

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1349

27 mai 2015

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**Prime Invest I, Société Anonyme.**

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

R.C.S. Luxembourg B 53.202.

Messrs. shareholders are hereby convened to attend the

STATUTORY GENERAL MEETING

which is going to be held at the address of the registered office, on 5 June 2015 at 10.00 o'clock, with the following agenda :

*Agenda:*

1. Submission of the annual accounts and of the reports of the board of directors and of the statutory auditor.
2. Approval of the annual accounts and allocation of the results as at 31 December 2014.
3. Discharge to the directors and to the statutory auditor.
4. Elections
5. Miscellaneous.

*The Board of Directors.*

Référence de publication: 2015070536/534/17.

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**Richelieu Fd, Société d'Investissement à Capital Variable.**

Siège social: L-1118 Luxembourg, 11, rue Aldringen.

R.C.S. Luxembourg B 57.138.

Nous avons l'honneur de vous convier à

l'ASSEMBLÉE GÉNÉRALE STATUTAIRE

des actionnaires de la Société (l'Assemblée) qui se tiendra au siège social le 4 juin 2015 à 11h00 (heure de Luxembourg) avec l'ordre du jour suivant :

*Ordre du jour:*

1. Prise de connaissance du rapport d'activité du conseil d'administration et du rapport du réviseur d'entreprises
2. Approbation des comptes annuels au 31 décembre 2014 et de l'affectation des résultats
3. Dividende
4. Décharge à donner aux administrateurs
5. Nominations statutaires
6. Divers

Les décisions concernant les points de l'ordre du jour ne requièrent aucun quorum et sont adoptées à la simple majorité des voix exprimées à l'Assemblée. Des procurations sont disponibles au siège social de la Société.

Par délégation d'European Fund Administration agissant en tant que dépositaire au sens prévu par la loi du 28 juillet 2014 relative à l'immobilisation et à la tenue du registre des actions au porteur (la Loi de 2014), les détenteurs d'actions au porteur souhaitant participer à l'Assemblée sont tenus d'immobiliser leurs actions cinq jours ouvrables avant l'Assemblée auprès de KBL European Private Bankers S.A., 43, boulevard Royal, L-2955 Luxembourg (KBL) permettant ainsi l'inscription de leurs actions dans le registre des actions au porteur.

Les droits afférents aux actions au porteur ne pourront être exercés qu'en cas de dépôt de l'action au porteur auprès de KBL conformément à la Loi de 2014.

*Le Conseil d'Administration.*

Référence de publication: 2015073165/755/27.

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

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

R.C.S. Luxembourg B 45.451.

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

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

Signature.

Référence de publication: 2015052669/10.

(150059644) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Infotime Analyse Concept S.A., Société Anonyme.**

Siège social: L-2168 Luxembourg, 106, rue de Mühlenbach.

R.C.S. Luxembourg B 54.643.

We are pleased to convene shareholders at the

**ANNUAL GENERAL MEETING**

(the "Meeting") of Infotime Analyse Concept S.A. (the "Company") which will be held at the registered office on *June 18<sup>th</sup>* at 2 p.m. in order to deliberate and vote on the following agenda:

*Agenda:*

1. Presentation of the audited financial statements of the company including the board of Directors Report and the Auditor Report of the Company for the fiscal year ended December 31, 2014
2. Approval of the annual accounts for the fiscal year ended December 31, 2014
3. Allocation of the results for the fiscal year ended December 31, 2014
4. Re-election of la Fiduciaire Interrégionale S.A. as auditor until the next Annual General Meeting of the Shareholders to be held in 2016
5. Any other business

Each of the items to be voted on the Meeting will be passed by a simple majority of the votes validly cast, irrespective of the number of Shares represented.

Copies of the Company's annual accounts as of December 31, 2014 together with the relevant management and audit reports are available at the Company's registered office in Luxembourg.

*The Board of Directors.*

Référence de publication: 2015073552/23.

**1798 Consumer Equity Long/Short Master Fund, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.**

The board of directors of the management company Lombard Odier Funds (Europe) S.A., a société anonyme which registered office is at 5, allée Scheffer, L-2520 Luxembourg, registered on the Registre de commerce et des sociétés under No. B-152.886, has decided to put the Master Fund into liquidation with effect as of 18 May 2015, at the close of business in Luxembourg, as it believes to be in the best interests of the Master Fund's unitholders because of its reduced size making it impossible to continue to manage the Master Fund in an efficient manner.

Référence de publication: 2015077507/755/9.

**Sorbholding S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 109.079.

*Extrait des résolutions prises lors de la réunion du conseil d'administration tenue en date du 3 avril 2015*

Le Conseil d'administration accepte la démission en tant qu'administrateur de Monsieur Gilles Jacquet, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg avec effet immédiat.

En date du 3 avril 2015 le Conseil d'administration coopte en remplacement Monsieur Fabrizio Terenziani, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg.

Le Conseil d'administration soumettra cette cooptation à l'assemblée générale, lors de sa première réunion pour qu'elle procède à l'élection définitive.

Le Conseil d'Administration se compose dès lors comme suit:

- Fabrizio Terenziani, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg;
- Lux Konzern S.à.r.l., ayant son siège social au 40, avenue Monterey à L-2163 Luxembourg;
- Lux Business Management S.à.r.l., ayant son siège social au 40, avenue Monterey à L-2163 Luxembourg.

Luxembourg, le 3 avril 2015.

Pour extrait conforme

*Pour la société*

*Un mandataire*

Référence de publication: 2015052653/22.

(150060075) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

**WestProfil, Société d'Investissement à Capital Variable.**

Siège social: L-1912 Luxembourg, 3, rue des Labours.

R.C.S. Luxembourg B 109.089.

Die

**JÄHRLICHE GENERALVERSAMMLUNG**

der Investmentgesellschaft mit variablem Kapital (Société d'Investissement à Capital Variable) WestProfil findet am 9. Juni 2015 um 10:00 Uhr in den Räumen der Deka International S.A., 5, rue des Labours, L-1912 Luxembourg, statt.

*Tagesordnung:*

1. Entgegennahme der Berichte des Verwaltungsrates und des Wirtschaftsprüfers für das Geschäftsjahr vom 1. Januar 2014 bis 31. Dezember 2014
2. Beschlussfassung über den Jahresabschluss für das Geschäftsjahr vom 1. Januar 2014 bis 31. Dezember 2014
3. Verwendung des Jahresergebnisses
4. Entlastung des Verwaltungsrates
5. Verschiedenes

Die Punkte auf der Tagesordnung unterliegen keiner Anwesenheitsbedingung und die Beschlüsse werden durch die einfache Mehrheit der anwesenden oder vertretenen Aktionäre gefasst.

Jahresabschluss, Bericht des Wirtschaftsprüfers und Geschäftsbericht können durch die Aktionäre in den Geschäftsräumen der Verwaltungsgesellschaft, Deka International S.A., 5, rue des Labours, L-1912 Luxembourg eingesehen werden oder werden den Aktionären auf Verlangen zugesendet.

Anwesenheitsquorum und die Mehrheitserfordernisse in der Generalversammlung werden entsprechend der Anzahl der am fünften Tag vor der Generalversammlung um Mitternacht (Ortszeit Luxemburg) ausgegebenen und im Umlauf befindlichen Anteile bestimmt.

Um an dieser Generalversammlung teilnehmen zu können, müssen Aktionäre von in Wertpapierdepots gehaltenen Aktien ihre Aktien daher durch die jeweilige depotführende Stelle mindestens fünf Tage vor der Generalversammlung sperren lassen und dieses mittels einer Bestätigung der depotführenden Stelle (Sperrbescheinigung) am Tage der Versammlung nachweisen.

Aktionäre oder deren Vertreter, die an der Generalversammlung teilnehmen möchten, werden gebeten, sich bis spätestens 29. Mai 2015 anzumelden.

Luxemburg, 11. Mai 2015

Der Verwaltungsrat

Référence de publication: 2015070540/775/33.

**Investec Global Strategy Fund, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 139.420.

An extraordinary general meeting of Shareholders of the Company was convened before notary, on 22 May 2015, at 4:30 pm (CET), at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg, with the agenda as set out below. The quorum required by article 67-1(2) of the Luxembourg Law of 10 August 1915 on commercial companies, as amended, was not reached and therefore no resolutions could be adopted.

You are invited to attend a second

**EXTRAORDINARY GENERAL MEETING**

of shareholders of the Company (the "Extraordinary General Meeting"), which will be held, before notary, on 30 June 2015, at 4:00 pm (CET), at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg, with the following agenda concerning the full restatement of the articles of incorporation (the "Articles") of the Company:

*Agenda:*

- a. Amendment and full restatement of the Articles of the Company in the form reflected in the draft restated Articles of the Company.

**Note**

(1) A shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and to vote instead of him. The proxy needs not be a shareholder in the Company.

Please note the following:

- (A) If you have completed and signed a proxy form for the extraordinary general meeting held on 22 May 2015 then no further action is required on your part as the proxy form can be used and will continue to be valid for this Extraordinary General Meeting;
- (B) If you would like to change your vote, then you may do so, by completing and signing a new proxy form or by attending the Extraordinary General Meeting in person. New proxy forms can be obtained at the registered office of the Company or downloaded from:
- |                     |  |
|---------------------|--|
| Hong Kong investors | www.investecassetmanagement/EGM2proxyEN  |
|                     | www.investecassetmanagement/EGM2proxyEN  |
| All other investors | www.investecassetmanagement.com/EGMproxy |
- (C) If you have not yet completed a proxy form, then you may do so, by completing and signing the proxy form sent to you for the extraordinary general meeting held on 22 May 2015 or by completing a new proxy form. New proxy forms can be obtained as set out under note (B) above.
- (D) Please be advised that only shareholders of record at 3:00 pm (CET) on 24 June 2015 may be entitled to vote at this reconvened Extraordinary General Meeting.

(2) The new proxy forms and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must either be deposited at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg, returned by email to Luxembourg-domiciliarygroup@statestreet.com or returned by fax on (+352) 464 010 413 by 9:00 am (CET) on 29 June 2015.

(3) For the resolution, to be passed, it must receive the support of a two thirds majority of the votes validly cast at this reconvened Extraordinary General Meeting.

(4) There are no quorum requirements for this reconvened Extraordinary General Meeting.

(5) Once passed by the requisite majority, the resolution will be binding on all shareholders, irrespective of how or whether they voted.

(6) The amended and restated Articles of the Company shall come into force immediately upon the resolution being passed by the requisite number of votes validly cast at the reconvened Extraordinary General Meeting.

Référence de publication: 2015077516/48.

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**Cefarg Minerals GmbH, Société à responsabilité limitée.**

Siège social: L-1862 Luxembourg, 2, rue Arthur Knaff.

R.C.S. Luxembourg B 16.865.

Les comptes annuels au 31.12.2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2015049739/9.

(150057219) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> avril 2015.

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**Partimmobiliare S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 81.262.

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: 2015050071/9.

(150057222) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> avril 2015.

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**Rollinger Venture Capital S.A., Société Anonyme.**

Siège social: L-7243 Bereldange, 48, rue du Dix Octobre.

R.C.S. Luxembourg B 147.860.

Le bilan au 31 décembre 2014 et l'annexe ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2015052625/9.

(150059448) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Interfund Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1637 Luxembourg, 9-11, rue Goethe.

R.C.S. Luxembourg B 8.074.

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EXTRAIT

Il résulte du procès-verbal de l'assemblée générale ordinaire du 31 mars 2015 documenté par acte de Maître Joëlle BADEN, notaire de résidence à Luxembourg, enregistré à Luxembourg A.C.1, le 9 avril 2015, 1 LAC / 2015 / 11011 que l'assemblée générale accepte les démissions de Madame Franca CIRRI FIGNAGNANI et des Messieurs Raffaele ARTIGLIERE IANNICIELLO et Claudio SOZZINI.

L'assemblée générale a reconduit, jusqu'à l'assemblée générale ordinaire devant se tenir en mars 2016, le mandat de Monsieur Alex SCHMITT, né le 24 mars 1953 à Luxembourg, avocat, résidant à L-2165 Luxembourg, 22-24 Rives de Clausen, en tant qu'Administrateur;

L'assemblée générale décide de nommer les personnes suivantes en tant qu'Administrateurs de la société jusqu'à l'assemblée générale ordinaire devant se tenir en mars 2016:

1. Monsieur Franco TUTINO, né le 13 décembre 1947 à Siderno (Italie), professeur à la Faculté d'Economie de Sapienza Università di Roma, demeurant à I-00152 Rome, Viale di Villa Pamphili 15,

2. Monsieur Giuseppe SCARABOSIO, né le 20 juin 1958 à Giaveno (Italie), Manager of Intesa Sanpaolo, demeurant à I-10146 Torino, Corso Francia 218.

L'Assemblée Générale décide de renouveler le mandat de KPMG Luxembourg S.à r.l., ayant son siège social 39, avenue John F. Kennedy, à L-1855 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 149133, pour un (1) an, c'est-à-dire jusqu'à l'assemblée générale ordinaire qui se tiendra en mars 2016.

Pour extrait conforme

Luxembourg, le 20 mai 2015.

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Référence de publication: 2015075390/26.

(150086216) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2015.

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**Restaurant - Auberge Lamy S.A., Société Anonyme.**

Siège social: L-9907 Troisvierges, 51, rue d'Asselborn.

R.C.S. Luxembourg B 95.567.

Les comptes annuels au 31.12.2011 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.

Signature.

Référence de publication: 2015052636/10.

(150060001) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**SPX Luxembourg Holding Company, Société à responsabilité limitée.**

**Capital social: EUR 143.845.000,00.**

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.

R.C.S. Luxembourg B 134.747.

*Extrait des décisions prises par l'associé unique de la Société du 30 mars 2015*

Le 30 mars 2015, l'associé unique de SPX Luxembourg Holding Company a pris les résolutions suivantes:

- D'accepter la démission de Mr. Kevin Lilly en qualité de Gérant A de la Société avec effet au 3 avril 2015;

- De nommer Mr. Stephen Tsois, ayant son adresse professionnelle à 13320, Ballantyne Corporate Place, Charlotte, Caroline du Nord 28277, Etats-Unis, en qualité de Gérant A de la Société avec effet au 3 Avril 2015 et pour une durée indéterminée.

Luxembourg, le 7 avril 2015.

Luxembourg Corporation Company SA

Signatures

*Un mandataire*

Référence de publication: 2015052700/18.

(150060245) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**SPI Group Sàrl, Société à responsabilité limitée.**

**Capital social: EUR 56.600,00.**

Siège social: L-2419 Luxembourg, 3, rue du Fort Rheinsheim.

R.C.S. Luxembourg B 123.116.

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EXTRAIT

Par décision des associés de la Société en date du 1<sup>er</sup> avril 2015, il a été décidé (i) de révoquer Monsieur Sebastianus Antonius Theodorus Boelen et Monsieur Valery Mendeelev en tant que gérants de la Société, avec effet au 1<sup>er</sup> avril 2015 et (ii) d'approuver les nominations de Monsieur Marinus Lek, né à Ter Aar (Pay-Bas), le 12 octobre 1962, avec adresse professionnelle au 3, rue du Fort Rheinsheim, L-2419 Luxembourg, Grand-Duché de Luxembourg, et de Monsieur Alexey Olyinik, né à Moscou (Russie) le 25 janvier 1967, avec adresse professionnelle au 3, rue du Fort Rheinsheim, L-2419 Luxembourg, Grand-Duché de Luxembourg, en tant que gérants de la Société, avec effet au 1<sup>er</sup> avril 2015 et pour une durée indéterminée.

Suite à cette décision, le conseil de gérance est dès lors composé comme suit:

- Monsieur David Ronald Surbey, avec adresse professionnelle au 3, rue du Fort Rheinsheim, L-2419 Luxembourg, Grand-Duché de Luxembourg, en tant que gérant;

- Monsieur Marinus Lek, avec adresse professionnelle au 3, rue du Fort Rheinsheim, L-2419 Luxembourg, Grand-Duché de Luxembourg, en tant que gérant; et

- Monsieur Alexey Olyinik, avec adresse professionnelle au 3, rue du Fort Rheinsheim, L-2419 Luxembourg, Grand-Duché de Luxembourg, en tant que gérant.

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

Luxembourg, le 2 avril 2015.

Signature.

Référence de publication: 2015052699/25.

(150059777) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Stin Group S.A., Société Anonyme.**

R.C.S. Luxembourg B 136.904.

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Le siège social de la société anonyme STIN GROUP S.A. sise au 46a, Avenue J.F. Kennedy, L-1855 Luxembourg et enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B-136904 a été dénoncé avec effet au 16 décembre 2014.

Il est à noter que:

- Manacor (Luxembourg) S.A. et MUTUA (Luxembourg) S.A. ont démissionné de leur fonction d'administrateurs de la société STIN GROUP S.A. avec effet au 16 décembre 2014; et

- EQ Audit S.à r.l. a démissionné de sa fonction de commissaire aux comptes de la société STIN GROUP S.A. avec effet au 16 décembre 2014.

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

Luxembourg, le 24 mars 2015.

Pour extrait sincère et conforme

Manacor (Luxembourg) S.A.

Signatures

*Signataire autorisé*

Référence de publication: 2015052702/20.

(150059918) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Stoker Luxembourg S.à r.l., Société à responsabilité limitée.**

Siège social: L-2346 Luxembourg, 20, rue de la Poste.

R.C.S. Luxembourg B 114.492.

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Les comptes annuels au 31 décembre 2010 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: 2015052658/9.

(150059743) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Stonecreek Capital International Ltd., Société à responsabilité limitée.**

**Capital social: USD 22.655.762,00.**

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

R.C.S. Luxembourg B 162.605.

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EXTRAIT

Il résulte des résolutions prises par l'associé unique de la Société en date du 2 avril 2015 que:

- La démission de Monsieur Darin Allen Macdonald et de Monsieur Cam Barton, gérants de catégorie A, ont été acceptées avec effet au 16 mars 2015;

- Monsieur Paul Crilly, né le 21 décembre 1962 à Saskatoon, Canada, résidant professionnellement au 505, 2<sup>nd</sup> Street SW, CDN-T2P 1N8, Calgary-Alberta, Canada et;

- Madame Christine Antony, née le 8 septembre 1961 à Eston, Canada, résidant professionnellement au 505, 2<sup>nd</sup> Street SW, CDN-T2P 1N8, Calgary-Alberta, Canada

ont été nommés gérants de catégorie A de la Société, avec effet au 16 mars 2015 et ce pour une durée indéterminée.

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

Luxembourg, le 7 avril 2015.

Référence de publication: 2015052662/19.

(150059883) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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

Siège social: L-9964 Huldange, 2, rue de Stavelot.

R.C.S. Luxembourg B 175.206.

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EXTRAIT

Il résulte du procès-verbal de l'assemblée générale du Conseil d'administration du 2 juin 2014 que:

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

Le conseil d'administration se compose comme suit:

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

Madame Annette Knauf, L-9964 Huldange, 2, rue de Stavelot, administrateur; Monsieur Justin Dostert, L-5969 Itzig, 93, rue de la Libération, administrateur.

*Commissaire aux comptes:*

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

Huldange, le 2 juin 2014.

Pour extrait conforme

TC-SCHMIEDE SA

Référence de publication: 2015052722/21.

(150060100) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Twopp S.A., Société Anonyme.**

Siège social: L-2132 Luxembourg, 36, avenue Marie-Thérèse.

R.C.S. Luxembourg B 56.645.

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AUSZUG

Es geht aus dem Protokoll der ordentlichen Generalversammlung vom 3. April 2015 hervor dass:

Die Gesellschaft Luxadvice S.A. als Rechnungskommissar austritt.

Die Gesellschaft MOSAIQUE PORTFOLIO S.A., mit Sitz in VG - 1110 Tortola, (Britische Jungferninseln), Pasea Estate, Road Town (BVI H.R. Nummer 586686 Britisch Virgin Islands), wird zum Rechnungskommissar ernannt.

Das Mandat des Rechnungskommissars endet beim Abschluss der ordentlichen Generalversammlung des Jahres 2020.

Für gleichlautenden Auszug

Référence de publication: 2015052744/14.

(150060156) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Plumeau S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 66.251.

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*Extrait des résolutions prises lors de la réunion du conseil d'administration tenue en date du 3 avril 2015*

Le Conseil d'administration accepte la démission de Monsieur Gilles Jacquet, employé privé, avec adresse professionnelle 40, Avenue Monterey, L-2163 Luxembourg.

Le Conseil d'administration coopte en remplacement Monsieur Riccardo Incani, employé privé, avec adresse professionnelle 40, Avenue Monterey, L-2163 Luxembourg.

Le Conseil d'Administration soumettra cette cooptation à l'assemblée générale, lors de sa première réunion pour qu'elle procède à l'élection définitive.

Le Conseil d'Administration se compose dès lors comme suit:

- Lux Konzern Sàrl, ayant son siège social au 40, Avenue Monterey, L-2163 Luxembourg;
- Lux Business Management Sàrl, ayant son siège social au 40, Avenue Monterey, L-2163 Luxembourg;
- Monsieur Riccardo Incani, employé privé, avec adresse professionnelle 40, Avenue Monterey, L-2163 Luxembourg.

Luxembourg, le 3 avril 2015.

Pour extrait conforme

*Pour la société*

*Un mandataire*

Référence de publication: 2015052590/22.

(150060073) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**STRIKE Participations S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 89.784.

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*Extrait des résolutions prises lors de la réunion du conseil d'administration tenue en date du 3 avril 2015*

Le Conseil d'administration accepte la démission en tant qu'administrateur de Monsieur Gilles Jacquet, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg avec effet immédiat.

En date du 3 avril 2015 le Conseil d'administration coopte en remplacement Monsieur Riccardo Incani, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg.

Le Conseil d'administration soumettra cette cooptation à l'assemblée générale, lors de sa première réunion pour qu'elle procède à l'élection définitive.

Le Conseil d'Administration se compose dès lors comme suit:

- Riccardo Incani, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg;
- Lux Konzern S.à.r.l., ayant son siège social au 40, avenue Monterey à L-2163 Luxembourg;
- Lux Business Management S.à.r.l., ayant son siège social au 40, avenue Monterey à L-2163 Luxembourg.

Luxembourg, le 3 avril 2015.

Pour extrait conforme

*Pour la société*

*Un mandataire*

Référence de publication: 2015052704/22.

(150060130) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Société Remparts Sàrl, Société à responsabilité limitée.**

Siège social: L-4303 Esch-sur-Alzette, 5, rue des Remparts.

R.C.S. Luxembourg B 46.420.

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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: 2015052696/10.

(150060160) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**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.

Avec effet au 31 mars 2015, Sarah Kouider Huot de Saint Albin, ayant comme adresse le 17, boulevard Grande-Duchesse Charlotte à L-1331 Luxembourg est nommée administrateur de la Société pour un mandat à durée illimitée.

Le conseil de gérance est désormais composé comme suit:

- Harold G. Barksdale,
- Juerg Frischknecht,
- Jürg Giraudi,
- Thomas Ernst,
- Fabienne Roger-Eck,
- Sarah Kouider Huot de Saint Albin, et
- Magnus Svensson.

POUR EXTRAIT CONFORME ET SINCERE

TE Connectivity Investments Holding S.à r.l.

Signature

*Un Mandataire*

Référence de publication: 2015052726/22.

(150059656) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**TE Connectivity Holding International II S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 25.000,00.**

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.  
R.C.S. Luxembourg B 169.805.

Avec effet au 31 mars 2015, Sarah Kouider Huot de Saint Albin, ayant comme adresse le 17, boulevard Grande-Duchesse Charlotte à L-1331 Luxembourg est nommée gérant de la Société pour un mandat à durée illimitée.

Le conseil de gérance est désormais composé comme suit:

- Harold G. Barksdale,
- Juerg Frischknecht,
- Jtirg Giraudi,
- Thomas Ernst,
- Fabienne Roger-Eck,
- Sarah Kouider Huot de Saint Albin, et
- Magnus Svensson.

POUR EXTRAIT CONFORME ET SINCERE

TE Connectivity Holding International II S.à r.l.

Signature

*Un Mandataire*

Référence de publication: 2015052725/22.

(150060058) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**SOF-10 Starlight 15 GBP S.à r.l., Société à responsabilité limitée.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.  
R.C.S. Luxembourg B 191.265.

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

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

Luxembourg, le 7 avril 2015.

Référence de publication: 2015052697/10.

(150060116) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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

**Capital social: USD 25.000,00.**

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.  
R.C.S. Luxembourg B 185.748.

Avec effet au 31 mars 2015, Sarah Kouider Huot de Saint Albin, ayant comme adresse le 17, boulevard Grande-Duchesse Charlotte à L-1331 Luxembourg est nommée administrateur de la Société pour un mandat à durée illimitée.

Le conseil de gérance est désormais composé comme suit:

- Harold G. Barksdale,
- Juerg Frischknecht,
- Jürg Giraudi,
- Thomas Ernst,
- Fabienne Roger-Eck,
- Sarah Kouider Huot de Saint Albin et
- Magnus Svensson.

POUR EXTRAIT CONFORME ET SINCERE

TE Connectivity MOG Holding S.à r.l.

Signature

*Un Mandataire*

Référence de publication: 2015052728/22.

(150059654) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**TE Connectivity S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 25.000,00.**

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.  
R.C.S. Luxembourg B 168.091.

Avec effet au 31 mars 2015, Sarah Kouider Huot de Saint Albin, ayant comme adresse le 17, boulevard Grande-Duchesse Charlotte à L-1331 Luxembourg est nommée gérant de la Société pour un mandat à durée illimitée.

Le conseil de gérance est désormais composé comme suit:

- Harold G. Barksdale,
- Juerg Frischknecht,
- Jtirt Giraudi,
- Thomas Ernst,
- Fabienne Roger-Eck,
- Sarah Kouider Huot de Saint Albin et
- Magnus Svensson.

POUR EXTRAIT CONFORME ET SINCERE

TE Connectivity S.à r.l.

Signature

*Un Mandataire*

Référence de publication: 2015052729/22.

(150059927) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**SBR Denkraum S.à r.l., Société à responsabilité limitée.**

Siège social: L-1931 Luxembourg, 41, avenue de la Liberté.  
R.C.S. Luxembourg B 162.524.

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

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

Luxembourg, le 7 avril 2015.

Référence de publication: 2015052673/10.

(150060173) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**TE Connectivity (Netherlands) S.à r.l., Société à responsabilité limitée.****Capital social: USD 1.600.025.000,00.**

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.  
R.C.S. Luxembourg B 167.712.

Avec effet au 31 mars 2015, Sarah Kouider Huot de Saint Albin, ayant comme adresse le 17, boulevard Grande-Duchesse Charlotte à L-1331 Luxembourg est nommée gérant de la Société pour un mandat à durée illimitée.

Le conseil de gérance est désormais composé comme suit:

- Harold G. Barksdale,
- Juerg Frischknecht,
- Jürg Giraudi,
- Thomas Ernst,
- Fabienne Roger-Eck,
- Sarah Kouider Huot de Saint Albin et
- Magnus Svensson.

POUR EXTRAIT CONFORME ET SINCERE

TE Connectivity (Netherlands) S.à r.l

Signature

*Un Mandataire*

Référence de publication: 2015052724/22.

(150059912) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**TE Connectivity MOG Europe S.à r.l., Société à responsabilité limitée.****Capital social: USD 25.000,00.**

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.  
R.C.S. Luxembourg B 185.853.

Avec effet au 31 mars 2015, Sarah Kouider Huot de Saint Albin, ayant comme adresse le 17, boulevard Grande-Duchesse Charlotte à L-1331 Luxembourg est nommée gérant de la Société pour un mandat à durée illimitée.

Le conseil de gérance est désormais composé comme suit:

- Harold G. Barksdale,
- Juerg Frischknecht,
- Jürg Giraudi,
- Thomas Ernst,
- Fabienne Roger-Eck
- Sarah Kouider Huot de Saint Albin, et
- Magnus Svensson.

POUR EXTRAIT CONFORME ET SINCERE

TE Connectivity MOG Europe S.à r.l.

Signature

*Un Mandataire*

Référence de publication: 2015052727/22.

(150059907) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Pecunia Invest S.A., Société Anonyme Soparfi.**

Siège social: L-1750 Luxembourg, 62, avenue Victor Hugo.  
R.C.S. Luxembourg B 38.344.

Der Jahresabschluss vom 31. Dezember 2013 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.  
Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2015052586/10.

(150060115) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**TE Connectivity (Netherlands) Holding S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 25.000,00.**

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.  
R.C.S. Luxembourg B 167.097.

Avec effet au 31 mars 2015, Sarah Kouider Huot de Saint Albin, ayant comme adresse le 17, boulevard Grande-Duchesse Charlotte à L-1331 Luxembourg est nommée gérant de la Société pour un mandat à durée illimitée.

Le conseil de gérance est désormais composé comme suit:

- Harold G. Barksdale,
- Juerg Frischknecht,
- Jürg Giraudi,
- Thomas Ernst,
- Fabienne Roger-Eck,
- Sarah Kouider Huot de Saint Albin, et
- Magnus Svensson.

POUR EXTRAIT CONFORME ET SINCERE

TE Connectivity (Netherlands) Holding S.à r.l.

Signature

*Un Mandataire*

Référence de publication: 2015052723/22.

(150059924) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Tyco Electronics Finance S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 25.000,00.**

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.  
R.C.S. Luxembourg B 140.359.

Avec effet au 31 mars 2015, Sarah Kouider Huot de Saint Albin, ayant comme adresse le 17, boulevard Grande-Duchesse Charlotte à L-1331 Luxembourg est nommée gérant de la Société pour un mandat à durée illimitée. Le conseil de gérance est désormais composé comme suit:

- Harold G. Barksdale,
- Juerg Frischknecht,
- Jürg Giraudi,
- Thomas Ernst,
- Fabienne Roger-Eck,
- Sarah Kouider Huot de Saint Albin et
- Magnus Svensson.

POUR EXTRAIT CONFORME ET SINCERE

Tyco Electronics Finance S.à r.l.

Signature

*Un Mandataire*

Référence de publication: 2015052716/22.

(150059839) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**NASDAQ OMX Holding Luxembourg Sàrl, Société à responsabilité limitée.**

Siège social: L-5884 Hesperange, 300C, route de Thionville.  
R.C.S. Luxembourg B 136.112.

Par la présente, je démissionne de ma fonction de gérant B de NASDAQ OMX Holding Luxembourg S.à r.l., enregistré au Registre des Sociétés et du Commerce du Luxembourg sous le numéro B 136.112 avec effet immédiat.

Luxembourg, le 25 mars 2015.

Magnus BILLING.

Référence de publication: 2015052550/10.

(150059793) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Tiera Capital S.C.A., SICAV-SIF, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé,**

**(anc. Crédit Agricole Private Capital S.C.A., SICAV-SIF).**

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 182.188.

In the year two thousand and fifteen, on the twelfth day of May.

Before us, Maître Cosita DELVAUX, notary residing in Luxembourg, Grand Duchy of Luxembourg,

was held

the extraordinary general meeting of shareholders of Crédit Agricole Private Capital S.C.A., SICAV-SIF (the “Company”), a société en commandite par actions existing under the law of the Grand Duchy of Luxembourg, having its registered office at 5, allée Scheffer, L-2520 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B182188, incorporated pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, on 21 November 2013, published in the Mémorial C, Recueil des Sociétés et Associations n° 3200 on 17 December 2013. The articles of incorporation have not been amended since.

The meeting was opened at 3.15 pm with Mrs Marie Bernot in the chair, employee, professionally residing in Luxembourg, who appointed as secretary Mr Maxime Wunderlich, employee, professionally residing in Luxembourg, and the meeting elects as scrutineer Mrs Alexandra Schmitt, employee, professionally residing in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the undersigned notary to state the following:

I. That the general meeting has been duly convened through notices containing the below agenda sent on 30 April 2015 by registered mail to the registered shareholders.

II. That the shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list which, signed by the proxy holder of the represented shareholders, the board of the meeting and the undersigned notary, shall remain annexed to the present deed to be filed at the same time with the registration authorities.

III. The said proxies, initialled *ne varietur* by the appearing parties and the notary, shall remain annexed to the present deed to be filed at the same time with the registration authorities.

IV. That it appears from the above-mentioned attendance list, out of the 566,133.10 investors shares and the one (1) general partner share in issue, 493,622.59 investors shares and the one (1) general partner share are represented, i.e. 87.19% of the share capital.

V. That the quorum required to deliberate and vote on the items on the agenda below is fifty per cent (50%) of the share capital of the Company and each resolution must be passed by the affirmative vote of at least two-thirds (2/3) of the votes validly cast at the meeting and the consent of Crédit Agricole Investment Management S.à r.l. as general partner of the Company.

VI. The present meeting is thus regularly constituted and may validly deliberate on all the items on the agenda.

VII. The agenda of the present meeting is the following:

*Agenda*

1. Change of the name of the Company from “Crédit Agricole Private Capital S.C.A., SICAV-SIF” to “Tiera Capital S.C.A., SICAV-SIF”;

2. Decision to amend the articles of incorporation of the Company to comply with the law of 12 July 2013 on alternative investment fund managers implementing Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on alternative investment fund managers;

3. Full restatement of the articles of incorporation of the Company in order to reflect the above items 1 and 2 of the agenda;

4. Miscellaneous.

Having duly considered each item on the agenda, the general meeting of shareholders takes, and requires the notary to enact, the following resolutions:

*First resolution*

The general meeting of shareholders resolves to change the name of the Company from “Crédit Agricole Private Capital S.C.A., SICAV-SIF” to “Tiera Capital S.C.A., SICAV-SIF”.

*Second resolution*

The general meeting of shareholders resolves to approve the amendments of the articles of incorporation of the Company in order to comply with the law of 12 July 2013 on alternative investment fund managers implementing the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on alternative investment fund managers.

### *Third resolution*

As a consequence of the previous resolutions, the general meeting of shareholders resolves to fully restate the articles of incorporation of the Company, which shall from now read as follows:

#### **Chapter I - Form, Term, Object, Registered office**

**Art. 1. Name and form.** There exists among the existing shareholders and those who may become owners of shares in the future, a company in the form of a limited partnership by shares (*société en commandite par actions*) qualifying as a *société d'investissement à capital variable - fonds d'investissement spécialisé* under the name of “Tiera Capital S.C.A., SICAV-SIF” (the “Company”).

**Art. 2. Duration.** The Company is incorporated for an unlimited period of time.

**Art. 3. Purpose.** The purpose of the Company is the investment of the funds available to it in securities of all kinds, undertakings for collective investment as well as any other permissible assets, with a view to spreading investment risks and enabling its shareholders to benefit from the results of the management thereof.

The Company may take any measures and conduct any operations it sees fit for the purpose of achieving or developing its object in accordance with the law dated 13 February 2007 relating to specialised investment funds (the “2007 Law”), as such law may be amended, supplemented or rescinded from time to time.

**Art. 4. Registered Office.** The registered office of the Company shall be in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established, either in the Grand Duchy of Luxembourg or abroad by a decision of the General Partner. Within the same borough, the registered office may be transferred through simple resolution of the General Partner.

If the General Partner considers that extraordinary events of a political, economic or social nature, likely to compromise the registered office's normal activity or easy communications between this office and abroad, have occurred or are imminent, it may temporarily transfer the registered office abroad until such time as these abnormal circumstances have ceased completely; this temporary measure shall not, however, have any effect on the Company's nationality, which, notwithstanding a temporary transfer of its registered office, shall remain a Luxembourg company.

#### **Chapter II - Capital**

**Art. 5. Share Capital.** The share capital of the Company shall be represented by shares of no nominal value and shall at any time be equal to the total value of the net assets of the Company and its Sub-Funds (as defined in article 7 hereof). The minimum share capital of the Company cannot be lower than the level provided for by the 2007 Law. Such minimum capital must be reached within a period of twelve (12) months after the date on which the Company has been authorised as a specialised investment fund under Luxembourg law. Upon incorporation the initial share capital of the Company was thirty-one thousand Euro (EUR 31,000.-) fully paid-up represented by one (1) general partner share subscribed by the General Partner in its capacity as unlimited shareholder (*actionnaire-gérant commandité*) of the Company and three hundred (300) ordinary shares.

For the purposes of the consolidation of the accounts the base currency of the Company shall be Euro (EUR).

**Art. 6. Capital Variation.** The share capital of the Company shall vary, without any amendment to the articles of incorporation, as a result of the Company issuing new shares or redeeming its shares.

**Art. 7. Sub-Funds.** The General Partner may, at any time, create different categories of shares, each one corresponding to a distinct part or “sub-fund” of the Company's net assets (a “Sub-Fund”). In such event, it shall assign a particular name to them, which it may amend, and may limit or extend their lifespan if it sees fit.

As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund or Sub-Funds. The Company shall be considered as one single legal entity. However, with regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

The General Partner, acting in the best interest of the Company, may decide, in the manner described in the issuing documents of the Company, that all or part of the assets of two or more Sub-Funds be co-managed amongst themselves on a segregated or on a pooled basis.

For the purpose of determining the share capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in Euro (EUR), be converted into Euro (EUR) and the capital shall be the total of the net assets of all Sub-Funds and classes of shares.

#### **Chapter III - Shares**

**Art. 8. Form of Shares.** The shares of the Company may be issued in registered form only.

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

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares. The General Partner shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

The share certificates, if any, shall be signed by the General Partner. Such signatures shall be either manual, or printed, or in facsimile. The Company may issue temporary share certificates in such form as the General Partner may determine.

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 the register of shareholders 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.

A duplicate share certificate may be issued under such conditions and guarantees as the Company may determine, including but not restricted to a bond issued by an insurance company, if a shareholder so requests and proves to the satisfaction of the Company that his share certificate has been lost, damaged or destroyed. The new share certificate shall specify that it is a duplicate. Upon its issuance, the original share certificate shall become void.

Damaged share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the shareholder the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the annulment of the original share certificate.

The Company recognises only one single owner per share. If one or more shares are jointly owned or if the ownership of shares 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 the exercise of all rights attached to such share(s).

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 Sub-Fund or class of shares on a pro rata basis.

**Art. 9. Classes of Shares.** The shares of the Company are reserved to institutional, professional or well-informed investors within the meaning of the 2007 Law and the Company will refuse to issue shares to the extent the legal or beneficial ownership thereof would belong to persons or companies which do not qualify as institutional, professional or well-informed investors within the meaning of the said law.

In addition to the one or several general partner shares subscribed by the General Partner as unlimited shareholder (actionnaire gérant commandité) of the Company, the General Partner may decide to issue one or more classes of ordinary shares, for the Company or for each Sub-Fund, to be subscribed by limited shareholders (actionnaires commanditaires).

Each class of shares may differ from the other classes with respect to its cost structure, the initial investment required, its specific distribution rights or the currency in which the net asset value is expressed or any other feature.

Within each class, there may be capitalisation share-type and distribution share-types.

Whenever dividends are distributed on distribution shares, the portion of net assets of the class of shares to be allotted to all distribution shares shall subsequently be reduced by an amount equal to the amounts of the dividends distributed, thus leading to a reduction in the percentage of net assets allotted to all distribution shares, whereas the portion of net assets allotted to all capitalisation shares shall remain the same.

The General Partner may decide not to issue or to cease issuing classes, types or sub-types of shares in one or more Sub-Funds.

The General Partner may, in the future, offer new classes of shares without approval of the shareholders. Such new classes of shares may be issued on terms and conditions that differ from the existing classes of shares, including, without limitation, the amount of the management fee attributable to those shares, and other rights relating to liquidity of shares. In such a case, the issuing documents of the Company shall be updated accordingly.

Any future reference to a Sub-Fund shall include, if applicable, each class and type of share making up this Sub-Fund and any reference to a type shall include, if applicable, each sub-type making up this type.

**Art. 10. Issue of Shares.** Subject to the provisions of the 2007 Law, the General Partner is authorised without limitation to issue an unlimited number of shares at any time, without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued.

The General Partner may impose restrictions on the frequency at which shares shall be issued in any class of shares and/or in any Sub-Fund; the General Partner may, in particular, decide that shares of any class and/or of any Sub-Fund shall only be issued during one or more offering periods or at such other periodicity as provided for in the issuing documents of the Company.

In addition to the restrictions concerning the eligibility of investors as foreseen by the 2007 Law, the General Partner may determine any other subscription conditions such as the minimum amount of subscriptions/commitments, the minimum



amount of the aggregate net asset value of the shares of a Sub-Fund to be initially subscribed, the minimum amount of any additional shares to be issued, the application of default interest payments on shares subscribed and unpaid when due, restrictions on the ownership of shares and the minimum amount of any holding of shares. Such other conditions shall be disclosed and more fully described in the issuing documents of the Company.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be determined in compliance with the rules and guidelines fixed by the General Partner and reflected in the issuing documents of the Company. The price so determined shall be payable within a period as determined by the General Partner and reflected in the issuing documents of the Company.

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

The Company may, if a prospective shareholder requests and the General Partner so agrees, satisfy any application for subscription of shares which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the General Partner and must correspond to the investment policy and restrictions of the Company or the Sub-Fund being invested in. A valuation report relating to the contributed assets must be delivered to the General Partner by a Luxembourg independent auditor.

**Art. 11. Redemption.** The General Partner shall determine whether shareholders of any particular class of shares or any Sub-Fund may request the redemption of all or part of their shares by the Company or not, and reflect the terms and procedures applicable in the issuing documents of the Company and within the limits provided by law and these articles of incorporation.

The Company shall not proceed to redemption of shares in the event the net assets of the Company would fall below the minimum capital foreseen in the 2007 Law as a result of such redemption.

The redemption price shall be determined in accordance with the rules and guidelines fixed by the General Partner and reflected in the issuing documents of the Company. The price so determined shall be payable within a period as determined by the General Partner and reflected in the issuing documents of the Company. The redemption price may be rounded up or down to the nearest unit of the relevant currency as the General Partner shall determine.

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 would fall below such number or such value as determined by the General Partner, 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.

Furthermore, if, with respect to any given Valuation Day (as defined in article 15 hereof), redemption requests pursuant to this article and conversion requests pursuant to article 13 hereof exceed a certain level determined by the General Partner in relation to the number of shares in issue in a specific Sub-Fund or class, the General Partner 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 General Partner considers to be in the best interest of the Company. Following that period, with respect to the next relevant Valuation Day, these redemption and conversion requests will be met in priority to later requests.

The Company may redeem shares whenever the General Partner considers redemption to be in the best interests of the Company or a Sub-Fund.

In addition, the shares may be redeemed compulsorily in accordance with article 14 "Limitation on the ownership of shares" herein.

The Company shall have the right, if the General Partner so determines, to satisfy in specie the payment of the Redemption Price to any shareholder who agrees by allocating to the shareholder investments from the portfolio of assets of the Company or the relevant Sub-Fund(s) equal 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 shareholders of the Company or the relevant Sub-Fund(s) and the valuation used shall be confirmed by a special report of a Luxembourg independent auditor. The costs of any such transfers shall be borne by the transferee.

**Art. 12. Transfer of Shares.** When a shareholder has outstanding obligations vis-à-vis the Company, by virtue of its subscription agreement or otherwise, ordinary shares held by such a shareholder may only be transferred, pledged or assigned with the written consent from the General Partner, which consent shall not be unreasonably withheld. In such event, any transfer or assignment of ordinary shares is subject to the purchaser or assignee thereof fully and completely assuming in writing prior to the transfer or assignment, all outstanding obligations of the seller under the subscription agreement and / or shareholders agreement entered into by the seller or otherwise.

**Art. 13. Conversion.** Unless otherwise determined by the General Partner for certain classes of shares or with respect to specific Sub-Funds in the issuing documents of the Company, shareholders are not entitled to require the conversion of whole or part of their shares of any class of a Sub-Fund into shares of the same class in another Sub-Fund or into shares of another existing class of that or another Sub-Fund. When authorised, such conversions shall be subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the General Partner shall determine.

The conversion price shall be determined in accordance with the rules and guidelines fixed by the General Partner and reflected in the issuing documents of the Company.

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 General Partner, 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 of shares.

**Art. 14. Limitations of the Ownership of Shares.** The General Partner may restrict or block the ownership of shares in the Company by any natural person or legal entity if the General Partner considers that this ownership violates the laws of the Grand Duchy of Luxembourg or of any other country, or may subject the Company to taxation in a country other than the Grand Duchy of Luxembourg or may otherwise be detrimental to the Company.

In such instance, the General Partner may:

a) decline to issue any shares and decline to register any transfer of shares when it appears that such issue or transfer might or may have as a result the allocation of ownership of the shares to a person who is not authorised to hold shares in the Company;

b) proceed with the compulsory redemption of all the relevant shares if it appears that a person who is not authorised to hold such shares in the Company, either alone or together with other persons, is the owner of shares in the Company, or proceed with the compulsory redemption of any or a part of the shares, if it appears that one or several persons is or are owner or owners of a proportion of the shares in the Company in such a manner that this may be detrimental to the Company. The following procedure shall be applied:

1. the General Partner shall send a notice (the "Redemption Notice") to the relevant investor possessing the shares to be redeemed; the Redemption Notice shall specify the shares to be redeemed, the price to be paid, and the place where this price shall be payable. The Redemption Notice may be sent to the investor by recorded delivery letter to his last known address. The investor in question shall be obliged without delay to deliver to the Company the certificate or certificates, if there are any, representing the shares to be redeemed specified in the Redemption Notice. From the closing of the offices on the day specified in the Redemption Notice, the investor shall cease to be the owner of the shares specified in the Redemption Notice and the certificates representing these shares shall be rendered null and void in the books of the Company;

2. the price at which the shares specified in the Redemption Notice shall be redeemed (the "Redemption Price") shall be determined in accordance with the rules fixed by the General Partner and reflected in the issuing documents of the Company. Payment of the Redemption Price will be made to the owner of such shares in the reference currency of the relevant class, except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to such owner upon delivery of the share certificate or certificates, if issued, representing the shares specified in such notice. Upon deposit of such Redemption Price as aforesaid, no person interested in the shares specified in such Redemption Notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholders appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective delivery of the share certificate or certificates, if issued, as aforesaid. The exercise by the Company of this power shall not be questioned or invalidated in any case, on the grounds 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 Redemption Notice, provided that in such case the said powers were exercised by the Company in good faith.

In particular, the General Partner may restrict or block the ownership of shares in the Company by any "US Person" unless such ownership is in compliance with the relevant US laws and regulations. The term "US Person" means any resident or person with the nationality of the United States of America or one of their territories or possessions or regions under their jurisdiction, or any other company, association or entity incorporated under or governed by the laws of the United States of America or any person falling within the definition of "US Person" under such laws.

Given the above, and for the avoidance of doubt, in the event the General Partner finds out that a potential investor in any of the Sub-Funds, or an already existing shareholder in any Sub-Fund, is not, or is no longer a well-informed investor within the meaning of article 2 of the 2007 Law, the above described procedures shall be applied.

**Art. 15. Net Asset Value.** The net asset value of the shares in every Sub-Fund, class, type or subtype of share of the Company, shall be determined at least once a year and expressed in the currency(ies) decided upon by the General Partner. The General Partner shall decide the days by reference to which the assets of the Company or Sub-Funds shall be valued (each a "Valuation Day") and the appropriate manner to communicate the net asset value per share, in accordance with the legislation in force.

I. The assets of the Company shall include:

- all cash in hand or on deposit, including any outstanding accrued interest;
- all bills and promissory notes and accounts receivable, including outstanding proceeds of any sale of securities;
- all securities, shares, bonds, time notes, debenture stocks, options or subscription rights, warrants, money market instruments, and all other investments and transferable securities belonging to the relevant Sub-Fund;
- all dividends and distributions payable to the relevant Sub-Fund either in cash or in the form of stocks and shares (the Company may, however, make adjustments to account for any fluctuations in the market value of transferable securities resulting from practices such as ex-dividend or ex-claim negotiations);

- all outstanding accrued interest on any interest-bearing securities belonging to the relevant Sub-Fund, unless this interest is included in the principal amount of such securities;
  - the preliminary expenses of the Company or of the relevant Sub-Fund, to the extent that such expenses have not already been written-off;
  - the other fixed assets of the Company or of the relevant Sub-Fund, including office buildings, equipment and fixtures;
- and
- all other assets whatever their nature, including the proceeds of swap transactions and advance payments.

II. The Company's liabilities shall include:

- all borrowings, bills, promissory notes and accounts payable;
- all known liabilities, whether or not already due, including all contractual obligations that have reached their term, involving payments made either in cash or in the form of assets, including the amount of any dividends declared by the Company regarding each Sub-Fund but not yet paid;
- a provision for any tax accrued to the Valuation Day and any other provisions authorised or approved by the General Partner; and

- all other liabilities of the Company of any kind with respect to each Sub-Fund, 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 including, but not limited to: preliminary expenses; expenses in connection with, and fees payable to, its investment manager(s), adviser(s), accountants, custodian and correspondents, registrar, transfer agents, paying agents, brokers, distributors, permanent representatives in places of registration and auditors; administration, domiciliary, services, promotion, printing, reporting, publishing (including advertising or preparing and printing of issuing documents of the Company, explanatory memoranda, registration statements and financial reports) and other operating expenses; the cost of buying and selling assets (transaction costs); interest and bank charges, as well as taxes and other governmental charges.

The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated basis yearly or for other periods in advance and may accrue the same in equal proportions over any such period.

III. The valuation of the assets of each Sub-Fund shall be made in compliance with article 17 of the 2013 Law and shall be determined as follows:

- the value of any cash in hand or on deposit, discount notes, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received, shall be equal to the entire amount thereof, unless the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the AIFM may consider appropriate in such case to reflect the true value thereof;

- the value of all portfolio securities and money market instruments or derivatives that are listed on an official stock exchange or traded on any other regulated market will be based on the last available price on the principal market on which such securities, money market instruments or derivatives are traded, as supplied by a recognised pricing service approved by the AIFM. If such prices are not representative of the fair value, such securities, money market instruments or derivatives as well as other permitted assets may be appraised at a fair value at which it is expected that they may be resold, as determined in good faith under the direction of the AIFM;

- the value of securities and money market instruments which are not quoted or traded on a regulated market will be appraised at a fair value at which they are expected to be resold, as determined in good faith under the direction of the AIFM;

- investments in private equity securities will be valued at a fair value under the direction of the AIFM in accordance with appropriate professional standards, such as, without limitation, the Valuation Guidelines published by the European Private Equity and Venture Capital Association (EVCA), as further specified in the issuing documents of the Company;

- investments in real estate assets shall be valued with the assistance of one or several independent valuer(s) designated by the AIFM for the purpose of appraising, where relevant, the fair value of a property investment in accordance with the law of 12 July 2013 on alternative investment fund managers and implementing the Directive 2011/61/EU (the "2013 Law") and its/their applicable standards, such as, for example, the Appraisal and Valuations Standards published by the Royal Institution of Chartered Surveyors (RICS), as further specified in the issuing documents of the Company;

- the amortised cost method of valuation for short-term transferable debt securities in certain Sub-Funds of the Company may be used. This method involves valuing a security at its cost and thereafter assuming a constant amortisation to maturity of any discount or premium regardless of the impact of fluctuating interest rates on the market value of the security. While this method provides certainty in valuation, it may result during certain periods in values which are higher or lower than the price which the Sub-Fund would receive if it sold the securities prior to maturity. For certain short term transferable debt securities, the yield to a shareholder may differ somewhat from that which could be obtained from a similar sub-fund which marks its portfolio securities to market on a daily basis;

- the value of the participations in investment funds shall be based on the last available valuation. Generally, participations in investment funds will be valued in accordance with the methods provided by the instruments governing such investment funds. These valuations shall normally be provided by the fund administrator or valuation agent of an investment fund. To ensure consistency within the valuation of each Sub-Fund, if the time at which the valuation of an investment fund was calculated does not coincide with the valuation time of any Sub-Fund, and/or if such valuation is determined to have changed

materially since it was calculated, then the Net Asset Value may be adjusted to reflect the change as determined in good faith under the direction of the AIFM. Moreover, if the valuation reported for an investment fund is not appraised at fair value, it may be adjusted to reflect fair value in accordance with appropriate professional standards as also determined in good faith under the direction of the AIFM;

- the valuation of swaps will be based on their market value, which itself depends on various factors (e.g. level and volatility of the underlying asset, market interest rates, residual term of the swaps). Any adjustments required as a result of issues and redemptions are carried out by means of an increase or decrease in the nominal of the swaps, traded at their market value;

- the valuation of derivatives traded over-the-counter (OTC), such as futures, forward or option contracts not traded on exchanges or on other recognised markets, will be based on their net liquidating value determined pursuant to the policies established under the direction of the AIFM on the basis of recognised financial models in the market and in a consistent manner for each category of contracts. The net liquidating value of a derivative position is to be understood as being equal to the net unrealised profit/loss with respect to the relevant position;

- the value of other assets will be determined prudently and in good faith under the direction of the AIFM in accordance with the relevant valuation principles and procedures.

The AIFM, at its discretion, may authorise the use of other methods of valuation if it considers that such methods would enable the fair value of any asset of the Company to be determined more accurately.

Where necessary, the fair value of an asset is determined by the AIFM, or by a committee appointed by the AIFM, or by a designee of the AIFM.

All valuation regulations and determinations shall be interpreted and made in accordance with the valuation/accounting principles specified in the issuing documents of the Company.

For each Sub-Fund, adequate provisions will be made for expenses incurred and due account will be taken of any off-balance sheet liabilities in accordance with fair and prudent criteria.

For each Sub-Fund and for each class of shares, the net asset value per share shall be calculated in the relevant reference currency with respect to each Valuation Day by dividing the net assets attributable to such Sub-Fund or class (which shall be equal to the assets minus the liabilities attributable to such Sub-Fund or class) by the number of shares issued and in circulation in such Sub-Fund or class; assets and liabilities expressed in foreign currencies shall be converted into the relevant reference currency, based on the relevant exchange rates.

The Company's net assets shall be equal to the sum of the net assets of all its Sub-Funds.

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

**Art. 16. Allocation of Assets and Liabilities among the Sub-Funds.** For the purpose of allocating the assets and liabilities between the Sub-Funds, the General Partner shall establish a portfolio of assets for each Sub-Fund in the following manner:

- the proceeds from the issue of each share of each Sub-Fund are to be applied in the books of the Company to the portfolio of assets established for that Sub-Fund and the assets and liabilities and income and expenditure attributable thereto are applied to such portfolio subject to the following provisions;

- where any asset is derived from another asset, such derivative asset is applied in the books of the Company to the same portfolio as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value is applied to the relevant portfolio;

- where the Company incurs a liability which relates to any asset of a particular portfolio or to any action taken in connection with an asset of a particular portfolio, such liability is allocated to the relevant portfolio;

- in the case where any asset or liability of the Company cannot be considered as being attributable to a particular portfolio, such asset or liability is as a rule allocated to all the Sub-Funds pro rata to their net asset values; notwithstanding the foregoing, if and when specific circumstances so justify, such asset or liability may be allocated to all Sub-Funds in equal parts;

- upon the payment of dividends to the holders of shares in any Sub-Fund, the net asset value of such Sub-Fund shall be reduced by the amount of such dividends.

Towards third parties, the assets of a given Sub-Fund will be liable only for the debts, liabilities and obligations concerning that Sub-Fund. In relations between shareholders, each Sub-Fund is treated as a separate entity.

**Art. 17. Suspension of Calculation of the Net Asset Value.** The General Partner may suspend the determination of the net asset value and/or, where applicable, the subscription, redemption and/or conversion of shares, for one or more Sub-Funds, in the following cases:

- when the stock exchange(s) or market(s) that supplies/supply prices for a significant part of the assets of one or several Sub-Funds are closed, or in the event that transactions on such a market are suspended, or are subject to restrictions, or are impossible to execute in volumes allowing the determination of fair prices;

- when the information or calculation sources normally used to determine the value of a Sub-Fund's assets are unavailable, or if the value of a Sub-Fund's investment cannot be determined with the required speed and accuracy for any reason whatsoever;

- when exchange or capital transfer restrictions prevent the execution of transactions of a Sub-Fund or if purchase or sale transactions of a Sub-Fund cannot be executed at normal rates;

- when the political, economic, military or monetary environment, or an event of force majeure, prevent the Company from being able to manage normally its assets or its liabilities and prevent the determination of their value in a reasonable manner;

- when, for any other reason, the prices of any significant investments owned by a Sub-Fund cannot be promptly or accurately ascertained;

- when the Company or any of the Sub-Funds is/are in the process of establishing exchange parities in the context of a merger, a contribution of assets, an asset or share split or any other restructuring transaction;

- when there is a suspension of redemption or withdrawal rights by several investment funds in which the Company or the relevant Sub-Fund is invested;

- in exceptional circumstances, whenever the General Partner considers it necessary in order to avoid irreversible negative effects on one or more Sub-Funds, in compliance with the principle of equal treatment of shareholders in their best interests.

When shareholders are entitled to request the redemption or conversion of their shares, if any application for redemption or conversion is received in respect of any relevant Valuation Day (the "First Valuation Day") which either alone or when aggregated with other applications so received, is above the liquidity threshold determined by the General Partner for any one Sub-Fund, the General Partner reserves the right in its sole and absolute discretion (and in the best interests of the remaining shareholders) to scale down pro rata each application with respect to such First Valuation Day so that no more than the corresponding amounts be redeemed or converted on such First Valuation Day. To the extent that any application is not given full effect on such First Valuation Day by virtue of the exercise of the power to pro-rate applications, it shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the shareholder in respect of the next following Valuation Day and, if necessary, subsequent Valuation Days, until such application shall have been satisfied in full. With respect to any application received in respect of the First Valuation Day, to the extent that subsequent applications shall be received in respect of following Valuation Days, such later applications shall be postponed in priority to the satisfaction of applications relating to the First Valuation Day, but subject thereto shall be dealt with as set out in the preceding sentence.

The suspension of the calculation of the net asset value and/or, where applicable, of the subscription, redemption and/or conversion of shares, shall be notified to the relevant persons through all means reasonably available to the Company, unless the General Partner is of the opinion that a publication is not necessary considering the short period of the suspension.

Such a suspension decision shall be notified to any shareholders requesting redemption or conversion of their shares.

The suspension measures provided for in this article may be limited to one or more Sub-Funds.

#### Chapter IV - Administration and management of the company

**Art. 18. General Partner.** The Company shall be managed by "Crédit Agricole Investment Management S.à r.l." in its capacity as general partner of the Company (actionnaire gérant commandité), a company incorporated under the laws of Luxembourg (the "General Partner").

The General Partner is liable for all liabilities which cannot be met out of the assets of the Company. In case of several General Partners, their liability shall be joint and several.

In the event of legal incapacity, liquidation or other permanent situation preventing the General Partner from acting as general partner of the Company, the Company shall not be immediately dissolved and liquidated, provided that an administrator, who needs not be a shareholder, is appointed to effect urgent or mere administrative acts, until a general meeting of shareholders is held, which such administrator shall convene within fifteen (15) days of his appointment. At such general meeting, the shareholders may appoint, in accordance with the quorum and majority requirements for amending the articles of incorporation, a successor manager which needs to be a member of the Crédit Agricole Group of companies. Failing such appointment, the Company shall be dissolved and liquidated.

Any such appointment of a successor manager shall not be subject to the approval of the General Partner.

**Art. 19. Powers of the General Partner.** The General Partner, applying the principle of risk spreading, shall determine the investment policies and strategies of the Company and of each Sub-Fund and the course of conduct of the management and business affairs of the Company, as set forth in the issuing documents of the Company, in compliance with applicable laws and regulations.

The Company is authorized to employ techniques and instruments to the full extent permitted by law for the purpose of efficient portfolio management.

The General Partner is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose.

All powers not expressly reserved by law or by these articles of incorporation to the general meeting of shareholders are in the competence of the General Partner.

The General Partner may appoint investment advisers and managers, as well as any other management or administrative agents. The General Partner may enter into agreements with such persons or companies for the provision of their services, the delegation of powers to them, and the determination of their remuneration to be borne by the Company.

In particular, the General Partner will appoint an alternative investment fund manager (the “AIFM”) in compliance with the 2013 Law through an alternative investment fund management agreement as further described in the issuing documents of the Company.

**Art. 20. Corporate Signature.** Vis-à-vis third parties, the Company is validly bound by the sole signature of the General Partner or by the signature(s) of any other person(s) to whom authority has been delegated by the General Partner.

**Art. 21. Liability.** The holders of ordinary shares shall refrain from acting on behalf of the Company in any manner or capacity other than by exercising their rights as shareholders in general meetings and shall only be liable to the extent of their contributions to the Company.

**Art. 22. 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 the General Partner or any one or more of the directors and/or managers and/or officers of the General Partner is interested in, or is a director, associate, officer or employee of, such other company or firm.

Any director, manager or officer of the General Partner who serves as a director, manager, 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.

**Art. 23. Indemnification.** The General Partner and each manager, partner, shareholder, director, officer, employee, agent or controlling person of the General Partner (the “Indemnified Persons”) may be exculpated and entitled to indemnification to the fullest extent permitted by law by the Company against any cost, expense (including attorneys' fees), judgment and/or liability, reasonably incurred by, or imposed upon such person in connection with any action, suit or proceeding (including any proceeding before any administrative or legislative body or agency) to which such person may be made a party or otherwise involved or with which such person will be threatened by reason of being or having been an Indemnified Person; provided, however, that any such person will not be so indemnified with respect to any matter as to which such person is determined not to have acted in good faith in the best interests of the Company and the relevant Sub-Funds or with respect to any manner in which such person acted in a grossly negligent manner or in material breach of the constitutive documents of the Company or any provisions of relevant service agreement. Notwithstanding the foregoing, advances from funds of the Company to a person entitled to indemnification hereunder for legal expenses and other costs incurred as a result of a legal action will be made only if the following three conditions are satisfied: (1) the legal action relates to the performance of duties or services by such person on behalf of the Company; (2) the legal action is initiated by a third party to the Company; and (3) such person undertakes to repay the advanced funds in cases in which it is finally and conclusively determined that it would not be entitled to indemnification hereunder.

The Company shall not indemnify the Indemnified Persons in the event of claim resulting from legal proceedings between the General Partner and each manager, partner, shareholder, director, officer, employee, agent or controlling person of the same.

## Chapter V - General meetings

**Art. 24. General meetings of the Company.** The general meeting of shareholders shall represent all the shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company, provided that, unless otherwise provided herein, any resolution of the general meeting of shareholders amending the articles of incorporation or creating rights or obligations vis-à-vis third parties must be approved by the General Partner.

The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, at 10.30 a.m. on the third Tuesday of the month of June. If this day is not a banking day in Luxembourg, the annual general meeting of shareholders shall be held on the next banking day. The annual general meeting of shareholders may be held abroad if the General Partner, acting with sovereign powers, decides that exceptional circumstances so require.

Other general meetings of shareholders may be held at the place and on the date specified in the notice of meeting.

General meetings of shareholders shall be convened by the General Partner pursuant to a notice setting forth the agenda and sent by registered letter at least eight (8) calendar days prior to the meeting to each registered shareholder at the shareholder's address recorded in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting.

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 General Partner may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

Each share, whatever its value, shall provide entitlement to one vote. Fractions of shares do not give their holders any voting right.

Shareholders may take part in meetings by designating in writing or by facsimile, telegram or telex, other persons to act as their proxy.

The requirements for participation, the quorum and the majority at each general meeting are those outlined in articles 67 and 67-1 of the law dated 10 August 1915 on commercial companies, as amended (the “1915 Law”).

Any resolution of a meeting of shareholders to the effect of amending these articles of incorporation must be passed with (i) a presence quorum of fifty percent (50%) of the shares issued by the Company at the first call and, if not achieved, with no quorum requirement for the second call and, (ii) the approval of a majority of at least two-thirds (2/3) of the votes validly cast by the shareholders present or represented at the meeting and (iii) the consent of the General Partner.

In accordance with article 68 of the 1915 Law, any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any Sub-Fund, class or type vis-à-vis the rights of the holders of shares of any other Sub-Fund or Sub-Funds, class or classes, type or types shall be subject to a resolution of the general meeting of shareholders of such Sub-Fund or Sub-Funds, class or classes, type or types. The resolutions, in order to be valid, must be adopted in compliance with the quorum and majority requirements referred herein, with respect to each Sub-Fund or Sub-Funds, class or classes, type or types concerned.

**Art. 25. General meetings in Sub-Fund(s) or in Class(es) of Shares.** The provisions of article 24 shall apply, mutatis mutandis, to such general meetings.

Unless otherwise provided for by law or herein, the 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.

**Art. 26. Termination and amalgamation of Sub-Funds or Classes of Shares.** In the event that, for any reason whatsoever, the value of the total net assets in any Sub-Fund or the value of the net assets of any class of ordinary shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the General Partner to be the minimum level for such Sub-Fund, or such class of ordinary shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, the General Partner may decide to redeem all the shares of the relevant class or classes at the net asset value (taking into account actual realisation prices of investments and realization expenses) calculated with reference to the Valuation Day in respect of which such decision shall be effective. The Company shall serve a notice to the shareholders of the relevant class or classes prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations. Where applicable and unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the class of ordinary shares concerned may continue to request redemption of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the General Partner by the preceding paragraph, the general meeting of shareholders of any one or all classes of ordinary shares issued in any Sub-Fund will, in any other circumstances, have the power, with the consent of the General Partner, to decide the redemption of all the ordinary shares of the relevant class or classes and refund to the shareholders the net asset value of their ordinary shares (taking into account actual realisation prices of investments and realisation expenses) calculated with reference to the Valuation Day in respect of 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 those present or represented and voting at such meeting, and the consent of the General Partner.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the depositary of the Company until they are remitted with the *caisse de consignation* on behalf of the persons entitled thereto, in compliance with the deadlines foreseen under the applicable legal and/or regulatory requirements.

Under the same circumstances as provided by the first paragraph of this article, the General Partner may decide to allocate the assets of any Sub-Fund to those of another existing Sub-Fund within the Company, or to another Luxembourg undertaking for collective investment organised under the provisions of the 2007 Law or the law dated 20 December 2002 concerning undertakings for collective investment, as amended, or to another sub-fund within such other undertaking for collective investment (the “New Sub-Fund”) and to re-designate the shares of the class or classes concerned as shares of the New Sub-Fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this article one month before its effectiveness (and, in addition, the publication will contain information in relation to the New Sub-Fund), in order to enable shareholders to request redemption of their shares, free of charge, during such period. Shareholders who have not requested redemption will be transferred *de jure* to the New Sub-Fund.

Notwithstanding the powers conferred to the General Partner by the preceding paragraph, a contribution of the assets and of the then current and determined liabilities attributable to any Sub-Fund to another Sub-Fund within the Company may be decided upon by a general meeting of the shareholders of the class or classes of shares issued in the Sub-Fund concerned for which there shall be no quorum requirements and which will decide upon such an amalgamation by resolution taken by simple majority of those present or represented and voting at such meeting, with the consent of the General Partner.

Furthermore, in other circumstances than those described in the first paragraph of this article, a contribution of the assets and of the then current and determined liabilities attributable to any Sub-Fund to another undertaking for collective investment referred to in the fourth paragraph of this article or to another sub-fund within such other undertaking for collective investment shall require a resolution of the shareholders of the class or classes of shares issued in the Sub-Fund concerned. There shall be no quorum requirements for such general meeting of shareholders, which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting, with the consent of the General Partner, except when such an amalgamation is to be implemented with a Luxembourg undertaking for collective investment of the contractual type (“fonds commun de placement”) or a foreign based undertaking for collective investment, in which case resolutions shall be binding only on such shareholders who have voted in favour of such amalgamation.

#### Chapter VI - Annual accounts

**Art. 27. Financial Year.** The financial year of the Company shall start on 1<sup>st</sup> January of each year and shall end on 31<sup>st</sup> December.

The Company shall publish an annual report in accordance with the legislation in force.

**Art. 28. Distributions.** The General Partner, within the limits provided by law and these articles of incorporation, determines how the results of the Company and its Sub-Funds shall be disposed of, and may from time to time declare distributions of dividends in compliance with the issuing documents of the Company.

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders.

Distributions may be paid in such currency and at such time and place that the General Partner shall determine from time to time.

Any dividend distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the class or classes of shares issued by the Company or by the relevant Sub-Fund.

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

#### Chapter VII - Auditor

**Art. 29. Auditor.** The Company shall have the accounting data contained in the annual report inspected by a Luxembourg independent auditor (“réviseur d’entreprises agréé”) appointed by the general meeting of shareholders, which shall fix his remuneration. The auditor shall fulfil all duties prescribed by law.

#### Chapter VIII - Depositary

**Art. 30. Depositary.** The Company will appoint a depositary which meets the requirements of the 2007 Law and the 2013 Law (the “Depositary”).

The Depositary shall fulfil the duties and responsibilities as provided for by the 2007 Law and the 2013 Law.

Where the law of a third country requires that certain financial instruments be held in custody by a local entity and there are no local entity that satisfy the delegation requirements under the 2013 Law, the Company shall be expressly authorised to discharge in writing the Depositary from its liability with respect to the custody of such financial instruments to the extent it has been instructed by the Company or the AIFM of the Company, as the case may be, to delegate the custody of such financial instruments to such local entity, and provided that the conditions of article 19(14) of the 2013 Law are met.

If the Depositary desires to withdraw, the General Partner shall use its best efforts to find a successor depositary within two months of the effectiveness of such withdrawal. Until the Depositary is replaced, which must happen within such period of two months, the Depositary shall take all necessary steps for the good preservation of the interests of the shareholders of the Company.

The General Partner may terminate the appointment of the Depositary, but shall not remove the Depositary unless and until a successor depositary shall have been appointed to act in the place thereof.

#### Chapter IX - Winding-up - Liquidation

**Art. 31. Winding-up - Liquidation.** The Company may at any time upon proposition of the General Partner be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements necessary for the amendment of these articles of incorporation.

Whenever the share capital falls below two-thirds (2/3) of the minimum capital provided for by the 2007 Law, the question of the dissolution of the Company shall be referred to the general meeting of shareholders by the General Partner. The general meeting of shareholders, 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 (1/4) of the minimum capital provided for by the 2007 Law; 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 (1/4) of the votes of the shares represented at the meeting.



The general meeting of shareholders must be convened so that it is held within a period of forty (40) days from ascertainment that the net assets of the Company have fallen below two-thirds (2/3) or one-fourth (1/4) of the legal minimum, as the case may be.

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

The liquidation will take place in accordance with applicable Luxembourg law. The net proceeds of the liquidation will be distributed to shareholders in proportion to their rights.

At the end of the liquidation process of the Company, any amounts that have not been claimed by the shareholders will be paid into the caisse de consignation, which keep them available for the benefit of the relevant shareholders for the duration provided for by law. After this period, the balance will return to the State of Luxembourg.

### Chapter IX - General provisions

**Art. 32. Applicable Law.** In respect of all matters not governed by these articles of incorporation, the parties shall refer to the provisions of the 1915 Law and the relevant law and regulations applicable to Luxembourg undertakings for collective investment, notably the 2007 Law and 2013 Law.

There being no further business, the meeting was closed at

#### *Costs and Expenses*

The costs, expenses, fees and charges of any kind which shall be borne by the Company as a result of this deed are estimated at two thousand Euro (EUR 2,000.-).

Whereof, the present notarial deed was drawn up in Luxembourg, on the day named at 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 appearing parties known to the Notary by name, first name and residence, the said appearing parties signed together with the Notary the present deed.

Signé: M. BERNOT, M. WUNDERLICH, A. SCHMITT, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 15 mai 2015. Relation: 1LAC/2015/15131. Reçu soixante-quinze euros 75,00 €.

*Le Receveur (signé):* P. MOLLING.

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

Luxembourg, le 21 mai 2015.

Me Cosita DELVAUX.

Référence de publication: 2015075213/660.

(150086300) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2015.

**Tiera Capital S.C.A., SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque,**

**(anc. Crédit Agricole Private Capital S.C.A., SICAR).**

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 162.081.

In the year two thousand and fifteen, on the twelfth day of May.

Before us, Maître Cosita Delvaux, notary residing in Luxembourg, Grand Duchy of Luxembourg,

was held

the extraordinary general meeting of shareholders of Crédit Agricole Private Capital S.C.A., SICAR (the "Company"), a société en commandite par actions existing under the law of the Grand Duchy of Luxembourg, having its registered office at 5, allée Scheffer, L-2520 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B162081, incorporated pursuant to a deed of Maître Carlo Wersandt, notary residing in Luxembourg, acting in replacement of Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, on 22 June 2011, published in the Mémorial C, Recueil des Sociétés et Associations n° 1667 on 25 July 2011, the articles of incorporation have been amended pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, on 12 March 2012, published in the Mémorial C, Recueil des Sociétés et Associations n° 1252 on 19 May 2012.

The meeting was opened at 3 pm with Mrs Marie Bernot in the chair, employee, professionally residing in Luxembourg, who appointed as secretary Mr Maxime Wunderlich, employee, professionally residing in Luxembourg, and the meeting elects as scrutineer Mrs Alexandra Schmitt, employee, professionally residing in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the undersigned notary to state the following:

I. That the general meeting has been duly convened through notices containing the below agenda sent on 30 April 2015 by registered mail to the registered shareholders.

II. That the shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list which, signed by the proxy holder of the represented shareholders, the board of the meeting and the undersigned notary, shall remain annexed to the present deed to be filed at the same time with the registration authorities.

III. The said proxies, initialled *ne varietur* by the appearing parties and the notary, shall remain annexed to the present deed to be filed at the same time with the registration authorities.

IV. That it appears from the above-mentioned attendance list, out of the 1,902,123.30 investors shares and the one (1) general partner share in issue, 1,567,560.77 investors shares and the one (1) general partner share are represented, i.e. 82.43% of the share capital.

V. That the quorum required to deliberate and vote on the items on the agenda below is fifty per cent (50%) of the share capital of the Company and each resolution must be passed by the affirmative vote of at least two-thirds (2/3) of the votes validly cast at the meeting and with the consent of Crédit Agricole Investment Management S.à r.l. as general partner of the Company.

VI. The present meeting is thus regularly constituted and may validly deliberate on all the items on the agenda.

VII. The agenda of the present meeting is the following:

#### *Agenda*

1. Change of the name of the Company from “Crédit Agricole Private Capital S.C.A., SICAR” to “Tiera Capital S.C.A., SICAR”;

2. Decision to amend the articles of incorporation of the Company to comply with the law of 12 July 2013 on alternative investment fund managers implementing the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on alternative investment fund managers;

3. Full restatement of the articles of incorporation of the Company as a consequence of items 1 and 2 of the agenda;

4. Miscellaneous.

Having duly considered each item on the agenda, the general meeting of shareholders takes, and requires the notary to enact, the following resolutions:

#### *First resolution*

The general meeting of shareholders resolves to change the name of the Company from “Crédit Agricole Private Capital S.C.A., SICAR” to “Tiera Capital S.C.A., SICAR”.

#### *Second resolution*

The general meeting of shareholders resolves to approve the amendments of the articles of incorporation of the Company in order to comply with the law of 12 July 2013 on alternative investment fund managers implementing the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on alternative investment fund managers.

#### *Third resolution*

As a consequence of the previous resolutions, the general meeting of shareholders resolves to fully restate the articles of incorporation of the Company, by deleting notably the French version, which shall from now read in English only as follows:

### **Chapter I - Form, Term, Object, Registered office**

**Art. 1. Name and form.** There exists among the existing shareholders and those who may become owners of shares in the future, a company in the form of a limited partnership by shares (*société en commandite par actions*) with variable capital, qualifying as a *société d'investissement en capital à risque* under the name of “Tiera Capital S.C.A., SICAR” (hereinafter the “Company”).

**Art. 2. Duration.** The Company is incorporated for an unlimited period of time.

**Art. 3. Purpose.** The purpose of the Company is the investment of all the funds available to it in risk capital within the widest meaning of article 1 of the law of 15 June 2004 relating to the investment company in risk capital, as such law may be amended or supplemented from time to time (the “2004 Law”).

Furthermore, the Company may take any measures and conduct any operations it sees fit for the purpose of achieving or developing its object in accordance with the 2004 Law.

**Art. 4. Registered Office.** The registered office of the Company shall be in Luxembourg, Grand-Duchy of Luxembourg. Branches, subsidiaries or other offices may be established, either in the Grand-Duchy of Luxembourg or abroad by a decision of the General Partner. Within the same borough, the registered office may be transferred through simple resolution of the General Partner.

If the General Partner considers that extraordinary events of a political, economic or social nature, likely to compromise the registered office's normal activity or easy communications between this office and abroad, have occurred or are imminent, it may temporarily transfer the registered office abroad until such time as these abnormal circumstances have ceased completely; this temporary measure shall not, however, have any effect on the Company's nationality, which, notwithstanding a temporary transfer of its registered office, shall remain a Luxembourg company.

## Chapter II - Capital

**Art. 5. Share Capital.** The capital of the Company shall be represented by shares of no nominal value and shall at any time be equal to the total value of the net assets of the Company and its Sub-Funds (as defined in article 7 hereof). The minimum capital of the Company can not be lower than the level provided for by the 2004 Law. Such minimum capital must be reached within a period of twelve (12) months after the date on which the Company has been authorized as an investment company in risk capital under Luxembourg law. Upon incorporation the initial share capital of the Company is represented by thirty-one thousand Euro (EUR 31,000.-) fully paid-up represented by one (1) general partner share subscribed by the General Partner in its capacity as unlimited shareholder (associé-gérant commandité) of the Company and three hundred (300) ordinary shares.

**Art. 6. Capital Variation.** The Company's share capital shall vary, without any amendment to the articles of incorporation, as a result of the Company issuing new shares or redeeming its shares.

**Art. 7. Sub-Funds.** The General Partner may, at any time, create different categories of shares, each one corresponding to a distinct part or "sub-fund" of the Company's net assets (hereinafter referred to as a "Sub-Fund"). In such event, it shall assign a particular name to them, which it may amend, and may limit or extend their duration if it sees fit.

As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund (s). The Company shall be considered as one single legal entity. However, with regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in Euro (EUR), be converted into Euro (EUR) and the capital shall be the total of the net assets of all Sub-Funds and classes of shares.

## Chapter III - Shares

**Art. 8. Form of Shares.** The shares of the Company may be issued in registered form only.

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

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares. The General Partner shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

The share certificates, if any, shall be signed by the General Partner. Such signatures shall be either manual, or printed, or in facsimile. The Company may issue temporary share certificates in such form as the General Partner may determine.

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 the register of shareholders 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.

A duplicate share certificate may be issued under such conditions and guarantees as the Company may determine, including but not restricted to a bond issued by an insurance company, if a shareholder so requests and proves to the satisfaction of the Company that his share certificate has been lost, damaged or destroyed. The new share certificate shall specify that it is a duplicate. Upon its issuance, the original share certificate shall become void.

Damaged share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the shareholder the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the annulment of the original share certificate.

The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of shares 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 the exercise of all rights attached to such shares.

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 Sub-Fund or class of shares on a pro rata basis.

**Art. 9. Classes of Shares.** The shares of the Company are reserved to well-informed investors within the meaning of article 2 of the 2004 Law and the Company will refuse to issue shares to the extent the legal or beneficial ownership thereof would belong to persons or companies which do not qualify as well-informed investors within the meaning of the said law.

In addition to the one or several general partner shares subscribed by the General Partner as unlimited shareholder (actionnaire gérant commandité) of the Company, the General Partner may decide to issue one or more classes of ordinary shares, for the Company or for each Sub-Fund, to be subscribed by limited shareholders (actionnaires commanditaires).

Each class of shares may differ from the other classes with respect to its cost structure, the initial investment required, its specific distribution rights or the currency in which the net asset value is expressed or any other feature. Within each class, there may be capitalization share-type and distribution share-types.

Whenever dividends are distributed on distribution shares, the portion of net assets of the class of shares to be allotted to all distribution shares shall subsequently be reduced by an amount equal to the amounts of the dividends distributed, thus leading to a reduction in the percentage of net assets allotted to all distribution shares, whereas the portion of net assets allotted to all capitalisation shares shall remain the same.

The General Partner may decide not to issue or to cease issuing classes, types or sub-types of shares in one or more Sub-Funds.

The General Partner may, in the future, offer new classes of shares without approval of the shareholders. Such new classes of shares may be issued on terms and conditions that differ from the existing classes of shares, including, without limitation, the amount of the management fee attributable to those shares, and other rights relating to liquidity of shares. In such a case, the issuing documents of the Company shall be updated accordingly.

Any future reference to a Sub-Fund shall include, if applicable, each class and type of share making up this Sub-Fund and any reference to a type shall include, if applicable, each sub-type making up this type.

**Art. 10. Issue of Shares.** Subject to the provisions of the 2004 Law, the General Partner is authorized without limitation to issue an unlimited number of shares at any time, without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued.

The General Partner may impose restrictions on the frequency at which shares shall be issued in any class of shares and/or in any Sub-Fund; the General Partner may, in particular, decide that shares of any class and/or of any Sub-Fund shall only be issued during one or more offering periods or at such other periodicity as provided for in the issuing documents of the Company.

In addition to the restrictions concerning the eligibility of investors as foreseen by the 2004 Law, the General Partner may determine any other subscription conditions such as the minimum amount of commitments/subscriptions, the minimum amount of the aggregate net asset value of the shares of a Sub-Fund to be initially subscribed, the minimum amount of any additional shares to be issued, the application of default interest payments on shares subscribed and unpaid when due, restrictions on the ownership of shares and the minimum amount of any holding of shares. Such other conditions shall be disclosed and more fully described in the issuing documents of the Company.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be determined in compliance with the rules and guidelines fixed by the General Partner and reflected in the issuing documents of the Company. The price so determined shall be payable within a period as determined by the General Partner and reflected in the issuing documents of the Company.

The General Partner 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.

The Company may, if a prospective shareholder requests and the General Partner so agrees, satisfy any application for subscription of shares which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the General Partner and must correspond to the investment policy and restrictions of the Company or the Sub-Fund being invested in. A valuation report relating to the contributed assets must be delivered to the General Partner by a Luxembourg independent auditor.

**Art. 11. Redemption.** The General Partner shall determine whether shareholders of any particular class of shares or any Sub-Fund may request the redemption of all or part of their shares by the Company or not, and reflect the terms and procedures applicable in the issuing documents of the Company and within the limits provided by law and these articles of incorporation.

The Company shall not proceed to redemption of shares in the event the net assets of the Company would fall below the minimum capital foreseen in the 2004 Law as a result of such redemption.

The redemption price shall be determined in accordance with the rules and guidelines fixed by the General Partner and reflected in the issuing documents of the Company. The price so determined shall be payable within a period as determined by the General Partner and reflected in the issuing documents of the Company.

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 would fall below such number or such value as determined by the General Partner, 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, with respect to any given Valuation Day (as defined in article 15 hereof), redemption requests pursuant to this article and conversion requests pursuant to article 13 hereof exceed a certain level determined by the General Partner in relation to the number of shares in issue in a specific Sub-Fund or class, the General Partner 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 General Partner considers to be in the best interest of the Company. Following that period, with respect to the next relevant Valuation Day, these redemption and conversion requests will be met in priority to later requests.

The Company may redeem shares whenever the General Partner considers redemption to be in the best interests of the Company or a Sub-Fund.

In addition, the shares may be redeemed compulsorily in accordance with article 14 "Limitation on the ownership of shares" herein.

The Company shall have the right, if the General Partner so determines, to satisfy in specie the payment of the redemption price to any shareholder who agrees by allocating to the shareholder investments from the portfolio of assets of the Company or the relevant Sub-Fund(s) equal 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 shareholders of the Company or the relevant Sub Fund(s) and the valuation used shall be confirmed by a special report of a Luxembourg independent auditor. The costs of any such transfers shall be borne by the transferee.

**Art. 12. Transfer of Shares.** When a shareholder has outstanding obligations vis-à-vis the Company, by virtue of his subscription agreement or otherwise, ordinary shares held by such shareholder may only be transferred, pledged or assigned with the written consent from the General Partner, which consent shall not be unreasonably withheld. In such event, any transfer or assignment of ordinary shares is subject to the purchaser or assignee thereof fully and completely assuming in writing prior to the transfer or assignment, all outstanding obligations of the seller under the subscription agreement and / or shareholders agreement entered into by the seller or otherwise.

**Art. 13. Conversion.** Unless otherwise determined by the General Partner for certain classes of shares or with respect to specific Sub-Funds in the issuing documents of the Company, shareholders are not entitled to require the conversion of whole or part of their shares of any class of a Sub-Fund into shares of the same class in another Sub-Fund or into shares of another existing class of that or another Sub-Fund. When authorized, such conversions shall be subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the General Partner shall determine.

The conversion price shall be determined in accordance with the rules and guidelines fixed by the General Partner and reflected in the issuing documents of the Company.

If, as a result of any request for conversion, the number or the aggregate net asset value of the shares held by any shareholder in any Sub-Fund and/or class of shares would fall below such number or such value as determined by the General Partner, 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 Sub-Fund and/or class.

**Art. 14. Limitations of the Ownership of Shares.** The General Partner may restrict or block the ownership of shares in the Company by any natural person or legal entity if the General Partner considers that this ownership violates the laws of the Grand-Duchy of Luxembourg or of any other country, or may subject the Company to taxation in a country other than the Grand-Duchy of Luxembourg or may otherwise be detrimental to the Company.

In such instance, the General Partner may:

a) decline to issue any shares and decline to register any transfer of shares when it appears that such issue or transfer might or may have as a result the allocation of ownership of the shares to a person who is not authorized to hold shares in the Company;

b) proceed with the compulsory redemption of all the relevant shares if it appears that a person who is not authorized to hold such shares in the Company, either alone or together with other persons, is the owner of shares in the Company, or proceed with the compulsory redemption of any or a part of the shares, if it appears that one or several persons is or are owner or owners of a proportion of the shares in the Company in such a manner that this may be detrimental to the Company. The following procedure shall be applied:

1. the General Partner shall send a notice (hereinafter called the "redemption notice") to the relevant investor possessing the shares to be redeemed; the redemption notice shall specify the shares to be redeemed, the price to be paid for such shares, and the place where this price shall be payable. The redemption notice may be sent to the investor by recorded delivery letter to his last known address. The investor in question shall be obliged without delay to deliver to the Company the certificate or certificates, if there are any, representing the shares to be redeemed specified in the redemption notice. From the close of business of that day specified in the redemption notice, the investor shall cease to be the owner of the shares specified in the redemption notice and the certificates representing these shares shall be rendered null and void in the books of the Company;

2. the price at which the shares specified in the redemption notice shall be redeemed (the "redemption price") shall be determined in accordance with the rules fixed by the General Partner and reflected in the issuing documents of the Company.

Payment of the redemption price will be made to the owner of such shares in the reference currency of the relevant class, except during periods of exchange restrictions, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such owner upon delivery of the share certificate or certificates, if issued, representing the shares specified in such notice. Upon deposit of such redemption price as aforesaid, no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholders appearing as the owners thereof to receive the price so deposited (without interest) from such bank upon effective delivery of the share certificate or certificates, if issued, as aforesaid. The exercise by the Company of this power shall not be questioned or invalidated in any case, on the grounds 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 redemption notice, provided that in such case the said powers were exercised by the Company in good faith.

In particular, the General Partner may restrict or block the ownership of shares in the Company by any “US Person” unless such ownership is in compliance with the relevant US laws and regulations. The term “US Person” means any resident or person with the nationality of the United States of America or one of their territories or possessions or regions under their jurisdiction, or any other company, association or entity incorporated under or governed by the laws of the United States of America or any person falling within the definition of “US Person” under such laws.

Given the above, and for the avoidance of doubt, in the event the General Partner finds out that a potential investor in any of the Sub-Funds, or an already existing shareholder in any Sub-Fund, is not, or is no longer a well-informed investor within the meaning of article 2 of the 2004 Law, the above described procedures shall be applied.

**Art. 15. Net Asset Value.** The net asset value of the shares in every Sub-Fund, class, type or subtype of share of the Company, shall be determined at least once a year and expressed in the currency(ies) decided upon by the General Partner. The General Partner shall decide the days by reference to which the assets of the Company or Sub-Funds shall be valued (each a “Valuation Day”) and the appropriate manner to communicate the net asset value per share, in accordance with the legislation in force.

I. The Company's assets shall include:

- all cash in hand or on deposit, including any outstanding accrued interest;
- all bills and promissory notes and accounts receivable, including outstanding proceeds of any sale of securities;
- all securities, shares, bonds, time notes, debenture stocks, derivatives or subscription rights, warrants, money market instruments, and all other investments and transferable securities belonging to the relevant Sub-Fund;
- all dividends and distributions payable to the Sub-Fund either in cash or in the form of stocks and shares (the Company may, however, make adjustments to account for any fluctuations in the market value of transferable securities resulting from practices such as ex-dividend or ex-claim negotiations);
- all outstanding accrued interest on any interest-bearing securities belonging to the Sub-Fund, unless this interest is included in the principal amount of such securities;
- the Company's or relevant Sub-Fund's formation expenses, to the extent that such expenses have not been amortized within five (5) years of the Company's or Sub-Fund's formation;
- the Company's or relevant Sub-Fund's other fixed assets, including office buildings, equipment and fixtures; and
- all other assets whatever their nature, including the proceeds of swap transactions and advance payments.

II. The Company's liabilities shall include:

- all borrowings, bills, promissory notes and accounts payable;
- all known liabilities, whether or not already due, including all contractual obligations that have reached their term, involving payments made either in cash or in the form of assets, including the amount of any dividends declared by the Company regarding each Sub-Fund but not yet paid;
- a provision for any capital tax and income tax accrued on the Valuation Day and any other provisions authorized or approved by the General Partner; and
- all other liabilities of the Company of any kind with respect to each Sub-Fund, 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 including, but not limited to: formation expenses (provided they are fully amortized within five (5) years from the incorporation of the Company); expenses in connection with and fees payable to the General Partner, the investment manager(s), advisers(s), accountants, depositary and correspondents, registrar, transfer agents, paying agents, brokers, distributors, permanent representatives in places of registration and auditors; administration, domiciliary services, promotion, printing, reporting, publishing (including advertising or preparing and printing of issuing documents of the Company, explanatory memoranda, registration statements and financial reports) and other operating expenses; the cost of buying and selling assets (transaction costs); interest and bank charges, as well as taxes and other governmental charges.

The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated basis yearly or for other periods in advance and may accrue the same in equal proportions over any such period.

III. The valuation of the assets of each Sub-Fund shall be made in compliance with article 17 of the 2013 Law and shall be determined as follows:

- the value of any cash in hand or on deposit, discount notes, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received, shall be equal to the entire amount thereof, unless the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the AIFM may consider appropriate in such case to reflect the true value thereof;

- the value of all portfolio securities and money market instruments or derivatives that are listed on an official stock exchange or traded on any other regulated market will be based on the last available price on the principal market on which such securities, money market instruments or derivatives are traded, as supplied by a recognized pricing service approved by the AIFM. If such prices are not representative of the fair value, such securities, money market instruments or derivatives as well as other permitted assets may be appraised at a fair value at which it is expected that they may be resold, as determined in good faith under the direction of the AIFM;

- the value of securities and money market instruments which are not quoted or traded on a regulated market will be appraised at a fair value at which it is expected that they may be resold, as determined in good faith under the direction of the AIFM;

- investments in private equity securities will be appraised at a fair value under the direction of the AIFM in accordance with appropriate professional standards, such as the Valuation Guidelines published by the European Private Equity and Venture Capital Association (EVCA), in effect as of the applicable date, as further specified in the issuing documents of the Company;

- investments in real estate assets shall be valued with the assistance of one or several independent valuer(s) designated by the AIFM for the purpose of appraising, where relevant, the fair value of a property investment in accordance with the law of 12 July 2013 on alternative investment fund managers and implementing the Directive 2011/61/EU (the “2013 Law”) and its/their applicable standards, such as, for example, the Appraisal and Valuations Standards published by the Royal Institution of Chartered Surveyors (RICS), as further specified in the issuing documents of the Company;

- the value of the participations in investment funds shall be based on the last available valuation. Generally, participations in investment funds will be valued in accordance with the methods provided by the instruments governing such investment funds. These valuations shall normally be provided by the fund administrator or valuation agent of an investment fund. To ensure consistency within the valuation of each Sub-Fund, if the time at which the valuation of an investment fund was calculated does not coincide with the valuation time of any Sub-Fund, and such valuation is determined to have changed materially since it was calculated, then the net asset value may be adjusted to reflect the change as determined in good faith under the direction of the AIFM;

- the valuation of swaps will be based on their market value, which itself depends on various factors (e.g. level and volatility of the underlying asset, market interest rates, residual term of the swap). Any adjustments required as a result of issues and redemptions are carried out by means of an increase or decrease in the nominal of the swaps, traded at their market value;

- the valuation of derivatives traded over-the-counter (OTC), such as futures, forward or option contracts not traded on exchanges or on other recognized markets, will be based on their net liquidating value determined, pursuant to the policies established by the AIFM on the basis of recognized financial models in the market and in a consistent manner for each category of contracts. The net liquidating value of a derivative position is to be understood as being equal to the net unrealized profit/loss with respect to the relevant position;

- the value of other assets will be determined prudently and in good faith under the direction of the AIFM in accordance with the relevant valuation principles and procedures.

The AIFM, at its discretion, may authorize the use of other methods of valuation if it considers that such methods would enable the fair value of any asset of the Company to be determined more accurately.

Where necessary, the fair value of an asset is determined by the AIFM, or by a committee appointed by the AIFM, or by a designee of the AIFM.

All valuation regulations and determinations shall be interpreted and made in accordance with the valuation/accounting principles specified in the issuing documents of the Company.

For each Sub-Fund, adequate provisions will be made for expenses incurred and due account will be taken of any off-balance sheet liabilities in accordance with fair and prudent criteria.

For each Sub-Fund and for each class, the net asset value per share shall be calculated in the relevant reference currency with respect to each Valuation Day by dividing the net assets attributable to such Sub-Fund or class (which shall be equal to the assets minus the liabilities attributable to such Sub-Fund or class) by the number of shares issued and in circulation in such Sub-Fund or class; assets and liabilities expressed in foreign currencies shall be converted into the relevant reference currency, based on the relevant exchange rates.

The Company's net assets shall be equal to the sum of the net assets of all its Sub-Funds.

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

**Art. 16. Allocation of Assets and Liabilities among the Sub-Funds.** For the purpose of allocating the assets and liabilities between the Sub-Funds, the General Partner shall establish a portfolio of assets for each Sub-Fund in the following manner:

- the proceeds from the issue of each share of each Sub-Fund are to be applied in the books of the Company to the portfolio of assets established for that Sub-Fund and the assets and liabilities and income and expenditure attributable thereto are applied to such portfolio subject to the following provisions;

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

- where the Company incurs a liability which relates to any asset of a particular portfolio or to any action taken in connection with an asset of a particular portfolio, such liability is allocated to the relevant portfolio;

- in the case where any asset or liability of the Company cannot be considered as being attributable to a particular portfolio, such asset or liability is as a rule allocated to all the portfolios pro rata to their net asset values; notwithstanding the foregoing, if and when specific circumstances so justify, such asset or liability may be allocated to all portfolios in equal parts;

- upon the payment of dividends to the holders of shares in any Sub-Fund, the net asset value of such Sub-Fund shall be reduced by the amount of such dividends.

Towards third parties, the assets of a given Sub-Fund will be liable only for the debts, liabilities and obligations concerning that Sub-Fund. In relations between shareholders, each Sub-Fund is treated as a separate entity.

**Art. 17. Suspension of Calculation of the Net Asset Value.** The General Partner may suspend the determination of the net asset value and/or, where applicable, the subscription, redemption and/or conversion of shares, for one or more Sub-Funds, in the following cases:

- when the stock exchange(s) or market(s) that supplies/supply prices for a significant part of the assets of one or several Sub-Funds are closed, or in the event that transactions on such a market are suspended, or are subject to restrictions, or are impossible to execute in volumes allowing the determination of fair prices;

- when the information or calculation sources normally used to determine the value of a Sub-Fund's assets are unavailable, or if the value of a Sub-Fund's investment cannot be determined with the required speed and accuracy for any reason whatsoever;

- when exchange or capital transfer restrictions prevent the execution of transactions of a Sub-Fund or if purchase or sale transactions of a Sub-Fund cannot be executed at normal rates;

- when the political, economic, military or monetary environment, or an event of force majeure, prevent the Company from being able to manage normally its assets or its liabilities and prevent the determination of their value in a reasonable manner;

- when, for any other reason, the prices of any significant investments owned by a Sub-Fund cannot be promptly or accurately ascertained;

- when the Company or any of the Sub-Funds is/are in the process of establishing exchange parities in the context of a merger, a contribution of assets, an asset or share split or any other restructuring transaction;

- when there is a suspension of redemption or withdrawal rights by several investment funds in which the Company or the relevant Sub-Fund is invested;

- in exceptional circumstances, whenever the General Partner considers it necessary in order to avoid irreversible negative effects on one or more Sub-Funds, in compliance with the principle of equal treatment of shareholders in their best interests.

When shareholders are entitled to request the redemption or conversion of their shares, if any application for redemption or conversion is received in respect of any relevant Valuation Day (the "First Valuation Day") which either alone or when aggregated with other applications so received, is above the liquidity threshold determined by the General Partner for any one Sub-Fund, the General Partner reserves the right in its sole and absolute discretion (and in the best interests of the remaining shareholders) to scale down pro rata each application with respect to such First Valuation Day so that not more than the corresponding amounts be redeemed or converted on such First Valuation Day. To the extent that any application is not given full effect on such First Valuation Day by virtue of the exercise of the power to pro-rate applications, it shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the shareholder in respect of the next following Valuation Day and, if necessary, subsequent Valuation Days, until such application shall have been satisfied in full. With respect to any application received in respect of the First Valuation Day, to the extent that subsequent applications shall be received in respect of following Valuation Days, such later applications shall be postponed in priority to the satisfaction of applications relating to the First Valuation Day, but subject thereto shall be dealt with as set out in the preceding sentence.

The suspension of the calculation of the net asset value and/or, where applicable, of the subscription, redemption and/or conversion of shares, shall be notified to the relevant persons through all means reasonably available to the Company, unless the General Partner is of the opinion that a publication is not necessary considering the short period of the suspension.

Such a suspension decision shall be notified to any shareholders requesting redemption or conversion of their shares.

The suspension measures provided for in this article may be limited to one or more Sub-Funds.



## Chapter IV - Administration and management of the company

**Art. 18. General Partner.** The Company shall be managed by the General Partner.

The General Partner is jointly and severally liable for all liabilities which cannot be met out of the assets of the Company.

In the event of legal incapacity, liquidation or other permanent situation preventing the General Partner from acting as general partner of the Company, the Company shall not be immediately dissolved and liquidated, provided that an administrator, who needs not be a shareholder, is appointed to effect urgent or mere administrative acts, until a general meeting of shareholders is held, which such administrator shall convene within fifteen (15) days of his appointment. At such general meeting, the shareholders may appoint, in accordance with the quorum and majority requirements for amending the articles of incorporation, a successor manager which needs to be a member of the Crédit Agricole Group of companies. Failing such appointment, the Company shall be dissolved and liquidated.

Any such appointment of a successor manager shall not be subject to the approval of the General Partner.

**Art. 19. Powers of the General Partner.** The General Partner shall determine the investment policies and strategies of the Company and of each Sub-Fund and the course of conduct of the management and business affairs of the Company, as set forth in the issuing documents of the Company, in compliance with applicable laws and regulations.

The Company is authorized to employ techniques and instruments to hedge currency and interest-rate risks to the full extent permitted by law.

The General Partner is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose.

All powers not expressly reserved by law or by these articles of incorporation to the general meeting of shareholders are in the competence of the General Partner.

The General Partner may appoint investment advisers and managers, as well as any other management or administrative agents. The General Partner may enter into agreements with such persons or companies for the provision of their services, the delegation of powers to them, and the determination of their remuneration to be borne by the Company.

In particular, the General Partner will appoint an alternative investment fund manager (the "AIFM") in compliance with the 2013 Law through an alternative investment fund management agreement as further described in the issuing documents of the Company.

**Art. 20. Corporate Signature.** Vis-à-vis third parties, the Company is validly bound by the sole signature of the General Partner or by the signature(s) of any other person(s) to whom authority has been delegated by the General Partner.

**Art. 21. Liability.** The holders of ordinary shares shall refrain from acting on behalf of the Company in any manner or capacity other than by exercising their rights as shareholders in general meetings and shall only be liable to the extent of their contributions to the Company.

**Art. 22. 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 the General Partner or any one or more of the directors and/or managers and/or officers of the General Partner is interested in, or is a director, associate, officer or employee of, such other company or firm.

Any director, manager or officer of the General Partner who serves as a director, manager, 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.

**Art. 23. Indemnification.** The General Partner and each member, manager, partner, shareholder, director, officer, employee, agent or controlling person of the General Partner ("Indemnified Persons") may be exculpated and entitled to indemnification to the fullest extent permitted by law by the Company against any cost, expense (including attorneys' fees), judgment and/or liability, reasonably incurred by, or imposed upon such person in connection with any action, suit or proceeding (including any proceeding before any administrative or legislative body or agency) to which such person may be made a party or otherwise involved or with which such person will be threatened by reason of being or having been an Indemnified Person; provided, however, that any such person will not be so indemnified with respect to any matter as to which such person is determined not to have acted in good faith in the best interests of the Company and the relevant Sub-Funds or with respect to any manner in which such person acted in a grossly negligent manner or in material breach of the constitutive documents of the Company or any provisions of relevant service agreement. Notwithstanding the foregoing, advances from funds of the Company to a person entitled to indemnification hereunder for legal expenses and other costs incurred as a result of a legal action will be made only if the following three conditions are satisfied: (1) the legal action relates to the performance of duties or services by such person on behalf of the Company; (2) the legal action is initiated by a third party to the Company; and (3) such person undertakes to repay the advanced funds in cases in which it is finally and conclusively determined that it would not be entitled to indemnification hereunder.

The Company shall not indemnify the Indemnified Persons in the event of claim resulting from legal proceedings between the General Partner and each member, manager, partner, shareholder, director, officer, employee, agent or controlling person of the same.

## Chapter V - General meetings

**Art. 24. General meetings of the Company.** The general meeting of shareholders of the Company shall represent all the shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company, provided that, any resolution of the general meeting of shareholders amending the articles of incorporation or creating rights or obligations vis-à-vis third parties must be approved by the General Partner.

The annual general meeting of shareholders of the Company shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of meeting, at 11:30 a.m. on the third Tuesday of the month of June. If this day is not a banking day in Luxembourg, the annual general meeting shall be held on the next banking day. The annual general meeting may be held abroad if the General Partner, acting with sovereign powers, decides that exceptional circumstances so require.

Other general meetings of shareholders may be held at the place and on the date specified in the notice of meeting.

General meetings of shareholders shall be convened by the General Partner pursuant to a notice setting forth the agenda and sent by registered letter at least eight (8) calendar days prior to the meeting to each registered shareholder at the shareholder's address recorded in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting.

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 General Partner may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

Each share, whatever its value, shall provide entitlement to one vote.

Fractions of shares do not give their holders any voting right.

Shareholders may take part in meetings by designating in writing or by facsimile, telegram or telex, other persons to act as their proxy.

The requirements for participation, the quorum and the majority at each general meeting are those outlined in articles 67 and 67-1 of the law of 10 August 1915 on commercial companies, as amended (the "1915 Law").

Any resolution of a meeting of shareholders to the effect of amending these articles of incorporation must be passed with (i) a presence quorum of fifty (50) percent of the shares issued by the Company at the first call and, if not achieved, with no quorum requirement for the second call and, (ii) the approval of a majority of at least two-thirds (2/3) of the votes validly cast by the shareholders present or represented at the meeting and (iii) the consent of the General Partner.

Notwithstanding the above provisions, any resolution of a meeting of shareholders to the effect of voluntarily repealing the SICAR status pursuant to the 2004 Law shall be passed with the unanimous vote of all shareholders of the Company, subject to the prior approval of the Luxembourg supervisory commission in this respect.

In accordance with article 68 of the 1915 Law, any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any Sub-Fund, class or type vis-à-vis the rights of the holders of shares of any other Sub-Fund or Sub-Funds, class or classes, type or types shall be subject to a resolution of the general meeting of shareholders of such Sub-Fund or Sub-Funds, class or classes, type or types. The resolutions, in order to be valid, must be adopted in compliance with the quorum and majority requirements referred herein, with respect to each Sub-Fund or Sub-Funds, class or classes, type or types concerned.

**Art. 25. General meetings in Sub-Fund(s) or in Class(es) of Shares.** The provisions of article 24 shall apply, mutatis mutandis, to such general meetings.

Unless otherwise provided for by law or herein, the 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.

**Art. 26. Termination and amalgamation of, and Transfer of Shares from Sub-Funds or Classes of Shares.** The general meeting of shareholders of each Sub-Fund may transfer all of the assets of such Sub-Fund to, or amalgamate all of the shares of such Sub-Fund with, another existing Sub-Fund within the Company, or to another investment company in risk capital under the provisions of the 2004 Law, or to another sub-fund thereof (the "new sub-fund") in accordance with applicable law, and re-designate the shares of such Sub-Fund as shares of the new sub-fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to the shareholders of such Sub-Fund).

Such a transfer/amalgamation of a Sub-Fund to another existing Sub-Fund within the Company, or to a another investment company in risk capital under the provisions of the 2004 Law or to another sub-fund thereof, may only be initiated by a decision of the general meeting of shareholders of the Sub-Fund concerned taken in relation to such transfer/amalgamation of a Sub-Fund passed with (i) a majority of not less than seventy five percent (75%) of the votes validly cast by the shareholders present or represented at such meeting, (ii) a seventy five percent (75%) quorum requirement at the first general meeting called to consider a resolution or if such quorum requirements are not met at such first meeting, then with a fifty percent (50%) quorum requirement for any succeeding general meeting of shareholders called to consider such resolution and (iii) the consent of the General Partner.

In the event that, for any reason whatsoever, the value of the total net assets in any Sub-Fund or the value of the net assets of any class of ordinary shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the General Partner to be the minimum level for such Sub-Fund, or such class of ordinary shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization, the General Partner may decide to redeem all the shares of the relevant class or classes at the net asset value (taking into account actual realization prices of investments and realization expenses) calculated with reference to the Valuation Day in respect of which such decision shall be effective. The Company shall serve a notice to the shareholders of the relevant class or classes prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations.

#### Chapter VI - Annual accounts

**Art. 27. Financial Year.** The Company's financial year shall start on 1<sup>st</sup> January of each year and shall end on 31<sup>st</sup> December.

The Company shall publish an annual report in accordance with the legislation in force.

**Art. 28. Distributions.** The General Partner shall, within the limits provided by law and these articles of incorporation, determine how the results of the Company and its Sub-Funds shall be disposed of, and may from time to time declare distributions of dividends in compliance with the principles set forth in the issuing documents of the Company.

For any class of shares entitled to distributions, the General Partner may decide to pay interim dividends in compliance with the conditions set forth by law and these articles of incorporation.

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders.

Distributions may be paid in such currency and at such time and place that the General Partner shall determine from time to time.

Any dividend distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the class or classes of shares issued by the Company or by the relevant Sub-Fund.

The Company shall not make distributions, either by way of distribution of dividends or redemption of shares, in the event the net assets of the Company would fall below the applicable legal threshold of one million Euro (EUR 1,000,000.-).

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

#### Chapter VII - Auditor

**Art. 29. Auditor.** The Company shall have the accounting data contained in the annual report inspected by an independent auditor ("réviseur d'entreprises agréé") appointed by the shareholders' general meeting, which shall fix his remuneration. The auditor shall fulfil all duties prescribed by law.

#### Chapter VIII - Depositary

**Art. 30. Depositary.** The Company will appoint a depositary which meets the requirements of the 2004 Law and the 2013 Law (the "Depositary").

The Depositary shall fulfil the duties and responsibilities as provided for by the 2004 Law and 2013 Law.

Where the law of a third country requires that certain financial instruments be held in custody by a local entity and there are no local entity that satisfy the delegation requirements under the 2013 Law, the Company shall be expressly authorised to discharge in writing the Depositary from its liability with respect to the custody of such financial instruments to the extent it has been instructed by the Company or the AIFM of the Company, as the case may be, to delegate the custody of such financial instruments to such local entity, and provided that the conditions of article 19(14) of the 2013 Law are met.

If the Depositary desires to withdraw, the General Partner shall use its best efforts to find a successor depositary within two months of the effectiveness of such withdrawal. Until the Depositary is replaced, which must happen within such period of two months, the Depositary shall take all necessary steps for the good preservation of the interests of the shareholders of the Company.

The General Partner may terminate the appointment of the Depositary, but shall not remove the Depositary unless and until a successor depositary shall have been appointed to act in the place thereof.

#### Chapter IX - Winding-up - Liquidation

**Art. 31. Winding-up - Liquidation.** The Company may at any time upon proposition of the General Partner be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements necessary for the amendment of these articles of incorporation.

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

The liquidation will take place in accordance with applicable Luxembourg law. The net proceeds of the liquidation will be distributed to shareholders in proportion to their rights.

At the end of the liquidation process of the Company, any amounts that have not been claimed by the shareholders will be paid into the Caisse de consignation, which keep them available for the benefit of the relevant shareholders during the duration provided for by law. After this period, the balance will return to the State of Luxembourg.

### Chapter X - General provisions

**Art. 32. Applicable Law.** In respect of all matters not governed by these articles of incorporation, the parties shall refer to the provisions of the 1915 Law and the relevant law and regulations applicable to Luxembourg undertakings for collective investment, notably the 2004 Law and 2013 Law.

There being no further business, the meeting was closed at

#### *Costs and Expenses*

The costs, expenses, fees and charges of any kind which shall be borne by the Company as a result of this deed are estimated at two thousand euro (EUR 2,000).

Whereof, the present notarial deed was drawn up in Luxembourg, on the day named at 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 appearing parties known to the Notary by name, first name and residence, the said appearing parties signed together with the Notary the present deed.

Signé: M. BERNOT, A. SCHMITT, M. WUNDERLICH, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 15 mai 2015. Relation: 1LAC/2015/15132. Reçu soixante-quinze euros 75,00 €.

*Le Receveur* (signé): P. MOLLING.

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

Luxembourg, le 21 mai 2015.

Me Cosita DELVAUX.

Référence de publication: 2015075212/614.

(150086336) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2015.

#### **MFS Meridian Funds, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 39.346.

Société de Gestion: MFS Investment Management Company (Lux) S.à r.l.

Nous avons le plaisir d'inviter Mesdames, Messieurs les actionnaires à assister à

#### l'ASSEMBLÉE GÉNÉRALE ANNUELLE

(«l'Assemblée») de MFS Meridian Funds (la «Société»), qui se tiendra le lundi *15 juin 2015* à 10 heures (heure de Luxembourg), aux bureaux de la State Street Bank Luxembourg S.C.A., 49 avenue J. F. Kennedy, L-1855 Luxembourg, à l'effet de délibérer sur l'ordre du jour suivant:

#### *Ordre du jour:*

1. Présentation du Rapport du Conseil d'Administration et du rapport du Réviseur d'Entreprises Agréé pour l'exercice clos le 31 janvier 2015.
2. Approbation des états financiers de la Société (y compris le Bilan, le Compte de Résultat) au 31 janvier 2015.
3. Affectation du résultat net (y compris la distribution des dividendes, le cas échéant) pour l'exercice clos le 31 janvier 2015.
4. Quitus à donner aux Administrateurs de la Société pour l'exercice clos le 31 janvier 2015. Pour éviter toute ambiguïté, le quitus ne sera pas donné aux Administrateurs à l'égard de l'exécution de leurs fonctions du 1<sup>er</sup> février 2015 jusqu'à la date de l'Assemblée Générale Annuelle qui se tiendra en 2016.
5. Réélection de M. Mark N. Polebaum, Mme Lina M. Medeiros, M. Mitchell C. Freestone, M. David M. Mace et M. James R. Julian, Jr. en qualité d'Administrateurs de la Société jusqu'à la prochaine Assemblée Générale Annuelle qui se tiendra en 2016 ou jusqu'à ce que leurs successeurs respectifs aient été dûment élus.
6. Approbation de la rémunération des Administrateurs Indépendants de la Société pour l'exercice clos le 31 janvier 2015.
7. Reconduction du mandat d'Ernst & Young S.A. en qualité de Réviseur d'Entreprises Agréé pour l'exercice s'ouvrant le 1<sup>er</sup> février 2015, et ce, jusqu'à la prochaine Assemblée Générale Annuelle qui se tiendra en 2016.

Veuillez noter que des copies des documents d'offre et des états financiers de la Société sont disponibles sur demande et sans frais à l'adresse [meridian.mfs.com](http://meridian.mfs.com) ou au siège social de la Société, 19, rue de Bitbourg, L-1273 Luxembourg, ou

encore en contactant l'agent de transfert de la Société, State Street Bank Luxembourg S.C.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg, Tél. +352 46-40-10-600.

Les actionnaires sont avisés qu'aucun quorum n'est requis pour délibérer sur les points à l'ordre du jour et que les décisions seront prises à la majorité des actions présentes ou représentées à l'Assemblée. Chaque action est assortie d'un droit de vote. Un actionnaire peut agir par procuration à toute Assemblée, en utilisant le formulaire de procuration joint au présent Avis. Le formulaire de procuration contient des instructions sur la manière de le remplir. Les actions détenues sur la base du Registre des Actionnaires à la date d'échéance de présentation des procurations telle qu'indiquée ci-dessous sont admissibles au vote.

Si vous êtes dans l'impossibilité d'assister à l'assemblée, veuillez remplir et signer le formulaire de procuration ci-joint (ainsi que l'original ou toute copie certifiée conforme de toute procuration ou autre pouvoir en application duquel il est exécuté) et le retourner par télécopieur ou par courrier au plus tard à 16 heures, heure de Luxembourg, le mercredi 10 juin 2015, à l'attention de Zakia Aouinti comme suit:

Número de télécopieur: (+352) 46.40.10.413

Adresse: State Street Bank Luxembourg S.C.A.

49, avenue J. F. Kennedy

L-1855 Luxembourg

Grand-Duché de Luxembourg

*Par ordre du Conseil d'Administration.*

#### AVIS DE CONVOCATION À UNE ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE

Mesdames et Messieurs les actionnaires de MFS MERIDIAN FUND sont informés qu'ils sont convoqués à une

#### ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE

qui se tiendra devant notaire aux bureaux de l'agent de la Société, State Street Bank Luxembourg S.C.A., 49, avenue J.F. Kennedy, Luxembourg, le lundi 15 juin 2015 à 10h30, heure de Luxembourg.

Le Conseil d'Administration demande davantage de souplesse, comme permis en application du droit luxembourgeois, afin de répartir et de facturer les frais en vue de permettre le lancement de catégories d'actions futures qui verseront des distributions avant déduction des frais de la catégorie. Le Conseil cherche également à clarifier certaines mentions de sa capacité à supprimer une Catégorie d'un Compartiment. Le Conseil propose donc que soient modifiés les articles 19, 22 et 23 des Statuts de la Société («Statuts») comme prévu à l'ordre du jour suivant:

#### *Ordre du jour:*

1. Modification de l'article 19 (Frais) afin que les frais de la Société (y compris les frais au niveau du Fonds et/ou des Catégories d'Actions) soient répartis et facturés de la manière établie de temps à autre par le Conseil d'Administration conformément aux lois applicables du Luxembourg et comme décrit au Prospectus, et afin de préciser que, pour certains Fonds ou Catégories d'Actions comme établi par le Conseil d'Administration, les frais périodiques imputables à ces Catégories d'Actions puissent être facturés après toute distribution de revenus courants et/ou de plus-values réalisées.
2. Modification de l'article 22 (Distributions) afin de préciser que les distributions pourront être décidées de temps à autre conformément au droit applicable et au Prospectus, sous réserve de l'approbation des Actionnaires comme exigé par le droit luxembourgeois applicable, et de clarifier la description des distributions devant être présentées aux Actionnaires à son Assemblée Générale Annuelle.
3. Modification de l'article 23 (Suppression de Compartiments et/ou de Catégories) afin de clarifier les mentions de la capacité du Conseil d'Administration à abolir ou supprimer une Catégorie d'un Compartiment afin que toutes ces mentions soient cohérentes dans le présent paragraphe de l'article.

Il est prévu que les Statuts révisés, tels qu'établis à l'ordre du jour, entreront en vigueur le 31 juillet 2015 ou autour de cette date. Les modifications proposées aux Statuts ne modifient pas la répartition actuelle des frais (p.ex. les frais prélevés d'abord sur les revenus courants, puis sur les plus-values de cession et, si nécessaire, sur l'actif) ni le versement actuel des distributions (p.ex. prélevées sur les revenus de placement nets) pour les Catégories d'Actions existantes des Fonds. Par ailleurs, la répartition du résultat net de la Société (y compris la distribution des dividendes) continuera d'être soumise à l'approbation des actionnaires à chaque exercice. Un exemplaire annoté des Statuts modifiés proposés (indiquant les modifications proposées) peut être obtenu sans frais au siège social de la Société ou en téléphonant au +352-46-40-10-309.

L'Assemblée sera valablement constituée et pourra valablement délibérer sur les points à l'ordre du jour si un quorum minimum de 50% du capital émis est atteint. Les résolutions seront adoptées si elles sont votées à la majorité des deux tiers des droits de vote exercés. Chaque action est assortie d'un droit de vote. Un actionnaire peut agir par procuration à l'assemblée.

Si vous êtes dans l'impossibilité d'assister à l'assemblée, veuillez remplir et signer le Formulaire de Procuration ci-joint (ainsi que l'original ou toute copie certifiée conforme de toute procuration ou autre pouvoir en application duquel il est

exécuté) par télécopieur ou par courrier afin qu'il soit reçu au plus tard à 16 heures, heure de Luxembourg, le mercredi 10 juin 2015, à l'attention de Zakia Aouinti comme suit:

Numéro de télécopieur: +352-46-40-10-413  
Adresse: State Street Bank Luxembourg S.C.A.  
49, avenue J. F. Kennedy, L-1855 Luxembourg  
Grand-Duché de Luxembourg

*Par ordre du Conseil d'Administration.*

Référence de publication: 2015068641/755/93.

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**Diepe Consulting S.à.r.l., Société à responsabilité limitée.**

Siège social: L-1130 Luxembourg, 37, rue d'Anvers.  
R.C.S. Luxembourg B 196.981.

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STATUTS

L'an deux mil quinze, le douze mai

Pardevant Maître Karine REUTER, notaire de résidence à Luxembourg.

Ont comparu:

Monsieur Peter DIEPSTRATEN, né le 16 septembre 1964 à Hermallesous-Argenteau (Belgique), demeurant à B-5575 GEDINNE (Belgique), 4, Rue des Battys,

Madame Angeline WARTIQUE, née le 16 janvier 1976 à Namur (Belgique) demeurant à B-5575 GEDINNE (Belgique), 4, Rue des Battys,

lesquelles parties comparantes ont requis le notaire instrumentant de dresser acte des statuts d'une société à responsabilité limitée qu'elles déclarent constituer par les présentes.

**Art. 1<sup>er</sup>.** Il est formé par les présentes une société à responsabilité limitée qui sera régie par les lois y relatives et par les présents statuts.

**Art. 2.** La société a pour objet le conseil en systèmes, logiciels informatiques et transformation du business, et plus particulièrement l'activité d'architecte en systèmes, conseil en systèmes informations, conseil en logiciels informatiques, conseil en transformation du business, gestion et support du changement, conseil en reporting, conseil en management, gestion de projets, management d'équipe et conseil dans le domaine SAP.

D'une façon générale, la société peut prendre toutes mesures et faire toutes opérations commerciales, industrielles et financières, tant mobilières qu'immobilières dans tous secteurs, qui peuvent lui paraître utiles à l'accomplissement et au développement de son objet.

**Art. 3.** La société prend la dénomination de «DIEPE CONSULTING S.à.r.l.», société à responsabilité limitée.

**Art. 4.** Le siège social est établi dans la Commune de la Ville de Luxembourg.

**Art. 5.** La durée de la société est indéterminée.

Elle commence à compter du jour de sa constitution.

**Art. 6.** Le capital social est fixé à douze mille cinq cents euros (EUR 12.500,00) représenté par cent (100) parts sociales d'une valeur nominale de cent-vingt-cinq euros (EUR 125,00) chacune.

**Art. 7.** Les cessions de parts sociales sont constatées par un acte authentique ou sous seing privé. Elles se font en conformité avec les dispositions légales afférentes.

**Art. 8.** La société n'est pas dissoute par le décès, l'interdiction, la faillite ou la déconfiture d'un associé.

**Art. 9.** Les créanciers personnels, ayants-droits ou héritiers d'un associé ne pourront, pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la société.

**Art. 10.** La société est administrée par un ou plusieurs gérants, associés ou non, nommés et à tout moment révocables par l'assemblée des associés.

L'acte de nomination fixera l'étendue des pouvoirs et la durée des fonctions du ou des gérants.

A moins que l'assemblée n'en dispose autrement, le ou les gérants ont vis-à-vis des tiers les pouvoirs les plus étendus pour agir au nom de la société dans toutes les circonstances et pour accomplir tous les actes nécessaires ou utiles à l'accomplissement de son objet social.

**Art. 11.** Chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède. Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Lorsque, et aussi longtemps qu'un associé réunit toutes les parts sociales entre ses seules mains, la société est une société unipersonnelle au sens de l'article 179 (2) de la loi modifiée sur les sociétés commerciales; dans cette éventualité, les articles 200-1 et 200-2, entre autres, de la même loi sont d'application, c'est-à-dire chaque décision de l'associé unique ainsi que chaque contrat entre celui-ci et la société doivent être établis par écrit et les clauses concernant les assemblées générales des associés ne sont pas applicables.

**Art. 12.** Le ou les gérants ne contractent, en raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par lui/eux au nom de la société.

**Art. 13.** L'année sociale commence le premier janvier et finit le trente-et-un décembre de chaque année.

**Art. 14.** Chaque année, au trente-et-un décembre, les comptes sont arrêtés et la gérance dresse un inventaire comprenant l'indication des valeurs actives et passives de la société.

**Art. 15.** Tout associé peut prendre au siège social de la société communication de l'inventaire et du bilan.

**Art. 16.** L'excédent favorable du bilan, déduction faite des charges sociales, amortissements et moins-values jugés nécessaires ou utiles par les associés, constitue le bénéfice net de la société.

Après dotation à la réserve légale, le solde est à la libre disposition de l'assemblée des associés.

**Art. 17.** Lors de la dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui en fixeront les pouvoirs et les émoluments.

**Art. 18.** Pour tout ce qui n'est pas prévu par les présents statuts, les associés se réfèrent et se soumettent aux dispositions légales.

#### *Disposition transitoire*

Le premier exercice social commence le jour de la constitution pour finir le trente-et-un décembre deux mil quinze.

#### *Souscription et libération*

Les cent parts sociales sont souscrites comme suit:

Monsieur Peter DIEPSTRATEN, né le 16 septembre 1964 à Hermalle-sous-Argenteau (Belgique), demeurant à B-5575 GEDINNE (Belgique), 4, Rue des Battys: . . . . .	20 parts
Madame Angeline WARTIQUE, née le 16 janvier 1976 à Namur (Belgique) demeurant à B-5575 GEDINNE (Belgique), 4, Rue des Battys: . . . . .	<u>80 parts</u>
TOTAL: Cent parts sociales . . . . .	100

Toutes les parts ont été entièrement libérées par un versement en espèces, de sorte que la somme de douze mille cinq cents euros (EUR 12.500,00) se trouve dès maintenant à la libre disposition de la société, ce que les associés reconnaissent expressément.

#### *Déclaration en matière de blanchiment*

Le(s) associé(s) /actionnaires déclare(nt), en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être le(s) bénéficiaire(s) réel(s) de la société faisant l'objet des présentes et certifient que les fonds/biens/droite servant à la libération du capital social ne proviennent pas respectivement que la société ne se livre(ra) pas à des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi modifiée du 19 février 1973 concernant la vente de substances médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-1 du Code Pénal (financement du terrorisme).

#### *Frais*

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution, est évalué à la somme de mille trois cent cinquante euros (1.350,00 euros). A l'égard du notaire instrumentant toutefois, toutes les parties comparantes sont tenues solidairement quant au paiement des dits frais, ce qui est expressément reconnu par toutes les parties comparantes.

#### *Assemblée générale extraordinaire*

Et à l'instant les parties comparantes préqualifiées, représentées comme dit ci-avant, et représentant l'intégralité du capital social, se considérant comme dûment convoquées, se sont constituées en assemblée générale extraordinaire et, après avoir constaté que celle-ci était régulièrement constituée, ont pris à l'unanimité des voix les résolutions suivantes:

1. Le nombre des gérants est fixé à un.
2. Est nommé gérant pour une durée indéterminée:

Monsieur Peter DIEPSTRATEN, né le 16 septembre 1964 à Hermallesous-Argenteau (Belgique), demeurant à B-5575 GEDINNE (Belgique), 4, Rue des Battys.

La société est engagée, en toutes circonstances y compris toutes opérations bancaires, par la signature individuelle du gérant.

3. L'adresse de la société est fixée à L-1130 Luxembourg, 37, rue d'Anvers.

DONT ACTE, fait et passé à Luxembourg, en l'étude du notaire instrumentant, date qu'en tête des présentes.

Le notaire instrumentant a encore rendu les comparants attentifs au fait que l'exercice d'une activité commerciale peut nécessiter une autorisation de commerce en bonne et due forme en relation avec l'objet social, et qu'il y a lieu de se renseigner en ce sens auprès des autorités administratives compétentes avant de débiter l'activité de la société présentement constituée.

Après lecture faite et interprétation donnée aux parties comparantes connues du notaire par nom, prénom usuel, état et demeure, elles ont signé le présent acte avec le notaire.

Signés: P. DIEPSTRATEN, A. WARTIQUE, K. REUTER.

Enregistré à Luxembourg Actes Civils 2, le 13 mai 2015. Relation: 2LAC/2015/10505. Reçu soixante-quinze euros 75.-

*Le Receveur (signé): MULLER.*

POUR EXPEDITION CONFORME

Luxembourg, le 21 mai 2015.

Référence de publication: 2015075948/111.

(150087448) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 mai 2015.

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**Zorion S.A., Société Anonyme.**

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.

R.C.S. Luxembourg B 153.171.

Lors de l'Assemblée Générale du 02 avril 2015, les résolutions suivantes ont été prises:

1. L'Assemblée prend acte de la nouvelle adresse de l'administrateur unique, Monsieur DE MONTRICHARD Thierry, résidant désormais au 4 rue Bellanger F-92200 Neuilly-sur-Seine (France).

2. L'Assemblée décide de renouveler le mandat de l'administrateur unique et du commissaire aux comptes pour une durée de 6 années.

Leurs mandats viendront à expiration lors de l'Assemblée qui se tiendra en 2021.

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

Signature.

Référence de publication: 2015052786/15.

(150059499) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

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**Soholux Sàrl, Société à responsabilité limitée.**

Siège social: L-9964 Huldange, 2, Bei de Schouster.

R.C.S. Luxembourg B 196.977.

STATUTS

L'an deux mil quinze, le huit mai

Par devant Maître Karine REUTER, notaire de résidence à Luxembourg.

Ont comparu:

Monsieur Joan LAMY, né le 6 mars 1989 à Verviers, Belgique, demeurant à L- 9964 Huldange, Bei de Schouster 2,

Monsieur Jordane LAMY, né le 21 avril 1987 à Verviers, Belgique, demeurant à L- 9964 Huldange, Bei de Schouster 2,

Madame Irène Mühlberger, née le 28 septembre 1956 à Verviers, Belgique, demeurant à L- 9964 Huldange, Bei de Schouster 2,

Lesquelles parties comparantes ont requis le notaire instrumentant de dresser acte des statuts d'une société à responsabilité limitée qu'elles déclarent constituer par les présentes.

**Art. 1<sup>er</sup>.** Il est formé par les présentes une société à responsabilité limitée qui sera régie par les lois y relatives et par les présents statuts.

**Art. 2.** La Société a pour objet l'acquisition, la gestion, le développement et la cession de prise de participations dans toute entreprise luxembourgeoise ou étrangère sous quelque forme que ce soit, ainsi que l'administration, la gestion, le contrôle et la mise en valeur de son portefeuille de participations. La Société pourra en particulier acquérir par souscription, achat, échange ou de toute manière toutes sortes d'actions cotées, actions simples et d'autres titres participatifs, bonds, obligations, certificats de dépôt ou d'autres instruments de crédit et plus généralement tout titre et instruments financiers émis par des entités privées ou publiques.



La Société pourra emprunter sous toutes les formes, sauf par voie d'émission publique. Elle pourra émettre par voie d'émission privée seulement, effets, obligations et titres de créances et tout autre type de dette et/ou de titre de participation. La Société pourra aussi faire des prêts et accorder toute sorte de support, prêts, avances et garanties à d'autres sociétés dans lesquelles elle a un intérêt direct ou indirect. Elle pourra aussi donner des garanties et accorder des garanties à l'égard de tiers pour garantir ses obligations ou les obligations de ses filiales, de sociétés affiliées ou toute autre société. La Société pourra de plus gager, transférer, grever ou créer d'autres types de garanties sur des parties de ses actifs. En outre, la Société pourra acquérir et céder toute autre sorte de titre par voie de souscription, achat, échange, vente ou par tout autre moyen. La Société pourra détenir des participations dans des associations. De plus, la Société pourra acquérir, gérer, développer et céder des propriétés immobilières situées au Luxembourg ou à l'étranger, et elle pourra louer ou disposer de bien meuble.

De manière générale, la Société pourra procéder à toutes opérations commerciales et financières dans les domaines de l'acquisition de titres ou de biens immobiliers, qui sont de nature à développer et compléter l'objet social ci-dessus.

**Art. 3.** La société prend la dénomination de "Soholux Sàrl", société à responsabilité limitée.

**Art. 4.** Le siège social est établi dans la commune de Troisvierges.

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

La Société pourra ouvrir des bureaux ou succursales, au Luxembourg et à l'étranger.

Au cas où la gérance estimerait que des événements extraordinaires d'ordre politique, économique ou social de nature à compromettre l'activité normale au siège social, ou la communication aisée avec ce siège ou de ce siège avec l'étranger se sont produits ou sont imminents, il pourra transférer provisoirement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales; cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la Société laquelle, nonobstant ce transfert provisoire du siège restera luxembourgeoise. Pareille déclaration de transfert du siège social sera faite et portée à la connaissance des tiers par la gérance.

**Art. 5.** La durée de la société est indéterminée.

Elle commence à compter du jour de sa constitution.

**Art. 6.** Le capital social est fixé à deux cents mille euros (EUR 200.000) représenté par cent (100) parts sociales d'une valeur nominale de deux mille euros (EUR 2.000) chacune.

**Art. 7.** Les parts sociales sont librement cessibles entre associés. Les parts sociales ne peuvent être cédées entre vifs à des non-associés qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social. En cas de décès d'un associé, les parts sociales de ce dernier ne peuvent être transmises à des non-associés que moyennant l'agrément, donné en assemblée générale, des associés représentant les trois quarts des parts appartenant aux associés survivants. Dans ce dernier cas cependant, le consentement n'est pas requis lorsque les parts sont transmises, soit à des ascendants ou descendants, soit au conjoint survivant.

**Art. 8.** La Société n'est pas dissoute par le décès, l'interdiction, la faillite ou la déconfiture d'un associé.

**Art. 9.** Les créanciers personnels, ayants droit ou héritiers d'un associé ne pourront, pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la Société.

**Art. 10.** La Société est administrée par un ou plusieurs gérants, associés ou non, nommés et à tout moment révocables par l'assemblée des associés.

A moins que l'assemblée n'en dispose autrement, le ou les gérants ont vis-à-vis des tiers les pouvoirs les plus étendus pour agir au nom de la Société dans toutes les circonstances et pour accomplir tous les actes nécessaires ou utiles à l'accomplissement de son objet social.

En cas de pluralité de gérants, la Société sera engagée par la signature individuelle de tout membre du conseil de gérance. Néanmoins, les actes ou opérations dépassant la valeur de EUR 50,000 nécessiteront la signature conjointe de deux gérants pour que la Société soit engagée.

Les résolutions écrites, approuvées et signées par tous les gérants ont les mêmes effets que les résolutions votées lors d'une réunion du conseil de gérance. De telles signatures peuvent apparaître sur un seul document ou sur plusieurs copies de la même résolution et peuvent être prouvées par des lettres ou des téléfax.

**Art. 11.** Les associés prennent leurs décisions en assemblée générale ou, si tous les associés sont d'accord, par simple décision écrite.

Chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède. Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

**Art. 12.** Une assemblée générale annuelle des associés se réunira une fois par an pour l'approbation des comptes annuels. Elle se tiendra au mois de mai de l'année suivant la clôture de l'exercice social au siège de la Société ou en tout autre lieu à spécifier dans la convocation de cette assemblée.

**Art. 13.** Le ou les gérants ne contractent, en raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par lui/eux au nom de la société.

**Art. 14.** L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

**Art. 15.** Chaque année, au trente et un décembre, les comptes sont arrêtés et la gérance dresse un inventaire comprenant l'indication des valeurs actives et passives de la société.

**Art. 16.** Tout associé peut prendre au siège social de la société communication de l'inventaire et du bilan.

**Art. 17.** L'excédent favorable du bilan, déduction faite des charges sociales, amortissements et moins-values jugés nécessaires ou utiles par les associés, constitue le bénéfice net de la société.

Après dotation à la réserve légale, le solde est à la libre disposition de l'assemblée des associés. Le conseil de gérance est autorisé à distribuer des dividendes intérimaires si les fonds nécessaires à une telle distribution sont disponibles.

**Art. 18.** Lors de la dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui en fixeront les pouvoirs et les émoluments.

**Art. 19.** Pour tout ce qui n'est pas prévu par les présents statuts, les associés se réfèrent et se soumettent aux dispositions légales.

#### *Disposition transitoire*

Le premier exercice social commence le jour de la constitution pour finir le trente et un décembre deux mille quinze.

#### *Souscription et Libération*

Toutes les parts sociales ont été souscrites intégralement comme suit:

Monsieur Joan LAMY, né le 6 mars 1989 à Verviers, Belgique, demeurant à L-9964 Huldange, Bei de Schouster 2, . . . . .	49 parts sociales
Monsieur Jordane LAMY, né le 21 avril 1987 à Verviers, Belgique, demeurant à L- 9964 Huldange, Bei de Schouster 2, . . . . .	49 parts sociales
Madame Irène Mühlberger, née le 28 septembre 1956 à Verviers, Belgique, demeurant à L- 9964 Huldange, Bei de Schouster 2, . . . . .	2 parts sociales

Les parts sociales ont été toutes libérées intégralement au moyen d'apports en numéraire. Dès lors, la somme de deux cents mille euros (EUR 200.000) est à la disposition de la Société, ce qui a été prouvé au notaire instrumentant, qui le reconnaît expressément.

#### *Evaluation des frais*

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution, est évalué à la somme de MILLE HUIT CENT CINQUANTE EUROS (1.850.-)

A l'égard du notaire instrumentant toutefois, toutes les parties comparantes sont tenues solidairement quant au paiement des dits frais, ce qui est expressément reconnu par toutes les parties comparantes.

#### *Résolution des associés*

Immédiatement après la constitution de la Société, les associés représentant l'intégralité du capital social de la Société, ont pris à l'unanimité des voix, les résolutions suivantes:

1. Le siège social de la Société est établi à L-9964 Huldange, Bei de Schouster 2.
2. Le nombre des gérants est fixé à trois.
3. Sont nommés gérants pour une durée indéterminée:

Monsieur Joan LAMY, né le 6 mars 1989 à Verviers, Belgique, demeurant à L- 9964 Huldange, Bei de Schouster 2,  
Monsieur Jordane LAMY, né le 21 avril 1987 à Verviers, Belgique, demeurant à L- 9964 Huldange, Bei de Schouster 2,

Madame Irène Mühlberger, née le 28 septembre 1956 à Verviers, Belgique, demeurant à L- 9964 Huldange, Bei de Schouster 2,

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

Le notaire instrumentant a encore rendu les comparants attentifs au fait que l'exercice d'une activité commerciale peut nécessiter une autorisation en bonne et due forme en relation avec l'objet social, et qu'il y a lieu de se renseigner en ce sens auprès des autorités administratives compétentes avant de débiter l'activité de la société présentement constituée. Par ailleurs, les parties comparantes déclarent avoir connaissance des législations existant en la matière et ayant trait à l'objet social de la société et attestent au notaire instrumentant n'exercer cette activité que sous condition de remplir les exigences légales y afférentes.

Après lecture faite et interprétation donnée aux parties comparantes, connues du notaire par nom, prénom usuel, état et demeure, elle a signé le présent acte avec le notaire.

Signés: J. LAMY, J. LAMY, I. MUHLBERGER, K. REUTER.

Enregistré à Luxembourg Actes Civils 2, le 12 mai 2015. Relation: 2LAC/2015/10343. Reçu soixante-quinze euros 75.-

*Le Receveur* (signé): MULLER.

POUR EXPEDITION CONFORME.

Luxembourg, le 21 May 2015.

Référence de publication: 2015076355/138.

(150087295) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 mai 2015.

**CP7 Pet Food Luxco S.à r.l., Société à responsabilité limitée.**

Siège social: L-8030 Strassen, 163, rue du Kiem.

R.C.S. Luxembourg B 195.448.

In the year two thousand fifteen, on the twenty-fourth day of the month of March;

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

APPEARED:

CP7 PET FOOD INVESTMENT, L.P., a Limited Partnership governed by the Limited Partnerships Act 1970 of Scotland, having its principal place of business at 50, Lothian Road, Festival Square, Edinburgh, EH3 9WJ, Scotland, registered with the Registrar of Companies for England and Wales, Companies House, Cardiff, under number SL19717,

here represented by Mr. Christian DOSTERT, notary clerk, residing professionally in L-1466 Luxembourg, 12, rue Jean Engling, (the "Proxy-holder"), by virtue of a proxy given under private seal; such proxy, after having been signed "ne varietur" by the Proxy-holder and the officiating notary, will remain attached to the present deed in order to be recorded with it.

This appearing party, represented as said before, has declared and requested the officiating notary to state:

- That the private limited liability company "CP7 PET FOOD LUXCO S.à r.l.", established and having its registered office in L-8030 Strassen, 163, rue du Kiem, registered with the Trade and Companies Registry of Luxembourg, section B, under number 195448, (the "Company"), has been incorporated pursuant to a deed of the officiating notary, on March 12, 2015, not yet published in the Memorial C, Recueil des Sociétés et Associations,

and that the articles of association (the "Articles") haven't been amended since;

- That the appearing party is the sole actual partner (the "Sole Partner") of the Company and that it has taken, through its Proxy-holder, the following resolutions:

*First resolution*

The Sole Partner decides to increase the corporate capital of the Company by an amount of nine hundred and one thousand three hundred Pound Sterling (GBP 901,300.-) in order to raise it from its present amount of fifteen thousand Pound Sterling (GBP 15,000.-) to nine hundred and sixteen thousand three hundred Pound Sterling (GBP 916,300.-), by the creation and the issuance of nine thousand and thirteen (9,013) new shares with a nominal value of one hundred Pound Sterling (GBP 100.-) each.

*Subscription - Payment*

Thereupon, the Sole Partner, represented as stated here before, declares to subscribe for the nine thousand and thirteen (9,013) newly issued shares and to fully pay them up by a payment in cash, so that the amount of nine hundred and one thousand three hundred Pound Sterling (GBP 901,300.-) is from this day on at the free disposal of the Company, as it has been proved to the officiating notary by a bank certificate, who states it expressly.

*Second resolution*

As a consequence of the above taken resolution, the Sole Partner resolves to amend the first paragraph of article 6 of the Articles, in order to give it the following wording:

"The capital of the Company amounts to nine hundred and sixteen thousand three hundred Pound Sterling (GBP 916,300.-), divided into nine thousand one hundred and sixty-three (9,163) shares with a nominal value of one hundred Pound Sterling (GBP 100.-) each, all fully paid up and subscribed."

*Costs*

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

### Statement

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

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

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

### Suit la version en langue française du texte qui précède:

L'an deux mille quinze, le vingt-quatrième jour du mois de mars;

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

### A COMPARU:

CP7 PET FOOD INVESTMENT, L.P., un "Limited Partnership", régi par le "Limited Partnerships Act 1970 of Scotland", ayant son siège social au 50, place of business, Lothian Road, Festival Square, Edimbourg, EH3 9WJ, Ecosse, inscrite au Registrar of Companies for England and Wales, Companies House, Cardiff, sous le numéro SL19717,

ici représenté par Monsieur Christian DOSTERT, clerc de notaire, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling, (le "Mandataire"), en vertu d'une procuration sous seing privé lui délivrée; laquelle procuration, après avoir été signée "ne varietur" par le Mandataire et le notaire instrumentant, restera annexée au présent acte afin d'être enregistrée avec lui.

Laquelle partie comparante, représentée comme dit ci-avant, a déclaré et requis le notaire instrumentant d'acter:

- Que la société à responsabilité limitée "CP7 PET FOOD LUXCO S.à r.l.", établie et ayant son siège social à L-8030 Strassen, 163, rue du Kiem, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 195448, (la "Société"), a été constituée suivant acte reçu par le notaire instrumentant, le 12 mars 2015, non encore publié au Mémorial C, Recueil des Sociétés et Associations,

et que les statuts (les "Statuts") n'ont plus été modifiés depuis lors;

- Que la partie comparante est la seule associée actuelle (l'"Associé Unique") de la Société et qu'elle a pris, par son Mandataire, les résolutions suivantes:

### Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société d'un montant de neuf cent un mille trois cents Livres Sterling (GBP 901.300,-) afin de le porter de son montant actuel de quinze mille Livres Sterling (GBP 15.000,-) à neuf cent seize mille trois cents Livres Sterling (GBP 916.300,-) par la création et l'émission de neuf mille treize (9.013) nouvelles parts sociales d'une valeur nominale de cent Livres Sterling (GBP 100,-) chacune.

### Souscription - Libération

Ensuite, l'Associé Unique, représenté comme dit ci-avant, déclare de souscrire aux neuf mille treize (9.013) parts sociales nouvellement émises et de les libérer intégralement moyennant un versement en numéraire, de sorte que la somme neuf cent un mille trois cents Livres Sterling (GBP 901.300,-) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été prouvé au notaire instrumentant par une attestation bancaire, qui le constate expressément.

### Deuxième résolution

En conséquence de la résolution prise ci-dessus, l'Associé Unique décide de modifier le premier alinéa de l'article 6 des Statuts afin de lui donner la teneur suivante:

"Le capital social s'élève à neuf cent seize mille trois cents Livres Sterling (GBP 916.300,-), représenté par neuf mille cent soixante-trois (9.163) parts sociales d'une valeur nominale de cent Livres Sterling (GBP 100,-) chacune, intégralement souscrites et entièrement libérées."

### Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison des présentes, s'élève approximativement à la somme de deux mille trois cent cinquante euros.

### Déclaration

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

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

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

Signé: C. DOSTERT, C. WERSANDT.

Enregistré à Luxembourg A.C. 2, le 26 mars 2015. Relation: 2LAC/2015/6631. Reçu soixante-quinze euros 75,00 €.

*Le Receveur* (signé): Paul MOLLING.

POUR EXPEDITION CONFORME, délivré à la société;

Luxembourg, le 2 avril 2015.

Référence de publication: 2015050371/105.

(150058663) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2015.

**TIV Holdings S.A., Société Anonyme,  
(anc. TYI Holdings S.A.).**

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

R.C.S. Luxembourg B 163.951.

In the year two thousand and fifteen, on the twenty-fifth of March.

Before Us Maître Martine SCHAEFFER, notary residing in Luxembourg.

Was held

an Extraordinary General Meeting of the shareholders of the company established in Luxembourg under the denomination of "TYI HOLDINGS S.A.", R.C. Number B 163951, having its registered office in Luxembourg at 18, rue de l'Eau, incorporated pursuant to a deed of Maître Joseph ELVINGER, notary residing in Luxembourg, dated October 7, 2011, published in the Mémorial C, Recueil des Sociétés et Associations number 2945 of December 1<sup>st</sup>, 2011.

The meeting begins at 14:30 o'clock, Mr Denis BREVER, economist, with professional address at 18, rue de l'Eau, L-1449 Luxembourg, being in the chair.

The Chairman appoints as secretary of the meeting Mr Gianpiero SADDI, employee, with professional address in Luxembourg, 74, Avenue Victor Hugo.

The meeting elects as scrutineer Mr Denis BREVER, prenamed.

The Chairman then states that:

I. It appears from an attendance list established and certified by the members of the Bureau that the thirty-one thousand (31.000) shares of a former par value of one euro (EUR 1,-) each, representing the total former capital of Thirty-one thousand euros (EUR 31,000.-) are duly represented at this meeting which is consequently regularly constituted and may deliberate upon the items on its agenda, hereinafter reproduced, without prior notice, all the shareholders represented at the meeting having agreed to meet after examination of the agenda.

The attendance list, signed by the shareholders all represented at the meeting, shall remain attached to the present deed together with the proxies and shall be filed at the same time with the registration authorities.

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

1. Change of the corporate name of the company into "TIV HOLDINGS S.A." and subsequent amendment of Article 1 of the Articles of Incorporation;

2. Determination of the regulations that applies to contributions in equity without any issuance of shares in exchange and creating thereto of a new article number 7 of Articles of Incorporation;

3. Miscellaneous.

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

*First resolution*

The corporate name of the company is changed from "TYI HOLDINGS S.A." to "TIV HOLDINGS S.A.".

As a consequence Article 1 of the Articles of Incorporation is amended to have the following wording:

" **Art. 1. Name.** The name of the company is "TIV Holdings S.A." (the Company). The Company is a public company limited by shares (société anonyme) governed by the laws of the Grand Duchy of Luxembourg, in particular the law of 10 August 1915, on commercial companies, as amended (the Law), and these articles of incorporation (the Articles)".

*Second resolution*

In order to determine the regulations that applies to contributions in equity without any issuance of shares in exchange (poste 115 du Plan Comptable), it created a new Article 7 of the Articles of Incorporation (Articles 7 to 16 being renumbered accordingly) with the following wording:

" **Art. 7.** The Company may receive contributions in equity without any issuance of shares in exchange (poste 115 du Plan Comptable).

These contributions in equity without any issuance of shares in exchange confer no voting or dividend rights. They can be granted for a limited or unlimited period. They are returned to the contributor, at the request of the contributor according to the duration originally planned."

#### *Expenses*

The expenses, costs, payments or charges in any form whatsoever which shall be borne by the company as a result of the present deed are estimated at approximately EUR 1100.

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

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

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

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

L'an deux mille quinze, le vingt-cinq mars.

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

S'est tenue

une assemblée générale extraordinaire des actionnaires de la société anonyme établie à Luxembourg sous la dénomination de "TYI HOLDINGS S.A.", ayant son siège social au 18, rue de l'Eau, L-1449 Luxembourg, constituée par acte de Maître Joseph ELVINGER, alors notaire de résidence à Luxembourg, en date du 7 octobre 2011, publié au Mémorial, Recueil des Sociétés et Associations C numéro 2945 du 1<sup>er</sup> décembre 2011.

La séance est ouverte à 14:30 heures sous la présidence de M. Denis BREVER, économiste, domicilié professionnellement au 18, rue de l'Eau, L-1449 Luxembourg.

Monsieur le Président désigne comme secrétaire M. Gianpiero SADDI, clerc de notaire, domicilié professionnellement à Luxembourg, 74, Avenue Victor Hugo.

L'assemblée élit comme scrutateur, M. Denis BREVER, précité.

Monsieur le Président expose ensuite:

I.- Qu'il résulte d'une liste de présence dressée et certifiée par les membres du bureau que les trente et un mille (31.000) actions d'une valeur nominale d'un euro (EUR 1,-) chacune, représentant l'intégralité du capital social de trente et un mille euros (EUR 31.000,-) sont dûment représentées à la présente assemblée qui en conséquence est régulièrement constituée et peut délibérer ainsi que décider valablement sur les points figurant à l'ordre du jour, ci-après reproduits, l'actionnariat ayant accepté de se réunir sans convocations préalables.

Ladite liste de présence, portant de l'actionnariat, restera annexée au présent procès-verbal ensemble avec la procuration de l'actionnaire unique pour être soumise en même temps aux formalités de l'enregistrement.

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

1. Changement de la dénomination de la société en "TIV HOLDINGS S.A." et modification afférente de l'article 1<sup>er</sup> des statuts;

2. Détermination du régime applicable aux apports en capitaux propres non rémunérés par des titres et création y relative d'un nouvel article 7 des statuts;

3. Divers.

L'Assemblée, après avoir approuvé l'exposé de Monsieur le Président et après s'être reconnue régulièrement constituée, a abordé l'ordre du jour et, après en avoir délibéré, a pris à l'unanimité des voix les résolutions suivantes:

#### *Première résolution*

La dénomination de la société est changée de "TYI HOLDINGS S.A." en "TIV HOLDINGS S.A."

En conséquence, l'article 1<sup>er</sup> des statuts est modifié pour avoir désormais la teneur suivante:

« **Art. 1<sup>er</sup> . Dénomination.** Le nom de la société est «TIV Holdings S.A.» (la Société). La Société est une société anonyme régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), ainsi que par les présents statuts (les Statuts).»

#### *Deuxième résolution*

Aux fins de détermination du régime applicable aux apports en capitaux propres non rémunérés par des titres (poste 115 du Plan Comptable), il est créé un nouvel article 7 des statuts (les articles 7 à 16 étant renumérotés en conséquence) ayant la teneur suivante:

" **Art. 7.** La société peut recevoir des apports en capitaux propres non rémunérés par des titres (poste 115 du Plan Comptable).

Ces Apports en capitaux propres non rémunérés par des titres ne confèrent ni droit de vote ni droit aux dividendes. Ils peuvent être concédés pour une durée limitée ou illimitée. Ils sont restitués à l'apporteur, sur demande de l'apporteur en fonction de la durée prévue initialement".

*Frais*

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison du présent acte est approximativement estimé à la somme de EUR 1200.

Le notaire instrumentaire, qui comprend et parle l'anglais, déclare qu'à la requête des parties comparantes, le présent acte est rédigé en anglais, suivi par une version française. A la requête des mêmes parties comparantes, en cas de divergence entre le texte français et anglais, la version anglaise prévaut.

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

Et après lecture faite et interprétation donnée aux comparants, qui sont tous connus du notaire instrumentaire par leurs noms, prénoms, états et demeures, les membres du bureau ont signé ensemble avec le notaire le présent acte.

Signé: D. Brevier, G. Saddi et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 27 mars 2015. 2LAC/2015/6827. Reçu soixante-quinze euros (75.- €).

*Le Receveur* (signé): Paul Molling.

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

Luxembourg, le 7 avril 2015.

Référence de publication: 2015052745/120.

(150059879) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.

**GAM (Luxembourg) S.A., Société Anonyme,  
(anc. Swiss & Global Asset Management (Luxembourg) S.A.).**

Siège social: L-1661 Luxembourg, 25, Grand-rue.

R.C.S. Luxembourg B 84.535.

Im Jahre zweitausend und fünfzehn, am siebten Mai

vor Notar Henri HELLINCKX, mit Amtssitz in Luxemburg

traten zu einer außerordentlichen Generalversammlung zusammen die Aktionäre der Aktiengesellschaft «Swiss & Global Asset Management (Luxembourg) S.A.» mit Sitz in L-1661 Luxembourg, 25, Grand Rue, eingetragen im Handelsregister Luxemburg unter der Nummer B84535, welche gegründet wurde gemäß notarieller Urkunde am 14. November 2001, veröffentlicht im Mémorial Recueil des Sociétés et Associations, Nummer 1137 vom 10. Dezember 2001. Die Satzung wurde zuletzt abgeändert gemäß Urkunde des unterzeichneten Notars vom 22. April 2014, veröffentlicht im Mémorial, Recueil des Sociétés et Associations, Nummer 1801 vom 22. April 2014.

Den Vorsitz der Versammlung führt Herr Nils KRUSE, Head Legal & Compliance der Swiss & Global Asset Management (Luxembourg) S.A, beruflich wohnhaft in Luxemburg.

Zum Schriftführer wird bestimmt Herr Ewald HAMLESCHER, Privatangestellter, beruflich wohnhaft in Luxemburg.

Die Versammlung wählt zur Stimmzählerin Frau Sandy THIER, Privatangestellte, beruflich wohnhaft in Luxemburg.

Sodann stellt der Vorsitzende gemeinsam mit den Versammlungsteilnehmern Folgendes fest:

I.- Sämtliche Aktien sind Namensaktien.

II.- Die anwesenden oder vertretenen Aktieninhaber und die Anzahl der von ihnen gehaltenen Aktien sind auf einer Anwesenheitsliste, unterschrieben von den Aktieninhabern oder deren Bevollmächtigten, dem Versammlungsbüro und dem unterzeichneten Notar, aufgeführt. Die Anwesenheitsliste sowie die Vollmachten bleiben gegenwärtiger Urkunde beigelegt um mit derselben einregistriert zu werden.

III.- Aus der Anwesenheitsliste ergibt sich, dass sämtliche Aktien bei der außerordentlichen Generalversammlung vertreten sind, sodass die Generalversammlung regelrecht zusammengesetzt ist und über alle Tagesordnungspunkte, welche den Aktionären bekannt sind, beschließen kann.

IV.- Diese Tagesordnung hat folgenden Wortlaut:

*Tagesordnung*

1. Abänderung der Satzung aufgrund Umbenennung der Gesellschaft

2. Sonstiges

Nach Beratung traf die Versammlung einstimmig folgenden Beschluss:

*Beschluss*

Die Generalversammlung beschließt die Bezeichnung der Gesellschaft in GAM (Luxembourg) S.A. abzuändern und den Artikel 1 der Satzung dementsprechend wie folgt zu ändern:

**Art. 1.** Zwischen den Gesellschaftern besteht eine Aktiengesellschaft nach luxemburgischem Recht unter dem Namen GAM (Luxembourg) S.A. (die "Gesellschaft").“

Zu Punkt 2. der Tagesordnung liegen keine weiteren Wortmeldungen vor.

Da hiermit die Tagesordnung erschöpft ist, erklärt der Vorsitzende die Generalversammlung für geschlossen.

Worüber Urkunde aufgenommen in Luxemburg, in der Amtsstube des amtierenden Notars, am Datum wie eingangs erwähnt.

Nach Vorlesung und Erklärung alles Vorstehenden an die Erschienenen, dem beurkundenden Notar nach Namen, gebräuchlichen Vornamen, sowie Stand und Wohnort bekannt, haben die Erschienenen mit dem Vorstand und dem beurkundenden Notar gegenwärtige Urkunde unterschrieben.

Gezeichnet: N. KRUSE, E. HAMLESCHER, S. THIER und H. HELLINCKX.

Enregistré à Luxembourg A.C.1, le 7 mai 2015. Relation: 1LAC/2015/14260. Reçu soixante-quinze euros (75.- EUR).

*Le Receveur* (signé): P. MOLLING.

- FÜR GLEICHLAUTENDE AUSFERTIGUNG - Der Gesellschaft auf Begehrt erteilt.

Luxemburg, den 12. Mai 2015.

Référence de publication: 2015071226/51.

(150080834) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 mai 2015.

**HRT Lux Energy S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 20.000,00.**

Siège social: L-1857 Luxembourg, 5, rue du Kiem.

R.C.S. Luxembourg B 184.075.

*Extrait des résolutions de l'associé unique*

En date du 11 février 2015 l'associé unique de la Société a décidé comme suit:

- d'accepter la démission de Romeu Franke Milton, en tant que gérant de classe A de la Société et ce avec effet immédiat.
- d'accepter la démission de Ricardo Bottas Dourado Dos Santos, en tant que gérant de classe A de la Société et ce avec effet rétroactif au 29 Janvier 2015

- de nommer Luiz Guilherme Esteves Marques, né le 1<sup>er</sup> juin 1974 à Rio de Janeiro au Brésil, demeurant professionnellement au Praia de Botafogo, 370 - 1 andar/parte - Botafogo, 22250-040 Rio de Janeiro, Brésil en tant que gérant de classe A de la Société pour une durée indéterminée, et ce avec effet immédiat.

- de nommer Ricardo Wagner Carvalho de Oliveira, né le 16 mai 1963 à Cabo Frio/Rio de Janeiro au Brésil, demeurant professionnellement au Praia de Botafogo, 370 - 1 andar/parte - Botafogo, 22250-040 Rio de Janeiro, Brésil en tant que gérant de classe A de la Société pour une durée indéterminée, et ce avec effet immédiat.

Le conseil de gérance de la Société se compose désormais comme suit:

*Gérants de classe A:*

- Luiz Guilherme Esteves Marques
- Ricardo Wagner Carvalho de Oliveira

*Gérants de classe B:*

- Harald Thul
- Vladimir Mornard

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

Luxembourg, le 7 avril 2015.

Georges Scheuer

*Mandataire*

Référence de publication: 2015051838/30.

(150060053) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 avril 2015.