. Reading of the report of the Board of Directors relating to conflicting interests of directors for the financial year ending 31 December 2014;
3. Approval of the reports of the Board of Directors and of the independent auditor ("réviseur d'entreprises") relating to the accounts of the Company as at 31 December 2014;
4. Approval of the balance sheet and of the profit and loss statement of the Company as at 31 December 2014 (the "Statutory Accounts") and of the consolidated accounts of the Company as at 31 December 2014 (the "Consolidated Accounts");
5. Allocation of results of the Company for the financial year ended 31 December 2014 whereby the Board of Directors has proposed that the AGM resolves that the profit for the financial year ended 31 December 2014 be carried forward and that no dividend be paid out of the profits;
6. Presentation of the work of the Board of Directors, the Board Committees and the Nomination Committee;
7. Discharge to the directors and the independent auditor ("réviseur d'entreprises") in respect of carrying out their duties during the financial year ended 31 December 2014;
8. Statutory elections including election of the chairman of the Board;
  - 8.1 The Nomination Committee (Per Hesselmark, chairman of the committee (af Jochnick BV), Alexander af Jochnick (af Jochnick Family), Hans Ek (SEB Investment Management AB) and Per Colleen (Fourth Swedish National Pension Fund), together representing over 35 per cent of the number of votes and shares in the Company) has proposed that all current directors Magnus Brännström, Anders Dahlvig, Lilian Fossum Biner, Alexander af Jochnick, Jonas af Jochnick, Robert af Jochnick, Anna Malmhake, Helle Kruse Nielsen and Christian Salamon be re-elected as directors of the Company for a period ending at the next annual general meeting to be held in order to approve the accounts of the Company for the year ending 31 December 2015;
  - 8.2 The Nomination Committee further proposes that Alexander af Jochnick be elected chairman of the Board for a period ending at the next annual general meeting to be held in order to approve the accounts of the Company for the year ending 31 December 2015;
  - 8.3 Approval of the Nomination Committee's proposal to appoint KPMG Luxembourg Société coopérative, with registered offices at L-1855 Luxembourg, 39 Avenue John F Kennedy, registered with the Luxembourg Trade Register under number B 149133, as independent auditor ("réviseur d'entreprises") for a new period ending at the next annual general meeting to be held in order to approve the accounts of the Company for the year ending 31 December 2015;
9. Approval of the Board of Director's proposal that the Company shall continue to have a Nomination Committee ("Committee") and approval of the procedure in place for the appointment of the members of the Committee, whereby the Board of Directors proposes:
 

that there shall exist a Committee to prepare and make proposals to the AGM regarding the election of the chairman of the AGM, chairman of the Board, directors and, if applicable, auditors, as well as the Board of Directors' fees;

that the Chairman of the Board of Directors shall convene the five largest shareholders of the Company, as it is known by the Company at that time, at the end of the third quarter of the year. These shareholders then have the right to appoint one member each to the Committee. If any of the five largest shareholders declines its right to appoint a member of the Committee, or if a member resigns from the Committee and is not replaced by a new member appointed by the same shareholder, the Chairman of the Board may give the shareholder(s) next in size the opportunity to appoint a member of the Committee if it is considered needed in order to ensure adequate shareholder representation. The Committee should be chaired by one of its members. Members of the Board of Directors may be members of the Committee but may not constitute a majority thereof. If any of the shareholders having appointed a member to the Committee sells a not insignificant part of its shares in the Company and ceases to qualify as a large shareholder with rights to appoint a member to the Committee, the respective member should resign from the Committee, and a new member should be appointed by the shareholder next in size. The Chairman of the Board of Directors shall, as part of the Committees' work, present any matters regarding the Board of Directors' work that may be of importance for the Committee's work, including an evaluation of the work of the Board of Directors and the requirements and skill set to be represented by the Directors to the Committee;

that individual shareholders shall have the possibility to give suggestions regarding members of the Board of Directors to the Committee for further assessment within its scope of work;  
that information regarding the composition of the Committee shall be made public at least six months before the annual general meeting; and

that the Committee shall have the right to charge the Company costs for recruitment consultants, if it is deemed necessary to get an adequate selection of candidates for members of the Board of Directors;

10. Approval of the Nomination Committee's proposal regarding directors' and committee fees. The Nomination Committee has proposed that the directors' and committee fees remain unchanged, i.e. EUR 65,500 to the chairman of the Board, EUR 29,000 to each non-executive director, EUR 10,000 to each member of the Audit Committee and EUR 5,000 to each member of the Remuneration Committee. The fees are gross exclusive of any social charges;

11. Approval of the Board of Director's proposal on principles of remuneration to members of the Company's top management. The Board of Directors' proposal for principles of remuneration and other terms of employment for members of the Company's top management entails in essence that the Company shall offer competitive salaries with regard taken to position and market in order to attract and retain the best individuals for the positions and that the remuneration shall consist of the items listed in (i) through (iv) below:

(i) Fixed base salary: The members of the Company's top management shall be offered fixed salaries that are competitive and which are based on the respective individual's responsibilities and performance;

(ii) Variable compensation: The Company allocates 10 per cent of any operating profit increase to profit sharing to be shared among the Company's top management, however for each individual no more than an equivalent of 12 months' salary. The allocation is according to position and performance during the year. The 10 per cent includes company costs for social charges. Moreover, the Company shall continue to offer a Share Incentive Plan which covers the Company's top management as well as approximately 50 additional Executives and Managers. Each year the individuals are invited to invest in a number of shares at the current market price (the so-called Investment Shares) or to designate a certain number of shares they already hold as Investment Shares. In return for this they will, within a period of normally three to five years, receive between 0 and 8 free shares (i.e. the Achievement Shares) for each Investment Share, depending on the development of the operating profit of the Company over this period;

(iii) Pensions: Members of the Company's top management are offered pension benefits that are competitive in the country where the individual is resident. The Company pays pensions into an independent defined contribution scheme. In addition, the Company has defined contribution schemes for some of the employees in compliance with pension requirements in the countries in which the Company operates;

(iv) Non-monetary benefits: Members of the Company's top management are entitled to customary non-monetary benefits such as company cars and company health care. Moreover, certain individuals may be offered company housing and other benefits including school fees.

The proposal coincides in all material aspects with the principles adopted at the five latest annual general meetings except for the following: The allocation of operating profit increase for profit sharing among the Company's top management is with this proposal increased from the previous years' 6.5 per cent to 10 per cent. The rationale behind the increase is last year's expansion of the number of persons in the top management of the Company eligible for this profit sharing. The profit sharing entitlement replaces previous bonus scheme entitlements for the new members of top management and the increase of the profit sharing is not expected to lead to any material increase of the total remuneration to management of the Company.

12. Information relating to the cost calculation of the Company's 2011 Share Incentive Plan allocations.
13. Approval of the Board of Director's proposal to amend the achievement share award grid for the participants in the 2013 share investment offer under the 4-year 2011 Share Incentive Plan (the "2011 Plan") as follows: instead of the previous right to receive between 0 to 8 achievement shares per investment share depending on the increase of the operating profit during the investment period, the award grid is proposed to be amended so that 2 achievement shares per investment share are awarded if the Company reaches its 2015 operating profit target. The reason for the suggested amendment is that the original grid for the 2013 investments, as decided by the Board in December 2012, was based on the long term strategic growth scenario of the Company set in 2012. Since then the circumstances and overall situation of the Company have changed significantly, resulting in the award grid for the 2013 investment offers no longer being fit to purpose. The proposed amendment is made in order to reintroduce the motivational effect that a share incentive plan is supposed to provide, and thereby ensure alignment of the interests of the share incentive plan participants, the Company and its shareholders. The dilution created so far (i.e. by the 2011 and 2012 investment offers) under the 2011 Plan is 0.3 per cent, and the cost of the plan so far is 0 euro. The current projection for the 2013 and 2014 investment offers under the 2011 Plan is that they will not result in any achievement shares, hence no further dilution or cost. The approval of the suggested amended grid for 2013 investments will result in a maximum total potential additional dilution of 0.3 per cent, and a maximum total potential cost of EUR 2,700,000 (excluding social charges costs). For further information about current outstanding incentive plans of the Company, reference is made to item 12 of this notice and note 23 of the Annual Report 2014 for the Oriflame group.

14. Approval in principle of the Board of Director's proposal to implement a new share incentive plan for key employees of the Oriflame group (the "Participants") for the years 2015-2018 (the "2015 Plan") having the following general terms and conditions: To offer to purchase or designate shares corresponding to a fair market value of up to EUR 2,000,000 annually over the years 2015-2018 as investment shares (the "Investment Shares"), however subject to the additional requirement that the number of Investment Shares to be offered under the 2015 Plan shall be determined by the Board of Directors of the Company and its successors, transferees or assignees as the case may be so that the potential share capital dilution resulting from the 2015 Plan shall amount to less than 1 per cent per investment year of the plan, i.e. 3 per cent in total over the lifetime of the 2015 Plan. Up to 8 times the shares issued as Investment Shares will be available to be allocated to the Participants as free shares (the "Achievement Shares"). The allotment of Achievement Shares to each Participant will be between 0 and 8 Achievement Shares for each Investment Share, depending on the development of the year end operating profit of the Oriflame Group as from the start of the investment period until the 3rd, 4th and 5th anniversary (as applicable) of the purchase of each Investment Share. The levels of operating profit development required for each Achievement Share level will be determined by the Board of Directors to provide a fair balance between performance and reward. Under IFRS 2 the cost of the 2015 Plan must be expensed through the operating statement over the life of the plan. The maximum cost will amount to EUR 54,000,000 to be expensed over the period 2015-2022. In addition to this amount, costs in the form of social charges will arise. However, as the social charges will depend on the value of the Achievement Shares at the time of issuance and furthermore on where the Participants are resident at the time of allotment of the Achievement Shares, they cannot be calculated at this stage. The reason for the proposal is that a long-term ownership interest of the Participants is likely to increase their interest in the business and the results of the Oriflame group and that it will increase the motivation and mutual interests of the Participants and the Company. The proposal is therefore deemed to be beneficial for the Company and its shareholders. For the purpose of the implementation of the 2015 Plan and the transfer of Investment Shares and Achievement Shares under this plan, the Board of Directors intends to issue new shares and will seek any further authorisations relevant for such issuance from the general meeting when deemed appropriate by the Board of Directors. For further information about current outstanding incentive plans of the Company, reference is made to items 12 and 13 of this notice and note 23 of the Annual Report 2014 for the Oriflame group.
15. Any other business.

#### **Notice to SDR holders**

Holders of Swedish Depository Receipts of the Company ("SDRs") who wish to attend and/or vote at the AGM must:

- i. be directly registered or have a voting-right registration in the register kept by Euroclear Sweden AB ("Euroclear") on 5 May 2015 (i.e. the Record Date), and
- ii. if they wish to attend the AGM, notify Skandinaviska Enskilda Banken AB (publ) ("SEB") of their intention to attend the AGM no later than on 12 May 2015.

SDR holders who wish to attend the AGM must give their notice by sending attendance cards (available on [investors.oriflame.com](http://investors.oriflame.com) under the heading "General Meetings") by post to Skandinaviska Enskilda Banken AB (publ), Issuer Agent Department, RB6, SE-106 40 Stockholm, Sweden. They may also send the attendance card by e-mail to [issuedepartment2@seb.se](mailto:issuedepartment2@seb.se). All attendance cards must be received by SEB no later than 5:00 p.m. CET on 12 May 2015. The attendance card must be completed in full and duly signed.

#### *Voting instructions for SDR holders*

For SDR holders voting is not carried out by attending the AGM. Voting can only be carried out by giving a voting proxy to SEB. Proxy cards (available on [investors.oriflame.com](http://investors.oriflame.com) under the heading "General Meetings") must be used. Fully completed and signed proxy cards must, in order to be included in the votes, be sent by post to Skandinaviska Enskilda Banken AB (publ), Issuer Agent Department, RB6, SE-106 40 Stockholm, Sweden or by e-mail to [issuedepartment2@seb.se](mailto:issuedepartment2@seb.se) and shall be received by SEB no later than 5:00 p.m. CET on 12 May 2015. If the proxy card is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document shall be appended. If sent by e-mail, then the original proxy card and, where applicable, the certificate should be received in original by SEB at the postal address indicated above no later than 9:00 a.m. CET on 18 May 2015.

Only directly registered SDRs are registered in the name of the holder in the register kept by Euroclear. SDR holders registered in the name of a nominee (which may be a broker or a bank) must have their SDRs registered in their own names in the Euroclear register to be entitled to attend and/or give instructions to SEB to vote at the AGM. SDR holders whose holdings are registered with a nominee should therefore request their nominee to request a temporary owner registration (so-called voting-right registration) well ahead of the Record Date if they wish to attend at the AGM and/or exercise their voting right.

SDR holders that have not given SEB instruction as to the exercise of the voting rights pertaining to the shares represented by their respective SDRs at the AGM by sending/delivering to SEB a completed and signed proxy card, shall be deemed to have instructed SEB to give a proxy to a person designated by the Company to vote for the shares in the same manner and in the same proportion as all other shares in the Company represented by SDRs that are being voted for at the AGM. However, no such instruction from the SDR holders to SEB shall be deemed given with respect to any matter where giving such instructions and/or discretionary proxy would not be permitted by applicable law.

## Notice to shareholders

Shareholders who wish to attend and/or vote at the AGM must:

- i. in case of registered shareholders, be registered as shareholders in the share register of the Company by midnight CET on 5 May 2015 (the "Record Date"), or
- ii. in case of bearer shareholders, must prove their status as registered bearer shareholders at the Record Date by submitting to the Company no later than 12 May 2015 a certificate issued by the depositary agent appointed by the Company (i.e. Mr. François Brouxel, Avocat à la Cour, 69, boulevard de la Pétrusse, L-2320 Luxembourg) attesting the number of shares they hold at the Record Date, and
- iii. notify the Company of their intention to attend and/or vote at the AGM no later than the Record Date.

Shareholders (bearer or registered) who wish to attend and/or vote at the AGM must give notice of their intention to attend and/or vote by sending attendance cards (available on [investors.oriflame.com](http://investors.oriflame.com) under the heading "General Meetings") to the registered address of the Company as stated above of this Convening Notice or by fax (+352 26 20 32 34). They may also send the attendance card by email to the Company ([corporate.governance@oriflame.com](mailto:corporate.governance@oriflame.com)). All attendance cards must be received by the Company no later than the Record Date. The attendance card must be completed in full and duly signed.

Shareholders (bearer or registered) and their proxy holders, as the case may be, who intend to attend the AGM in person, shall present an official identification document (e.g. passport, identity card, etc.) upon their entry in the AGM. Corporate shareholders represented by authorized representatives shall in addition supply evidence of the authority given to those persons to represent them at the AGM.

### *Proxy voting instructions for shareholders (bearer or registered)*

Shareholders need not be present at the AGM in person and may appoint any person to be their proxy. The proxy holder shall be appointed in writing and such appointment shall be notified to the Company by using the proxy cards available on [investors.oriflame.com](http://investors.oriflame.com) under the heading "General Meetings". In order to be included in the votes, such proxy cards shall be duly completed and signed and shall be sent by postal services to the Company at the registered address of the Company as stated above of this Convening Notice or by fax (+352 26 20 32 34) or by email ([corporate.governance@oriflame.com](mailto:corporate.governance@oriflame.com)) and received by the Company no later than 5:00 p.m. CET on 12 May 2015. If the proxy card is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document shall be appended. The original proxy card and, where applicable, the certificate should be received by the Company at the address indicated above no later than 9:00 a.m. CET on 18 May 2015.

### **General information for SDR holders and shareholders**

In accordance with Luxembourg law, shareholders and SDR holders holding individually or collectively at least five per cent (5%) of the issued share capital of the Company have the right to put items on the Agenda of the AGM and to table draft resolutions for items included or to be included on the Agenda of the AGM. These rights shall be exercised upon written requests of the shareholders and SDR holders submitted to the Company by postal services at the registered address of the Company or by email ([corporate.governance@oriflame.com](mailto:corporate.governance@oriflame.com)). The requests shall be accompanied by a justification or a draft resolution to be adopted by the AGM and shall include the electronic or mailing address at which the Company can acknowledge receipt of these requests. The requests from the shareholders and SDR holders shall be received by the Company at the latest on 28 April 2015.

The AGM can be validly held without any specific quorum and resolutions shall be validly adopted at the AGM if approved by a majority of the shares present or represented and authorized to vote.

### *Further information on the corporate website*

This Notice, attendance and proxy cards for shareholders and SDR holders respectively, any supporting documentation with respect to the items of the agenda of the AGM, as well as the draft resolutions for each item of the agenda of the convened general meetings and as the case may be the draft resolutions submitted by the shareholders and the SDR holders are, as from the publication date of this Convening Notice, deposited and made available to the public at the Company's registered office and on the website of the Company at [investors.oriflame.com](http://investors.oriflame.com) under the heading "General Meetings" as of the day of publication of this Notice.

Shareholders and SDR holders of the Company may obtain a copy of the full, unabridged text of the document to be submitted to the AGM and of the draft resolutions proposed to be adopted by the AGM by addressing their request to the Company by email ([corporate.governance@oriflame.com](mailto:corporate.governance@oriflame.com)) or by post at the registered office of the Company.

Luxembourg, in April 2015  
Oriflame Cosmetics S.A.  
The Board of Directors

Référence de publication: 2015055290/280/234.

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**CATO Z'BRUGGE SCI, Société Civile Immobilière.**

Siège social: L-8365 Hagen, 89, rue Principale.

R.C.S. Luxembourg E 4.777.

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.

Référence de publication: 2015036861/9.

(150042211) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2015.

**Optimex S.A., Société Anonyme Holding.**

Siège social: L-1840 Luxembourg, 38, boulevard Joseph II.

R.C.S. Luxembourg B 64.881.

Je soussigné, Enzo LIOTINO, remets par la présente ma démission de ma fonction d'administrateur de la société anonyme OPTIMEX S.A., enregistrée au Registre de Commerce et des Sociétés Luxembourg sous le numéro B64881, domiciliée au 38, Boulevard Joseph II, L-1840 Luxembourg, et ce, avec effet immédiat.

Luxembourg, le 20 février 2015.

Enzo LIOTINO.

Référence de publication: 2015038781/11.

(150043870) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

**Regus plc, Société Anonyme.**

Siège de direction effectif: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 141.159.

Notice is hereby given that this year's

**ANNUAL GENERAL SHAREHOLDER MEETING**

of the Company will be held at 11.00 a.m. (Luxembourg time) on Tuesday, 19 May 2015 at 26 Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg.

Shareholders will be asked to consider and vote upon the resolutions set out below. Resolutions 1 to 9 and 16 to 17 (inclusive) will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 10 to 15 (inclusive) will be proposed as ordinary resolutions, and shall also require separate approval by the Independent Shareholders. Resolutions 18 and 19 will be proposed as ordinary resolutions, in which only votes cast by Independent Shareholders will be counted. Mark Dixon has confirmed to the Company that he and any persons acting in concert with him will abstain from voting on resolutions 18 and 19. This means that for each of those resolutions to be passed, more than half of those votes cast by Independent Shareholders on the poll must be in favour of the resolution. Resolutions 20 to 22 (inclusive) will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least two-thirds of the votes cast must be in favour of the resolution.

As required by the Company's Memorandum and Articles of Association, voting in respect of all resolutions to be put to the AGM will be conducted by means of a poll vote. The quorum for the AGM is two members present in person or by proxy and entitled to vote (but no fewer than two individuals shall constitute a quorum).

*Agenda of Annual General Meeting and proposed resolutions:*

The consolidated financial statements for the Group and standalone financial statements of the Company for the financial year ended 31 December 2014, and the reports of the Board and the independent auditors thereon, will be laid before Shareholders for their consideration at the beginning of the AGM.

**Ordinary resolutions**

1. To approve the consolidated financial statements of the Group for the financial year ended 31 December 2014 having received the reports of the Board and the independent auditor (réviseur d'entreprises agréé) thereon.
2. To approve the standalone financial statements of the Company for the financial year ended 31 December 2014 having received the reports of the Board and the independent auditor (réviseur d'entreprises agréé) thereon.
3. To approve, on an advisory basis, the Directors' Remuneration Report for the financial year ended 31 December 2014, as set out on pages 38 to 45 of the Company's annual report for the financial year ended 31 December 2014.
4. To grant discharge to each person who has served as a director of the Company during the financial year ended 31 December 2014 in respect of certain duties owed to Shareholders under Luxembourg law during the financial year.

5. To approve the allocation of the net profit of the Company for the year ended 31 December 2014 in an aggregate amount of GBP 69.9 million on the following basis:
  - (a) an interim dividend of 1.25 pence per Ordinary Share, corresponding to an aggregate amount of GBP 11.7 million, which was paid on 3 October 2014 to Shareholders on the register of members at the close of business on 5 September 2014;
  - (b) a final dividend of 2.75 pence per Ordinary Share, corresponding to an aggregate amount of GBP 25.8 million to be paid on 29 May 2015 to Shareholders on the register of members at the close of business on 1 May 2015; and
  - (c) the balance of the Company's net profit in an amount of GBP 32.4 million to be allocated to the Company's retained earnings account.
6. To approve the re-appointment of KPMG Luxembourg, Société cooperative as approved independent auditor (réviseur d'entreprises agréé) of the Company to hold office until the conclusion of next year's annual general meeting.
7. To authorise the Directors to determine the remuneration of KPMG Luxembourg, Société cooperative as approved independent auditor (réviseur d'entreprises agréé).
8. To re-elect Mark Dixon as a director of the Company for a term of up to three years.
9. To re-elect Dominique Yates as a director of the Company for a term of up to three years.
10. To re-elect Lance Browne as a director of the Company for a term of up to three years.
11. To re-elect Elmar Heggen as a director of the Company for a term of up to three years.
12. To re-elect Nina Henderson as a director of the Company for a term of up to three years.
13. To re-elect Florence Pierre as a director of the Company for a term of up to three years.
14. To re-elect Douglas Sutherland as a director of the Company for a term of up to three years.
15. To elect François Pauly as a director of the Company for a term of up to three years.
16. To resolve that, in substitution for any like authority conferred on them at a previous general meeting, the Directors of the Company be generally and unconditionally authorised to exercise all or any of the powers of the Company pursuant to the Company's Memorandum and Articles of Association to allot and issue Relevant Securities (as defined in Article 11(H)(viii) of the Company's Memorandum and Articles of Association) and to allot and issue shares in pursuance of an employee share scheme (including any employee share scheme of any company that is a subsidiary of the Company):
  - (a) up to an aggregated nominal amount of GBP 3,129,122; and
  - (b) comprising equity securities (as defined in Article 11(H)(iv) of the Company's Memorandum and Articles of Association) up to a nominal amount of GBP 6,258,244 (after deducting from such limit any Relevant Securities allotted under paragraph (A) above) in connection with an offer by way of a rights issue:
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,
 and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, for a period expiring (unless this authority is previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 17 August 2016), save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities (or shares in pursuance of an employee share scheme) to be allotted and issued after such expiry and the Directors may allot and issue Relevant Securities (or shares in pursuance of an employee share scheme) pursuant to such offer or agreement as if the authority conferred hereby had not expired.
17. To authorise the Company to hold as treasury shares any shares purchased or contracted to be purchased by the Company pursuant to the authority granted in resolution 21 prior to the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 17 August 2016), if the Directors of the Company resolve to hold as treasury shares any shares so purchased or contracted to be purchased.
18. To approve the waiver granted by the Panel of the obligation which may otherwise arise, pursuant to Rule 9 of the Code, for Mr. Dixon (or any entity through which Mr. Dixon holds shares in the Company) to make a general offer to the other Shareholders for all of their Ordinary Shares as a result of market purchases of up to 15,000,000 Ordinary Shares by the Company pursuant to the authority granted under resolution 21 that could, taking into account all Existing Waivers, potentially increase Mr. Dixon's shareholding from approximately 34.54 per cent of the total voting rights in the Company to a maximum of approximately 35.21 per cent of the total voting rights in the Company (and, taking into account the Second Waiver and all Existing Waivers, up to a maximum potential holding of approximately 35.25 per cent of the total voting rights in the Company).
19. To approve the waiver granted by the Panel of the obligation which may otherwise arise, pursuant to Rule 9 of the Code, for Mr. Dixon (or any entity through which Mr. Dixon holds shares in the Company) to make a general offer to the other Shareholders of the Company for all of their Ordinary Shares as a result of the exercise by Mr. Dixon of any of the 2015 CIP Options, pursuant to which Mr. Dixon's interest in the shares of the Company could, taking

into account all Existing Waivers, potentially increase from approximately 34.54 per cent of the total voting rights in the Company to a maximum of approximately 34.69 per cent of the total voting rights in the Company (and, taking into account the First Waiver and all Existing Waivers, up to a maximum potential holding of approximately 35.25 per cent of the total voting rights in the Company).

In accordance with the requirements of the Code, Mr. Dixon will not be voting, in respect of resolutions 18 and 19, his interest in 324,267,501 Ordinary Shares, representing approximately 34.54 per cent of the total voting rights in the Company. The votes in respect of resolutions 18 and 19, as is the case for all resolutions to be put to the AGM, will be held by means of a poll.

#### **Special resolutions.**

20. To resolve that:
- (a) any Director be authorised to make (or cause to be made) from time to time, all necessary amendments to the provisions of the Company's Memorandum and Articles of Association which state the Company's issued share capital to reflect changes in the Company's issued share capital; and
  - (b) the secretary (as defined in the Company's Memorandum and Articles of Association) or any Director be authorised to make (or cause to be made) all necessary:
    - (i) entries in the Company's records and accounts; and
    - (ii) all other formalities, actions, deeds and filings in Jersey or Luxembourg, in connection with each such amendment to the Company's Memorandum and Articles of Association.
21. To resolve that the Board be generally and unconditionally authorised pursuant to article 57 of the Companies (Jersey) Law 1991, article 49-2 of the Luxembourg Companies Laws (as defined in the Company's Memorandum and Articles of Association) and Article 8 of the Company's Memorandum and Articles of Association, to make market purchases of Ordinary Shares, provided that:
- (a) the maximum number of Ordinary Shares authorised to be purchased is 93,873,657 (representing approximately 10 per cent of issued share capital (excluding treasury shares) at the date hereof) further provided that no purchase shall be made from time to time if the nominal value of the Ordinary Shares so purchased together with all other Ordinary Shares held in treasury by the Company would exceed 10 per cent of the nominal value of the issued share capital of the Company at that time;
  - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is GBP 0.01;
  - (c) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of:
    - (i) an amount equal to five per cent above the average of the middle market quotations for Ordinary Shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
    - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time that the purchase is carried out; and
  - (d) the authority hereby conferred shall expire at the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 17 August 2016) except that the Company may make a contract or contracts to purchase Ordinary Shares under this authority before the expiry of this authority, which will or may be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares in pursuance of any such contract as if such authority had not expired.
22. To resolve that the Directors be empowered pursuant to the Company's Memorandum and Articles of Association to allot and issue equity securities (as defined in Article 11(H)(iv) of the Company's Memorandum and Articles of Association) wholly for cash pursuant to the authority conferred by resolution 16 above, and / or where such allotment and issue constitutes an allotment and issue of equity securities by virtue of Article 11(H)(i) of the Company's Memorandum and Articles of Association, as if the pre-emption rights referred to in Article 12 did not apply to such allotment and issue, provided that this power:
- (a) shall expire on the conclusion of next year's annual general meeting (or, if earlier, at the close of business on 17 August 2016), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted and issued after such expiry and the Directors may allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired; and
  - (b) shall be limited to:
    - (i) the allotment and issue of equity securities in connection with a rights issue, open offer or pre-emptive offer in favour of holders of Ordinary Shares (excluding any shares held by the Company as treasury shares) where the equity securities respectively attributable to the interests of such holders of Ordinary Shares on a fixed record date are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares subject to any exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and / or to deal with legal or practical problems arising under the laws of, or requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever; and

(ii) the allotment and issue of equity securities wholly for cash otherwise than pursuant to paragraph (B)(i) above up to an aggregate nominal amount of GBP 938,737 (representing approximately ten per cent of the Company's issued share capital (excluding shares held in treasury) as at the date hereof).

#### Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder and further provided that either (i) each proxy is appointed in respect of a different shareholding account of that Shareholder, or (ii) the Shareholder appointing multiple proxies in respect of its shareholding is a professional that is acting on behalf of other individuals or bodies corporate in respect of its shareholding. A proxy need not be a Shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies the notice of AGM that Shareholders will receive by post. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Capita Asset Services on 0871 664 0300. Calls to this number are charged at 10 pence per minute from a BT landline, plus any other network charges (as applicable). Other telephone provider costs may vary. Lines are open 9.00 a.m. (UK time) to 5.30 p.m. (UK time), Monday to Friday (with the exception of UK bank and public holidays). From overseas, please call +44 (0) 20 8639 3399. Calls will be charged at standard international rates. To be valid, any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Capita Registrars (Jersey) Limited, PXS, 34 Beckenham Road, Beckenham, BR3 4TU no later than 11.00 a.m. (Luxembourg time) on 17 May 2015. Shareholders wishing to appoint a proxy electronically should do so by 11.00 a.m. (Luxembourg time) on 17 May 2015 by visiting [www.capitashareportal.com](http://www.capitashareportal.com) and following the instructions.

2. The return of a completed Form of Proxy or online proxy appointment or CREST Proxy Instruction (as defined in paragraph 10 below) will not prevent a Shareholder attending the AGM and voting in person if he / she wishes to do so.

3. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

4. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

5. Any person to whom this notice is sent who is a person nominated under Article 62 of the Company's Articles of Association to enjoy information rights (a "Nominated Person") may, under an agreement between him / her and the Shareholder by whom he / she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he / she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.

6. The statements of the rights of Shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders. Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investment in the Company.

7. The Company has chosen not to require Shareholders to notify the Company of their intention to participate in the AGM at least 14 days ahead of the meeting. Pursuant to Article 40(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999, to be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the register of members of the Company at 6.00 p.m. (Luxembourg time) on 17 May 2015 (or, in the event of any adjournment, 6.00 p.m. (Luxembourg time) on the date which is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meetings. Any person who has sold or otherwise transferred his or her registered holding of Ordinary Shares in the Company (the "Transferring Shareholder") should pass all the documentation he or she has received in relation to the AGM to the purchaser or transferee or to the person who arranged for the sale or transfer so they can pass those documents to the person who now holds the shares. In selling or otherwise transferring such shares, the Transferring Shareholder will cede his/her/its rights to attend and vote at the AGM to the purchaser or transferee. All Shareholders, and only those Shareholders, who are registered in the register of members of the Company at 6.00 p.m. (Luxembourg time) on 17 May 2015 shall be entitled to attend and vote at the AGM.

8. As at the Latest Practicable Date, the Company's issued share capital consists of 950,969,822 Ordinary Shares, of which 12,233,250 are held in treasury. The total voting rights in the Company are therefore 938,736,572.

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an



amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 a.m. (Luxembourg time) on 17 May 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

13. A Shareholder which is a body corporate and which wishes to be represented at the AGM, other than by way of a proxy, by a person with authority to speak and vote (a "corporate representative") must appoint such a person by resolution of its directors or other governing body. A corporate representative has the same powers on behalf of the body corporate he / she represents as that body corporate could exercise if it was an individual member of the Company.

14. As provided in Article 82 of the Company's Memorandum and Articles of Association, voting on all resolutions set out in this notice (which are Substantive Resolutions under the Company's Memorandum and Articles of Association) will be conducted by way of a poll rather than on a show of hands.

15. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

16. If you submit more than one valid proxy appointment in respect of the same share, the appointment received last before the latest time for the receipt of proxies will take precedence.

17. The Company intends to seek the separate approval of its Independent Shareholders for each of resolutions 10-15 proposing the election of an independent Director. Such approval will be sought following the vote on each of those resolutions by the Shareholders and will be sought by discounting from the result of the vote on each such resolution the votes of those Shareholders who are identified as controlling shareholders of the Company as at 6.00 p.m. (Luxembourg time) on 17 May 2015 (or, in the event of any adjournment, 6.00 p.m. (Luxembourg time) on the date which is two days before the time of the adjourned meeting). As at the Latest Practicable Date, Mr. Dixon held 324,267,501 Ordinary Shares in the Company, representing approximately 34.54 per cent of the total voting rights in the Company. Separate approval will be given by the Independent Shareholders if it is given by Independent Shareholders representing a simple majority of the total voting rights of Independent Shareholders who vote. The Company will, on announcing the result of the AGM, announce, in respect of resolutions 10-15, the result of both the vote of the Shareholders and the vote of the Independent Shareholders. If separate Independent Shareholder approval is not given for any relevant resolution, the Company intends that the relevant appointment will continue for 120 days from the date of the original vote, unless a further ordinary resolution for re-election is passed. If a further resolution to approve the re-election of the relevant Director is defeated, his or her appointment will cease on that resolution being defeated.

18. Members who have general queries about the AGM should contact the Company's registrar, Capita on its shareholder helpline 0871 664 0300. Calls to this number are charged at 10 pence per minute from a BT landline, plus any other network charges (as applicable). Other telephone provider costs may vary. Lines are open 9.00 a.m. (UK time) to 5.30 p.m. (UK time), Monday to Friday (with the exception of UK bank and public holidays). From overseas, please call +44 (0) 20 8639 3399. Calls will be charged at standard international rates. No other method of communication will be accepted. You may not use any electronic address provided either in this notice or any related documents (including the Letter from the Chairman and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

19. Under Article 64 of the Company's Memorandum and Articles of Association, Shareholders meeting the threshold requirements set out in that Article have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office. The Company would not require the Shareholders requesting such a website publication to pay the Company's expenses in complying with Article 64 and, if required to place a statement on a website under that Article, it will forward the statement to the Company's auditor not later than the time it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Article 64 to publish on a website.

20. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

21. Shareholders have certain rights to request that the Company add an item to the agenda of the AGM or to provide a draft resolution to be proposed at the AGM. To be valid, such a request must be received by the Company at its head office (26 Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg or tim.regan@regus.com) not later than 27 April 2015 and must meet certain other requirements. Further information regarding the other requirements that must be met for Shareholders to exercise these rights can be found in Article 60 (Members' resolutions) and Article 63 (Addition of points to agenda) of the Company's Memorandum and Articles of Association, which are available on the Company's website at www.regus.com.

22. A copy of this notice (which contains the full unabridged text of the resolutions to be proposed at the AGM), a copy of the Company's Memorandum and Articles of Association and, where relevant, any members' statements, members' resolutions and members' matters of business received by the Company after the date of this notice, can be found at www.regus.com. The documents to be submitted to the AGM (being the consolidated and standalone financial statements of the Company for the financial year ended 31 December 2014, and the reports of the Board and the approved independent auditors thereon) form part of the annual report of the Company for the year ended 31 December 2014, which is also available at www.regus.com. Should you wish to request a further copy of this document or the annual report, please send your request to Capita Registrars (Jersey) Limited, 12 Castle Street, St Helier, Jersey JE2 3RT or shareholderenquiries@capita.co.uk. Other relevant documents and information relating to the AGM will be available for inspection at the Company's head office in Luxembourg at 26 Boulevard Royal, L-2449 Luxembourg, the Company's registered office in Jersey at 22 Grenville Street, St Helier, Jersey JE4 8PX and at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY from 17 April 2015 until the end of the AGM as well as on the Company's website (www.regus.com).

23. Capitalised terms in this notice shall have the meaning as set out in the Company's Memorandum and Articles of Association and the circular dated 17 April 2015 relating to the AGM, which are available for inspection according to item 22 above.

17 April 2015

Regus plc (société anonyme)

The Board of Directors

Référence de publication: 2015056082/307.

**UK Students 60 CR S.à r.l., Société à responsabilité limitée.**

**Capital social: GBP 15.000,00.**

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

R.C.S. Luxembourg B 173.529.

*Extrait des décisions des associés de la Société adoptées le 17 février 2015*

Les associés de la Société ont décidé d'approuver les cessions à LTS Student HoldCo S.A., une société anonyme de droit luxembourgeois, dont le siège social est établi au 1-3, boulevard de la Foire, L-1528 Luxembourg et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 194124:

- d'1 part sociale de catégorie B1 et d'1 part sociale de catégorie B2 que Generation Cambridge One LLP détient dans la Société, avec effet au 2 mars 2015; et

- d'1 part sociale de catégorie B1 et d'1 part sociale de catégorie B2 que Generation Cambridge Two LLP détient dans la Société, avec effet au 2 mars 2015.

Les associés de la Société ont décidé de prendre acte et d'accepter la démission de CEREP Management S.à r.l., de M Damien Renzonnet et M. David Pearson, de leur poste de gérants de la Société avec effet au 2 mars 2015.

Les associés de la Société ont décidé de nommer, pour une durée indéterminée et à compter du 2 mars 2015:

- M Vitalij Farafonov, résidant professionnellement au 1-3, boulevard de la Foire, L-1528 Luxembourg;

- Mme Nicole Goetz, résidant professionnellement au 1-3, boulevard de la Foire, L-1528 Luxembourg; et

- M Maxime Nino, résidant professionnellement au 1-3, boulevard de la Foire, L-1528 Luxembourg.

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

UK Students 60 CR S.à r.l.

Un mandataire

Référence de publication: 2015039440/25.

(15004417) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 mars 2015.

**Transports José Pereira Simões S.à r.l., Société à responsabilité limitée.**

Siège social: L-4133 Esch-sur-Alzette, 21, rue Saint Gilles.

R.C.S. Luxembourg B 167.736.

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.

Esch S/Alzette, le 07 mars 2015.

Signature.

Référence de publication: 2015038898/10.

(150043580) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

**BAM Invest S.A., Société Anonyme.**

Siège social: L-4063 Esch-sur-Alzette, 1, rue Pierre Claude.

R.C.S. Luxembourg B 160.087.

EXTRAIT

En date du 05 février 2015, l'Assemblée a pris les décisions suivantes:

- La démission de MARC MULLER CONSEILS S.à r.l. dont le siège social est établi au 3A, rue Guillaume Kroll à L-1882 Luxembourg, de ses fonctions de Commissaires aux Comptes avec effet au 1<sup>er</sup> janvier 2013.

- La nomination de Monsieur Emmanuel RIGGI dont le siège social est établi au 16B, rue de l'usine à F-57120 Rombas (France), aux fonctions de Commissaire aux Comptes avec effet au 1<sup>er</sup> janvier 2013 jusqu'à l'Assemblée Générale des actionnaires qui se tiendra en 2016.

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

Esch-sur-Alzette, le 05 février 2015.

Référence de publication: 2015038434/16.

(150043892) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

**Trinseo S.A., Société Anonyme.**

Siège social: L-1748 Luxembourg, 4, rue Lou Hemmer.

R.C.S. Luxembourg B 153.549.

Shareholders are cordially invited to attend a

GENERAL MEETING

of the shareholders of the Company to be held at the Sofitel Luxembourg Europe, 4, rue du Fort Niedergrünwald, BP 512 / Quartier Européen Nord, L-2015 Luxembourg, Grand Duchy of Luxembourg on Thursday, June 25, 2015, at 1:00 p.m. local time (the Meeting). We are holding this meeting to solicit your approval of the following:

*Agenda:*

1. Election of three directors specifically named in the proxy statement, each for a term of three years.
2. Ratification of the Board's appointment of Mr. Donald Misheff, to fill a vacancy in Class III, with a remaining term of two years.
3. Approval, on an advisory basis, of the compensation paid by the Company to its named executive officers (the "say-on-pay vote").
4. Approval, on an advisory basis, of the frequency of the say-on-pay vote in the future.
5. Approval of the Company's annual accounts prepared in accordance with accounting principles generally accepted in Luxembourg ("Luxembourg GAAP") for the year ended December 31, 2014 (the "Luxembourg Annual Accounts") and its consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") including a footnote reconciliation of equity and net income to International Financial Reporting Standards ("IFRS") for the year ended December 31, 2014 (the "Consolidated Accounts") (together the "Luxembourg Statutory Accounts").
6. Allocation of the results of the year ended December 31, 2014.
7. Approval of the granting of discharge to the Company directors and auditor for the performance of their respective duties during the year ended December 31, 2014.
8. Approval of the appointment of PricewaterhouseCoopers Société cooperative to be the independent auditor of the Company for the year ended December 31, 2015.
9. Ratification of the appointment of PricewaterhouseCoopers LLP to be the independent registered accounting firm of the Company for the year ended December 31, 2015.
10. Any other business which may be properly brought before the Annual General Meeting of Shareholders.

Shareholders of record at the close of business on April 17, 2015 (the Record Date) are entitled to notice of, and entitled to vote at, the Meeting and any adjournments or postponements thereof.

To attend the Meeting, you must demonstrate that you were a shareholder of the Company as of the close of business on April 17, 2015.

Please indicate your attention to participate at the Meeting on or before the Record Date by sending an e-mail to Pierre Zaccuri at pierre.zaccuri@loyensloeff.com.

A proxy statement and a proxy card will also be mailed to the shareholders before the Meeting and can be used in case you do not wish to participate to the Meeting in person.

A shareholder may also choose to vote electronically by accessing on internet site or by using a toll-free telephone number. Additional information on the electronic vote, the internet site and the toll-free number will be included in the proxy statement sent by mail to the shareholders.

If you vote your shares by mail, telephone or internet, your shares will be voted in accordance with your directions. If you do not indicate specific choices when you vote by mail, telephone or internet, your shares will be voted for the different items of the agenda mentioned above. If your shares are held in the name of a broker or nominee and you do not instruct the broker or nominee how to vote with respect to the matters on which your approval is solicited or if you abstain or withhold authority to vote on any matter, your shares will not be counted as having been voted on that matter, but will be counted as in attendance at the meeting for purposes of a quorum.

Aurélien Vasseur

Title: Director

Référence de publication: 2015056812/2460/51.

**Frontalier Telecom Luxembourg, S.à r.l., Société à responsabilité limitée.**

Siège social: L-8095 Bertrange, 1, Cité Henri Dunant.

R.C.S. Luxembourg B 187.509.

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: 2015039147/9.

(150044704) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 mars 2015.

**e-LUX Mobile Telecommunication Services S.A., Société Anonyme.**

Siège social: L-2163 Luxembourg, 21, avenue Monterey.

R.C.S. Luxembourg B 195.138.

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STATUTES

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

Before Us Me Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned,

THERE APPEARED:

- 1) Mr. Hayrettin Re at KÖYMEN, born on July 7, 1947 in Ankara (Turkey), residing at Gaziosmanpa a Mahallesi, Kırlangıç Soka ı No:30/2, 06680 Çankaya-Ankara, Turkey;
- 2) Mr. Ersin ÖZTÜRK, born on January 30, 1947 in Ankara (Turkey), residing at Yeniköy Mahallesi, Tekser Evleri (Vakıf Suyu Soka ı) Küme Evleri, Tekser Evleri 22/G, 34464 Sarıyer- stanbul, Turkey;
- 3) Mr. Yusuf Ata ARIAK, born on February 16, 1948 in U ak (Turkey), residing at Prof. Dr. Ahmet Taner Kılı lalı Mahallesi, Konutkent-2 Sitesi Villalarý, Küme Evleri No: 7, 06810 Çankaya-Ankara, Turkey;
- 4) Mr. Serdar GÜNGÖR, born on August 13, 1963 in Mu (Turkey), residing at Koru Mahallesi, Akkavak Soka ı No: 10, 06810 Çankaya-Ankara, Turkey; and
- 5) Mr. brahim Tolga SÖNMEZALP, born on July 3, 1975 in Ankara (Turkey), residing at Konutkent Mahallesi, 2432.Cadde, Hollanda Apartmanı No:226/2, 06810 Çankaya-Ankara, Turkey.

All are here represented by Mr. Hassane DIABATE, lawyer, residing professionally in L-2163 Luxembourg, 21, Avenue Monterey, (the "Proxy-holder"), by virtue of a proxy given under private seal; such 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 persons, represented as said before, have requested the officiating notary to document the deed of incorporation of a public limited company ("société anonyme") which they deem to incorporate herewith and the articles of association of which are established as follows:

## A. Purpose, Duration, Name, Registered office

**Art. 1.** There is hereby established by the subscribers of the shares (“actions”) created hereafter and among all those who may become shareholders (“actionnaires”) in future, a joint stock company (“société anonyme”) (hereinafter the “Company”) which shall be governed by the Luxembourg Company Act dated August 10, 1915, (as amended), as well as by these articles of incorporation.

**Art. 2.** The purposes of the Company is the sale, marketing, billing and customer care services for the provision of mobile telephony services, wholesale voice and data services, satellite communication services, fixed telephony and VoIP services. The Company will construct, maintain and operate mobile cellular telephone networks, fixed and satellite telecommunication networks as well as any related systems, installations and infrastructures linked to the construction, maintenance and operation of these networks, for its own purpose or for a third party and provide related sales, distribution, marketing, billing, customer care, messaging, content and advertisement services.

The purpose of the Company is also the acquisition of ownership interests, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such ownership interests. The Company may in particular acquire by subscription, purchase, and exchange or in any other manner any stock, shares and any other securities, including without limitation bonds, debentures, certificates of deposit, trust units, any other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever, including partnerships. It may participate in the creation, development, management and control of any company or enterprise. It may further acquire through contributions, firm purchases or options, patents, service marks, trademarks licenses, know-how, confidential information and other industrial, commercial or intellectual property rights and generally hold, license or sublicense those rights, sell or dispose of the same, in whole or in part, for such consideration as the Company may think fit, and to subcontract the management, development, licensing and sublicensing of those rights, including any patents, trademarks and licenses and to obtain and make any registration required in this respect. The Company can also take whatever action necessary to protect rights derived from patents, trademarks, service marks, licenses, sublicenses, know-how, confidential information and other industrial, commercial or intellectual property rights and similar rights against infringement, unauthorized use or violation by third parties. The Company can furthermore provide or cause to provide know how, development consulting advice and operating services, promotion, representation and all operations of such nature.

The Company may also carry out any commercial, industrial or financial operations, any transactions in respect of real estate or moveable property, which the Company may deem useful to the accomplishment of its purposes.

**Art. 3.** The Company is incorporated for an unlimited period.

**Art. 4.** The Company will assume the name of “e-LUX Mobile Telecommunication Services S.A.”.

**Art. 5.** The registered office of the Company is established in Luxembourg-City (Grand Duchy of Luxembourg). The registered office may be transferred within the same municipality by decision of the board of directors. Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors. In the event that the board of directors determines an event of force majeure (that extraordinary political, economic or social developments have occurred or are imminent), that would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company.

## B. Share capital, Shares

**Art. 6.** The Company’s subscribed share capital is set at thirty-one thousand five hundred Euros (EUR 31,500.-), represented by thirty-one thousand five hundred (31,500) shares each with a par value of one Euro (EUR 1.-). Each share is entitled to one vote at ordinary and extraordinary general meetings.

**Art. 7.** The Company may, to the extent and under terms permitted by law redeem its own shares.

**Art. 8.** The shares of the Company are in registered form.

The Company will recognize only one holder per share. The joint co-owners shall appoint a single representative who shall represent them towards the Company.

**Art. 9.** The Company’s shares are transferable in the conditions set forth by article 40 of the law of 10 August 1915 on commercial companies, as amended.

**Art. 10.** The death, suspension of civil rights, bankruptcy or insolvency of one of the shareholders will not cause the dissolution of the Company.

## C. Management

**Art. 11.** The Company is managed by a board of directors composed of at least three (3) directors (“administrateurs”) who need not be shareholders. Each director shall be either a class A-director or a class-B director.

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

The directors shall be elected by the shareholders at the general meeting which shall determine their remuneration and term of office. The directors shall not be elected for a period exceeding six years and they shall hold office until their successors are elected. Unless a period for their election has specifically been stated, they shall be deemed elected for a period of two years. They will remain in function until their successors have been appointed. Their re-election is authorized.

Any director may be removed with or without cause by the general meeting of shareholders. In the event of a vacancy in the office of a director following death, resignation, retirement or otherwise, the remaining directors may temporarily appoint a director; such decision to be ratified by the next general meeting.

In dealing with third parties, the board of directors has extensive powers to act in the name of the Company in all circumstances and to authorize all acts and operations consistent with the Company's purpose.

The Company will be bound in all circumstances by the joint signatures of one class A-director and one class B-director.

In case the board of directors is composed of one (1) member only, the Company will be validly bound, in any circumstances and without restrictions, by the individual signature of the sole director.

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 management and affairs, with prior consent of the general meeting of shareholders, to any member or members of the board, directors, managers or other officers who need not be shareholders of the company, under such terms and with such powers as the board shall determine. It may also confer all powers and special mandates to any persons who need not be directors, appoint and dismiss all officers and employees and fix their emoluments.

**Art. 12.** The Company is managed by a board of directors which may choose from among its members a chairman and a vice-chairman. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the board of directors.

The board of directors shall meet upon call by the chairman, or two directors, at the place indicated in the notice of meeting. The meetings of the board of directors shall be held at the registered office of the Company unless otherwise indicated in the notice of meeting.

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

Written notice of any meeting of the board of directors must be given to the directors at least seventy-two (72) hours in advance of the date foreseen for the meeting, except in case of emergency, in which case the nature and the motives of the emergency shall be mentioned in the notice. This notice may be waived by consent in writing, by cable, telegram, telex or facsimile, e-mail or any other similar means of communication. A separate notice will not be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of directors.

No notice shall be required in case all the members of the board of directors are present or represented at a meeting of such board of directors or in the case of resolutions in writing signed by all the members of the board of directors.

Any directors may act at any meeting of the board of directors by appointing in writing or by cable, telegram, telex or facsimile, e-mail or any other similar means of communication, another manager as his proxy. Any director may represent one or more of his colleagues.

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

The board of directors can deliberate or act validly only if the majority of directors is present or represented at a meeting of the board of directors. Decisions shall be taken by a majority of votes of the directors present or represented at such meeting.

The board of directors may, upon their unanimous consent to such resolution taking procedure, pass resolutions by circular means when expressing its approval in writing, by cable, telegram, telex or facsimile, e-mail or any other similar means of communication. The entirety will form the minutes giving evidence of the resolution. Such resolutions are deemed taken at the registered office of the Company.

**Art. 13.** The minutes of any meeting of the board of directors shall be signed by the chairman or, in his absence, by the vice-chairman, or by any two directors. Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman or by any two directors or by any person duly appointed to that effect by the board of directors.

**Art. 14.** The death or resignation of a director, for any reason whatsoever, shall not cause the dissolution of the Company.

**Art. 15.** The directors do not assume, by reason of its/their position, any personal liability in relation to commitments regularly made by them in the name of the Company. They are authorized agents only and are therefore merely responsible for the execution of their mandate.

**Art. 16.** The board of directors may decide to pay interim dividends on the basis of a statement of accounts prepared by the board of directors showing that sufficient funds are available for distribution, it being understood that the amount to be distributed may not exceed realized profits since the end of the last fiscal 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 by law or by these articles of incorporation. The decision of the board of directors to distribute an interim dividend may not be taken more than two months after the date at which the interim accounts have been made up.

**Art. 17.** The operations of the Company shall be supervised by one or several statutory auditors, which may be shareholders or not. The general meeting of shareholders shall appoint the statutory auditors and shall determine their number, remuneration and term of office which may not exceed six years. Unless a period for its/their election has been specifically stated, it/they shall be deemed as having been elected for a period of two years.

#### **D. Decisions of the sole shareholder, Collective decisions of the shareholders**

**Art. 18.** Each shareholder may participate in collective decisions irrespective of the number of shares which he owns. Each shareholder is entitled to as many votes as he holds or represents shares.

**Art. 19.** Save a higher majority as provided herein, collective decisions are only validly taken in so far as they are adopted by shareholders owning more than half of the share capital. The shareholders may not change the nationality of the Company otherwise than by unanimous consent. Any other amendment of the articles of incorporation requires the approval of a majority of shareholders representing at least two-thirds of the votes cast.

**Art. 20.** The annual general meeting of shareholders shall be held on the 3<sup>rd</sup> Wednesday of the month of June at 02:30 p.m. at the registered office of the Company, or at such other place as may be specified in the notice of meeting.

If such day is a legal holiday, the annual general meeting shall be held on the next following business day.

**Art. 21.** In the case of a sole shareholder, such shareholder exercises the powers granted to the general meeting of shareholders under the provisions of section IV of the law of 10 August 1915 concerning commercial companies, as amended.

#### **E. Financial year, Annual accounts, Distribution of profits**

**Art. 22.** The Company's year commences on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of the same year.

**Art. 23.** Each year on December 31<sup>st</sup>, the accounts are closed and the director(s) prepare(s) 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. 24.** Five per cent (5%) of the net profit is set aside for the establishment of a statutory reserve, until such reserve amounts to ten per cent (10%) of the share capital. The balance may be freely used by the shareholders.

The general meeting of shareholders, upon recommendation of the board of directors, will determine how the remainder of the annual net profits will be disposed of.

In the event of partly paid shares, dividends will be payable in proportion to the paid-in amount of such shares.

#### **F. Dissolution, Liquidation**

**Art. 25.** In the event of dissolution of the Company, the Company shall be liquidated by one or more liquidators, who need not be shareholders, and which are appointed by the general meeting of shareholders which will determine their powers and fees. Unless otherwise provided, the liquidators shall have the most extensive powers for the realization of the assets and payment of the liabilities of the Company.

The surplus resulting from the realization of the assets and the payment of the liabilities shall be distributed among the shareholders in proportion to the shares of the Company held by them.

**Art. 26.** All matters not governed by these articles of incorporation shall be determined in accordance with the Luxembourg Company Act dated August 10, 1915, as amended.

#### *Transitory dispositions*

1. The first financial year runs from the date of incorporation and ends on the 31<sup>st</sup> of December 2015.
2. The first ordinary general meeting will be held in the year 2016.

#### *Subscription and payment*

The articles of association of the Company thus having been established, the thirty-one thousand five hundred (31,500) shares have been subscribed as follows:

1) Mr. Hayrettin Re at KÖYMEN, pre-named, seven thousand five hundred shares, . . . . .	7,500
2) Mr. Ersin ÖZTÜRK, pre-named, seven thousand five hundred shares, . . . . .	7,500
3) Mr. Yusuf Ata ARIAK, pre-named, seven thousand five hundred shares, . . . . .	7,500
4) Mr. Serdar GÜNGÖR, pre-named, four thousand five hundred shares, . . . . .	4,500
5) Mr. brahim Tolga SÖNMEZALP, pre-named, four thousand five hundred shares, . . . . .	4,500
Total: thirty-one thousand five hundred shares, . . . . .	31,500

All these shares have been fully paid up by the aforesaid subscribers by payment in cash, so that the amount of. thirty-one thousand five hundred Euros (31,500.- EUR) is from this day on at the free disposal of the Company, as it has been proved to the officiating notary by a bank certificate, who states it expressly.

#### *Declaration*

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26 of the law of August 10, 1915 on commercial companies, as amended, and expressly states that they have been fulfilled.

#### *Extraordinary general meeting*

The aforementioned appearing persons, representing the totality of the subscribed capital and considering themselves as duly convoked, declare that they are meeting in an Extraordinary General Meeting and take the following resolutions by unanimity.

1. The registered office of the Company shall be at 21, Avenue Monterey, L-2163 Luxembourg (Grand Duchy of Luxembourg);

2. The number of directors is set at three (3) and the following person is appointed as Directors of the Company for a period of two (2) years:

- Mr. Serdar GÜNGÖR, born on August 13, 1963 in Mu (Turkey), residing at Koru Mahallesi, Akkavak Soka ı No: 10, 06810 Çankaya-Ankara, Turkey, director B;

- Mr. brahim Tolga SÖNMEZALP, born on July 3, 1975 in Ankara (Turkey), residing at Konutkent Mahallesi, 2432.Cadde, Hollanda Apartmanı No:226/2, 06810 Çankaya-Ankara, Turkey, director A;

- Mr. Hassane DIABATE, lawyer, born on April 4, 1971 in Treichville (Ivory Coast), residing professionally in L-2163 Luxembourg, 21, Avenue Monterey, director B.

3. The Board of Directors is authorized to appoint one managing director from among the Directors of the Company who will be authorized to represent and bind the Company before third parties according to provisions set forth in article 11 of the articles of association of the Company.

4. The number of Auditors is set as one (1) and the following person is appointed as the Auditor of the Company for a period of two (2) years:

Mr. Kemal And PILAVOGLU, born on April 5, 1973 in Ankara (Turkey), residing at Birlik Mahallesi 391. Cadde 8/8, Çankaya-Ankara (Turkey).

#### *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 evaluated at approximately one thousand one hundred Euros.

#### *Statement*

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

WHEREOF, the present deed was drawn up in Luxembourg, at the date indicated at the beginning of the document.

After reading the present deed to the Proxy-holder of the appearing persons, acting as said before, known to the notary by name, first name, civil status and residence, the said Proxy-holder has signed with Us, the notary, the present deed.

#### **Suit la version française du texte qui précède:**

L'an deux mille quinze, le vingt-cinquième jour du mois de février;

Pardevant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), soussigné;

#### **ONT COMPARU:**

1) Monsieur Hayrettin Re at KÖYMEN, né le 7 juillet 1947 à Ankara (Turquie), demeurant à Gaziosmanpa a Mahallesi, Kirlangıç Soka ı No:30/2, 06680 Çankaya-Ankara, Turquie;



2) Monsieur Ersin ÖZTÜRK, né le 30 janvier 1947 à Ankara (Turquie), demeurant à Yeniköy Mahallesi, Tekser Evleri (Vakıf Suyu Soka ı) Küme Evleri, Tekser Evleri 22/G, 34464 Sarıyer- stanbul, Turquie;

3) Monsieur Yusuf Ata ARIAK, né le 16 février 1948 à U ak (Turquie), demeurant à Prof. Dr. Ahmet Taner Kıpıllı Mahallesi, Konutkent-2 Sitesi Villaları, Küme Evleri No: 7, 06810 Çankaya-Ankara, Turquie;

4) Monsieur Serdar GÜNGÖR, né le 13 août 1963 à Mu (Turquie), demeurant à Koru Mahallesi, Akkavak Soka ı No: 10, 06810 Çankaya-Ankara, Turquie; et

5) Monsieur brahim Tolga SÖNMEZALP, né le 3 juillet 1975 à Ankara (Turquie), demeurant à Konutkent Mahallesi, 2432. Cadde, Hollanda Apartmanı No:226/2, 06810 Çankaya-Ankara, Turquie.

Tous sont ici représentés par Monsieur Hassane DIABATE, avocat omis, demeurant professionnellement à L-2163 Luxembourg, 21, Avenue Monterey, (le “Mandataire”), en vertu d’une procuration sous seing privé lui délivrée; laquelle procuration, après avoir été signée “ne varietur” par le Mandataire et le notaire instrumentant, restera annexée au présent acte afin d’être enregistrée avec lui.

Lesquels comparants, représentés comme dit ci-avant, ont requis le notaire instrumentant de documenter l’acte de constitution d’une société anonyme qu’ils déclarent constituer par les présentes et dont les statuts sont établis comme suit:

### **A. Objet social - Durée - Raison sociale - Siège social**

**Art. 1<sup>er</sup>.** Il est constitué par les présentes entre les souscripteurs et tous ceux qui pourraient devenir propriétaires des actions ci-après créées (les “actionnaires”) une société sous la forme d’une société anonyme (ci-après la “Société”), laquelle sera régie par la loi luxembourgeoise sur les sociétés du 10 août 1915, telle qu’amendée, ainsi que par les présents statuts.

**Art. 2.** L’objet de la société est la vente, la commercialisation, la facturation et le service clientèle pour la fourniture de services de téléphonie mobile, services de voix et données en gros, les services de communication par satellite, la téléphonie fixe et les services VoIP. Elle pourra construire, maintenir et exploiter les réseaux de télécommunications mobiles, les réseaux de télécommunications fixes et les réseaux de télécommunication par satellite ainsi que tous les systèmes, installations et infrastructures annexes et connexes à la construction, la maintenance et l’exploitation de ces réseaux, pour son propre compte ainsi que pour le compte de tiers. La Société peut s’engager dans la vente, la distribution, la commercialisation, la facturation et le service clientèle des services liés à ces réseaux et offrir des services de messagerie, de contenus et de publicité liés à ces réseaux.

La Société a pour objet aussi la prise de participations, tant au Luxembourg qu’à l’étranger, dans d’autres sociétés ou entreprises sous quelque forme que ce soit et la gestion de ces participations. La Société pourra en particulier acquérir par souscription, achat, et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, incluant sans limitation, des obligations, tout instrument de dette, créances, certificats de dépôt, des unités de trust et en général toute valeur ou instruments financiers émis par toute entité publique ou privée, y compris des sociétés de personnes. Elle pourra participer dans la création, le développement, la gestion et le contrôle de toute société ou entreprise. Elle pourra en outre investir dans l’acquisition et la gestion d’un portefeuille de brevets ou d’autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

La Société pourra aussi accomplir toutes opérations commerciales, industrielles ou financières, ainsi que tous transferts de propriété immobiliers ou mobiliers.

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

**Art. 4.** La Société assumera la raison sociale “e-LUX Mobile Telecommunication Services S.A.”.

**Art. 5.** Le siège social de la Société est sis à Luxembourg Ville (Grand-Duché de Luxembourg). Le siège social pourra être transféré à tout autre endroit de la ville de Luxembourg par simple décision du conseil d’administration. Des succursales ou autres bureaux pourront être établis dans le grand-duché de Luxembourg ou à l’étranger sur résolution du conseil d’administration. En cas de force majeure (que des événements extraordinaires d’ordre politique, économique ou social se présentent ou sont imminents), de nature à compromettre l’activité normale de la Société en son siège, ou la communication de ce siège avec des tiers à l’étranger, le siège social de la Société pourra être provisoirement transféré par le conseil d’administration à l’étranger jusqu’à complète cessation de ces circonstances anormales; ces mesures provisoires n’auront toutefois aucun effet sur la nationalité de la Société, laquelle, nonobstant ce transfert provisoire de son siège social, restera luxembourgeoise.

### **B. Capital social, actions**

**Art. 6.** Le capital souscrit de la Société est fixé à trente et un mille cinq cents euros (EUR 31.500,-), représenté par trente et un mille cinq cents (31.500) actions d’une valeur nominale d’un euro (EUR 1,-) chacune. Chacune de ces actions possède le droit de vote lors des assemblées générales ordinaires et extraordinaires.

**Art. 7.** La Société pourra racheter ses propres actions dans les conditions prévues par la loi.

**Art. 8.** Les actions de la Société seront émises sous la forme nominative.

La Société ne reconnaîtra qu'un seul propriétaire par action. Les copropriétaires conjoints devront désigner un représentant unique qui les représentera vis-à-vis de la Société.

**Art. 9.** Les actions de la Société sont cessibles conformément aux conditions édictées par l'article 40 de la loi du 10 août 1915 sur les sociétés commerciales, telle qu'amendée.

**Art. 10.** Le décès, la suspension des droits civiques, la faillite ou l'insolvabilité de l'un des actionnaires n'entraînera en rien la dissolution de la Société.

### C. Gestion

**Art. 11.** La Société sera gérée par un conseil d'administration composé de trois (3) membres au moins, qui n'auront pas besoin d'être actionnaires de la Société. Chaque administrateur peut être de classe A ou de classe B.

Toutefois, s'il est constaté lors d'une assemblée des actionnaires que toutes les actions émises par la Société sont détenues par un seul actionnaire, la Société pourra être administrée par un seul administrateur et ce, jusqu'à la première assemblée des actionnaires faisant suite au moment de la constatation par la Société que ses actions sont à nouveau détenues par plus d'un actionnaire.

Les administrateurs seront élus par les actionnaires lors de leur assemblée générale annuelle, qui déterminera leur rémunération ainsi que la durée de leur mandat. Les administrateurs seront élus pour une période ne pouvant dépasser six ans, et ils occuperont leurs fonctions jusqu'à ce que leurs successeurs aient été élus. A moins qu'une période ait été spécifiée pour la durée de leur mandat, ils seront considérés comme élus pour un mandat de deux ans. Ils occuperont leurs fonctions jusqu'à ce que leurs successeurs aient été élus. Ils seront rééligibles.

Tout administrateur pourra être démis avec ou sans raison et à tout moment par l'assemblée générale des actionnaires. En cas de vacance dans le poste d'un administrateur pour cause de décès, de démission, de retraite ou autrement, les administrateurs restants pourront nommer un administrateur à titre temporaire pour suppléer à cette vacance jusqu'à ratification de cette décision par la prochaine assemblée générale des actionnaires.

Dans ses rapports avec les tiers, le conseil d'administration est investi des pouvoirs les plus étendus pour agir au nom de la Société en toutes circonstances et pour autoriser tous actes et opérations entrant dans le cadre de l'objet social de la Société.

La Société sera engagée en toutes circonstances par la signature conjointe d'un administrateur de classe A et d'un administrateur de classe B de la Société.

Lorsque le conseil d'administration est composé d'un (1) seul membre, la Société sera valablement engagée, en toutes circonstances et sans restrictions, par la signature individuelle de l'administrateur unique.

Le conseil d'administration pourra déléguer les pouvoirs dont il est investi pour la gestion journalière des affaires de la Société ainsi que la représentation de la Société relative à cette gestion journalière des affaires sociales, et avec l'approbation préalable de l'assemblée générale des actionnaires, à tous membres du conseil d'administration, administrateurs, directeurs ou autres cadres de la Société, qui n'auront pas besoin d'être des actionnaires de la Société, à telles conditions et avec tels pouvoirs que le conseil d'administration déterminera. Il pourra également conférer tous pouvoirs et mandats spéciaux à tous tiers qui n'auront pas besoin d'être des administrateurs, et nommer ou démettre tous agents et employés, et fixer leur rémunération.

**Art. 12.** La Société sera gérée par un conseil d'administration qui pourra choisir en son sein un président et un vice-président. Il pourra également choisir un secrétaire, lequel sera chargé d'établir les procès-verbaux des réunions du conseil d'administration.

Le conseil d'administration se réunira sur convocation du président ou de deux administrateurs à l'endroit indiqué dans l'avis de convocation. A moins d'indication contraire dans l'avis de convocation, les réunions du conseil d'administration se tiendront au siège social de la Société.

Le président présidera toutes les réunions du conseil d'administration; en cas d'absence de sa part, le conseil d'administration pourra nommer un autre président pro tempore désigné à la majorité des personnes présentes et votant lors de cette réunion.

Avis écrit de convocation à toute réunion du conseil d'administration devra être donné aux administrateurs soixante-douze (72) heures au moins avant la date prévue pour la réunion, excepté en cas d'urgence, auquel cas la nature et les motifs de l'urgence devront être indiqués dans l'avis. Cet avis ne sera nécessaire lorsque chacun des administrateurs en aura convenu par écrit ou par câble, par télécopie, par télégramme, par télex, par message électronique ou par tous autres moyens de communication similaires. Un avis séparé ne sera pas nécessaire pour les réunions du conseil d'administration tenues aux lieu et heure indiqués dans un tableau préalablement adopté par une résolution du conseil d'administration.

Aucun avis de convocation ne sera nécessaire dès lors que tous les membres du conseil d'administration sont présents ou représentés lors d'une réunion du conseil d'administration ou en cas de résolutions écrites signées par tous les membres du conseil d'administration.

Tout administrateur pourra agir lors de toute réunion du conseil d'administration en nommant un autre administrateur comme son mandataire par écrit, par câble, par télécopie, par télégramme, par télex, par message électronique ou par

tous autres moyens de communication similaires. Tout administrateur pourra représenter un ou plusieurs de ses collègues.

Tout administrateur pourra participer à toute réunion du conseil d'administration par voie de conférence téléphonique, vidéoconférence ou tous autres moyens de communication similaires permettant à l'ensemble des personnes participant à cette réunion de s'entendre les uns les autres. Toute participation par ces moyens sera considérée comme équivalente à une participation en personne à cette réunion, et ces réunions seront considérées comme étant tenues au siège social de la Société.

Le conseil d'administration ne peut valablement délibérer ou agir que si une majorité au moins des administrateurs sont présents ou représentés lors de la réunion du conseil d'administration. Les décisions du conseil d'administration seront prises à la majorité des voix des administrateurs présents ou représentés lors de la réunion.

Le conseil d'administration pourra sur assentiment unanime d'une telle résolution adopter des résolutions par voie circulaire en exprimant leur accord par écrit, par câble, par télécopie, par télégramme, par télex, par message électronique ou par tous autres moyens de communication similaires. L'ensemble de ces documents constituera le procès-verbal établissant cette résolution. Ces résolutions seront considérées comme ayant été prises au siège social de la Société.

**Art. 13.** Les procès-verbaux de toutes les réunions du conseil d'administration seront signés par son président ou, en son absence, par le vice-président ou par deux administrateurs. Les copies ou extraits de ces procès-verbaux destinés à être produits en justice ou ailleurs seront signés par le président ou par deux administrateurs ou par toute personne dûment désignée à cet effet par le conseil d'administration.

**Art. 14.** Le décès ou la démission d'un administrateur pour quelque raison que ce soit n'entraînera pas la dissolution de la Société.

**Art. 15.** Les administrateurs n'assument pas du fait de leur position une quelconque responsabilité personnelle relativement à des engagements régulièrement pris par eux au nom de la Société. Ils ne sont que des agents autorisés et ne sont de ce fait responsables que de la bonne exécution de leur mandat.

**Art. 16.** Le conseil d'administration pourra décider de verser des dividendes intérimaires sur base d'un relevé de compte préparé par le conseil d'administration et indiquant que des fonds sont disponibles à suffisance en vue de distribution, étant entendu que le montant à être distribué ne pourra être supérieur aux profits réalisés depuis la clôture de l'exercice social précédent, augmenté des bénéfices reportés et des réserves distribuables, moins les pertes reportées et les montants devant être attribués à une réserve exigée par la loi ou les présents statuts. La décision du conseil d'administration de procéder à une distribution de dividendes intérimaires ne pourra être prise postérieurement à un délai de deux mois après la date à laquelle les comptes intérimaires ont été établis.

**Art. 17.** Les opérations de la Société seront surveillées par un ou plusieurs commissaires aux comptes, qui n'auront pas besoin d'être actionnaires. Les commissaires aux comptes seront nommés par l'assemblée générale des actionnaires, qui déterminera leur nombre, leur rémunération et la durée de leur mandat, laquelle ne pourra être supérieure à six ans. A moins que la durée de ce mandat ait été spécifiquement déterminée, ils seront tenus pour avoir été élus pour un mandat de deux ans.

#### D. Décisions de l'actionnaire unique - Décisions collectives des actionnaires

**Art. 18.** Tout actionnaire pourra prendre part à des décisions collectives quel que soit le nombre d'actions dont il est propriétaire. Tout actionnaire possède un nombre de voix identique à celui des actions dont il est porteur ou qu'il représente.

**Art. 19.** A moins de majorité plus élevée fixée par les présentes, les décisions collectives ne sont valablement prises que si elles sont adoptées par des actionnaires possédant plus d'une moitié du capital social. Les actionnaires ne peuvent modifier la nationalité de la Société autrement que par consentement unanime. Toute autre modification des statuts exige l'approbation d'une majorité d'actionnaires représentant deux tiers au moins des votes exprimés.

**Art. 20.** L'assemblée générale annuelle des actionnaires se tiendra le 3<sup>ème</sup> mercredi du mois de juin à 14.30 heures au siège social de la Société ou à tout autre endroit qui sera fixé dans l'avis de convocation.

Si ce jour est un jour férié légal, l'assemblée générale annuelle se tiendra le premier jour ouvrable qui suit.

**Art. 21.** En cas d'actionnaire unique, cet actionnaire exercera l'ensemble des pouvoirs dont est investie l'assemblée générale des actionnaires aux termes des dispositions du Chapitre IV de la loi du 10 août 1915 sur les sociétés commerciales, ainsi qu'ultérieurement amendée.

#### E. Exercice social - Comptes annuels - Distribution des bénéfices

**Art. 22.** L'exercice social de la Société débutera le 1<sup>er</sup> janvier et prendra fin le 31 décembre de chaque année civile.

**Art. 23.** Chaque année au 31 décembre, les comptes sociaux seront clos et les administrateurs prépareront un inventaire comprenant une indication de la valeur des actifs et passifs de la Société. Tout actionnaire pourra examiner ledit inventaire ainsi que le bilan au siège social de la Société.

**Art. 24.** Cinq pour cent (5%) des bénéfices nets annuels de la Société seront affectés à la constitution de la réserve légale, jusqu'à ce que cette réserve atteigne dix pour cent (10%) du capital social de la Société. Le bilan pourra être librement utilisé par les actionnaires.

L'assemblée générale des actionnaires, sur recommandation du conseil d'administration, déterminera de quelle manière le solde des bénéfices annuels nets sera affecté.

En cas d'actions partiellement libérées, les dividendes seront payables pro rata le montant libéré sur ces actions.

## F. Dissolution - Liquidation

**Art. 25.** En cas de dissolution de la Société, la liquidation sera effectuée par un ou plusieurs liquidateurs qui n'auront pas besoin d'être actionnaires, nommés par l'assemblée générale des actionnaires, qui déterminera leurs pouvoirs et leurs émoluments. A moins de stipulation du contraire, les liquidateurs seront investis des pouvoirs les plus étendus pour effectuer la réalisation des actifs et le paiement des passifs de la Société.

Le solde résultant de la réalisation des actifs et du paiement des passifs sera distribué aux actionnaires au prorata des actions de la Société qu'ils détiennent.

**Art. 26.** La loi luxembourgeoise sur les sociétés du dix août mil neuf cent quinze, telle qu'ultérieurement amendée, sera d'application pour toutes les matières qui ne seraient pas régies par les présents Statuts.

### *Dispositions transitoires*

1. Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2015.
2. La première assemblée générale ordinaire se tiendra en 2016.

### *Souscription et libération*

Les statuts de la Société ayant été ainsi arrêtés, les trente et un mille cinq cents (31.500) actions ont été souscrites comme suit:

1) Monsieur Hayrettin Re at KÖYMEN, pré-qualifié, sept mille cinq cents actions, . . . . .	7.500
2) Monsieur Ersin ÖZTÜRK, pré-qualifié, sept mille cinq cents actions, . . . . .	7.500
3) Monsieur Yusuf Ata ARIAK, pré-qualifié, sept mille cinq cents actions, . . . . .	7.500
4) Monsieur Serdar GÜNGÖR, pré-qualifié, quatre mille cinq cents actions, . . . . .	4.500
5) Monsieur brahim Tolga SÖNMEZALP, pré-qualifié, quatre mille cinq cents actions, . . . . .	4.500
Total: trente et un mille cinq cents actions, . . . . .	31.500

Toutes ces actions ont été entièrement libérées par les souscripteurs pré-dits moyennant un versement en numéraire, de sorte que la somme de trente et un mille cinq cents euros (31.500,- EUR) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire par une attestation bancaire, qui le constate expressément.

### *Déclaration*

Le notaire instrumentaire déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, et en confirme expressément l'accomplissement.

### *Assemblée générale extraordinaire*

Les comparants pré-mentionnés, représentant la totalité du capital social et se considérant comme étant valablement convoqués, déclarent se réunir en assemblée générale extraordinaire et prennent les résolutions suivantes à l'unanimité:

1. Le siège social de la Société est fixé au 21, Avenue Monterey, L-2163 Luxembourg (Grand-Duché de Luxembourg).
2. Le nombre des administrateurs est fixé à trois (3) et les personnes suivantes sont nommées administrateurs de la Société pour un mandat de deux (2) ans:
  - Monsieur Serdar GÜNGÖR, né le 13 août 1963 à Mu (Turquie), demeurant à Koru Mahallesi, Akkavak Soka ı No: 10, 06810 Çankaya-Ankara, Turquie, administrateur B;
  - Monsieur brahim Tolga SÖNMEZALP, né le 3 juillet 1975 à Ankara (Turquie), demeurant à Konutkent Mahallesi, 2432.Cadde, Hollanda Apartmanı No:226/2, 06810 Çankaya-Ankara, Turquie, administrateur A;
  - Monsieur Hassane DIABATE, avocat omis, né le 4 avril 1971 à Treichville (Côte d'Ivoire), demeurant professionnellement à L-2163 Luxembourg, 21, Avenue Monterey, administrateur B.

3. Le conseil d'administration est autorisé à nommer un administrateur délégué parmi les administrateurs de la Société qui sera autorisé à représenter et engager la Société par rapport aux tiers conformément aux dispositions de l'article 11 des statuts de la Société.

4. Le nombre de commissaires aux comptes est fixé à un (1), et la personne suivante est nommée en tant que commissaire aux comptes de la Société pour un mandat de deux (2) ans:

Monsieur Kemal And PILAVOGLU, né le 5 avril 1973 à Ankara (Turquie), demeurant à Birlik Mahallesi 391. Cadde 8/8, Çankaya-Ankara (Turquie).

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Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison du présent acte, est évalué approximativement à mille cent euros.

*Déclaration*

Le notaire soussigné, qui comprend et parle l'anglais et le français, déclare par les présentes, qu'à la requête des comparants le présent acte est rédigé en anglais suivi d'une version française; à la requête des mêmes comparants, et en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte au Mandataire des comparants, agissant comme dit ci-avant, connu du notaire par nom, prénom, état civil et domicile, ledit Mandataire a signé avec Nous, notaire, le présent acte.

Signé: H. DIABATE, C. WERSANDT.

Enregistré à Luxembourg A.C. 2, le 3 mars 2015. 2LAC/2015/4535. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Paul MOLLING.

-POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 6 mars 2015.

Référence de publication: 2015037520/479.

(150043410) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

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**PGE Europe one S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 132.124.

Il résulte d'une lettre de démission datée du 5 mars 2015 que la société anonyme AUDIEX S.A. a démissionné de son mandat de commissaire aux comptes de la société PGE Europe One S.A., inscrite au Registre de Commerce et des Sociétés sous le numéro B 132 124, avec effet immédiat.

Luxembourg, le 5 mars 2015.

CF Corporate Services

Société Anonyme

2, avenue Charles de Gaulle

L - 1653 Luxembourg

Référence de publication: 2015038802/15.

(150043880) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

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**Fiducia S.A., Société Anonyme.**

**Capital social: EUR 31.000,00.**

Siège social: L-5942 Itzig, 1, rue Désiré Zahren.

R.C.S. Luxembourg B 175.011.

*Extraits des résolutions prises lors de l'assemblée générale extraordinaire des actionnaires tenue en date du 2 mars 2015*

L'Assemblée Générale des actionnaires a adopté à l'unanimité les résolutions suivantes:

1. M. Frank Jacopucci, né à Luxembourg, au Grand-duché du Luxembourg le 23/12/1973, et demeurant professionnellement au 8, rue Adolphe Fischer, L-1520 Luxembourg, est nommé administrateur de la société. Son mandat prendra fin avec l'assemblée générale ordinaire qui se tiendra en l'année 2020.

2. M. Daniele MARINI, né à Ascoli Piceno, Italie le 3 août 1973 et demeurant au 4, Boulevard d'Avranches, L-1160 Luxembourg, est nommé administrateur de la société. Son mandat prendra fin avec l'assemblée générale ordinaire qui se tiendra en l'année 2020.

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

Luxembourg, le 02 mars 2015.

Pour FIDUCIA S.A.

Frank JACOPUCCI

Référence de publication: 2015038564/20.

(150043590) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.

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**Abac Solutions (SCA) SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.**

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

R.C.S. Luxembourg B 195.108.

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STATUTES

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

Before Maître Henri Hellinckx, notary residing in Luxembourg.

There appeared:

1) Abac Solutions Manager, a société à responsabilité limitée incorporated under the laws of Luxembourg with its registered office at 40, Avenue Monterey, L-2163 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 187258;

2) Mr Josep Oriol Piña Salomo, born in Barcelona, at 24<sup>th</sup> January 1972, professionally residing at Diagonal 535, 1-2, 08029, Barcelona, Spain;

(3) Mr Borja Martinez de la Rosa, born in Barcelona, at 14<sup>th</sup> June 1973, professionally residing at Diagonal 535, 1-2, 08029, Barcelona, Spain;

(4) Mr Saul Ruiz de Marcos, born in Madrid, at 28<sup>th</sup> June 1975, professionally residing at C/ Villanueva, 31, 1<sup>o</sup> Dcha, 28001, Madrid, Spain; and

(5) Mr Javier Rigau Pages, born in Barcelona, at 11<sup>th</sup> September 1978, professionally residing at Diagonal 535, 1-2, 08029, Barcelona, Spain;

All being represented by Solange Wolter-Schieres, notary clerk, professionally residing in Luxembourg by virtue of five (5) proxies given under private seal.

Such proxies signed "ne varietur" by all the appearing parties and the undersigned notary, shall remain annexed to this document to be filed with the registration authorities.

Such appearing parties, in the capacity in which they act, have requested the notary to state as follows the articles of incorporation of a company which they form between themselves.

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

**Art. 1. Name.** There is formed among Abac Solutions Manager, the unlimited shareholder and the managing director of the Company (the General Partner - actionnaire-commandité gérant) and the holders of various classes of ordinary shares (the Limited Shareholders - actionnaires commanditaires), and collectively with the General Partner, the Shareholders), a société en commandite par actions qualifying as a société d'investissement en capital à risque (SICAR) under the name "Abac Solutions (SCA) SICAR" (the Company), which shall be governed by the laws of Luxembourg, in particular by the SICAR Law, the Companies Act, as well as by the Articles of Association and the PPM.

**Art. 2. Registered office.**

2.1 The registered office of the Company is established at Luxembourg City, Grand Duchy of Luxembourg. It may be transferred within the boundaries of the municipality by a resolution of the General Partner. The registered office may further be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the Shareholders adopted in the manner required for the amendment of the Articles of Association.

2.2 Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the General Partner. Where the General Partner determines that extraordinary political or military developments or events have occurred or are imminent as determined in its sole discretion and that these developments or events may interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances. Such temporary measures shall have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

**Art. 3. Object.**

3.1 The object of the Company is the investment of the funds available to it in risk capital within the meaning of article 1 of the SICAR Law and CSSF Circular 06/241 as more specifically defined and described in the PPM.

3.2 The Company may also invest in any participation, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever carrying a risk capital feature and the administration, management, control and development of such participations.

3.3 The Company may carry out all transactions pertaining directly or indirectly to its participations in companies and/or enterprises, including the administration, management, control, development, optimization and realization of such

participations as an investor in such participations, which it may deem useful for the fulfilment and development of its purpose as stated herein, to the extent permitted under the SICAR Law.

3.4 The Company may grant loans, advances or guarantees to direct and indirect subsidiaries for the accomplishment of its purpose.

3.5 The Company can generally perform all commercial, technical and financial or other operations, connected directly or indirectly in all areas in order to facilitate the accomplishment of its purpose.

#### **Art. 4. Duration.**

4.1 The Company is formed for 10 years from the First Closing Date, which may be extended by up to 2 additional one year periods, the first period at the discretion of the General partner and the second period with the approval of the Supervisory Committee.

4.2 The Company may, subject to the approval of the CSSF, be dissolved, at any time, by a resolution of the Shareholders of the Company adopted in the manner required for the amendment of the Articles of Association.

4.3 The Company shall not be dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting any of the Shareholders. In case of death, incapacity or inability of the General Partner, article 112 of the Companies Act shall apply.

## **II. Capital - Shares**

#### **Art. 5. Capital.**

5.1 The capital of the Company is variable and shall be represented by Shares with no nominal value. The minimum subscribed share capital of the Company, increased by the share premium if any, which must be achieved within twelve (12) months after the date on which the Company was authorised as a “société d’investissement en capital à risque” or “SICAR” under the SICAR Law, shall be EUR 1,000,000 (one million Euro).

5.2 The share capital is composed of 1 (one) management share, Class A Shares, Class B Shares and Class C Shares with rights and obligations as set forth in the Articles of Association and the PPM.

The initial capital is set at thirty-one thousand two hundred and one Euro (EUR 31,201.-) represented by one (1) Management Share and thirtyone thousand two hundred (31,200) B Shares, of no par value each.

5.3 The Class A Shares, Class B Shares and Class C Shares in the Company may only be subscribed for by Well-Informed Investors.

5.4 Each Shareholder shall have signed a Subscription Agreement recording its Commitment irrevocably committing to make all subscriptions and payments for the entire Commitment, unless otherwise decided by the General Partner but ensuring that all Shareholders are treated equally in this regard.

5.5 The Company, after receiving SICAR authorisation, qualifies as a financial institution within the meaning of the Luxembourg anti-money laundering legislation. The Company’s administrative agent shall be entrusted by the General Partner to apply all applicable measures in order to prevent money laundering and terrorist financing as well as in order to comply with insider regulations. Such measure shall include, in particular, the introduction of necessary KYC checks and anti-money laundering procedures for the Company.

**Art. 6. Increase and Reduction of share capital.** The share capital of the Company may be increased or reduced by a resolution of the General Partner of the Company.

#### **Art. 7. Shares - Issuance - Redemption - Default.**

7.1 The Shares are and will remain in registered form (actions nominatives) will be immaterial and delivered to the Shareholders in the form of a material certificate only at their request.

7.2 A Shareholders’ register will be kept at the registered office of the Company in accordance with the provisions of the Companies Act and may be examined by each Shareholder who so requests.

7.3 Shares shall be transferred by a written declaration of transfer registered in the Shareholders’ register of the Company, such declaration of transfer to be executed by the transferor and the transferee or by persons holding suitable powers of attorney. The Company may also accept as evidence of transfer other instruments of transfer satisfactory to the Company.

7.4 Each Share entitles the holder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence, subject to the terms of the Private Placement Memorandum.

7.5 Towards the Company, the Company’s Shares are indivisible, since only one owner is recognized per share. Joint co-owners must appoint a sole person as their representative towards the Company.

7.6 The Company may redeem its own Shares in accordance with the provisions of the PPM and within the limits set forth by the SICAR Law.

7.7 There will generally be no redemption at the initiative of the Shareholders. The General Partner may, however, cause the Company to acquire and redeem its own Shares, for example with a view to effect distributions or a return of capital in compliance with the terms of the PPM, the Articles of Association and subject to the limits set forth by the

Companies Act and the SICAR Law. Such redemption is, however, currently not anticipated and, in case it is made, shall be made in accordance with the procedures set out in the Companies Act.

7.8 Notwithstanding the above, if a Shareholder loses its status of Well-Informed Investor, the General Partner will automatically and immediately cause the repurchase of the Shares of such Shareholder by the Company without approval from the Shareholder. The purchase price of the repurchased Shares will be determined on the basis of the Net Asset Value of the Company discounted by 50% or where the loss of status is solely as a result of a change in the SICAR Law discounted by 25% and the purchase price will be paid within 3 months following the repurchase.

7.7 The Company shall issue Shares to the Shareholders in such number as provided in the drawdown notices issued by the General Partner in relation to the Shareholders' Commitments pursuant to Article 5.4 not less than 10 Business Days prior to the due date so that amounts drawn under each notice shall constitute the consideration payable for the new Shares to be issued by the Company. The Shares will be fully paid up. 7.8 If a Shareholder fails to pay the amount which is the subject of a drawdown notice on or before the date of expiry of such drawdown notice, such Shareholder shall be a "Defaulting Shareholder" and the General Partner will, at any time thereafter, give notice to such Defaulting Shareholder (the "Default Notification"). The rights of the General Partner following a Shareholder becoming a Defaulting Shareholder are set out in the PPM.

#### **Art. 8. Share transfers.**

8.1 The General Partner shall not sell, assign, transfer, exchange, pledge, encumber or otherwise dispose of all or any part of its rights and obligations as a General Partner, other than to an Associate of the General Partner (whereupon in the case of an assignment or transfer, such Associate shall become the General Partner in place of the transferor), or voluntarily withdraw as the General Partner of the Company, without the approval of the CSSF and Shareholders by an Investors' Special Consent.

8.2 No sale, assignment, transfer, exchange, pledge, encumbrance or other disposition (including the granting of any participation) ("Transfer") of Shares (other than pursuant to clauses 17.2 to 17.8 of the PPM), whether direct or indirect, voluntary or involuntary (including, without limitation, to an Associate or by operation of law), shall be valid or effective except:

(a) to a Well-Informed Investor, and

(b) with the prior written consent of the General Partner which consent can be given or withheld in its sole and absolute discretion for any reason whatsoever provided that in the case of any Transfer:

(i) to an Associate of an existing Shareholder, provided however that no Transfer shall be valid without the consent of the General Partner (which consent can be given or withheld in its sole and absolute discretion) if it is undertaken as a series of Transfers which would result in the ultimate transferee not being an Associate of the original transferor; or

(ii) to a replacement trustee or replacement trustees of an existing Shareholder which holds its interest on trust for one or more beneficial owners provided that there is no change in beneficial ownership; or

(iii) to any custodian or nominee of an existing Shareholder provided there is no change in beneficial ownership; or

(iv) to any other fund or collective investment scheme managed or advised by the same General Partner or adviser as an existing Shareholder,

then such consent shall not be unreasonably withheld or delayed; and

(c) where none of the following apply:

(i) such Transfer would result in a violation of applicable law, including United States Federal or State securities laws, or any term or condition of the PPM;

(ii) as a result of such Transfer, the Company would be required to register as an investment company under the Investment Company Act;

(iii) such Transfer would cause the Company to be disqualified or terminated as a partnership (including for applicable tax purposes), but only if such termination could reasonably be expected to result in material adverse tax consequences to the Shareholders;

(iv) such Transfer would result in the assets of the Company, if any, being treated as "plan assets" under the Plan Assets Regulation;

(v) such Transfer would cause the Company to be classified as an association taxable as a corporation for United States Federal income tax purposes; or

(vi) such Transfer would constitute a transaction effected through an "established securities market" within the meaning of the United States Treasury Regulations promulgated under section 7704 of the Code or otherwise would cause the Company to be a "publicly traded partnership" within the meaning of section 7704 of the Code, or would cause there to be more than 100 Shareholder (as determined under the Treasury Regulations promulgated under section 7704 of the Code). For purposes of determining the number of Shareholders under this clause 8.2(c)(vi), a person (a "beneficial owner") owning an interest in a partnership, grantor trust or S corporation for United States Federal income tax purposes (a "flow-through entity") that owns directly, or through other flow-through entities, a Share, is treated as a Shareholder if (X) substantially all of the value of the beneficial owner's interest in the flow-through entity is attributable to the flow-



through entity's direct or indirect interest in the Company and (Y) a principal purpose in using the tiered arrangement is to permit the Company to have not more than 100 Shareholders.

8.3 For the purposes of determining whether any proposed Transfer breaches any provision of clause 8.2(c) the General Partner shall be entitled to require, as a condition of registering any Transfer or giving consent to any Transfer, that any proposed Substitute Investor either (at the General Partner's discretion) provide to the General Partner an opinion of counsel (such counsel and opinion to be in a form reasonably satisfactory to the General Partner) or a certificate of an authorised officer of the proposed Substitute Investor that the proposed Transfer does not breach any of the provisions of clause 8.2(c). The General Partner shall be entitled to rely on such opinion or certificate for the purposes of determining whether any proposed Transfer breaches any of the provisions of clause 8.2(c).

8.4 Each Substitute Investor shall be bound by all the provisions of these Articles and the PPM and, as a condition of registering any Transfer or giving its consent to any Transfer to be made in accordance with the provisions of this clause 8, the General Partner shall require (and the transferring Shareholder shall take all necessary steps to ensure) that the proposed Substitute Investor acknowledges, in such written form as may be required by the General Partner, its assumption (in whole or, if the substitution is in respect of part only, in the proportionate part) of the obligations of the transferring Shareholder by agreeing to be bound by all the provisions of these Articles of Association and the PPM and becoming a Shareholder and undertakes to indemnify the Company and General Partner in respect of any liabilities, obligations, legal costs, taxes and expenses associated with or arising directly or indirectly as a result of such Transfer.

8.5 The Substitute Investor shall not become a Shareholder and neither the Company nor the General Partner shall incur any liability to any person for allocations and distributions made in good faith to the transferring Investor until:

(a) the written instrument of transfer has been received by the Company and recorded in its books and the effective date of the transfer has passed; and

(b) the General Partner has confirmed that the proposed transferee has, in the General Partner's view, supplied the necessary information to allow the General Partner to comply with any applicable anti-money laundering requirements relating to the admission of the proposed transferee as a Shareholder in the Company.

8.6 Provided that the Substitute Investor has acknowledged its assumption of the obligations of the transferring Shareholder the General Partner shall, on behalf of all of the Shareholders, be authorised (but shall not be obliged) to release any Shareholder who is making a Transfer for any future obligation in respect of the Share which is the subject of such Transfer.

8.7 No transfer of a Share in violation of this clause shall be valid or effective, and the Company shall not recognise the same, for the purposes of making distributions of Proceeds or repayments of Outstanding Amounts or otherwise with respect to interests in the Company.

8.8 Except as provided in clauses 10.8 to 10.13 of the PPM and this clause 8, or otherwise agreed with the General Partner no Shareholder shall have the right to withdraw from the Company.

### **III. Management - Representation**

#### **Art. 9. Management of the Company.**

9.1 The Company shall be managed by the General Partner. Subject to the provisions of Article 9.8 below, Abac Solutions Manager is and shall remain the General Partner for the duration of the Company.

9.3 Special and limited powers may be delegated for determined matters to one or more agents, whether shareholders or not, by the General Partner.

9.4 The General Partner is authorised to delegate the day-to-day management of the Company and the power to represent the Company in respect thereto to one or more officers, or other agents who may but are not required to be Shareholders, acting individually or jointly.

9.5 The Company shall be bound towards third parties by the signature of the General Partner or by the joint or single signature of any person to whom such signatory power has been validly delegated in accordance with Articles 9.3 and 9.4 of these Articles of Association and within the limits of such power.

9.6 Subject to the provisions of Article 9.8 below, no contract or other transaction between the Company and any other company or person shall be affected or invalidated by the fact that the General Partner or any officers of the Company has an interest in the transaction, or is a director, associate, officer or employee of such other company or person.

9.7 After the second anniversary of the Final Closing Date the General Partner may be removed by resolution at a meeting convened in accordance with the Articles of Association, provided that such removal has been approved by the written consent of Shareholders who hold Commitments which in aggregate equal or exceed 75% (seventy five per cent) of Total Commitments. For the avoidance of doubt, the Commitments of any Associates of the General Partner shall not be included as part of the consent or of Total Commitments for these purposes. Subject to clause 9.8, the removal of the General Partner shall be without prejudice to the right of the General Partner to compensation for termination of its appointment in the amount of one times the Management Fee (or drawings on account therefor) in respect of the Accounting Period immediately prior to the Accounting Period in which termination occurs.

9.8. Further, the General Partner may be removed at any time for cause (as more specifically defined and described in the PPM) by the written consent of Shareholders who hold Commitments which are in aggregate at least equal to 66% (sixty six per cent) of Total Commitments.

9.9 In the event of a removal of the General Partner under clauses 9.7 or 9.8, the General Partner shall be replaced within ninety (90) Business Days of its removal by a new General Partner (the “New General Partner”) appointed by Investors’ Ordinary Consent, provided the following conditions are fulfilled:

- a. the New General Partner shall have agreed in writing to accept the duties and obligations of the General Partner;
- b. the managers of the New General Partner shall have been approved by the CSSF; and
- c. the Articles of Association and the PPM have been duly amended to reflect the appointment of the New General Partner.

#### 9.10 Potential Conflicts of Interest

9.10.1 The General Partner recognises that there may be situations where conflicts of interest arise and intends to avoid or mitigate such situations during the life of the Company. Where this is not possible, conflicts of interest shall be managed fairly, openly, honestly and with integrity.

9.10.2 Conflicts of interest will be diligently identified and disclosed to the parties concerned. The board of managers of the General Partner is responsible for supervising possible conflicts of interest that may exist. Conflicts of interest shall be subject to the approval of the board and no transaction which is or could be considered to be a conflict of interest will proceed without such consent. Potential or actual conflicts of interest may furthermore be identified by the Shareholders. Shareholders may furthermore notify the General Partner of any such potential conflict matters.

9.10.3 Board meetings shall be held when deemed appropriate for the proper handling of any conflicts brought to its attention. On any matter involving a potential or actual conflict of interest, the board shall be guided by its good faith judgment as to the best interests of all parties involved and shall take such actions as are determined by it, as the case may be, to be necessary or appropriate to ameliorate such conflicts of interest.

9.10.4 In case of a potential conflict situation, the board will make a sound and reasonable assessment of the situation taking into account all relevant facts and circumstances. If it is decided that the matter at hand does not represent a conflict of interest situation, the board will approve to continue with the respective transaction provided that it does not act in contravention of any decision or advice of the Supervisory Committee in respect of such matter. If it is decided that the matter does present a (potential) conflict of interest situation, the General Partner shall fully disclose and refer any (potential) conflict of interest to the Company’s general meeting for its binding determination.

9.10.5 Conflicts of interest will in any case be dealt with in accordance with article 7a of the SICAR Law and regulations from the CSSF.

#### **Art. 10. Liability.**

10.1 To the extent permissible under Luxembourg law, the General Partner and other officers of the Company, as well as those persons to whom such signatory powers have been validly delegated in accordance with Articles 9.3 and 9.4 of these Articles of Association, shall be indemnified out of the assets of the Company against all costs, charges, losses, damages and expenses incurred or sustained by them in connection with any actions, claims, suits or proceedings to which they may be made a party by reason of being or having been managers, officers or delegates of the Company, by PAGE 12 reason of any transaction carried out by the Company, any contract entered into or any action performed, concurred in, or omitted, in connection with the execution of their duties save for where set out otherwise in the PPM.

10.2 The General Partner is liable for all liabilities of the Company to the extent that they cannot be paid out of the assets of the Company.

### **IV. General meetings of Shareholders**

#### **Art. 11. Powers and Voting rights.**

11.1 The general meeting of Shareholders properly constituted represents the entire body of Shareholders of the Company.

11.2 It cannot order, adopt, carry out or ratify acts relating to the operations of the Company without the consent of the General Partner; provided, that the General Partner shall consent to any decision or approval of the Shareholders or the Supervisory Committee made pursuant to the terms of the PPM.

11.3 Resolutions of the Shareholders shall be adopted at general meetings.

11.4 Each Shareholder has voting rights commensurate to his shareholding. Each share is entitled to one vote.

#### **Art. 12. Notices, Quorum, Majority and Voting proceedings.**

12.1 The General Partner will convene, at least, an annual meeting of the Company. Any Shareholder whose Commitments in aggregate represent 25% (twenty five per cent) or more of Total Commitments may, by notice in writing together with an agenda, require the General Partner to call a meeting of the Company and the General Partner shall convene such a meeting for a date no later than 21 days from the date of that notice. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any Shareholder shall not invalidate the proceedings at the meeting.

12.2 No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business; save as herein otherwise provided, Shareholders holding commitments equal to or in excess of fifty (50) per cent of Total Commitments present in person or by proxy shall be a quorum.

The chairman of the General Partner shall preside as chairman of every general meeting of the Company or if he is not present or is unwilling to act the directors of the General Partner shall elect one of their number to be chairman of the meeting.

12.3 The notice periods and proceedings as well as the discussion proceedings provided by law shall govern the notice for, and conduct of, the meetings of Shareholders of the Company, unless otherwise provided herein.

12.4 Meetings of Shareholders of the Company shall be held at such place and time as may be specified in the respective convening notices of the meetings.

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

12.6 A Shareholder may act at any meeting of the Shareholders of the Company by appointing another person (who need not be a shareholder) as his proxy in writing, whether in original or by telegram, telex, facsimile or email.

12.7 Each Shareholder may also participate in any meeting of the Shareholders of the Company by telephone or video conference call or by any other similar means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation in a meeting by these means is deemed equivalent to a participation in person at such meeting.

12.8 Each Shareholder may also vote by way of voting forms provided by the Company. These voting forms contain the date and place of the meeting, the agenda of the meeting, the text of the proposed resolutions as well as for each proposed resolution, three boxes allowing the Shareholders to vote in favour, against or abstain from voting on the proposed resolution. The voting forms must be sent by the Shareholders by mail, telegram, telex, facsimile or e-mail to the registered office of the Company. The Company will only accept the voting forms which are received prior to the time of the meeting specified in the convening notice. Voting forms which show neither a vote (in favour or against the proposed resolutions) nor an abstention shall be void.

12.9 At any general meeting a resolution put to the vote of the meeting shall be validly adopted if approved by Shareholders (present in person or by proxy) whose aggregate Commitments represent at least fifty (50) per cent of Total Commitments. If, however, the particular action would under the terms of the PPM or the Articles of Association require approval by Investors' Ordinary Consent, Investors' Majority Consent, Investors' Special Consent or otherwise, such resolution shall only be validly adopted if also approved pursuant to such terms.

12.10 An extraordinary general meeting convened to amend any provisions of these Articles of Association shall not validly deliberate unless at least one-half of the capital is represented and the agenda indicates the proposed amendments to these Articles of Association. If this quorum is not reached, a second meeting may be convened, in the manner prescribed by these Articles of Association, by means of notices published twice, at fifteen days interval at least and fifteen days before the meeting in the Luxembourg official gazette, the Mémorial C, Recueil des Association et des Sociétés and in two Luxembourg newspapers and by providing written notice to each Shareholder at least 15 days before the meeting. Such convening notice shall reproduce the agenda and indicate the date and the results of the previous meeting. The second meeting shall validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes cast. Notwithstanding the before, any amendments to these Articles of Association require the prior approval by the CSSF and to the extent that any proposed amendment would have a material adverse effect on the rights of any class of Shareholders, the prior approval of such class of Shareholders.

12.11 The nationality of the Company may be changed, its SICAR status may be abandoned and the commitments of its Shareholders may be increased only with the unanimous consent of the Shareholders. The change of the nationality and abandon of the SICAR status can only be made with prior approval of the CSSF.

## **V. Supervision - Annual accounts - Distributions and allocation of profits**

### **Art. 13. Auditor.**

13.1 The operations of the Company and its financial situation including particularly its books shall be audited by an Independent Auditor, chosen from the list of approved auditors held by the CSSF who shall be appointed by the General Partner and who shall carry out the duties prescribed by the SICAR Law. The mechanics relating to the appointment of a replacement Independent Auditor are set out in the PPM.

13.2 The Independent Auditor shall, among other duties, promptly notify the CSSF of any fact or decision of which the Independent Auditor has become aware while carrying out the audit of the accounting information contained in the annual report of the Company or any other legal issue concerning the Company, where such fact or decision is liable to constitute a material breach of the SICAR Law or the regulations adopted for its execution, or affect the continuous functioning of the Company, or lead to a refusal to certify the accounts or to the expression of reservations thereon.

13.3 The Independent Auditor has extensive duties of informing and notifying the CSSF that may require the Independent Auditor to exercise control over one or several particular aspects of the activities and operations of the Company, at the Company's expense.

#### **Art. 14. Accounting Year and Annual general meeting.**

14.1 The accounting year of the Company shall begin on the first (1<sup>st</sup>) of January of each year and end on the thirty-first (31<sup>st</sup>) of December of the same year.

14.2 Each year, with reference to the end of the Company's year, the General Partner must prepare the balance sheet and the profit and loss accounts of the Company as well as an inventory including an indication of the value of the Company's assets and liabilities, with an annex summarising all the Company's commitments and the debts of the manager(s), and auditor(s) of the Company.

14.3 The annual general meeting of the Shareholders of the Company shall be held, in accordance with Luxembourg law, in Luxembourg at the address of the registered office of the Company or at such other place in the municipality of the registered office as may be specified in the convening notice of meeting, on the last Thursday of the month of June at 6.00 p.m. If such day is not a business day for banks in Luxembourg, the annual general meeting shall be held on the next following business day.

14.4 The annual general meeting of the Shareholders of the Company may be held abroad if, in the absolute and final judgement of the General Partner, exceptional circumstances so require.

#### **Art. 15. Distributions and allocation of profits.**

15.1 No distributions will be made unless there is sufficient cash available, or (except as part of the liquidation of the Company) if the capital of the Company would as a consequence of the distribution fall below the legal minimum EUR 1,000,000 (as required by the SICAR Law).

15.2 Distributions and allocation of profits will be made as follows.

Step 1 - Initial allocation between Share Classes

Allocations of profits and losses of the Company shall be made by the General Partner in accordance with the principles set out in relation to distributions in the Private Placement Memorandum.

Step 2 - Distributions in relation to the various Share Classes

The amounts allocated between the various classes of Shares shall then be distributed in accordance with the Private Placement Memorandum.

#### **Art. 16. NAV Calculation.**

16.1 The "Net Asset Value" of the Company is equal to the Value of the total assets of the Company less the value of the total liabilities of the Company including accounting profits adjusted for items that do not contribute to fair value (such as post balance sheet events, or deferred amounts that will not materialise) as well as any other adjustments necessary to determine the Net Asset Value in accordance with Luxembourg GAAP.

16.2 The assets of the Company shall include (without limitation):

- (a) all cash on hand or on deposit, including any interest accrued thereon;
- (b) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);
- (c) all shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments with regards to fluctuations in the market value of securities and being understood that derivatives are only used to hedge interest rate and currency fluctuations);
- (d) all stock dividends, cash dividends and cash distributions received by the Company to the extent information thereon is reasonably available to the Company;
- (e) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such assets;
- (f) the preliminary expenses of the Company insofar as the same have not been written off; and
- (g) all other assets of any nature including expenses paid in advance.

16.3 The liabilities of the Company shall include (without limitation):

- (a) all loans, bills and accounts payable;
- (b) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);
- (c) all accrued or payable expenses (including administrative expenses, custodian fees and any other agents' fees);
- (d) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company;
- (e) an appropriate provision for future taxation, if any, based on capital and income on the accounting date, and other reserves (if any) authorized and approved by the General Partner as well as such amount (if any) as the General Partner may consider to be an appropriate allowance in respect of any contingent liabilities of the Company; and

(f) all other liabilities of the Company of whatsoever nature assessed in accordance with Lux GAAP. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company. The Company may accrue administrative and other expenses of a regular or recurring nature.

16.4 All valuations shall be made on the basis of the fair value. Such value shall be determined as follows:

(a) units, shares, stocks or equity shares will be valued in accordance with the internal General Partner valuation principles that are consistent with the International Private Equity and Venture Capital valuation Guidelines (the "IPEV Guidelines") as amended from time to time. Should the IPEV Guidelines cease to exist or, in the General Partner's view, cease to be relevant, then such alternative guidelines as endorsed by the EVCA shall then be approved from time to time and provided further that when evaluating any assets which are held subject to any restriction on transfer or sales, such assets shall be valued at a reasonable discount;

(b) the value of assets denominated in a currency other than euro shall be determined by taking into account the rate of exchange prevailing at the time of the determination of the Net Asset Value; and

(c) liquid assets comprising cash, treasury bonds and regularly traded money market instruments will be valued at their market value with interest accrued, where relevant.

16.5 The General Partner may apply other fair valuation principles for the assets of the Company to the extent that, in its reasonable discretion, this is justified by circumstances or market conditions subject to such other fair valuation principles being applied on a consistent basis.

16.6 The General Partner will ensure, in accordance with the Administrative Agent, the Net Asset Value is calculated at least annually and as of such dates as is required by law (including, in particular, the SICAR Law) or determined by the General Partner (each such date being a "Valuation Day"). If, after a Valuation Day, there has been a material change in the markets where a substantial portion of the Investments of the Company are made, or if events or new information is brought to the knowledge of the General Partner which imply that a portion or a substantial portion of the Company's assets should be revalued, the General Partner may, in order to safeguard the Shares of the Shareholders and the Company, carry out another valuation prior to the next Valuation Day which shall then replace the prior valuation.

16.7 The Net Asset Value per Share on any Valuation Day equals the total Net Asset Value of the Company divided by the total number of Shares on that Valuation Day.

16.8 In the absence of bad faith, gross negligence or manifest error, every decision in calculating the Net Asset Value taken by the General Partner or by the administrative agent, shall be final and binding on the Company and on present, past or future Shareholders, subject to the year end audit by the Independent Auditor.

16.9 The General Partner may suspend the calculation of the Net Asset Value for:

(a) any period when, in the reasonable opinion of the General Partner, a fair valuation of the assets of the Company is not practicable for reasons beyond the control of the Company; or

(b) the existence of any state of affairs which constitutes an emergency as a result of which valuation of assets owned by the Company would be impractical.

16.10 All Shareholders will be promptly informed of such a suspension by the General Partner.

## VI. Dissolution - Liquidation

In the event of a dissolution of the Company, the liquidation will be carried out by one or several liquidators, who do not need to be Shareholders, appointed by a resolution of the general meeting of Shareholders, which will determine their powers and remuneration (all subject to approval by the CSSF in accordance with the SICAR Law). Unless otherwise provided for in the resolution of the Shareholders or by Companies Act or the SICAR Law, the liquidators shall realise the assets and payments of the liabilities of the Company on the best terms they reasonably believe available having been provided a reasonable amount of time to finalise the process.

The surplus resulting from the realisation of the assets and the payment of the liabilities of the Company shall be paid to the Shareholders in accordance with the Private Placement Memorandum.

At the end of the liquidation and redemption process of the Company, any amounts that have not been claimed by the Shareholders will be paid into the Caisse de consignation, which keep them available for the benefit of the relevant Shareholders during the duration provided for by law.

## VII. General provision

Reference is made to the provisions of the Companies Act and to any agreement which may be entered into among the Shareholders from time to time (if any) for all matters for which no specific provision is made in these Articles of Association.

In the event of any conflict or ambiguity between this Articles of Association and the Private Placement Memorandum, the terms of the Private Placement Memorandum shall prevail.

## VIII. Definitions

Administrative Agent      Has the meaning given in the PPM

Accounting Date	31 December 2015 and 31 December in each year thereafter or such other date as the General Partner may determine and notify to the Shareholders or (in the case of the final Accounting Period of the Company) the date when the Company is ultimately dissolved
Accounting Period	a period ending on and including an Accounting Date and beginning on the day following the immediately preceding Accounting Date or, in the case of the first Accounting Period, on the date of establishment of the Company
Articles of Association	the articles of association of the Company as amended from time to time
Associate	any corporation or undertaking which in relation to the person concerned is a holding company or parent undertaking or a subsidiary of any such holding company or undertaking or any partnership which is a subsidiary undertaking of the person concerned or of any such holding company, provided however that a Portfolio Company shall not be deemed to be an Associate of the General Partner by reason only of an Investment by the Company in such Portfolio Company and, for the avoidance of doubt, the Investment Advisers and their Associates shall be deemed to be Associates of the General Partner
Business Day	a day (not being a Saturday or Sunday or a public holiday) on which banks are generally open for non-automated business in Luxembourg
Class A Shares	the A Shares in the capital of the Company
Class B Shares	the B Shares in the capital of the Company
Class C Shares	the C Shares in the capital of the Company
CSSF	the Commission de Surveillance du Secteur Financier, the Luxembourg supervisory authority of the financial sector
Code	the United States Internal Revenue Code of 1986, as amended
Commitment	in relation to a Shareholder, the amount committed by it to the Company (and accepted by the General Partner), whether or not such amount has been advanced in whole or in part and whether or not it has been repaid to the Shareholder in whole or in part.
Companies Act	the law of 10 August 1915 on commercial companies, as amended and supplemented
Defaulting Shareholder	the meaning given in Article 7.8
Default Notification	the meaning given in Article 7.8
ERISA	the United States Employee Retirement Income Security Act of 1974, as amended
Euro or €	the currency used within the European Monetary System which is used as the reference accounting unit of the Company
Final Closing Date	the latest to occur of: (a) the date upon which the last Shareholder is admitted to the Company; or (b) the last date on which an existing Shareholder increases the amount of its Commitment, provided however that such date shall not be any later than 12 months after the First Closing Date; the General Partner may extend this period up to a maximum of eighteen (18) months after the First Closing Date.
First Closing Date	the date on which first Shareholders are admitted to the Company pursuant to the PPM
Independent Auditor	the réviseur d'entreprises agréé of the Company appointed in accordance with the SICAR Law
Investment	an investment or investments acquired by the Company (either directly or indirectly) including but not limited to shares, debentures, convertible loan stock, options, guarantees, warrants, financial or debt instruments or other securities and/or loans (whether secured or unsecured and whether or not subordinated) made to any Portfolio Company
Investment Company Act	the US Investment Company Act of 1940
Investors' Majority	the written consent (which may consist of one or more documents each signed by one or more of the Investors) of Shareholders who hold Commitments which in aggregate exceed 50% (fifty per cent) of Total Commitments
Consent	
Investors' Ordinary	the written consent (which may consist of one or more documents each signed by one or more of the Investors) of Shareholders who hold Commitments which in aggregate exceed 66% (sixty six per cent) of Total Commitments
Consent	
Investors' Special	the written consent (which may consist of one or more documents each signed by one or more of the Investors) of Shareholders who hold Commitments which in aggregate equal or exceed 75% (seventy five per cent) of Total Commitments
Consent	
IPEV Guidelines	the meaning given in Article 16.4
Net Asset Value	the meaning given in Article 16

Outstanding Amount	in relation to a Shareholder, the amount of its Commitment which, at the relevant time, has been drawn down and has not been repaid (or deemed to be repaid) in accordance with clauses 4.3, 15, or 20 of the PPM
Plan Assets Regulation	the “plan assets” regulation 29 CFR 2510.3-101 under ERISA, as modified by section 3(42) of ERISA
Portfolio Company	any corporate, partnership or other entity in respect of which the Company holds Investments
Private Placement Memorandum or PPM	the private placement memorandum relating to the Company, setting out details about the Company and its governance
Proceeds	amounts determined by the General Partner to be available for distribution by the Company or (as the case may be) already distributed by the Company
Shares	any shares of the Company
Shareholder	any person who is admitted to the Company as a shareholder by signing a Subscription Agreement and any Substitute Investor who acquires rights and assumes obligations in succession to an Investor (for so long as such person or Substitute Investor remains a shareholder), including for the avoidance of doubt Class A Shareholders, Class B Shareholders and Class C Shareholders
SICAR Law	the Luxembourg law of 15 June 2004 relating to the investment company in risk capital (SICAR), as amended
Subscription Agreement	the agreement of adherence pursuant to which the Shareholders are admitted to the Company in each case in materially the same form determined by the General Partner from time to time
Substitute Investor	a person admitted pursuant to the PPM as a Shareholder as the successor to all, or part of, the rights and liabilities of an Investor in respect of such Investor’s Shares
Supervisory Committee	a committee comprising, among others, representatives of certain Shareholders in the Company as described in the PPM
Well-Informed Investor	an investor as defined in Article 2 of the SICAR Law
Valuation Day	the meaning given in Article 16
Value/Valuation	except where otherwise expressly stated shall mean, in relation to any Investment, such value as shall be determined by the General Partner in its reasonable discretion in accordance with its internal guidelines which are in line with the “International Private Equity and Venture Capital valuation Guidelines” (or any replacement thereof)

#### *Transitory provisions*

The first accounting year will begin on the date of incorporation of the Company and will end on 31 December 2015.

The first annual general meeting of shareholders shall be held in 2016.

#### *Subscription and Payment*

The subscribers have subscribed for the number of shares and have paid in cash the amounts as mentioned hereafter:

Subscriber	Management Shares	Class B Shares	Subscribed Capital
Abac Solutions Manager . . . . .	1		1€
Mr Josep Oriol Piña Salomo . . . . .		13,962	13,962€
Mr Borja Martinez de la Rosa . . . . .		8,814	8,814€
Mr Saul Ruiz de Marcos . . . . .		5,616	5,616€
Mr Javier Rigau Pages . . . . .		2,808	2,808€
Total . . . . .	1	31,200	31,201€

Proof of the payment in cash of the amount of thirty one thousand two hundred and one Euros (EUR 31,201) has been given to the undersigned notary.

#### *Expenses*

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of its formation are estimated at approximately EUR 3,000.-.

#### *Statements*

The notary drawing up the present deed declares that the conditions set forth in Articles 26, 26-3 and 26-5 of the Law of August 10, 1915 on Commercial Companies, as amended, have been fulfilled and expressly bears witness to their fulfilment.

*General meeting of shareholders*

The above named persons, representing the entire subscribed capital and considering themselves as fully convened, have immediately proceeded to an extraordinary general meeting.

Having first verified that it was regularly constituted, they have passed the following resolutions by unanimous vote.

*First resolution*

The following entity is elected approved statutory auditor (réviseur d'entreprise agréé) until the next general meeting of shareholders:

KPMG Luxembourg; with registered office at 9, allée Scheffer, L- 2520 Luxembourg

*Second resolution*

The registered office of the Company is fixed at 40, Avenue Monterey, L-2163 Luxembourg.

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

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

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

Signé: S. WOLTER et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 2 février 2015. Relation: 1LAC/2015/3106. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 3 mars 2015.

Référence de publication: 2015037530/581.

(150042728) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mars 2015.

**OSCAR Verwaltung International S.à r.l., Société à responsabilité limitée.**

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 177.389.

Les comptes annuels au 31.12.2013 ont été déposés au registre 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: 2015039314/10.

(150044554) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 mars 2015.

**Kayl Finco S.à r.l., Société à responsabilité limitée.**

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

Siège social: L-2453 Luxembourg, 5, rue Eugène Ruppert.

R.C.S. Luxembourg B 189.848.

EXTRAIT

En date du 5 mars 2015, le mandat de gérant de classe A de Mme Jenifer Mello a pris fin et M. Andrew Homer, né le 21 mai 1955 à Worcester (Royaume-Uni), demeurant professionnellement au 5C, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché du Luxembourg a été nommé gérant de classe A de sorte que le conseil de gérance se compose désormais comme suit:

- M. Andrew Homer, gérant de classe A;
- M. Pedro Fernandes das Neves, gérant de classe A;
- M. John Sutherland, gérant de classe B;
- M. Malcom Jackson, gérant de classe B.

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

Luxembourg, le 6 mars 2015.

Référence de publication: 2015038674/19.

(150043520) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2015.