MEMORIAL

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Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1143 **4 mai 2015**

SOMMAIRE

Pramerica Real Estate Investors (Luxembourg) S.A., Société Anonyme.

Siège social: L-1528 Luxembourg, 2, boulevard de la Foire.

R.C.S. Luxembourg B 28.214.

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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 13 mars 2015.

Référence de publication: 2015041183/10.

(150047039) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 mars 2015.

Otthon S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 101.310.

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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.
Echternach, le 12 mars 2015.

Référence de publication: 2015041176/10.

(150046770) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 mars 2015.

Sinsin Renewable Investment (Lux) S.A., Société Anonyme.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 179.279.

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EXTRAIT

En date du 12 mars 2015, l'actionnaire unique de la Société a pris les résolutions suivantes:

- Acceptation de la démission de M. Freddy De Petter en tant qu'administrateur B de la Société avec effet immédiat;

- Acceptation de la démission de Mme. Li Jia en tant qu'administrateur A de la Société avec effet immédiat;

Pour extrait conforme.
Luxembourg, le 13 mars 2015.

Référence de publication: 2015041220/13.

(150046907) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 mars 2015.

TE Connectivity Investments Holding S.à r.l., Société à responsabilité limitée.

Capital social: USD 557.493.120,00.

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 190.737.

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En date du 13 mars 2015:

- Raychem International LLC un des associés de la Société a transféré 66.717 parts sociales de la Société à Tyco Electronics Corporation, également associé de la Société;

- Raychem International LLC a transféré 16.064 parts sociales de la Société à Raychem International Manufacturing LLC ayant son siège social au 1209 Orange Street, Wilmington, DE 19801, Etats-Unis d'Amérique;

- Raychem International Manufacturing LLC a transféré 16.064 parts sociales de la Société à Tyco Electronics RIMC Holding LLC ayant son siège social au 1209 Orange Street, Wilmington, DE 19801, Etats-Unis d'Amérique;

- Tyco Electronics RIMC Holding LLC a transféré 16.064 parts sociales de la Société à Tyco Electronics Corporation.

De sorte qu'au 13 mars 2015, Tyco Electronics Corporation est l'associé unique de la Société.

POUR EXTRAIT CONFORME ET SINCERE
TE Connectivity Investments Holding S.à r.l.
Signature
Un Mandataire

Référence de publication: 2015042024/21.

(150048078) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

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

Capital social: EUR 12.500,00.

Siège social: L-1930 Luxembourg, 62, avenue de la Liberté.

R.C.S. Luxembourg B 187.804.

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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 12 mars 2015.

Référence de publication: 2015041357/10.

(150047425) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

AIPP Pooling I S.A., Société Anonyme.

Siège social: L-1246 Luxembourg, 2B, rue Albert Borschette.

R.C.S. Luxembourg B 132.135.

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Les statuts coordonnés au 16 janvier 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.

Marc Loesch

Notaire

Référence de publication: 2015041370/11.

(150047274) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

SOF LuxCo S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 158.706.

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

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

Luxembourg, le 12 March 2015.

SOF LuxCo S.à r.l.

P.L.C. van Denzen / F. Bourgon

Gérant / Gérant

Référence de publication: 2015041268/13.

(150047016) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 mars 2015.

Saes Getters International Luxembourg S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 45, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 55.526.

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Extrait du procès-verbal de l'assemblée générale ordinaire tenue de manière extraordinaire le 9 mars 2015.

Les mandats des administrateurs venant à échéance, l'assemblée décide d'élire pour la période expirant à l'assemblée générale statuant sur l'exercice 2015, les administrateurs suivant:

Conseil d'administration:

MM. Massimo Della Porta, demeurant professionnellement Viale Italia 77,I-20020 Lainate (Italie), Président;

Giulio Canale, demeurant professionnellement Viale Italia 77, I-20020 Lainate (Italie), Vice-président;

Emmanuel Briganti, demeurant professionnellement 20, rue de la Poste, L-2346 Luxembourg, Administrateur;

Benoît Dessy, demeurant professionnellement 20, rue de la Poste, L-2346 Luxembourg, Administrateur;

Giovanni Spasiano, demeurant professionnellement 20, rue de la Poste, L-2346 Luxembourg, Administrateur;

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

SAES GETTERS INTERNATIONAL LUXEMBOURG S.A.

Société Anonyme

Signatures

Référence de publication: 2015041233/20.

(150047037) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 mars 2015.

Cotis, Société à responsabilité limitée.

Siège social: L-5752 Frisange, 23A, rue de Luxembourg.

R.C.S. Luxembourg B 150.446.

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

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

Référence de publication: 2015041475/9.

(150047422) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Athena Topco S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 189.538.

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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 12 mars 2015.

Référence de publication: 2015041360/10.

(150047694) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Bargain Retail Europe Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 332.900,00.

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

R.C.S. Luxembourg B 189.636.

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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 16 mars 2015.

Référence de publication: 2015041391/10.

(150047623) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Brico Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-9964 Huldange, 3, Op d'Schmëtt.

R.C.S. Luxembourg B 116.085.

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Les comptes annuels au 31 janvier 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.

Signature.

Référence de publication: 2015041398/10.

(150047437) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Dikricher Guiden a Scouten, A.s.b.l., Association sans but lucratif.

Siège social: L-9232 Diekirch, 36, rue du Floss.

R.C.S. Luxembourg F 7.809.

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MODIFICATION DE STATUTS

L'assemblée générale extraordinaire du 10 février 2015, a décidé de modifier les articles 18 et 20 des statuts dont la teneur sera dorénavant comme suit:

« **Art. 18.** Il sera tenu chaque année au siège social au jour et à l'heure fixée par le conseil d'administration, une assemblée générale des membres associés.

Art. 20. Les convocations sont adressées aux membres associés, soit par pli confié à la poste, soit par avis remis ou donné à personne ou à domicile, notamment par courrier, huit jours au moins à l'avance. Elles indiquent l'ordre du jour.»

Référence de publication: 2015041487/14.

(150048285) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Danske Bank International S.A., Société Anonyme.

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 14.101.

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

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

Référence de publication: 2015041495/9.

(150047419) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

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

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

R.C.S. Luxembourg B 75.832.

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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.

BAGI S.A., SPF

Référence de publication: 2015041406/10.

(150047341) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Bosko APL S.à r.l., Société à responsabilité limitée.

Siège social: L-6562 Echternach, 105, route de Luxembourg.

R.C.S. Luxembourg B 118.185.

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

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

Signature.

Référence de publication: 2015041421/10.

(150047291) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Duemme International Luxembourg S.A., Société Anonyme.

Siège social: L-1528 Luxembourg, 2, boulevard de la Foire.

R.C.S. Luxembourg B 138.740.

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Les comptes 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.

DUEMME INTERNATIONAL LUXEMBOURG S.A.
Fabio VENTOLA / Georges GUDENBURG
Administrateur / Administrateur

Référence de publication: 2015041508/12.

(150047833) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Bahati International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 87.554.

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Extrait des résolutions prises lors de l'assemblée générale ordinaire tenue extraordinairement le 12 mars 2015

Est nommé administrateur, son mandat prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 31 décembre 2014, Monsieur Marc ALBERTUS, employé privé, demeurant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg.

Pour extrait conforme
Luxembourg, le 12 mars 2015.

Référence de publication: 2015041408/13.

(150047641) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Bargain Retail Europe S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 186.430.

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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 12 mars 2015.

Référence de publication: 2015041392/10.

(150047193) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

SL Münster SP S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 109.980.

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Il résulte de la lettre de démission de monsieur Keith Greally la résiliation de son mandat en tant que gérant de catégorie B de la Société avec effet au 13 février 2015.

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

Luxembourg, le 13 février 2015.

Pour La société

Référence de publication: 2015041259/13.

(150047133) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 mars 2015.

Boson Management, Société Anonyme.

Siège social: L-2212 Luxembourg, 6, place de Nancy.

R.C.S. Luxembourg B 105.090.

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Extrait de l'assemblée générale extraordinaire du 2 mars 2015:

Résolutions:

Les actionnaires décident de prolonger le mandat du commissaire aux comptes Compliance & Control, 6, Place de Nancy, L-2212 Luxembourg, R.C.S. B 172.482.

Son mandat viendra à échéance lors de l'assemblée générale qui se tiendra en l'année 2020.

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

Luxembourg, le 12 mars 2015.

Pour la société

Référence de publication: 2015041422/15.

(150047683) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

ICG-Longbow Equity Investments No.4 S.à.r.l., Société à responsabilité limitée.

Capital social: GBP 11.000,00.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 195.089.

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Extrait des décisions prises en date du 27 février 2015

L'associé unique de la Société ont décidé de nommer pour une durée illimitée les personnes suivantes:

- M. Serkan Ozturk, né le 13 décembre 1978 à Boulay, France, ayant pour adresse professionnelle le 6C, rue Gabriel Lippmann, L-5365 Munsbach, en tant que gérant de la Société et ce avec effet au 27 février 2015; et

- M. Mark McNicholas, né le 17 août 1965 à Birkenhead, Royaume-Uni, ayant pour adresse professionnelle le 3, Eaton Mews, Clairvale Road, JE2 3AB St Helier, Jersey, en tant que gérant de la Société et ce avec effet au 27 février 2015.

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

Un Mandataire

Référence de publication: 2015041051/16.

(150047046) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 mars 2015.

Costa Buena, Société Anonyme.

Capital social: EUR 31.000,00.

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

R.C.S. Luxembourg B 93.766.

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

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

Pour COSTA BUENA S. A.

Un mandataire

Référence de publication: 2015041472/11.

(150047361) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Brif Management S.A., Société Anonyme.

Siège social: L-1260 Luxembourg, 5, rue de Bonnevoie.

R.C.S. Luxembourg B 113.694.

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Extrait du procès-verbal de l'assemblée générale extraordinaire des actionnaires tenue en date du 12 février 2015

Il résulte du procès-verbal de l'Assemblée Générale Extraordinaire des actionnaires tenue en date du 12 février 2015 que:

«Première décision

L'Assemblée décide de transférer avec effet immédiat le siège social de la Société du 24, rue des Genêts, L-1621 Luxembourg au 5, rue de Bonnevoie, L-1260 Luxembourg.

Deuxième décision

L'Assemblée décide de révoquer les administrateurs actuels à savoir Monsieur Pascal ROBINET, Monsieur Michel URBAN et Monsieur Christophe MASUCCIO.

Troisième décision

L'Assemblée décide de révoquer le commissaire aux comptes actuel à savoir la Fiduciaire Beaumanoir SA.

Quatrième décision

L'Assemblée décide de nommer en remplacement des administrateurs révoques les administrateurs suivants:

1. Monsieur Daniel GALHANO, né le 13 juillet 1976 à Moyeuvre-Grande (France), demeurant professionnellement au 5, rue de Bonnevoie, L - 1260 Luxembourg;

2. Monsieur Laurent TEITGEN, né le 5 janvier 1979 à Thionville (France), demeurant professionnellement au 5, rue de Bonnevoie, L-1260 Luxembourg; et

3. La société anonyme "CAPITAL OPPORTUNITY S.A.", établie et ayant son siège social à L-1260 Luxembourg, 5, rue de Bonnevoie, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B149718 représentée par Madame Célia CERDEIRA, née le 15 décembre 1975, à Benquerença (Portugal), demeurant professionnellement au 5, rue de Bonnevoie L-1260 Luxembourg.

Le mandat des administrateurs nouvellement nommées est octroyé pour une durée de six années lequel prendra fin lors de l'assemblée générale des actionnaires statuant sur les comptes annuels de l'exercice clos au 31 décembre 2020.

Cinquième résolution

L'Assemblée décide de nommer commissaire aux comptes, en remplacement du commissaire aux comptes révoqué la société REVISORA S.A. établie et ayant son siège à L-1930 Luxembourg, 60 Avenue de la Liberté, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B145505. Le mandat du commissaire aux comptes nouvellement nommé est octroyé pour une durée de six années lequel prendra fin lors de l'assemblée générale des actionnaires statuant sur les comptes annuels de l'exercice clos au 31 décembre 2020.»

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

Luxembourg, le 11 mars 2015.

Pour la Société

Signature

Un mandataire

Référence de publication: 2015041424/41.

(150047689) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

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

Siège social: L-1463 Luxembourg, 1, rue du Fort Elisabeth.

R.C.S. Luxembourg B 110.922.

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Extrait des résolutions prises lors du Conseil de gérance tenu en date du 13 mars 2015

Il résulte de la réunion du Conseil de gérance tenue en date du 13 mars 2015 que:

Le siège social de la société est transféré du 9, rue du laboratoire; L-1911 Luxembourg au 1 Rue Fort Elisabeth; L-1463 Luxembourg,

avec effet au 12 mars 2015.

Extrait sincère et conforme

Un mandataire

Référence de publication: 2015041555/14.

(150047744) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Eden 4 S.à r.l., Société à responsabilité limitée.

Capital social: GBP 2.124.199,00.

Siège social: L-1528 Luxembourg, 1-3, boulevard de la Foire.

R.C.S. Luxembourg B 138.155.

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Il résulte des résolutions prises par l'associé unique de la Société en date du 11 mars 2015 que;

- Monsieur Nathan Lane démissionne de son poste de gérant de classe B de la société avec effet au 11 mars 2015;

- Monsieur Nishant NAYYAR, né le 24 septembre 1979 à Virginia (U.S.A.) et ayant son adresse professionnelle au 33, Jermyn Street, London SW1Y 6DN, United Kingdom est nommé en tant que gérant de classe B avec effet au 11 mars 2015 et ce pour une durée indéterminée.

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

Fait à Luxembourg, le 16 mars 2015.

Référence de publication: 2015041517/15.

(150047680) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Golding Mezzanine SICAV-FIS V, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.

Siège social: L-2132 Luxembourg, 6, avenue Marie-Thérèse.

R.C.S. Luxembourg B 155.521.

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Auszug aus dem Verwaltungsratsbeschluss im Umlaufverfahren vom 13. Januar 2015

Mit Schreiben vom 26. November 2014 hat Herr François Georges sein Amt als Verwaltungsratsmitglied mit sofortiger Wirkung niedergelegt.

Der Verwaltungsrat nimmt die Mandatsniederlegung von François Georges zur Kenntnis und beschließt gleichzeitig [...] Jeremy Golding als neues Verwaltungsratsmitglied zu kooptieren.

Der Verwaltungsrat wird in der nächsten Generalversammlung eine endgültige Entscheidung über die Ernennung von Jeremy Golding als neues Verwaltungsratsmitglied herbeiführen.

Mitteilung über die Dauer des Verwaltungsratsmandats

Das Verwaltungsrastmandat von Jeremy Golding hat am 19. Februar 2015 begonnen und läuft zunächst bis zur ordentlichen Generalversammlung des Jahres 2015.

Mitteilung über den Geschäftssitz

Das mit Verwaltungsratsbeschluss vom 13. Januar 2015 kooptierte Verwaltungsratsmitglied Jeremy Golding hat seinen Geschäftssitz in

Möhlstraße 7, D-81675 München

Luxemburg, den 12. März 2015.

Für die Richtigkeit namens der Gesellschaft

Ein Bevollmächtigter

Référence de publication: 2015040996/25.

(150046506) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 mars 2015.

Centrum Development S.A., Société Anonyme.

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

R.C.S. Luxembourg B 105.723.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 16 mars 2015.

Référence de publication: 2015041438/10.

(150047840) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Business Data S.à r.l., Société à responsabilité limitée.

Siège social: L-7257 Walferdange, 1-3, rue Millewee.

R.C.S. Luxembourg B 172.913.

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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 13 mars 2014.

Référence de publication: 2015041405/10.

(150047991) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

Eurocap Invest S.A., Société Anonyme.

Siège social: L-9990 Weiswampach, 20, Kiricheneck.

R.C.S. Luxembourg B 162.618.

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Extrait du procès-verbal de l'Assemblée Générale Ordinaire des actionnaires du vendredi 06 mars 2015, débutant à 14h00 au siège social de la société.

1. Le transfert du siège social

L'Assemblée approuve le déménagement de la société au 20, Kiricheneck à L-9990 Weiswampach en date du 10 mars 2015.

Référence de publication: 2015041558/12.

(150047463) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

ContourGlobal Luxembourg S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 12.500,00.

Siège social: L-8070 Bertrange, 33, rue du Puits Romain.

R.C.S. Luxembourg B 140.282.

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En date du 2 mars 2015, l'associé unique de la Société a pris les résolutions suivantes:

- d'accepter la démission de Monsieur Pieter-Jan van der Meer tant que gérant de la Société avec effet au 16 mars 2015;

- de nommer Monsieur Andrej Grossmann, comptable, né le 19 décembre 1975 à Berlin en Allemagne, résidant professionnellement au 33, rue du puits Romain, L-8070 Bertrange, Grand-duché de Luxembourg, en tant que nouveau gérant de la Société avec effet au 16 mars 2015.

Depuis le 16 mars 2015, le conseil de gérance de la Société se compose des personnes suivantes:

Monsieur David Grall

Madame Alessandra Marinheiro

Monsieur Andrej Grossmann

Monsieur Philippe van den Avenne

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

Luxembourg, le 16 mars 2015.

Un mandataire

Référence de publication: 2015041446/22.

(150047766) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 mars 2015.

FOS Global Competence, Société d'Investissement à Capital Variable,
(anc. Global Competence).

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 133.038.

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IM JAHRE ZWEITAUSENDFÜNFZEHN, DEN DREIZEHNTEN APRIL.

Vor der unterzeichneten Notarin Cosita DELVAUX, mit Amtswohnsitz in Luxemburg, Großherzogtum Luxemburg,

Sind die Aktionäre der luxemburgischen Aktiengesellschaft mit variablem Kapital (Société d'Investissement à Capital Variable) in Form eines Umbrella-Fonds gemäß Teil II des Gesetzes vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen mit der Bezeichnung GLOBAL COMPETENCE (die „Gesellschaft"), mit Sitz in L-1115 Luxembourg, 2, boulevard Konrad Adenauer, registriert im Handels- und Gesellschaftsregister Luxemburg unter der Nummer B 133.038, am Gesellschaftssitz in Luxemburg, zu einer aulerordentlichen Generalversammlung zusammengetreten.

Die Aktiengesellschaft wurde gegründet gemäß Urkunde aufgenommen durch Notarin Martine SCHAEFFER, mit Amtswohnsitz in Luxemburg, am 22. Oktober 2007, veröffentlicht im Mémorial C, Recueil des Sociétés et Associations, Nummer 2747 vom 28. November 2007.

Die Satzung wurde seitdem nicht abgeändert.

Die außerordentliche Generalversammlung wird um 14.00 Uhr eröffnet.

Die Versammlung beginnt unter dem Vorsitz von Frau Katharina Kahstein, Angestellte, wohnhaft in Luxembourg, Luxembourg.

Dieselbe ernennt zur Schriftführerin Frau Danielle Rheindt, Angestellte, wohnhaft in Trier, Bundesrepublik Deutschland.

Zur Stimmzählerin wird ernannt Frau Vivien Schmidt, wohnhaft in Trier, Bundesrepublik Deutschland.

Sodann gibt die Vorsitzende folgende Erklärungen ab:

I. Das Büro der Generalversammlung ist ordnungsgemäss konstituiert.

II. Die anwesenden oder vertretenen Aktieninhaber und die Anzahl der von ihnen gehaltenen Aktien sind auf einer Anwesenheitsliste, unterschrieben von den Aktieninhabern oder deren Bevollmächtigte, dem Versammlungsbüro aufgeführt. Die Anwesenheitsliste und gegebenenfalls die Vollmachten bleiben gegenwärtiger Urkunde beigefügt.

III. Die gegenwärtige außerordentliche Generalversammlung wurde form- und fristgerecht und somit ordnungsgemäss einberufen durch Veröffentlichungen

a) im Mémorial C, Recueil des Sociétés et Associations, Nummer 663 vom 11. März 2015 und Nummer 843 vom 27. März 2015; und

b) in Luxemburg im Luxemburger Wort vom 11. März 2015 und vom 27. März 2015.

Die Nachweise der Veröffentlichungen wurden dem Büro der Versammlung vorgelegt.

Die Tagesordnung hat folgenden Wortlaut:

Tagesordnung:

I. Namensänderung

Der Fondsname lautet fortan FOS Global Competence.

II. Änderungen der Satzung

Insbesondere werden die folgenden relevanten Änderungen der Satzung vorgenommen. Die vollständige Neufassung der Satzung ist am Sitz der Gesellschaft erhältlich.

Formalia

Die Referenzen zum Gesetz vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen in Wertpapieren sowie Rechtschreibung werden aktualisiert.

Art. 1. Abs. 2 wird um folgenden Wortlaut ergänzt und wie folgt neu gefasst: „Der Verwaltungsrat kann einen oder mehrere Teilfonds einrichten, welche wiederum eine oder mehrere Aktienklassen enthalten können, deren Charakteristika voneinander abweichen und die mit verschiedenen Gebührenstrukturen versehen sein können."

In Artikel 2 Abs. 1 wird Satz 2 gestrichen.

Art. 4. Abs. 1 Satz 2 wird um folgenden Wortlaut ergänzt und wie folgt neu gefasst: „Die Gesellschaft kann zur Absicherung des Gesellschaftsvermögens sowie zur Anlage und effizienten Verwaltung Derivate und sonstige Techniken und Finanzinstrumente jeder Art bedienen, sofern die Einsetzung dieser Techniken und Instrumente einsetzen."

Art. 11. Abs. 2 wird um folgenden Wortlaut ergänzt und wie folgt neu gefasst: „Im Besonderen kann sie den Besitz von Gesellschaftsaktien durch jeden „Staatsangehörigen der Vereinigten Staaten von Amerika" sowie jede Person, die die Aktien für Rechnung oder zugunsten von Staatsangehörigen der Vereinigten Staaten von Amerika erwerben wurde, eins-

chränken oder verbieten. Staatsangehöriger der Vereinigten Staaten von Amerika meint dabei jede „US-Person" gemäß Regulation S des U.S. Securities Act von 1933 in jeweils gültiger Fassung."

Art. 14. Abs. 2 wird wie folgt geändert: „Jeder Aktionär kann an den Versammlungen der Aktionäre teilnehmen - auch indirekt, indem er schriftlich, durch Telefax eine andere Person als seinen Bevollmächtigten angibt."

Bei Artikel 14 Abs. 6 Satz 1 wird der letzte Halbsatz gestrichen und der folgende Satz 2 hinzugefügt: „Vorbehalten bleiben die nachfolgenden Bestimmungen unter Artikel 14 Absatze 7 bis 9, welche Aktionäre, unter Beibehaltung derselben Rechte, von Teilfonds und/oder Aktienklassen voneinander trennt."

In Artikel 19 Absatz 6 und Absatz 9 werden wie folgt geändert: „Ein solches Einberufungsschreiben ist nicht notwendig, wenn jedes Verwaltungsratsmitglied dazu seine Zustimmung schriftlich, durch Telefax oder andere Ubertragungsmöglichkeiten gegeben hat. Ein spezielles Einberufungsschreiben ist auch nicht notwendig für eine Versammlung des Verwaltungsrats, die zu einer Stunde und an einem Ort abgehalten wird, welche in einer Entscheidung, die vorher durch den Verwaltungsrat angenommen wurde, festgelegt sind. Jedes Verwaltungsratsmitglied kann an jeder Versammlung des Verwaltungsrats teilhaben, indem es schriftlich, Telefax oder andere Ubertragungsmöglichkeiten ein anderes Verwaltungsratsmitglied als seinen BevollmÄchtigten ernennt."

„Diese Unterschriften können auf einem einzigen Dokument oder auf mehrere Kopien gemacht werden und können durch Brief, Telefax oder andere Ubertragungsmöglichkeiten erwiesen werden."

In Artikel 30 Absatz 3 wird der letzte Satz gestrichen und der Absatz wie folgt gefasst: „Die Aufwendungen für die Vermögensverwaltung, einschliesslich für Anlageberatung und Anlageausschuss, sowie für die Verwaltung der Gesellschaft - unter der Voraussetzung, dass dieser Aufwand max. 2,0% p. a. des Nettovermögens der Gesellschaft nicht überschreitet (ausgenommen die in Ziffer 4 detaillierten Kosten) - zu berechnen per letztem Bewertungstag eines jeden Monats auf Basis des Durchschnitts der taglich ermittelten Werte des Netto-Gesellschaftsvermögens des betreffenden Monats und zahlbar."

In Artikel 30 Absatz 4 wird lit. l) zu m) und lit. m) zu n). Lit l) und lit. o) werden wie folgt neu eingefügt:

„l) Kosten der Vorbereitung und Durchfuhrung von Verwaltungsratssitzungen sowie entsprechende Auslagen der Verwaltungsratsmitglieder;

o) Kosten im Rahmen der Erbringung von Risikomanagementdienstleistungen und Performance Überwachung."

Artikel 34 Absatz wird wie folgt neu gefasst: „Die Gesellschaft wird mit einer Bank, die den Anforderungen des Gesetzes vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen und den Anforderungen des Gesetzes vom 12. Juli 2013 über Verwalter alternativer Investmentfonds entspricht (die „Depotbank"), einen Depotbankvertrag schliessen. Alle Aktiva der Gesellschaft werden von der Depotbank oder für ihr Konto gehalten. Die Depotbank wird gegenüber der Gesellschaft und ihren Aktionären die gesetzlichen Verantwortungen tragen, wobei sich die Depotbank von der Haftung für das Abhandenkommen von bei Korrespondenten verwahrten Finanzinstrumenten befreien kann, sofern sie nachweisen kann, dass (a) alle gesetzlichen Bedingungen für die Beauftragung des Korrespondenten erfüllt sind, (b) der schriftliche Vertrag zwischen der Depotbank und dem betreffenden Korrespondenten die Haftung der Depotbank ausdrücklich diesem Korrespondenten zuweist und es dem Verwaltungsrat der Gesellschaft oder der Depotbank ermöglicht, im Namen der Gesellschaft Rechtsansprüche im Rahmen des Abhandenkommens von Vermögenswerten gegenüber dem betreffenden Korrespondenten geltend zu machen, und (c) es für die Haftungsbefreiung objektive Grunde im Sinne des Gesetzes vom 12. Juli 2013 über Verwalter alternativer Investmentfonds gibt, wobei das Gesetz vom 12. Juli 2013 davon ausgeht, dass ein objektiver Grund immer dann besteht, wenn laut den Rechtsvorschriften eines Drittstaates vorgeschrieben ist, dass gewisse Finanzinstrumente von einer ortsansässigen Einrichtung verwahrt werden müssen und es keine ortsansässige Einrichtung gibt, die den Anforderungen für eine Beauftragung gemäli dem Gesetz vom 12. Juli 2013 genügt. Andere objektive Gründe können, insoweit sie die gesetzlichen Bedingungen erfüllen, von Zeit zu Zeit zwischen der Depotbank und der Gesellschaft schriftlich festgestellt werden."

Aus diesem Grund wird eine zweite außerordentliche Generalversammlung zur Satzungsänderung gemäli den Vorschriften in Art. 67-1 (2) des Gesetzes vom 10. August 1915 über Handelsgesellschaften (in der Fassung vom 1. Juni 2011) einberufen. Die erforderlichen Informationen hinsichtlich der zweiten au|erordentlichen Generalversammlung werden den Aktionären in der entsprechenden Einberufung mitgeteilt.

Verschiedenes

Aus der Präsenzliste und dem Auszug aus dem Aktionärsregister geht hervor, dass von den 1.264.901 Aktien, die das gesamte Kapital der Gesellschaft repräsentieren, 1 Aktie in dieser Generalversammlung anwesend oder rechtsgültig vertreten ist.

Eine erste rechtmäßig einberufene Versammlung fand am 2. März 2015 statt, gemäß Urkunde aufgenommen durch Maître Cosita DELVAUX, um über dieselbe Tagesordnung zu befinden, jedoch war diese nicht beschlussfähig.

Gemäss Artikel 67-1 des Gesetzes vom 14. August 1 915 über Handelsgesellschaften ist die gegenwärtige Versammlung beschlussfähig, unabhängig von der Proportion des vertretenen Kapitals.

Nachdem die außerordentliche Generalversammlung den Erklärungen der Vorsitzenden zugestimmt und ihre rechtmäßige Zusammensetzung festgestellt hat, hat sie nach Besprechung folgenden einzigen Beschluss einstimmig gefasst:

Einziger Beschluss

Die außerordentliche Generalversammlung beschließt einstimmig sämtliche Änderungen der Satzung wie oben in der Tagesordnung beschrieben.

Da die Tagesordnung erschöpft ist und kein Aktionär weiter das Wort ergreift, schließt die Vorsitzende die außerordentliche Generalversammlung um 14.10 Uhr.

Kosten

Der Betrag der Kosten, Ausgaben, Vergütungen und Auslagen, unter welcher Form auch immer, welche der Gesellschaft aus Anlass gegenwärtiger Urkunde entstehen, beläuft sich auf ungefahr EUR 1.600,-.

WORÜBER URKUNDE, aufgenommen wurde in Luxemburg, Datum wie eingangs erwähnt.

Nach Verlesung und Erklärung des Vorstehenden an die Erschienenen - der Notarin den Namen, Vornamen, sowie Stand und Wohnort nach bekannt - haben die benannten erschienenen Personen mit der Notarin gemeinsam die vorliegende Urkunde unterzeichnet.

Gezeichnet: K. KAHSTEIN, D. RHEINDT, V. SCHMIDT, C. DELVAUX.

Enregistré à Luxembourg, Actes Civils 1, le 15 avril 2015. Relation: 1LAC/2015/11608. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): I. THILL.

FÜR GLEICHLAUTENDE AUSFERTIGUNG, zwecks Hinterlegung im Handels- und Gesellschaftsregister und zum Zwecke der Veröffentlichung im Mémorial C, Recueil des Sociétés et Associations.

Luxemburg, den 23. April 2015. Me Cosita DELVAUX.

Référence de publication: 2015060545/132.

(150069300) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2015.

Cape Capital SICAV - SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 196.061.

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STATUTES

In the year two thousand and fifteen, on the thirtieth day of March.

Before us, Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg

THERE APPEARED:

Cape Capital AG, a public limited company incorporated and existing under the laws of Switzerland, registered with the Commercial Registry Office of the Canton of Zurich under number CHE-109.617.147, having its registered office at Schipfe 2, CH-8001 Zurich, Switzerland, (the "Appearing Party"),

here represented by Me Jörg Niedermeyer, professionally reisiding in Luxembourg,

by virtue of a proxy, given in Zurich, on March 23, 2015.

The said proxy, initialled ne varietur by the proxyholder of the appearing parties and the notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

The Appearing Party has requested the officiating notary to enact the deed of incorporation of a public limited company (société anonyme) which it wishes to incorporate with the following articles of association:

Art. 1. Name. It is hereby established among the subscribers and all those who may become holders of shares, a company in the form of an investment company with variable capital - specialized investment fund ("société d'investissement à capital variable - fonds d'investissement spécialisé") qualifying as public limited company ("société anonyme") set up under part II of the Luxembourg law of 13 February 2007 relating to specialized investment funds as amended (the "Law"), under the name of Cape Capital SICAV - SIF (the "Company") which may in accordance with article 80 of the Law as well as article 4 of the Luxembourg law of 12 July 2013 on alternative investment fund managers (the "AIFM Law") designate an alternative investment fund manager subject to Chapter 2 of the AIFM Law.

Art. 2. Duration. The Company is established for an undetermined period. The Company may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for amendment of the articles of incorporation of the Company (the "Articles").

Art. 3. Object. The exclusive object of the Company is to invest the assets available to it in any investments permitted by the Law with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operations that it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law.

Art. 4. Registered Office. The registered office of the Company is established in Luxembourg City, in the Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of its board of directors (the "Board of Directors").

The registered office of the Company may be transferred to any other place in the municipality of Luxembourg by the resolution of the Board of Directors.

In the event that the Board of Directors determines 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.

Art. 5. Capital and Ownership of Shares. The capital of the Company shall be represented by shares of no par value and shall at the time of establishment amount to thirty one thousand Euro (EUR 31,000.-), represented by three hundred ten (310) shares of no par value.

Thereafter, the capital of the Company will at all times be equal to the total net assets of the Company as defined in Article 22 hereof.

The minimum capital of the Company shall be at least the equivalent of one million two hundred and fifty thousand Euro (EUR 1,250,000.-) within a period of 12 months following the authorization of the Company The Board of Directors is authorized without limitation to issue further shares at any time in accordance with the Law and Article 23. The Board of Directors may delegate to any duly authorized member of the Board of Directors (each a "Director") or officer of the Company or to any other duly authorized person, the duty of accepting subscriptions for delivering and receiving payment for such new shares.

The Board of Directors may decide at any time that the shares of the Company pertain to different sub-funds (the "Sub-Funds") to be established which may be denominated in different currencies and investing in transferable securities and other investments permitted by the Law.

Furthermore, the Board of Directors may decide that, within a Sub-Fund, one or several class(es) of shares with different characteristics are issued, such as a specific distribution or capitalization policy, a specific fee structure or other specific characteristics, as determined by the Board of Directors and described in the Company's offering document (the "Offering Document").

For the purpose of determining the capital of the Company, the assets and liabilities of the Sub-Funds shall be allocated to the individual classes of shares. If not expressed in Euro respectively, they shall be converted into Euro respectively and the capital shall be the total net assets of all the classes.

Shares are issued in registered or dematerialized form. The Company reserves the right to reject any subscription application for shares, whether in whole or in part, at its own discretion for whatever reason.

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

If a registered shareholder desires that more than one share certificate be issued for its shares, the cost of such additional certificates may be charged to such shareholder. Share certificates shall be signed by two Directors. Both such signatures may be either manual, or printed, or by facsimile.

However, one of such signatures may be given by a person delegated to this effect by the Board of Directors. In such latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may from time to time determine. The Board of Directors reserves the right to reject any subscription application for shares, whether in whole or in part, at its own discretion for whatever reason.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the price as set forth in Article 23 hereof. The subscriber will, without undue delay, obtain confirmation of his shareholding.

Payments of dividends, if any, will be made to shareholders, in respect of registered shares, at their address in the register of shareholders of the Company (the "Register of Shareholders").

All issued registered shares of the Company shall be inscribed in the Register of Shareholders in compliance with the provisions of article 39 of the law of 10 August 1915, as amended from time to time, which shall be kept by the Company or by one or more persons designated therefore by the Company and such Register of Shareholders shall contain the name of each holder of inscribed shares, his residence or registered office, the number and class of shares held by him and the amount paid in on each such share. Every transfer of a registered share shall be entered in the Register of Shareholders, and every such entry shall be signed by one or more officers of the Company or by one or more persons designated by the Board of Directors.

Transfer of registered shares shall be reserved to investors qualifying as "well informed investors" within the meaning of article 2 of the Law only. Further, transfer of registered shares shall be effected by written declaration of transfer to be inscribed in the Register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the Register of Shareholders.

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

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

Art. 6. Replacement of Certificates. If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid, purloined or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

Mutilated share certificates may be exchanged for new ones by order of the Company. The mutilated certificates shall be delivered to the Company and shall be annulled immediately.

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

Art. 7. Restrictions of ownership. The Company may restrict or prevent the ownership of shares of the Company by any person, firm or corporate body.

In general terms, the shares of the Company shall be reserved to "well informed investors" within the meaning of article 2 of the Law, as may be amended from time to time.

Also, the Company may restrict or prevent the ownership of shares of the Company by any U.S. Person, as defined hereafter, or any person who is holding shares in breach of any legal or regulatory requirement or whose holding would affect the tax status of the Company or would otherwise be detrimental to the Company or its shareholders (hereafter defined all together (including all those investors that do not fulfill the criteria of article 2 of the Law) as "Restricted Persons"), and for such purposes the Company may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in beneficial ownership of such share by a Restricted Person,

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares with, the Register of Shareholders to furnish it with any representations and warranties or any information, supported by an affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's shares rests or will rest in Restricted Persons and

c) where it appears to the Company that any Restricted Person either alone or in conjunction with any other person is a beneficial owner of shares or is in breach of its representations and warranties or fails to make such representations and warranties as the Board of Directors may require, compulsorily purchase from any such shareholder all or part of the shares held by such shareholder in the following manner:

1) The Company shall serve a notice (hereinafter called the "Purchase Notice") upon the shareholder appearing in the Register of Shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the price to be paid for such shares (the "Purchase Price"), and the place and time at which the Purchase Price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. Immediately after the close of business on the date specified in the Purchase Notice, such shareholder shall cease to be the

owner of the shares specified in such Purchase Notice and his name shall be removed as to such shares in the Register of Shareholders.

2) The Purchase Price shall be equal to the redemption price of shares of the Company, determined in accordance with Article 21 hereof.

3) Payment of the Purchase Price will be made to the owner of such shares, except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) for payment to such owner. Upon deposit of the Purchase Price as aforesaid no person interested in the shares specified in the Purchase Notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank.

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

d) decline to accept the vote of any U.S. Person at any meeting of shareholders of the Company.

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

Each shareholder of the Company and each transferee of a shareholder's interest in any Sub-Fund shall furnish (including by way of updates) to the Company, or any third party designated by the Company (a "Designated Third Party"), in such form and at such time as is reasonably requested by the Company (including by way of electronic certification) any information, representations, waivers and forms relating to the shareholder (or the shareholder's direct or indirect owners or account holders) as shall reasonably be requested by the Company or the Designated Third Party to assist it in obtaining any exemption, reduction or refund of any withholding or other taxes imposed by any taxing authority or other governmental agency (including withholding taxes imposed pursuant to the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement, or any agreement entered into pursuant to any such legislation or intergovernmental agreement) upon the Company, amounts paid to the Company, or amounts allocable or distributable by the Company to such shareholder or transferee. In the event that any shareholder of the Company or transferee of a shareholder's interest fails to furnish such information, representations, waivers or forms to the Company or the Designated Third Party, the Company or the Designated Third Party shall have full authority to take any and all of the following actions:

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

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

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

The Company or the Designated Third Party may disclose information regarding any shareholder of the Company (including any information provided by the shareholder pursuant to this Article) to any person to whom information is required or requested to be disclosed by any taxing authority or other governmental agency including transfers to jurisdictions which do not have strict data protection or similar laws, to enable the Company to comply with any applicable law or regulation or agreement with a governmental authority. Each shareholder hereby waives all rights it may have under applicable bank secrecy, data protection and similar legislation that would otherwise prohibit any such disclosure and warrants that each person whose information it provides (or has provided) to the Company or the Designated Third Party has been given such information, and has given such consent, as may be necessary to permit the collection, processing, disclosure, transfer and reporting of their information as set out in this Article and this paragraph.

The Company or the Designated Third Party may enter into agreements with any applicable taxing authority (including any agreement entered into pursuant to the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement) to the extent it determines such an agreement is in the best interest of the Company or any of its shareholders.

Art. 9. Powers of shareholders meetings. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 10. Shareholders meetings. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Thursday in May of each year at 11.00 p.m. (Central European Time).

If such day is not a bank business day, the annual general meeting shall be held on the next following bank business day.

The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

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

Art. 11. Notices and agenda. The quorum and time required by law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share of whatever class and regardless of the net asset value per share within its class, is entitled to one vote, subject to the limitations imposed by law.

A shareholder may act at any meeting of shareholders by appointing another person, who does not have to be a shareholder or a Director. Such proxy may be appointed in writing or by e-mail or facsimile transmission.

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

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

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

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

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

Art. 12. General meeting of the shareholders of a Sub-Fund or a class of shares. The shareholders of the classes of shares of a Sub-Fund may hold general meetings at any time in order to decide on matters that exclusively refer to such Sub-Fund.

Furthermore, the shareholders of a class of shares may hold general meetings relating to all issues of such class of shares at any time.

The relevant provisions of Article 11 shall apply to such general meetings analogously.

Each share with a voting right shall represent one vote. Shareholders may be represented in each general meeting of the shareholders of a Sub-Fund or a class of shares by written power of attorney to any other person who does not have to be shareholder and who may be a Director.

Unless provided otherwise by law or these Articles, resolutions of the general meeting of a Sub-Fund or class of shares shall be adopted by simple majority of the present and represented Shareholders without quorum requirement.

Art. 13. Board of Directors. The Company shall be managed by a Board of Directors composed of not less than three members, who need not be shareholders of the Company.

The Directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of a vacancy in the office of Director because of death, retirement or otherwise, the remaining Directors may meet and may elect, by majority vote, a Director to fill such vacancy until the next meeting of shareholders.

Art. 14. Procedures of the meetings of the Board of Directors. The Board of Directors may choose from among its members a chairman and one or more vice-chairmen.

It may also choose a secretary, who needs 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 chairman shall preside at all meetings of shareholders and at all meetings of the Board of Directors. But in his absence or inability to act, the shareholders or the Directors may appoint another Director or any other person as chairman pro tempore by vote of the majority present at any such meeting.

Art. 15. Powers of the Board of Directors. The Board of Directors shall have comprehensive power to take any and all actions of disposal and management in the scope of the Company's purpose and in accordance with the investment policies of the Sub-Funds as set out in the Offering Document. Any and all powers that are not expressly reserved for the general meeting of shareholders by law or these Articles may be exercised by the Board of Directors.

Directors may not, however, bind the Company by their individual acts, except as specifically permitted by resolution of the Board of Directors.

The Board of Directors from time to time shall appoint the officers of the Company, including a general manager, any assistant general managers, or other officers considered necessary for the operation and management of the Company, who need not be Directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in the Articles, shall have the powers and duties given to them by the Board of Directors.

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose to such officers of the Company or to other contracting parties.

The Board of Directors may also delegate any of its powers to any committee, consisting of such person or persons (whether a member of the Board of Directors or not) as it thinks fit.

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

Notice of any meeting of the Board of Directors shall be given in writing or by e-mail, facsimile or by other comparable electronic means of transmission to all Directors at least twenty-four hours in advance of the day set for such meeting. The notice shall specify the purposes of and each item of business to be transacted at the meeting, and no business other than that referred to in such notice may be conducted at any such meeting nor shall any action be taken by the Board of Directors not referred to in such notice be valid. This notice may be waived by the consent in writing or by e-mail, facsimile or by other comparable electronic means of transmission of each Director and shall be deemed to be waived by any Director who is present in person or represented by proxy at the meeting. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any duly convened meeting of the Board of Directors by appointing in writing or by e-mail, facsimile or by other comparable electronic means of transmission another Director as his proxy. Any Director may attend a meeting of the Board of Directors by using teleconference, video means or any other audible or visual means of communication. A Director attending a meeting of the Board of Directors by using such means of communication is deemed to be present in person at this meeting.

A meeting of Board of Directors held by teleconference or videoconference or any other audible or visual means of communication, in which a quorum of Directors participate shall be as valid and effectual as if physically held, provided that a minute of the meeting is made and signed by the chairman of the meeting.

The Board of Directors can deliberate or act validly only if at least a majority of the Directors is present or represented at a meeting of the Board of Directors. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. Directors who are not present in person or represented by proxy may vote in writing or by e-mail, facsimile or by other comparable electronic means of transmission.

In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Circular resolutions signed by all Directors will be as valid and effectual as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution and may be evidenced by letters or facsimiles. Such resolutions shall enter into force on the date of the circular resolution as mentioned therein. In case no specific date is mentioned, the circular resolution shall become effective on the day on which the last signature of a Director is affixed.

Resolutions taken by any other electronic means of communication e.g. e-mail, cables, telegrams or telex(es) shall be formalized by subsequent circular resolution. The date of effectiveness of the then taken circular resolution shall be the one of the latest approval received by the Company via such other means of communication. Such approvals of all Directors shall remain attached to and form an integral part of the circular resolution endorsing the decisions formerly approved by electronic means of communication.

Any circular resolutions may only be taken by unanimous consent of all the members of the Board of Directors.

Art. 16. Minutes of the meetings of the Board of Directors. The minutes of any meeting of the Board of Directors shall be signed by the chairman of the meeting.

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

Art. 17. Conflicts of interest. No contract or other transaction between the Company and any other corporation or firm shall be affected or invalidated by the fact that one or more of the Directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any Director or officer of the Company who serves as a director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, such Director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders. The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving CREDIT SUISSE GROUP, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors at its discretion.

Art. 18. Indemnity. The Company may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at his request, of any other corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct.

Art. 19. Signatory Powers. The Company will be bound by the joint signature of any two Directors, officers or of any other persons to whom authority has been delegated by the Board of Directors.

Art. 20. Audit. The Company shall appoint an independent auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by law. The independent auditor shall be elected by the annual general meeting of shareholders. His mandate will remain valid until his successor has been elected. The independent auditor in office may be replaced at any time by the shareholders with or without case.

Art. 21. Redemption and conversion of shares. As more specifically described below, the Company has the power to redeem its own shares at any time within the sole limitations set forth by law. The Board of Directors may impose restrictions on the frequency at which shares may be redeemed in any class of shares; the Board of Directors may, in particular, decide that shares of any class shall only be redeemed on such Valuation Days (as defined in Article 22 hereof) as provided for in the Offering Document (each a "Redemption Day" and together the "Redemption Days").

A shareholder of the Company may request the Company to redeem all or any part of his shares of the Company by notification to be received by the Company or any third party appointed by the Company prior to the date on which the net asset value of such shares shall be determined or any other date as further specified in the Offering Document. In the event of such request, the Company will redeem such shares subject to the limitations set forth by law and subject to any suspension of this redemption obligation pursuant to Article 22 hereof. Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

The shareholder will be paid a price per share based on the net asset value per share of the relevant class as determined in accordance with the provisions of Article 22 hereof. There may be deducted from the net asset value per share a redemption charge, or any deferred sales charge payable to a distributor of shares of the Company and an estimated amount representing the costs and expenses which the Company would incur upon realization of the relevant percentage of the assets in the relevant pool (if any) to meet redemption requests of such size, as contemplated in the Offering Document. Payments of the redemption proceeds will be made not later than 10 business days after the date on which the net asset value of the shares to be redeemed has been calculated, unless otherwise provided for in the Articles or the Offering Document.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder who agrees, in specie by allocating to the shareholder redeeming his shares investments from the portfolio of assets set up in connection with such class or classes of shares equal in value (calculated in the manner described in Article 22 hereof) as of the Redemption Day, on which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or classes of shares and the valuation used shall be confirmed by a special report of the independent auditor of the Company. The costs of any such transfer shall be borne by the transferee.

Any redemption request must be filed by such shareholder at the registered office of the Company in Luxembourg, or at the office of such person or entity as shall be designated by the Company in connection with the redemption of shares, in such form and accompanied by such documents as the Board of Directors may prescribe in the Offering Document.

If a redemption or conversion of some shares of a class of shares would reduce the holding by any shareholder of shares of such class below the minimum holding as the Board of Directors shall determine from time to time, or, if the minimum subscription amount was waived at the time of subscribing for the relevant class, below the aggregate value of the shares of the relevant class for which the shareholder originally subscribed, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such class.

Further, if on any given Redemption Day, redemption and conversion requests exceed a certain volume for requests for redemptions or conversions of shares of a specific class of shares, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period that the Board of Directors considers to be in the best interest of the Company and its shareholders and settled when corresponding assets have been sold without unreasonable delay. If such measures prove necessary, all redemption requests received on the same day will be settled at the same price. On such deferred date these redemption and conversion requests will be met in priority to later requests.

The Board of Directors may in its absolute discretion mandatorily redeem any holding of a class of shares with a value of less than the minimum holding for that class of shares as determined from time to time by the Board of Directors and published in the Offering Document or, in the case of a shareholder for whom the minimum subscription amount was waived, any holding of a class of shares with a value of less than the aggregate value of shares of the relevant class, for which the shareholder originally subscribed. Further, the Company may at any time and at its own discretion proceed to redeem shares held by shareholders who are not entitled to acquire or possess these shares as described in Article 7 hereof. In particular, the Company is entitled to compulsorily redeem all shares held by a shareholder where any of the representations and warranties made in connection with the acquisition of the shares was not true or has ceased to be true or such shareholder fails to comply with any applicable eligibility condition for a class of shares. The Company is also entitled to compulsorily redeem all shares held by a shareholder in any other circumstances in which the Company determines that such compulsory redemption would avoid material legal, regulatory, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Company and the other shareholders, including but not limited to the cases where such shares are held by shareholders who are not entitled to acquire or possess these shares or who fail to comply with any obligations associated with the holding of these shares under the applicable regulations.

Art. 22. Calculation of Net Asset Value. For the purpose of determining the issue, redemption and conversion price thereof, the net asset value of shares of the Company shall be determined in respect of each class of shares by the Company from time to time as further specified in the Offering Document (every such day or time for determination of the net asset value being referred to herein as a "Valuation Day"). If Valuation Days coincide with customary holidays in countries whose stock exchanges or other markets are decisive for valuing the majority of a Sub-Fund's net assets, as an exception, the net asset value of that Sub-Fund's shares shall not be valued on such days.

To the extent permitted by law and in accordance with the provisions of the Offering Document, the Board of Directors may in its absolute discretion adjust the net asset value per share or any Sub-Fund while taking due consideration of prevailing market conditions, and the number of subscription, redemption and conversion applications received by the Company or any third party appointed by the Company for any given Valuation Day, as the case may be. This adjustment shall be carried out in such a way that the net asset value per share of the relevant Sub-Fund shall be increased or reduced by a percentage of such net asset value as specified in the Offering Document to cover the costs resulting from such subscription, redemption or conversion applications (including but not limited to transaction costs, tax charges, and bid-ask spreads) if the Board of Directors considers such adjustment to be fair, appropriate, and in the best interests of the shareholders.

The Company may at any time suspend the determination of the net asset value of shares of any particular Sub-Fund and/or the issuance and redemption of shares of such Sub-Fund from its shareholders as well as conversions from and to shares of each Sub-Fund, where a substantial proportion of the assets of the Sub-Fund:

a) cannot be valued because a stock exchange or market is closed otherwise than for ordinary public holidays, or when trading on such stock exchange or market is restricted or suspended; or

b) is not freely accessible because a political, economic, military, monetary or other event beyond the control of the Company does not permit the disposal of the Sub-Fund's assets, or such disposal would be detrimental to the interests of the shareholders concerned; or

c) cannot be valued because of disruption to the communications network or any other reason makes valuation impossible; or

d) is not available for transactions because limitations on foreign exchange or other types of restrictions make asset transfers impracticable or if pursuant to objective verifiable measures transactions cannot be effected at normal foreign exchange transaction rates; or

e) upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Company or a Sub-Fund.

Any such suspension shall be published, if appropriate, by the Company and shall be notified to investors applying for the issue, the conversion or the repurchase of shares by the Company at the time of the filing of the written request for such issue, conversion or repurchase.

Such suspension as to any Sub-Fund or class of shares shall have no effect on the calculation of the net asset value per share, the issue, redemption and conversion of the shares of any other Sub-Fund if such circumstances justifying the suspension are not applicable to the investments made on behalf of such Sub-Fund.

Unless otherwise stated in the Offering Document, the net asset value of the shares of each Sub-Fund or class of shares shall be expressed as a per share figure in the reference currency of the relevant Sub-Fund or class of shares and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to the respective Sub-Fund (and to the individual classes of shares within such Sub-Fund), being the value of the assets of the Company attributable to such Sub-Fund or class of shares, less its liabilities attributable to such Sub-Fund or class of shares at the close of business on such date, by the number of shares of the relevant class of shares then outstanding, all in accordance with the following valuation regulations or in any case not covered by them, in such manner as the Board of Directors shall think fair and equitable.

The net asset value of an alternate currency class shall be calculated first in the reference currency of the relevant Sub-Fund. The net asset value of an alternate currency class shall be calculated through conversion at those rates between the reference currency of the relevant Sub-Fund and the alternate currency of the relevant alternate currency class as further specified in the Offering Document. The net asset value of the alternate currency class will in particular reflect the costs and expenses incurred for the currency conversion in connection with the subscription, redemption and conversion of shares in this alternate currency class and for hedging the currency risk.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

In the absence of bad faith, negligence or manifest error, every decision in calculating the net asset value taken by the Board of Directors or by any bank, corporation or other organization which the Board of Directors may appoint for the purpose of calculating the net asset value, shall be final and binding on the Company and present, past or future shareholders.

A. The assets of the Company shall be deemed to include (but not be limited to):

a) all cash in hand or on deposit, including any interest accrued thereon;

b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);

c) all bonds, time notes shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices)

d) all units or shares in undertakings for collective investments

e) all stock, stock dividends, cash dividends and cash distributions receivable by the Company;

f) all interest accrued on any interest-bearing securities owned by the Company except to the extent that the same is included or reflected in the principal amount of such security;

g) the preliminary expenses of the Company including the cost of issuing and distributing shares of the Company insofar as the same have not been written off, and

h) all other assets of every kind and nature, including prepaid expenses.

Unless otherwise set forth in the Offering Document, the value of such assets of each Sub-Fund shall be valued as follows:

a) Securities which are listed on a stock exchange or which are regularly traded on such shall if not otherwise provided for in the Offering Document, be valued at the closing mid-price (the mean of the closing bid and ask prices). If such a price is not available for a particular trading day, the last available traded price, or alternatively the closing bid, may be taken as a basis for the valuation.

b) If a security is traded on several stock exchanges, the valuation shall be made by reference to the exchange on which it is primarily traded.

c) In the case of securities for which trading on a stock exchange is not significant although a secondary market with regulated trading among securities dealers does exist (with the effect that the price is set on a market basis), the valuation may be based on this secondary market.

d) Securities traded on a regulated market shall be valued in the same way as securities listed on a stock exchange.

e) Shares or units in an open-ended undertaking for collective investments will be valued at the most recently calculated net asset value which is computed for such shares or units, taking due account of applicable redemption fees. Where no net asset value and only buy and sell prices are available for shares or units in these undertakings for collective investments, the shares or units may be valued at the mean of such buy and sell prices.

f) Securities that are not listed on a stock exchange and are not traded on a regulated market shall be valued at their last available market price; if no such price is available, the Board of Directors shall value these securities in accordance with other criteria to be established by the Board of Directors and on the basis of the probable sales price, the value of which shall be estimated with due care and good faith.

g) Derivatives shall be treated in accordance with the above.

h) Fixed-term deposits and similar assets shall be valued at their respective nominal value plus accrued interest.

i) The valuation price of a money-market investment, based on the net acquisition price, shall be progressively adjusted to the redemption price whilst keeping the resulting investment return constant. In the event of a significant change in market conditions, the basis for valuation of different investments shall be brought into line with the new market yields.

For the avoidance of doubt, any assets of each Sub-Fund not expressly mentioned herein shall be valued as set forth in the Offering Document or as otherwise decided upon by the Board of Directors.

The amounts resulting from such valuations shall be converted into the reference currency of each Sub-Fund at those rates as further specified in the Offering Document. Foreign exchange transactions conducted for the purpose of hedging currency risks shall be taken into consideration when carrying out this conversion.

If a valuation in accordance with the above rules is rendered impossible or incorrect owing to special or changed circumstances, then the Board of Directors shall be entitled to use other generally recognized and auditable valuation principles in order to value the Sub-Fund's assets.

The net asset value shall be rounded up or down, as the case may be, to the next smallest unit of the reference currency then used unless otherwise stated in the Offering Document.

The net asset value of one or more classes of shares may also be converted into other currencies, should the Board of Directors decide to effect the issue and redemption of shares in one or more other currencies. Should the Board of Directors determine such currencies, the net asset value of the shares in these currencies shall be rounded up or down to the next smallest unit of currency.

B. Unless otherwise decided upon by the Board of Directors, the liabilities of the Company shall be deemed to include:

a) all loans, bills and accounts payable;

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

c) all accrued or payable expenses (including fees payable by the Company to its alternative investment fund manager, administrative fees, investment advisory and management fees including any potential performance fees and incentive fees, depositary fees and corporate agent's 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 where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;

e) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the Board of Directors and

f) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles, except liabilities represented by shares in the Company.

In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company comprising, among others, formation expenses, fees payable to its alternative investment fund manager, investment advisers or portfolio managers, fees and expenses of accountants, depositary and correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Company, fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the Offering Document and regular and ad-hoc reports for shareholders, explanatory memoranda or registration statements, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and costs of brokerage, postage, telephone, e-mail, facsimile and any other means of communication. The Company may calculate administrative and other expenses of a regular or recurring nature and on estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. The Company shall establish pools of assets in the following manner:

a) the proceeds to be received from the issue of shares of a specific class of shares shall be applied in the books of the Company to the pool established for that class of shares, and, as the case may be, the relevant amount shall increase the proportion of the net assets of such pool attributable to the class of shares to be issued, and the assets and liabilities and income and expenditure attributable to such class of shares shall be applied to the corresponding pool subject to the provisions of this article;

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same pool as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant pool;

c) where the Company incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability shall be

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated equally to all the pools and within each pool pro rata to the net asset values of the relevant classes of shares provided that insofar as justified by the amounts, the allocation among the pools may also be made on the basis of the net asset value of the pools, and provided further that all liabilities, whatever pool they are attributable to, shall, be incurred solely by the pool they were attributed to;

e) when class-specific expenses are paid for any class and/or higher dividends are distributed to shares of a given class, the net asset value of the relevant class of shares shall be reduced by such expenses and/or by any excess of dividends (thus decreasing the percentage of the total net asset value of the relevant pool, as the case may be, attributable to such class of shares) and the net asset value attributable to the other class or classes of shares shall remain the same (thus increasing the percentage of the total net asset value of the relevant pool, as the case may be, attributable to such other class or classes of shares);

f) when class-specific assets, if any, cease to be attributable to one or several classes only, and/or when income or assets derived therefrom are to be attributed to all classes of shares issued in connection with the same pool, the share of the relevant class shall increase in the proportion of such contribution; and

g) whenever shares of any class are issued or redeemed, the entitlement to the pool of assets attributable to the corresponding class of shares shall be increased or decreased by the amount received or paid, as the case may be, by the Company for such issue or redemption.

D. For the purposes of this Article:

a) shares of the Company to be redeemed under Article 21 hereof shall be treated as existing and taken into account until immediately after the close of business on the Redemption Day, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;

b) shares to be issued by the Company pursuant to subscription applications received shall be treated as being in issue as from the close of business on the Valuation Day on which the issue price thereof was determined and such price, until received by the Company, shall be deemed a debt due to the Company;

c) all investments, cash balances and other assets of the Company not expressed in the currency in which the net asset value of any class of shares is denominated, shall be valued after taking into account the market rate or rates of exchange as further specified in the Offering Document and

d) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable.

E. The Board of Directors may invest and manage all or any part of the pools of assets referred to in section C. of this Article 22 (hereafter referred to as "Participating Funds") on a pooled basis where it is appropriate with regard to their respective investment sectors to do so in accordance with the following provisions.

a) Any such enlarged asset pool (the "Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter, the Directors may from time to time make further transfers to the Asset Pool. They may also transfer assets from the Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Asset Pool only where they are appropriate to the investment sector of the Asset Pool concerned.

b) The assets of the Asset Pool to which each Participating Fund shall be entitled, shall be determined by reference to the allocations and withdrawals of assets by such Participating Funds and the allocations and withdrawals made on behalf of the other Participating Funds.

c) Dividends, interests and other distributions of an income nature received in respect of the assets in an Asset Pool will be immediately credited to the Participating Funds in proportion to their respective entitlements to the assets in the Asset Pool at the time of receipt.

Art. 23. Subscription Price. Whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be the net asset value as hereinabove defined for the relevant class of shares together, if the Directors so decide, with such sum as the Board of Directors may consider to be an appropriate provision for duties and charges (including stamp and other duties, taxes, governmental charges, brokerage, bank charges, transfer fees, registration and certification fees and other similar duties and charges) which would be incurred if all the assets held by the Company and taken into account for the purposes of the relative valuation were to be acquired at the values attributed to them in such valuation and taking into account any other factors which it is in the opinion of the Directors proper to take into account, plus such commission as the Offering Document may provide, such price to be rounded up to the nearest whole unit of the currency in which the net asset value of the relevant shares is calculated, if the Directors so decide, subject to such notice period and procedures as provided for in the Offering Document. The subscription price so determined shall be payable within a delay as further specified in the Offering Document.

The Company may in the interest of the shareholders accept transferable securities and other assets permitted by the Law as payment for subscription ("contribution in kind"), provided the offered transferable securities and other assets correspond to the investment policy of the respective Sub-Fund. Each payment of shares against contribution in kind is part of a valuation report issued by the independent auditor of the Company.

The Board of Directors may at its sole discretion, reject all or several offered transferable securities and other assets without giving reasons. All costs caused by such contribution in kind (including the costs for the valuation report, broker fees, expenses, commissions, etc.) shall be borne by the contributing investor.

In the event of an issue of a new class of shares, the initial issue price shall be determined by the Board of Directors.

Art. 24. Accounting Year. The accounting year of the Company shall begin on 1 January and shall terminate on 31 December of the same year. The accounts of the Company shall be expressed in Euro. When there shall be different classes of shares as provided for in Article 5 hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be converted into Euro and added together for the purpose of the determination of the accounts of the Company.

Art. 25. Dividends. The allocation of the annual results and any other distributions shall be determined by the annual general meeting of shareholders upon proposal by the Board of Directors. Interim dividends may, subject to such further conditions as set forth by law, be paid out on the shares of any class of shares out of the assets attributable to such class of shares upon decision of the Board of Directors.

No distribution may be made if as a result thereof the capital of the Company became less than the minimum prescribed by law. The dividends declared will be paid in such currencies at such places and times as shall be determined by the Board of Directors. The Board of Directors may decide to make non-cash distributions instead of distributions in cash with the prior consent of the shareholders within the scope of the prerequisites and terms and conditions as the Board of Directors may determine.

Dividends may further, in respect of any class of shares, include an allocation from an equalization account which may be maintained in respect of any such class and which, in such event, will, in respect of such class be credited upon issue of shares and debited upon redemption of shares, in an amount calculated by reference to the accrued income attributable to such shares.

The payment of distributions to the shareholders shall be made to the address indicated in the Register of Shareholders.

Distributions that have been declared by the Company and that the Company holds at the beneficiaries' disposal shall not bear interest.

Art. 26. Depositary. The Company shall enter into a depositary agreement with a bank which shall satisfy the requirements of the Law and any applicable CSSF-Circulars and Regulations (the "Depositary"). All securities and cash of the Company are to be held by or to the order of the Depositary who shall assume towards the Company and its shareholders the responsibilities provided by law.

Under the conditions provided for by the Law and the AIFM Law, the Company may agree to discharge the Depositary of its liability. In particular, the Company may agree to discharge the Depositary, where the law of a non-EU country requires that certain financial instruments are held in custody by a local entity, but where the Depositary has established that there are no local entities subject to effective prudential regulation, including minimum capital requirements, and supervision in the jurisdiction concerned, and no local entity is subject to an external periodic audit to ensure that the financial instruments are in its possession.

In the event of the Depositary desiring to retire, the Board of Directors shall use its best endeavours to find a bank willing to assume the tasks and responsibilities of a depositary bank as provided for in the Law, the AIFM Law and any applicable CSSF-Circulars and Regulations. The Board of Directors may terminate the appointment of the Depositary, but shall not remove the Depositary unless and until a successor depositary bank shall have been appointed.

Art. 27. Dissolution.

I. Dissolution of the Company

In the event of dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation, as required by Luxembourg law.

The net proceeds of liquidation corresponding to each class of shares shall be distributed by the liquidators to the holders of shares of each class in proportion to their holding of shares in such class.

II. Dissolution of a Sub-Fund

The dissolution of a Sub-Fund by a compulsory redemption of shares of such Sub-Fund must be made upon a resolution of the Board of Directors, if the dissolution is deemed appropriate in the light of the interest of the shareholders.

The dissolution of a Sub-Fund by a compulsory redemption of shares of the Sub-Fund concerned may further be made upon a resolution of a general meeting of shareholders of the relevant Sub-Fund. The quorum and majority requirements prescribed by Luxembourg law for decisions regarding amendments to the Articles are applicable to such meetings.

In that event, the Company may upon prior notice to the holders of shares of such Sub-Fund proceed to a compulsory redemption of all shares of the given class at the net asset value calculated (taking into account actual realization prices of investments and realization expenses) at the Valuation Day at which such decision shall take effect (less any applicable taxes).

Registered shareholders shall be notified in writing. The Company shall inform shareholders which are not registered by publication of a redemption notice in newspapers to be determined by the Board of Directors, unless all such shareholders and their addresses are known to the Company.

Any redemption proceeds that cannot be distributed to the shareholders in accordance with Luxembourg law after the decision to liquidate the Company of a Sub-Fund shall be deposited with the "Caisse de Consignation" in Luxembourg until the statutory period of limitation has elapsed.

Notwithstanding the powers reserved to the Board of Directors, the general meeting of shareholders of a class of shares, may decide in accordance with the quorum and majority requirements referred to in Article 11 hereof to reduce the capital of the Company by cancellation of all shares of such class and refund to the holders of shares of such class the full net asset value of the shares of such class as at the date of distribution of such proceeds (less any applicable taxes).

III. Merger of a Sub-Fund

The Board of Directors or the general meeting of shareholders of a Sub-Fund may also decide to merge such Sub-Fund with another existing Sub-Fund or to contribute the assets and liabilities of such Sub-Fund to another Luxembourg undertaking for collective investment against issue of shares or units of such other Luxembourg undertaking for collective investment to be distributed to the holders of shares of the Sub-Fund concerned.

Such decision will be notified in writing to the shareholders of the Sub-Fund in question and if necessary published by the Company.

Such notification and/or publication will be made one month before the date on which such merger shall become effective in order to enable holders of such shares to request redemption thereof, free of charge (except for any deferred sales charge), before the implementation of any such transaction.

There are no quorum requirements for the general meeting deciding upon a merger of a Sub-Fund with another Sub-Fund or another Luxembourg undertaking for collective investment and resolutions on this subject may be taken by simple majority of the shares present or represented at the meeting.

Where a merger is to be implemented with a mutual investment fund (fonds commun de placement) or a foreign-based undertaking for collective investment such resolution shall be binding only on holders of shares who have approved the proposed amalgamation.

Art. 28. Amendments to Articles. These Articles may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg. Any amendment affecting the rights of the holders of shares of any class of shares vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

Art. 29. Miscellaneous. All matters not governed by these Articles shall be determined in accordance with the Law and the Luxembourg law of 10 th August 1915 on commercial companies and amendments thereto.

Transitional provisions

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

2. The first annual general meeting of shareholders shall be held on 19 May 2016 at 11.00 am CET.

3. Interim dividends may also be distributed during the Company's first financial year.

Subscription and payment

The share capital of the Company is subscribed as follows:

290 shares of Cape Capital Capital SICAV-SIF - Cape Fixed Income Fund EUR share class II have been subscribed by the Appearing Party, aforementioned, for the price of twenty-nine thousand euro (EUR 29,000), i.e. EUR 100 per share;

10 shares of Cape Capital SICAV-SIF - Cape Value Equity Fund share class II have been subscribed by the Appearing Party for the price of one thousand euro (EUR 1,000), i.e. EUR 100 per share; and

10 shares of Cape Capital SICAV-SIF - Cape Absolute Equity Fund share class II have been subscribed by the Appearing Party for the price of one thousand euro (EUR 1,000), i.e. EUR 100 per share;

(i) The shares so subscribed have been fully paid up by a contribution in cash so that the amount of thirty-one thousand euro (EUR 31,000) is as of now available to the Company, as it has been justified to the undersigned notary.

Declaration

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.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever incurred by the Company or which shall be borne by the Company in connection with its incorporation are estimated at approximately EUR 3,000.-

Resolutions of the sole shareholder

The Appearing Party, representing the entire share capital of the Company and having waived any convening requirements, has passed the following resolutions:

1. The address of the registered office of the Company is set at 5, rue Jean Monnet, L-2180 Luxembourg;

2. The following persons are appointed as directors of the Company until the general meeting of shareholders convened to approve the Company's annual accounts for the first financial year;

(i) Johan Holgersson, born in Holmsund, Sweden, on 8 September 1969, professionally residing at Schipfe 2, CH-8001 Zurich, Switzerland;

(ii) Robert Gregory Archbold, born in Dublin, Ireland, on 14 July 1975, professionally residing at 5, rue Jean Monnet, L-2180 Luxembourg; and

(iii) Véronique Trausch, born in Luxembourg on 19 December 1958, professionally residing at 7a, rue Thomas Edison, L-1445 Strassen.

3. The following person is appointed as independent auditor ("réviseur d'entreprises agréé") until the general meeting of shareholders convened to approve the Company's annual accounts for the first financial year:

PricewaterhouseCoopers, a Société Coopérative, incorporated and existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 65.477, having its registered office at 2, rue Gerhard Mercator, L-2182 Luxembourg.

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

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

The document having been read to the proxyholder of the Appearing Party, the said proxyholder of the Appearing Party signed together with the notary the present deed.

Signé: J. NIEDERMEYER et H. HELLINCKX.

Enregistré à Luxembourg A.C.1, le 1 er avril 2015. Relation: 1LAC/2015/10148. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 14 avril 2015.

Référence de publication: 2015055664/742.

(150063433) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 avril 2015.

Futuradent G.m.b.H., Société à responsabilité limitée.

Siège social: L-3337 Hellange, 26, route de Mondorf.

R.C.S. Luxembourg B 39.551.

Art Oral Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-3337 Hellingen, 26, rue de Mondorf.

R.C.S. Luxembourg B 196.381.

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Im Jahre zweitausendfünfzehn, am vierzehnten Tag des Monats April;

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

IST ERSCHIENEN:

Herr Claude LESS, Zahntechniker, geboren in Luxemburg (Großherzogtum Luxemburg), am 18. November 1965, wohnhaft in L-3337 Hellingen, 26, rue de Mondorf.

Welcher Komparent erklärt und ersucht den amtierenden Notar zu beurkunden:

- Dass die nach dem Recht des Großherzogtums Luxemburg gegründete und bestehende Gesellschaft mit beschränkter Haftung „FUTURADENT G.M.B.H.", mit Sitz in L-3337 Hellingen, 26, rue de Mondorf, eingetragen beim Handels- und Gesellschaftsregister von Luxemburg, Sektion B, unter der Nummer 39551 (Matrikelnummer: 1992 24 01 066), (hiernach die „Gesellschaft" oder die „zu spaltende Gesellschaft"), gegründet worden ist gemäß Urkunde aufgenommen durch Notar Paul BETTINGEN, mit dem damaligen Amtssitz in Wiltz (Großherzogtum Luxemburg), am 11. Februar 1992, veröffentlicht im Memorial C, Recueil Spécial des Sociétés et Associations, Nummer 325 vom 29. Juli 1992,

und dass deren Satzungen (die „Statuten") abgeändert worden sind gemäß Urkunden aufgenommen:

- durch Notar Roger ARRENSDORFF, im damaligen Amtssitz in Wiltz (Großherzogtum Luxemburg), am 31. August 1995, veröffentlicht im Memorial C, Recueil Spécial des Sociétés et Associations, Nummer 565 vom 6. November 1995,

- durch Notar Jean-Paul HENCKS, mit dem damaligen Amtssitz in Luxemburg (Großherzogtum Luxemburg), am 25. September 2003, veröffentlicht im Memorial C, Recueil des Sociétés et Associations, Nummer 1120 vom 28. Oktober 2003,

- durch vorgenannten Notar Jean-Paul HENCKS, am 28. Juli 2005, veröffentlicht im Memorial C, Recueil des Sociétés et Associations, Nummer 113 vom 17. Januar 2006, und

- durch Notarin Christine DOERNER, mit dem Amtssitz in Bettemburg (Großherzogtum Luxemburg), am 26. August 2013, veröffentlicht im Memorial C, Recueil des Sociétés et Associations, Nummer 2744 vom 4. November 2013.

- Dass der Komparent der einzige aktuelle Gesellschafter (der „Alleingesellschafter“) der Gesellschaft ist und dass er folgende Beschlüsse fasst:

Erster Beschluss

Der Alleingesellschafter beschließt die Annahme des Teilspaltungsplans der Gesellschaft, wie vom Geschäftsführer am 13. Februar 2015 verabschiedet, und der Alleingesellschafter beschließt, dass dieser somit heute sofort in Kraft tritt.

Zweiter Beschluss

Der Alleingesellschafter verzichtet ausdrücklich auf eine Analyse des Teilspaltungsplans durch einen Wirtschaftsprüfer, sowie auf einen Bericht eines Wirtschaftsprüfers, da die Bedingungen von Artikel 307 des Gesetzes über kommerzielle Gesellschaften erfüllt sind.

Dritter Beschluss:

Der Alleingesellschafter beschließt, durch Annahme des vorgenannten Teilspaltungsentwurfs, welcher im offiziellen Amtsblatt des Großherzogtums Luxemburg, Mémorial C, Recueil des Sociétés et Associations, Nummer 665 vom 11. März 2015, veröffentlicht wurde, eine neue Gesellschaft mit beschränkter Haftung unter der Bezeichnung „ART ORAL LUXEMBOURG S.à r.l.“ zu gründen (die „Neue Gesellschaft“), und dies durch Annahme, ohne Änderung, der Satzung wie in der vorbenannten Veröffentlichung enthalten.

Der Alleingesellschafter beschließt der neuen Gesellschaft „ART ORAL LUXEMBOURG S.à r.l.“ diejenigen Aktiva und Passiva, wie im besagten Teilspaltungsentwurf aufgelistet, unter den Bedingungen und Auflagen desjenigen Teilspaltungsentwurfs, zu übertragen.

Der Alleingesellschafter stellt somit fest, dass das Gründungskapital von zwölftausendvierhundert Euro (12.400,- EUR) eingelegt ist. Dies wird vom unterzeichneten Notar beurkundet, welcher die Einhaltung aller Bestimmungen von Artikel 183 des abgeänderten Gesetzes vom 10. August 1915 über die Handelsgesellschaften bescheinigt.

Im Rahmen dieser Einlegung des Gesellschaftskapitals der Neuen Gesellschaft, stellt der Alleingesellschafter ebenfalls fest, dass das Kapital der Gesellschaft um zwölftausendvierhundert Euro (12.400,- EUR) herabgesetzt wird und zwar durch Streichung von einhundert (100) Anteilen.

Der Alleingesellschafter stellt fest, dass die neue Gesellschaft „ART ORAL LUXEMBOURG S.à r.l.“, deren Sitz sich in L-3337 Hellingen, 26, rue de Mondorf, befindet, (Matrikelnummer: 2015 24 13 808), somit rechtswirksam gegründet ist.

Der Alleingesellschafter beschließt die Zahl der künftigen Geschäftsführer auf einen (1) festzulegen und ernennt, auf unbestimmte Dauer, Herrn Claude LESS, Zahntechniker, geboren in Luxemburg (Großherzogtum Luxemburg), am 18. November 1965, wohnhaft in L-3337 Hellingen, 26, rue de Mondorf,, zum alleinigen Geschäftsführer.

Die Zeichnungsberechtigung des Geschäftsführers wird wie folgt festgelegt:

„Der Geschäftsführer hat die weitestgehenden Befugnisse, um die Gesellschaft rechtmäßig und ohne Einschränkungen durch seine alleinige Unterschrift zu verpflichten.“

Fünfter Beschluss

Der Alleingesellschafter beschließt dass die Gesellschaft, „FUTURADENT G.M.B.H.“, unter Fortführung ihrer bisherigen Tätigkeiten, nach der Teilabspaltung weiter besteht, mit sämtlichen nicht an die Neuen Gesellschaft übertragenen Aktiva und Passiva, und wie dies im Einzelnen im Teilspaltungsplan vom 13. Februar 2015, geregelt ist.

Sechster Beschluss

Die Generalversammlung stellt fest, dass die Gesellschaft Eigentümerin folgender Immobilie ist:

Bezeichnung

Immobilie gelegen in L-3337 Hellingen, 26, rue de Mondorf, eingetragen im Kataster der Gemeinde Frisingen, Sektion C von Hellingen, Katasternummer 928/2358, Ort genannt: „Munnerëferstrooss“, Platz (besetzt), Wohnhaus, Groß 11,65 Ar.

Eigentumsnachweis

Die zu spaltende Gesellschaft hat vorbezeichnete Immobilie erworben gemäß Urkunde aufgenommen durch Notar Edmond SCHROEDER, mit dem damaligen Amtssitz in Mersch (Großherzogtum Luxemburg), am 10. Dezember 2001, überschrieben im zweiten Hypothekenamte von und zu Luxemburg, am 31. Dezember 2001, Band 1308, Nummer 3.

Der Alleingesellschafter stellt fest, dass das Grundstück nach der Teilspaltung der „FUTURADENT G.M.B.H.“ in die neue Gesellschaft „ART ORAL LUXEMBOURG S.à r.l.“, zum wahren käuflichem Wert („valeur vénale“) von sechshundertfünfzigtausend Euro (650.000,- EUR), eingebracht wurde.

Bevollmächtigung

Der Alleingesellschafter beauftragt jeden Angestellten der Kanzlei des amtierenden Notars alle Formalitäten, die zur Registrierung der Eigentumsübertragung notwendig sind, vorzunehmen.

Erklärung

Der Alleingesellschafter stellt fest, dass die Spaltung gemäß Artikel 301 des Gesetzes vom 10. August 1915 über die Handelsgesellschaften in der derzeit geltenden Fassung, unbeschadet der Bestimmungen des Artikels 302 des besagten Gesetzes über die Wirkung gegenüber Dritten, durchgeführt ist.

Erklärung des Notars

Der unterzeichnete Notar erklärt, dass er entsprechend den Vorschriften des Artikel 300(2) des Gesetzes vom 10. August 1915 über die Handelsgesellschaften in der derzeit gültigen Fassung die Existenz und die Rechtmäßigkeit der Urkunde und Maßnahmen, die gespaltene Gesellschaft treffen, sowie den Teilspaltungsplan, geprüft hat, was er hiermit bestätigt.

Kosten

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

WORÜBER URKUNDE, aufgenommen in Luxemburg, am Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an den Komparenten, qualitate qua, dem instrumentierenden Notar nach Namen, gebräuchlichem Vornamen, Stand und Wohnort bekannt, hat besagter Komparent mit Uns dem Notar gegenwärtige Urkunde unterschrieben.

Signé: C. LESS, C. WERSANDT.

Enregistré à Luxembourg A.C. 2, le 16 avril 2015. 2LAC/2015/8278. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Paul MOLLING.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 28 avril 2015.

Référence de publication: 2015063009/106.

(150072502) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 avril 2015.

Duemme Sicav, Société d'Investissement à Capital Variable.

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 65.834.

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In the year two thousand fifteen, on the sixteenth of April.

Before Us Maître Henri HELLINCKX, notary residing in Luxembourg.

Was held

an extraordinary general meeting of the shareholders of DUEMME SICAV, société d'investissement à capital variable, with registered office at 33, rue de Gasperich, L-5826 Hesperange, duly registered with the Luxembourg Trade and Companies' Register under section B number 65834 incorporated by a notarial deed on the 14 th of August 1998, published in the Mémorial, Recueil des Sociétés et Associations C dated September 11, 1998, number 647. The Articles of Incorporation have been amended for the last time by a deed of the undersigned notary of the 11 th May 2010, published in the Mémorial, Recueil des Sociétés et Associations C dated June 29, 2010, number 1338.

The meeting is opened at 10.00 a.m. with Mrs Gwendoline Boone, with professional address in Hesperange, in the chair,

who appointed as secretary Mrs Flore Sendegeya, with professional address in Hesperange.

The meeting elected as scrutineer Mr. Emmanuel Gilson de Rouvreux, with professional address in Hesperange.

The chairman then declared and requested the notary to declare the following:

I.- That the present extraordinary general meeting has been convened by a notice published in the Mémorial C, Recueil des Sociétés et Associations, in the Luxemburger Wort and Le Quotidien on March 14 and 31, 2015.

II.- The shareholders present or represented and the number of shares held by each of them are shown on an attendance list, signed by the chairman, the secretary, the scrutineer and the undersigned notary. The said list as well as the proxies will be annexed to this document to be filed with the registration authorities.

III.- It appears from the attendance list, that out of 14,031,966.32 shares in circulation, 155,529 shares are present or represented at the present extraordinary general meeting, so that the meeting could validly decide on all the items of the agenda.

A first extraordinary general meeting, convoked upon the notices set forth in the minutes, with the same agenda as the agenda of the present meeting indicated hereabove, was held on March 11, 2015 and could not validly decide on the items of the agenda for lack of the legal quorum.

According to article 67 and 67-1 of the law on commercial companies the present meeting is authorised to take resolutions whatever the proportion of the represented capital may be.

IV.- That the agenda of the meeting is the following:

Agenda

1. Amendment of Article 5 to insert the possibility of share division.

2. Amendment of Articles 6, 8, 10 and 22 in order to withdraw the references to share certificates.

3. Amendment of Article 12 to enlarge the case of the NAV suspension as per the new law of 17 December 2010 (i.e. cross-investments and master feeder structures).

4. Amendment of Article 18 to update the investments restrictions as per the new law dated 17 December 2010 as reflected in the prospectus.

5. Amendment of Article 24 in order to adapt the liquidation and merger processes to the laws and regulations deleting the process of publication in the newspapers as well as the related general meeting.

6. General amendment of the Articles of Incorporation to replace the references of the law of 10 December 2002 regarding undertakings for collective investment by references to the new law of 17 December 2010 regarding undertakings for collective investment.

7. General cosmetic and consistency amendments of the Articles of Incorporation.

8. Waiver of the French version of the Articles of Incorporation.

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

First resolution

The general meeting decides to amend Article 5 to insert the possibility of share division.

Second resolution

The general meeting decides to amend Articles 6, 8, 10 and 22 in order to withdraw the references to share certificates.

Third resolution

The general meeting decides to amend Article 12 to enlarge the case of the NAV suspension as per the new law of 17 December 2010 (i.e. crossinvestments and master feeder structures).

Fourth resolution

The general meeting decides to amend Article 18 to update the investments restrictions as per the new law dated 17 December 2010 as reflected in the prospectus.

Fifth resolution

The general meeting decides to amend Article 24 in order to adapt the liquidation and merger processes to the laws and regulations deleting the process of publication in the newspapers as well as the related general meeting.

Sixth resolution

The general meeting decides the general amendment of the Articles of Incorporation to replace the references of the law of 10 December 2002 regarding undertakings for collective investment by references to the new law of 17 December 2010 regarding undertakings for collective investment.

Seventh resolution

The general meeting decides to approve the general cosmetic and consistency amendments of the Articles of Incorporation.

Eighth resolution

The general meeting decides to waive the French version of the Articles of Incorporation.

The general meeting decides consequently to adopt the coordinated version of the Articles of Incorporation in accordance with the modifications mentioned here above:

"Title I. Name - Registered office - Duration - Purpose

Art. 1. Name. There exists a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of "DUEMME SICAV" (hereinafter the "Company").

Art. 2. Registered Office. The registered office of the Corporation is established in Hesperange, in the Grand-Duchy of Luxembourg. The registered office of the corporation may be transferred within the Grand Duchy of Luxembourg by resolution of the board of directors of the Corporation.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the board of directors.

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

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

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other assets permitted by law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under the law of 17 December 2010 on undertakings for collective investment, as such law may be amended from time to time.

Title II. Share capital - Shares - Net asset value

Art. 5. Share Capital - Classes of Shares. The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 11 hereof. The minimum capital shall be as provided by law, i.e. one million two hundred and fifty thousand euros (EUR 1,250,000.).

The shares to be issued pursuant to Article 7 hereof may, as the board of directors shall determine, be of different classes. The proceeds of the issue of each class of shares shall be invested in transferable securities of any kind and other assets permitted by law pursuant to the investment policy determined by the board of directors for the Sub-Fund (as defined hereinafter) established in respect of the relevant class or classes of shares, subject to the investment restrictions provided by law or determined by the board of directors.

The board of directors shall establish a portfolio of assets constituting a Sub-Fund ("Compartment" or "Sub-Fund") within the meaning of Article 181 of the law of 17 December 2010 as such law may be amended from time to time, for each class of shares or for two or more classes of shares in the manner described in Article 11 hereof. As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund and each Sub-Fund is treated as a separate legal entity. The assets of a particular Sub-Fund are only applicable to the debts, engagements and obligations of that Sub-Fund.

For the purpose of determining the capital of the Company, the net assets attributable to each class of shares shall, if not expressed in EUR, be converted into EUR and the capital shall be the total of the net assets of all the classes of shares.

The board of directors may decide the reorganization of one class of shares, by means of a division into two or more classes in the Company or in another Luxembourg undertaking for collective investment registered under Part I of the law of 17 December 2010. Such decision will be published in the same manner as described in Article 24 and the publication will contain information in relation to the two or more new classes.

Art. 6. Form of Shares.

(1) The board of directors shall determine whether the Company shall issue shares in bearer and/or in registered form, dematerialised. If bearer share written confirmation are to be issued (upon request), they will be issued in such denominations as the board of directors shall prescribe and shall provide on their face that they may not be transferred to any U.S. person, resident, citizen of the United States of America or entity organized by or for a U.S. person (as defined in Article 10 hereinafter).

All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered shares, his residence or elected domicile as indicated to the Company and the number of registered shares held by him.

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares.

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request of the holder of such shares.

(2) If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant share written confirmation (if any). Transfer of registered shares shall be effected by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders.

(3) Shareholders entitled to receive registered shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of

the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change his address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

(4) The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of such share(s) is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such share(s).

(5) The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant class of shares on a pro rata basis.

Art. 7. Issue of Shares. The board of directors is authorized without limitation to issue an unlimited number of fully paid up shares at any time without reserving the existing shareholders a preferential right to subscribe for the shares to be issued.

The board of directors may impose restrictions on the frequency at which shares shall be issued in any Sub-Fund; the board of directors may, in particular, decide that shares of any Sub-Fund shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents for the shares.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the net asset value per share of the relevant class as determined in compliance with Article 11 hereof as of such Valuation Day (defined in Article 12 hereof) as is determined in accordance with such policy as the board of directors may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the board of directors. The price so determined shall be payable within a maximum period as provided for in the sales documents for the shares and which shall not exceed ten business days from the relevant Valuation Day.

The board of directors may delegate to any director, manager, officer or other duly authorized agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

If subscribed shares are not paid for, the Company may cancel their issue whilst retaining the right to claim its issue fees and commissions.

The Company may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the auditor of the Company ("réviseur d'entreprises agréé") and provided that such securities comply with the investment policy of the relevant Sub-Fund as described in the sales documents for the shares.

Art. 8. Redemption of Shares. Any shareholder may request the redemption of all or part of his shares by the Company, under the terms and procedures set forth by the board of directors in the sales documents for the shares and within the limits provided by law and these Articles.

The redemption price per share shall be paid within a maximum period as provided for in the sales documents for the shares and which shall not exceed ten business days from the relevant Valuation Day, as is determined in accordance with such policy as the board of directors may from time to time determine, provided that the share written confirmation, if any, and the transfer documents have been received by the Company, subject to the provision of Article 12 hereof.

If as a result of any request for redemption, the number or the aggregate net asset value of the shares held by any shareholder in any class of shares of the relevant Sub-Fund would fall below such number or such value as determined by the board of directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares in such class.

Further, if on any given date redemption requests pursuant to this Article and conversion requests pursuant to Article 9 hereof exceed a certain level determined by the board of directors in relation to the number of shares in issue of a specific class or in case of a strong volatility of the market or markets on which a specific class is investing, the board of directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the board considers to be in the best interests of the Company. In any such case, an exit fee to be determined by the board of directors may be charged to the shareholders making a redemption or conversion request to cover the corresponding costs of disinvestment of the underlying portfolio. The rate of such exit fee will be the same for all shareholders having requested the redemption or conversion of their shares on the same Valuation Day. The exit fee shall revert to the class of shares from which the redemption or conversion was effected. On the next Valuation Day following such period, these redemption and conversion requests will be met in priority to later requests.

The redemption price shall be equal to the net asset value per share of the relevant class within the relevant Sub-Fund, as determined in accordance with the provisions of Article 11 hereof, less such charges and commissions (if any) at the rate provided by the sales documents for the shares. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine.

The Company may, subject to the acceptance of the relevant shareholders, and if the principle of equal treatment between shareholders is complied with, make redemptions in kind of part of or all their shares in compliance with the conditions set forth by the Company (including but not limited to the production of a report of an independent auditor).

In the event that for any reason the value of the net assets in any Sub-Fund has decreased to an amount determined by the board of directors to be the minimum level for such Sub-Fund to be operated in an economically efficient manner, or in case of a significant change of the economic or political situation or in order to proceed to an economic rationalization, the board of directors may decide to redeem all the shares of the relevant class or classes at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. The Company shall serve a notice to the holders of the relevant class or classes of shares at least thirty days prior to the Valuation Day at which the redemption shall take effect. Registered holders shall be notified in writing. The Company shall inform holders of bearer shares by publication of a notice in newspapers to be determined by the board of directors, unless all such shareholders and their addresses are known to the Company. In addition, if the assets of any Sub-Fund do not reach or fall below a level at which the board of directors considers management possible, the board of directors may decide the merger of one Sub-Fund with one or several other Sub-Funds of the Company in the manner described in Article 24 hereof.

All redeemed shares shall be cancelled.

Art. 9. Conversion of Shares. Any shareholder is entitled to request the conversion of whole or part of his shares of one class into shares of another class, within the same Sub-Fund or from one Sub-Fund to another Sub-Fund.

The price for the conversion of shares from one class into another class shall be computed by reference to the respective net asset value of the two classes of shares, calculated on the same Valuation Day.

The board of directors may set restrictions i.a. as to the frequency, terms and conditions of conversions and subject them to the payment of such charges and commissions as it shall determine.

If as a result of any request for conversion the number or the aggregate net asset value of the shares held by any shareholder in any class of shares would fall below such number or such value as determined by the board of directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class.

The shares which have been converted into shares of another class shall be cancelled.

Art. 10. Restrictions on Ownership of Shares. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws other than those of the Grand Duchy of Luxembourg (including but without limitation tax laws).

Specifically but without limitation, the Company may restrict the ownership of shares in the Company by any U.S. person, as defined in this Article, and for such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a U.S. person; and

B.- at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on the register of shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a U.S. person, or whether such registry will result in beneficial ownership of such shares by a U.S. person; and

C.- decline to accept the vote of any U.S. person at any meeting of shareholders of the Company; and

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

(1) The Company shall serve a second notice (the "purchase notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company.

Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice.

(2) The price at which each such share is to be purchased (the "purchase price") shall be an amount based on the net asset value per share of the relevant class as at the Valuation Day specified by the board of directors for the redemption of shares in the Company next preceding the date of the purchase notice.

(3) Payment of the purchase price will be made available to the former owner of such shares normally in the currency fixed by the board of directors for the payment of the redemption price of the shares of the relevant class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the purchase price following surrender of the share written confirmation (if any) specified in such notice and unmatured dividend coupons attached thereto. Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such shares or any of them, nor any claim against the

Company or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank following effective surrender of the share written confirmation (if any). Any funds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the Sub-Fund relating to the relevant class or classes of shares. The board of directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorize such action on behalf of the Company.

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

Whenever used in these Articles, the term "U.S. person" means a citizen or resident of, or a company or partnership organized under the laws of or existing in any state, commonwealth, territory or possession of the United States of America, or on estate or trust other than an estate or trust the income of which from sources outside the United States of America is not includible in gross income for purpose of computing United States income tax payable by it, or any firm, company or other entity, regardless of citizenship, domicile, situs or residence if under the income tax laws of the United States of America from time to time in effect, the ownership thereof would be attributed to one or more U.S. persons or any such other person or persons defined as a "U.S. person" under Regulation S promulgated under the United States Securities Act of 1933 or in the United States Internal Revenue Code of 1986, as amended from time to time.

U.S. person as used herein does neither include any subscriber to shares of the Company issued in connection with the incorporation of the Company while such subscriber holds such shares nor any securities dealer who acquires shares with a view to their distribution in connection with an issue of shares by the Company.

Art. 11. Calculation of Net Asset Value per Share. The net asset value per share of each class of shares within each Sub-Fund shall be expressed in the reference currency (as defined in the sales documents for the shares) of the relevant Sub-Fund and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to each class of shares, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Day, by the number of shares in the relevant class then outstanding, in accordance with the valuation rules set forth below. The net asset value per share may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine. If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant class of shares are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation.

The valuation of the net asset value of the different classes of shares shall be made in the following manner:

I. The assets of the Company shall include:

1) all cash on hand or on deposit, including any interest accrued thereon;

2) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);

3) all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

5) 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 asset;

6) the preliminary expenses of the Company, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off;

7) all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

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

(b) The value of each security which is quoted or dealt in on a stock exchange will be based on its last closing price on the stock exchange which is normally the principal market for such security known at the end of the day preceding the relevant Valuation Day.

(c) The value of each security dealt in on any other Regulated Market (as defined in Article 18 thereof) will be based on its last closing price known at the end of the day preceding the relevant Valuation Day.

(d) In the event that any assets are not listed or dealt in on any stock exchange or on any other Regulated Market, or if, with respect to assets listed or dealt in on any stock exchange, or other Regulated Market as aforesaid, the price as

determined pursuant to sub-paragraph (b) or (c) is not representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith.

(e) All other securities and other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the board of directors.

The value of all assets and liabilities not expressed in the reference currency of a Sub-Fund will be converted into the reference currency of such Sub-Fund at the rate of exchange ruling in Luxembourg on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the board of directors.

The board of directors, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

II. The liabilities of the Company shall include:

1) all loans, bills and accounts payable;

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

3) all accrued or payable expenses (including administrative expenses, management fees, including incentive fees, custodian fees, and corporate agents' fees);

4) 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;

5) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves (if any) authorized and approved by the board of directors, as well as such amount (if any) as the board of directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;

6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its investment manager and adviser, including performance fees, fees and expenses payable to its auditors and accountants, custodian and its correspondents, domiciliary and corporate agent, registrar and transfer agent, listing agent, any paying agent, any permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the directors (if any) and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any Governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the cost of preparing, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

III. The assets shall be allocated as follows:

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

a) If two or more classes of shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. Within a Sub-Fund, classes of shares may be defined from time to time by the board so as to correspond to (i) a specific distribution policy, such as entitling to distributions ("distribution shares")or not entitling to distributions ("capitalisation shares") and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific distribution fee structure, and/or (v) any other specific features applicable to one class;

b) The proceeds to be received from the issue of shares of a class shall be applied in the books of the Company to the Sub-Fund established for that class of shares, and the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the class of shares to be issued, and the assets and liabilities and income and expenditure attributable to such class or classes shall be applied to the corresponding Sub-Fund subject to the provisions of this Article;

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

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

e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund, such asset or liability shall be allocated to all the Sub-Funds prorata to the net asset values of the relevant classes of shares or in such other manner as determined by the board of directors acting in good faith, provided that all liabilities, whatever Sub-Fund they are attributable to, shall, unless otherwise agreed upon with the creditors, be binding upon the Company as a whole;

f) Upon the payment of distributions to the holders of any class of shares, the net asset value of such class of shares shall be reduced by the amount of such distributions.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the net asset value taken by the board of directors or by any bank, company or other organization which the board of directors may appoint for the purpose of calculating the net asset value, shall be final and binding on the Company and present, past or future shareholders.

IV. For the purpose of this article:

1) shares of the Company to be redeemed under Article 8 hereof shall be treated as existing and taken into account until immediately after the time specified by the board of directors on the Valuation Day on which such valuation is made and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the board of directors on the Valuation Day on which such valuation is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the reference currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of shares and

4) where on any Valuation Day the Company has contracted to:

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

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

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

Art. 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares. With respect to each class of shares, the net asset value per share and the price for the issue, redemption and conversion of shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the board of directors, such date or time of calculation being referred to herein as the "Valuation Day".

The Company may suspend the determination of the net asset value per share of any particular class and the issue and redemption of its shares from its shareholders as well as the conversion from and to shares of each class:

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

b) during the existence of any state of affairs which constitutes an emergency in the opinion of the board of directors as a result of which disposal or valuation of assets owned by the Company attributable to such class of shares would be impracticable;

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

d) when for any other reason the prices of any investments owned by the Company attributable to such class of shares cannot promptly or accurately be ascertained;

e) upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Company.

f) any period when the market of a currency in which a substantial portion of the assets of the Company is denominated is closed other than for ordinary holidays, or during which dealings therein are suspended or restricted.

g) any period when political, economic, military, monetary or fiscal circumstances which are beyond the control and responsibility of the Company prevent the Company from disposing of the assets, or determining the net asset value of the Company in a normal and reasonable manner;

h) when a Sub-Fund merges with another sub-fund or with another UCITS (or a Sub-Fund of such other UCITS) provided any such suspension is justified by the protection of the Shareholders; and/or

(i) when a class of shares or a sub-fund is a Feeder of another UCITS, if the net asset value calculation of the Master UCITS or sub-fund or class of shares is suspended.

In the case of Master-Feeder structures, when a class of shares or a Sub-Fund is a Feeder of another UCITS, the latter may temporarily suspend the issue, redemption and conversion of shares, if the said Master UCITS or subfund or class of Shares suspend itself the issue, redemption and conversion of shares.

Any such suspension shall be published, if appropriate, by the Company and may be notified to shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the net asset value has been suspended.

Such suspension as to any class of shares shall have no effect on the calculation of the net asset value per share, the issue, redemption and conversion of shares of any other class of shares.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the net asset value.

Title III. Administration and supervision

Art. 13. Directors. The Company shall be managed by a board of directors composed of not less than three members, who need not be shareholders of the Company. They shall be elected for a term not exceeding six years. They may be reelected. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Directors shall be elected by the majority of the votes of the shares present or represented.

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

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

Art. 14. Board Meetings. The board of directors shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a director, who shall write and keep the minutes of the meetings of the board of directors and of the shareholders. The board of directors shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the board members shall decide by a majority vote that another director, or in case of a shareholders' meeting, that any other person shall be in the chair of such meetings.

The board of directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the board of directors. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the board of directors.

Written notice of any meeting of the board of directors shall be given to all directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, telefax or any other similar means of communication. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the board of directors.

Any director may act at any meeting by appointing in writing, by telegram, telex or telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the board of directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the board of directors. The directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the board of directors.

The board of directors can deliberate or act validly only if at least the majority of the directors, or any other number of directors that the board may determine, are present or represented.

Resolutions of the board of directors will be recorded in minutes signed by the person who will chair the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors or by the secretary or any other authorized person.

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

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing, by telegram, telex, telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

Art. 15. Powers of the Board of Directors. The board of directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in Article 18 hereof.

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

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

Art. 17. Delegation of Power. The board of directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the board, who shall have the powers determined by the board of directors and who may, if the board of directors so authorizes, sub-delegate their powers.

The Company may enter with any Luxembourg or foreign company into (an) investment management agreement(s), according to which the above mentioned company or any other company first approved by it will supply the Company with recommendations and advice with respect to the Company's investment policy pursuant to Article 18 hereof. Furthermore, such company may, on a day-to-day basis and subject to the overall control and ultimate responsibility of the board of directors of the Company, purchase and sell securities and otherwise manage the Company's portfolio. The investment management agreement shall contain the rules governing the modification or expiration of such contract(s) which are otherwise concluded for an unlimited period.

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

Art. 18. Investment Policies and Restrictions. The board of directors, applying the principle of spreading risk, has the power to stipulate the investment policy of each sub-fund as well as the course of action to follow in the administration of the Company. The board of directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Company, in accordance with Part I of the law of 17 December 2010, including, without limitation, restrictions in respect of:

a) the borrowings of the Company and the pledging of its assets;

b) the maximum percentage of its assets which it may invest in any form or class of security and the maximum percentage of any form or class of security which it may acquire.

A. In order to achieve this, the board of directors may decide to place its assets in:

1) Transferable securities and money market instruments admitted to or dealt in on a regulated market within the meaning of the directive 2004/39/EC on markets in financial instruments.

2) Transferable securities and money market instruments dealt on another market of a European Union (hereinafter only the "EU") Member State which is regulated, operates regularly and, is open to the public.

3) Transferable securities and money market instruments admitted to official listing on a stock exchange in the EU or dealt on another market in a non-Member State of the EU which is regulated, operates regularly and is recognised and open to the public in any other country in Eastern and Western Europe, the American continent, Asia, Oceania and Africa.

4) Transferable securities and money market instruments newly issued, provided that:

- The terms governing the issue include the provision that application shall be made for official listing on a stock exchange, or on another regulated market which operates regularly, and is recognized and open to the public; and

- such listing is secured within one (1) year of issue.

5) Shares of the UCITS and/or other UCIs in the sense of Article 1, paragraph (2), points a) and b) of Directive 2009/65/EC, whether or not established in a Member State of the EU, provided that:

such other UCIs are authorized under laws which provide that they are subject to supervision considered by the regulatory authority to be equivalent to that laid down in EU law, and that cooperation between such regulatory authority and the CSSF is sufficiently guaranteed;

- the level of protection of shareholders in the other UCIs is equivalent to the level of protection of shareholders of a UCITS and in particular the provisions for separate management of the Company's assets, borrowing, credit allocation and short selling of securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC;

- the business activity of the other UCI is subject to semi-annual and annual reports which enables to make a statement on the assets and the liabilities, the earnings and transactions within the period in question; and

- the proportion of assets of UCITS or of these other UCIs regarding whose shares are being acquired may be invested altogether a maximum of 10% of its assets in the shares of other UCITS or other UCI.

6) Sight deposits or callable deposits with a maximum term of twelve (12) months with credit institutions, provided the credit institution in question has its registered office in EU Member State, or if the registered office of the credit

institution is in a third state, provided it is subject to supervisory provisions that the CSSF holds to be equivalent to those of EU Law.

7) Financial derivative instruments, including similar instruments giving rise to a settlement in cash, which are traded on a regulated market of the type referred to in points (1), (2) and (3) above, and/or financial derivatives instruments traded over-the-counter ("over-the-counter derivatives"), provided that:

- the underlying assets are instruments within the meaning of this section title A, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives;

- with regard to transactions involving OTC derivatives, the counterparts are institutions from categories subject to official supervision which is approved by Luxembourg supervisory authorities; and

- the OTC derivatives are subject to reliable and examinable valuation on a daily basis and can at an appropriate time on the initiative of the Company be disposed of, liquidated or realised by a counter-transaction at any time at their fair value;

In no case will these operations lead the Company to depart from its investment objectives.

In particular, the Company may intervene in transactions relating to options, future contracts on financial instruments and options on such contracts.

8) Money-market instruments, that are not traded on a regulated market, provided the issue or the issuer of such instruments are subject to provisions concerning deposits and investor protection, and provided they are:

- issued or guaranteed by a central state, regional or local body or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a third state or in the case of a federal state, a Member state of the federation, or an international public law institution, which at least belongs to a Member State of the EU; or

- issued by a company the securities of which are traded on the regulated markets indicated in points 1), 2) and 3) above; or

- issued or guaranteed by an establishment subject to prudential supervision pursuant to the criteria defined by EU law, or by an establishment which is subject to and abides by prudential rules considered by the CSSF to be at least as strict as those imposed by EU legislation; or

- issued by other issues which belong to a category approved by the CSSF, provided that for the investments in these instruments there are provisions for investor protection which are equivalent to the first, second or third point and provided that the issuer is either a with equity capital and reserves of at least ten million euros (EUR 10,000,000), which draws up and publishes its annual reports in accordance the provisions of the Directive 78/660/EEC, or a legal entity which, within a group of companies with one or more stock market listed companies, is responsible for the financing of the group, or a legal entity where the security is backing of liabilities will be financed by use of a line of credit granted by a bank.

B. Moreover, the Company may for each sub-fund:

- invest up to 10% of the net assets of the sub-fund in transferable securities or money market instruments other than those referred to in A (1) to (4) and (8).

- retain, as collateral, liquid assets and other instruments convertible into liquid.

- borrow up to 10% of the net assets of the sub-fund, insofar as these are temporary borrowings. Commitments in relation to option contracts, purchases and sales of futures contracts are not considered borrowing for the calculation of the investment limit.

- acquire currency through type of face-to face loan.

C. The Company may acquire movable and immovable property which is essential for the direct pursuit of its business.

D. Moreover, a sub-fund of the Company may subscribe, acquire and/or hold securities to be issued or issued by one or more other sub-funds of the Company, in accordance with the provisions set forth in the sales documents of the Company and with the restrictions set forth in the 2010 Law.

E. Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company:

(i) create any sub-fund and/or class of shares qualifying either as a feeder UCITS or as a master UCITS,

(ii) convert any existing sub-fund and/or class of shares into a feeder UCITS sub-fund and/or class of shares or

(iii) change the master UCITS of any of its feeder UCITS sub-fund and/or class of shares.

By way of derogation from Article 46 of the 2010 Law, the Company or any of its sub-funds which acts as a feeder (the "Feeder") of a master-fund shall invest at least 85% of its assets in another UCITS or in a sub-fund of such UCITS (the "Master").

The Feeder may not invest more than 15% of its assets in the following elements:

(i) ancillary liquid assets in accordance with Article 41, paragraph (2), second sub-paragraph of the 2010 Law;

(ii) financial derivative instruments which may be used only for hedging purposes, in accordance with Article 41 first paragraph, point g) and Article 42 second and third paragraphs of the 2010 Law;

(iii) movable and immovable property which is essential for the direct pursuit of the Company' business.

F. The board of directors may decide to invest up to 100% of the net assets of each Sub-Fund of the Company in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, or public international bodies of which one or more of such Member States of the European Union are members, or by any other Member State of the Organisation for Economic Cooperation and Development, provided that in the case where the Company decides to make use of this provision it must hold, on behalf of the Sub-Fund concerned, securities from at least six different issues and securities from any one issue may not account for more than 30% of the net assets of such Sub-Fund.

Art. 19. Conflict of Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the board of directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding general meeting of shareholders.

The term "opposite interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving the Investment Manager, the custodian or such other person, company or entity as may from time to time be determined by the board of directors in its discretion.

Art. 20. Indemnification of Directors. The Company may indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 21. Auditors. The accounting data related in the annual report of the Company shall be examined by an authorised auditor ("réviseur d'entreprises agréé") appointed by the general meeting of shareholders and remunerated by the Company.

The authorised auditor shall fulfil all duties prescribed by the law of 17 December 2010 on undertakings for collective investment, as such law may be amended from time to time.

Title IV. General meetings - Accounting year - Distributions

Art. 22. General Meetings of Shareholders of the Company. The general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless of the class of shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The general meeting of shareholders shall meet upon call by the board of directors.

It may also be called upon the request of shareholders representing at least one fifth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law in the Grand Duchy of Luxembourg at a place specified in the notice of meeting, on the third Thursday in the month of October at 2.00 p.m..

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

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

Shareholders shall meet upon call by the board of directors pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the board of directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the board of directors may prepare a supplementary agenda.

If bearer shares are issued the notice of meeting shall in addition be published as provided by law in the "Mémorial, Recueil Spécial des Sociétés et Associations", in one or more Luxembourg newspapers, and in such other newspapers as the board of directors may decide.

If all shares are in registered form and if no publications are made, notices to shareholders may be mailed by registered mail only.

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

The board of directors may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

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

Each share of whatever class is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

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

Art. 23. General Meetings of Shareholders of a Class or of Classes of Shares. The shareholders of the class or of classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders of any class of shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such class.

The provisions of Article 22, paragraphs 2, 3, 7, 8, 9, 10 and 11 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles of Incorporation. Shareholders may act either in person or by giving a proxy in writing or by cable, telegram, telex or facsimile transmission to another person who needs not be a shareholder and may be a director of the Company.

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

Any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any class vis-à-vis the rights of the holders of shares of any other class or classes, shall be subject to a resolution of the general meeting of shareholders of such class or classes in compliance with Article 68 of the law of August 10, 1915 on commercial companies, as amended.

Art. 24. Closure and merger of Sub-Funds, categories or classes.

A. Closure of Sub-funds, categories or classes

In the event that for any reason the value of the net assets in any Sub-Fund, category or class has decreased to an amount determined by the board of directors to be the minimum level for such Sub-Fund, category or class to be operated in an economically efficient manner, or if a change in the economical or political situation relating to the Sub-Fund, category or class concerned would have material adverse consequences on the investments of that Sub-Fund, category or class or in order to proceed to an economic rationalization, the board of directors may decide to compulsorily redeem all the shares of the relevant class or classes issued in such Sub-Fund, category or class at the net asset value per share (taking into account actual realization prices of investments and realization expenses), calculated on the Valuation Day at which such decision shall take effect. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the Sub-Fund concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the board of directors by the preceding paragraph, the general meeting of shareholders of the class or classes of shares issued in any Sub-Fund may, upon proposal from the board of directors, redeem all the shares of the relevant class or classes issued in such Sub-Fund and refund to the shareholders the net asset value of their shares (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of the shares present or represented.

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

All redeemed shares shall be cancelled.

B. Merger of Sub-funds, Categories or Classes

The Board of Directors may decide, in the interest of the Shareholders and in accordance with the provisions of the 2010 Law, to transfer or merge the assets of one Sub-Fund, category or class of Shares to those of another Sub-Fund, category or class of Shares of such other Sub-Fund within the Company. Such mergers may be performed for reasons of various economic reasons justifying a merger of Sub-Funds, categories or classes of Shares. The merger decision of Sub-Funds shall be published and be sent to all registered Shareholders of the Sub-Fund before the effective date of the merger in accordance with the provisions of CSSF Regulation 10-5. The publication in question shall indicate, in addition, the

characteristics of the new Sub-Fund, the new category or class of Shares. Every Shareholder of the relevant Sub-Funds shall have the opportunity of requesting the redemption or the conversion of his own Shares without any cost (other than the cost of disinvestment) during a period of at least thirty (30) Calendar Days before the effective date of the merger, it being understood that the effective date of the merger takes place five (5) Business Days after the expiry of such notice period.

After the expiry of this period, the decision shall apply to all the shareholders who have not taken advantage of the option of leaving free of charge.

In the same circumstances as described in the previous paragraph and in the interest of the shareholders, the transfer of assets and liabilities attributable to a sub-fund, category or class of shares to another UCITS or to a sub-fund, category or class of shares within such other UCITS (whether established in Luxembourg or another Member State and whether such UCITS is incorporated as a company or is a contractual type fund), may be decided by the Board of Directors of the Company, in accordance with the provisions of the Law of 17 December 2010. The Company shall send a notice to the Shareholders of the relevant sub-fund in accordance with the provisions of CSSF Regulation 10-5. Every Shareholder of the relevant sub-fund, category or class shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost (other than the cost of disinvestment) during a period of at least 30 days before the effective date of the merger, it being understood that the effective date of the merger takes place five business days after the expiry of such notice period.

In case of a merger of a sub-fund, category or class of shares where, as a result, the Company ceases to exist, the merger needs to be decided by a meeting of shareholders of the sub-fund, category or class of shares concerned, for which no quorum is required and decisions are taken by the simple majority of the votes cast.

Art. 25. Accounting Year. The accounting year of the Company shall commence on the first of July of each year and shall terminate on the thirtieth of June of the following year.

Art. 26. Distributions. The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the board of directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorize the board of directors to declare, distributions.

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

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon to the agent or agents therefor designated by the Company.

Distributions may be paid in such currency and at such time and place that the board of directors shall determine from time to time.

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

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the Sub-Fund relating to the relevant class or classes of shares.

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

Title V. Final provisions

Art. 27. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of April 5, 1993 on the financial sector (herein referred to as the "custodian").

The custodian shall fulfil the duties and responsibilities as provided for by the law of 17 December 2010 on undertakings for collective investment, as such law may be amended from time to time.

If the custodian desires to retire, the board of directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The directors may terminate the appointment of the custodian but shall not remove the custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

Art. 28. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 30 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the board of directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by Article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

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

Art. 29. Liquidation. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

Art. 30. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

Art. 31. Statement. Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships associations and any other organized group of persons whether incorporated or not.

Art. 32. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and the law of 17 December 2010 on undertakings for collective investment, as such laws may be amended from time to time."

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

The document having been read to the persons appearing, the members of the board signed together with the notary the present deed.

Signé: G. BOONE, F. SENDEGEYA, E. GILSON DE ROUVREUX et H. HELLINCKX.

Enregistré à Luxembourg A.C.1, le 20 avril 2015. Relation: 1LAC/2015/12142. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 23 avril 2015.

Référence de publication: 2015060449/790.

(150069459) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2015.

GS&P Kapitalanlagegesellschaft S.A., Société Anonyme.

Siège social: L-6637 Wasserbillig, 44, Esplanade de la Moselle.

R.C.S. Luxembourg B 55.855.

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Mitteilung an die Anteilinhaber des Fonds

GS&P Fonds - Schwellenländer Anleihen (in Liquidation)

Anteilklasse G: WKN: A1JEMD; ISIN: LU0665155759

Anteilklasse I: WKN: A1JEME; ISIN: LU0665155833

Anteilklasse R: WKN: A1JEMC; ISIN: LU0665155676

Hiermit werden die Anteilinhaber darüber informiert, dass der Investmentfonds GS&P Fonds - Schwellenländer Anleihen (in Liquidation) mit seinen Anteilscheinklassen

Fondsname	Anteilschein-klasse	WKN	ISIN
GS&P Fonds - Schwellenländer Anleihen (i. L.)	G	A1JEMD	LU0665155759
GS&P Fonds - Schwellenländer Anleihen (i. L.)	I	A1JEME	LU0665155833
GS&P Fonds - Schwellenländer Anleihen (i. L.)	R	A1JEMC	LU0665155676

zum 12. Dezember 2014 liquidiert wurde.

Die jeweiligen Liquidationserlöse wurden mit Valuta 18. Dezember 2014 ausgezahlt. Alle Anteilinhaber wurden erreicht, somit erfolgte keine Zahlung an die Caisse de Consignation.

Das Liquidationsverfahren ist somit abgeschlossen und der geprüfte Liquidationsbericht kann kostenlos bei der Verwaltungsgesellschaft eingesehen werden.

Wasserbillig, im April 2015.

GS&P Kapitalanlagegesellschaft S.A.

Référence de publication: 2015064462/755/32.

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

Capital social: USD 20.000,00.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 178.474.

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Par résolutions prises en date du 13 mars 2015, l'associé unique a pris les décisions suivantes:

1. Nomination de Shari Verschell Silverman, avec adresse professionnelle au 9, West 57 th Street, 41 st Floor, 10019 New York, Etats-Unis, au mandat de gérant de classe A, avec effet au 2 mars 2015 et pour une durée indéterminée;

2. Acceptation de la démission de Jill Silverman, avec adresse professionnelle au 9, West 57 th Street, 41 st Floor, 10019 New York, Etats-Unis de son mandat de gérant de classe A, avec effet au 2 mars 2015;

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

Luxembourg, le 16 mars 2015.

Référence de publication: 2015044333/15.

(150050526) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 mars 2015.

Luxcash, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 33.614.

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Il résulte d'une décision de l'Assemblée Générale Ordinaire, qui s'est tenue le 07 avril 2015, par-devant Me Cosita DELVAUX, notaire de résidence à Luxembourg, acte n° 1233, enregistré à Luxembourg Actes Civils 1, le 14 avril 2015, Relation: 1LAC/2015/11544.

Que sont nommés membres au Conseil d'Administration pour un terme d'un an jusqu'à l'Assemblée Générale Ordinaire qui se tiendra en 2016:

- Monsieur Jean-Claude FINCK, né à Pétange, le 22 janvier 1956, demeurant professionnellement à Luxembourg, 1, Place de Metz, président

- Monsieur Gilbert ERNST, né à Luxembourg, le 30 juillet 1952, demeurant professionnellement à Luxembourg, 1, Place de Metz, vice-président

- Monsieur Michel BIREL, né à Luxembourg, le 5 septembre 1956, demeurant professionnellement à Luxembourg, 1, Place de Metz, administrateur

- Monsieur John BOUR, né à Luxembourg le 28 janvier 1957, demeurant professionnellement à Leudelange, 4, rue Léon Laval, administrateur

- Monsieur Ernest CRAVATTE, né à Luxembourg, le 27 octobre 1949, demeurant professionnellement à Leudelange, 4, Rue Léon Laval, administrateur

- Monsieur Claude HIRTZIG, né à Differdange le 8 février 1974, demeurant professionnellement à Luxembourg, 1, Place de Metz, administrateur,

- Monsieur Aly KOHLL, né à Luxembourg le 13 janvier 1966, demeurant professionnellement à Luxembourg, 1, Place de Metz,, administrateur

- Monsieur Guy ROSSELJONG, né à Dudelange, le 9 mai 1957, demeurant professionnellement à Luxembourg, 1, Place de Metz, administrateur

- Madame Ingrid STEVENS, née à Schoten (Belgique) le 5 août 1964, demeurant professionnellement à Strassen, 62, route d'Arlon, administrateur

- Madame Françoise THOMA, née à Luxembourg, le 25 août 1969, demeurant professionnellement à Luxembourg, 1, Place de Metz, administrateur

- Monsieur Paolo VINCIARELLI, né à Esch-sur-Alzette le 25 juin 1971, demeurant professionnellement à Luxembourg, 1, Place de Metz, administrateur.

Qu'est nommé Réviseur d'Entreprises ERNST & YOUNG pour un terme d'un an, jusqu'à l'Assemblée Générale Ordinaire qui se tiendra en 2016.

Luxembourg, le 27 avril 2015.

Pour la société
Me Cosita DELVAUX
Notaire

Référence de publication: 2015062359/40.

(150071624) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 avril 2015.

Red Bay Studio S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 192.410.

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EXTRAIT

Il résulte des résolutions de l'associé unique de la Société du 18 mars 2015 que:

1. La démission de Monsieur Patrick Moinet, avec effet au 6 février 2015, de son poste de son gérant de classe B de la Société, a été acceptée.

2. Madame Caroline Goergen, née le 9 juin 1979 à Verviers, Belgique, demeurant professionnellement au 16 avenue Pasteur, L-2310 Luxembourg, a été nommée en tant que gérant de classe B de la Société, avec effet au 6 février 2015 et ce pour une durée indéterminée.

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

Pour extrait conforme.

Luxembourg, le 20 mars 2015.

Référence de publication: 2015044664/18.

(150050945) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 mars 2015.

Luxbond, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 30.521.

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Il résulte d'une décision de l'Assemblée Générale Ordinaire, qui s'est tenue le 09 avril 2015, par-devant Me Cosita DELVAUX, notaire de résidence à Luxembourg, acte n° 1261, enregistré à Luxembourg Actes Civils 1, le 14 avril 2015, Relation: 1LAC/2015/11558

Que sont nommés membres au Conseil d'Administration pour un terme d'un an jusqu'à l'Assemblée Générale Ordinaire qui se tiendra en 2016:

- Monsieur Jean-Claude FINCK, né à Pétange, le 22 janvier 1956, demeurant professionnellement à Luxembourg, 1, Place de Metz, président

- Monsieur Michel BIREL, né à Luxembourg, le 5 septembre 1956, demeurant professionnellement à Luxembourg, 1, Place de Metz, vice-président

- Monsieur Ernest CRAVATTE, né à Luxembourg, le 27 octobre 1949, demeurant professionnellement à Leudelange, 4, Rue Léon Laval, vice-président

- Monsieur John BOUR, né à Luxembourg le 28 janvier 1957, demeurant professionnellement à Leudelange, 4, rue Léon Laval, administrateur

- Monsieur Gilbert ERNST, né à Luxembourg, le 30 juillet 1952, demeurant professionnellement à Luxembourg, 1, Place de Metz, administrateur

- Monsieur Claude HIRTZIG, né à Differdange le 8 février 1974, demeurant professionnellement à Luxembourg, 1 Place de Metz, administrateur,

- Monsieur Guy ROSSELJONG, né à Dudelange, le 9 mai 1957, demeurant professionnellement à Luxembourg, 1, Place de Metz, administrateur

- Madame Françoise THOMA, née à Luxembourg, le 25 août 1969, demeurant professionnellement à Luxembourg, 1, Place de Metz, administrateur

- Monsieur Romain WEHLES, né à Ettelbruck, le 20 août 1966, demeurant professionnellement à Luxembourg, 1, Place de Metz, administrateur.

Qu'est nommé Réviseur d'Entreprises PRICEWATERHOUSECOOPERS pour un terme d'un an, jusqu'à l'Assemblée Générale Ordinaire qui se tiendra en 2016.

Luxembourg, le 24 avril 2015.

Pour la société

Me Cosita DELVAUX

Notaire

Référence de publication: 2015062357/36.

(150070763) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 avril 2015.

Arcanum Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 60.000,00.

Siège social: L-2121 Luxembourg, 241, Val des Bons Malades.

R.C.S. Luxembourg B 195.434.

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STATUTEN

Im Jahre zweitausendundfünfzehn, am dreiundzwanzigsten Februar.

Vor Uns Maître Martine SCHAEFFER, Notar mit Amtssitz in Luxemburg, Großherzogtum Luxemburg.

IST ERSCHIENEN:

Herr Pegman Haghshenas, Geschäftsführer, geboren am 22.Dezember 1975 in Teheran (Iran), wohnhaft in 241, Val des Bons Malades, L- 2121 Luxembourg,welcher den unterzeichneten Notar ersucht, die Satzung einer Gesellschaft mit beschränkter Haftung ("société à responsabilité limitée"), die hiermit gegründet wird, wie folgt zu dokumentieren:

Bezeichnung - Gesellschaftssitz - Gesellschaftszweck - Dauer

Art. 1. Bezeichnung. Es wird eine Gesellschaft mit beschränkter Haftung ("société à responsabilité limitée") unter der Bezeichnung "ARCANUM HOLDING S.à r.l." (nachstehend die Gesellschaft) gegründet, die der Luxemburger Gesetzgebung unterliegt, insbesondere dem Gesetz vom 10. August 1915 über die Handelsgesellschaften, wie abgeändert (nachstehend das Gesetz), sowie gegenwärtiger Satzung (nachstehend die Satzung).

Art. 2. Gesellschaftssitz.

2.1. Der Sitz der Gesellschaft ist in der Stadt Luxemburg, im Großherzogtum Luxemburg. Er kann durch einfachen Beschluss des Verwaltungsrates der Gesellschaft an einen anderen Ort innerhalb der Gemeinde verlegt werden. Des weiteren kann der Sitz durch einen Beschluss des Alleingesellschafters oder der Hauptversammlung der Gesellschafter gemäß der Art und Weise, wie sie für Satzungsänderungen vorgesehen ist, an einen anderen Ort im Großherzogtum Luxemburg verlegt werden.

2.2. Filialen, Zweigniederlassungen und andere Geschäftsräume können entweder im Großherzogtum Luxemburg oder im Ausland durch einen Beschluss des Verwaltungsrates der Gesellschaft errichtet werden. Sollte der Verwaltungsrat der Gesellschaft beschließen, dass außergewöhnliche politische oder militärische Entwicklungen oder Ereignisse bestehen oder vorauszusehen sind, und dass diese Entwicklungen oder Ereignisse die normale Geschäftstätigkeit am Sitz der Gesellschaft, oder die Verbindung derselben mit dem Ausland behindern würden oder eine solche Behinderung vorauszusehen ist, kann der Sitz vorübergehend ins Ausland verlegt werden bis zur vollständigen Wiederherstellung normaler Verhältnisse. Derartige provisorische Maßnahmen haben keinen Einfluss auf die Nationalität der Gesellschaft, die trotz der provisorischen Sitzverlegung des Gesellschaftssitzes eine Luxemburger Gesellschaft bleibt.

Art. 3. Gesellschaftszweck.

3.1. Der Gegenstand der Gesellschaft ist der Erwerb von Franchise Lizenzen, sowie weitergabe an Franchise Lizenzen an dritte, das Betreiben und Verwalten von Franchise Betrieben, unteranderem von "coffee fellows" aber auch weiteren Marken Lizenzen.

Weiterer Gegenstand der Gesellschaft ist der Erwerb von Beteiligungen in irgendwelcher Form an Luxemburger oder ausländischen Gesellschaften oder Unternehmen, sowie die Verwaltung solcher Beteiligungen. Insbesondere darf die Gesellschaft Aktien, Anteile und andere Wertpapiere, Anleihen, Rentenwerte, Geldmarkteinlagen und andere Schuldtitel aller Art durch Zeichnung, Kauf oder Tausch oder sonstwie erwerben, und im Allgemeinen alle Wertschriften und Finanzinstrumente, die von öffentlichen oder privaten Rechtspersönlichkeiten jeder Art ausgegeben werden. Sie kann an der Gründung, Entwicklung, Verwaltung und Aufsicht aller Gesellschaften oder Unternehmen teilnehmen. Des weiteren kann sie in den Erwerb und die Verwaltung eines Bestands von Patenten oder anderen geistigen Eigentumsrechten jeder Art oder jeden Ursprungs investieren.

3.2. Die Gesellschaft kann Darlehen jeder Art aufnehmen. Sie kann auch durch Privatplatzierung, Schuldscheine, Anleihen und Rentenwerte, sowie jede Art von Schuldtiteln und/oder Dividendenpapieren ausgeben. Die Gesellschaft kann Geldmittel verleihen, einschließlich, ohne Begrenzung, die Erlöse aus Kreditverbindlichkeiten und/oder Emissionen von Schuldoder Dividendenpapieren an ihre Zweigunternehmen, angegliederte Gesellschaften und/oder jede andere Gesellschaft. Die Gesellschaft kann in Bezug auf ihr gesamtes oder teilweises Vermögen ebenfalls Sicherheiten leisten; sie kann verpfänden, übertragen, belasten oder sonstwie Sicherheiten bestellen und gewähren, um ihren eigenen Verpflichtungen und Vereinbarungen und/oder den Verpflichtungen und Vereinbarungen jeder anderen Gesellschaft nachzukommen, und sie im Allgemeinen zu eigenem Nutzen und/oder zum Nutzen jeder anderen Gesellschaft oder Person abzusichern. In keinem Fall wird die Gesellschaft regulierten Aktivitäten des Finanzsektors nachgehen.

3.3. Mit dem Ziel einer effizienten Verwaltung kann sich die Gesellschaft im Allgemeinen in Bezug auf ihre Anlagen aller Techniken und Instrumente bedienen, einschließlich der Techniken und Instrumente, die dazu konzipiert sind, die Gesellschaft gegen Kredit-, Wechsel-, Zinssatz- und andere Risiken abzusichern.

3.4. Die Gesellschaft darf alle Handels-, Finanz- und Gewerbetätigkeiten und alle Transaktionen auf unbeweglichem oder beweglichem Eigentum ausführen, die dazu bestimmt sind, ihren Gesellschaftszweck zu fördern oder die sich auf ihren Gesellschaftszweck beziehen.

Art. 4. Dauer.

4.1. Die Gesellschaft ist auf unbestimmte Zeit gegründet.

4.2. Die Gesellschaft kann nicht aufgelöst werden wegen einem Sterbefall, der Aufhebung von Bürgerrechten, Rechtsunfähigkeit, Insolvenz, Konkurs oder ähnlichen Vorkommnissen, die einen oder mehrere Gesellschafter betreffen.

II. Kapital - Gesellschaftsanteile

Art. 5. Kapital.

5.1. Das Kapital der Gesellschaft ist auf sechzigtausend Euro (EUR 60.000) festgelegt und besteht aus eintausend (1.000) Namensanteilen mit einem Nennwert je Gesellschaftsanteil von sechzig Euro (EUR 60.00); alle Gesellschaftsanteile sind gezeichnet und voll eingezahlt.

5.2. Das Stammkapital der Gesellschaft kann bei einem oder mehreren Anlässen durch einen Beschluss des Alleingesellschafters oder, gegebenenfalls, durch die Hauptversammlung der Gesellschafter gemäß der Art und Weise, wie sie für Satzungsänderungen vorgesehen ist, erhöht oder vermindert werden

Art. 6. Gesellschaftsanteile.

6.1. Jeder Gesellschaftsanteil erteilt dem Besitzer ein Anrecht auf einen Bruchteil der gemeinschaftlichen Vermögenswerte und Gewinne der Gesellschaft in unmittelbarem Verhältnis zu der Anzahl der bestehenden Gesellschaftsanteile.

6.2. Die Anteile der Gesellschaft sind unteilbar, da je Gesellschaftsanteil nur ein Besitzer anerkannt wird. Gemeinschaftliche Eigentümer haben eine einzige Person zu ihrem Vertreter für ihre Beziehungen mit der Gesellschaft zu ernennen.

6.3. Die Anteile sind zwischen den Gesellschaftern oder, im Falle eines Alleingesellschafters, an Dritte frei übertragbar.

Falls die Gesellschaft mehr als einen Gesellschafter hat, unterliegt die Übertragung von Anteilen an Nicht-Gesellschafter der vorherigen Zustimmung der Hauptversammlung der Gesellschafter, die mindestens drei Viertel des Stammkapitals der Gesellschaft vertreten.

Eine Anteilsübertragung bindet die Gesellschaft oder Dritte nur infolge einer Mitteilung an die, oder einer Billigung seitens der Gesellschaft, gemäß Artikel 1690 des Bürgerlichen Rechts.

Bezüglich aller anderen Angelegenheiten wird auf die Artikel 189 und 190 des Gesetzes hingewiesen.

6.4. Am Sitz der Gesellschaft wird gemäß den Bestimmungen des Gesetzes ein Anteilsregister aufbewahrt, das von jedem Gesellschafter, der dies verlangt, eingesehen werden kann.

6.5. Die Gesellschaft kann im Rahmen des Gesetzes ihre eigenen Anteile zurückkaufen.

III. Verwaltung - Vertretung

Art. 7. Verwaltungsrat.

7.1. Die Gesellschaft wird von einem Verwaltungsrat geleitet, der aus einem oder mehreren Geschäftsführern zusammengesetzt ist, welche als solche durch einen Beschluss der Gesellschafter, der ihre Amtszeit festlegt, bezeichnet werden.

7.2. Die Geschäftsführer, und jeder einzelne von ihnen, können ad nutum vom Amt abgesetzt werden (ohne jeden Grund).

Art. 8. Vollmachten des Verwaltungsrates.

8.1. Alle Vollmachten, die nicht ausdrücklich per Gesetz oder durch die gegenwärtige Satzung der Hauptversammlung der Gesellschafter vorbehalten sind, fallen unter den Zuständigkeitsbereich des Verwaltungsrates, der alle Befugnisse hat, um alle Handlungen und Tätigkeiten auszuführen und zu bestätigen, die mit dem Gegenstand der Gesellschaft übereinstimmen.

8.2. Besondere und begrenzte Vollmachten können für bestimmte Angelegenheiten vom alleinigen Geschäftsführer, oder, im Falle von mehreren Geschäftsführern, vom Verwaltungsrat der Gesellschaft oder von jedwedem einzeln handelnden Geschäftsführer, an einen oder mehrere Vertreter vergeben werden, die keine Gesellschafter sein müssen.

Art. 9. Vorgehensweise.

9.1. Der Verwaltungsrat tritt so oft am Ort, der in den Einberufungsschreiben angegeben ist, zusammen wie die Interessen der Gesellschaft es verlangen, oder auf Einberufung eines Geschäftsführers.

9.2. Schriftliche Mitteilung über jede Verwaltungsratssitzung ergeht mindestens vierundzwanzig (24) Stunden vor dem Tag der Sitzung an alle Geschäftsführer, außer in einem Notfall, in welchem Fall die Art dieser Umstände im Einberufungsschreiben für die Verwaltungsratssitzung anzugeben ist.

9.3. Ein Einberufungsschreiben ist nicht erfordert wenn alle Mitglieder des Verwaltungsrates der Gesellschaft in einer Sitzung anwesend oder vertreten sind und erklären, über die Sitzung rechtmäßig informiert worden zu sein und die Tagesordnung zu kennen. Es kann von jedem Mitglied des Verwaltungsrats der Gesellschaft per Brief, Faksimile oder Email auf das Einberufungsschreiben verzichtet werden.

9.4. Jeder Geschäftsführer der Gesellschaft kann an jeder Verwaltungsratssitzung teilnehmen, indem er einen anderen Geschäftsführer der Gesellschaft zu seinem Vertreter bestellt.

9.5. Der Verwaltungsrat kann nur gültig tagen und beschließen, wenn die Mehrheit seiner Mitglieder anwesend oder vertreten ist. Die Beschlüsse des Verwaltungsrats werden gültig mit der Mehrheit der Stimmen gefasst. Die Beschlüsse des Verwaltungsrats werden in Protokollen festgehalten, die von allen in der Sitzung anwesenden oder vertretenen Geschäftsführern unterzeichnet sind.

9.6. Jeder Geschäftsführer kann über Telefon oder Videokonferenz oder durch jedwede andere, ähnliche Kommunikationsmittel an einer Verwaltungsratssitzung teilnehmen, die allen Personen, die an der Sitzung teilnehmen, ermöglichen, einander zu hören und miteinander zu sprechen. Die Teilnahme an einer Sitzung durch diese Mittel ist gleich einer persönlichen Teilnahme an dieser Sitzung. Ungeachtet des vorhergehenden Satzes haben alle Geschäftsführer in Luxemburg mindestens einmal jährlich persönlich anwesend zu sein, um an einer Sitzung des Verwaltungsrates teilzunehmen.

9.7. In Dringlichkeitsfällen sind Zirkularbeschlüsse, die von allen Geschäftsführern unterzeichnet sind, ebenso gültig und verbindlich wie Beschlüsse, die in einer ordentlich einberufenen und abgehaltenen Sitzung gefasst wurden. Diese Unterschriften können auf einem einzigen Dokument oder auf mehreren Exemplaren eines gleichlautenden Beschlusses geleistet, und schriftlich oder per Faksimile bescheinigt werden.

Art. 10. Vertretung. Die Gesellschaft ist in allen Angelegenheiten gegenüber Dritten durch die einzelne Unterschrift jedweden Geschäftsführers der Gesellschaft gebunden oder, falls anwendbar, durch die gemeinsame oder einzelne Unterschrift jeder Person, der solche Unterschriftsvollmacht gemäß Artikel 8.2. gegenwärtiger Satzung gültig erteilt wurde.

Art. 11. Verpflichtung der Geschäftsführer. Die Geschäftsführer sind durch ihr Amt nicht persönlich haftbar für Verpflichtungen, die sie im Namen der Gesellschaft gültig eingegangen sind, unter der Bedingung, dass solche Verpflichtungen in Übereinstimmung mit gegenwärtiger Satzung sowie den anwendbaren Bestimmungen des Gesetzes sind.

IV. Hauptversammlungen der Aktionäre

Art. 12. Vollmachten und Stimmrechte.

12.1. Der Alleingesellschafter übernimmt alle Vollmachten, die vom Gesetz der Hauptversammlung der Gesellschafter übertragen werden.

12.2. Jeder Gesellschafter besitzt Stimmrechte, die im Verhältnis zur Anzahl seiner Anteile stehen.

12.3. Jeder Gesellschafter kann eine natürliche Person oder Rechtspersönlichkeit per Brief, Faksimile oder Email zu seinem Bevollmächtigten bestellen um ihn bei den Hauptversammlungen der Gesellschafter zu vertreten.

Art. 13. Form - Beschlussfähige Anzahl - Mehrheit.

13.1. Falls die Anzahl der Gesellschafter fünfundzwanzig nicht übersteigt, können ihre Entscheidungen durch Zirkularbeschluss gefasst werden, dessen Text schriftlich, sei es im Original oder über Faksimile oder Email, an alle Gesellschafter geschickt wird. Die Gesellschafter geben ihre Stimme durch Unterzeichnung des Zirkularbeschlusses ab. Die Unterschriften der Gesellschafter können auf einem einzigen Dokument oder auf mehreren Exemplaren eines gleichlautenden Beschlusses geleistet werden, und per Brief oder per Faksimile bescheinigt werden.

13.2. Kollektivbeschlüsse sind nur gültig, wenn sie von Gesellschaftern gefasst werden, die mehr als die Hälfte des Stammkapitals besitzen.

13.3. Ungeachtet von Artikel 13.2. gegenwärtiger Satzung können Beschlüsse in Bezug auf Abänderungen der Satzung oder in Bezug auf die Auflösung und Liquidation der Gesellschaft nur mit der Stimmenmehrheit der Gesellschafter, die mindestens drei Viertel des Stammkapitals der Gesellschaft besitzen, gefasst werden.

V. Jahresabschluss - Gewinnzuteilung

Art. 14. Geschäftsjahr.

14.1. Das Geschäftsjahr der Gesellschaft beginnt jedes Jahr am ersten Januar und endet am einunddreißigsten Dezember.

14.2. In Bezug auf das Ende des Geschäftsjahres der Gesellschaft hat der Verwaltungsrat jedes Jahr die Bilanz und die Gewinnund Verlustkonten der Gesellschaft, sowie das Inventar, einschließlich der Angabe des Wertes der Aktiva und Passiva der Gesellschaft, zu erstellen, mit einem Anhang, der alle Verpflichtungen der Gesellschaft zusammenfasst, und die Verbindlichkeiten der Geschäftsführer, des oder der Rechnungskommissare (falls anwendbar) und der Gesellschafter der Gesellschaft zusammenfasst.

14.3. Jeder Gesellschafter kann das obengenannte Inventar und die Bilanz am Sitz der Gesellschaft einsehen.

Art. 15. Gewinnverteilung.

15.1. Der in den Jahreskonten aufgeführte Bruttogewinn der Gesellschaft, nach Abzug der Allgemeinkosten, Tilgungen und Kosten, stellt den Nettogewinn dar. Ein Betrag gleich fünf Prozent (5 %) des Nettogewinns der Gesellschaft wird der gesetzlichen Rücklage zugeführt, bis diese zehn Prozent (10 %) des Grundkapitals der Gesellschaft erreicht hat.

15.2. Die Hauptversammlung der Gesellschafter kann nach freiem Ermessen über den Überschuss verfügen. Insbesondere kann sie den Gewinn zu einer Dividendenzahlung freigeben oder sie der Rücklage zuweisen oder auch als Saldo vortragen.

15.3. Jederzeit können Zwischendividenden unter folgenden Bedingungen ausgeschüttet werden:

(i) ein Kontenauszug oder ein Inventar oder Bericht wird vom Verwaltungsrat erstellt;

(ii) dieser Kontenauszug, dieses Inventar oder dieser Bericht zeigen, dass genügend Geldmittel zur Ausschüttung zur Verfügung stehen; wohlverstanden darf der auszuschüttende Betrag die seit dem Ende des vorhergehenden Geschäftsjahres realisierten Gewinne, zuzüglich der vorgetragenen Gewinne und der ausschüttbaren Rücklagen, jedoch abzüglich der vorgetragenen Verluste und der Beträge, die der gesetzlichen Rücklage zuzuführen sind, nicht übersteigen;

(iii) die Entscheidung zur Zahlung von Zwischendividenden wird vom einzigen Gesellschafter oder von der Hauptversammlung der Gesellschafter getroffen, und

(iv) eine Zusicherung wurde gegeben, dass die Rechte der Gläubiger der Gesellschaft nicht gefährdet sind.

VI. Auflösung - Liquidation

16.1. Im Falle einer Auflösung der Gesellschaft wird die Liquidation von einem oder mehreren Liquidatoren ausgeführt, die keine Gesellschafter zu sein brauchen, und die durch einen Beschluss des Alleingesellschafters oder der Hauptversammlung der Gesellschafter ernannt werden, die ihre Vollmachten und Vergütung bestimmt. Falls in dem Beschluss des oder der Gesellschafter, oder durch ein Gesetz, nichts Anderes vorgesehen ist, sind die Liquidatoren mit den weitgehendsten Vollmachten für die Realisierung der Vermögenswerte und die Zahlung der Verpflichtungen der Gesellschaft versehen.

16.2. Der Überschuss aus der Realisierung der Vermögenswerte und Zahlung der Verpflichtungen der Gesellschaft wird an den Gesellschafter gezahlt oder, im Falle mehrerer Gesellschafter, an die Gesellschafter im Verhältnis zu der Anzahl der Anteile, die sie in der Gesellschaft besitzen.

VII. Allgemeine Bestimmung

17. Es wird auf die Bestimmungen des Gesetzes in Bezug auf alle Angelegenheiten verwiesen, die nicht ausdrücklich in gegenwärtiger Satzung aufgeführt werden.

Übergangsbestimmung

Das erste Geschäftsjahr beginnt am Tag dieser Urkunde und endet am 31. Dezember 2015.

Zeichnung - Zahlung

Die eintausend (1000) Gesellschaftsanteile wurden vollstaendig durch Herr Pegman HAGHSHENAS, vorgenannt, gezeichnet.

Diese Anteile wurden vollstaendig wie folgt eingezahlt:

- in Bar für einen Betrag von zwölftausendfünfhundert Euro (EUR 12.500.-), lt, sodaß die Summe von zwölftausendfünfhundert Euro (12.500.- EUR) der Gesellschaft zur Verfügung steht, wie dies dem amtierenden Notar nachgewiesen wurde und von diesem ausdrücklich bestätigt wurde.

- und Natura mittels Einbringung einer Lizenz, welche wie folgt durch den Einbringer beschrieben ist:

Exklusiv Master Franchise Lizenz von "Coffee Fellows" fuer das Grossherzogtum Luxembourg. Der Master-Franchisenehmer hat das Recht Coffee shop's im Rahmen des coffee fellows-Systems zu betreiben und innerhalb des Lizenzgebiets, an Dritte Lizenzen fuer das betreiben von "Coffee Fellows" shops zu vergeben,

welche Lizenz auf siebenundvierzigtausendfünfhundert Euro (EUR 47.500.-) geschätzt ist, sodass die Summe von siebenundvierzigtausendfünfhundert Euro (EUR 47.500.-) der Gesellschaft zur Verfuegung steht, wie dem unterzeichneten Notar bescheinigt wurde, der dies ausdrücklich bestätigt.

Erklärung des Einbringers

Der Einbringer erklärt ausdrücklich der Besitzer der Lizenz, wie oben beschrieben, zu sein.

Er erklärt desweiteren, dass der Wert der Einlage der Lizenz sich auf siebenundvierzigtausendfünfhundert Euro (EUR 47.500.-) beläuft.

Der Einbringer erklärt ausdrücklich, dass die Lizenz frei von jeder Art von Garantien oder Sicherheit ist, und dass am Datum der gegenwärtigen Erklärung(Behauptung) keine Drittperson Anspruch oder Rechte auf die eingebrachte Lizenz hat.

Intervention des Alleinigen Geschäftsführers

Erscheint alsdann Herr Pegman HAGHSHENAS, vorbenannt, als alleiniger Geschäftsführer der Gesellschaft ARCANUM HOLDING S.à r.l., welcher erklärt, dass er Kenntnis davon hat, dass er als Geschäftsführer der Gesellschaft die volle Verantwortung übernimmmt betreffend den Wert der Einbringung der Lizenz in die Gesellschaft, dass er der Beschreibung der Einbringung zustimmt, und dass er der Überschreibung der Lizenz an die Gesellschaft zustimmt.

Kosten

Die Ausgaben, Kosten, Gebühren und Auslagen jeder Art, die von der Gesellschaft aus Gründen ihrer Gründung zu tragen sind, werden auf ungefähr eintausendundvierhundert Euro (EUR 1.400) geschätzt.

Beschlüsse des Alleingesellschafters

Sofort nach der Gründung der Gesellschaft hat der Alleingesellschafter der Gesellschaft, der das gesamte gezeichnete Stammkapital vertritt, folgende Beschlüsse gefasst:

1. Die Zahl der Geschaeftsführer wird auf eins (1) festgesetzt.

2. Herr Pegman Haghshenas, geboren am 22.Dezember 1975 in Teheran (Iran) und wohnhaft in 241, Val des Bons Malades, L2121 Luxembourg, wird auf unbestimmte Zeit zum alleinigen Geschaeftsführer genannt.

3. Der Sitz der Gesellschaft ist 241, Val des Bons Malades, L-2121, Luxemburg.

WORÜBER Urkunde, aufgenommen in Luxemburg, am Datum wie am Anfang dieser Urkunde erwähnt.

Und nach Verlesung an die Bevollmächtigte des Komparenten hat diese zusammen mit Uns Notar gegenwärtige Urkunde unterzeichnet.

Signé: P. Haghshenas et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 25 février 2015. Relation: 2LAC/2015/4144. Reçu soixante-quinze euros Eur 75.-.

Le Receveur (signé): Paul MOLLING.

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

Luxembourg, le 19 mars 2015.

Référence de publication: 2015043363/239.

(150050120) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 mars 2015.

Meng Famille S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.400,00.

Siège social: L-3895 Foetz, 6, rue des Artisans.

R.C.S. Luxembourg B 150.531.

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Procès-verbal de l'assemblée générale extraordinaire

L'assemblée générale extraordinaire du 09 mars 2015, a pris à l'unanimité des voix, les résolutions suivantes:

1. Madame GEHIN Aurore, associée unique à de la société MENG FAMILLE S.à r.l. déclare céder et transporter par la présente 62 parts à Madame PINTERNAGEL Sonia, née le 29 janvier 1977 à Metz (France), demeurant à L-5836 Alzingen, 4, rue Nicolas Wester, ici présente et acceptant 62 parts (soixante deux parts) qu'elle détient dans la société au prix de 1,00 € (un euro) symbolique.

2. Madame GEHIN Aurore, associée unique à de la société MENG FAMILLE S.à r.l. déclare céder et transporter par la présente 62 parts à Monsieur DOUGAREM Ahmid, né le 29 septembre 1971 à Metz (France), demeurant à L-5836 Alzingen, 4, rue Nicolas Wester, ici présent et acceptant 62 parts (soixante deux parts) qu'elle détient dans la société au prix de 1,00 € (un euro) symbolique.

Suite aux cessions de parts ainsi intervenue, le capital de la société MENG FAMILLE S.à r.l., se trouve réparti de la manière suivante:

Madame PINTERNAGEL Sonia, prédite	62 parts
Monsieur DOUGAREM Ahmid, prédit	62 parts
Total	124 parts

3. la société accepte la démission de la gérante unique, Madame GEHIN Aurore avec effet immédiat à ce jour.

4. la société décide de nommer le nouveau gérant technique, Monsieur DOUGAREM Ahmid, née le 29 septembre 1971 à Metz (France), demeurant à L-5836 Alzingen, 4, rue Nicolas Wester avec effet immédiat à partir de ce jour pour une durée indéterminée.

5. la société décide de nommer le nouveau gérant administratif, Madame PINTERNAGEL Sonia, née le 29 janvier 1977 à Metz (France), demeurant à L-5836 Alzingen, 4, rue Nicolas Wester avec effet immédiat à partir de ce jour pour une durée indéterminée.

La société sera engagée en toutes circonstances par les signatures conjointes des deux gérants.

Et lecture faite, les associés et gérants et ont signé.

Mme PINTERNAGEL Sonia / M. DOUGAREM Ahmid / Mme GEHIN Aurore.

Référence de publication: 2015041133/33.

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