MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1592 **27 juin 2015**

SOMMAIRE

Exim Invest A.G., Société Anonyme.

R.C.S. Luxembourg B 130.991.

—

CLÔTURE LIQUIDATION JUDICIAIRE

Par jugement rendu en date du 11/06/2015, le Tribunal d'arrondissement de et à Luxembourg, siégeant en matière commerciale, a déclaré closes pour absence d'actif les opérations de la liquidation de la société suivante:

EXIM INVEST A.G., dont le siège social à L-2450 Luxembourg, 15, boulevard Roosevelt, a été dénoncé en date du 6 septembre 2010

Pour extrait conforme
Maître Christelle Radocchia
Le liquidateur

Référence de publication: 2015096685/14.

(150107247) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2015.

GREEN ASH SICAV, Société d'Investissement à Capital Variable.

Siège social: L-1736 Senningerberg, 5, Heienhaff.

R.C.S. Luxembourg B 197.773.

—

STATUTES

In the year two thousand and fifteen, on the eleventh of June,

Before Maître Pierre PROBST, notary residing in Ettelbruck (Grand Duchy of Luxembourg).

There appeared:

"Alceda Fund Management S.A." incorporated in Luxembourg on January 1, 2007 as a public limited company; registered at the Registrar of Companies of Luxembourg under registration number B 123.356 with registered office at 5, Heienhaff, L-1736 Senningerberg

here represented by

Ms. Nadine Closter, professional address in L-9087 ETTELBRUCK, Grand Duchy of Luxembourg, by virtue of a proxy given dated 3 June 2015.

The proxy given, signed ne varietur by the appearing person and the undersigned notary shall remain annexed to the present deed to be filed at the same time with the registration authorities.

The such appearing party, in the capacity in which it acts, has requested the notary to enact these Articles of Association of a société d'investissement à capital variable, which it declares to incorporate between themselves:

ARTICLES OF INCORPORATION

1. Art. 1. Name.

1.1 There is hereby formed among the subscribers, and all other persons who will become owners of the shares hereafter created, an investment company with variable capital (société d'investissement à capital variable) in the form of a public limited liability company (société anonyme) under the name "GREEN ASH SICAV" (the Company).

1.2 Any reference to shareholders of the Company (Shareholders) in the articles of incorporation of the Company (the Articles) will be a reference to 1 (one) Shareholder as long as the Company will have 1 (one) Shareholder.

2. Art. 2. Registered office.

2.1 The registered office of the Company is established in the municipality of Senningerberg, Grand Duchy of Luxembourg. It may be transferred to any other place within the Grand Duchy of Luxembourg by a resolution of the general meeting of Shareholders of the Company (the General Meeting) deliberating in the manner provided for amendments to the Articles or by the board of directors of the Company (the Board) if and to the extent permitted by law. It may be transferred within the boundaries of the municipality by a resolution of the Board.

2.2 The Board will further have the right to set up offices, administrative centres and agencies wherever it will deem fit, either within or outside of the Grand Duchy of Luxembourg.

2.3 If extraordinary events of political, economic or social nature, likely to impair the normal activity at the registered office or the easy communication between that office and foreign countries, will occur or will be imminent, the registered office may be provisionally transferred abroad until such time as circumstances have completely returned to normal. Such a transfer will have no effect on the nationality of the Company, which will remain a Luxembourg company. The declaration of the provisional transfer abroad of the registered office will be made and brought to the attention of third parties by the officer of the Company best placed to do so in the circumstances.

3. Art. 3. Duration. The Company is established for an unlimited duration.

4. Art. 4. Object of the Company.

4.1 The exclusive purpose of the Company is to invest the assets of the Company in transferable securities and other assets permitted by law in accordance with the principle of risk diversification, within the limits of the investment policies and restrictions determined by the Board pursuant to article 20 hereof, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

4.2 The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfilment and implementation of the object of the Company to the full extent permitted by Part I of the act dated 17 December 2010 concerning undertakings for collective investment as well as laws in relation thereto (the 2010 Act).

5. Art. 5. Share capital, share classes.

5.1 The capital of the Company will at all times be equal to the total net assets of the Company and will be represented by fully paid-up shares of no par value.

5.2 The minimum capital, as provided by law, is fixed at EUR 1,250,000 (one million two hundred and fifty thousand euro), respectively the equivalent thereof in the consolidation currency (USD) of the Company, to be reached within a period of six months as from the authorisation of the Company by the Luxembourg supervisory authority, being provided that shares of a Target Sub-fund held by a investing Sub-fund (as defined in article 20.11 below) will not be taken into account for the purpose of the calculation of the EUR 1,250,000, respectively the equivalent thereof in the consolidation currency (USD) of the Company, minimum capital requirement. Upon the decision of the Board, the shares issued in accordance with these Articles may be of more than one share class. The proceeds from the issue of shares of a share class, less any applicable commissions or fees, are invested in transferable securities of all types and other legally permissible assets in accordance with the investment policy as set forth by the Board and taking into account investment restrictions imposed by law.

5.3 The initial capital is USD 45,000 (forty five thousand US dollars) divided into 450 (forty five hundred) shares of no par value.

5.4 The Company has an umbrella structure, each compartment corresponding to a distinct part of the assets and liabilities of the Company (a Sub-fund) as defined in article 181 of the 2010 Act, and that is formed for one or more share classes of the type described in these Articles. Each Sub-fund will be invested in accordance with the investment objective and policy applicable to that Sub-fund. The investment objective, policy (including, as the case may be, acting as a feeder Sub-fund or master Sub-fund), as well as the risk profile and other specific features of each Sub-fund are set forth in the prospectus of the Company (the Prospectus). Each Sub-fund may have its own funding, share classes, investment policy, capital gains, expenses and losses, distribution policy or other specific features.

5.5 Within a Sub-fund, the Board may, at any time, decide to issue one or more share classes the assets of which will be commonly invested but subject to different fee structures, distribution, marketing targets, currency or other specific features, including special rights. A separate net asset value per share, which may differ as a consequence of these variable factors, will be calculated for each share class.

5.6 The Company may create additional share classes whose features may differ from the existing share classes and additional Sub-funds whose investment objectives may differ from those of the Sub-funds then existing. Upon creation of new Sub-funds or share classes, the Prospectus will be updated, if necessary.

5.7 The Company is one single legal entity. However, the rights of the Shareholders and creditors relating to a Sub-fund or arising from the setting-up, operation and liquidation of a Sub-fund are limited to the assets of that Sub-fund. The assets of a Sub-fund are exclusively dedicated to the satisfaction of the rights of the Shareholder relating to that Sub-fund and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Sub-fund, and there will be no cross liability between Sub-funds, in derogation of article 2093 of the Luxembourg Civil Code.

5.8 The Board may create each Sub-fund for an unlimited or limited period of time; in the latter case, the Board may, at the expiration of the initial period of time, extend the duration of that Sub-fund one or more times. At the expiration of the duration of a Sub-fund, the Company will redeem all the shares in the share class(es) of that Sub-fund, in accordance with article 8 of these Articles, irrespective of the provisions of article 24 of these Articles. At each extension of the duration of a Sub-fund, the registered Shareholders will be duly notified in writing, by a notice sent to their address as recorded in the Company's register of Shareholders. The Prospectus will indicate the duration of each Sub-fund and, if applicable, any extension of its duration.

5.9 For the purpose of determining the capital of the Company, the net assets attributable to each share class will, if not already denominated in consolidation currency, be converted into consolidation currency (USD). The capital of the Company equals the total of the net assets of all the share classes.

6. Art. 6. Shares.

6.1 The shares shall be and remain registered shares. All shares issued by the Company are entered in the register of Shareholders, which is kept by the Company or by one or more persons designated by the Company. This register contains the names of the owners of registered shares, their permanent residence or elected domicile as indicated to the Company, and the number of shares held by them.

6.2 The entry of the Shareholder's name in the register of Shareholders evidences the Shareholder's right of ownership to such registered shares. No share certificates will be issued, unless otherwise requested by an investor. Shares ownership will be evidenced by confirmation of ownership and registration on the share register of the Company. When issued, the share certificates will be signed by two members of the Board. The signatures may be handwritten, printed or in the form of a facsimile. One of these signatures may be made by a person duly authorised to do so by the Board; in this case, it must be handwritten.

6.3 The transfer of shares is effected:

(a) if share certificates have been issued, by delivery of the certificate or certificates representing these shares to the Company along with other instruments of transfer satisfactory to the Company, and

(b) if no share certificates have been issued, by a written declaration of transfer to be entered in the register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act on their behalf. Any transfer of shares will be entered in the register of Shareholders. This entry will be signed by one or more members of the Board or by one or more other persons duly authorised to do so by the Board.

6.4 Shareholders entitled to receive shares must provide the Company with an address to which all notices and announcements may be sent. This address will also be entered into the register of Shareholders.

6.5 In the event that a Shareholder does not provide an address, the Company may have a notice to this effect entered into the register of Shareholders. The Shareholder's address will be deemed to be at the registered office of the Company or at such other address as may be determined by the Company from time to time, until another address is provided to the Company by that Shareholder. A Shareholder may, at any time, change the address entered in the register of Shareholders by means of a written notification to the registered office of the Company or to such other address as may be determined by the Company from time to time.

6.6 Damaged confirmations of shareholding (or share certificates, if issued) may be cancelled by the Company and replaced by new certificates.

6.7 If a Shareholder can prove to the satisfaction of the Company that his confirmation of shareholding (or share certificate, if issued) has been lost, damaged or destroyed, then, at the Shareholder's request, a duplicate confirmation of shareholding (or share certificate, if issued) 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. With the issuance of the new confirmation of shareholding (share certificate, if issued), which will be marked as a duplicate, the original confirmation of shareholding (share certificate, if issued) being replaced will become void.

6.8 The Company may, at its discretion, charge the costs of a duplicate or of a new confirmation of shareholding (share certificate, if issued) and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the cancellation of the original confirmation of shareholding (share certificate, if issued), to the Shareholder.

6.9 The Company recognises only one owner per share. If one or more shares are jointly owned or if the ownership of a share or shares is disputed, all persons claiming a right to those shares will appoint one owner to represent those shares towards the Company. The failure to appoint such an attorney results in the suspension of the exercise of all rights attached to such shares.

6.10 The Company may decide to issue fractional shares. Such fractional shares do not carry voting rights, except where their number is so that they represent a whole share, but are entitled to participate in the net assets attributable to the relevant share class on a pro rata basis.

7. Art. 7. Issue of shares.

7.1 The Board is authorised, without limitation, to issue an unlimited number of fully paid up shares at any time without reserving a preferential right to subscribe for the shares to be issued for the existing Shareholders.

7.2 The Board may impose restrictions on the frequency at which shares of a certain share class are issued; the Board may, in particular, decide that shares of a particular share class will only be issued during one or more offering periods or at such other intervals as provided for in the Prospectus.

7.3 Shares in Sub-funds will be issued at the subscription price. The subscription price for shares of a particular share class of a Sub-fund corresponds to the net asset value per share of the respective share class (see articles 12 and 13, the Net Asset Value), adjusted as the case may be in accordance with article 12.7, plus any subscription fee, if applicable. Additional fees or charges may be applied in accordance with the terms of the Prospectus and specific charges may be incurred in the relevant jurisdiction where shares will be offered. The relevant subscription price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

7.4 A process determined by the Board and described in the Prospectus will govern the chronology of the issue of shares in a Sub-fund.

7.5 The subscription price is payable within a period determined by the Board, which may not exceed 3 (three) business days from the relevant valuation day, determined as every such day in respect of which the Net Asset Value per share for a given share class or Sub-fund is calculated (the Valuation Day).

7.6 The Board may confer the authority upon any of its members, any managing director, officer or other duly authorised representative to accept subscription applications, to receive payments for newly issued shares and to deliver these shares.

7.7 The Company may agree to issue shares as consideration for a contribution in kind of assets, in accordance with Luxembourg law, in particular in accordance with the obligation to deliver a valuation report from the auditor (réviseur d'entreprises agréé) of the Company, and provided that such assets are in accordance with the investment objectives and policies of the relevant Sub-fund. All costs related to the contribution in kind are borne by the Shareholder acquiring shares in this manner.

7.8 Applications for subscription are irrevocable, except - for the duration of such suspension - when the calculation of the Net Asset Value has been suspended in accordance with article 13 of these Articles.

8. Art. 8. Redemption of shares.

8.1 Any Shareholder may request redemption of all or part of his shares from the Company, pursuant to the conditions and procedures set forth by the Board in the Prospectus and within the limits provided by law and these Articles.

8.2 Subject to the provisions of article 13 of these Articles, the redemption price per share will be paid within a period determined by the Board which may not, in principle, exceed 5 (five) business days from the relevant Valuation Day, as determined in accordance with the current policy of the Board, provided that any share certificates, if issued, and any other transfer documents have been received by the Company.

8.3 The redemption price per share for shares of a particular share class of a Sub-fund corresponds to the Net Asset Value per share of the respective share class adjusted as the case may be in accordance with article 12.7, less any redemption fee, if applicable. Specific charges may be incurred in the relevant jurisdiction where shares will be offered. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

8.4 A process determined by the Board and described in the Prospectus will govern the chronology of the redemption of shares in a Sub-fund.

8.5 If as a result of a redemption application, the number or the value of the shares held by any Shareholder in any share class falls below the minimum number or value that is then determined by the Board in the Prospectus, the Company may decide to treat such an application as an application for redemption of all of that Shareholder's shares in the given share class.

8.6 If, in addition, in respect of a Valuation Day, redemption applications as defined in this article and conversion applications as defined in article 9 of these Articles exceed a certain level set by the Board in relation to the shares of a given share class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain time period and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the non-proceeded redemptions will then be proceeded by priority on the Valuation Day following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

8.7 The Company may satisfy payment of the redemption price owed to any Shareholder who agrees, subject to such conditions set out in the Prospectus, in specie by allocating assets to the Shareholder from the portfolio set up in connection with the share class(es) equal in value to the value of the shares to be redeemed (calculated in the manner described in article 12) as of the Valuation Day or the time of valuation when the redemption price is calculated if the Company determines that such a transaction would not be detrimental to the best interests of the remaining Shareholders of the relevant Sub-fund. The nature and type of assets to be transferred in such case will be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders in the given share class or share classes, as the case may be. The valuation used will be confirmed by a special report of the auditor of the Company. The costs of any such transfers are borne by the transferee.

8.8 All redeemed shares may be cancelled.

8.9 All applications for redemption of shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article 13 of these Articles, when the calculation of the Net Asset Value has been suspended or when redemption has been suspended as provided for in this article.

8.10 The Company may redeem Shares of any Shareholder if the Board or the Management Company, whether on its own initiative or at the initiative of a distributor, if appointed, determines that:

(a) any of the representations given by the Shareholder to the Company or the Management Company were not true and accurate or have ceased to be true and accurate; or

(b) the Shareholder is not or ceases to be an eligible investor; or

(c) that the continuing ownership of Shares by the Shareholder would cause an undue risk of adverse tax consequences to the Company or any of its Shareholders; or

(d) the continuing ownership of Shares by such Shareholder may be prejudicial to the Company or any of its Shareholders; or

(e) further to the satisfaction of a redemption request received by a Shareholder, the number or aggregate amount of Shares of the relevant class of shares held by this Shareholder is less than a minimum holding amount defined in the Prospectus.

9. Art. 9. Conversion of shares.

9.1 A Shareholder may convert shares of a particular share class of a Sub-fund held in whole or in part into shares of the corresponding share class of another Sub-fund; conversions from shares of one share class of a Sub-fund to shares of another share class of either the same or a different Sub-fund are also permitted, except otherwise decided by the Board.

9.2 The Board may make the conversion of shares dependent upon additional conditions.

9.3 A conversion application will be considered as an application to redeem the shares held by the Shareholder and as an application for the simultaneous acquisition (issue) of the shares to be acquired. The conversion ratio will be calculated on the basis of the Net Asset Value per share of the respective share class; a conversion fee may be incurred. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The prices of the conversion may be rounded up or down to the nearest unit of the currency in which they are to be paid, as determined by the Board. The Board may determine that balances of less than a reasonable amount to be set by the Board, resulting from conversions will not be paid out to Shareholders.

9.4 As a rule, both the redemption and the acquisition parts of the conversion application should be calculated on the basis of the values prevailing on one and the same Valuation Day. If there are different order acceptance deadlines for the Sub-funds in question, the calculation may deviate from this, in particular depending on the sales channel. In particular either:

(a) the sales part may be calculated in accordance with the general rules on the redemption of shares (which may be older than the general rules on the issue of shares), while the purchase part would be calculated in accordance with the general (newer) rules on the issue of shares; or

(b) the sales part is not calculated until a time later in relation to the general rules on share redemption together with the purchase part calculated in accordance with the newer (in relation to the sales part) rules on the issue of shares.

9.5 Conversions may only be effected if, at the time, both the redemption of the shares to be converted and the issue of the shares to be acquired are simultaneously possible; there will be no partial execution of the application unless the possibility of issuing the shares to be acquired ceases after the shares to be converted have been redeemed.

9.6 All applications for the conversion of shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article 13 of these Articles, when the calculation of the Net Asset Value of the shares to be redeemed has been suspended or when redemption of the shares to be redeemed has been suspended as provided for in article 8. If the calculation of the Net Asset Value of the shares to be acquired is suspended after the shares to be converted have already been redeemed, only the acquisition part of the conversion application can be revoked during this suspension.

9.7 If, in addition, in respect of a Valuation Day redemption applications as defined in article 8 of these Articles and conversion applications as defined in this article exceed a certain level set by the Board in relation to the shares issued in the share class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain period of time and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the non-proceeded redemptions will then be proceeded by priority on the Valuation Day following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

9.8 If as a result of a conversion application, the number or the value of the shares held by any Shareholder in any share class falls below the minimum number or value that is then - if the rights provided for in this sentence are to be applicable - determined by the Board in the Prospectus, the Company may decide to treat the purchase part of the conversion application as a request for redemption for all of the Shareholder's shares in the given share class; the acquisition part of the conversion application remains unaffected by any additional redemption of shares.

9.9 Shares that are converted to shares of another share class will be cancelled.

10. Art. 10. Restrictions on ownership of shares.

10.1 The Company may restrict or prevent the ownership of shares in the Company by any individual or legal entity,

(a) if in the opinion of the Company such holding may be detrimental to the Company;

(b) if it may result in a breach of any law or regulation, whether Luxembourg law or other law; or

(c) if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such individual or legal entities are to be determined by the Board and are defined herein as Restricted Persons).

10.2 For such purposes the Company may:

(a) decline to issue any shares and decline to register any transfer of shares, where such registration or transfer would result in legal or beneficial ownership of such shares by a Restricted Person; and

(b) at any time require any person whose name is entered in the register of Shareholders or who seeks to register the transfer of shares in the register of Shareholders to furnish the Company with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder' shares rests with a Restricted Person, or whether such registration will result in beneficial ownership of such shares by a Restricted Person; and

(c) decline to accept the vote of any Restricted Person at the General Meeting; and

(d) instruct a Shareholder to sell his shares and to demonstrate to the Company that this sale was made within 10 (ten) business days of the sending of the relevant notice if the Company determines that a Restricted Person is the sole beneficial owner or is the beneficial owner together with other persons.

If the investor does not comply with the notice, the Company may, in accordance with the procedure described below, compulsorily redeem all shares held by such a Shareholder or have this redemption carried out:

(1) The Company provides a second notice (Purchase Notice) to the investor or the owner of the shares to be redeemed, in accordance with the entry in the register of Shareholders; this Purchase Notice designates the shares to be redeemed, the procedure under which the redemption price is calculated and the name of the acquirer.

- Such Purchase Notice will be sent by registered mail to the last known address or to the address listed in the Company's books.

- Immediately upon close of business on the date designated in the Purchase Notice, the Shareholder's ownership of the shares which are designated in the Purchase Notice ends. The name of the Shareholder is deleted from the register of Shareholders.

(2) The price at which these shares are acquired (Purchase Price) corresponds to an amount equal the relevant per share Net Asset Value determined in accordance with Article 12 as at the date of the Purchase Notice, less any redemption fees incurred, if applicable. If share certificates have been issued, the Purchase Price is, less any redemption fees incurred, if applicable, the lesser of the aforementioned per share Net Asset Value as at the date of the Purchase Notice and the per share Net Asset Value calculated on the day immediately following submission of such share certificates.

(3) The Purchase Price will be made available to the previous owner of these shares in the currency determined by the Board for the payment of the redemption price of the corresponding share class and deposited by the Company at a bank in Luxembourg or elsewhere (corresponding to the information in the Purchase Notice) after the final determination of the Purchase Price following the return of the share certificate(s), if issued, as designated in the Purchase Notice and their corresponding coupons that are not yet due. After the Purchase Notice has been provided and in accordance with the procedure outlined above, the previous owner no longer has any claim related to all or any of these shares and the previous owner also has no further claim against the Company or the Company's assets in connection with these shares, with the exception of the right to receive payment of the Purchase Price without interest from the named bank after actual delivery of the share certificate(s), if issued. All income from redemptions to which Shareholders are entitled in accordance with the provisions of this paragraph may no longer be claimed and is forfeited as regards the respective share class(es) unless such income is claimed within a period of five years after the date indicated in the Purchase Notice. The Board is authorised to take all necessary steps to return these amounts and to authorise the implementation of corresponding measures for the Company.

(4) The exercise of the powers by the Company in accordance with this article may in no way be called into question or declared invalid on the grounds that the ownership of shares was not sufficiently proven or that the actual ownership of shares did not correspond to the assumptions made by the Company on the date of the Purchase Notice, provided that the Company exercised the above-named powers in good faith.

10.3 Restricted Persons as defined in these Articles are neither persons who subscribe shares for the duration of their shareholding in connection with the formation of the Company nor securities dealers who subscribe shares in the Company for distribution.

10.4 Each Shareholder and each transferee of a Shareholder's interest in any Sub-Fund shall furnish to the Company or the Management Company, or any third party designated by the Company or the Management Company (a "Designated Third Party"), in such form and at such time as is reasonably requested by the Company or the Management Company any information, representations, waivers and forms relating to the Shareholder (or the Shareholder's direct or indirect owners or account holders) as shall reasonably be requested by the Company or the Management Company or the Designated Third Party to assist it in obtaining any exemption from, reduction in or refund of any withholding or other taxes imposed by or owed to any taxing authority or other governmental agency (including withholding taxes imposed pursuant to the Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement, or any agreement entered into pursuant to any such legislation or intergovernmental agreement) upon the Company, amounts paid to the Company, or amounts allocable or distributable by the Company to such Shareholder or transferee. In the event that any Shareholder or transferee of an Shareholder's interest fails to furnish such information, representations, waivers or forms to the Company, the Management Company or the Designated Third Party, the Company, Management Company or the Designated Third Party shall have full authority to take any and all of the following actions: (i) withhold any taxes required to be withheld pursuant to any applicable legislation, regulations, rules or agreements; (ii) effect a compulsory redemption of a Shareholder's or transferee's interest in any Sub-Fund and (iii) form and operate an investment vehicle organized in the United States that is treated as a "domestic partnership" for purposes of section 7701 of the Internal Revenue Code of 1986, as amended and transfer such Shareholder's or transferee's interest in any Sub-Fund or interest in such Sub-Fund assets and liabilities to such investment vehicle. If requested by the Company, the Management Company or the Designated Third Party, the Shareholder or transferee shall execute any and all documents, opinions, instruments and certificates as the Company, the Management Company or the Designated Third Party shall have reasonably requested to effectuate the foregoing. Each Shareholder hereby grants to the

Company, the Management Company or the Designated Third Party a power of attorney, coupled with an interest, to execute any such documents, instruments or certificates on behalf of the Shareholder, if the Shareholder fails to do so.

10.5 The Shareholder understands and agrees that the Company or the Management Company may disclose to a Designated Third Party, and that each of the Company, Management Company or a Designated Third Party may disclose information regarding any Shareholder (including any information provided by the Shareholder pursuant to this section 10 to any person to whom information is required or requested to be disclosed by any taxing authority or other governmental agency including, in each case, transfers to jurisdictions which do not have strict data protection or similar laws, to enable the Company to comply with any applicable law or regulation or agreement with a governmental authority.

10.6 Each Shareholder hereby waives all rights it may have under applicable bank secrecy, data protection and similar legislation that would otherwise prohibit any such disclosure and warrants that each person whose information it provides (or has provided) to the Company, Management Company or the Designated Third Party has been given such information, and has given such consent, as may be necessary to permit the collection, processing, disclosure, transfer and reporting of their information as set out in this section 10 and this paragraph.

10.7 Each Shareholder understands and agrees that the Management Company or the Designated Third Party may enter into agreements on behalf of the Company (or any Sub-fund) with any applicable taxing authority (including any agreement entered into pursuant to the Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act of 2010, or any similar or successor legislation or intergovernmental agreement) to the extent it determines such an agreement is in the best interest of the Company, any Sub-fund or any Shareholder.

11. Art. 11. Restrictions on transfer.

11.1 All transfers of Shares will be effected by a transfer in writing in any usual or common form or any other form approved by the Company and every form of transfer will state the full name and address of the transferor and the transferee. The instrument of transfer of a Share will be signed by or on behalf of the transferor. The transferor will be deemed to remain the holder of the Share until the name of the transferee is entered on the register of Shareholders in respect thereof. The Company may decline to register any transfer of Share if, in consequence of such transfer, the value of the holding of the transferor or transferee does not meet the minimum subscription or holding levels of the relevant class of shares or Sub-fund as set out in the Prospectus. The registration of transfer may be suspended at such times and for such periods as the Company may from time to time determine, provided, however, that such registration will not be suspended for more than five (5) days in any calendar year. The Company may decline to register any transfer of Shares unless the original instruments of transfer, and such other documents that the Company may require are deposited at the registered office of the Company or at such other place as the Company may reasonably require, together with such other evidence as the Company may reasonably require to show the right of the transferor to make the transfer and to verify the identity of the transferee. Such evidence may include a declaration as to whether the proposed transferee (i) is a US Person or acting for or on behalf of a US Person, (ii) is a Restricted Person or acting for or on behalf of a Restricted Person or (iii) does qualify as Institutional Investor.

11.2 The Company may decline to register a transfer of Shares:

(a) if in the opinion of the Company, the transfer will be unlawful or will result or be likely to result in any adverse regulatory, tax or fiscal consequences to the Company or its Shareholders; or

(b) if the transferee is a US person or is acting for or on behalf of a US person; or

(c) if the transferee is a Restricted Person or is acting for or on behalf of a Restricted Person; or

(d) in relation to classes of shares reserved for subscription by institutional investors, if the transferee is not an institutional investor; or

(e) in circumstances as set out in the Prospectus; or

(f) if in the opinion of the Company, the transfer of the Shares would lead to the Shares being registered in a depositary or clearing system in which the Shares could be further transferred otherwise than in accordance with the terms of the Prospectus or these Articles.

12. Art. 12. Calculation of Net Asset Value per share.

12.1 The Company, each Sub-fund and each share class in a Sub-fund have a Net Asset Value determined in accordance with these Articles. The consolidation currency of the Company is the USD. The Net Asset Value of each Sub-fund will be calculated in the reference currency of the Sub-fund or share class, as it is stipulated in the relevant special section of the Prospectus, and will be determined by the administrative agent in respect of each Valuation Day as stipulated in the relevant special section of the Prospectus, by calculating the aggregate of:

(a) the value of all assets of the Company which are allocated to the relevant Sub-fund in accordance with the provisions of these Articles; less

(b) all the liabilities of the Company which are allocated to the relevant Sub-fund in accordance with the provisions of these Articles, and all fees attributable to the relevant Sub-fund, which fees have accrued but are unpaid on the relevant Valuation Day.

12.2 The Net Asset Value per share will be calculated in the reference currency of the relevant Sub-fund and will be calculated by the administrative agent as at the calculation day of the Net Asset Value of the relevant Sub-fund by dividing

the Net Asset Value of the relevant Sub-fund by the number of shares which are in issue on such Valuation Day in the relevant Sub-fund (including shares in relation to which a Shareholder has requested redemption in respect of such Valuation Day).

12.3 If the Sub-fund has more than one share class in issue, the administrative agent will calculate the Net Asset Value for each share class by dividing the portion of the Net Asset Value of the relevant Sub-fund attributable to a particular share class by the number of shares of such share class in the relevant Sub-fund which are in issue on such Valuation Day (including shares in relation to which a Shareholder has requested redemption in respect of such Valuation Day).

12.4 The Net Asset Value per Share may be rounded up or down to the nearest whole hundredth share of the currency in which the Net Asset Value of the relevant Shares are calculated.

12.5 The assets of the Company will be deemed to include:

(a) all cash on hand or receivable or on deposit, including accrued interest;

(b) all bills and notes payable on demand and any amounts due (including the proceeds of securities sold but not yet collected);

(c) all securities, shares, bonds, debentures, swaps, options or subscription rights and any other investments and securities belonging to the Company;

(d) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company provided that the Company may adjust the valuation for fluctuations in the market value of securities due to trading practices such as trading ex-dividend or ex-rights;

(e) all accrued interest on any interest bearing securities held by the Company except to the extent that such interest is comprised in the principal thereof;

(f) the preliminary expenses of the Company insofar as the same have not been written off; and

(g) all other permitted assets of any kind and nature including prepaid expenses.

12.6 The assets of the Company will be valued as follows:

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

(b) the value of transferable securities, money market instruments and financial derivative instruments are valued on the basis of the last available price of the relevant stock exchange or regulated market on which these securities or assets are traded or admitted for trading. Where such securities or other assets quoted or dealt in on one or more than one stock exchange or regulated market, the Board or its delegate shall adopt policies as to the order of priority in which such stock exchanges or other regulated markets shall be used for the provisions of prices of securities or assets;

(c) if a transferable security or money market instrument is not traded or admitted on any official stock exchange or an regulated market, or in the case of transferable securities or money market instruments so traded or admitted where the last available price is not representative of their fair market value, the Board or its delegate shall proceed on the basis of their reasonably foreseeable sales price, which shall be valued with prudence and in good faith;

(d) OTC derivatives will be valued in accordance with market practice. For certain Sub-funds using OTC derivatives as part of their main investment policy, the valuation method of the OTC derivative may be further specified in the relevant special section of the Prospectus;

(e) units or shares of UCITS and UCIs shall be valued on the basis of their last available net asset value, as reported by such undertakings; and

(f) liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis. All other assets, where practice allows, may be valued in the same manner.

If any of the aforementioned valuation principles do not reflect the valuation method commonly used in specific markets or if any such valuation principles do not seem accurate for the purpose of determining the value of the Company's assets, the Board may fix different valuation principles in good faith and in accordance with generally accepted valuation principles and procedures.

12.7 If on any transaction day the aggregate transactions in shares of all classes of a Sub-fund result in a net increase or decrease of shares for that Sub-fund (relating to the cost of market dealing for that Sub-fund), the net asset value of the relevant Sub-fund may be adjusted by an amount which reflects both the estimated fiscal charges and dealing costs that may be incurred by the Sub-fund and the estimated bid/offer spread of the assets in which the Sub-fund invests in accordance with the terms of the Prospectus. The adjustment will be an addition when the net movement results in an increase of all shares of the Sub-fund and a deduction when it results in a decrease.

12.8 The liabilities of the Company will be deemed to include:

(a) all borrowings, bills and other amounts due;

(b) all formation and launching expenses as well as operation and administrative expenses due or accrued including but not limited to the costs of its constitution and registration with regulatory authorities, as well as legal, audit, management, custodial, paying agency and corporate and central administration and registrar and transfer agency fees and expenses, the

costs of legal publications, prospectuses, financial reports and other documents made available to Shareholders, translation expenses and generally any other expenses arising from the administration of the Company;

(c) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Company for which no coupons have been presented and which therefore remain unpaid until the day these dividends revert to the Company by prescription;

(d) any appropriate amount set aside for taxes due on the date of the valuation and any other provisions of reserves authorised and approved by the Board; and

(e) any other liabilities of the Company of whatever kind towards third parties.

12.9 The allocation of assets and liabilities of the Company between Sub-funds (and within each Sub-fund between the different share classes) will be effected so that:

(a) the subscription price received by the Company on the issue of shares, and reductions in the value of the Company as a consequence of the redemption of shares, will be attributed to the Sub-fund (and within that Sub-fund, the share class) to which the relevant shares belong;

(b) assets acquired by the Company upon the investment of the subscription proceeds and income and capital appreciation in relation to such investments which relate to a specific Sub-fund (and within a Sub-fund, to a specific share class) will be attributed to such Sub-fund (or share class in the Sub-fund);

(c) assets disposed of by the Company as a consequence of the redemption of shares and liabilities, expenses and capital depreciation relating to investments made by the Company and other operations of the Company, which relate to a specific Sub-fund (and within a Sub-fund, to a specific share class) will be attributed to such Sub-fund (or share class in the Sub-fund);

(d) where the use of foreign exchange transactions, instruments or financial techniques relates to a specific Sub-fund (and within a Sub-fund, to a specific share class) the consequences of their use will be attributed to such Sub-fund (or share class in the Sub-fund);

(e) where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques relate to more than one Sub-fund (or within a Sub-fund, to more than one share class), they will be attributed to such Sub-funds (or share classes, as the case may be) in proportion to the extent to which they are attributable to each such Sub-fund (or each such share class);

(f) where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques cannot be attributed to a particular Sub-fund they will be divided equally between all Sub-funds or, in so far as is justified by the amounts, will be attributed in proportion to the relative Net Asset Value of the Sub-funds (or share classes in the Sub-fund) if the Company, in its sole discretion, determines that this is the most appropriate method of attribution;

(g) upon payment of dividends to the Shareholders of a Sub-fund (and within a Sub-fund, to a specific share class) the net assets of this Sub-fund (or share class in the Sub-fund) are reduced by the amount of such dividend.

12.10 For the purpose of valuation under this article:

(a) shares of the relevant Sub-fund in respect of which subscription has been accepted by the Board but payment has not yet been received shall be deemed to be existing as from the close of business on the Valuation Day on which they have been allotted and the price therefore, until received by the Company, shall be deemed a debt due to the Company;

(b) shares of the relevant Sub-fund in respect of which the Board has issued a redemption notice or in respect of which a redemption request has been received, will be treated as existing and taken into account on the relevant Valuation Day, and from such time and until paid, the redemption price therefore will be deemed to be a liability of the Company;

(c) all investments, cash balances and other assets of any Sub-fund expressed in currencies other than the currency of denomination in which the Net Asset Value of the relevant Sub-fund is calculated, will be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of shares;

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

(e) where the Board is of the view that any conversion or redemption which is to be effected will have the result of requiring significant sales of assets in order to provide the required liquidity, the value may, at the discretion of the Board, be effected at the actual bid prices of the underlying assets and not the last available prices. Similarly, should any subscription or conversion of shares result in a significant purchase of assets in the Company, the valuation may be done at the actual offer price of the underlying assets and not the last available price.

13. Art. 13. Frequency and temporary suspension of the calculation of share value and of the issue, redemption and conversion of shares.

13.1 The Net Asset Value of shares issued by the Company will be determined with respect to the shares relating to each Sub-fund by the Company as set forth in the Prospectus, but no instance less than twice monthly, as the Board may decide.

13.2 The Company or the Management Company may at any time and from time to time suspend the determination of the Net Asset Value of shares of any Sub-fund or share class, the issue of the shares of such Sub-fund or share class to

subscribers and the redemption of the shares of such Sub-fund or share class from its Shareholders as well as conversions of shares of any share class in a Sub-fund:

(a) when one or more stock exchanges or markets, which provide the basis for valuing a substantial portion of the assets of the Sub-fund or of the relevant share class, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the Sub-fund or of the relevant share class are denominated, are closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended;

(b) when, as a result of political, economic, military or monetary events or any circumstances outside the responsibility and the control of the Board, disposal of the assets of the Sub-fund or of the relevant share class is not reasonably or normally practicable without being seriously detrimental to the interests of the Shareholders;

(c) in the case of a breakdown in the normal means of communication used for the valuation of any investment of the Sub-fund or of the relevant share class or if, for any reason beyond the responsibility of the Board, the value of any asset of the Sub-fund or of the relevant share class may not be determined as rapidly and accurately as required;

(d) if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Company are rendered impracticable or if purchases and sales of the Sub-fund's assets cannot be effected at normal rates of exchange; and

(e) when the Board so decides, provided that all Shareholders are treated on an equal footing and all relevant laws and regulations are applied (i) upon publication of a notice convening a General Meeting of Shareholders of the Company or of a Sub-fund for the purpose of deciding on the liquidation, dissolution, the merger or absorption of the Company or the relevant Sub-fund and (ii) when the Board is empowered to decide on this matter, upon their decision to liquidate, dissolve, merge or absorb the relevant Sub-fund;

(f) in case of the Company's liquidation or in the case a notice of termination has been issued in connection with the liquidation of a Sub-fund or a class of shares;

(g) where, in the opinion of the Board, circumstances which are beyond the control of the Board make it impracticable or unfair vis-à-vis the Shareholders to continue trading the Shares.

13.3 Any such suspension may be notified by the Company or the Management Company in such manner as it may deem appropriate to the persons likely to be affected thereby. The Company or Management Company will notify Shareholders requesting redemption or conversion of their Shares of such suspension.

13.4 Such suspension as to any Sub-fund will have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-fund.

13.5 Any request for subscription, redemption and conversion will be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share in the relevant Sub-fund. Withdrawal of a subscription or of an application for redemption or conversion will only be effective if written notification (by electronic mail, regular mail, courier or fax) is received by the Registrar and Transfer Agent before termination of the period of suspension, failing which subscription, redemption applications not withdrawn will be processed on the first Valuation Day following the end of the suspension period, on the basis of the Net Asset Value per Share determined for such Valuation Day.

14. Art. 14. Board of directors.

14.1 The Board shall comprise at least three members, which shall be appointed by the general meeting of shareholders and who do not need to be shareholders in the Company.

14.2 The general meeting of shareholders may only appoint as a new member of the Board a person who has not previously been a member of the Board if

(a) this person has been put forward by the Board or

(b) a shareholder who is fully entitled to vote at the general meeting of shareholders convened by the Board informs the chairman of the Board or if this is impossible another member of the Board - in writing not less than six and not more than thirty days before the scheduled date of the general meeting of shareholders of his intention to put forward a person other than himself for election or reconsideration, together with written confirmation from this person that he wishes to be put forward for election; however the chairman of the general meeting of shareholders, under the condition that he receives the unanimous consent of all shareholders present at the meeting, may declare the waiving of the requirement for the aforementioned written notice and resolve that this nominated person should be put forward for election.

14.3 The general meeting of shareholders shall determine the number of members in the Board, as well as their term of office. A term of office may not exceed a period of six years. Members of the Board may be re-elected.

14.4 If a member of the Board leaves his office before the expiry of his specified term of office, the remaining members of the Board appointed by the general meeting of shareholders may determine a preliminary successor before the following general meeting of shareholders. The successor determined in this way will complete the term of office of his predecessor.

14.5 The members of the Board may be relieved of office at any time by the general meeting of shareholders.

15. Art. 15. Board meetings.

15.1 The Board will elect a chairman out of the list of Directors. It may further choose a secretary, either director or not, who will be in charge of keeping the minutes of the meetings of the Board.

15.2 The chairman will preside at all General Meetings and all meetings of the Board. In his absence, the General Meeting or, as the case may be, the Board will appoint another Director as chairman pro tempore by vote of the majority in number present in person or by proxy at such meeting.

15.3 Meetings of the Board are convened by the chairman or by any other two members of the Board at the place indicated in the notice of meeting.

15.4 The directors will be convened separately to each meeting of the Board. Written notice of any meeting of the Board will be given to all directors at least forty-eight (48) hours prior to the date set for such meeting, except in emergencies, in which case the nature of the emergency will be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telefax or any other electronic means capable of evidencing such waiver. No separate invitation is necessary for meetings whose date and location have been determined by a prior resolution of the Board.

15.5 The meeting will be duly held without prior notice if all the directors are present or duly represented.

15.6 The meetings are held at the place, the day and the hour specified in the convening notice.

15.7 Any director may act at any meeting of the Board by appointing in writing or by telefax, telegram or any other electronic means capable of evidencing such appointment of another director as his proxy.

15.8 A director may represent more than one of his colleagues, under the condition however that at least two directors are present at the meeting.

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

15.10 The Board can validly debate and take decisions only if the majority of its Directors is present or duly represented.

15.11 All resolutions of the Board shall require a majority of the directors present or represented at the Board meeting, in which the quorum requirements set forth in the present article are met. In case of a tied vote the chairman will not have a casting vote.

15.12 Resolutions signed by all directors shall be valid and binding in the same manner as if they were passed at a meeting duly convened and held. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or telefax.

15.13 The decisions of the Board will be recorded in minutes to be inserted in a special register and signed by the chairman or by any two other directors. Any proxies will remain attached thereto.

15.14 Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise will be signed by the chairman or by any two other directors.

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

15.16 In the event that any director of the Company may have any personal and opposite interest in any transaction of the Company, such director shall make known to the Board such personal and opposite interest and shall not consider or vote upon any such transaction, and such transaction, and such director's interest therein, shall be reported to the next following annual general meeting of the Shareholders of the Company.

15.17 The preceding paragraph does not apply to resolutions of the Board concerning transactions made in the ordinary course of business of the Company which are entered into on arm's length terms.

15.18 If, a quorum of the Board cannot be reached due to a conflict of interest, resolutions passed by the required majority of the other members of the Board present or represented at such meeting and voting will be deemed valid.

16. Art. 16. Powers of the Board of directors.

16.1 The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company’s purpose, in compliance with the investment policy as determined in article 20 of these Articles, to the extent that such powers are not expressly reserved by law or by these Articles to the General Meeting.

16.2 All powers not expressly reserved by law or by these Articles to the General Meeting lie in the competence of the Board.

16.3 The Board may appoint a company submitted to Chapter 15 of the 2010 Act in order to carry out the functions described in Annex II of the 2010 Act. Details regarding the appointment of the management company, if any, will be incorporated in the Prospectus of the Company.

17. Art. 17. Corporate signature . Vis-à-vis third parties, the Company is validly bound by the joint signature of two Directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

18. Art. 18. Delegation of powers.

18.1 The Board may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to members of the Board or physical persons or corporate entities which need not be members of the Board, acting under the supervision of the Board. The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such persons (whether a member of the Board or not) as it thinks fit, provided that the majority of the members of the committee are members of the Board and that no meeting of the committee will be necessary for the purpose of exercising any of its powers, authorities or discretions unless a majority of those persons present are members of the Board.

18.2 The Board may also confer special powers of attorney.

19. Art. 19. Indemnification.

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

19.2 In the event of a settlement, indemnification will be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification will not exclude other rights to which he or she may be entitled.

20. Art. 20. Investment policies and restrictions.

20.1 The Board is vested with the broadest powers to perform all acts of administration and disposition in the Company's interest. All powers not expressly reserved by law or by these Articles to the General Meeting may be exercised by the Board.

20.2 The Board has, based upon the principle of spreading of risks, the power to determine the corporate and investment policy for the investments relating to each Sub-Fund and the course of conduct of the management and business affairs of the Company. The Board shall determine any restrictions which shall from time to time be applicable to the investments of the Company, in accordance with Part I of the 2010 Act and any other laws or regulations of those countries where the shares are offered for sale to the public or as will be adopted from time to time by resolutions of the Board and as will be described in the Prospectus relating to the offer of shares.

20.3 In the determination and implementation of the investment policy the Board may cause the Company and each Sub-Fund to comply with the following general investment restrictions:

Eligible investments

20.4 The Company's investments may consist solely of:

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

(b) transferable securities and money market instruments dealt in on another regulated market in a EU Member State which operates regularly and is recognised and open to the public;

(c) transferable securities and money market instruments admitted to official listing on a stock exchange or dealt in a non-EU Member State or dealt in on another regulated market in a non-EU Member State, which operates regularly and is recognised and open to the public located within an country of Western or Eastern Europe, Asia, Oceania, the American continents or Africa;

(d) recently issued of transferable securities and money market instruments, provided that:

(i) the terms of issue include an undertaking that application will be made for admission to official listing on any stock exchange or another regulated market referred to in subparagraphs (a), (b) and (c);

(ii) such admission is secured within a year of issue;

(e) units of undertakings for collective investment in transferable securities (UCITS) and/or other UCIs within the meaning of the first and second indent of article 1 (2)(a) and (b) of the UCITS directive, whether situated in an EU Member State or not, provided that:

(i) such other UCIs are authorised under laws which provide that they are subject to supervision that is considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured;

(ii) the level of guaranteed protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive;

(iii) the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;

(iv) no more than 10% of the net assets of the UCITS or other UCI whose acquisition is contemplated, can, according to their fund rules or constitutional documents, be invested in aggregate in units of other UCITS or other UCIs;

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

(g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraphs (a), (b) and (c); and/or financial derivative instruments dealt in over-the-counter (each an OTC Derivative), provided that:

(i) the underlying consists of instruments covered by this article 20.4, financial indices, interest rates, foreign exchange rates or currencies, in which a Subfund may invest according to its investment objectives as stated in the relevant special section of the Prospectus;

(ii) the counterparties to OTC Derivative transactions are institutions subject to prudential supervision, and belonging to categories approved by the CSSF;

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

(h) money market instruments other than those dealt in on a regulated market if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:

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

(ii) issued by an undertaking, any securities of which are listed on a stock exchange or dealt in on regulated markets referred to in subparagraphs (a), (b) or (c), or

(iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg supervisory authority to be at least as stringent as those laid down by EU law, or

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

20.5 However, each Sub-fund may:

(i) invest up to 10% of its net assets in transferable securities and money market instruments other than those referred to under article 20.4 above; and

(ii) hold liquid assets on an ancillary basis.

20.6 The Company is authorised, in accordance with the principle of risk diversification, to invest up to 100% of the net assets of a Sub-fund in transferable securities and money market instruments from various offerings that are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State, by another G20 Member States, Hong Kong or Singapore or by public international organisations in which one or more EU Member States are members. These securities must be divided into at least six different issues, with securities from one and the same issue not exceeding 30% of the total net assets of a Sub-fund.

20.7 The Company is prohibited from:

(a) selling transferable securities, money market instruments and other eligible investments mentioned under sub-paragraphs e), g) and h) of article 20.4 of these Articles short;

(b) acquiring precious metals or related certificates; and

(c) investing in real estate and purchasing or selling commodities or commodities contracts.

20.8 Co-management and pooling

The Board may, in the best interest of the Company and as described in more detail in the Prospectus, decide that all or part of the assets of the Company or of a Sub-fund will be jointly managed on a separate basis with other assets of other Shareholders, including other UCI and/or their sub-fund or that all or part of the assets of two or more Sub-fund will be managed jointly on a separate basis or in a pool.

20.9 Techniques and instruments

The Company is authorised, as determined by the Board and in accordance with applicable laws and regulations, to use techniques and instruments that deal with securities and money-market instruments and other assets permitted by law, provided that that such techniques and instruments are used for hedging or efficient portfolio management purposes.

20.10 Investments between Sub-funds

A Sub-fund may invest in one or more other Sub-funds. Any acquisition of shares of another Sub-fund (the Target Sub-fund) by the Sub-fund is subject to the following conditions (and such other conditions as may be applicable in accordance with the terms of the Prospectus):

(i) the Target Sub-fund may not invest in the Sub-fund;

(ii) the Target Sub-fund may not invest more than 10% of its net assets in UCITS (including other Sub-funds) or other UCIs;

(iii) the voting rights attached to the shares of the Target Sub-fund are suspended during the investment by the Sub-fund;

(iv) the value of the share of the Target Sub-fund held by the Sub-fund are not taken into account for the purpose of assessing the compliance with the EUR 1,250,000 minimum capital requirement; and

(v) duplication of management, subscription or redemption fees is prohibited.

20.11 The Company may also, to the widest extent permitted by the 2010 Act and all applicable Luxembourg regulations, in accordance with the Prospectus,

(a) create a Sub-und qualifying as a feeder UCITS sub-fund;

(b) convert any existing Sub-fund into a feeder UCITS sub-fund;

(c) change the master UCITS of any feeder UCITS Sub-fund.

20.12 All other investment restrictions are specified in the Prospectus.

21. Art. 21. Auditor.

21.1 The accounting data reported in the annual report of the Company will be examined by an auditor (réviseur d'entreprises agréé) appointed by the General Meeting and remunerated by the Company.

21.2 The auditor fulfils all duties prescribed by the 2010 Act.

22. Art. 22. General meeting of shareholders of the Company.

22.1 The General Meeting represents, when properly constituted, the entire body of Shareholders of the Company. Its resolutions are binding upon all the Shareholders, regardless of the share class held by them. It has the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

22.2 The Annual General Meeting will be held at the address of the registered office of the Company or at such other place in the municipality of its registered office as may be specified in the convening notice of the meeting, on the last Friday in May of each year at 2 p.m.. If such day is not a business day for banks in Luxembourg, the Annual General Meeting will be held on the next following business day.

22.3 The Annual General Meeting may be held abroad if, in the absolute and final judgment of the Board exceptional circumstances so require.

22.4 Other General Meetings of Shareholders may be held at such places and times as may be specified in the respective convening notices of the meeting.

22.5 Any Shareholder may participate in a General Meeting by conference call, video conference or similar means of communications equipment whereby (i) the Shareholders attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an on-going basis and (iv) the Shareholders can properly deliberate, and participating in a meeting by such means will constitute presence in person at such meeting.

22.6 The notice periods and quorum provided for by law will govern the notice for, and the conduct of, the General Meetings, unless otherwise provided herein.

22.7 The Board may convene a General Meeting. They will be obliged to convene it so that it is held within a period of one month, if Shareholders representing one-tenth of the capital require it in writing, with an indication of the agenda. One or more shareholders representing at least one tenth of the subscribed capital may require the entry of one or more items on the agenda of any General Meeting. This request must be addressed to the Company at least 5 (five) days before the relevant General Meeting.

22.8 Convening notices for every General Meeting will contain the agenda and be made in accordance with the requirements of the act of 10 August 1915 concerning commercial companies, as amended (the 1915 Act).

22.9 Notices to Shareholders may be mailed by registered mail only.

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

22.11 Except as otherwise required by law or by these Articles, resolutions at a duly convened General Meeting will be passed by a simple majority of those present or represented and voting. Votes relating to shares for which the shareholder did not participate in the vote, abstain from voting, cast a blank (blanc) or spoilt (nul) vote are not taken into account to calculate the majority.

22.12 However, resolutions to alter the Articles may only be adopted in a General Meeting where at least one half of the share capital is represented and the agenda indicates the proposed amendments to the Articles and, as the case may be, the text of those which concern the objects or the form of the Company. If the first of these conditions is not satisfied, a

second meeting may be convened, in the manner prescribed by the Articles, by means of notices published twice, at fifteen days interval at least and fifteen days before the meeting in the Official Journal (Mémorial) and in two Luxembourg newspapers. Such convening notice will reproduce the agenda and indicate the date and the results of the previous meeting. The second meeting will validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes expressed at the relevant General Meeting. Votes relating to shares for which the shareholder did not participate in the vote, abstain from voting, cast a blank (blanc) or spoilt (nul) vote are not taken into account to calculate the majority.

22.13 A Shareholder may act at any General Meeting by appointing another person who need not be a Shareholder as its proxy in writing whether in original, by telefax, or e-mail to which an electronic signature (which is valid under Luxembourg law) is affixed. Such proxy shall be valid for any reconvened meeting unless it is specifically revoked.

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

22.15 The Shareholders may vote in writing (by way of a voting bulletins) on resolutions submitted to the General Meeting provided that the written voting bulletins include (i) the corporate name (if case a legal entity) or the name and first name (in case an individual), address and the signature of the relevant shareholder, (ii) the indication of the shares for which the shareholder will exercise such right, (iii) the agenda as set forth in the convening notice and (iv) the voting instructions (approval, refusal, abstention) for each point of the agenda. In order to be taken into account, the original voting bulletins must be received by the Company 72 (seventy-two) hours before the relevant General Meeting.

22.16 The Board may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders. To the extent permitted by law, the convening notice to a General Meeting may provide that the quorum and majority requirements will be assessed against the number of shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the relevant meeting (the Record Date) in which case, the right of any Shareholder to participate in the meeting will be determined by reference to his/her/its holding as at the Record Date.

22.17 The business transacted at any meeting of the Shareholders will be limited to the matters on the agenda and transactions related to these matters.

22.18 Subject to article 20.11 above, each share of any share class is entitled to one vote, in accordance with Luxembourg law and these Articles. A Shareholder may act at any meeting of Shareholders through a written proxy to another person, who need not be a Shareholder and who may be a member of the Board.

23. Art. 23. General meetings of shareholders in a Sub-fund or in a share class.

23.1 The Shareholders of the share classes issued in a Sub-fund may hold, at any time, General Meetings to decide on any matters which relate exclusively to that Sub-fund.

23.2 In addition, the Shareholders of any share class may hold, at any time, General Meetings for any matters which are specific to that share class.

23.3 The provisions of article 22 of these Articles apply to such General Meetings, unless the context otherwise requires.

23.4 Subject to article 20.11 above, each share is entitled to one vote in accordance with Luxembourg law and these Articles. Shareholders may act either in person or through a written proxy to another person who need not be a Shareholder and may be a director.

23.5 Unless otherwise provided for by law or in these Articles, the resolutions of the General Meeting of Shareholders of a Sub-fund or of a share class are passed by a simple majority vote of the Shareholders present or represented.

24. Art. 24. Liquidation or merger of Sub-funds or share classes.

24.1 In the event that for any reason the value of the total net assets in any Sub-fund or the value of the net assets of any share class within a Sub-fund has decreased to, or has not reached, an amount determined by the Board to be the minimum level for such Sub-fund, or such share class, 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 Board may decide to redeem all the shares of the relevant share class or classes at the Net Asset Value per share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Day at which such decision will take effect. The Company will serve a notice to Shareholders of the relevant share class or classes prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations: Shareholders will be notified in writing. 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 share class 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.

24.2 Notwithstanding the powers conferred to the Board by the preceding paragraph, the General Meeting of any one or all share classes issued in any Sub-fund will, in any other circumstances, have the power, upon proposal from the Board, to redeem all the shares of the relevant share class or classes and refund to the Shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated in respect of the Valuation Day at which such decision will take effect. There will be no quorum requirements for such General Meeting of Shareholders which will decide by resolution taken by simple majority of those present or duly represented and voting at such meeting.

24.3 Assets which may not be distributed upon the implementation of the liquidation or merger will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto within the applicable time period.

24.4 All redeemed shares may be cancelled.

24.5 Under the same circumstances as provided by the first paragraph of this article, the Board may decide to allocate the assets of any Sub-fund to those of another existing Sub-fund within the Company and to repatriate the shares of the share class or classes concerned as shares of another share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision will be published in the same manner as described in the first paragraph of this article 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.

24.6 Notwithstanding the powers conferred to the Board by the preceding paragraph, a contribution of the assets and of the liabilities attributable to any Sub-fund to another Sub-fund within the Company may in any other circumstances be decided upon by a General Meeting of the Shareholders of the share class or classes issued in the Sub-fund concerned for which there will be no quorum requirements and which will decide upon such an merger by resolution taken by simple majority of those present or represented and voting at such meeting.

24.7 For the interest of the Shareholders of the relevant Sub-fund or in the event that a change in the economic or political situation relating to a Sub-fund so justifies, the Board may proceed to the reorganisation of such Sub-fund by means of a division into two or more Sub-funds. Information concerning the new Sub-fund(s) will be provided to the relevant Shareholders. Such publication will be made one month prior to the effectiveness of the reorganisation in order to permit Shareholders to request redemption of their shares free of charge during such one month prior period.

24.8 In accordance with the provisions of the 2010 Act, the Board may decide to merge or consolidate the Company or a Sub-fund with, or transfer substantially all or part of the Company or a Sub-fund's assets to, or acquire substantially all the assets of, another UCITS established in Luxembourg or another EU Member State or any sub-fund thereof. The Board may decide to submit such merger to a decision of the Shareholders (or, for a merger involving one or more Sub-funds, General Meeting of the Shareholders of the relevant Sub-fund(s)), such decision to be taken by the simple majority of the votes cast by Shareholders present or represented at the relevant General Meeting. Any merger leading to termination of the Company will require the vote of Shareholders in the Company subject to the quorum and majority requirements provided for amendment to these Articles. Information concerning the merger will be provided to the relevant Shareholders. Such publication will be made at least thirty days prior to the effectiveness of the reorganisation in order to permit Shareholders to request redemption of their shares free of charge during such thirty days prior period.

25. Art. 25. Financial year. The financial year of the Company commences on 1 st January each year and terminates on 31 st December of the same year.

26. Art. 26. Application of income.

26.1 The General Meeting determines, upon proposal from the Board and within the limits provided by law, how the income from the Sub-fund will be applied with regard to each existing share class, and may declare, or authorise the Board to declare, distributions.

26.2 For any class of shares entitled to distributions, the Board may decide to pay interim dividends in accordance with legal provisions.

26.3 Payments of distributions to owners of shares will be made to such Shareholders at their addresses in the register of Shareholders.

26.4 Distributions may be paid in such a currency and at such a time and place as the Board determines from time to time.

26.5 The Board may decide to distribute bonus stock instead of cash dividends under the terms and conditions set forth by the Board.

26.6 Any distributions that has not been claimed within 5 (five) years of its declaration will be forfeited and revert to the share class(es) issued in the respective Sub-fund.

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

27. Art. 27. Custodian.

27.1 To the extent required by law, the Company will enter into a custodian agreement with a bank or credit institution as defined by the act dated 5 April 1993 on the financial sector, as amended (the Custodian).

27.2 The Custodian will fulfil its obligations in accordance with the 2010 Act.

27.3 If the Custodian indicates its intention to terminate the custodial relationship, the Board will make every effort to find a successor custodian within two months of the effective date of the notice of termination of the custodian agreement. The Board may terminate the agreement with the Custodian but may not relieve the Custodian of its duties until a successor custodian has been appointed.

28. Art. 28. Liquidation of the Company.

28.1 The Company may at any time be dissolved by a resolution of the General Meeting, subject to the quorum and majority requirements referred to in article 29 of these Articles.

28.2 If the assets of the Company fall below two-thirds of the minimum capital indicated in article 5 of these Articles, the question of the dissolution of the Company will be referred to the General Meeting by the Board. The General Meeting, for which no quorum will be required, will decide by simple majority of the votes of the shares represented at the General Meeting.

28.3 The question of dissolution of the Company will further be referred to the General Meeting whenever the share capital falls below one-fourth of the minimum capital indicated in article 5 of these Articles; in such event, the General Meeting will be held without any voting quorum requirements and the dissolution may be decided by Shareholders holding one-quarter of the votes of the shares represented at the meeting.

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

28.5 If the Company is dissolved, the liquidation will be carried out by one or several liquidators appointed in accordance with the provisions of the 2010 Act.

28.6 The decision to dissolve the Company will be published in the Mémorial and two newspapers with adequate circulation, one of which must be a Luxembourg newspaper.

28.7 The liquidator(s) will realise each Sub-fund's assets in the best interests of the Shareholders and apportion the proceeds of the liquidation, after deduction of liquidation costs, amongst the Shareholders of the relevant Sub-fund according to their respective prorata.

28.8 Any amounts unclaimed by the Shareholders at the closing of the liquidation of the Company will be deposited with the Caisse des Consignations in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they will be forfeited.

29. Art. 29. Amendments to the Articles. These Articles may be amended by a General Meeting subject to the quorum and majority requirements provided for by the 1915 Act.

30. Art. 30. Definitions. Words importing a masculine gender also include the feminine gender and words importing persons or Shareholders also include corporations, partnerships, associations and any other organised group of persons, whether incorporated or not.

31. Art. 31. Applicable law. All matters not governed by these Articles will be determined in accordance with the 1915 Act and the 2010 Act. In case of conflict between the 1915 Act and the 2010 Act, the 2010 Act will prevail.

Subscription and payment

The initial share capital is fixed at USD 45,000 (in words: forty-five thousand US Dollar) represented by 450 Shares without nominal value.

The share capital of the Company is subscribed as follows:

Name of Subscribers Number of subscribed shares

Alceda Fund Management S.A., 5, Heienhaff, L-1736 Senningerberg

All Shares of the Company so subscribed have been fully paid-up in cash, proof of which has been duly given to the undersigned notary.

Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26, 26-3 and 26-5 of the Company Law and expressly states that they have been fulfilled.

Estimate of costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its incorporation, are estimated at about EUR 850.- € (EIGHT HUNDRED AND FIFTY Euro).

Resolutions of the shareholder(s)

Immediately after the incorporation of the Company, the above-named person(s), representing the entirety of the subscribed capital, held a general meeting of shareholders, and acknowledging being validly convened, passed the following resolutions:

1. The following person is appointed as chairman of the Company for a term to expire at the close of the annual general meeting of Shareholders which shall deliberate on the annual accounts of the Fund as at 31 st December 2021:

- James Sanders, born on 05.04.1982 in New York City, USA, professional address: Green Ash Partners LLP, 11, Albemarle Street, London, W1S 4 HH, UNITED KINGDOM.

2. The following persons are appointed as directors of the Company for a term to expire at the close of the annual general meeting of Shareholders which shall deliberate on the annual accounts of the Fund as at 31 st December 2021:

- Silvia Wagner, born on 03.09.1964 in Solingen, Germany, professional address: 5, Heienhaff, L-1736 Senningerberg.

- Jean-Claude Michels, born on 30.06.1972 in Malmédy, Belgium, professional address: 5, Heienhaff, L-1736 Senningerberg.

3. The registered office of the Company is set at 5, Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg.

4. The following is elected as independent auditor ("Réviseur d'Entreprises Agréé") of the Company for a term to expire at the close of the annual general meeting of Shareholders which shall deliberate on the annual accounts of the Company as at 31 st December 2015:

PricewaterhouseCoopers, Société coopérative,

RCS B 65.477

2, rue Gerhard Mercator

L-2182 Luxembourg

The undersigned notary, who understands and speaks English, herewith states that on request of the above appearing parties.

Whereof this notarial deed is drawn up, on the date named at the beginning of this deed.

The document having been read to the proxy holder of the appearing parties, said proxy holder signed together with the notary the present deed.

Signé: Nadine CLOSTER, Pierre PROBST.

Enregistré à Diekirch, Actes Civils, le 12 juin 2015. Relation: DAC/2015/9761. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): Tholl.

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

Ettelbruck, le 19 juin 2015.

Référence de publication: 2015096755/981.

(150107125) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2015.

Deka: WorldGarant 7, Fonds Commun de Placement.

—

Die Deka International S.A., Luxemburg, als Verwaltungsgesellschaft des nach Teil I des luxemburgischen Gesetzes vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen errichteten Umbrellafonds „Deka:" (fonds commun de placement à compartiments multiples) hat mit Zustimmung der DekaBank Deutsche Girozentrale Luxembourg S.A., Luxemburg, als dessen Depotbank mit Wirkung zum 31. Juli 2015 beschlossen den Teilfonds „Deka: WorldGarant 7" (ISIN: LU0395920027 / WKN: DK1A55) aufzulösen.

Der Teilfonds „Deka: WorldGarant 7" wird mit Ablauf des 31. Juli 2015 aufgelöst. Anteile können weiterhin jederzeit zu dem dann geltenden Rücknahmepreis zurückgegeben werden.

Nach dem 31. Juli 2015 wird die Depotbank des Fonds, die DekaBank Deutsche Girozentrale Luxembourg S.A., den Liquidationserlös, der von ihr den verbliebenen Anteilinhabern je Anteil ausgezahlt wird, unverzüglich bekannt machen.

Zur Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, im Juni 2015.

Deka International S.A.

Die Geschäftsführung

Référence de publication: 2015100107/775/17.

Metec S.A., Société Anonyme.

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

R.C.S. Luxembourg B 21.173.

—

Artikel 273 (1) des Gesetzes vom 10. August 1915 über Handelsgesellschaften

Im Jahre zweitausendfünfzehn, am zweiundzwanzigsten Juni.

Die Unterzeichnende Maître Blanche MOUTRIER, Notarin mit Amtssitz in Esch-sur-Alzette, Großherzogtum Luxemburg, handelnd in Vertretung ihrer Kollegin Maître Léonie GRETHEN, Notarin mit Amtssitz in Luxemburg, Großherzogtum Luxemburg, bescheinigt hiermit die Erfüllung durch die Gesellschaft, welche mittels einer grenzüberschreitenden Verschmelzung, in die Normann GmbH, eine Gesellschaft mit beschränkter Haftung, mit Gesellschaftssitz in Pempelfurtstrasse 1, D-40880 Ratingen, eingetragen im Handelsregister des Amtsgerichts Düsseldorf unter HRB 55833, versch-

molzen wird (die „Verschmelzung"), der gemäss des Gesetzes vom 10. August 1915 über Handelsgesellschaften (das „Gesetz") vorgeschriebenen Formalitäten betreffend Verschmelzungen:

I. Der gemeinsame Verschmelzungsplan wurde am 29. April 2015 gemäß Artikel 271 (2) des Gesetzes notariell beurkundet.

II. Der gemeinsame Verschmelzungsplan vom 29. April 2015, wurde mindestens einen Monat vor der Gesellschafterversammlung der Normann GmbH welche die Verschmelzung genehmigt im Mémorial C, Nummer 1286, vom 19. Mai 2015 veröffentlicht.

III. Der Verschmelzungsplan beinhaltet alle seitens Artikel 261 des Gesetzes erforderlichen Informationen, sowie die Satzung der Normann GmbH, gemäß Artikel 261 (4) a) des Gesetzes.

IV. Die folgenden gemäß Artikel 267 des Gesetzes verlangten Dokumente wurden mindestens einen Monat vor der Gesellschafterversammlung der Normann GmbH, welche über die Verschmelzung beschließt, beim Sitz der Gesellschaft hinterlegt:

- gemeinsamer Verschmelzungsplan

- Jahresabschlüsse der Gesellschaft und der Normann GmbH für die letzten drei Geschäftsjahre, sowie jeweils eine Zwischenbilanz der Gesellschaft zum 31. März 2015 und der Normann GmbH zum 31. Dezember 2014

- Verschmelzungsberichte der Gesellschaft und der Normann GmbH.

V. Gemäß Artikel 278 und 279 des Gesetzes, ist es nicht erforderlich dass eine Gesellschafterversammlung welche über die Verschmelzung abstimmt, seitens der Gesellschaft stattfindet.

VI. Gemäß Artikel 265 und 278 des Gesetzes, haben die Verwaltungsorgane jeder der an der Verschmelzung beteiligten Gesellschaften Berichte erstellt welche den Verschmelzungsplan erklären und welche den Gesellschaftern zur Verfügung gestellt wurden.

VII. Gemäß Artikel 266 und 278 des Gesetzes, ist die Erstellung eines Berichtes seitens eines Sachverständigen über die Verschmelzung nicht erforderlich.

Erstellt in Luxemburg am eingangs erwähnten Datum.

Moutrier.

Référence de publication: 2015098509/39.

(150108505) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juin 2015.

Deka: WorldGarant 6, Fonds Commun de Placement.

—

Die Deka International S.A., Luxemburg, als Verwaltungsgesellschaft des nach Teil I des luxemburgischen Gesetzes vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen errichteten Investmentfonds (fonds commun de placement à compartiments multiples) teilt hierdurch mit, dass das Liquidationsverfahren des Teilfonds Deka: WorldGarant 6 am 15. Juni 2015 abgeschlossen wurde. Alle Gelder wurden an die Anteilseigner ausgezahlt.

Zur Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, im Juni 2015.

Deka International S.A.
Die Geschäftsführung

Référence de publication: 2015100106/775/12.

Axalta Coating Systems Luxembourg Top S.à r.l., Société à responsabilité limitée.

Capital social: EUR 912.500,00.

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

R.C.S. Luxembourg B 197.808.

—

In the year two thousand and fifteen, on the tenth day of June,

Before Maître Henri Hellinckx, notary residing in Luxembourg,

THERE APPEARED:

Axalta Coating Systems Ltd, a limited company established and existing under the laws of Bermuda, having its registered office at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and registered with the Bermuda Registrar of Companies under number 46832,

here represented by Mrs. Solange Wolter-Schieres, notary clerk residing professionally at 101, rue Cents, L-1319 Luxembourg, acting pursuant to a proxy given under private seal on June 5, 2015.

The said proxy, after having been signed "ne varietur" by the proxyholder acting on behalf of the appearing party and the undersigned notary, shall be annexed to the present deed for the purpose of registration.

The appearing party, represented as stated here above, has requested the undersigned notary to document that:

I. The appearing party is the sole shareholder of the private limited liability company ("besloten venootschap") established and existing under the name of "Axalta Coating Systems Dutch Co. Top B.V.", having its seat in Amsterdam and its address at Nikkelstraat 17, 4823 AE Breda, and in the process of registration with the Dutch Trade Register (the Company).

II. The share capital of the Company is presently set at nine hundred twelve thousand five hundred euro (EUR 912,500), divided into:

(i) twelve thousand five hundred (12,500) Class A shares with a nominal value of one euro (EUR 1.00) each;

(ii) one hundred thousand (100,000) Class B shares with a nominal value of one euro (EUR 1.00) each;

(iii) one hundred thousand (100,000) Class C shares with a nominal value of one euro (EUR 1.00) each;

(iv) one hundred thousand (100,000) Class D shares with a nominal value of one euro (EUR 1.00) each;

(v) one hundred thousand (100,000) Class E shares with a nominal value of one euro (EUR 1.00) each;

(vi) one hundred thousand (100,000) Class F shares with a nominal value of one euro (EUR 1.00) each;

(vii) one hundred thousand (100,000) Class G shares with a nominal value of one euro (EUR 1.00) each;

(viii) one hundred thousand (100,000) Class H shares with a nominal value of one euro (EUR 1.00) each;

(ix) one hundred thousand (100,000) Class I shares with a nominal value of one euro (EUR 1.00) each;

(x) one hundred thousand (100,000) Class J shares with a nominal value of one euro (EUR 1.00) each.

III. The appearing party having recognised to be fully informed of the resolutions to be taken on the basis of the following agenda:

1. Approval of the decision to transfer, with immediate effect, the registered office, place of effective management and central place of administration of the Company from the Netherlands to Luxembourg, Grand Duchy of Luxembourg;

2. Approval of the continuation of the Company in the Grand Duchy of Luxembourg under the form of a private limited liability company ("société à responsabilité limitée") and the adoption of the Luxembourg nationality by the Company;

3. Approval of the interim balance sheet of the Company as at June 10, 2015;

4. Approval of the change of the Company's name from Axalta Coating Systems Dutch Co. Top B.V. into Axalta Coating Systems Luxembourg Top S.à r.l.;

5. Approval of the amendment and restatement of the Company's articles of association with immediate effect;

6. Acknowledgement of the resignation of Mr A. Schiek van Leuven, Mr. Apeldoorn and Mr. Sumner, current directors of the Company;

7. Confirmation of the appointment of Mr. Matthias Vogt, as manager of the Company;

8. Approval of the appointment of Mr. Adrien Schrobiltgen, Mr. Otmar Hauck and Mr. Nicolas Pigeon, as managers of the Company;

9. Approval of the fixation of the registered office of the Company at 10A, rue Henri M. Schnadt, L-2530 Luxembourg, Grand Duchy of Luxembourg;

10. Acknowledgement, according to the interim balance sheet of the Company as at June 9, 2015 as referred to in point III. (3) above, of the amount of the share premium account of the Company in United States dollars, whose euro equivalent, to be calculated with the official exchange rate of the European Central Bank at opening of the business day of June 10, 2015, shall be attached to the shares held by the shareholders in the Company;

11. Approval of the allocation of an amount of ninety-one thousand two hundred fifty euro (EUR 91,250) of the general reserve of the Company, representing ten percent (10%) of the Company's issued share capital, to the legal reserve of the Company;

12. Approval of the closing of the current financial year as of December 31, 2015;

13. Miscellaneous.

IV. The following documents were submitted to the sole shareholder:

(a) A certified copy of the current articles of association of the Company;

(b) A certificate of incorporation of the Company issued by the Dutch Trade Register;

(c) A copy of the cross border conversion proposal and explanation to the cross border conversion proposal dated March 13, 2015;

(d) A copy of the resolutions of the Company's sole shareholder dated June 10, 2015;

(e) A Dutch confirmation letter issued by CMS Derks Star Busmann N.V. on June 10, 2015 regarding (1) the conversion of Axalta Coating Systems Dutch Co. Top Coöperatief U.A. from a cooperative under the laws of the Netherlands into a private company with limited liability under the laws of the Netherlands and (2) a subsequent conversion of Axalta Coating Systems Dutch Co. Top Coöperatief U.A. from a private company with limited liability under the laws of the Netherlands into a private company with limited liability ("société à responsabilité limitée") under the laws of the Grand Duchy of Luxembourg;

(f) A certified copy of the shareholders' register of the Company;

(g) An interim balance sheet of the Company as of June 10, 2015, certified true and correct by its management;

(h) A valuation report dated June 10, 2015.

V. The sole shareholder acknowledges the cross border conversion proposal and explanation to the cross border conversion proposal dated March 13, 2015 and published in the Dutch National Gazette on March 19, 2015, and the resolutions taken by it on June 10, 2015 as referred to in point IV. (d) above, such documents stating the sole shareholders decision, with a view to strengthening the Company's ability to pursue its ongoing activities in an efficient manner, to transfer the registered seat of the Company out of the Netherlands, and to set it up in Luxembourg, Grand Duchy of Luxembourg, without the Company being dissolved, the Company continuing its existence in Luxembourg, Grand Duchy of Luxembourg.

VI. Thereupon, the appearing party has requested the undersigned notary to enact the following resolutions:

First resolution

The sole shareholder resolves to approve and confirm as far as it is necessary the decision to transfer, with immediate effect, the registered office, place of effective management and central place of administration of the Company from the Netherlands to Luxembourg, Grand Duchy of Luxembourg. The sole shareholder further declares that all formalities required under the laws of the Netherlands to give effect to such transfer have been duly performed.

Second resolution

The sole shareholder resolves that the Company, subject itself to Luxembourg laws as from the date of the present deed, adopts the Luxembourg nationality and opts for the corporate form of a private limited liability company ("société a responsabilité limitée") for the Company, without the Company being dissolved but on the contrary with full corporate and legal continuance.

Third resolution

The sole shareholder approves the opening balance sheet of the Company at June 10, 2015, a copy of which shall remain attached to the present deed.

Fourth resolution

The sole shareholder resolves to change the Company's name from Axalta Coating Systems Dutch Co. Top B.V. into Axalta Coating Systems Luxembourg Top S.à r.l.

Fifth resolution

The sole shareholder resolves to amend and restate the Company's articles of association, with immediate effect, which will henceforth read as follows:

1. Name. There is formed a private limited liability company (société à responsabilité limitée) under the name "Axalta Coating Systems Luxembourg Top S.à r.l." (the Company), which shall be governed by the laws of Luxembourg, in particular by the law dated August 10, 1915, on commercial companies, as amended (the Law), as well as by the present articles of association (the Articles).

2. Registered office.

2.1. The registered office of the Company is established in the city of Luxembourg, Grand Duchy of Luxembourg. It may be transferred within the boundaries of the municipality by a resolution of the single manager, or as the case may be, by the board of managers of the Company. The registered office may further be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of the single shareholder or the general meeting of shareholders adopted in the manner required for the amendment of the Articles.

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

3. Object.

3.1. The object of the Company is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such participations. The Company may in particular acquire by subscription, purchase, and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin whatsoever.

3.2. The Company may borrow in any form except by way of public offer. It may issue by way of private placement only, notes, bonds and debentures and any kind of debt and/or equity securities. The Company may lend funds including, without limitation, the proceeds of any borrowings and/or issues of debt securities to its subsidiaries, affiliated companies and/or to any other company. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over all or over some of its assets to guarantee its own obligations and undertakings and/or obligations and undertakings of any other company and, generally, for its own benefit and/or the benefit of any other company or person.

3.3. The Company may generally employ any techniques and instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against credit, currency exchange, interest rate risks and other risks.

3.4. The Company may carry out any commercial, financial or industrial operations and any transactions with respect to real estate or movable property, which directly or indirectly favour or relate to its object.

4. Duration.

4.1. The Company is formed for an unlimited period of time.

4.2. The Company shall not be dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or several of the shareholders.

5. Capital.

5.1. The Company's corporate capital is fixed at nine hundred twelve thousand five hundred euro (EUR 912,500), represented by nine hundred twelve thousand five hundred (912,500) shares in registered form with a nominal value of one euro (EUR 1) each, all subscribed and fully paid-up.

5.2. The shares are divided into classes (the Class(es)) as follows:

- twelve thousand five hundred (12,500) Class A shares;
- one hundred thousand (100,000) Class B shares;
- one hundred thousand (100,000) Class C shares;
- one hundred thousand (100,000) Class D shares;
- one hundred thousand (100,000) Class E shares;
- one hundred thousand (100,000) Class F shares;
- one hundred thousand (100,000) class G shares;
- one hundred thousand (100,000) Class H shares;
- one hundred thousand (100,000) Class I shares; and
- one hundred thousand (100,000) Class J shares.

5.3. Any reference made hereinafter to the “shares” shall be constructed as a reference to the Class A and/or B and/or C and/or D and/or E and/or F and/or G and/or H and/or I and/or J shares, depending on the context.

5.4. In addition to the corporate capital, there may be set up a share premium account, into which any premium paid on any share is transferred. The share premium contributed by the shareholders should be available as a freely distributable reserve on all Classes of shares and any distribution of share premium could be made on any single Class of shares.

5.5. The share capital of the Company may be increased or reduced in one or several times by a resolution of the single shareholder or, as the case may be, by the general meeting of shareholders, adopted in the manner required for the amendment of the Articles.

6. Shares.

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

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

6.3. Shares are freely transferable among shareholders or, if there is no more than one shareholder, to third parties.

In case of plurality of shareholders, the transfer of shares to non-shareholders is subject to the prior approval of the general meeting of shareholders representing at least three quarters of the share capital of the Company.

A share transfer will only be binding upon the Company or third parties following a notification to, or acceptance by, the Company in accordance with article 1690 of the civil code.

For all other matters, reference is being made to articles 189 and 190 of the Law.

6.4. A shareholders’ register will be kept at the registered office of the Company in accordance with the provisions of the Law and may be examined by each shareholder who so requests.

6.5. The share capital of the Company may be reduced through the cancellation of shares including by the cancellation of one or more entire Classes of shares through the repurchase and cancellation of all the shares in issue in such Class(es) of shares. In the case of repurchases and cancellations of Classes of shares, such cancellations and repurchases of shares shall be made in the reverse alphabetical order (starting with Class J).

6.6. In the event of a reduction of share capital through the repurchase and the cancellation of a Class of shares (in the order provided for above), such Class of shares gives right to the holders thereof pro rata to their holding in such Class of shares to the Available Amount (with the limitation however to the Total Cancellation Amount as determined by the general meeting of shareholders) and the holders of Class(es) of shares of the repurchased and cancelled Class of shares shall receive from the Company an amount equal to the Cancellation Value Per Share for each Class(es) of shares of the relevant Classes held by them and cancelled.

6.7. The Total Cancellation Amount shall be an amount determined by the single manager or as the case may be, the board of managers and approved by the general meeting of the shareholders on the basis of the relevant Interim Accounts.

6.8. Upon the repurchase and cancellation of the shares of the relevant Class, the Cancellation Value Per Share will become due and payable by the Company.

6.9. For the purpose of article 6, the following definitions shall apply:

Available Amount	Means the total amount of net profits of the Company (including carried forward profits) attributable to that Class of shares to the extent the shareholders would have been entitled to dividend distributions according to these Articles, increased by (i) any freely distributable reserves (including for the avoidance of doubt, the share premium reserve) and (ii) as the case may be by the amount of the share capital reduction and legal reserve reduction relating to the Class of shares to be cancelled, to the extent this corresponds to the available amounts in accordance with the law, but reduced by (i) any losses (included carried forward losses) and (ii) any sums to be placed into reserve(s) pursuant to the requirements of law or of the Articles or in the reasonable opinion of the board set aside to cover running costs of the Company, each time as set out in the relevant Interim Accounts (without for the avoidance of doubt, any double counting) so that: AA = (NP + P + CR) - (L + LR) Whereby: AA = Available Amount NP = net profits (including carried forward profits) P = any freely distributable reserves CR = the amount of the share capital reduction and legal reserve reduction relating to the Class of shares to be cancelled L = losses (including carried forward losses) LR = any sums to be placed into reserve(s) pursuant to the requirements of law or of the Articles
Interim Accounts	Means the interim accounts of the Company as at the relevant Interim Account Date.
Interim Accounts Date	Means the date no earlier than eight (8) days before the date of the repurchase and cancellation of the relevant Class of shares.
Cancellation Value Per Share	Means the amount calculated by dividing the Total Cancellation Amount by the number of shares in issue in the Class of shares to be repurchased and cancelled
Total Cancellation Amount	Means, for each of the shares of the Classes J, I, H, G, F, E, D, C, B and A, the Available Amount of the relevant Class of shares at the time of its cancellation, unless otherwise resolved by the general meeting of the Shareholders in the manner provided for an amendment of the Articles provided however that the Total Cancellation Amount shall never be higher than such Available Amount.

7. Board of managers.

7.1. The Company is managed by one or more managers appointed by a resolution of the single shareholder or the general meeting of shareholders which sets the term of their office. If several managers have been appointed, they will constitute a board of managers. The manager(s) need not to be shareholder(s).

7.2. The managers may be dismissed ad nutum.

8. Powers of the board of managers.

8.1. All powers not expressly reserved by the Law or the present Articles to the general meeting of shareholders fall within the competence of the single manager or, if the Company is managed by more than one manager, the board of managers, which shall have all powers to carry out and approve all acts and operations consistent with the Company's object.

8.2. Special and limited powers may be delegated for determined matters to one or more agents, either shareholders or not, by the single manager, or if there are more than one manager, by the board of managers.

9. Procedure.

9.1. The board of managers shall meet as often as the Company's interests so requires or upon call of any manager at the place indicated in the convening notice.

9.2. Written notice of any meeting of the board of managers shall be given to all managers at least twenty-four (24) hours in advance of the date set for such meeting, except in case of emergency, in which case the nature of such circumstances shall be set forth in the convening notice of the meeting of the board of managers.

9.3. No such convening notice is required if all the members of the board of managers of the Company are present or represented at the meeting and if they state to have been duly informed, and to have had full knowledge of the agenda of the meeting. The notice may be waived by the consent in writing, whether in original, by telegram, telex, facsimile or e-mail, of each member of the board of managers of the Company.

9.4. Any manager may act at any meeting of the board of managers by appointing in writing another manager as his proxy.

9.5. The board of managers can validly deliberate and act only if a majority of its members is present or represented. Resolutions of the board of managers are validly taken by the majority of the votes cast. The resolutions of the board of managers will be recorded in minutes signed by all the managers present or represented at the meeting.

9.6. Any manager may participate in any meeting of the board of managers by telephone or video conference call or by any other similar means of communication allowing all the persons taking part in the meeting to hear and speak to each other. The participation in a meeting by these means is deemed equivalent to a participation in person at such meeting.

9.7. Circular resolutions signed by all the managers shall be valid and binding in the same manner as if passed at a meeting duly convened and held. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or facsimile.

10. Representation. The Company shall be bound towards third parties in all matters by (i) the single signature of the single manager and in case of plurality of managers by (ii) the joint signature of any two managers and (iii) by the single signature of any person to whom such signatory power has been delegated by the single manager, or, as the case may be, the board of managers, but within the limits of such power.

11. Liability of the managers. The managers assume, by reason of their mandate, no personal liability in relation to any commitment validly made by them in the name of the Company, provided such commitment is in compliance with these Articles as well as the applicable provisions of the Law.

12. Powers and voting rights.

12.1. The single shareholder assumes all powers conferred by the Law to the general meeting of shareholders.

12.2. Each shareholder has voting rights commensurate to its shareholding.

12.3. Each shareholder may appoint any person or entity as his attorney pursuant to a written proxy given by letter, telegram, telex, facsimile or e-mail, to represent him at the general meetings of shareholders.

13. Form - Quorum - Majority.

13.1. If there are not more than twenty-five shareholders, the decisions of the shareholders may be taken by circular resolution, the text of which shall be sent to all the shareholders in writing, whether in original or by telegram, telex, facsimile or e-mail. The shareholders shall cast their vote by signing the circular resolution. The signatures of the shareholders may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or facsimile.

13.2. Collective decisions are only validly taken insofar as they are adopted by shareholders owning more than half of the share capital.

13.3. However, resolutions to alter the Articles or to dissolve and liquidate the Company may only be adopted by the majority of the shareholders owning at least three quarters of the Company's share capital.

14. Accounting year.

14.1. The accounting year of the Company shall begin on the first of January of each year and end on the thirty-first December of each year.

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

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

15. Allocation of profits.

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

15.2. The general meeting of shareholders has discretionary power to dispose of the surplus. It may in particular allocate such profit to the payment of a dividend or transfer it to the reserve or carry it forward.

15.3. In the event of a dividend distribution and to that extent that there are sufficient distributable funds and that the net profit has been allocated to the statutory reserve such as provided by article 15.1, dividend of the holders of shares shall be allocated and paid as follows:

- an amount equal to zero point twenty-five percent (0.25%) of the nominal value of each Class A share shall be distributed equally to all shareholders pro rata to their Class A shares;

- an amount equal to zero point thirty percent (0.30%) of the nominal value of each Class B share shall be distributed equally to all shareholders pro rata to their Class B shares;

- an amount equal to zero point thirty-five percent (0.35%) of the nominal value of each Class C share shall be distributed equally to all shareholders pro rata to their Class C shares;

- an amount equal to zero point forty percent (0.40%) of the nominal value of each Class D share shall be distributed equally to all shareholders pro rata to their Class D shares;

- an amount equal to zero point forty-five percent (0.45%) of the nominal value of each Class E share shall be distributed equally to all shareholders pro rata to their Class E shares;

- an amount equal to zero point fifty percent (0.50%) of the nominal value of each Class F share shall be distributed equally to all shareholders pro rata to their Class F shares;

- an amount equal to zero point fifty-five percent (0.55%) of the nominal value of each Class G share shall be distributed equally to all shareholders pro rata to their Class G shares;

- an amount equal to zero point sixty percent (0.60%) of the nominal value of each Class H share shall be distributed equally to all shareholders pro rata to their Class H shares;

- an amount equal to zero point sixty-five percent (0.65%) of the nominal value of each Class I share shall be distributed equally to all shareholders pro rata to their Class I shares; and

- the balance of the total distributed amount shall be allocated in its entirety to the holders of shares of the last Class in the reverse alphabetical order (id est first Class J shares, then if no Class J shares are in existence, Class I shares and in such continuation).

15.4. In the absence of a dividend distribution declared as payable, the amounts which could have been paid in case of dividend distribution in the proportion set forth in article 15.3, shall accumulate on each class of shares in the same proportion and shall be paid by the Company upon redemption of such class of shares.

16. Dissolution - Liquidation.

16.1. In the event of a dissolution of the Company, the liquidation will be carried out by one or several liquidators, who do not need to be shareholders, appointed by a resolution of the single shareholder or the general meeting of shareholders which will determine their powers and remuneration. Unless otherwise provided for in the resolution of the shareholder(s) or by law, the liquidators shall be invested with the broadest powers for the realisation of the assets and payments of the liabilities of the Company.

16.2. The surplus resulting from the realisation of the assets and the payment of the liabilities of the Company shall be paid to the shareholder or, in the case of a plurality of shareholders, the shareholders in conformity with and so as to achieve on an aggregate basis the same economic result as the distribution rules set for dividend distributions in article 15.3.

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

Sixth resolution

The sole shareholder resolves to acknowledge the resignation of Mr A. Schiek van Leuven, Mr. Apeldoorn and Mr Sumner from their position of directors in the Company with immediate effect and to grant them discharge for the execution of their mandate until the date of the present resolutions.

Seventh resolution

The sole shareholder resolves to confirm the mandate of Mr. Matthias Vogt, born on June 5, 1968 in Darmstadt (Germany), having his professional address at Horbeller Straße 15, 50858 Köln, Germany, as manager of the Company.

Eighth resolution

The sole shareholders resolves to appoint the following persons as managers of the Company with immediate effect and for an unlimited period of time:

- Mr. Adrien Schrobiltgen, born on December 12, 1961 in Luxembourg (Grand Duchy of Luxembourg), having his professional address at 10A, rue Henri M. Schnadt, L-2530 Luxembourg;

- Mr. Otmar Hauck, born on August 23, 1955 in Neuses a.d. Eichen, Grossheirath (Germany), having his professional address at Horbeller Straße 15, 50858 Köln, Germany; and

- Mr. Nicolas Pigeon, born on August 23, 1982 in Nancy (France), having his professional address at 10A, rue Henri M. Schnadt, L-2530 Luxembourg.

Ninth resolution

The sole shareholder resolves to fix the address of the registered office of the Company at 10A, rue Henri M. Schnadt, L-2530 Luxembourg, Grand Duchy of Luxembourg.

Tenth resolution

The sole shareholder acknowledges that, according to the balance sheet of the Company as at June 10, 2015 as referred to in point IV. (g) above, the amount of the share premium account of the Company is one billion three hundred fifty million one hundred ninety-six thousand six hundred sixty-one United States dollars and eighty-eight cents (USD 1,350,196,661.88), and resolves that the euro equivalent of such share premium, calculated with the official exchange rate of the European Central Bank at opening of the business day of June 9, 2015, being one billion one hundred ninety-four million eight hundred twelve thousand nine hundred seventy-two euro and ninety-five cents (EUR 1,194,812,972.95), shall be attached to the shares held by the shareholders in the Company.

Eleventh resolution

The sole shareholder resolves to allocate an amount of ninety-one thousand two hundred fifty euro (EUR 91,250) of the general reserve of the Company, representing ten percent (10%) of the Company's issued share capital, to the legal reserve of the Company.

Transitional disposition

The current financial year shall terminate on December 31, 2015.

Expenses

The expenses, costs, fees and charges of any kind whatsoever, which fall to be paid by the Company as a result of this deed are estimated at approximately seven thousand five hundred Euro (EUR 7,500.-).

Declaration

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille quinze, le dix juin.

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

A COMPARU:

Axalta Coating Systems Ltd, une société à responsabilité limitée («limited company») établie et existante selon les lois des Bermudes, ayant son siège social à Clarendon House, 2 Church Street, Hamilton HM 11, Bermudes, et immatriculée auprès du Registre des Sociétés des Bermudes sous le numéro 46832,

ici représentée par Madame Solange Wolter-Schieres, clerc de notaire, résidant professionnellement au 101, rue Cents, L-1319 Luxembourg, agissant en vertu d'une procuration donnée sous seing privé le 5 juin 2015.

Laquelle procuration restera, après avoir été signée «ne varietur» par le mandataire de la partie comparante et le notaire instrumentant, annexée aux présentes pour être enregistrée avec elles.

La partie comparante, représentée comme indiqué ci-dessus, a requis le notaire instrumentant d'acter ce qui suit:

I. La partie comparante est l'associé unique de la société à responsabilité limitée («besloten venootschap») constituée et existant sous la dénomination «Axalta Coating Systems Dutch Co. Top B.V.», ayant son siège à Amsterdam et son adresse sise à Nikkelstraat 17, 4823 AE Breda, en cours d'immatriculation auprès du Registre de Commerce néerlandais (la Société).

II. Le capital social de la Société est actuellement fixé à neuf cent douze mille cinq cents euros (EUR 912.500), divisé en:

(i) douze mille cinq cents (12.500) parts sociales de Classe A d'une valeur nominale d'un euro (EUR 1,00) chacune;

(ii) cent mille (100.000) parts sociales de Classe B d'une valeur nominale d'un euro (EUR 1,00) chacune;

(iii) cent mille (100.000) parts sociales de Classe C d'une valeur nominale d'un euro (EUR 1,00) chacune;

(iv) cent mille (100.000) parts sociales de Classe D d'une valeur nominale d'un euro (EUR 1,00) chacune;

(v) cent mille (100.000) parts sociales de Classe E d'une valeur nominale d'un euro (EUR 1,00) chacune;

(vi) cent mille (100.000) parts sociales de Classe F d'une valeur nominale d'un euro (EUR 1,00) chacune;

(vii) cent mille (100.000) parts sociales de Classe G d'une valeur nominale d'un euro (EUR 1,00) chacune;

(viii) cent mille (100.000) parts sociales de Classe H d'une valeur nominale d'un euro (EUR 1,00) chacune;

(ix) cent mille (100.000) parts sociales de Classe I d'une valeur nominale d'un euro (EUR 1,00) chacune; et

(x) cent mille (100.000) parts sociales de Classe J d'une valeur nominale d'un euro (EUR 1,00) chacune.

III. La partie comparante reconnaît être dûment informée des résolutions à adopter sur base de l'ordre du jour suivant:

1. Approbation de la décision de transférer, avec effet immédiat, le siège social, le lieu de gestion effective et d'administration centrale de la Société des Pays-Bas vers Luxembourg, Grand-Duché de Luxembourg;

2. Approbation du maintien de la Société au Grand-Duché de Luxembourg sous la forme d'une société à responsabilité limitée et de l'adoption de la nationalité luxembourgeoise par la Société;

3. Approbation du bilan intérimaire de la Société en date du 10 juin 2015;

4. Approbation du changement de la dénomination de la Société de Axalta Coating Systems Dutch Co. Top B.V. en Axalta Coating Systems Luxembourg Top S.à r.l.;

5. Approbation de la modification et de la reformulation des statuts de la Société avec effet immédiat;

6. Reconnaissance de la démission de M. A. Schriek van Leuven, M. Apeldoorn et M. Sumner, administrateurs actuels de la Société;

7. Confirmation de la nomination de M. Matthias Vogt, en qualité de gérant de la Société;

8. Approbation de la nomination de M. Adrien Schrobiltgen, M. Otmar Haucket et M. Nicolas Pigeon, en qualité de gérants de la Société;

9. Approbation de la fixation du siège social de la Société au 10A, rue Henri M. Schnadt, L-2530 Luxembourg, Grand-Duché de Luxembourg;

10. Reconnaissance, conformément au bilan intérimaire de la Société au 10 juin 2015 tel qu'il en est fait référence au point III. (3) ci-dessus, du montant du compte de prime d'émission de la Société en dollars des Etats-Unis, lequel montant a un équivalent en euro, calculé selon le taux de change officiel de la Banque Centrale Européenne au début du jour ouvrable du 9 juin 2015, devant être attaché aux parts sociales détenues par les associés dans la Société;

11. Approbation de l'allocation d'un montant de quatre-vingt-onze mille deux cent cinquante euros (EUR 91.250) de la réserve générale de la Société, représentant un montant de dix pourcent (10%) de son capital émis, à la réserve légale de la Société;

12. Approbation de la clôture de l'exercice social actuel au 31 décembre 2015;

13. Divers.

IV. Les documents suivants ont été soumis à l'associé unique:

(a) Une copie certifiée conforme des statuts coordonnés actuels de la Société;

(b) Un certificat de constitution de la Société émis par le Registre de Commerce des Pays-Bas;

(c) Une copie du projet de conversion transfrontalière et des explications du projet de conversion transfrontalière datés du 13 mars 2015;

(d) Une copie des résolutions de l'associé unique de la Société datées du 10 juin 2015;

(e) Une lettre de confirmation néerlandaise rédigée par CMS Derks Star Busmann N.V. datée du 10 juin 2015 concernant (1) la conversion de Axalta Coating Systems Dutch Co. Top Coöperatief U.A. d'une société coopérative régie par les lois des Pays-Bas en une société à responsabilité limitée régie par les lois des Pays-Bas et (2) la conversion subséquente de Axalta Coating Systems Dutch Co. Top Coöperatief U.A. d'une société à responsabilité limitée régie par les lois des Pays-Bas en une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg;

(f) Une copie certifiée conforme du registre des associés de la Société;

(g) Un bilan intérimaire de la Société au 10 juin 2015, certifié véritable et correct par son conseil de gérance;

(h) Un rapport d'évaluation daté du 10 juin 2015.

V. L'associé unique prend connaissance du projet de conversion transfrontalière et des explications du projet de conversion transfrontalière datés du 13 mars 2015 et publiés au Journal Officiel des Pays-Bas en date du 19 mars 2015, et des résolutions prises par ce-dernier en date du 10 juin 2015 tel qu'indiqué au point IV. (d) ci-dessus, en vertu desquels il a décidé, dans le but d'améliorer la capacité de la Société à maintenir ses activités de manière efficace, de transférer le siège de la Société en dehors des Pays-Bas, et de l'établir à Luxembourg, Grand-Duché de Luxembourg, sans dissoudre la Société, celle-ci continuant à exister à Luxembourg, Grand-Duché de Luxembourg.

VI. Par conséquent, la partie comparante a requis le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

L'associé unique décide d'approuver et confirme, pour autant que de besoin, le transfert avec effet immédiat du siège social, du lieu de gestion effective et d'administration centrale de la Société des Pays-Bas vers Luxembourg, Grand-Duché de Luxembourg. L'associé unique déclare par ailleurs que toutes les formalités requises par les lois des Pays-Bas afin de rendre ce transfert effectif ont été dûment réalisées.

Deuxième résolution

L'associé unique décide que la Société, soumise aux lois luxembourgeoises à compter de la date des présentes, adopte la nationalité luxembourgeoise et opte pour la forme sociale d'une société à responsabilité limitée pour la Société, sans que la Société ne soit dissoute mais au contraire qu'elle maintienne sa personnalité juridique.

Troisième résolution

L'associé unique décide d'approuver le bilan d'ouverture de la Société au 10 juin 2015, une copie de celui-ci restera annexée aux présentes.

Quatrième résolution

L'associé unique décide de modifier la dénomination de la Société de Axalta Coating Systems Dutch Co. Top B.V. en Axalta Coating Systems Luxembourg Top S.à r.l.

Cinquième résolution

L'associé unique décide de modifier et reformuler les statuts de la Société, avec effet immédiat, afin qu'ils soient désormais lus comme suit:

1. Dénomination. Il est établi une société à responsabilité limitée sous la dénomination «Axalta Coating Systems Luxembourg Top S.à r.l.» (la Société), qui devra être régie par les lois du Luxembourg, en particulier par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la Loi) et par les présents statuts (les Statuts).

2. Siège social.

2.1 Le siège social de la Société est établi à Luxembourg-Ville, Grand-Duché de Luxembourg. Il peut être transféré dans les limites de la commune de Luxembourg par simple décision du gérant, ou en cas de pluralité de gérants, du conseil de gérance de la Société. Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par résolution de l'associé unique ou de l'assemblée générale des associés délibérant comme en matière de modification des Statuts.

2.2 Il peut être créé par simple décision du gérant, ou en cas de pluralité de gérants, du conseil de gérance, des succursales, filiales ou bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger. Lorsque le gérant unique ou le conseil de gérance estime que des événements extraordinaires d'ordre politique, économique ou social de nature à compromettre l'activité normale au siège social ou la communication aisée entre le siège social et l'étranger se produiront ou seront imminents, le siège social pourra être transféré provisoirement 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 qui restera une société luxembourgeoise.

3. Objet social.

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

3.2 La Société pourra emprunter sous quelque forme que ce soit sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission d'actions et obligations et d'autres titres représentatifs d'emprunts et/ou de créances. La Société pourra prêter des fonds, en ce compris, sans limitation, ceux résultant des emprunts et/ou des émissions d'obligations ou de valeurs, à ses filiales, sociétés affiliées et/ou à toute autre société. Elle peut également consentir des garanties et nantir, céder, grever de charges toute ou partie de ses avoirs ou créer, de toute autre manière, des sûretés portant sur toute ou partie de ses avoirs afin de garantir ses propres obligations et engagements et/ou obligations et engagements de toute autre société et, de manière générale, en sa faveur et/ou en faveur de toute autre société ou personne.

3.3 La Société peut, d'une manière générale, employer toutes techniques et instruments liés à des investissements en vue d'une gestion efficace, y compris des techniques et instruments destinés à la protéger contre les risques de crédit, de change, de taux d'intérêt et autres risques.

3.4 La Société pourra accomplir toutes opérations commerciales, financières ou industrielles ainsi que tous transferts de propriété mobiliers ou immobiliers, qui directement ou indirectement favorisent la réalisation de son objet social ou s'y rapportent de manière directe ou indirecte.

4. Durée.

4.1 La Société est constituée pour une durée illimitée.

4.2 La Société ne sera pas dissoute par suite du décès, de l'interdiction, de l'incapacité, de l'insolvabilité, de la faillite ou de tout autre événement similaire affectant un ou plusieurs associés.

5. Capital.

5.1 Le capital social est fixé à neuf cent douze mille cinq cents euros (EUR 912.500), représenté par neuf cent douze mille cinq cents (912.500) parts sociales sous forme nominative d'une valeur nominale d'un euro (EUR 1) chacune, toutes souscrites et entièrement libérées.

5.2 Ces parts sociales se divisent en classes (la/les Classe(s)) comme suit:

- Douze mille cinq cents (12.500) parts sociales de Classe A;

- Cent mille (100.000) parts sociales de Classe B;

- Cent mille (100.000) parts sociales de Classe C;
- Cent mille (100.000) parts sociales de Classe D;
- Cent mille (100.000) parts sociales de Classe E;
- Cent mille (100.000) parts sociales de Classe F;
- Cent mille (100.000) parts sociales de Classe G;
- Cent mille (100.000) parts sociales de Classe H;
- Cent mille (100.000) parts sociales de Classe I; et
- Cent mille (100.000) parts sociales de Classe J.

5.3 Toute référence faite aux «parts sociales» ci-après devra être formulée en tant que référence à la Classe de parts sociales A et/ou B et/ou C et/ou D et/ou E et/ou F et/ou G et/ou H et/ou I et/ou J, dépendant du contexte.

5.4 Outre le capital social, un compte de prime d'émission peut être établi, compte sur lequel chaque prime payée sur une part sociale sera transférée. La prime d'émission versée par les associés sera disponible comme une réserve librement distribuable sur toutes les Classes de parts sociales et chaque distribution de prime d'émission pourra être réalisée sur chaque Classe de parts sociales.

5.5 Le capital social de la Société pourra être augmenté ou réduit en une seule ou plusieurs fois par résolution de l'associé unique ou de l'assemblée générale des associés délibérant comme en matière de modification des Statuts.

6. Parts sociales.

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

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

6.3 Les parts sociales sont librement transmissibles entre associés et, en cas d'associé unique, à des tiers.

En cas de pluralité d'associés, la cession de parts sociales à des non-associés n'est possible qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social de la Société.

La cession de parts sociales n'est opposable à la Société ou aux tiers qu'après qu'elle ait été notifiée à la Société ou acceptée par elle en conformité avec les dispositions de l'article 1690 du code civil.

Pour toutes autres questions, il est fait référence aux dispositions des articles 189 et 190 de la Loi.

6.4 Un registre des associés sera tenu au siège social de la Société conformément aux dispositions de la Loi où il pourra être consulté par chaque associé qui le demande.

6.5 Le capital social de la Société pourra être réduit par l'annulation des parts sociales, en ce compris par l'annulation d'une, ou de plusieurs Classes entières de parts sociales, par le rachat et l'annulation de toutes les parts sociales qui ont été émises dans cette ou ces Classe(s). Dans le cas de rachats et d'annulations des Classes des parts sociales, ces rachats et annulations des parts sociales devront être réalisés par ordre alphabétique inversé (en débutant par la Classe J).

6.6 Dans le cas d'une réduction du capital social par le biais du rachat et de l'annulation d'une Classe des parts sociales (dans l'ordre indiqué ci-dessus), cette Classe de parts sociales donnera droit à ses détenteurs, au prorata de leur détention dans cette Classe, à un Montant Disponible (toutefois dans les limites du Montant Total Annulé défini par l'assemblée générale des associés) et les détenteurs de la/des Classe(s) de parts sociales rachetées et annulées recevront de la Société un montant équivalent à la Valeur d'Annulation Par Part Sociale pour chacune des parts sociales des Classes concernées qu'ils détiennent et qui ont été annulées.

6.7 Le Montant Total Annulé devra être un montant déterminé par le gérant unique ou, le cas échéant, le conseil de gérance et approuvé par l'assemblée générale des associés sur base des Comptes Intérimaires concernés.

6.8 Suite au rachat et à l'Annulation des parts sociales d'une Classe concernée, la Valeur d'Annulation Par Part Sociale sera due et payable par la Société.

6.9 Dans le cadre de l'article 6, les définitions suivantes s'appliquent:

Montant Disponible	Signifie le montant total des profits nets de la Société (en ce compris les profits reportés) imputable à cette Classe de parts sociales dans la mesure où les associés auraient bénéficié d'un droit à une distribution de dividendes conformément aux Statuts, augmenté (i) des réserves librement distribuables (en ce compris, pour éviter tout doute, la réserve de prime d'émission) et (ii) le cas échéant des montants de la réduction du capital social et de la réduction de la partie de la réserve légale correspondant à la Classe de parts sociales à annuler, dans la mesure où cela correspond aux montants disponibles conformément à la loi, mais diminués par (i) toute perte (en ce compris les pertes reportées) et (ii) tout montant placé en réserve(s) conformément aux dispositions de la loi et des Statuts ou de l'avis raisonnable du conseil mis en réserve pour couvrir les frais de fonctionnement de la Société, le tout tel que déterminé sur base des Comptes Intérimaires concernés (sans, pour éviter tout doute sur la question, comptabilité double) de sorte que: AA = (NP + P + CR) – (L + LR)

	Où: AA = Montant Disponible NP = profits nets (en ce compris les profits nets reportés) P = toute réserve librement distribuable CR = le montant de la réduction de capital et de la réserve relative à la Classe des parts sociales à annuler L = pertes (en ce compris les pertes reportées) LR = toute somme à affecter à des réserves conformément aux dispositions de la loi ou des Statuts
Comptes Intérimaires	Signifie les comptes intérimaires de la Société à la Date des Comptes Intérimaires concernés.
Date des Comptes Intérimaires	Signifie la date ne précédant pas de plus de huit (8) jours la date de rachat et d'annulation de la Classe des parts sociales concernée.
Valeur d'Annulation par Part Sociale	Signifie le montant calculé en divisant le Montant Total Annulé par le nombre de parts sociales émises dans la Classe de parts sociales à racheter et à annuler.
Montant Total Annulé	Signifie, pour chacune des parts sociales des Classes J, I, H, G, F, E, D, C, B et A, le Montant Disponible de la Classe de parts sociales pertinente au moment de l'annulation de la Classe pertinente à moins qu'il ne soit décidé autrement par l'assemblée générale des associés de la manière requise pour la modification des Statuts tenant toutefois compte du fait que le Montant Total Annulé ne devra jamais être plus élevé que le Montant Disponible.

7. Conseil de gérance.

7.1 La Société est gérée par un ou plusieurs gérants nommés par résolution de l'associé unique ou de l'assemblée générale des associés, laquelle fixera la durée de leur mandat. Si plusieurs gérants sont nommés, ils constitueront un conseil de gérance. Le(s) gérant(s) ne sera/seront pas nécessairement associé(s).

7.2 Les gérants sont révocables ad nutum.

8. Pouvoirs du conseil de gérance.

8.1 Tous les pouvoirs non expressément réservés à l'assemblée générale des associés par la Loi ou les présents Statuts seront de la compétence du gérant ou, en cas de pluralité de gérants, du conseil de gérance, qui aura tous pouvoirs pour effectuer et approuver tous actes et opérations conformes à l'objet social de la Société.

8.2 Des pouvoirs spéciaux et limités pour des tâches spécifiques peuvent être délégués à un ou plusieurs agents, associés ou non, par le gérant unique ou, en cas de pluralité de gérants, par le conseil de gérance.

9. Procédure.

9.1 Le conseil de gérance se réunira aussi souvent que l'intérêt de la Société l'exige ou sur convocation d'un des gérants au lieu indiqué dans l'avis de convocation.

9.2 Il sera donné à tous les gérants un avis écrit de toute réunion du conseil de gérance au moins 24 (vingt-quatre) heures avant la date prévue pour la réunion, sauf en cas d'urgence, auquel cas la nature (et les motifs) de cette urgence seront mentionnés brièvement dans l'avis de convocation de la réunion du conseil de gérance.

9.3 La réunion peut être valablement tenue sans convocation préalable si tous les gérants de la Société sont présents ou représentés lors de la réunion et déclarent avoir été dûment informés de la réunion et de son ordre du jour. Il peut aussi être renoncé à la convocation avec l'accord de chaque gérant de la Société donné par écrit soit en original, soit par télégramme, télex, téléfax ou courrier électronique.

9.4 Tout gérant pourra se faire représenter aux réunions du conseil de gérance en désignant par écrit un autre gérant comme son mandataire.

9.5 Le conseil de gérance ne pourra délibérer et agir valablement que si la majorité des gérants est présente ou représentée. Les décisions du conseil de gérance sont prises valablement à la majorité des voix des gérants présents ou représentés. Les procès-verbaux des réunions du conseil de gérance seront signés par tous les gérants présents ou représentés à la réunion.

9.6 Tout gérant peut participer à la réunion du conseil de gérance par téléphone ou vidéo conférence ou par tout autre moyen de communication similaire, ayant pour effet que toutes les personnes participant à la réunion peuvent s'entendre et se parler. La participation à la réunion par un de ces moyens équivaut à une participation en personne à la réunion.

9.7 Les résolutions circulaires signées par tous les gérants seront considérées comme étant valablement adoptées comme si une réunion du conseil de gérance dûment convoquée avait été tenue. Les signatures des gérants peuvent être apposées sur un document unique ou sur plusieurs copies d'une résolution identique, envoyées par lettre ou téléfax.

10. Représentation. La Société sera engagée, en toutes circonstances, vis-à-vis des tiers par (i) la signature du gérant unique et en cas de pluralité de gérants par (ii) la signature conjointe de deux gérants et (iii) la signature unique de toute personne à qui un tel pouvoir de signature a valablement été délégué par le gérant unique ou, en cas de pluralité de gérants, par le conseil de gérance, mais dans les limites d'un tel pouvoir.

11. Responsabilités des gérants. Les gérants ne contractent à raison de leur fonction aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont pris en conformité avec les Statuts et les dispositions de la Loi.

12. Pouvoirs et droits de vote.

12.1 L'associé unique exerce tous les pouvoirs qui sont attribués par la Loi à l'assemblée générale des associés.

12.2 Chaque associé possède des droits de vote proportionnels au nombre de parts sociales détenues par lui.

12.3 Tout associé pourra se faire représenter aux assemblées générales des associés de la Société en désignant par écrit, soit par lettre, télégramme, télex, téléfax ou courrier électronique une autre personne ou entité comme mandataire.

13. Forme - Quorum - Majorité.

13.1 Lorsque le nombre d'associés n'excède pas vingt-cinq associés, les décisions des associés pourront être prises par résolution circulaire dont le texte sera envoyé à chaque associé par écrit, soit en original, soit par télégramme, télex, téléfax ou courrier électronique. Les associés exprimeront leur vote en signant la résolution circulaire. Les signatures des associés apparaîtront sur un document unique ou sur plusieurs copies d'une résolution identique, envoyées par lettre ou téléfax.

13.2 Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des associés détenant plus de la moitié du capital social.

13.3 Toutefois, les résolutions prises pour la modification des Statuts ou pour la dissolution et la liquidation de la Société seront prises à la majorité des voix des associés représentant au moins les trois quarts du capital social de la Société.

14. Exercice social.

14.1 L'exercice social commence le premier janvier de chaque année et se termine le trente et un décembre de chaque année.

14.2 Chaque année, à la fin de l'exercice social, les comptes de la Société sont arrêtés et le gérant ou, en cas de pluralité de gérants, le conseil de gérance dresse un inventaire comprenant l'indication des valeurs actives et passives de la Société.

14.3 Tout associé peut prendre connaissance de l'inventaire et du bilan au siège social de la Société.

15. Affectation des bénéfices.

15.1 Les bénéfices bruts de la Société indiqués dans les comptes annuels, après déduction des dépenses générales, amortissement et frais représentent le bénéfice net. Un montant égal à cinq pour cent (5%) du bénéfice net sera affecté à la réserve légale jusqu'à ce que celle-ci atteigne un montant égal à dix pour cent (10%) du capital social de la Société.

15.2 L'assemblée générale des associés décidera discrétionnairement de l'affectation du surplus et elle pourra en particulier attribuer ce bénéfice au paiement d'un dividende ou l'attribuer à la réserve ou le reporter.

15.3 En cas de distribution de dividendes et dans la mesure où les fonds distribuables sont suffisants et que le bénéfice net a été affecté à la réserve légale tel que requis à l'article 15.1, les dividendes des détenteurs des parts sociales devront être alloués et payés de la façon suivante:

- un montant égal à zéro virgule vingt-cinq pourcent (0,25%) de la valeur nominale de chaque part sociale de la Classe A devra être distribué en parts égales à tous les associés au prorata de leurs parts sociales de Classe A;

- un montant égal à zéro virgule trente pourcent (0,30%) de la valeur nominale de chaque part sociale de la Classe B devra être distribué en parts égales à tous les associés au prorata de leurs parts sociales de Classe B;

- un montant égal à zéro virgule trente-cinq pourcent (0,35%) de la valeur nominale de chaque part sociale de la Classe C devra être distribué en parts égales à tous les associés au prorata de leurs parts sociales de Classe C;

- un montant égal à zéro virgule quarante pourcent (0,40%) de la valeur nominale de chaque part sociale de la Classe D devra être distribué en parts égales à tous les associés au prorata de leurs parts sociales de Classe D;

- un montant égal à zéro virgule quarante-cinq pourcent (0,45%) de la valeur nominale de chaque part sociale de la Classe E devra être distribué en parts égales à tous les associés au prorata de leurs parts sociales de Classe E;

- un montant égal à zéro virgule cinquante pourcent (0,50%) de la valeur nominale de chaque part sociale de la Classe F devra être distribué en parts égales à tous les associés au prorata de leurs parts sociales de Classe F;

- un montant égal à zéro virgule cinquante-cinq pourcent (0,55%) de la valeur nominale de chaque part sociale de la Classe G devra être distribué en parts égales à tous les associés au prorata de leurs parts sociales de Classe G;

- un montant égal à zéro virgule soixante pourcent (0,60%) de la valeur nominale de chaque part sociale de la Classe H devra être distribué en parts égales à tous les associés au prorata de leurs parts sociales de Classe H;

- un montant égal à zéro virgule soixante-cinq pourcent (0,65%) de la valeur nominale de chaque part sociale de la Classe I devra être distribué en parts égales à tous les associés au prorata de leurs parts sociales de Classe I; et

- le solde du montant total distribué sera alloué dans son intégralité aux détenteurs des parts sociales de la dernière Classe par ordre alphabétique inversé (c'est-à-dire en premier lieu la Classe J de parts sociales, et si le cas échéant ces dernières sont inexistantes, la Classe I de parts sociales et ainsi de suite).

15.4 En l'absence d'une distribution de dividende déclarée comme payable, les montants qui auraient pu être payés en cas de distribution de dividende dans les proportions établies à l'article 15.3, seront accumulés sur chaque classe de parts sociales dans les mêmes proportions et seront payés par la Société lors du rachat de cette classe de parts sociales.

16. Dissolution - Liquidation.

16.1 En cas de dissolution de la Société, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par résolution de l'associé unique ou de l'assemblée générale des associés qui déterminera leurs pouvoirs et rémunération. Sauf disposition contraire prévue dans la résolution du (ou des) associé(s) ou par la loi, les liquidateurs seront investis des pouvoirs les plus étendus pour la réalisation des actifs et le paiement des dettes de la Société.

16.2 Le surplus résultant de la réalisation des actifs et le paiement de toutes les dettes de la Société sera payé à l'associé ou, en cas de pluralité d'associés, aux associés conformément à et de manière à atteindre globalement le même résultat économique que la distribution de dividendes déterminée par les règles de distribution fixées à l'article 15.3.

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

Sixième résolution

L'associé unique décide de reconnaître la démission de M. A. Schriek van Leuven, M. Apeldoorn et M. Sumner, de leur position d'administrateurs de la Société avec effet immédiat et de leur accorder décharge pour l'exécution de leur mandat jusqu'à la date des présentes résolutions.

Septième résolution

L'associé unique décide de confirmer le mandat de M. Matthias Vogt, né le 5 juin 1968 à Darmstadt (Allemagne), résidant professionnellement au 15, Horbeller Straße, 50858 Cologne, Allemagne, en qualité de gérant de la Société.

Huitième résolution

L'associé unique décide de nommer les personnes suivantes en qualité de gérants de la Société avec effet immédiat et pour une durée indéterminée:

- M. Adrien Schrobiltgen, né le 12 décembre 1961 à Luxembourg (Grand-Duché de Luxembourg), résidant professionnellement au 10A, rue Henri M. Schnadt, L-2530 Luxembourg;

- M. Otmar Hauck, né le 23 août 1955 à Neuses a.d. Eichen, Grossheirath (Allemagne), résidant professionnellement au 15, Horbeller Straße, 50858 Cologne, Allemagne; et

- M. Nicolas Pigeon, né le 23 août 1982 à Nancy (France), résidant professionnellement au 10A, rue Henri M. Schnadt, L-2530 Luxembourg.

Neuvième résolution

L'associé unique décide de fixer l'adresse du siège social de la Société au 10A, rue Henri M. Schnadt, L-2530 Luxembourg, Grand-Duché de Luxembourg.

Dixième résolution

L'associé unique décide de reconnaître que, conformément au bilan de la Société du 10 juin 2015 tel qu'il en est fait référence au point IV. (g) ci-dessus, le montant du compte de prime d'émission de la Société est de un milliard trois cent cinquante millions cent quatre-vingt-seize mille six cent soixante et un dollars des Etats-Unis et quatre-vingt-huit cents (USD 1.350.196.661,88), et décide que ce montant a un équivalent en euro, calculé selon le taux de change officiel de la Banque Centrale Européenne au début du jour ouvrable du 9 juin 2015, de un milliard cent quatre-vingt-quatorze millions huit cent douze mille neuf cent soixante-douze euros et quatre-vingt-quinze cents (EUR 1.194.812.972,95), devant être attaché aux parts sociales détenues par les associés dans la Société.

Onzième résolution

L'associé unique décide d'approuver l'allocation d'un montant de quatre-vingt-onze mille deux cent cinquante euros (EUR 91.250) de la réserve générale de la Société, d'un montant de dix pourcent (10%) du capital social émis, à la réserve légale de la Société.

Disposition transitoire

L'exercice social en cours sera clôturé le 31 décembre 2015.

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 du présent acte est estimé à environ sept mille cinq cents Euros (EUR 7.500,-).

Déclaration

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

Le notaire soussigné, qui a connaissance de la langue anglaise, déclare qu'à la demande de la partie comparante, le présent acte est rédigé en langue anglaise suivi d'une version française. A la demande de la même partie comparante, en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

Et après lecture faite et interprétation donnée au mandataire de la partie comparante, connu du notaire par ses nom, prénom, état civil et résidence, ledit mandataire a signé le présent acte en original avec Nous, notaire.

Signé: S. WOLTER et H. HELLINCKX.

Enregistré à Luxembourg, Actes Civils 1, le 17 juin 2015. Relation: 1LAC/2015/18833. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): P. MOLLING.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le 19 juin 2015.

Référence de publication: 2015096467/738.

(150107887) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2015.

J&C Bat-Immo S.à r.l., Société à responsabilité limitée.

Siège social: L-8009 Strassen, 55, route d'Arlon.

R.C.S. Luxembourg B 181.276.

—

L'an deux mille quinze, le vingt-trois avril.

Par-devant Maître Joëlle Baden, notaire de résidence à Luxembourg,

S'est réunie

L'assemblée générale extraordinaire des associés de la société à responsabilité limitée «J &C Bat-Immo S.à r.l.», ayant son siège social à L-2327 Luxembourg, 1, Montée de la Pétrusse, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 181.276, constituée suivant acte notarié en date du 22 octobre 2013, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 3030 du 29 novembre 2013 (la «Société»).

Les statuts de la Société n'ont jamais été modifiés.

L'assemblée est ouverte sous la présidence de Monsieur Jérôme GERNER, directeur de sociétés, demeurant à L-2449 Luxembourg, 13, boulevard Royal,

qui désigne comme secrétaire Flora GIBERT, employée demeurant professionnellement à Luxembourg.

L'assemblée choisit comme scrutateur Monsieur Cuma YILDIZ, indépendant, demeurant à F-57700 Hayange, 27, rue du Général de Gaulle.

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

I.- Que la présente assemblée générale extraordinaire a pour

Ordre du jour:

1) Transfert du siège social de L-2327 Luxembourg, 1, Montée de la Pétrusse, vers L-8009 Strassen, 55, route d'Arlon avec effet au premier juillet 2015.

2) Modification subséquente du premier alinéa de l'article 4 des statuts de la Société avec effet au premier juillet 2015.

II.- Que les associés présents ou représentés, les mandataires des associés représentés, ainsi que le nombre de parts sociales qu'ils détiennent sont indiqués sur une liste de présence; cette liste de présence, après avoir été signée par les associés présents, les mandataires des associés représentés ainsi que par les membres du bureau, restera annexée au présent procès-verbal pour être soumise avec lui à la formalité de l'enregistrement.

Resteront pareillement annexées aux présentes, les procurations des associés représentés, après avoir été paraphées ne varietur par les comparants.

III.- Que l'intégralité du capital social étant présente ou représentée à la présente assemblée, il a pu être fait abstraction des convocations d'usage, les associés présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

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

L'assemblée générale, après avoir délibéré, prend à l'unanimité des voix les résolutions suivantes:

Première résolution:

L'assemblée décide de transférer le siège social de la Société de L-2327 Luxembourg, 1, Montée de la Pétrusse, vers L-8009 Strassen, 55, route d'Arlon, avec effet au premier juillet 2015.

Deuxième résolution:

Suite à la première résolution, les associés décident de modifier le premier paragraphe de l'article 4 des statuts de la Société, pour lui donner désormais la teneur suivante avec effet au premier juillet 2015:

« **Art. 4.** Le siège social est établi dans la commune de Strassen.»

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

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

Et après lecture faite et interprétation donnée aux comparants, les membres du bureau ont signé avec le notaire le présent acte.

Signé: J. GERNER, F. GIBERT, C. YILDIZ et J. BADEN.

Enregistré à Luxembourg A.C 1, le 24 avril 2015. 1LAC / 2015 / 12664. Reçu soixante-quinze euros € 75,-

Le Receveur (signé): T. BENNING.

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

Luxembourg, le 6 mai 2015.

Référence de publication: 2015067153/54.

(150077162) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2015.

---

gategroup Finance (Luxembourg) S.A., Société Anonyme.

Capital social: EUR 31.000,00.

Siège social: L-1882 Luxembourg, 12, rue Guillaume Kroll.

R.C.S. Luxembourg B 161.009.

—

Il ressort d'une lettre de démission adressée à la Société que Madame Catherine KOCH a démissionné de son mandat d'administrateur de catégorie B de la Société avec effet au 30 avril 2015.

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

Luxembourg, le 30 avril 2015.

gategroup Finance (Luxembourg) S.A.

Signature

Référence de publication: 2015064469/14.

(150074836) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

---

gategroup Financial Services S.à r.l., Société à responsabilité limitée.

Capital social: EUR 40.562.600,00.

Siège social: L-1882 Luxembourg, 12, rue Guillaume Kroll.

R.C.S. Luxembourg B 86.446.

—

Il ressort d'une lettre de démission adressée à la Société que Madame Catherine KOCH a démissionné de son mandat de gérant de catégorie B de la Société avec effet au 30 avril 2015.

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

Luxembourg, le 30 avril 2015.

gategroup Financial Services S.à r.l.

Signature

Référence de publication: 2015064470/14.

(150074797) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

---

international quiding S.à r.l., Société à responsabilité limitée.

Siège social: L-9237 Dierkirch, 3, place Guillaume.

R.C.S. Luxembourg B 171.851.

—

Constatation de cession de parts sociales

Suite aux conventions de cession de parts sociales sous seing privé, signées par les cédants et le cessionnaire en date du 22 Janvier 2015 et acceptées par les gérants au nom de la société, il en résulte que le capital social de la société «international quiding S.à r.l.» est désormais réparti comme suit:

AUHOLD S.à r.l., avec siège social à L-9237 Diekirch, 3, Place Guillaume, Luxembourg et inscrite auprès du Registre de Commerce et des Sociétés sous le numéro: B 179 268	30.000
RIHOLD S.à r.l., avec siège social à L-9237 Diekirch, 3, Place Guillaume, Luxembourg et inscrite auprès du Registre de Commerce et des Sociétés sous le numéro: B 179 269	53.000
Alkimia Advisors Ltd., avec siège social à Dixcart House, Fort Charles, Charlestown, Nevis, St. Kitts and Nevis et inscrite auprès du Registre de Commerce et des Sociétés sous le numéro: C 42062	1.000
Monsieur Antonio GARCIA BRITES, né le 29/05/1967 à Lugo (ESP) et demeurant à Carrer de la Constitució,	3.000

Edif. Salita Parc S/N, 2n la, AD700 Escaldes, Andorra.	
Grup Companyia Comercial de Desenvolupament Industrial, SA, avec siège social à Avinguda Sant Antoni, Casa Forat, numéro 24, 1r pis, 2a, AD400 Porta La Massana, Andorra, inscrite auprès du Andorra Publique Registre sous le numéro: 1508.	3.000
NSFO, SA, avec siege social à Carrer De Roca Corba Núm. 28, Urbanització Can Diumenge, Escaldes-Engordany, Andorra, inscrite auprès du Andorra Publique Registre sous le numéro: 14738.	9.000
Madam Neus Moro Puente, né le 31/08/1966 à Andorra la Vella (Andorra) et demeurant à c/ La Solana, 31, AD700 Escaldes-Engordany, Andorra.	1.000
Total: cent mille parts sociales	100.000

Diekirch, le 30 avril 2015.

Pour extrait sincère et conforme
Les associés
Oncke Kipperman / Frank B.C.M. Nabuurs
Director / Director

Référence de publication: 2015064471/32.

(150074180) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Golden Spoon S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1368 Luxembourg, 13, rue du Curé.

R.C.S. Luxembourg B 196.431.

—

STATUTEN

Im Jahre zweitausendundfünfzehn, am zweiten April.

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

IST ERSCHIENEN:

ARCANUM HOLDING S.à r.l., eine Gesellschaft mit beschränkter Haftung luxemburgischen Rechts, mit Gesellschaftssitz in 241, Val des Bons Malades, L- 2121 Luxembourg, eingetragen im Firmenregister Luxemburg unter der Nummer B. 195434,

hier vertreten durch Herrn Pegman Haghshenas, in seiner Funktion als alleiniger Geschäftsführer,

hat den unterzeichneten Notar ersucht, die Satzung einer Gesellschaft mit beschränkter Haftung ("société à responsabilité limitée"), die hiermit gegründet wird, wie folgt zu dokumentieren:

Bezeichnung - Gesellschaftssitz - Gesellschaftszweck - Dauer

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

Art. 2. Gesellschaftssitz.

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

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

Art. 3. Gesellschaftszweck.

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

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

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

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

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

Art. 4. Dauer.

4.1. Die Gesellschaft ist auf unbestimmte Zeit gegründet.

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

II. Kapital - Gesellschaftsanteile

Art. 5. Kapital.

5.1. Das Kapital der Gesellschaft ist auf zwölftausendfünfhundert Euro (EUR 12.500) festgelegt und besteht aus eintausend (1.000) Namensanteilen mit einem Nennwert je Gesellschaftsanteil von zwölf Euro und fünfzig Cent (EUR 12,50); alle Gesellschaftsanteile sind gezeichnet und voll eingezahlt.

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

Art. 6. Gesellschaftsanteile.

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

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

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

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

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

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

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

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

III. Verwaltung - Vertretung

Art. 7. Verwaltungsrat.

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

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

Art. 8. Vollmachten des Verwaltungsrates.

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

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

Art. 9. Vorgehensweise.

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

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

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

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

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

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

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

Art. 10. Vertretung. Die Gesellschaft ist in allen Angelegenheiten gegenüber Dritten durch die einzelne Unterschrift jedweden Geschäftsführers der Gesellschaft gebunden oder, falls anwendbar, durch die gemeinsame oder einzelne Unterschrift jeder Person, der solche Unterschriftsvollmacht gemäß Artikel 8.2. gegenwärtiger Satzung gültig erteilt wurde.

Art. 11. Verpflichtung der Geschäftsführer. Die Geschäftsführer sind durch ihr Amt nicht persönlich haftbar für Verpflichtungen, die sie im Namen der Gesellschaft gültig eingegangen sind, unter der Bedingung, dass solche Verpflichtungen in Übereinstimmung mit gegenwärtiger Satzung sowie den anwendbaren Bestimmungen des Gesetzes sind.

IV. Hauptversammlungen der Aktionäre

Art. 12. Vollmachten und Stimmrechte.

12.1. Der Alleingesellschafter übernimmt alle Vollmachten, die vom Gesetz der Hauptversammlung der Gesellschafter übertragen werden.

12.2. Jeder Gesellschafter besitzt Stimmrechte, die im Verhältnis zur Anzahl seiner Anteile stehen.

12.3. Jeder Gesellschafter kann eine natürliche Person oder Rechtspersönlichkeit per Brief, Faksimile oder Email zu seinem Bevollmächtigten bestellen um ihn bei den Hauptversammlungen der Gesellschafter zu vertreten.

Art. 13. Form - Beschlussfähige Anzahl - Mehrheit.

13.1. Falls die Anzahl der Gesellschafter fünfundzwanzig nicht übersteigt, können ihre Entscheidungen durch Zirkularbeschluss gefasst werden, dessen Text schriftlich, sei es im Original oder über Faksimile oder Email, an alle Gesellschafter geschickt wird. Die Gesellschafter geben ihre Stimme durch Unterzeichnung des Zirkularbeschlusses ab. Die Unterschriften der Gesellschafter können auf einem einzigen Dokument oder auf mehreren Exemplaren eines gleichlautenden Beschlusses geleistet werden, und per Brief oder per Faksimile bescheinigt werden.

13.2. Kollektivbeschlüsse sind nur gültig, wenn sie von Gesellschaftern gefasst werden, die mehr als die Hälfte des Stammkapitals besitzen.

13.3. Ungeachtet von Artikel 13.2. gegenwärtiger Satzung können Beschlüsse in Bezug auf Abänderungen der Satzung oder in Bezug auf die Auflösung und Liquidation der Gesellschaft nur mit der Stimmenmehrheit der Gesellschafter, die mindestens drei Viertel des Stammkapitals der Gesellschaft besitzen, gefasst werden.

V. Jahresabschluss - Gewinnzuteilung

Art. 14. Geschäftsjahr.

14.1. Das Geschäftsjahr der Gesellschaft beginnt jedes Jahr am ersten Januar und endet am einunddreißigsten Dezember.

14.2. In Bezug auf das Ende des Geschäftsjahres der Gesellschaft hat der Verwaltungsrat jedes Jahr die Bilanz und die Gewinnund Verlustkonten der Gesellschaft, sowie das Inventar, einschließlich der Angabe des Wertes der Aktiva und Passiva der Gesellschaft, zu erstellen, mit einem Anhang, der alle Verpflichtungen der Gesellschaft zusammenfasst, und die Verbindlichkeiten der Geschäftsführer, des oder der Rechnungskommissare (falls anwendbar) und der Gesellschafter der Gesellschaft zusammenfasst.

14.3. Jeder Gesellschafter kann das obengenannte Inventar und die Bilanz am Sitz der Gesellschaft einsehen.

Art. 15. Gewinnverteilung.

15.1. Der in den Jahreskonten aufgeführte Bruttogewinn der Gesellschaft, nach Abzug der Allgemeinkosten, Tilgungen und Kosten, stellt den Nettogewinn dar. Ein Betrag gleich fünf Prozent (5 %) des Nettogewinns der Gesellschaft wird der gesetzlichen Rücklage zugeführt, bis diese zehn Prozent (10 %) des Grundkapitals der Gesellschaft erreicht hat.

15.2. Die Hauptversammlung der Gesellschafter kann nach freiem Ermessen über den Überschuss verfügen. Insbesondere kann sie den Gewinn zu einer Dividendenzahlung freigeben oder sie der Rücklage zuweisen oder auch als Saldo vortragen.

15.3. Jederzeit können Zwischendividenden unter folgenden Bedingungen ausgeschüttet werden:

(i) ein Kontenauszug oder ein Inventar oder Bericht wird vom Verwaltungsrat erstellt;

(ii) dieser Kontenauszug, dieses Inventar oder dieser Bericht zeigen, dass genügend Geldmittel zur Ausschüttung zur Verfügung stehen; wohlverstanden darf der auszuschüttende Betrag die seit dem Ende des vorhergehenden Geschäftsjahres realisierten Gewinne, zuzüglich der vorgetragenen Gewinne und der ausschüttbaren Rücklagen, jedoch abzüglich der vorgetragenen Verluste und der Beträge, die der gesetzlichen Rücklage zuzuführen sind, nicht übersteigen;

(iii) die Entscheidung zur Zahlung von Zwischendividenden wird vom einzigen Gesellschafter oder von der Hauptversammlung der Gesellschafter getroffen, und

(iv) eine Zusicherung wurde gegeben, dass die Rechte der Gläubiger der Gesellschaft nicht gefährdet sind.

VI. Auflösung - Liquidation

16.1. Im Falle einer Auflösung der Gesellschaft wird die Liquidation von einem oder mehreren Liquidatoren ausgeführt, die keine Gesellschafter zu sein brauchen, und die durch einen Beschluss des Alleingesellschafters oder der Hauptversammlung der Gesellschafter ernannt werden, die ihre Vollmachten und Vergütung bestimmt. Falls in dem Beschluss des oder der Gesellschafter, oder durch ein Gesetz, nichts Anderes vorgesehen ist, sind die Liquidatoren mit den weitgehendsten Vollmachten für die Realisierung der Vermögenswerte und die Zahlung der Verpflichtungen der Gesellschaft versehen.

16.2. Der Überschuss aus der Realisierung der Vermögenswerte und Zahlung der Verpflichtungen der Gesellschaft wird an den Gesellschafter gezahlt oder, im Falle mehrerer Gesellschafter, an die Gesellschafter im Verhältnis zu der Anzahl der Anteile, die sie in der Gesellschaft besitzen.

VII. Allgemeine Bestimmung

17. Es wird auf die Bestimmungen des Gesetzes in Bezug auf alle Angelegenheiten verwiesen, die nicht ausdrücklich in gegenwärtiger Satzung aufgeführt werden.

Übergangsbestimmung

Das erste Geschäftsjahr beginnt am Tag dieser Urkunde und endet am 31. Dezember 2015.

Zeichnung - Zahlung

Die eintausend (1000) Gesellschaftsanteile wurden vollstaendig durch ARCANUM HOLDING S.à r.l., vorgenannt, gezeichnet. Diese Anteile wurden vollständig in Bar einbezahlt, sodass die Summe von zwölftausendfünfhundert Euro (EUR 12.500) der Gesellschaft zur Verfuegung steht, wie dem unterzeichneten Notar bescheinigt wurde, der dies ausdrücklich bestätigt.

Kosten

Die Ausgaben, Kosten, Gebühren und Auslagen jeder Art, die von der Gesellschaft aus Gründen ihrer Gründung zu tragen sind, werden auf ungefähr eintausendunddreihundert Euro (EUR 1.300) geschätzt.

Beschlüsse des Alleingesellschafters

Sofort nach der Gründung der Gesellschaft hat der Alleingesellschafter der Gesellschaft, der das gesamte gezeichnete Stammkapital vertritt, folgende Beschlüsse gefasst:

1. Die Zahl der Geschäftsführer wird auf eins (1) festgesetzt.

2. Herr Pegman Haghshenas, geboren am 22.Dezember 1975 in Teheran (Iran) und wohnhaft in 241, Val des Bons Malades, L-2121 Luxembourg, wird auf unbestimmte Zeit zum alleinigen Geschäftsführer genannt.

3. Der Sitz der Gesellschaft ist 13, Rue du Curé, L-1368 Luxemburg.

WORÜBER Urkunde, aufgenommen in Luxemburg, am Datum wie am Anfang dieser Urkunde erwähnt.

Und nach Verlesung an die Bevollmächtigte des Komparenten hat diese zusammen mit Uns Notar gegenwärtige Urkunde unterzeichnet.

Signé: P. Hagshenas et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 13 avril 2015. 2LAC/2015/8008. Reçu soixante-quinze euros EUR 75,-

Le Receveur (signé): Paul MOLLING.

POUR EXPEDITION 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 30 avril 2015.

Référence de publication: 2015064807/2.

(150074566) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

D.B. Zwirn Global (Lux) S.àr.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 112.507.

—

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: 2015064682/9.

(150074527) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

A.R.T. - Absolute Return Target Fund, Société d'Investissement à Capital Variable.

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 79.444.

—

Extrait des résolutions de l'Assemblée Générale Ordinaire, tenue à Luxembourg, le 24 avril 2015:

- L'Assemblée Générale Ordinaire décide de réélire les Administrateurs suivants, pour un mandat qui viendra à expiration lors de l'Assemblée Générale Ordinaire qui doit approuver les états financiers au 31 décembre 2015:

* Mr. Luc Estenne, Président du Conseil d'Administration et Administrateur

* Mr. Hugues Janssens van der Maelen, Administrateur

* Mr. Timothée Henry, Administrateur

- L'Assemblée Générale Ordinaire décide de réélire ERNST & YOUNG, en tant que Réviseur d'Entreprises agréé pour un mandat qui viendra à expiration lors de l'Assemblée Générale Ordinaire qui doit approuver les états financiers au 31 décembre 2015.

A l'issue de l'Assemblée Générale Ordinaire, le Conseil d'Administration est composé de:

Président

- Mr. Luc Estenne, PARTNERS ADVISERS S.A., 100 rue du Rhône, CH-1204 Genève

Administrateurs

- Mr Hugues Janssens van der Maelen, TRENDTRUST S.A., 3 Rue du Mont-Blanc, CH-1201 Genève

- Mr Timothée Henry, PARTNERS ADVISERS S.A., 100 rue du Rhône, CH-1204 Genève

Le Réviseur d'Entreprises agréé est:

- ERNST & YOUNG, ayant son siège social à 7 rue Gabriel Lippmann, L-5365 Munsbach.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 29 avril 2015.

Référence de publication: 2015064473/26.

(150073946) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Just Holdings S.à r.l. SPF, Société à responsabilité limitée - Société de gestion de patrimoine familial.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 176.575.

—

Extrait des résolutions écrites prises par l'associé unique de la Société en date du 29 avril 2015

En date du 29 avril 2015, l'associé unique de la Société a pris les résolutions suivantes:

- de confirmer et d'accepter la démission de Madame Anne Catherine GRAVE de son mandat de gérant de catégorie B de la Société avec effet au 31 mars 2015;

- de confirmer et d'accepter la démission de Madame Catherine KOCH de son mandat de gérant de catégorie B de la Société avec effet au 30 avril 2015;

- de nommer Monsieur Olivier HAMOU, né le 19 décembre 1973 à Levallois-Perret, France, ayant comme adresse professionnelle: 19, rue de Bitbourg, L-1273 Luxembourg, en tant que nouveau gérant de catégorie B de la Société avec effet au 31 mars 2015 et ce pour une durée indéterminée;

- de nommer Madame Antonella GRAZIANO, née le 20 janvier 1966 à Orvieto, Italie, résidant à l'adresse professionnelle suivante: 19, rue de Bitbourg, L-1273 Luxembourg, en tant que nouveau gérant de catégorie B de la Société avec effet au 30 avril 2015 et ce pour une durée indéterminée.

Le conseil de gérance de la Société est désormais composé comme suit:

- Independant Trustee Limited, gérant de catégorie A

- Monsieur Olivier HAMOU, gérant de catégorie B

- Madame Antonella GRAZIANO, gérant de catégorie B

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

Luxembourg, le 30 avril 2015.

Just Holdings S.à r.l. SPF

Signature

Référence de publication: 2015064915/28.

(150074615) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Addivant Luxembourg Holdings, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 174.232.

—

Il ressort d'une lettre de démission adressée à la Société que Madame Catherine KOCH a démissionné de son mandat de gérant B de la Société avec effet au 30 avril 2015.

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

Luxembourg, le 30 avril 2015.

Addivant Luxembourg Holdings

Signatures

Référence de publication: 2015064475/14.

(150075038) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

UK Rails S.à r.l., Société à responsabilité limitée,

(anc. UK Railway S.à r.l.).

Capital social: GBP 24.762,00.

Siège social: L-1728 Luxembourg, 7, rue du Marché aux Herbes.

R.C.S. Luxembourg B 194.634.

—

In the year two thousand and fifteen, on the twenty-seventh day of April.

Before Maître Danielle KOLBACH, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg,

Was held

an extraordinary general meeting of the shareholders (the General Meeting) of UK Railway S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) having its registered office at 7, rue du Marché-aux-Herbes, L-1728 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies

Register (Registre de commerce et des sociétés) under number B 194634 and having a share capital of GBP 24,762 (twenty-four thousand seven hundred sixty-two Pounds Sterling) (the Company). The Company was incorporated under the name of CK Investments S.à r.l. on 8 January 2015 pursuant to a deed of Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations under number 846 of 27 March 2015. The articles of association of the Company (the Articles) have been amended several times, and for the last time on 16 April 2015 pursuant to a deed of Maître Henri HELLINCKX, notary, residing in Luxembourg, Grand Duchy of Luxembourg, which deed has not been published in the Mémorial C, Recueil des Sociétés et Associations yet.

THERE APPEARED:

(1) Portcobrook Limited, a limited company incorporated under the laws of Hong Kong, having its registered office at 12 th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong and registered under the number 2151174;

duly and validly represented for the purpose hereof by Mrs. Virginie PIERRU, notary clerk, professionally residing in L-8510 Redange-sur-Attert, by virtue of a power of attorney given under private seal (the Proxyholder); and

(2) Portbrook Limited, a limited company incorporated under the laws of Hong Kong, having its registered office at 7 th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong and registered under the number 2151115,

duly and validly represented for the purpose hereof by the Proxyholder, by virtue of a power of attorney given under private seal.

(Portcobrook Limited and Portbrook Limited are hereafter collectively referred to as the Shareholders).

The powers of attorney of the Shareholders, after having been initialled ne varietur by the Proxyholder and by the undersigned notary, shall remain attached to the present deed and be submitted with this deed to the registration authorities.

The Shareholders, duly and validly represented as stated above, request the undersigned notary to record the following:

I. The Shareholders hold together all of the shares representing the entire share capital of the Company.

II. The Shareholders accept to deliberate and to vote on the resolutions to be passed in connection with the following items:

(i) Waiver of convening notices;

(ii) Change of the Company's name from “UK Railway S.à r.l.” to “UK Rails S.à r.l.”;

(iii) Subsequent amendment of article 1 of the Articles; and

(iv) Miscellaneous.

III. The Shareholders hereby take the following resolutions:

First resolution

The entirety of the share capital of the Company being represented at the present General Meeting, the General Meeting waives any convening notices, the Shareholders represented at the General Meeting considering themself as duly convened and declaring having perfect knowledge of the agenda which has been made available to them in advance of the General Meeting.

Second resolution

The Shareholders resolve to change the Company's name from “UK Railway S.à r.l.” to “UK Rails S.à r.l.”.

Third resolution

The Shareholders resolve to amend article 1 of the Articles in order to reflect the above resolutions so that it shall henceforth read as follows:

“ **Art. 1. Name.** There exists a private limited liability company (société à responsabilité limitée) by the name of “UK Rails S.à r.l.” (the Company).”

Fourth resolution

The Shareholders resolve (i) to amend the share register of the Company in order to record the new name of the Company and (ii) to grant power and authority to any manager of the Company or Allen & Overy, société en commandite simple, société d'avocats inscrite à la liste V du barreau de Luxembourg, itself represented by any lawyer or employee of Allen & Overy, société en commandite simple, société d'avocats inscrite à la liste V du barreau de Luxembourg to individually proceed on behalf of the Company to the amendment of the share register of the Company.

The Shareholders furthermore resolve to grant power and authority to Allen & Overy, société en commandite simple, société d'avocats inscrite à la liste V du barreau de Luxembourg, itself represented by any lawyer or employee of Allen & Overy, société en commandite simple, société d'avocats inscrite à la liste V du barreau de Luxembourg to accomplish any formalities which may be necessary or useful in connection with the implementation of the preceding resolutions.

Costs

The amount of the expenses in relation to the present deed is estimated to be approximately one thousand two hundred Euro (EUR 1,200.-).

WHEREOF, the present notarial deed was drawn up in Redange-sur-Attert, on the day indicated at the beginning of the present deed.

The undersigned notary who understands and speaks English, states herewith that the present deed is worded in English followed by a French version, in case of discrepancies between the English and the French texts, the English version shall prevail.

The deed having been read to the Proxyholder, the Proxyholder signs together with us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille quinze, le vingt-sept avril.

Par devant Maître Danielle KOLBACH, notaire de résidence à Redange-sur-Attert, Grand-Duché du Luxembourg,

s'est tenue

une assemblée extraordinaire des associés (l'Assemblée Générale) de UK Railway S.à r.l., une société à responsabilité limitée régie par le droit luxembourgeois ayant son siège social au 7, rue du Marché-aux-Herbes, L-1728 Luxembourg, Grand-Duché du Luxembourg, enregistrée auprès du Registre de Commerce et des Sociétés de et à Luxembourg sous le numéro B 194634 et ayant un capital social de 24.762 GBP (vingt-quatre mille sept cent soixante-deux livres sterling) (la Société). La Société a été constituée sous la dénomination de CK Investments S.à r.l. le 8 janvier 2015 suivant un acte de Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché du Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 846 en date du 27 Mars 2015. Les statuts de la Société (les Statuts) ont été modifiés plusieurs fois et pour la dernière fois en date du 16 avril 2015 suivant un acte de Maître Henri HELLINCKX, notaire de résidence à Luxembourg, Grand-Duché du Luxembourg, lequel acte n'a pas encore été publié au Mémorial C, Recueil des Sociétés et Associations.

ONT COMPARU:

(1) Portcobrook Limited, une société régie par les lois de Hong Kong, ayant son siège social au 12 ème Etage, Cheung Kong Center, 2 Queen's Road Central, Hong Kong et enregistrée sous le numéro 2151174;

dûment et valablement représentée pour les besoins du présent acte par Mme Virginie PIERRU, clerc de notaire, résidant professionnellement à L-8510 Redange-sur-Attert, en vertu d'une procuration donnée sous seing privée (le Mandataire); et

(2) Portbrook Limited, une société régie par les lois de Hong Kong, ayant son siège social au 7 ème Etage, Cheung Kong Center, 2 Queen's Road Central, Hong Kong et enregistrée sous le numéro 2151115,

dûment et valablement représentée pour les besoins du présent acte par le Mandataire, en vertu d'une procuration donnée sous seing privé.

(Portcobrook Limited et Portbrook Limited sont collectivement définis ci-après comme les Associés).

Les procurations des Associés, après avoir été signées ne varietur par le Mandataire et le notaire instrumentaire, resteront annexées au présent acte afin d'être soumises avec lui aux formalités d'enregistrement.

Les Associés, dûment et valablement représentés ci-dessus, demandent au notaire instrumentaire d'acter ce qui suit:

I. Les Associés détiennent ensemble l'intégralité des parts sociales représentant la totalité du capital social de la Société.

II. Les Associés acceptent de délibérer sur et de voter les résolutions devant être passées en relation avec les points suivants:

(i) Renonciation aux formalités de convocation;

(ii) Changement de la dénomination sociale de la Société de «UK Railway S.à r.l.» en «UK Rails S.à r.l.»;

(iii) Modification consécutive des articles 1 des Statuts;

(iv) Divers.

III. Les Associés adoptent les résolutions suivantes:

Première résolution

L'intégralité du capital social de la Société étant représentée à l'Assemblée Générale, l'Assemblée Générale décide de renoncer aux formalités de convocation, les Associés présents à l'Assemblée Générale se considérant comme valablement convoqués et déclarant avoir une connaissance parfaite de l'ordre du jour qui leur a été communiqué antérieurement à l'Assemblée Générale.

Deuxième résolution

Les Associés décident de modifier la dénomination sociale de la Société de la dénomination sociale «UK Railway S.à r.l.» à la dénomination sociale de «UK Rails S.à r.l».

Troisième résolution

Les Associés décident de modifier l'article 1 des Statuts, afin de refléter les résolutions susmentionnées, de telle sorte qu'il aura désormais la teneur suivante:

« **Art. 1 er . Dénomination sociale.** Il existe une société à responsabilité limitée, prenant la dénomination de «UK Rails S.à r.l.» (la Société).»

Quatrième résolution

Les Associés décident (i) de modifier le registre des parts sociales de la Société afin d'y enregistrer la nouvelle dénomination de la Société et (ii) d'octroyer pouvoir et autorité à tout gérant de la Société ou à Allen & Overy, société en commandite simple, société d'avocats inscrite à la liste V du barreau de Luxembourg, représentée par tout avocat ou un employé de Allen & Overy, société en commandite simple, société d'avocats inscrite à la liste V du barreau de Luxembourg, chacun agissant individuellement, afin de procéder à la modification du registre des parts sociales de la Société pour le compte de la Société.

Les Associés décident en outre d'octroyer pouvoir et autorité à Allen & Overy, société en commandite simple, société d'avocats inscrite à la liste V du barreau de Luxembourg, représentée par tout avocat ou employé de Allen & Overy, société en commandite simple, société d'avocats inscrite à la liste V du barreau de Luxembourg, afin d'accomplir toutes formalités qui seraient nécessaires ou utiles à la mise en oeuvre des résolutions susmentionnées.

Frais

Le montant des dépenses en relation avec le présent acte notarié est estimé approximativement à mille deux cents euros (1.200,- EUR).

DONT ACTE, fait et passé, date qu'en tête des présentes, à Redange-sur-Attert.

Le notaire instrumentaire, qui comprend et parle anglais, déclare que le présent acte notarié a été établi en anglais, suivi d'une version française, en cas de divergences entre les versions anglaise et française, la version anglaise fera foi.

Et après lecture faite au Mandataire, le Mandataire a signé ensemble avec le notaire le présent acte.

Signé: V. PIERRU, D. KOLBACH.

Enregistré à Diekirch A.C., le 30 avril 2015. Relation: DAC/2015/7094. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Jeannot THOLL.

POUR EXPEDITION CONFORME, délivrée à la Société sur sa demande.

Redange-sur-Attert, le 05 mai 2015.

Référence de publication: 2015067429/148.

(150076891) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2015.

Trophy Investments SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé (en liquidation).

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

R.C.S. Luxembourg B 132.402.

—

Le Liquidateur a l'honneur de convoquer les actionnaires de la SICAV-SIF à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

(«l'Assemblée»), qui se tiendra au siège social de la SICAV-SIF le *06 juillet 2015* à 10:30 heures afin de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration sur la gestion et les opérations de la SICAV pour la période du 1 er janvier 2014 au 18 novembre 2014 (date de dissolution et de mise en liquidation)
2. Présentation du rapport du réviseur d'entreprises agréé pour la période du 1 er janvier 2014 au 18 novembre 2014 (date de dissolution et de mise en liquidation)
3. Approbation des états financiers révisés pour la période du 1 er janvier 2014 au 18 novembre 2014 (date de dissolution et de mise en liquidation)
4. Décharge à accorder aux membres du Conseil d'Administration de la Société pour l'accomplissement de leur mandat pour la période du 1 er janvier 2014 au 18 novembre 2014 (date de dissolution et de mise en liquidation)
5. Présentation du rapport du Liquidateur pour la période du 19 novembre 2014 au 7 avril 2015
6. Présentation du rapport du réviseur à la Liquidation pour la période du 19 novembre 2014 au 7 avril 2015
7. Approbation du rapport du Liquidateur
8. Décharge à accorder au Liquidateur pour l'accomplissement de son mandat

9. Décision de clôturer la liquidation
10. Décision que les archives et comptes de la Société seront gardés à l'ancien siège social pour une période de 5 ans
11. Décision que le produit de liquidation qui n'aurait pu être distribué aux personnes y ayant droit à la clôture de la liquidation sera déposé auprès de la Caisse de Consignation
12. Divers

L'Assemblée ne délibérera valablement que si la moitié au moins du capital est présente ou représentée. Les résolutions, pour être valables, doivent réunir les deux tiers au moins des voix des Actionnaires exprimées. Des procurations sont disponibles, sans frais, sur simple demande auprès du siège social de la SICAV-SIF.

Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (fax: +352 49 924 2501 - ifs.fds@bdl.lu) de leur intention d'assister à l'Assemblée.

Une seconde Assemblée Générale Extraordinaire sera convoquée si la présente Assemblée n'obtient pas le quorum de présence requis.

Le Liquidateur.

Référence de publication: 2015094878/755/38.

SSDC S.A., Sopura Sustainable Development Company S.A., Société Anonyme.

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

R.C.S. Luxembourg B 157.688.

—

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui se tiendra exceptionnellement le *15 juillet 2015* à 17:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2014
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2015100108/795/15.

Sipar Immo S.A., Société Anonyme.

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

R.C.S. Luxembourg B 107.015.

—

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLÉE GÉNÉRALE STATUTAIRE

qui se tiendra exceptionnellement le *6 juillet 2015* à 11:00 heures au siège social, avec l'ordre du jour suivant :

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2014
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
5. Divers

Le Conseil d'Administration.

Référence de publication: 2015092758/795/17.

KPMG Luxembourg Foundation, Fondation.

Siège social: L-1855 Luxembourg, 39, avenue John F. Kennedy.

R.C.S. Luxembourg G 204.

—

Extrait des décisions du Conseil d'Administration du 27 avril 2015

1. Le mandat des administrateurs en fonction

- Monsieur Roger MOLITOR, économiste, né le 14.5.1953 à Wiltz, demeurant 31, rue Schafstrachen, L-2510 Luxembourg;

- Monsieur John LI, administrateur, né le 27.9.1960 à Port Louis (Ile Maurice), ayant son adresse professionnel au 19, rue de Bitbourg, L-1273 Luxembourg;

- Monsieur Louis THOMAS, conseiller fiscal, né le 5.10.1963 à Verviers (Belgique), ayant son adresse professionnel au 39, Avenue John F. Kennedy, L-1855 Luxembourg;

- Monsieur Stephen NYE, réviseur d'entreprises, né le 13.4.1964 à Ipswich (Royaume-Uni), ayant son adresse professionnel au 39, Avenue John F, Kennedy, L-1855 Luxembourg;

- Monsieur Georges BOCK, réviseur d'entreprises, né le 21.5.1968 à Ettelbrück, ayant son adresse professionnel au 39, Avenue John F. Kennedy, L-1855 Luxembourg;

- Madame Jane WILKINSON, réviseur d'entreprises, née le 2.2.1968 à Nottingham (Royaume-Uni), ayant son adresse professionnel au 39, Avenue John F. Kennedy, L-1855 Luxembourg;

- Madame Véronique BARBIEUX, employée privée, née le 31.10.1970 à Namur (Belgique), ayant son adresse professionnel au 39, Avenue John F. Kennedy, L-1855 Luxembourg;

est renouvelé pour une durée de un an se terminant le 27 avril 2016.

2. Monsieur Roger MOLITOR, prénommé, est nommé Président du Conseil d'Administration.

Luxembourg, le 29 avril 2015.

Pour KPMG Luxembourg Foundation
Carlo Jentgen
Secretary to the Board of Directors

Référence de publication: 2015064935/29.

(150074575) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

BCBL S.A., Société Anonyme.

Siège social: L-1661 Luxembourg, 99, Grand-rue.

R.C.S. Luxembourg B 122.830.

—

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *6 juillet 2015* à 10.00 heures au siège de la société.

Ordre du jour:

1. Présentation et discussion des comptes au 31.12.2014.
2. Rapport de gestion du Conseil d'Administration.
3. Rapport du Commissaire aux comptes.
4. Décharge aux organes de la société.
5. Décision sur l'affectation du résultat.
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2015094869/17.

Elchanan S.A., Société Anonyme.

R.C.S. Luxembourg B 131.449.

—

CLÔTURE LIQUIDATION JUDICIAIRE

Par jugement rendu en date du 11/06/2015, le Tribunal d'arrondissement de et à Luxembourg, siégeant en matière commerciale, a déclaré closes pour absence d'actif les opérations de la liquidation de la société suivante:

- ELCHANAN S.A., dont le siège social à L-2346 Luxembourg, 20, rue de la Poste, a été dénoncé en date du 23 avril 2010.

Pour extrait conforme
Maître Christelle Radocchia
Le liquidateur

Référence de publication: 2015096674/14.

(150107246) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2015.

KPMG Pension Scheme, Sepcav, Société d'Epargne-Pension à Capital Variable.

Siège social: L-1855 Luxembourg, 39, avenue John F. Kennedy.

R.C.S. Luxembourg B 80.358.

—

Extrait des décisions de l'assemblée générale ordinaire du 22 avril 2015

1. Sont nommés administrateur pour une durée de trois ans se terminant à l'assemblée générale ordinaire qui se tiendra en avril 2018:

- Madame Chrystelle VEECKMANS, réviseur d'entreprises, née le 26 juillet 1971 en Belgique, ayant son adresse professionnelle au 39, Avenue John F. Kennedy, L-1855 Luxembourg;

- Madame Emmanuelle RAMPONI, réviseur d'entreprises, née le 23 septembre 1970 en France, ayant son adresse professionnelle au 39, Avenue John F. Kennedy, L-1855 Luxembourg;

- Monsieur Frédéric SCHOLTUS, conseiller fiscal, né le 9 mai 1973 en Belgique, ayant son adresse professionnelle au 39, Avenue John F. Kennedy, L-1855 Luxembourg.

2. Les actionnaires ont pris note que le conseil d'administration se compose dorénavant comme suit:

- Madame Chrystelle VEECKMANS, prénommée;

- Madame Emmanuelle RAMPONI, prénommée;

- Monsieur Frédéric SCHOLTUS, prénommé;

- Monsieur Jean-Pascal NEPPER, consultant, né le 3 septembre 1973 en Belgique, ayant son adresse professionnelle au 39, Avenue John F. Kennedy, L-1855 Luxembourg.

3. La société INTERAUDIT S.à r.l., 37, rue des Scillas à L-2529 Howald, est nommée réviseur d'entreprises chargé du contrôle des comptes annuels de l'exercice social 2015 se terminant au 31 décembre 2015.

4. Les actionnaires ont pris note que Monsieur Thomas FELD, réviseur d'entreprises, né le 25 décembre 1961 en Allemagne, ayant son adresse professionnelle au 39, Avenue John F. Kennedy, L-1855 Luxembourg, a démissionné de ses fonctions d'administrateur avec effet au 22 avril 2015.

Luxembourg, le 29 avril 2015.

Pour KPMG Pension Scheme, SEPCAV

Carlo Jentgen

Secrétaire au Conseil d'Administration

Référence de publication: 2015064936/31.

(150074579) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Anidris S.A., Société Anonyme.

Siège social: L-5326 Contern, 19, rue Edmond Reuter.

R.C.S. Luxembourg B 152.238.

—

Extrait du procès-verbal de l'assemblée générale tenue le 21 novembre 2014

L'Assemblée renouvelle les mandats d'administrateur de:

- Monsieur Stéphane HERARD, demeurant professionnellement au 17, rue Edmond Reuter L-5326 Contern;

- Monsieur Giovanni CUOCO, demeurant professionnellement au 17, rue Edmond Reuter L-5326 Contern;

- Monsieur Laurent MELLINGER, demeurant professionnellement au 17, rue Edmond Reuter L-5326 Contern.

L'Assemblée renouvelle le mandat d'administrateur délégué de Monsieur Stéphane HERARD, demeurant professionnellement au 17, rue Edmond Reuter L-5326 Contern.

L'Assemblée décide de nommer AUDITEURS ASSOCIES, société de droit luxembourgeois ayant son siège social au 32, Boulevard Joseph II, L-1840 Luxembourg, immatriculée au RCS Luxembourg sous le n° B93937, aux fonctions de commissaire aux comptes en remplacement de FIDUO (anciennement MAZARS) dont le mandat est échu.

Les mandats des administrateurs, de l'administrateur délégué et du commissaire aux comptes ainsi nommés viendront à échéance à l'issue de l'Assemblée Générale à tenir en 2020.

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

FIDUO

Référence de publication: 2015064520/21.

(150074064) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Ciabel S.A., Société Anonyme Soparfi.

Siège social: L-8832 Rombach, 10, route de Bigonville.

R.C.S. Luxembourg B 48.343.

—

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: 2015064667/10.

(150074409) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Cimalux, Société Anonyme.

Siège social: L-4149 Esch-sur-Alzette, 50, rue Romain Fandel.

R.C.S. Luxembourg B 7.466.

—

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.
Esch-sur-Alzette, le 30 avril 2015.

Référence de publication: 2015064668/10.

(150075027) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Cine-Eye S.A., Société Anonyme.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 139.940.

—

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.

Signature.

Référence de publication: 2015064669/10.

(150074025) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Com Tec Co Services Sàrl, Société à responsabilité limitée.

Siège social: L-1945 Luxembourg, 3, rue de la Loge.

R.C.S. Luxembourg B 80.231.

—

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

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

Signature.

Référence de publication: 2015064672/10.

(150074889) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Clairan S.A., Société Anonyme.

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 130.295.

—

Extrait des résolutions prises par le Conseil d'Administration du 1 er avril 2015

Le Conseil d'Administration décide de nommer en qualité de dépositaire des actions au porteur de la société CLAIRAN S.A., la fiduciaire FGA (Luxembourg) S.A., 53 Route d'Arlon, L-8211 Mamer, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 61.096, inscrite à l'Ordre des Expert-Comptables de Luxembourg.

Référence de publication: 2015064671/11.

(150074459) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 avril 2015.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck