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° 1832 **23 juillet 2015**

SOMMAIRE

RH & PARTNER Investment Funds, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 15, avenue J.F. Kennedy.

R.C.S. Luxembourg B 77.191.

—

Le Bilan au 31 décembre 2014 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2015077300/9.

(150088914) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 mai 2015.

CLUB Luxembourg, Société Anonyme.

Siège social: L-1611 Luxembourg, 63, avenue de la Gare.

R.C.S. Luxembourg B 147.022.

—

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.

Marc Huybrechts / Maud Leschevin / Jean-Yves MUSIQUE.

Référence de publication: 2015081203/10.

(150092954) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juin 2015.

CLUB Luxembourg, Société Anonyme.

Siège social: L-1611 Luxembourg, 63, avenue de la Gare.

R.C.S. Luxembourg B 147.022.

—

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

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

Marc HUYBRECHTS / Maud LESCHEVIN / Jean-Yves MUSIQUE.

Référence de publication: 2015081204/10.

(150092955) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juin 2015.

CVI EMCVF Lux Finance S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 167.631.

—

Le nom de l'associé unique a été modifié le 29 juin 2012 en CVI EMCVF Lux Master S.à r.l.

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

Luxembourg, le 29 mai 2015.

Référence de publication: 2015081223/11.

(150093454) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juin 2015.

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

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

R.C.S. Luxembourg B 138.292.

—

Le Bilan et l'affectation du résultat 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.

Luxembourg, le 29 Mai 2015.

BRADING HOLDING SARL

Patrick L.C.van Denzen

Manager B

Référence de publication: 2015082158/14.

(150094191) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

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

Siège social: L-2210 Luxembourg, 38, boulevard Napoléon Ier.

R.C.S. Luxembourg B 158.465.

—

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

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

Référence de publication: 2015082155/9.

(150094644) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Barbara Investissements S.A., Société Anonyme.

Siège social: L-9053 Ettelbruck, 45, avenue J.F. Kennedy.

R.C.S. Luxembourg B 153.384.

—

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: 2015082144/10.

(150094944) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Basic Trademark S.A., Société Anonyme.

Siège social: L-1610 Luxembourg, 42-44, avenue de la Gare.

R.C.S. Luxembourg B 52.374.

—

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.

Extrait sincère et conforme

Référence de publication: 2015082145/10.

(150094813) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Corundum Diversity Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 166.082.

—

La société notifie le changement d'adresse professionnelle de Monsieur Martin Maria Josef RAUSCH au 32-36 Boulevard d'Avranches, L-1160 Luxembourg, Grand-Duché de Luxembourg.

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

Pour extrait sincère et conforme

Le Mandataire

Référence de publication: 2015082223/12.

(150094276) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 188.539.

—

En date du 15 mai 2015, l'associé Coraxis Limited, avec siège social à Msida Valley Road, MSD9020 Msida, Malte, a cédé la totalité de ses 49.000 parts sociales A à Coraxis EV Limited avec siège social à Msida Valley Road, Domestica Building, Fourth Floor, MSD9020 Msida, Malte, qui les acquiert.

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

Luxembourg, le 25 mai 2015.

Référence de publication: 2015082221/13.

(150094553) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Diacine Investments, Société Anonyme.

Siège social: L-1246 Luxembourg, 4, rue Albert Borschette.

R.C.S. Luxembourg B 153.682.

—

EXTRAIT

La société Diacine Investments tient à informer le Registre de Commerce et des Sociétés de Luxembourg que le mandat d'administrateur de Kevin Whale s'est terminé le 1 er juin 2015.

Madame Babett Carrier, née le 23 avril 1968 à Stuttgart en Allemagne et ayant comme adresse professionnelle Warwick Court, Paternoster Square, EC4M 7AG Londres au Royaume-Uni, a été nommée administrateur de la société le 1 er juin 2015 jusqu'à l'assemblée générale approuvant les comptes de l'année 2015.

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

Luxembourg, le 2 juin 2015.

Diacine Investments

Signature

Référence de publication: 2015082232/17.

(150094912) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

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

Capital social: USD 17.000,00.

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

R.C.S. Luxembourg B 172.016.

—

EXTRAIT

Il résulte des résolutions de l'associé unique prises en date du 02 juin 2015:

1. que la démission de Mme. Virginia Strelen en tant que Gérante B est acceptée avec effet immédiat;

2. que la démission de M. Jean-Marc McLean en tant que Gérant B est acceptée avec effet immédiat;

3. que Mme. Federica Samuelli avec adresse professionnelle au 15 rue Edward Steichen, L-2540 Luxembourg, est nommée nouvelle Gérante B avec effet immédiat et ce pour une durée indéterminée.

4. que M. Eric-Jan van de Laar avec adresse professionnelle au 15 rue Edward Steichen, L-2540 Luxembourg, est nommé nouveau Gérant B avec effet immédiat et ce pour une durée indéterminée.

Pour extrait conforme.

Luxembourg, le 03 juin 2015.

Référence de publication: 2015082208/18.

(150094957) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Dalpa S.A., Société Anonyme.

Siège social: L-2545 Howald, 13, rue Théodore Speyer.

R.C.S. Luxembourg B 75.953.

—

Extrait du procès-verbal de l'assemblée générale extraordinaire des actionnaires tenue au siège social, le 31 mai 2015

L'assemblée générale extraordinaire renouvelle les mandats des administrateurs et de l'administrateur-délégué jusqu'à l'assemblée générale ordinaire qui se tiendra en l'an 2018.

L'assemblée générale extraordinaire renouvelle le mandat du commissaire aux comptes jusqu'à l'assemblée générale qui se tiendra en l'an 2018.

CONSEIL D'ADMINISTRATION

- Madame Anna D'ALIMONTE administrateur et administrateur - délégué, demeurant à Howald, 13, rue Théodore Speyer

- Monsieur Paolo LOBEFARO, administrateur, demeurant à Howald, 13, rue Théodore Speyer

- Monsieur Pietro LOBEFARO Junior, administrateur, demeurant à Howald, 13, rue Théodore Speyer

COMMISSAIRE AUX COMPTES

- LUX-FIDUCIAIRE Consulting SARL - L-2763 Luxembourg, 12, rue Ste Zithe.

Référence de publication: 2015082242/19.

(150094501) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

CORSAIR (Luxembourg) N°11 S.A., Société Anonyme.

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

R.C.S. Luxembourg B 90.447.

—

- Mme. Nahima Bared, résident professionnellement au 2, Boulevard Konrad Adenauer, L-1115 Luxembourg, est nommé administrateur de la société, en remplacement l'administrateur démissionnaire, Mme. Marion Fritz, avec effet au 28 mai 2015.

- Le nouveau mandat de Mme. Nahima Bared prendra fin lors de l'assemblée générale annuelle qui se tiendra en 2016.

Luxembourg, le 28 mai 2015.

Signature

Un mandataire

Référence de publication: 2015082222/14.

(150094184) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

CPP Lux S.àr.l., Société à responsabilité limitée.

Capital social: EUR 15.012.500,00.

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

R.C.S. Luxembourg B 127.666.

—

Extrait des minutes de l'Assemblée Générale des Associés en date du 19 janvier 2015

En date du 19 janvier 2015, les Associés de la Société ont pris la décision suivante:

- De renouveler les mandats de Madame Zdenka Klosson et de Monsieur Ladislav Dvorak en tant personnes chargées du contrôle des comptes, jusqu'à la prochaine Assemblée Générale Ordinaire qui se tiendra en 2015.

Luxembourg, le 2 juin 2015.

Luxembourg Corporation Company S.A.

Signatures

Gérant Unique

Référence de publication: 2015082225/16.

(150094476) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Cuni-Fuels S.A., Société Anonyme.

Siège social: L-9012 Ettelbruck, 39, avenue des Alliés.

R.C.S. Luxembourg B 92.263.

—

Extrait du procès-verbal de l'assemblée générale ordinaire des actionnaires tenue extraordinairement en date du 30 avril 2015

L'Assemblée décide à l'unanimité de renouveler le mandat des personnes suivantes jusqu'à l'assemblée générale ordinaire statuant sur les comptes annuels de l'exercice 2020:

- Monsieur Marc REIFF, Administrateur et Administrateur-délégué, né le 17 juin 1972 à Ettelbruck et demeurant à L-9263 Diekirch, 24 Rue Jean l'Aveugle;

- Monsieur Mario REIFF Administrateur, né le 23 novembre 1970 à Ettelbruck et demeurant à L-9263 Diekirch, 49 Am Floss;

- Madame Julia MEYER, Administrateur, née le 27 avril 1985 à Sankt-Vith (B) et demeurant à B-4782 Schönberg, 17 zum Burren;

- Madame Edith REIFF, Commissaire aux comptes, née le 13 février 1968 à Ettelbruck et demeurant à L-9254 Diekirch, résidence DA VINCI, Appartement 2-3, 6 rue de la Rochette.

L'Assemblée constate avec regret le décès de l'Administrateur Monsieur Joseph MEYER, né à Saint-Vith (B) le 5 avril 1955, domicilié à B-4782 Schönberg, 19, zum Burren.

Pour extrait sincère et conforme

Signatures

Un administrateur

Référence de publication: 2015082229/24.

(150094652) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

CBPS Loan Acquisition S.à r.l., Société à responsabilité limitée soparfi.

Siège social: L-2449 Luxembourg, 25C, boulevard Royal.

R.C.S. Luxembourg B 180.599.

—

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.

Luxembourg, le 27 mai 2015.

Signature

Un mandataire

Référence de publication: 2015082191/12.

(150094992) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

DAO, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 171.251.

—

L'associé unique de la Société nommément David BEZU a transféré, en date du 21 mai 2015, l'intégralité des parts sociales qu'il détenait dans la Société, à savoir 100 part sociales à ACCIS, une société à responsabilité limitée dûment constituée et existant valablement conformément aux droit français, ayant son siège social au 21, rue des Tuileries, F-67460 Souffelweyersheim, France et immatriculée auprès du Registre du Commerce et des Sociétés de Strasbourg sous le numéro d'identification R.C.S. STRASBOURG TI 488 936 931.

De ce fait, l'associé unique de la Société est donc ACCIS, société à responsabilité limitée.

Le 3 juin 2015.

Pour extrait conforme

Un mandataire

Référence de publication: 2015082243/16.

(150095017) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

CDA Investment S.A., Société Anonyme.

Siège social: L-1931 Luxembourg, 23, avenue de la Liberté.

R.C.S. Luxembourg B 117.945.

—

EXTRAIT

Il résulte des résolutions prises lors de l'assemblée générale annuelle des actionnaires en date du 1 er juin 2015 que les mandats des administrateurs suivants ont été renouvelés jusqu'à la prochaine assemblée générale statuant sur les comptes annuels au 31 décembre 2015:

- Monsieur Alexander STUDHALTER, né le 25 juillet 1968 à Lucerne (Suisse), ayant son adresse privée au 8, Matthofstrand, 6000 Lucerne (Suisse), en tant que Président du Conseil d'Administration;

- Monsieur Luca GALLINELLI, né le 06 mai 1964 à Firenze (Italie), ayant son adresse professionnelle au 412F, route d'Esch, L-2086 Luxembourg;

- Monsieur Frédéric GARDEUR, né le 11 juillet 1972 à Messancy (Belgique), ayant son adresse professionnelle au 412F, route d' Esch, L-2086 Luxembourg;

- Madame Sabrina COLANTONIO, née le 13 mars 1982 à Thionville (France), ayant son adresse professionnelle au 412F, route d' Esch, L-2086 Luxembourg;

Le mandat du commissaire aux comptes, la société FIN-CONTROLE S.A., inscrite au Registre du Commerce et des Sociétés sous le numéro B 42230, ayant son siège social au 12, rue Guillaume Kroll, L-1882 Luxembourg, a été renouvelé jusqu'à la prochaine assemblée générale statuant sur les comptes annuels au 31 décembre 2015.

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

Luxembourg, le 3 juin 2015.

Pour CDA Investment S.A.

Un mandataire

Référence de publication: 2015082194/26.

(150094817) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Cuni-Fuels S.A., Société Anonyme.

Siège social: L-9012 Ettelbruck, 39, avenue des Alliés.

R.C.S. Luxembourg B 92.263.

—

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: 2015082230/10.

(150094739) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

CCP II Acquisition Luxco II, S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 25C, boulevard Royal.

R.C.S. Luxembourg B 172.189.

—

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.

Luxembourg, le 26 mai 2015.

Signature

Un mandataire

Référence de publication: 2015082192/12.

(150094338) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Compagnie Financière Ottomane S.A., Société Anonyme.

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

R.C.S. Luxembourg B 44.561.

—

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.

Luxembourg, le 22 MAI 2015.

Compagnie Financière Ottomane S.A.

44, Avenue JF Kennedy

L-1855 LUXEMBOURG

Signature

Référence de publication: 2015082214/14.

(150094593) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Digital Services XLV (GP) S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 194.462.

—

Il résulte d'un contrat de transfert de parts sociales, signé en date du 28 mai 2015, que Digital Services XLV S.à r.l., a transféré la totalité des 12.500 parts sociales qu'il détenait dans la Société à:

- Africa Internet Holding GmbH, une Gesellschaft mit beschränkter Haftung, constituée et régie selon les lois d'Allemagne, immatriculée auprès du Handelsregister des Amtsgerichts Berlin-Charlottenburg, sous le numéro HRB 142937 B, ayant son siège social à l'adresse suivante: Johannisstraße 20, 10117 Berlin, Allemagne.

Les parts de la Société sont désormais réparties comme suit:

Africa Internet Holding GmbH . . . . . 12.500 parts sociales

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

Luxembourg, le 3 juin 2015.

Digital Services XLV (GP) S.à r.l.

Référence de publication: 2015082233/18.

(150094307) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Cité du Soleil S.A., Société Anonyme.

Siège social: L-3235 Bettembourg, 75, Montée Krakelshaff.

R.C.S. Luxembourg B 85.497.

—

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

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

Référence de publication: 2015082206/9.

(150094797) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Cegelux S.A., Société Anonyme.

Siège social: L-9227 Diekirch, 11, Esplanade.

R.C.S. Luxembourg B 94.938.

—

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: 2015082196/10.

(150094741) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

CCP II Holdings Luxco II, S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 25C, boulevard Royal.

R.C.S. Luxembourg B 172.204.

—

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.

Luxembourg, le 26 mai 2015.

Signature

Un mandataire

Référence de publication: 2015082193/12.

(150094341) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Cencan S.A., Société Anonyme.

Siège social: L-1255 Luxembourg, 48, rue de Bragance.

R.C.S. Luxembourg B 23.451.

—

Lors de l'assemblée générale annuelle tenue le 21 mal 2015, l'actionnaire unique a pris les décisions suivantes:

Renouvellement du mandat des administrateurs suivants avec effet immédiat pour une période venant à échéance lors de l'assemblée générale annuelle qui se tiendra en 2016 et qui statuera sur les comptes annuels se terminant au 31 décembre 2015:

Monsieur Bruce Alan Cleaver, avec adresse professionnelle au 17, Charterhouse Street, EC1N 6RA Londres, Royaume-Uni

Monsieur Bernard Olivier, avec adresse professionnelle au 48, rue de Bragance, L-1255 Luxembourg

Monsieur Eric Caverhill, avec adresse professionnelle au 48, rue de Bragance, L-1255 Luxembourg

Le mandat de Deloitte Audit S.à r.l en tant que réviseur d'entreprises, avec siège social au 560, rue de Neudorf, L-2220 Luxembourg, a également été renouvelé avec effet immédiat et pour une période venant à échéance lors de l'assemblée générale annuelle qui se tiendra en 2016 et qui statuera sur les comptes annuels se terminant au 31 décembre 2015.

Madame Heike Albuschies, avec adresse professionnelle au 48, rue de Bragance, L-1255 Luxembourg, a été nommé en tant que commissaire aux comptes avec effet effet immédiat et pour une période venant à échéance lors de l'assemblée générale annuelle qui se tiendra en 2016 et qui statuera sur les comptes annuels se terminant au 31 décembre 2015.

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

Luxembourg, le 3 juin 2015.

Référence de publication: 2015082197/23.

(150094565) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Access Capital Fund SICAV-SIF, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 160.413.

—

Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire en date du 20 mai 2015

En date du 20 mai 2015, l'Assemblée Générale Ordinaire a décidé:

- de nommer PricewaterhouseCoopers, 2 rue Gerhard Mercator, 2182 Luxembourg, en qualité de Réviseur d'entreprises agréé, jusqu'à la prochaine Assemblée Générale Ordinaire qui se tiendra en 2016, en remplacement de PrincewaterhouseCoopers S.à.r.l..

Luxembourg, le 29 mai 2015.

Pour extrait sincère et conforme

Pour Access Capital Fund SICAV-SIF

Caceis Bank Luxembourg

Référence de publication: 2015080972/17.

(150093702) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juin 2015.

Delhaize Luxembourg S.A., Société Anonyme.

Siège social: L-8281 Kehlen, 51, rue d'Olm, Z.I..

R.C.S. Luxembourg B 97.993.

—

Extrait du Procès-verbal du Conseil d'Administration du 05 mai 2015

Décisions

1. Le Conseil d'Administration prend note de la démission des personnes suivantes, et cela avec effet immédiat:

- Monsieur Claude HEYNEN, né le 26 mai 1963 à Arlon, demeurant à Rue de l'Institut Molitor Schadeck 63, B - 6717 Attert, nommé respectivement le 20 février 2004 et le 18 avril 2006 en tant que Directeur du magasin sis à Bertrange et Directeur délégué à la gestion journalière;

- Monsieur François VALDIVIESO, né le 9 octobre 1965 à Uccle, demeurant à Avenue des Constellations 5, B - 1410 Waterloo, nommé le 1 er octobre 2006 en tant que Délégué à la gestion journalière;

- Monsieur Michel Curado GASPAR, né le 20 janvier 1976 au Luxembourg, demeurant à Rue du Cimetière 84, L - 1338 Luxembourg, nommé le 18 avril 2006 en tant que Directeur délégué à la gestion journalière.

Pour DELHAIZE LUXEMBOURG S.A.

Référence de publication: 2015082244/18.

(150094955) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Delta M.G.M. Lux S. à r.l., Société à responsabilité limitée.

Siège social: L-3784 Tétange, 12, rue de Rumelange.

R.C.S. Luxembourg B 185.356.

—

Extrait des résolutions adoptées par l'associé unique de la société le 27 février 2015

L'associé unique a pris la résolution suivante:

Monsieur Mihajlo DUKIC, née à Bijeljina (Bosnie-Herzégovine), le 18 septembre 1956, demeurant à BIH-76300 Bijeljina, Ulica Marka Miljanova, N2, a transféré quarante-neuf parts sociales (49) lui appartenant dans la société à responsabilité limitée Delta M.G.M. Lux S. à r.l. à Monsieur Mehdija SKRIJELJ, né à Lagatore (Monténégro), le 1 er juillet 1971, demeurant à L-3543 Dudelange, 25, rue Pasteur, suivant acte sous seing privé intervenu en date du 24 avril 2015.

Cette résolution est adoptée à l'unanimité.

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

Luxembourg, le 27 avril 2015.

Pour extrait conforme

Pour la gérance

Signature

Référence de publication: 2015082245/19.

(150094190) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Kitty Music S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 11, boulevard Royal.

R.C.S. Luxembourg B 56.939.

—

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

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

Luxembourg, le 02.062015.

Référence de publication: 2015081514/10.

(150093447) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juin 2015.

AFS PATRIMOINE S.A., société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2124 Luxembourg, 85, rue des Maraichers.

R.C.S. Luxembourg B 178.806.

—

Monsieur Aloyse STEICHEN, administrateur de la société AFS FAMILY S.A., a actuellement son domicile au 85, rue des Maraichers L-2124 Luxembourg.

Madame Michèle HENKES épouse STEICHEN, administrateur de la société AFS FAMILY S.A., a actuellement son domicile au 85, rue des Maraichers L-2124 Luxembourg

Pour avis sincère et conforme

Référence de publication: 2015082092/13.

(150094793) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Procastor Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 131.943.

—

Extrait des résolutions prises par le conseil d'administration de la Société en date du 24 avril 2015

En date du 24 avril 2015, le conseil d'administration de la Société a pris la résolution suivante:

- de transférer le siège social de la Société du 37C, Avenue John F. Kennedy L-1855 Luxembourg au 19, rue de Bitbourg, L-1273 Luxembourg avec effet au 1 er juin 2015.

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

Luxembourg, le 1 er juin 2015.

Procastor Holding S.A.

Signature

Référence de publication: 2015080701/15.

(150092337) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juin 2015.

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

Capital social: EUR 323.721.072,00.

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

R.C.S. Luxembourg B 181.173.

—

Extrait des résolutions prises par le conseil de gérance de la Société en date du 24 avril 2015

En date du 24 avril 2015, le conseil de gérance de la Société a pris la résolution suivante:

- de transférer le siège social de la Société du 37C, Avenue John F. Kennedy L-1855 Luxembourg au 19, rue de Bitbourg, L-1273 Luxembourg avec effet au 1 er juin 2015.

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

Luxembourg, le 1 er juin 2015.

Procastora Holding S.à.r.l.

Signature

Référence de publication: 2015080703/16.

(150092338) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juin 2015.

Securex Luxembourg, Société Anonyme.

Capital social: EUR 260.037,00.

Siège social: L-3372 Leudelange, 15, rue Léon Laval.

R.C.S. Luxembourg B 82.559.

—

L'an deux mille quinze, le huitième jour du mois de mai;

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

S'est réunie

l'assemblée générale extraordinaire de la société anonyme Securex Luxembourg, une société anonyme de droit luxembourgeois, ayant son siège social à L-3372 Leudelange, 15, rue Léon Laval (Grand-Duché de Luxembourg), inscrite au Registre de Commerce et des Société de Luxembourg sous le numéro B 82559,

constituée suivant acte reçu par Maître Frank BADEN, alors notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), en date du 14 juin 2001, publié le 20 décembre 2001 au Mémorial C, Recueil des Sociétés et Associations (le "Mémorial C") sous le numéro 1201, page 57607, et dont les statuts ont été modifiés en dernier lieu suivant acte reçu par le notaire soussigné, en date du 28 décembre 2009, publié au Mémorial C le 1 er mars 2010, sous le numéro 437, page 20944 (les "Statuts").

L'assemblée est présidée par Monsieur Gérald STEVENS, avocat, demeurant professionnellement à L-1724 Luxembourg, 3b, boulevard du Prince Henri.

Le Président désigne comme secrétaire et l'assemblée appelle aux fonctions de scrutatrice Madame Ervina SADIKU, assistante administrative, demeurant professionnellement à L-1724 Luxembourg, 3b, boulevard du Prince Henri.

Monsieur le Président requiert le notaire d'acter ce qui suit:

I.- Qu'il résulte d'une liste de présence, dressée et certifiée exacte par les membres du bureau que les dix-neuf mille sept cent quatre-vingt-douze (19.792) actions sans valeur nominale, constituant l'intégralité du capital social, sont dûment représentées à la présente assemblée qui, en conséquence, est régulièrement constituée et peut délibérer ainsi que décider valablement sur les points figurant à l'ordre du jour, ci-après reproduit, tous les actionnaires ayant accepté de se réunir sans convocation préalable après avoir pris connaissance de l'ordre du jour.

Ladite liste de présence, portant les signatures des actionnaires tous représentés restera annexée au présent procès-verbal ensemble avec les procurations pour être soumise en même temps aux formalités de l'enregistrement.

II.- Que la présente assemblée générale extraordinaire a pour ordre du jour:

1. Prolongation de l'âge limite des administrateurs à 72 ans et modification subséquente de l'article 6, alinéa 3, des Statuts afin de lui donner la teneur suivante:

" **Art. 6.** Les administrateurs doivent être choisis parmi les personnes répondant aux conditions suivantes:

1° être actionnaire de la société ou être attaché en qualité d'administrateur, de directeur ou de gérant à une personne morale actionnaire;

2° Ne pas avoir dépassé l'âge de soixante-douze ans;

3° Ne pas être attaché, à quelque titre que ce soit à un organisme ou à une société concurrente de l'Association sans but lucratif Groupe Securex ou d'un de ses membres jugé tel par le conseil d'administration."

2. Suppression de la notion de titres au porteur et modification subséquente de l'article 12 des Statuts, afin de lui donner la teneur suivante:

" **Art. 12.** Les convocations pour les assemblées générales sont faites conformément aux dispositions légales. Elles ne sont pas nécessaires lorsque tous les actionnaires sont présents ou représentés, et qu'ils déclarent avoir eu préalablement connaissance de l'ordre du jour.

Chaque action donne droit à une voix."

3. Divers.

Ces faits exposés et reconnus exacts par l'assemblée, cette dernière a pris à l'unanimité les résolutions suivantes avec effet à la date des présentes.

Première résolution

L'assemblée des actionnaires décide de prolonger l'âge limite des administrateurs à 72 ans de sorte que dorénavant l'article 6 des Statuts de la Société aura la teneur suivante:

" **Art. 6.** Les administrateurs doivent être choisis parmi les personnes répondant aux conditions suivantes:

1° être actionnaire de la société ou être attaché en qualité d'administrateur, de directeur ou de gérant à une personne morale actionnaire;

2° Ne pas avoir dépassé l'âge de soixante-douze ans;

3° Ne pas être attaché, à quelque titre que ce soit à un organisme ou à une société concurrente de l'Association sans but lucratif Groupe Securex ou d'un de ses membres jugé tel par le conseil d'administration."

Deuxième résolution

L'assemblée des actionnaires décide de supprimer la notion de titres au porteur de sorte que dorénavant l'article 12 des Statuts de la Société aura la teneur suivante:

" **Art. 12.** Les convocations pour les assemblées générales sont faites conformément aux dispositions légales. Elles ne sont pas nécessaires lorsque tous les actionnaires sont présents ou représentés, et qu'ils déclarent avoir eu préalablement connaissance de l'ordre du jour.

Chaque action donne droit à une voix."

Plus rien ne figurant à l'ordre du jour, Monsieur le Président a levé la séance.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société en raison du présent acte, est évalué à environ mille euros.

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

Et après lecture et interprétation données de tout ce qui précède à l'assemblée et aux membres du bureau, tous connus du notaire instrumentant par leurs nom, prénom, état et demeure, les membres du bureau, les actionnaires présents et les mandataires des actionnaires représentés ont tous signé avec le notaire instrumentant le présent acte, aucun autre actionnaire n'ayant demandé de signer.

Signé: G. STEVENS, E. SADIKU, C. WERSANDT.

Enregistré à Luxembourg A.C. 2, le 12 mai 2015. 2LAC/2015/10317. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): André MULLER.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 27 mai 2015.

Référence de publication: 2015079870/80.

(150090539) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

OneTree Solutions S.A., Société Anonyme.

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

R.C.S. Luxembourg B 147.906.

—

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

Pardevant Maître Frank MOLITOR, notaire de résidence à Luxembourg, soussigné.

S'est réunie

l'Assemblée Générale Extraordinaire des actionnaires de OneTree Solutions SA de L-1736 Senningerbierg, 5, Airport Center Heienhaff, inscrite au Registre de Commerce de Luxembourg sous le numéro B 147 906, constituée suivant acte du notaire Tom METZLER alors de Luxembourg en date du 24 août 2009, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 1868 du 26 septembre 2009, modifiée suivant acte du notaire Tom METZLER alors de Luxembourg du 25 février 2010, publié au dit Mémorial C, Numéro 773 du 14 avril 2010.

L'Assemblée est ouverte sous la présidence d'Alain LE NENAN, clerc de notaire, demeurant à Herserange (France), qui désigne comme secrétaire Manuel MOROCUTTI, clerc de notaire, demeurant à Bettembourg,

L'Assemblée choisit comme scrutateur Dionysios AVRILIONIS, salarié, demeurant à Hesperange.

Le Président expose d'abord que

I.- La présente Assemblée générale a pour ordre du jour:

1. Refonte complète des statuts;
2. Révocation du conseil d'administration
3. Nomination d'un administrateur unique
4. Prorogation du mandat du commissaire aux comptes
5. Changement du siège social.

II.- Les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence ci-annexée.

Resteront pareillement annexées au présent acte d'éventuelles procurations d'actionnaires représentés.

III.- L'intégralité du capital social étant présente ou représentée à la présente Assemblée, il a pu être fait abstraction des convocations d'usage, les actionnaires 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.- L'Assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut partant délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

Puis, l'Assemblée, après avoir délibéré, prend à l'unanimité des voix et par votes séparés, les résolutions suivantes:

Première résolution

La Société n'ayant plus qu'un actionnaire, l'Assemblée procède à une refonte complète des statuts, qui auront désormais la teneur suivante:

Art. 1 er . Il est formé une société anonyme sous la dénomination de: OneTree Solutions SA.

Art. 2. La société est constituée pour une durée illimitée à compter de ce jour. Elle peut-être dissoute anticipativement par une décision des actionnaires délibérant dans les conditions requises pour un changement des statuts.

Art. 3. Le siège de la société est établi à Luxembourg.

Lorsque des événements extraordinaires d'ordre militaire, politique, économique ou social feront obstacle à l'activité normale de la société à son siège ou seront imminents, le siège social pourra être transféré par simple décision du conseil d'administration respectivement de l'administrateur unique dans toute autre localité du Grand-Duché de Luxembourg et même à l'étranger, et ce jusqu'à la disparition desdits événements.

Le siège social pourra être transféré dans toute autre localité du Grand-Duché de Luxembourg, au moyen d'une résolution de l'actionnaire unique ou en cas de pluralité d'actionnaires, au moyen d'une résolution de l'assemblée générale des actionnaires.

Le conseil d'administration respectivement l'administrateur unique aura le droit d'instituer des bureaux, centres administratifs, agences et succursales partout, selon qu'il appartiendra, aussi bien dans le Grand-Duché qu'à l'étranger.

Art. 4. La société a pour objet la fourniture de services, de logiciel et de matériel informatique à des clients du secteur public et privé.

La société a aussi pour objet la prise d'intérêts sous quelque forme que ce soit dans d'autres entreprises luxembourgeoises ou étrangères et toutes autres formes de placement, l'acquisition par achat, souscription et toute autre manière ainsi que l'aliénation par vente, échange ou toute autre manière de toutes valeurs mobilières ou de toutes espèces, l'administration, la supervision et le développement de ces intérêts.

La société pourra prendre part à l'établissement et au développement de toute entreprise industrielle ou commerciale et pourra prêter son assistance à pareille entreprise au moyen de prêts, de garanties ou autrement.

Elle pourra réaliser son objet directement ou indirectement en nom propre ou pour compte de tiers, seule ou en association en effectuant toute opération de nature à favoriser ledit objet ou celui des sociétés dans lesquelles elle détient des intérêts.

D'une façon générale, la société pourra prendre toutes mesures de contrôle ou de surveillance et effectuer toute opération qui peut lui paraître utile dans l'accomplissement de son objet et son but.

Art. 5. Le capital souscrit est fixé à trente-et-un mille (31.000.-) euros, représenté par cent (100) actions de trois cent dix (310.-) euros chacune, disposant chacune d'une voix aux assemblées générales.

Toutes les actions sont nominatives.

Les actions de la société peuvent être créées, au choix du propriétaire, en titres unitaires ou en certificats représentatifs de deux ou plusieurs actions.

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

Art. 6. En cas de pluralité d'actionnaires, la société est administrée par un conseil composé de trois membres au moins, actionnaires ou non.

Si la société est établie par un actionnaire unique ou si à l'occasion d'une assemblée générale des actionnaires, il est constaté que la société a seulement un actionnaire restant, la composition du conseil d'administrateur pourra être limitée à un (1) membre jusqu'à l'assemblée générale ordinaire suivant la constatation de plus d'un actionnaire.

Les administrateurs ou l'administrateur unique seront élus par l'assemblée des actionnaires pour un terme qui ne peut excéder six ans et toujours révocables par elle.

Art. 7. Le conseil d'administration ou l'administrateur unique est investi des pouvoirs les plus étendus pour gérer les affaires sociales et faire tous les actes de disposition et d'administration qui rentrent dans l'objet social, et tout ce qui n'est pas réservé à l'assemblée générale par les présents statuts ou par la loi, est de sa compétence. Il peut notamment compromettre, transiger, consentir tous désistements et mainlevées, avec ou sans paiement.

Le conseil d'administration ou l'administrateur unique est autorisé à procéder au versement d'acomptes sur dividendes aux conditions et suivant les modalités fixées par la loi.

Le conseil d'administration ou l'administrateur unique peut déléguer tout ou partie de la gestion journalière des affaires de la société, ainsi que la représentation de la société en ce qui concerne cette gestion à un ou plusieurs administrateurs, directeurs, gérants et/ou agents, associés ou non-associés.

La société se trouve engagée, en cas d'administrateur unique, par la signature individuelle de cet administrateur et en cas de pluralité d'administrateurs, soit par la signature collective de deux administrateurs, dont obligatoirement celle de

l'administrateur-délégué, soit, pour les actes relevant de la gestion journalière, par la signature individuelle de la personne à ce déléguée par le conseil.

Art. 8. La surveillance de la société est confiée à un ou plusieurs commissaires. Ils sont nommés pour un terme n'excédant pas six années.

Art. 9. L'année sociale commence le premier janvier et finit le trente et un décembre.

Art. 10. L'assemblée générale annuelle se réunit de plein droit le premier jour du mois de juin à 16.00 heures au siège social ou à tout autre endroit à désigner par les avis de convocation.

Si ce jour est un jour férié légal, l'assemblée se réunira le premier jour ouvrable suivant.

S'il y a seulement un actionnaire, l'actionnaire unique assure tous les pouvoirs conférés par l'assemblée des actionnaires et prend les décisions par écrit.

Art. 11. L'assemblée générale a les pouvoirs les plus étendus pour faire ou ratifier tous les actes qui intéressent la société. Elle décide de l'affectation et de la distribution du bénéfice net.

L'assemblée générale peut décider que les bénéfices et réserves distribuables seront affectés à l'amortissement du capital sans que le capital exprimé ne soit réduit.

Art. 12. Pour tous les points non réglés aux présents statuts, les parties se soumettent aux dispositions de la loi du 10 août 1915 et aux lois modificatives.

Deuxième résolution

Elle révoque Dionysios AVRILIONIS, salarié, né à Montpellier (France), le 16 février 1971, demeurant à L-5880 Hesperange, 147, Ceinture Um Schlass, Panagiotos KONSTANTINIDIS, salarié, né à Thessaloniki (Grèce), le 29 septembre 1967, demeurant à GR-54622 Thessaloniki, P.P. Germanou 29 et Jacques REGA, consultant en informatique et finances, né à Leuven (Belgique), le 4 octobre 1944, demeurant à B-3001 Heverlee, 82, Huttelaan, de leur fonction d'administrateurs et leur donne décharge quant à l'exécution de leur mandats.

Troisième résolution

Elle nomme aux fonctions d'administrateur unique jusqu'à l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social 2020:

- Dionysios AVRILIONIS, salarié, né à Montpellier (France), le 16 février 1971, demeurant à L-5880 Hesperange, 147, Ceinture Um Schlass.

Quatrième résolution

Elle proroge le mandat de la société AUXILIARE DES P.M.E (anciennement AUXILIAIRE GENERALE D'ENTREPRISES SA), avec siège social à L-1630 Luxembourg, 58, rue Glesener, inscrite au Registre de Commerce de Luxembourg sous le numéro B 30 718, dans sa fonction de commissaire aux comptes jusqu'à l'issue de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social 2019

Cinquième résolution

Elle fixe l'adresse de la Société à L-1630 Luxembourg, 58, rue Glesener.

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

Dont acte, fait et passé à Luxembourg, en l'étude.

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par leur noms, prénoms usuels, états et demeures, les comparants ont tous signé avec Nous, notaire, la présente minute.

Référence de publication: 2015080675/124.

(150091724) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juin 2015.

Eurofins International Holdings LUX, Société à responsabilité limitée.

Capital social: EUR 32.000.000,00.

Siège social: L-1526 Luxembourg, 23, Val Fleuri.

R.C.S. Luxembourg B 157.959.

—

Les comptes annuels pour la période du 1 er janvier 2014 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.

Value Partners S.A.

Référence de publication: 2015081276/12.

(150092761) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juin 2015.

JCF III Europe S. à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 47, avenue J.F. Kennedy.

R.C.S. Luxembourg B 161.027.

—

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

Before us, Maître Jean-Joseph Wagner, notary residing in Sanem, Grand Duchy of Luxembourg,

THERE APPEARED:

JCF III Europe Holdings LP, a limited partnership incorporated and existing under the laws of the Cayman Islands, having its registered office at Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands, registered with the Cayman trade and companies' register under number WK-48187,

here represented by Mrs. Nadia Weyrich, professionally residing in Belvaux, by virtue of a proxy, given under private seal.

Said proxy, initialed ne varietur by the proxyholder of the appearing party and the notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

The appearing party is the sole shareholder (the "Sole Shareholder") of JCF III Europe S.à r.l., a société à responsabilité limitée, incorporated and existing under the laws of Luxembourg, Grand Duchy of Luxembourg, having its registered office at 47, avenue John F. Kennedy, L-1855 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 161027, incorporated pursuant to a notarial deed on 13 May 2011, published in the Mémorial C, Recueil des Sociétés et Associations number 1788 on 5 August 2011 (hereafter the "Company"). The articles of association were amended for the last time pursuant to a notarial deed on 25 June 2014, published in the Mémorial C, Recueil des Sociétés et Associations number 2657 on 1 October 2014.

The appearing party, representing the entire share capital of the Company, has required the notary to enact the following resolutions:

First resolution

The Sole Shareholder, having reviewed the interim financial statements of the Company, resolves to reduce the share capital of the Company by an amount of one million six hundred and seventy-one thousand three hundred euro (EUR 1,671,300.-) in order to reduce it from its present amount of six million four hundred nine thousand one hundred and sixty euro (EUR 6,409,160) represented by six million four hundred nine thousand one hundred and sixty (6,409,160) shares of various classes with a par value of one euro (EUR 1.-) each to four million seven hundred and thirty-seven thousand eight hundred and sixty euros (EUR 4,737,860.-) through the redemption and cancellation of (i) one hundred and eighty-five thousand seven hundred (185,700.-) class B3 ordinary shares, (ii) one hundred and eighty-five thousand seven hundred (185,700.-) class C3 ordinary shares, (iii) one hundred and eighty-five thousand seven hundred (185,700.-) class D3 ordinary shares, (iv) one hundred and eighty-five thousand seven hundred (185,700.-) class E3 ordinary shares, (v) one hundred and eighty-five thousand seven hundred (185,700.-) class F3 ordinary shares, (vi) one hundred and eighty-five thousand seven hundred (185,700.-) class G3 ordinary shares, (vii) one hundred and eighty-five thousand seven hundred (185,700.-) class H3 ordinary shares, (viii) one hundred and eighty-five thousand seven hundred (185,700.-) class I3 ordinary shares and (iv) one hundred and eighty-five thousand seven hundred (185,700.-) class J3 ordinary shares of the Company (the "Cancelled Shares").

As a consequence of the above capital reduction and cancellation of shares, the Sole Shareholder shall receive an aggregate amount of three million nine hundred and ninety-five thousand one hundred and nineteen euro (EUR 3,995,119.-) calculated in accordance with article 11 of the Company's articles of association and corresponding to the NAV (as defined in the articles of association of the Company) of that proportion of the investment which the Cancelled Shares are tracking which corresponds to the proportion of Cancelled Shares of the Investment Shares Class 3.

Evidence of the availability of sufficient distributable reserves and/or profit to proceed with the above has been provided to the notary.

Second resolution

As a consequence of the preceding resolution, the Sole Shareholder resolves to amend article 6 of the articles of association of the Company which shall henceforth read as follows:

" **Art. 6.** The Company's share capital is set at four million seven hundred and thirty-seven thousand eight hundred and sixty euros (EUR 4,737,860.-) represented by one million five hundred twelve thousand five hundred (1,512,500) shares in the Investment Shares Class 1 (as defined in article 11 hereafter), nineteen thousand one hundred seventy (19,170) shares in the Investment Shares Class 2 (as defined in article 11 hereafter), one hundred eighty-five thousand seven hundred (185,700) shares in the Investment Shares Class 3 (as defined in article 11 hereafter), two million five hundred seventy-two thousand (2,572,000) shares in the Investment Shares Class 4 (as defined in article 11 hereinafter) and four hundred

forty-eight thousand four hundred and ninety (448,490) shares in the Investment Shares Class 5 (as defined in article 11 hereinafter), which consists of the following:

Investment Shares Class 1:

(a) one hundred fifty-one thousand two hundred fifty (151,250) Class A1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class A1 Ordinary Shares»);

(b) one hundred fifty-one thousand two hundred fifty (151,250) Class B1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class B1 Ordinary Shares»);

(c) one hundred fifty-one thousand two hundred fifty (151,250) Class C1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class C1 Ordinary Shares»);

(d) one hundred fifty-one thousand two hundred fifty (151,250) Class D1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class D1 Ordinary Shares»);

(e) one hundred fifty-one thousand two hundred fifty (151,250) Class E1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class E1 Ordinary Shares»);

(f) one hundred fifty-one thousand two hundred fifty (151,250) Class F1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class F1 Ordinary Shares»);

(g) one hundred fifty-one thousand two hundred fifty (151,250) Class G1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class G1 Ordinary Shares»);

(h) one hundred fifty-one thousand two hundred fifty (151,250) Class H1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class H1 Ordinary Shares»);

(i) one hundred fifty-one thousand two hundred fifty (151,250) Class I1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class I1 Ordinary Shares»); and

(j) one hundred fifty-one thousand two hundred fifty (151,250) Class J1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class J1 Ordinary Shares»).

Investment Shares Class 2:

nineteen thousand one hundred seventy (19,170) Class A2-1 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class A2-1 Ordinary Shares»).

Investment Shares Class 3:

one hundred eighty-five thousand seven hundred (185,700) shares allocated to the Class A3 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class A3 Ordinary Shares»).

Investment Shares Class 4:

(a) three hundred twenty-one thousand five hundred (321,500) shares allocated to the Class A4 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class A4 Ordinary Shares»);

(b) three hundred twenty-one thousand five hundred (321,500) shares allocated to the Class B4 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class B4 Ordinary Shares»);

(c) three hundred twenty-one thousand five hundred (321,500) shares allocated to the Class C4 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class C4 Ordinary Shares»);

(d) three hundred twenty-one thousand five hundred (321,500) shares allocated to the Class D4 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class D4 Ordinary Shares»);

(e) three hundred twenty-one thousand five hundred (321,500) shares allocated to the Class E4 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class E4 Ordinary Shares»);

(f) three hundred twenty-one thousand five hundred (321,500) shares allocated to the Class F4 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class F4 Ordinary Shares»);

(g) three hundred twenty-one thousand five hundred (321,500) shares allocated to the Class G4 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class G4 Ordinary Shares»); and

(h) three hundred twenty-one thousand five hundred (321,500) shares allocated to the Class H4 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class H4 Ordinary Shares»).

Investment Shares Class 5:

(a) forty-four thousand eight hundred forty-nine (44,849) Class A5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class A5 Ordinary Shares»);

(b) forty-four thousand eight hundred forty-nine (44,849) Class B5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class B5 Ordinary Shares»);

(c) forty-four thousand eight hundred forty-nine (44,849) Class C5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class C5 Ordinary Shares»);

(d) forty-four thousand eight hundred forty-nine (44,849) Class D5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class D5 Ordinary Shares»);

(e) forty-four thousand eight hundred forty-nine (44,849) Class E5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class E5 Ordinary Shares»);

(f) forty-four thousand eight hundred forty-nine (44,849) Class F5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class F5 Ordinary Shares»);

(g) forty-four thousand eight hundred forty-nine (44,849) Class G5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class G5 Ordinary Shares»);

(h) forty-four thousand eight hundred forty-nine (44,849) Class H5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class H5 Ordinary Shares»);

(i) forty-four thousand eight hundred forty-nine (44,849) Class I5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class I5 Ordinary Shares»); and

(j) forty-four thousand eight hundred forty-nine (44,849) Class J5 Ordinary Shares with a par value of one euro (EUR 1) each (the «Class J5 Ordinary Shares»).

Each share is entitled to one vote at ordinary and extraordinary general meetings of shareholders. Notwithstanding the number following the letter A to J of a relevant class of Shares allocated in relation to an Investment Share Class, Class A Ordinary Shares, Class B Ordinary Shares, Class C Ordinary Shares Class D Ordinary Shares, Class E Ordinary Shares, Class F Ordinary Shares, Class G Ordinary Shares, Class H Ordinary Shares, Class I Ordinary Shares and Class J Ordinary Shares shall each be referred to as a «Class of Shares» and shall be collectively referred to as the «Shares».

In addition to the issued capital, there may be set up a premium account to which any premium paid on any Share in addition to its nominal value is transferred. The amount of the premium account may be used to provide for the payment of any Shares which the Company may repurchase from its shareholder(s), to offset any net realized losses, to make distributions to the Shareholder(s) in the form of a dividend or to allocate funds to the legal reserve.»

Third resolution

Simultaneously with the capital reduction, the Sole Shareholder resolves to reduce the legal reserve accordingly from four hundred and eighty-four thousand sixty-four euros (EUR 484,064) to four hundred and seventy-three thousand seven hundred and eighty-six euros (EUR 473,786).

Estimation of costs

The costs, expenses, fees and charges, in any form whatsoever, which are to be borne by the Company or which shall be charged to it in connection with the present deed, have been estimated at about two thousand five hundred euro.

Whereof the present deed is drawn up in Belvaux on the day stated at the beginning of this document.

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

The document having been read to the proxyholder of the person appearing, known to the notary by her name, first name, civil status and residence, the proxyholder signed together with the notary the present deed.

Suit la traduction en français du texte qui précède

L'an deux mille quinze, le vingt mai.

Par devant Maître Jean-Joseph Wagner, notaire de résidence à Sanem, Grand-Duché de Luxembourg,

A COMPARU:

JCF III Europe Holdings L.P., une société constituée sous la forme d'un limited partnership selon les lois des Iles Caïman, ayant son siège social à Intertrust Corporate Services (Cayman) Limited 190, Elgin Avenue, George Town, Grand Cayman KY1-9005, les Iles Caïman, enregistrée auprès du Cayman trade and companies' register sous le numéro WK-48187,

ici représentée par Madame Nadia Weyrich, demeurant professionnellement à Belvaux, en vertu d'une procuration sous seing privé donnée.

La procuration, paraphée ne varietur par la mandataire de la comparante et par le notaire, restera annexée au présent acte pour être soumise avec lui aux autorités l'enregistrement.

La partie comparante est l'associé unique (l'«Associé Unique») de JCF III Europe S.à r.l., une société à responsabilité limitée, constituée et existante sous les lois du Grand-duché de Luxembourg, ayant son siège social au 47, avenue John F. Kennedy, L-1855 Luxembourg, Grand-duché de Luxembourg, enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le nombre B 161027, constituée en date du 13 mai 2011 suivant acte notarié, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1788 le 5 août 2011 (ci-après «la Société»). Les statuts ont été modifiés pour la dernière fois suivant acte notarié en date du 25 juin 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2657 en date du 1 octobre 2014.

La partie comparante, représentant l'intégralité du capital social de la Société, a requis le notaire instrumentant de prendre les résolutions suivantes:

Première résolution

L'Associé Unique, après avoir examiné les comptes intérimaires de la Société, décide de réduire le capital social de la Société d'un montant d'un million six cent soixante et onze mille trois cents euros (EUR 1.671.300) afin de le réduire de

son montant actuel de six millions quatre cent neuf mille cent soixante euros (EUR 6.409.160) représenté par six millions quatre cent neuf mille cent soixante (6.409.160) parts sociales de différentes catégories d'une valeur nominale d'un euro (EUR 1) chacune jusqu'à quatre millions sept cent trente-sept mille huit cent soixante euros (EUR 4.737.860) par le rachat et l'annulation de (i) cent quatre-vingt-cinq mille sept cents (185.700) parts sociales de classe B3, (ii) cent quatre-vingt-cinq mille sept cents (185.700) parts sociales de classe C3, (iii) cent quatre-vingt-cinq mille sept cents (185.700) parts sociales de classe D3, (iv) cent quatre-vingt-cinq mille sept cents (185.700) parts sociales de classe E3, (v) cent quatre-vingt-cinq mille sept cents (185.700) parts sociales de classe F3, (vi) cent quatre-vingt-cinq mille sept cents (185.700) parts sociales de classe G3, (vii) cent quatre-vingt-cinq mille sept cents (185.700) parts sociales de classe H3, (viii) cent quatre-vingt-cinq mille sept cents (185.700) parts sociales de classe I3 et (iv) cent quatre-vingt-cinq mille sept cents (185.700) parts sociales de classe J3 de la Société (les «Parts Sociales Annulées»).

En conséquence de la réduction de capital et de l'annulation des parts sociales ci-dessus, l'Associé Unique doit recevoir un montant total de trois millions neuf cent quatre-vingt-quinze mille cent dix-neuf euros (EUR 3.995.119) calculé conformément à l'article 11 des statuts de la Société et pour une contrepartie totale correspondant au NVA (tel que défini dans les statuts de la Société) de la partie de l'investissement à laquelle se rapportent les Parts Sociales Annulées qui correspond à la partie des Parts Sociales Annulées de la Classe de Parts Sociales d'Investissement 3.

La preuve de l'existence et de la disponibilité de réserves et/ou de bénéfices distribuables en quantité suffisante afin de permettre la réalisation des opérations ci-dessus exposées a été fournie au notaire.

Deuxième résolution

En conséquence de la résolution ci-dessus, l'Associé Unique décide de modifier l'article 6 des statuts de la Société, qui se lira désormais comme suit:

« **Art. 6.** Le capital social de la Société est fixé à la somme de quatre millions sept cent trente-sept mille huit cent soixante euros (EUR 4.737.860) représenté par un million cinq cent douze mille cinq cents (1.512.500) parts sociales dans la Classe de Parts Sociales d'Investissement 1 (telle que défini à l'article 11 ci-dessous), dix-neuf mille cent soixante-dix (19.170) parts sociales dans la Classe de Parts Sociales d'Investissement 2 (telle que défini à l'article 11 ci-dessous), cent quatre-vingt-cinq mille sept cents (185.700) parts sociales dans la Classe de Parts Sociales d'Investissement 3 (telle que défini à l'article 11 ci-dessous), de deux millions cinq cent soixante-douze mille (2.572.000) parts sociales dans la Classe de Parts Sociales d'Investissement 4 (tel que défini à l'article 11 ci-dessous) et de quatre cent quarante-huit mille quatre cent quatre-vingt-dix (448.490) parts sociales dans la Classe de Parts Sociales d'Investissement 5 (tel que défini à l'article 11 ci-dessous) de la manière suivante:

Classe de Parts Sociales d'Investissement 1:

(a) cent cinquante et un mille deux cent cinquante (151.250) Parts Sociales Ordinaires de Classe A1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe A1»);

(b) cent cinquante et un mille deux cent cinquante (151.250) Parts Sociales Ordinaires de Classe B1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe B1»);

(c) cent cinquante et un mille deux cent cinquante (151.250) Parts Sociales Ordinaires de Classe C1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe C1»);

(d) cent cinquante et un mille deux cent cinquante (151.250) Parts Sociales Ordinaires de Classe D1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe D1»);

(e) cent cinquante et un mille deux cent cinquante (151.250) Parts Sociales Ordinaires de Classe E1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe E1»);

(f) cent cinquante et un mille deux cent cinquante (151.250) Parts Sociales Ordinaires de Classe F1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe F1»);

(g) cent cinquante et un mille deux cent cinquante (151.250) Parts Sociales Ordinaires de Classe G1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe G1»);

(h) cent cinquante et un mille deux cent cinquante (151.250) Parts Sociales Ordinaires de Classe H1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe H1»);

(i) cent cinquante et un mille deux cent cinquante (151.250) Parts Sociales Ordinaires de Classe I1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe I1»); et

(j) cent cinquante et un mille deux cents cinquante (151.250) Parts Sociales Ordinaires de Classe J1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe J1»).

Classe de Parts Sociales d'Investissement 2:

dix-neuf mille cent soixante-dix (19.170) Parts Sociales Ordinaires de Classe A2-1 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe A2-1»).

Classe de Parts Sociales d'Investissement 3:

cent quatre-vingt-cinq mille sept cents (185.700) Parts Sociales Ordinaires de Classe A3 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe A3»);

Classe de Parts Sociales d'Investissement 4:

(a) trois cent vingt et un mille cinq cents (321.500) Parts Sociales Ordinaires de Classe A4 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe A4»);

(b) trois cent vingt et un mille cinq cents (321.500) Parts Sociales Ordinaires de Classe B4 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe B4»);

(c) trois cent vingt et un mille cinq cents (321.500) Parts Sociales Ordinaires de Classe C4 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe C4»);

(d) trois cent vingt et un mille cinq cents (321.500) Parts Sociales Ordinaires de Classe D4 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe D4»);

(e) trois cent vingt et un mille cinq cents (321.500) Parts Sociales Ordinaires de Classe E4 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe E4»);

(f) trois cent vingt et un mille cinq cents (321.500) Parts Sociales Ordinaires de Classe F4 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe F4»);

(g) trois cent vingt et un mille cinq cents (321.500) Parts Sociales Ordinaires de Classe G4 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe G4»); et

(h) trois cent vingt et un mille cinq cents (321.500) Parts Sociales Ordinaires de Classe H4 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe H4»).

Classe de Parts Sociales d'Investissement 5:

(a) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe A5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe A5»);

(b) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe B5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe B5»);

(c) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe C5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe C5»);

(d) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe D5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe D5»);

(e) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe E5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe E5»);

(f) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe F5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe F5»);

(g) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe G5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe G5»);

(h) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe H5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe H5»);

(i) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe I5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classe I5»); et

(j) quarante-quatre mille huit cent quarante-neuf (44.849) Parts Sociales Ordinaires de Classe J5 ayant une valeur nominale d'un euro (EUR 1) chacune (les «Parts Sociales Ordinaires de Classes J5»).

Chaque part sociale donne droit à une voix dans les délibérations des assemblées générales ordinaires et extraordinaires des associés. Nonobstant le nombre mis à la suite des lettres A à J d'une classe de Part Sociale liée à une Classe de Part Sociale d'Investissement, les Parts Sociales Ordinaires de Classe A, les Parts Sociales Ordinaires de Classe B, les Parts Sociales Ordinaires de Classe C, les Parts Sociales Ordinaires de Classe D, les Parts Sociales Ordinaires de Classe E, les Parts Sociales Ordinaires de Classe F, les Parts Sociales Ordinaires de Classe G, les Parts Sociales Ordinaires de Classe H, les Parts Sociales Ordinaires de Classe I, les Parts Sociales Ordinaires de Classe J seront dénommées les «Classes de Parts Sociales» et collectivement les «Parts Sociales».

En sus du capital social émis, il peut être créé un compte de prime auquel toute prime payée à toute Part Sociale en supplément de sa valeur nominale sera transférée. Le montant du compte de prime peut être utilisé pour le paiement de toutes Parts Sociales que la Société pourrait racheter de son/ses associé(s), pour compenser des pertes nettes, pour réaliser des distributions à/aux Associé(s) sous la forme de dividende ou allouer des fonds à la réserve légale.»

Troisième résolution

Simultanément à la réduction de capital, l'Associé Unique décide de réduire la réserve légale en conséquence de quatre cent quatre-vingt-quatre mille soixante-quatre euros (EUR 484.064) à quatre cent soixante-treize mille sept cent quatre-vingt-six euros (EUR 473.786).

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison du présent acte, s'élève à environ deux mille cinq cents euros.

DONT ACTE, fait et passé à Belvaux, date qu'en tête.

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

Et après lecture faite et interprétation donnée à la mandataire de la comparante, connu du notaire par son nom de famille, son prénom, son statut civil et son adresse, ladite comparante a signé avec le notaire le présent acte.

Signé: N. WEYRICH, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 20 mai 2015. Relation: EAC/2015/11305. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2015079574/290.

(150091002) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Hotwell Global S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2522 Luxembourg, 6, rue Guillaume Schneider.

R.C.S. Luxembourg B 184.866.

—

EXTRAIT

Il résulte des décisions prises par l'associé unique de la Société en date du 5 juin 2015 que:

- La démission, avec effet au 2 décembre 2014, de Monsieur Carlos Alberto MARIN ALVAREZ en tant que gérant unique de la Société a été acceptée.

- Madame Agnes CSORGO, née le 27 juillet 1978 à Hatvan, Hongrie, résidant professionnellement au 16 avenue Pasteur, L-2310 Luxembourg a été nommée gérant unique de la Société avec effet au 2 décembre 2014 et ce, pour une durée indéterminée.

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

Luxembourg, le 2 juin 2015.

Référence de publication: 2015082379/17.

(150094316) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2015.

Sel Holding SCI, Société Civile Immobilière.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg E 5.652.

—

STATUTES

In the year two thousand fifteen, on the 19 th day of May

The undersigned,

- Mrs. Landsberg Svetlana, employee, born on 23 March 1966 in St Petersburg, residing at L-1750 Luxembourg 4, Avenue Victor Hugo, and

- Mr. Yuriy LOPATYNSKYY, employee, born on 19 September 1971 in Odessa, residing at EDIMBURGH EH2 4DR (United Kingdom) 4 Charlotte Square

have drawn up the following Articles of Incorporation of a "société civile immobilière" which they declare to constitute among themselves.

Art. 1. The object of the company is both in Grand Duchy of Luxembourg and abroad, the acquisition, the development and management of real estate and all transactions which may be connected directly or indirectly with the company's object or facilitating its extension, development or exploitation, insofar as they do not contravene the company's status as a "société civile".

The company may stand surety and give any personal or property right for any persons or undertakings forming part of the group.

The company may carry out all transactions pertaining directly or indirectly to the investments in any financial instruments in whatever form and the administration, management, control and development of those investments, insofar as they do not contravene the company's status as a "société civile".

Art. 2. The name of the company is "SEL HOLDINGS SCI".

Art. 3. The company is incorporated for an unlimited period.

Art. 4. The registered office of the company is established in Luxembourg.

It may be transferred to any other location within the Grand Duchy of Luxembourg by simple decision of the shareholders.

Art. 5. The share capital is fixed at one thousand EUROS (1.000. - EUR), represented by one hundred (100) participating shares with a nominal value of ten EUROS (10.- EUR) each, which the parties hereto declare to subscribe as follows:

1. Mrs. Landsberg Svetlana prenamed: ninety participating shares (90);

2. Mr. LOPATYNS'KYY Yuriy, prenamed: ten participating shares (10);

TOTAL: one hundred participating shares (100).

The amount of one thousand EUROS (1.000.- EUR) will be contributed to the company, as committed by the parties hereto, in once or in several instalments, in kind or in cash, within fifteen days of its requirement made by registered mail by the Manager or by the Board of Managers of the company.

In case of default of this commitment at the end of fifteen day-period, without notice and without prejudice to measures of execution, the said contribution will bear interest at a rate of five (5%) percent per annum.

Art. 6. The transfer of participating shares shall be carried out through a deed executed and authenticated by a notary or by a simple contract in compliance with article 1690 of the Civil Code.

Participating shares shall only be transferred "inter vivos" to partners or to non-partners by means of unanimous decision of all the partners.

In case of transfer of participating shares by reason of death the heirs or legatees of the deceased partner must be approved by unanimous decision of the surviving partners. Such consent shall, however, not be required when the shares are transmitted to the legal heirs.

Art. 7. Each participating share shall, in respect of the company's net assets and share of profits, confer to the partner the right to a fraction proportional to the number of existing participating shares.

Art. 8. Between themselves, the partners are each liable for the debts of the company in proportion to the number of participating shares which he/she holds.

The partners are liable towards creditors of the company, for such debts in conformity with Article 1863 of the Civil Code.

Art. 9. The company will not be dissolved by the death of one partner or several partners, but will continue to exist among the survivors and legal heirs of the deceased partner or partners.

The loss of legal rights or bankruptcy of a partner or of several partners will not put an end to the company, which will continue among the other partners excluding the barred or bankrupt partners.

Each participating share is indivisible with regard to the company.

Co-owners are required, as regards exercising their rights, to be represented towards the company by only one of them or by a commonly-appointed proxy holder chosen from among the other partners.

The rights and obligations attached to each participating share follow its ownership. The ownership of a participating share carries with it full rights as regards compliance with the Articles and with the resolutions taken by the General Meeting.

Art. 10. The company is managed and administered by one or several managers nominated by the General Meeting of partners, which fixes their number and the duration of their mandate.

In case of the death, resignation or impediment of one of the managers, his/her replacement shall be decided upon by the partners.

The mandate of the manager or managers may only be revoked by unanimous decision of all the partners.

Art. 11. The manager(s) is/are invested with the most extensive powers to act in the name of the company in all circumstances and to authorise all acts and transactions within the company's object as well as all administrative acts.

Art. 12. Each partner has unlimited rights regarding the supervision and verification of all the business of the company.

Art. 13. The company's financial year shall begin on the first of January and shall end on the thirty-first of December of each year.

Art. 14. The partners shall meet at least once per year at the place which is indicated in the convening notice.

The partners may be convened to an extraordinary meeting by the manager or managers if they consider it appropriate, but they must be convened within one month of a request from one or several partners representing at least one-fifth of all the participating shares.

Convening notices for ordinary or extraordinary meetings take the form of registered letter sent to the partners at least five days before the meeting and containing in summary form a description of the purpose of the meeting.

The partners may meet by oral agreement and without notice if all the partners are present or represented.

Art. 15. At all meetings, each participating share has the right to one vote.

Resolutions are adopted by simple majority vote of the partners present or represented.

In case of division of ownership of the participating shares between the bare owner and the usufructuary, the voting right is held by the usufructuary.

Art. 16. The partners are empowered to amend the Articles, whatever the nature or importance of such amendments

Decisions to amend the Articles must be taken by unanimous vote of all the partners.

Art. 17. In the event of dissolution of the company, the liquidation shall be conducted by the good offices of one or more of the partners, or any other liquidator as shall be decided upon, and whose powers shall be determined by the partners.

The liquidator or liquidators may, by decision of the partners, contribute part or all of the assets, rights and obligations of the company in liquidation to another civil or commercial company or cede to a company or any other person such assets, rights and obligations.

The net result of the liquidation, after settlement of the company's commitments, is shared among the partners in proportion to the number of shares held by each of them.

Art. 18. Articles 1832 to 1872 of the Civil Code shall apply in respect of anything not provided for in these statutes.

Transitory provision

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

Extraordinary general meeting

And at this moment, the partners as aforenamed, representing the whole of the share capital, have met in extraordinary general meeting, to which they acknowledge that they have been duly convened, and have unanimously passed the following resolutions:

1) The following persons have been nominated as managers for an unlimited period of time:

1. Mrs. Landsberg Svetlana, prenamed

2. Mr. LOPATYNS'KYY Yuriy, prenamed

The managers are vested with full power to bind the company under their sole signature.

2) The address of the company is established at L-1118 Luxembourg 23 rue Aldringen.

The present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the French version will be binding.

WHEREOF the present deed was drawn up and signed in Luxembourg, on the day first written above.

Suit la traduction française du texte qui précède:

STATUTS

L'an deux mille quinze, le 19 mai 2015

Les soussignés,:

- Madame Svetlana Landsberg, employée, née le 23 mars 1966 à St Petersburg, demeurant à L-1750 Luxembourg 4, Avenue Victor Hugo, et

- Monsieur Yuriy LOPATYNS'KYY, employé , né le 19 septembre 1971 à Odessa , demeurant à EDIMBURGH EH2 4DR (ROYAUME-UNI) 4 Charlotte Square

ont arrêté ainsi qu'il suit les statuts d'une société civile immobilière qu'ils déclarent constituer entre eux comme suit:

Art. 1 er . La société a pour objet, tant au Grand-Duché de Luxembourg qu'à l'étranger, l'acquisition, la mise en valeur et la gestion d'immeubles ainsi que toutes opérations pouvant se rattacher directement ou indirectement à l'objet social ou pouvant en faciliter l'extension ou le développement et l'exploitation, pour autant qu'elles ne portent pas atteinte au caractère civil de la société.

La société pourra se porter caution et donner toute sûreté personnelle ou réelle en faveur de toutes personnes ou société du groupe.

La société a également pour objet toutes les opérations se rapportant directement ou indirectement à l'investissement sous quelque forme que ce soit, dans tous instruments financiers, ainsi que l'administration, la gestion, le contrôle et le développement de ces investissements, pour autant qu'elles ne portent pas atteinte au caractère civil de la société.

Art. 2. La société prend la dénomination de «SEL HOLDINGS SCI».

Art. 3. La société est constituée pour une durée indéterminée.

Art. 4. Le siège social est établi à L-1118 Luxembourg 23 rue Aldringen.

Il pourra être transféré en tout autre endroit du Grand-Duché de Luxembourg par simple décision de la gérance.

Art. 5. Le capital social est fixé à mille EUROS (1.000,-EUR) représenté par cent (100) parts d'intérêts d ' une valeur nominale de dix EUROS (10.- EUR) chacune, que les parties aux présentes déclarent souscrire comme suit:

1. Mme Svetlana Landsberg, prénommée: quatre-vingt-dix parts d'intérêts (90);

2. Monsieur Yuriy LOPATYNS'KYY, prénommé: dix parts d'intérêts (10);

TOTAL: cent parts d'intérêts (100).

Le montant de mille EUROS (1.000,-EUR) sera apporté à la société, ainsi que les parties aux présentes s'y obligent, en une ou plusieurs fois, en nature ou en espèces, dans les quinze jours qui suivent la demande qui leur en sera faite par lettre recommandée émise par le gérant ou le Conseil de gérance de la société.

A défaut d'exécution de cette obligation à l'expiration de ce délai, sans mise en demeure et sans préjudice de mesures d'exécution, ces sommes appelées seront productives d'intérêts au taux de cinq (5 %) pour cent l'an.

Art. 6. La cession des parts s'opère par acte authentique ou sous seing privé en observant l'article 1690 du Code Civil.

Les parts ne peuvent être cédées entre vifs à des associés ou des non-associés que suivant une décision unanime de tous les associés.

En cas de transfert pour cause de mort, les héritiers ou légataires de l'associé décédé doivent être agréés à l'unanimité des associés survivants. Cet agrément n'est cependant pas requis en cas de transfert aux héritiers légaux.

Art. 7. Chaque part donne droit dans la propriété de l'actif social et dans la répartition des bénéfices à une fraction proportionnelle au nombre des parts existantes.

Art. 8. Dans leurs rapports respectifs, les associés sont tenus des dettes de la société, chacun dans la proportion du nombre de parts qu'il possède.

Vis-à-vis des créanciers de la société, les associés sont tenus de ces dettes conformément à l'article 1863 du Code Civil.

Art. 9. La société ne sera pas dissoute par le décès d'un ou de plusieurs associés, mais continuera entre le ou les survivants et les héritiers légaux de l'associé ou des associés décédés.

L'interdiction, la faillite ou la déconfiture d'un ou de plusieurs associés ne mettra pas fin à la société, qui continuera entre les autres associés, à l'exclusion du ou des associés en état d'interdiction, de faillite ou de déconfiture.

Chaque part est indivisible à l'égard de la société.

Les copropriétaires indivis sont tenus, pour l'exercice de leurs droits, de se faire représenter auprès de la société par un seul d'entre eux ou par un mandataire commun pris parmi les autres associés.

Les droits et obligations attachés à chaque part la suivent dans quelque main qu'elle passe. La propriété d'une part comporte de plein droit adhésion aux statuts et aux résolutions prises par l'assemblée générale.

Art. 10. La société est gérée et administrée par un ou plusieurs associés-gérants nommés par l'assemblée générale qui fixe leur nombre et la durée de leur mandat,

En cas de décès, de démission ou d'empêchement d'un des associés-gérants, il sera pourvu à son remplacement par décision des associés.

Le ou les gérants ne pourront être révoqués que suivant une décision unanime de tous les associés.

Art. 11. Le ou les associés-gérants sont investis des pouvoirs les plus étendus pour agir au nom de la société en toutes circonstances et faire autoriser tous les actes et opérations rentrant dans son objet ainsi que les actes de disposition.

Art. 12. Chacun des associés a un droit illimité de surveillance et de contrôle sur toutes les affaires de la société.

Art. 13. L'exercice social commence le 1 er janvier et finit le 31 décembre de chaque année.

Art. 14. Les associés se réunissent au moins une fois par an à l'endroit qui sera indiqué dans l'avis de convocation.

Les associés peuvent être convoqués extraordinairement par le ou les associés-gérants quand ils jugent convenable, mais ils doivent être convoqués dans le délai d'un mois, si la demande en est faite par un ou plusieurs associés représentant un cinquième au moins de toutes les parts sociales.

Les convocations aux réunions ordinaires ou extraordinaires ont lieu au moyen de lettres recommandées adressées aux associés au moins cinq jours à l'avance et doivent indiquer sommairement l'objet de la réunion.

Les associés peuvent même se réunir sur convocation verbale et sans délai si tous les associés sont présents ou représentés.

Art. 15. Dans toutes les réunions, chaque part donne droit à une voix.

Les résolutions sont prises à la majorité simple des voix des associés présents ou représentés.

En cas de division de la propriété des parts d'intérêts entre usufruitiers et nus-propriétaires, le droit de vote appartient à l'usufruitier.

Art. 16. Les associés peuvent apporter toutes modifications aux statuts, quelles qu'en soit la nature et l'importance.

Ces décisions portant modification aux statuts ne sont prises que suivant une décision unanime de tous les associés.

Art. 17. En cas de dissolution anticipée de la société, la liquidation de la société se fera par les soins d'un ou des associés ou de tout autre liquidateur qui sera nommé et dont les attributions seront déterminées par les associés.

Le ou les liquidateurs peuvent, en vertu d'une délibération des associés, faire l'apport à une autre société civile ou commerciale, de la totalité ou d'une partie des biens, droits et obligations de la société dissoute, ou la cession à une société ou à toute autre personne de ces mêmes droits, biens et obligations.

Le produit net de la liquidation, après règlement des engagements sociaux, est réparti entre les associés proportionnellement au nombre des parts possédées par chacun d'eux.

Art. 18. Les articles 1832 à 1872 du Code Civil trouveront leur application partout où il n'y est pas dérogé par les présents statuts.

Disposition transitoire

Le premier exercice commence aujourd'hui et finit le 31 décembre 2015.

Assemblée générale extraordinaire

Et à l'instant, les associés se sont constitués en assemblée générale extraordinaire à laquelle ils se reconnaissent dûment convoqués et après avoir constaté que celle-ci était régulièrement constituée, ont à l'unanimité des voix pris les résolutions suivantes:

1. Sont nommés gérants pour une durée indéterminée:

- Madame Svetlana Landsberg, prénommée
- Monsieur Yuriy LOPATYNS'KYY, prénommé

Les gérants ont les pouvoirs les plus étendus pour engager la société par leur signature individuelle.

2. Le siège social de la société est fixé au L-1118 Luxembourg 23, rue Aldringen

Le présent acte est documenté en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte français fera foi.

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

Signature.

Référence de publication: 2015079912/205.

(150091228) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Clover Holdings Pledgeco S.à.r.l., Société à responsabilité limitée,
(anc. Strontium Investment S.à.r.l.).

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 194.885.

—

IN THE YEAR TWO THOUSAND AND FIFTEEN,

ON THE NINETEENTH OF THE MONTH OF MAY.

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

There appeared:

BRE/Europe 7Q S.à r.l., a société à responsabilité limitée (private limited liability company) incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 2-4, rue Eugène Ruppert, L-2453 Luxembourg, having a share capital of twelve thousand five hundred Euros (EUR 12,500), and registered with the Registre de Commerce et des Sociétés in Luxembourg under number B180.323, (the “Sole Shareholder”),

represented by Me Flora Verrecchia, lawyer, professionally residing in Luxembourg, pursuant to a proxy dated 15 th May 2015 which proxy shall be registered together with the present deed,

being the Sole Shareholder of Strontium Investment S.à r.l., a société à responsabilité limitée (private limited liability company), incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 2-4, rue Eugène Ruppert, L-2453 Luxembourg, having a share capital of twelve thousand five hundred Euros (EUR 12,500) and registered with the Registre de Commerce et des Sociétés of Luxembourg under number B194885 (the "Company"), incorporated on 9 February 2015 pursuant to a deed of Me Cosita Delvaux, the undersigned notary, published in the Mémorial C, Recueil des Sociétés et Associations (the “Mémorial”) on 10 April 2015, number 960.

The articles of association of the Company have never been amended since its incorporation.

The appearing party, acting in the above mentioned capacity, declared and requested the notary to record as follows:

1. The Sole Shareholder holds all the five hundred (500) shares in issue in the Company so that the total share capital is represented and resolutions can be validly taken by the Sole Shareholder.

2. The item on which a resolution is to be taken is as follows:

Amendment of Article 1 of the articles of incorporation of the Company so that Article 1 of the articles of association of the Company reads as follows:

“A limited liability company (société à responsabilité limitée) with the name “Clover Holdings Pledgeco S.à r.l.” (the “Company”) is hereby formed by the appearing party and all persons who will become shareholders thereafter. The Company will be governed by these articles of association and the relevant legislation.”

Thereafter the following resolution was passed by the Sole Shareholder of the Company:

Sole resolution

The Sole Shareholder resolved to amend Article 1 of the articles of association of the Company so that Article 1 of the articles of association of the Company reads as set out in the above agenda.

Expenses

The costs, expenses, remuneration or charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at EUR 1,550.-.

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

Done in Luxembourg, on the day before mentioned.

The document having been read to the proxyholder of the appearing party, known to the notary by its name, first name, civil status and residence, said proxyholder signed together with the notary the present deed.

Folgt die Deutsche Übersetzung des Vorherstehenden Textes:

IM JAHRE ZWEITAUSENDFÜNFZEHN,

AM NEUNZEHNTEN TAGE DES MONATS MAI.

Vor dem unterzeichnenden Notar Maître Cosita DELVAUX, mit Amtssitz in Luxemburg, Großherzogtum Luxemburg,

ist erschienen:

BRE/Europe 7Q S.à r.l., eine société à responsabilité limitée (Gesellschaft mit beschränkter Haftung) luxemburgischen Rechts mit Sitz in 2-4, rue Eugène Ruppert, L-2453 Luxembourg, deren Gesellschaftskapital zwölftausendfünfhundert Euro (EUR 12.500) beträgt, und im Registre de Commerce et des Sociétés de Luxembourg unter der Nummer B 180.323 eingetragen, (der «Alleinige Gesellschafter»),

hier vertreten durch Me Flora Verrecchia, maître en droit, beruflich wohnhaft in Luxemburg, aufgrund einer privatschriftlichenVollmacht, ausgestellt am 15. Mai 2015, welche vorliegender Urkunde beigefügt ist um mit dieser bei der Registrierungsbehörde eingereicht zu werden,

als Alleiniger Gesellschafter der Strontium Investment S.à r.l., eine société à responsabilité limitée (Gesellschaft mit beschränkter Haftung) luxemburgischen Rechts mit Sitz in 2-4, rue Eugène Ruppert, L-2453 Luxembourg, deren Gesellschaftskapital zwölftausendfünfhundert Euro (EUR 12.500) beträgt, und eingetragen ist im Registre de Commerce et des Sociétés in Luxemburg, unter der Nummer B194885 (die „Gesellschaft"), gegründet am 9. Februar 2015 gemäß Urkunde aufgenommen durch Maître Cosita Delvaux, der unterzeichnenden Notar, veröffentlicht am 10. April 2015 im Mémorial C, Recueil des Sociétés et Associations (das „Mémorial"), Nummer 960.

Die Satzung der Gesellschaft wurde nie abgeändert.

Der Erschienene gibt, in Ausübung seines obenerwähnten Amtes, folgende Erklärungen ab und ersucht den amtierenden Notar folgendes zu beurkunden:

1. Der Alleinige Gesellschafter der Gesellschaft hält alle fünfhundert (500) von der Gesellschaft ausgegebenen Gesellschaftsanteile, so dass das gesamte Gesellschaftskapital vertreten ist und wirksam über alle Punkte der Tagesordnung entschieden werden kann.

2. Der Punkt über den ein Beschluss getroffen werden soll ist der folgende:

Abänderung von Artikel 1 der Satzung der Gesellschaft so dass Artikel 1 der Satzung der Gesellschaft folgenden Wortlaut hat:

"Eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) mit dem Namen "Clover Holdings Pledgeco S.à r.l." (die „Gesellschaft") wird hiermit von der erschienenen Partei und allen Personen, die gegebenenfalls zukünftig als Gesellschafter eintreten, gegründet. Die Gesellschaft wird durch vorliegende Satzung und durch die entsprechende luxemburgische Gesetzgebung geregelt."

Danach wurde der folgende Beschluss vom Alleinigen Gesellschafter getroffen:

Alleiniger Beschluss

Der Alleinige Gesellschafter hat beschlossen Artikel 1 der Satzung der Gesellschaft abzuändern so dass Artikel 1 der Satzung der Gesellschaft den Wortlaut hat wie in der Tagesordnung beschrieben.

Kosten

Die Kosten, Ausgaben, Vergütungen und Auslagen, unter welcher Form auch immer, welche der Gesellschaft aus Anlass dieser Akte entstehen werden, werden auf ungefähr EUR 1.550,- geschätzt.

Der unterzeichnete Notar, welcher englischen Sprache kundig ist, bestätigt hiermit, dass auf Anfrage der erschienenen Partei vorliegende Urkunde in englischer Sprache verfasst wurde, gefolgt von einer deutschen Übersetzung, und dass im Falle einer Abweichung zwischen dem englischen und dem deutschen Text, die englische Fassung maßgebend ist.

Worüber Urkunde, aufgenommen in Luxembourg, am Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an den Vollmachtnehmer der erschienenen Partei dem amtierenden Notar nach Namen, Vornamen, Zivilstand und Wohnort bekannt, hat derselbe zusammen mit dem Notar die gegenwärtige Urkunde unterschrieben.

Gezeichnet: F. VERRECCHIA, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 20 mai 2015. Relation: 1LAC/2015/15645. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): P. MOLLING.

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

Luxemburg, den 28. Mai 2015. Me Cosita DELVAUX.

Référence de publication: 2015079894/100.

(150090756) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

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

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

R.C.S. Luxembourg B 117.986.

—

In the year two thousand and fifteen, on the twenty-first of May

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

Was held

an extraordinary general meeting of the Corporation established in Luxembourg under the denomination of "Allianz European Pension Investments", registered at the R.C.S. Luxembourg Number B 117.986, having its registered office in 6A, Route de Trèves, L-2633 Senningerberg,

incorporated under the form of a "société d'investissement à capital variable", pursuant to a deed passed before the undersigned notary, then residing in Remich, acting in replacement of her colleague Maître André-Jean-Joseph SCHWACHTGEN, notary then residing in Luxembourg, on July 21 st , 2006, published in the "Mémorial C, Recueil des Sociétés et Associations", No 1525 on August 9 th , 2006.

The Articles of Incorporation have not yet been amended since.

The meeting begins with, Mr Oliver EIS, employee, with professional address in 6A, route de Trèves, L-2633 Senningerberg, being in the Chair.

The Chairman appoints as secretary of the meeting Ms Sandra BRAUN, employee, with professional address in 6A, route de Trèves, L- 2633 Senningerberg.

The meeting elects as scrutineer Mr Markus BIEHL, employee, with professional address in 6A, route de Trèves, L-2633 Senningerberg.

The Chairman states that the agenda is the following:

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

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

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

4. Closures of Subfunds and share classes of the Company. The powers and processes of liquidating Subfunds of the Company or liquidating share classes of such Subfunds shall be defined more precisely under Article 24.1 and Article 24.2. Article 24.1 empowers the Board of Directors and Article 24.2 empowers the general meeting of shareholders to force redemption of all shares in any share class or any sub-fund and the wordings in these two clauses are amended in order to

describe this more precisely. In addition, it has been clarified in Article 24.1 of the Articles of Incorporation that the Board of Directors may liquidate a Subfund or share class if the assets of a Subfund or share class fall below the amount that the Board of Directors considers to be the minimum amount for economically efficient management of the Subfund or share class. The circumstances stated in Article 24.1 apply to sub-funds as well as share classes.

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

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

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

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

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

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

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

The Chairman then states that:

I. The shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list which, signed by the shareholders, the proxies of the represented shareholders, the members of the bureau of the Meeting and the undersigned notary, will remain attached to the present deed to be filed at the same time with the registration authorities.

II. The proxies of the represented shareholders, initialised "ne varietur" by the appearing parties will also remain attached to the present deed.

III. This general meeting has been duly convened by mail to the registered shareholders on April 17 th , 2015 as well as by notices containing the agenda of the meeting published on April 17 th , 2015 and May 5 th , 2015 in:

- Internet (Austria, France);
- Mémorial C (Luxembourg);
- Letzeburger Journal (Luxembourg);
- Luxemburger Wort (Luxembourg);
- Börsenzeitung (Germany); and
- Financiele Dagblad (Netherlands).

The related copies of the said publications are deposited on the desk of the bureau of the meeting.

IV. A first meeting of shareholders duly convened was held on April 9 th , 2015, pursuant to a deed of the undersigned notary in order to decide on the same agenda.

V. This meeting could not take any decision, because the legal quorum of presence was not met.

VI. It appears from the attendance list mentioned here above, that out of nine million seven hundred ninety thousand seven hundred thirty-five (9.790.735) shares in circulation, ten (10) share is duly represented at the present Meeting. The meeting is therefore regularly constituted and can validly deliberate and decide on the afore cited agenda of the meeting of which the shareholders have been informed before the meeting.

VII. All these facts having been explained by the chairman and recognised correct by the members of the meeting, the meeting proceeds to its agenda.

The meeting having considered the agenda, the chairman submits to the vote of the members of the meeting the following resolutions which are adopted in each case of unanimous vote.

First resolution

The general meeting, with respect to point 1 of the aforesaid agenda, resolves to amend consequently Article 18.1.b, as shown in the amended version of the coordinated articles of incorporation that make part of the present deed.

Second resolution

The general meeting, with respect to point 2 of the aforesaid agenda, resolves to amend consequently Articles 18.3.f as shown in the amended version of the coordinated articles of incorporation that make part of the present deed.

Third resolution

The general meeting, with respect to point 3 of the aforesaid agenda, resolves to amend consequently Article 18.3.g as shown in the amended version of the coordinated articles of incorporation that make part of the present deed.

Fourth resolution

The general meeting, with respect to point 4 of the aforesaid agenda, resolves to amend consequently Article 24.1 and Article 24.2 as shown in the amended version of the coordinated articles of incorporation that make part of the present deed.

Fifth resolution

The general meeting, with respect to point 5 of the aforesaid agenda, resolves to amend consequently Article 24.5 and Article 24.6 as shown in the amended version of the coordinated articles of incorporation that make part of the present deed.

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

Sixth resolution

The general meeting, with respect to point 6 of the aforesaid agenda, resolves to amend consequently Article 24.3 as shown in the amended version of the coordinated articles of incorporation that make part of the present deed.

Seventh resolution

The general meeting, with respect to point 7 of the aforesaid agenda, resolves to choose the English language as the official language of the Articles of Association as authorized by Article 26 (2) of the Luxembourg law of 17 December 2010 concerning undertakings for collective investment, as shown in the amended version of the coordinated articles of incorporation that make part of the present deed.

Eighth resolution

The general meeting, with respect to point 8 of the aforesaid agenda, resolves that the definitions and usage of terms as well as the spelling of key terminology shall be amended so as to be more concise and to be in line with the definitions and spelling rules applied in the Prospectus of the Company. All Articles of the Company (if applicable) will be amended accordingly.

On the basis of the above resolutions, the general meeting resolves to amend the articles of incorporation of the Corporation (without changing the name, the object or the exercise), so that from now on they will read under coordinated form as follows:

“Title I. Name - Registered office - Duration - Object of the company

Art. 1. Name. There exists among the subscribers and those who become holders of subsequently issued shares a joint-stock company (“Société Anonyme”) in the form of an investment company with variable capital (“Société d’Investissement à Capital Variable”) under the name “Allianz European Pension Investments” (hereinafter the “Company”).

Art. 2. Registered Office. The registered office of the Company is in Senningerberg, Grand Duchy of Luxembourg. The board of directors (as defined in Article 13 below, the “Board of Directors”) may decide to establish branches, subsidiaries or other offices either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions).

If the Board of Directors concludes that extraordinary political or military events that could have a negative impact on the regular course of business of the Company at its registered office or the communication with the affected offices or persons abroad have occurred or are imminent, the registered office may be temporarily moved abroad until such time as the situation completely normalises; these provisional measures will have no bearing on the nationality of the Company, which, regardless of this temporary relocation, will remain a Luxembourg Company.

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

Art. 4. Object of the Company. 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 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 Fund.

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 the Law of 17 December 2010 on Undertakings for Collective Investment (the "Law") as well as subsequent amendments and laws in relation thereto.

Title II. Share capital - Shares - Net asset value

Art. 5. Share Capital, Share Classes. The capital of the Company will at all times be equal to the total net assets of the Company in accordance with Article 11 and will be represented by fully paid-up shares of no face value. The minimum capital, as provided by law, is fixed at one million two hundred and fifty thousand Euro (EUR 1,250,000). Upon the decision of the Board of Directors, the shares issued in accordance with Article 7 may be from more than one share class. The proceeds from the issue of shares of a share class, less a sales commission (the "Sales Charge"), are invested in transferable securities of all types and other legally permissible assets in accordance with the investment policy as set forth for the respective share class(es) by the Board of Directors for a subfund (as described below), and taking into account investment restrictions required by law or determined by the Board of Directors.

The Board of Directors will set up a portfolio of assets that represents a subfund as defined in Article 181 of the Law as well as subsequent amendments and laws in relation thereto, and that is formed for one or more share classes of the type described in Article 11. Each portfolio will be invested in proportion to the shareholders for the exclusive benefit of the relevant share class(es).

The Company constitutes a single legal entity. Each subfund is only responsible towards third parties, particularly to creditors of the Company, and in derogation of Article 2093 of the Luxembourg Civil Code, for those liabilities allocated to it.

The Board of Directors may create each subfund for an unlimited or limited period of time; in the latter case, the Board of Directors may, at the expiration of the initial period of time, extend the duration of that subfund one or more times. At the expiration of the duration of a subfund, the Company shall redeem all the shares in the class(es) of shares of that subfund, in accordance with Article 8, irrespective of the provisions of Article 24. At each extension of the duration of a subfund, 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 Company will inform the bearer shareholders by a notice published in newspapers to be determined by the Board of Directors or by any electronic media as determined in the prospectus of the Company (the "Prospectus"), if these shareholders and their addresses are not known to the Company. The Prospectus shall indicate the duration of each subfund and, if applicable, any extension of its duration.

For the purpose of determining the capital of the Company, the net assets attributable to each class of shares will, if not already denominated in Euro, be converted into Euro. The capital of the Company equals the total of the net assets of all the classes of shares.

Art. 6. Shares.

1. Individual, collective and global certificates may be issued; no claim can be made on the issue of physical securities. The Board of Directors determines whether the Company issues shares in bearer and/or in registered form. If bearer share certificates are issued, they will be issued in such denominations as the Board of Directors prescribes, and they may be imprinted with a notice that they may not be transferred to any restricted person (as defined in Article 10 below the "Restricted Person") or entity established by or for a Restricted Person. The applicability of the regulations of Article 10 does not, however, depend on whether certificates are imprinted with such a notice.

All registered 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 registered shares held by them.

The entry of the shareholder's name in the register of shares evidences the shareholder's right of ownership to such registered shares. The Company decides whether a certificate for such entry is delivered to the shareholder or whether the shareholder receives a written confirmation of its shareholding.

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request of the shareholder. An exchange of registered shares into bearer shares will be effected by cancellation of the registered share certificates, if any, after confirming that the transferee is not a restricted person and by issuance of one or more bearer share certificates to replace the cancelled registered share certificates. An entry will be made in the register of shareholders to evidence such cancellation. An exchange of bearer shares into registered shares will be effected by cancellation of the bearer share certificates, and, if applicable, by issuance of registered share certificates in lieu thereof. An entry will be made in the register of shareholders to evidence such issuance. At the discretion of the Board of Directors, the costs of any such exchange may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares are converted into bearer shares, the Company may require proof, satisfactory to the Board of Directors, that such issuance or exchange will not result in such shares being held by a restricted person.

The share certificates will be signed by two members of the Board of Directors. 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 of Directors; in this case, it must be handwritten. The Company may issue temporary share certificates in such form as the Board of Directors may determine.

2. If bearer shares are issued, the transfer of bearer shares will be effected by delivery of the corresponding share certificates. The transfer of registered shares is effected:

(i) 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

(ii) 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 registered shares will be entered in the register of shareholders. This entry will be signed by one or more members of the Board of Directors or by one or more other persons duly authorised to do so by the Board of Directors.

3. Shareholders entitled to receive registered 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.

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.

4. If a shareholder can prove to the satisfaction of the Company that his share certificate has been lost, damaged or destroyed, then, at the shareholder’s request, a duplicate share certificate may be issued under such conditions and guarantees as the Company may determine, including but not restricted to a bond issued by an insurance company. With the issuance of the new share certificate, which will be marked as a duplicate, the original share certificate being replaced shall become void.

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

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

5. 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. The Company may decide to issue fractional shares. Such fractional shares do not carry voting rights but are entitled to participate in the net assets attributable to the relevant class of shares on a pro rata basis. Certificates for bearer shares will only be issued for whole shares.

Art. 7. Issue of Shares. The Board of Directors 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.

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

Shares in subfunds will be issued at the subscription price. The subscription price for shares of a particular share class of a subfund, corresponds to the net asset value per share of the respective share class (for more on this, see Articles 11 and 12) plus any Sales Charge, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. 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 of Directors.

A process determined by the Board of Directors and described in the Prospectus shall govern the chronology of the issue of shares in a subfund.

The subscription price is payable within a period determined by the Board of Directors, which may not exceed five (5) business days from the relevant valuation day.

The Board of Directors 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.

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 an auditor ("réviseur d'entreprises agréé"), and provided that such assets are in accordance with the investment objectives and policies of the relevant subfund. All costs related to the contribution in kind are borne by the shareholder acquiring shares in this manner.

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 12.

Art. 8. Redemption of Shares. Any shareholder may request a redemption of all or part of his shares from the Company, pursuant to the conditions and procedures set forth by the Board of Directors in the Prospectus and within the limits provided by law and these Articles of Incorporation.

Subject to the provisions of Article 12, the redemption price per share will be paid within a period determined by the Board of Directors which may not exceed five (5) business days from the relevant valuation day, as determined in accordance with the current policy of the Board of Directors, provided that any share certificates issued and any other transfer documents have been received by the Company.

The redemption price per share for shares of a particular share class of a subfund corresponds to the net asset value per share of the respective share class less any redemption fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. 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 of Directors.

A process determined by the Board of Directors and described in the Prospectus shall govern the chronology of the redemption of shares in a subfund.

If as a result of a redemption application, the number or the value of the shares held by any shareholder in any class of shares 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 of Directors 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.

If, in addition, on a valuation day or at some time during a valuation day, redemption applications as defined in this Article and conversion applications as defined in Article 9 exceed a certain level set by the Board of Directors in relation to the shares of a given share class, the Board of Directors may resolve to defer part or all of the redemption and conversion applications for a certain time period and in the manner deemed necessary by the Board of Directors, in the best interest of the Company. However, this suspension should not exceed two valuation days. On the valuation day following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications.

The Company may be authorised by resolution of the Board of Directors to satisfy payment of the redemption price owed to any shareholder, subject to such shareholder's agreement, 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 11) as of the valuation day or the time of valuation when the redemption price is calculated. 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 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.

All redeemed shares will be cancelled.

All applications for redemption of shares are irrevocable, except - in each case for the duration of the suspension - in accordance with Article 12, when the calculation of the net asset value has been suspended or when redemption has been deferred as provided for in this Article.

Art. 9. Conversion of Shares. A shareholder may convert shares of a particular share class of a subfund held in whole or in part into shares of the corresponding share class of another subfund; shares may not be converted from one share class to another in the same subfund or in another subfund. In derogation of this, the Board of Directors may provide for more flexible conversion of shares than permitted above in the Prospectus.

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

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. This conversion 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 underlying 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 of Directors. The Board of Directors may determine that balances of less than a reasonable amount to be set by the Board of Directors, resulting from conversions will not be paid out to shareholders.

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 subfunds in question, the calculation may deviate from this, in particular depending on the sales channel. In particular either

- 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

- 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.

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.

All applications for the conversion of shares are irrevocable, except - in each case for the duration of the suspension - in accordance with Article 12, 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 deferred 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.

If, in addition, on a valuation day or at some time during a valuation day redemption applications as defined in Article 8 and conversion applications as defined in this Article exceed a certain level set by the Board of Directors in relation to the shares issued in the share class, the Board of Directors may resolve to defer part or all of the redemption and conversion applications for a certain period of time and in the manner deemed necessary by the Board of Directors, in the best interest of the Company. However, this suspension should not exceed two valuation days. On the valuation day following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications.

If as a result of a conversion application, the number or the value of the shares held by any shareholder in any 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 of Directors 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.

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

Art. 10. Restrictions on Ownership of Shares. The Company may restrict or prevent the ownership of shares in the Company by any individual or legal entity, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg law or other law, or 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 of Directors and are defined herein as “Restricted Persons”). Restricted Persons 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.

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's 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 of shareholders; and

D. instruct a shareholder to sell his shares and to demonstrate to the Company that this sale was made within thirty days of notification 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 notification, 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 notification ("Notification of Purchase") to the shareholder or the owner of the shares to be redeemed, in accordance with the entry in the register of shareholders; the Notification of Purchase designates the shares to be redeemed, the procedure under which the redemption price is calculated and the name of the acquirer.

Such Notification of Purchase will be sent by registered post to the last known address or to the address listed in the Company's books. The Notification of Purchase obliges the investor in question to send the share certificate or share certificates that represent the shares to the Company in accordance with the information in the Notification of Purchase.

Immediately upon close of business on the date designated in the Notification of Purchase, the shareholder’s ownership of the shares which are designated in the Notification of Purchase ends. For registered shares, the name of the shareholder is stricken from the register of shareholders; for bearer shares, the certificate or certificates that represent the shares are cancelled.

2. The price at which these shares are acquired (“Sales Price”) corresponds to an amount determined on the basis of the share value of the corresponding share class on a valuation day, or at some time during a valuation day, as determined by the Board of Directors, less any redemption fees incurred, if applicable (“Sales Price”). The Sales Price is, less any redemption fees incurred, if applicable, the lesser of the share value calculated before the date of the Notification of Purchase and the share value calculated on the day immediately following submission of the share certificate(s).

3. The Sales Price will be made available to the previous owner of these shares in the currency determined by the Board of Directors 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 Notification of Purchase) after the final determination of the Sales Price following the return of the share certificate(s) as designated in the Notification of Purchase and their corresponding coupons that are not yet due. After the Notification of Purchase 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 Sales Price without interest from the named bank after actual delivery of the share certificate(s). All income from redemptions to which shareholders are entitled in accordance with the provisions of this Article 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 Notification of Purchase. The Board of Directors 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 Notification of Purchase, provided that the Company exercised the above-named powers in good faith.

Art. 11. Calculation of Net Asset Value per Share. The net asset value per share of each class of shares will be calculated in the base currency of the subfund (as defined in the Prospectus for the shares) and, if share classes are issued with other reference currencies in a subfund, such net asset value will be published in the currency in which that class of shares is denominated. On each valuation day or at some time during a valuation day, the net asset value per share will be calculated by dividing the net assets of the Company attributable to the respective share class, that is, the proportional share of the assets attributable to such a share class, less the proportional share of the liabilities attributable to a share class on this valuation day or this time during the valuation day, by the number of shares in circulation of the relevant share class in accordance with the valuation rules set forth below. Net asset value may be rounded up or down to the next applicable currency unit in accordance with the decision of the Board of Directors.

For money-market subfunds, the net asset value per share of a share class may be determined plus/less accrued income and expenses expected to be due per share up to and including the calendar day before the value date.

If, since the determination of the share value, there have been significant changes in the prices on markets in which a significant portion of the assets attributable to a share class are traded or listed, the Company may, in the interest of the shareholders and the Company, cancel the first valuation and perform a second valuation.

The valuation of the share value of the different classes of shares will be performed in the following manner:

I. The assets of the Company include:

1. All cash positions, term deposits and cash held at banks including accrued interest;

2. all matured bills receivable and vested receivables as well as outstanding balances (including payment for securities sold but not yet delivered);

3. all interest-bearing securities, certificates of deposit, stocks, bonds, subscription rights, convertible bonds, options and other securities, financial instruments and similar assets, that the Company owns or that are traded on its behalf;

4. cash and other dividends and distributions that can be claimed by the Company provided that the Company has been appropriately notified thereof;

5. accrued interest on interest-bearing assets that the Company owns provided that they are not included in the principal amount of the corresponding asset or are not reflected by the principal amount;

6. formation expenses of the Company that have not been written off, including costs for the issue and delivery of shares in the Company;

7. other assets of whatever type and origin, including prepaid expenses.

The value of these assets will be determined as follows:

a) Cash, term deposits and similar assets will be valued at their face value plus interest. If there are significant changes in market conditions, the valuation may be made at the realisation price if the Company can cancel the investment, the cash or similar assets at any time; the realisation price in this sense corresponds to the sales price or the value that must be paid upon cancellation to the Company.

b) Investments that are listed or traded on an exchange will be valued based on the latest available trade price on the stock exchange which constitutes in principle the principal market for this investment.

c) Investments traded on another regulated market will be valued at the latest available price.

d) Securities and money-market instruments whose latest available trade prices do not correspond to appropriate market prices, as well as securities and money-market instruments not officially listed or traded on an exchange or on another regulated market, and all other assets, are valued on the basis of their probable sales price, determined prudently and in good faith.

e) Claims for reimbursement from securities lending are valued at the respective market value of the securities and money-market instruments lent.

f) The liquidating value of futures, forward or options contracts not traded on exchanges or on other regulated markets means their net liquidating value determined, pursuant to the policies established by the Board of Directors, on the basis of calculations consistently applied for all types of contract. The liquidation proceeds of futures, forward or options contracts traded on exchanges or on other regulated markets will be based upon the latest available trade price of these contracts on

exchanges and regulated markets on which the particular futures, forward or options contracts are traded by the Company. If futures, forward or options contracts cannot be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contracts will be such value as the Board of Directors deems fair and reasonable.

g) Interest rate swaps will be valued at their market value by reference to the applicable interest-rate curve.

h) Index and financial instrument-related swaps will be valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument-related swap agreement is based upon the market value of such swap transaction established in good faith pursuant to procedures established by the Board of Directors.

i) Target fund units in undertakings for collective investment in transferable securities in accordance with Directive 2009/65/EC ("UCITS") or undertakings for collective investment ("UCI") are valued at the latest redemption price determined and obtainable.

The value of all assets and liabilities not expressed in the base currency of the respective subfund will be converted into such currency at the latest available exchange rates. If such rates are not available, the rate of exchange will be determined in good faith pursuant to procedures established by the Company.

The Company, at its sole discretion, may permit some other method of valuation to be used if it considers such valuation to be a more fair valuation of an asset of the Company.

II. The liabilities of the Company include:

1. All loans, bills payable and payments due;

2. all accrued interest on the Company's loans (including commitment costs for loans);

3. all costs incurred or payable (including but not restricted to management costs, management compensation, including incentive fees (if provided for), custodian fees and costs for representatives of the Company);

4. all known current and future liabilities, including contractual liabilities due on cash payments or property transfers, including the total of unpaid but approved distributions by the Company;

5. appropriate provisions for future tax payments on the basis of capital and income on the valuation day, or at some time during a valuation day, as decided by the Company, as well as other provisions (if made) that have been authorised by the Board of Directors, and other amounts (if provided for) that the Board of Directors considers appropriate in connection with pending liabilities of the Company;

6. all other liabilities of the Company, regardless of type or origin, taking into account generally accepted accounting principles. In determining the amount of these liabilities, the Company will take into account all costs to be paid by the Company, including formation expenses; fees to be paid to the management company (as defined in Article 17, the "Management Company") and the central administration agent as well as remuneration due to third parties appointed by the central administration agent with central administration tasks, if they are not charged directly to the shareholder in a special share class; payments/fees and expenses of auditors, the custodian (as defined in Article 27, the "Custodian") and its correspondent banks, the paying and information agents, the registrar and transfer agents, the distributors and permanent representatives in places in which the Company is registered, as well as other representatives appointed by the Company, including intermediaries for securities lending; compensation and expenses of the members of the Board of Directors and their insurance, reasonable travel costs and cash expenses for meetings of the Board of Directors; fees and expenses for legal advice and audits, including the costs of providing tax information certificates for domestic and foreign tax purposes; costs for enforcement and implementation of the justifiable legal rights of the Company, a subfund or a share class and for defence against claims made against the Company, a subfund or a share class that seem unjustified; fees and costs for the registration and maintenance of the registration of subfunds with the supervisory authorities and exchanges in the Grand Duchy of Luxembourg and in other countries; a reasonable proportion of advertising costs and other costs incurred in connection with the offer and the distribution of shares; disclosure and publication costs, including the cost of preparing, printing, advertising and shipping prospectuses, explanatory notes, periodic reports, registration notices as well as the costs of other reports to the shareholders; costs of assessing the standing of the subfund by nationally and internationally recognised rating agencies; costs for calculating the risk and performance figures and the calculation of a performance-related fee for the Management Company by third parties appointed to do so; costs related to obtaining and maintaining a status authorising the direct investment in assets in a country or to act directly as a contracting partner in markets in a country; costs related to the use of index names, in particular, licence fees; costs and fees incurred by the Company and by third parties designated by the Company related to the acquisition, use and maintenance of in-house or third-party computer systems used by fund management; costs and expenses of the Company, the Custodian and third parties authorised by the Company and the Custodian in connection with monitoring investment limits and restrictions; costs related to obtaining information about general shareholders' meetings of companies or about other meetings of the owners of assets and costs related to participation by the Company or authorised third parties in such meetings; all taxes, fees, public and similar charges, as well as all other operating expenses, including buying and selling costs of assets (including any research and analyst services made available in accordance with market practice), as well as the use of securities lending programmes, interest, bank and broker fees, postage, telephone, fax and telex charges. The Company may allow the management expenses and other regular or recurring expenses to accrue and to allocate the amount estimated in this way to one year or any other time period.

Under the condition that the Management Company releases the Company from any or all of the above enumerated liabilities, the Board of Directors may decide to pay to the Management Company a flat-rate fee on a monthly basis the amount of which relating to the different share classes of the respective subfund is calculated on the basis of the net asset value of the respective share class determined on a daily basis.

III. The assets will be allocated as follows:

The Board of Directors may establish subfunds, which may have one or more share classes:

a) If multiple classes of shares are issued in one subfund, the assets attributable to these share classes will be jointly invested pursuant to the specific investment policy of the subfund concerned. The Board of Directors may also define share classes within a subfund, which may differ in their charges, fee structure, application of earnings, persons authorised to invest, minimum investment amount, reference currency, the possibility of a currency hedge in a share class, or other characteristics.

b) Proceeds from the issue of shares of a share class, less any Sales Charge, if applicable, will be allocated in the books of the Company to that share class or those share classes issued for the respective subfund, and that amount will serve to increase the proportion of the net asset value of the affected subfund attributable to the share class to be issued.

c) Assets, liabilities, income and expenses allocated to a subfund are allocated to the share class(es) issued by that subfund, subject to (a) above.

d) Where an asset is derived from another asset, the derivative asset will be allocated in the books of the Company to the same class(es) of shares as the assets from which it was derived, and on each revaluation of an asset, the increase or decrease in value will be applied to the relevant class(es) of shares.

e) If an asset or a liability of the Company cannot be allocated to a particular share class, then that asset or that liability shall be allocated to all share classes on a pro rata basis in relation to their respective net assets or in another manner determined in good faith by the Board of Directors, whereby

(i) when assets are held in an account for the account of multiple subfunds and/or are administered as a separate pool of assets by a representative of the Board of Directors authorised to do so, the corresponding right of each share class will correspond on a pro rata basis to its investment in the account or pool in question, and

(ii) this right will change in accordance with the investments and redemptions made for the account of the shares, as described in detail in the Prospectus, and finally

(iii) each subfund is only responsible towards third parties, particularly to creditors of the Company, and in derogation of Article 2093 of the Luxembourg Civil Code, for those liabilities allocated to it.

f) After payment of distributions to the holders of any class of shares, the net asset value of that class of shares will be reduced by the amount of the distributions.

All valuation regulations and resolutions have to be interpreted and made in accordance with generally accepted accounting principles.

With the exception of any cases of wilful misconduct, gross negligence or obvious error, any decision taken in connection with the calculation of the net asset value by the Board of Directors or by a bank, company or other office authorised by the Board of Directors to calculate net asset value, is final and binding on the Company as well as on present, past and future shareholders.

IV. For the purposes of this Article, the following provisions apply:

1. Outstanding shares in the Company to be redeemed under Article 8 will be treated as existing shares and taken into account until immediately after the time the valuation is made, as specified by the Board of Directors on the corresponding valuation day; from that time until the Company pays the redemption price, the Company will record a liability in that amount.

2. Shares to be issued will be treated as being issued from the date specified by the Board of Directors for the respective valuation day on which the valuation is made; from that date until receipt of the issue price by the Company, the Company will record a receivable in that amount.

3. If the Company undertakes on a valuation day or at some time during a valuation day:

- to purchase any asset, the value of the consideration to be paid for such asset will be recognised as a liability of the Company and the value of the asset to be acquired will be recognised as an asset of the Company in the Company's balance sheet;

- to dispose of an asset, then the consideration due for such asset is recognised as a receivable of the Company and the asset to be disposed of is no longer reported as an asset of the Company, whereby, if the precise value or the precise nature of the consideration or of the asset is not known on the corresponding valuation day or at the corresponding time during such valuation day, then this value will be estimated by the Company.

Art. 12. Frequency and Temporary Suspension of the Calculation of Share Value and of the Issue, Redemption and Conversion of Shares. For each share class, the net asset value and the issue, redemption and conversion price per share will be calculated on a regular basis by the Company or by an office authorised to do so by the Company, at least twice per month at intervals to be determined by the Board of Directors. The day on which this calculation is made is designated

the "valuation day"; if the share value is determined more than once on a single valuation day, each of these times is considered to be a "valuation time" during that valuation day.

The Company may suspend the calculation of the net asset value per share of each subfund or of an individual share class as well as the issue and redemption of shares and the conversion of shares in each individual subfund or of an individual share class:

a) during any period (with the exception of regular bank holidays) in which any of the principal stock exchanges or other markets on which a substantial portion of the assets of a subfund are listed or dealt in is closed, or during any period in which trade on such an exchange or market is restricted or suspended, provided that such closure, restriction or suspension affects the valuation of the assets of the subfund in question of the Company listed in such exchange or market; or

b) during any period in which, in the view of the Board of Directors, there is an emergency, the result of which is that the sale or valuation of assets of a certain subfund or of certain share classes of the Company cannot, for all practical purposes, be carried out; or

c) at times when there is a breakdown in the means of communication or calculation normally used on an exchange or other market to determine the price or the value of investments of a subfund or of a share class or to the determine the current price or value of investments of the respective subfund or of the respective share class; or

d) if for other reasons the prices for assets of the Company attributable to the subfund in question or to a certain share class cannot be determined rapidly or precisely; or

e) during a period in which it is not possible for the Company to repatriate the necessary funds for the redemption of shares, or in which the transfer of funds from the sale or for the acquisition of investments or for payments resulting from redemptions of shares cannot be carried out, in the view of the Board of Directors, at normal exchange rates; or

f) from the time of the announcement of a call by shareholders for an extraordinary meeting of shareholders for the purpose of liquidating the Company, a subfund or a share class, or for the purpose of carrying out a merger of the Company, a subfund or a share class, or for the purpose of informing shareholders of the decision by the Board of Directors to liquidate subfunds or share classes or for the purpose of merging subfunds or share classes; or

g) during any period in which the valuation of the currency hedges of subfunds or share classes whose respective investment objectives and policies make hedging of currencies at the share class or subfund level desirable cannot be adequately carried out or cannot be carried out at all.

Appropriate notice of any such suspension considered necessary will be published by the Company. The Company may notify shareholders applying for subscription, conversion, or redemption of shares for which the calculation of net asset value has been suspended.

Any such suspension in a share class has no effect on the calculation of the net asset value per share, or the issue, redemption or conversion of shares of other share classes.

Title III. Management and supervision

Art. 13. Board of Directors. The Company will be managed by a board of directors composed of not less than three members (the "Board of Directors"), who need not be shareholders of the Company. They will be elected for a term not exceeding six years. The Board of Directors will be elected by the shareholders at the general meeting of shareholders at which the number of directors, their remuneration and term of office will also be determined.

Members of the Board of Directors are selected by a majority vote of the shares present or represented at such meeting.

Any member of the Board of Directors may be removed with or without cause or replaced at any time by a resolution adopted by the general meeting.

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

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

The chairman of the Board of Directors presides at the board meetings and the general meetings of shareholders. In his absence, the shareholders or the members of the Board of Directors may decide by a majority vote that another director, or in case of a shareholders' meeting, another person will chair such meetings.

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

Written notice of any meeting of the Board of Directors will be given to all directors at least twenty-four 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, telex, telefax or other similar means of

communication. No separate invitation is necessary for meetings whose date and location have been determined by a prior resolution of the Board of Directors.

Any member of the Board of Directors may act at any meeting by appointing another director as his proxy in writing, by telegram, telex or telefax or any other similar means of communication. A director may represent more than one of his colleagues.

Any member of the Board of Directors may participate in a meeting of the Board of Directors through a conference call or through similar means of communication that permit all participants in the meeting to hear one another; participation in this manner is considered to be the same as a physical presence at the meeting.

The Board of Directors may only make legally binding resolutions at duly convened meetings of the Board of Directors. The directors may not bind the Company by their individual signatures, unless specifically authorised to do so by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least the majority of the directors, or any other quorum that the Board of Directors may determine, is present or represented.

Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the board meeting. Copies of extracts of such minutes to be produced in judicial or other proceedings are validly signed by the chairman of the meeting or any two directors.

Resolutions will be taken by a majority vote of the directors present or represented at such meeting. In the event of a tied vote, the chairman of the board meeting casts the deciding vote.

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

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

All powers not expressly reserved by law or by these Articles of Incorporation to the general meeting of shareholders lie in the competence of the Board of Directors.

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

Art. 17. Delegation of Powers. The Board of Directors may delegate its powers to conduct the daily management of the Company (including the power to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose, to one or more individual or legal entities, who need not be members of the Board of Directors, who will have the powers determined by the Board of Directors and who may, if the Board of Directors so authorises, sub-delegate their powers.

The Company will conclude, as described in detail in the Prospectus, an agreement with a management company (the "Management Company") who will provide advice and consultation on the Company's investment policy in accordance with Article 18. As part of the daily investment policy and under the overall supervision of the Board of Directors, the Management Company may, in accordance with a written agreement, take decisions regarding the acquisition and sale of securities and other assets of the Company.

In the event of the termination of said agreement under any conditions, the Company will change its name to a name not resembling the one specified in Article 1.

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

Art. 18. Investment Policies and Restrictions. The Board of Directors may, in accordance with the principle of risk diversification, determine the investment policies of each subfund, the hedging strategy to be applied to specific classes of shares within a subfund, and the course of conduct of the management and business affairs of the Company, all within the restrictions to be set forth by the Board of Directors in compliance with applicable laws and regulatory provisions.

1. Under these investment restrictions, the Board of Directors may decide to invest in the following assets; the Board of Directors may also decide to exclude investments in certain assets:

a) Securities and money-market instruments that

- are traded on a stock exchange or another regulated market of an EU member state or of a third country, which operates regularly and is recognised and open to the public; or

- are offered within the scope of initial public offerings, the issuing terms of which include the obligation to apply for admission to official listing on a stock exchange or in another regulated market as defined in the first bullet point, and the admission of which is obtained no later than one year after the issue.

Money-market instruments are investments that are normally traded on the money market that are liquid and whose value can be determined precisely at any time.

b) UCITS or UCI with registered offices in a member state of the European Union or a third country, if

- such other UCI are admitted in accordance with legal regulations that subject them to official supervision, which in the opinion of the Commission de Surveillance du Secteur Financier ("CSSF") are equivalent to those of the European Community law, and adequate assurance of the co-operation between the government agencies exists;

- the level of protection for the unitholders of the UCI is equivalent to the level of protection for the unitholders of a UCITS and in particular the provisions for separate safekeeping of Fund assets, borrowing, lending and short sales of securities and money-market instruments are equivalent to the requirements of Directive 2009/65/EC;

- the business operations of the UCI are the subject of annual and semi-annual reports that make it possible to form a judgment concerning the assets and liabilities, the income and transactions in the reporting period;

- the UCITS or the UCI, the units of which are to be acquired, may according to its formation documents, invest a maximum of 10% of its assets in units of other UCITS or UCI.

A subfund may also invest in shares issued by another subfund of the Company (the "Target Subfund") provided that:

- the Target Subfund does not invest in the subfund invested in the Target Subfund; and

- no more than 10% of the assets of the Target Subfund may, pursuant to its investment policy, be invested in aggregate in shares of other subfunds of the Company; and

- voting rights, if any, attaching to the relevant shares are suspended for as long as they are held by the subfund invested in the Target Subfund and without prejudice to the appropriate processing in the accounts and the periodic reports;

- in any event, for as long as these shares are held by the subfund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the Law; and

- there is no duplication management fees, sales charges or redemption fees between those at the level of the subfund invested in the Target Subfund and those at the level of the Target Subfund.

c) Demand deposits or deposits subject to call with a maximum term of 12 months at credit institutions, provided the credit institution in question has its registered office in a member state of the European Union or, if the registered office of the credit institution is located in a third country, is subject to regulatory provisions, which in the opinion of the CSSF are equivalent to those of European Community law. The deposits may in principle be denominated in all currencies permitted by the investment policy of a subfund.

d) Derivative financial instruments ("Derivatives"), i.e. in particular futures, forward contracts, options and swaps including equivalent instruments settled in cash, which are traded on regulated markets described in a), and/or derivative financial instruments that are not traded on regulated markets ("OTC Derivatives"), if the underlying securities are instruments as defined under this no. 1, or financial indices, interest rates, exchange rates or currencies in which a subfund may invest in accordance with its investment objectives. The financial indices within this meaning include, specifically, currency, exchange-rate, interest-rate, price and overall interest-rate return indices, as well as, in particular, bond, equity, commodity futures, precious metal and commodity indices and indices on additional permissible instruments listed under this number.

In addition, the following conditions must be fulfilled for OTC Derivatives:

- The counterparties in transactions must be top-rated financial institutions and specialised in such transactions and be institutions subject to a form of supervision of the categories admitted by the CSSF.

- The OTC Derivatives must be subject to a reliable and verifiable evaluation on a daily basis and may be sold, liquidated or closed out by an offsetting transaction at any time at a reasonable price.

- The transactions must be effected on the basis of standardised contracts.

- The Company must deem the purchase or sale of such instruments, instead of instruments traded on a stock exchange or in a regulated market, to be advantageous to shareholders. The use of OTC Derivatives is particularly advantageous if it facilitates a hedging of assets at matching maturities, thus being less expensive.

e) Money-market instruments that are not traded on a regulated market and do not fall under the definition under no. 1. a), provided that the issue or issuer of these instruments is itself subject to regulations concerning deposit and investor protection. The requirements for deposit and investor protection are fulfilled for money-market instruments if these instruments are rated investment grade by at least one recognised rating agency or the Company considers that the credit rating of the issuer corresponds to a rating of investment grade. These money-market instruments must also be

- issued or guaranteed by a central governmental, regional or local body or the central bank of a member state of the EU, the European Central Bank, the European Union or the European Investment Bank, a third country, or if a federal state, a state of this federal state, or by an international organization under public law, to which at least one member state belongs; or

- issued by a company whose securities are traded on the regulated markets described under no. 1. a); or

- issued or guaranteed by an institution that is subject to official supervision in accordance with criteria set down in European Community law, or an institution that is subject to regulatory provisions, which in the opinion of the CSSF, are equivalent to European Community law; or

- issued by other issuers who belong to a category that was admitted by the CSSF, provided that regulations for investor protection apply to investors in these instruments, which are equivalent to those of the first, second or third bullet points

and provided the issuer is either a company having a share capital of at least EUR 10 million, which prepares and publishes its annual financial statements according to the requirements of the Fourth Directive 78/660/EEC, or is a legal entity, which within a group of one or several listed companies, is responsible for the financing of this group, or is a legal entity, which is intended to finance the securitisation of debt by utilising a credit line granted by a financial institution.

2. The Board of Directors may also authorise the following transactions for a subfund:

- the investment of up to 10% of the assets of a subfund in securities and money-market instruments other than those listed under no. 1;

- for the joint account of the shareholders of a subfund, raise short-term loans of up to 10% of the subfund's net assets, provided that the Custodian agrees to the borrowing and the terms of the respective loan. Not included in this 10% limit, but permissible without the approval of the Custodian, are foreign currency loans in the form of back-to-back loans as well as securities repurchase agreements and securities lending.

3. In investing the assets of the Company, the following restrictions must be observed; the Board of Directors may also decide to impose additional restrictions:

a) On behalf of a subfund, the Company may purchase securities or money-market instruments of an issuer, provided that the aggregate value of such securities and the value of securities issued by the same issuer which are already contained in the subfund does not exceed 10% of the subfund's net assets at the time of purchase. A subfund may invest a maximum of 20% of its net assets in deposits at one institution. The default risk of the counterparties in OTC Derivatives may not exceed 10% of a subfund's net assets if the counterparty is a credit institution within the meaning of no. 1 c); for other cases, the maximum limit is 5% of the subfund's net assets. The aggregate value in the subfund's net assets of securities and money-market instruments of issuers where the subfund has invested more than 5% of its net assets in securities and money-market instruments of the same issuer may not exceed 40% of the subfund's net assets. This restriction does not apply to deposits and to transactions with OTC Derivatives that are effected with financial institutions that are subject to official supervision.

Irrespective of the individual investment limits cited above, a subfund may invest a maximum of 20% of its net assets with one and the same institution in a combination consisting of:

- securities or money-market instruments issued by that institution,

- deposits with that institution and/or

- enter into risks in OTC Derivatives that exist with reference to the institution.

b) If the purchased securities or money-market instruments are issued or guaranteed by a member state of the EU or its central, regional or local authorities, a third country, or by international organisations under public law to which one or more member states of the EU belong, the restriction under no. 3. a) sentence 1 is increased from 10% to 35% of the subfund's net assets.

c) In the case of bonds issued by credit institutions domiciled in an EU Member State, where the respective issuers are subject to a special official supervision due to statutory provisions protecting bondholders, the restrictions under no. 3. a) sentence 1 and 4 are increased from 10% to 25% and 40% to 80%, respectively, provided that these credit institutions invest the issuing proceeds, pursuant to the respective statutory provisions, in assets which sufficiently cover the liabilities from bonds for their whole term to maturity, and which, as a matter of priority, are intended for capital and interest repayments becoming due on the issuer's default.

d) The securities and money-market instruments cited under no. 3. b) and c) will not be considered when applying the 40% investment limit provided under no. 3. a) sentence 4. The restrictions under no. 3 a) to c) do not apply on a cumulative basis. Therefore, investments in securities or money-market instruments of the same issuer or in deposits with this issuer or in derivatives of the same may not exceed 35% of the subfund's net assets. Companies that, with respect to the preparation of their consolidated financial statements in accordance with Directive 83/349/EEC or according to accepted international accounting standards, belong to the same group of companies, are regarded as one issuer when calculating the investment limits listed under no. 3. a) to d). A subfund may invest up to 20% of its net assets in securities and money-market instruments of one group of companies.

e) Investments in derivatives are included in the limits of the numbers listed above.

f) In derogation of the limits listed under no. 3 a) to d), the Board of Directors may decide that in accordance with the principle of risk diversification, up to 100% of a subfund's assets may be invested in securities and money-market instruments of different issues being offered or guaranteed by the European Union, the European Central Bank, a member state of the EU or its central, regional or local authorities, by a member state of the OECD, or by international organisations under public law to which one or more member states of the EU belong, by Hong Kong, Brazil, India, Indonesia, Russia, South Africa, Singapore or any other non-EU member states subject to the approval of the CSSF and disclosure within the Prospectus, provided that such securities and money-market instruments have been offered within the framework of at least six different issues, with the securities and money-market instruments of one and the same issue not to exceed 30% of the subfund's net assets.

g) A subfund may purchase units of other UCITS or UCI as defined under no. 1. b) up to a total of 10% of its net subfund assets. In derogation of this, the Board of Directors may decide that a higher percentage or all of a subfund's net assets may be invested in units of other UCITS or UCI as defined under no. 1 b), which will be explicitly mentioned in the

Prospectus for the subfund in question. In this case a subfund may not invest more than 20% of its net subfund assets in a single UCITS or UCI. When this investment limit is applied, each subfund of an umbrella fund as defined under Article 181 of the Law must be considered to be an independent investment fund if the principle of separate liability with regards to third parties is applied to each subfund. Similarly, in this case investments in units of other UCI than UCITS may not exceed a total of 30% of a subfund's net assets.

Moreover, the Board of Directors may decide to allow the investment in units of a master fund qualifying as a UCITS provided that the relevant subfund (the "Feeder Subfund") invests at least 85% of its net asset value in units of such master fund and that such master fund shall neither itself be a feeder fund nor hold units of a feeder fund, which will be explicitly mentioned in the Prospectus of the subfund in question.

A Feeder Subfund may hold up to 15% of its assets in one or more of the following:

- ancillary liquid assets in accordance with Article 41 paragraph 2 second sub-paragraph of the Law;

- Derivatives, which may be used only for hedging purposes, in accordance with Article 41 paragraph 1, letter g) and Article 42 paragraphs 2 and 3 of the Law;

- movable and immovable property which is essential for the direct pursuit of the Company's business.

If a subfund has acquired units of a UCITS or a UCI, the investment values of the relevant UCITS or UCI are not considered with regard to the investment limits stated under no. 3. a) to d).

If a subfund acquires units of a UCITS or a UCI which is managed directly or indirectly by the same Company or a different company associated with the Company by common management, by control or by a substantial direct or indirect investment, neither the Company nor the associated company may charge fees for the subscription or redemption of units.

The weighted average management fee of the target fund units as defined above to be acquired may not exceed 2.5% p.a.

h) Irrespective of the investment limits set down in letter i) below, the Board of Directors may determine that the upper limits stated in letters a) to d) for investments in equities and/or debt instruments of a single issuer amount to 20% if the objective of the subfund's investment strategy is to replicate a specific equity or bond index recognised by the CSSF, provided that

- the composition of the index is adequately diversified;

- the index represents an adequate benchmark for the market to which it refers;

- the index is published in an appropriate manner.

The limit set down in sentence 1 is 35% provided this is justified based on exceptional market conditions, and in particular on regulated markets on which certain securities or money-market instruments are in a strongly dominant position. An investment up to this limit is only possible with a single issuer. The limit in accordance with a) sentence 4 does not apply.

i) The Company may not acquire voting shares carrying a voting right through which it would be permitted to exert a significant influence on the issuer's business policy for any of its investment funds under management. On behalf of a subfund, it may acquire a maximum of 10% of the nonvoting shares, bonds and money-market instruments issued by the issuer and a maximum of 25% of the shares in a UCITS or a UCI. This limit does not apply to the acquisition of bonds, money-market instruments and target fund units if the total amount issued or the net amount of the shares issued cannot be calculated. It also does not apply inasmuch as these securities and money-market instruments are issued or guaranteed by a member state of the EU or its central, regional or local authorities as well as by a third country, or are issued by international organisations under public law to which one or more member states of the EU belong.

The restrictions stated under the first bullet point of no. 2 and no. 3 refer to the time the assets are acquired. If the percentages are subsequently exceeded as a result of price developments or due to reasons other than additional purchases, the Company will immediately strive to normalise this situation as a priority objective, taking into account the interests of the shareholders.

4. On behalf of a subfund, the Company may also enter into transactions and invest in currencies and other instruments for which affiliated companies act as broker or on their own account or for the account of their clients. This also applies for cases in which affiliated companies or their clients execute transactions in line with those of the Company. On behalf of a subfund, the Company may also enter into mutual transactions in which affiliated companies act both in the name of the Company and, simultaneously, in the name of the participating counterparty. In such cases, the affiliated companies have a special responsibility towards both parties. The affiliated companies may also develop or issue derivative instruments for which the underlying securities, currencies or instruments can be the investments in which the Company invests or that are based on the performance of a subfund. The Company may acquire investments that were either issued by affiliated companies or that are the object of an offer for subscription or other form of distribution of these entities. The commissions and premiums/discounts charged by the affiliated companies should be appropriate.

The Board of Directors is authorised to issue additional investment restrictions if these are necessary to comply with the legal and administrative provisions in countries in which the shares in the Company are offered for sale or sold.

5. Securities Pursuant to Rule 144A United States Securities Act

To the extent permitted according to the laws and regulations of Luxembourg - subject to being otherwise compatible with the investment objectives and investment policy of a subfund - a subfund may invest in securities which are not registered pursuant to the United States Securities Act of 1933 and amendments thereto (the "1933 Act"), but which may

be sold according to Rule 144A of the 1933 Act to qualified institutional buyers ("Securities pursuant to Rule 144A"). A subfund may invest up to 10% of its net assets in Securities pursuant to Rule 144A that do not qualify as securities as defined under no. 1, provided that the total value of such assets together with other such securities and money-market instruments as defined under no. 2 first bullet point does not exceed 10%.

6. The terms “securities” and “money-market instruments” also include securities and money-market instruments in which one or more Derivatives are embedded (“structured products”).

The Board of Directors may also determine that assets other than those mentioned above may be acquired if this is permissible, taking into account applicable laws and regulations.

7. The Board of Directors 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 subfund will be jointly managed on a separate basis with other assets of other shareholders, including other undertakings for collective investment and/or their subfunds or that all or part of the assets of two or more subfunds will be managed jointly on a separate basis or in a pool.

8. Investments of any subfund of the Company may be directly or indirectly made through wholly-owned subsidiaries of the Company, in accordance with the respective decision made by the Board of Directors and as described in detail in the Prospectus. References to assets and investments in these Articles of Incorporation correspond either to investments made directly or to assets held directly for the Company or to such investments or assets that are made or held indirectly for the Company by the above-mentioned subsidiary.

9. The Company is authorised, as determined by the Board of Directors of the Company in accordance with applicable laws and provisions, to use techniques and instruments that deal with securities and money-market instruments and other assets permitted by law, provided that the employment of such techniques and instruments is effected with a view to the efficient management of the assets.

Art. 19. Conflict of Interest. No contract or other transaction between the Company and any other company or enterprise will be affected or invalidated because 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 or enterprise. Each member of the Board of Directors and each officer of the Company who serves as director, officer or employee of a company or enterprise with which the Company contracts or otherwise engages in business will not, by reason of such connection with the other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

If a member of the Board of Directors or officer of the Company has in any transaction of the Company an interest contrary to the interests of the Company, that director or officer will make known to the Board of Directors the contrary personal interest and will not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein will be reported to the next succeeding general meeting of shareholders.

The Board of Directors may, at its own discretion, decide that in certain cases a contrary interest cannot be assumed, whether or not there is actually a relationship with connections, the professional position or with transactions in which a person, company or enterprise is involved.

Art. 20. Indemnification of the Board of Directors. The Company may reimburse any member of the Board of Directors or officer and his heirs, executors and administrators, for expenses reasonably incurred by him in connection with any legal action, suit or proceeding to which this person may be made a party by reason of his being or having been a director or officer of the Company or, at his request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to reimbursement of costs, except in relation to actions, suits or proceedings in which the person is found legally liable for gross negligence or misconduct. 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 was not in breach of duty. The foregoing right to reimbursement of costs does not exclude other rights to which the person may be entitled.

Art. 21. Auditor. 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 of shareholders and remunerated by the Company.

The auditor fulfils all duties prescribed by the Law as well as amendments and laws subsequent thereto.

Title IV. General meeting of shareholders -Financial year - Distributions

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

The general meeting of shareholders meets when called by the Board of Directors. It may also be called upon the request of shareholders representing at least one tenth of the share capital.

The annual general meeting will be held in accordance with Luxembourg law at the registered office of the Company in Luxembourg, on the third Friday in the month of January at 11.15 a.m. If this day is a legal or banking holiday in Luxembourg, the annual general meeting will be held on the next business day.

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

Shareholders meet when called by the Board of Directors pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders. It is not necessary to provide proof at the meeting that such notices were actually delivered to registered shareholders. The agenda is prepared by the Board of Directors, except when the meeting is called on the written request of the shareholders, in which case the Board of Directors may prepare a supplementary agenda.

If bearer shares were issued, the notice of meeting will also be published as provided for by law in the Mémorial, Recueil des Sociétés et Associations, in one or more Luxembourg newspapers, in such other newspapers as the Board of Directors may decide and / or electronic media as determined in the Prospectus.

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

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

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

The business transacted at any meeting of the shareholders will be limited to the matters on the agenda (which will include all matters required by law) and transactions related to these matters.

Each share of any class is entitled to one vote, in accordance with Luxembourg law and these Articles of Incorporation. 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 of Directors of the Company.

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

Art. 23. General Meetings of Shareholders in a Subfund or in a Class of Shares. The shareholders of the classes issued in a subfund may hold, at any time, general meetings to decide on any matters which relate exclusively to that subfund.

In addition, the shareholders of any class of shares may hold, at any time, general meetings for any matters which are specific to that share class.

The provisions of Article 22 apply to such general meetings.

Each share is entitled to one vote in accordance with Luxembourg law and these Articles of Incorporation. 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.

Unless otherwise provided for by law or in these Articles of Incorporation, the resolutions of the general meeting of shareholders of a subfund or of a class of shares are passed by a simple majority vote of the shareholders present or represented.

Art. 24. Liquidation or Merger of Subfunds or Share Classes.

(1) If the assets of a subfund fall below the amount that the Board of Directors considers to be a minimum amount for the economically efficient management of the subfund, or if the subfund does not reach this minimum amount or if a substantial change in the political, economic or monetary situation arises, the Board of Directors may force redemption of all shares in the subfund affected at the net asset value per share on the valuation day following the day on which this decision by the Board of Directors enters into force (while taking into account the actual prices achieved and the necessary costs of disposal of the assets).

The Company must inform the shareholders in writing of the reasons and the redemption procedure before the mandatory redemption enters into force: Registered shareholders will be notified in writing; holders of bearer shares will be informed through publication of a notice in newspapers to be determined by the Board of Directors or in electronic media as determined in the Prospectus if the Company does not know the names and addresses of the shareholders. If no other decision is made in the interest of or for purposes of equal treatment of the shareholders, the shareholders in the subfund affected may request the redemption or conversion of their shares at no charge before the date of the mandatory redemption (while taking into account the actual prices achieved and the necessary costs of disposal of the assets).

Under the same circumstances as provided above, the Board of Directors may decide to force redemption of all shares in any share class.

(2) Notwithstanding the powers conferred upon the Board of Directors in paragraph 1 of this Article, the general meeting of shareholders of one or all share classes issued in a subfund may decide, acting on a proposal of the Board of Directors and even for scenarios other than economically efficient management mentioned in paragraph 1 of this Article, to redeem all shares of one or all share classes issued in a subfund and pay out to the shareholders the net asset value of the shares on the valuation day following the day on which such decision enters into force (while taking into account the actual prices achieved and the necessary costs of disposal of the assets). At this general meeting, there is no minimum number of shareholders required to form a quorum. The decision is reached with a simple majority of the shares present or represented at this meeting.

(3) Unclaimed proceeds that have not been paid out to the corresponding authorised persons after the redemption is carried out are deposited with the Custodian for the duration of the liquidation period. After this time, the unclaimed proceeds are transferred to the Caisse de Consignation on behalf of the authorised persons and, if unclaimed for the period prescribed in the Luxembourg regulations about the Caisse de Consignation, will be forfeited.

(4) All redeemed shares will be cancelled.

(5) The Board of Directors may decide to merge the assets of one or all share classes issued in a subfund (the “Merging Subfund”) (1) with another subfund of the Company, (2) with another share class of the same subfund of the Company, (3)with another UCITS , or (4) with another subfund or share class of such UCITS (hereinafter the "Receiving Fund") and to rename the shares of the Merging Subfund as shares of the Receiving Fund (if required after a split or a merger and payment to investors for any differences for fractional shares). The shareholders of the Merging Subfund and Receiving Fund will be informed about the decision to merge in accordance with the Law and applicable Luxembourg regulations at least thirty days before the last date for requesting redemption or, as the case may be, conversion of shares free of charge.

In the case the Company involved in a merger is the merging fund, and hence ceases to exist, the general meeting of the shareholders of the Company, rather than the Board of Directors, has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the vote cast at such meeting.

(6) Notwithstanding the powers of the Board of Directors described in paragraph 5 of this Article, the general meeting of shareholders of a subfund or of the affected share class(es) of the respective subfund may decide to merge the assets and liabilities of this subfund (or of the respective share class(es), as the case may be) (1) with another subfund of the Company, (2) with another share class of the same subfund of the Company, (3) with another UCITS or (4) with another subfund or share class of such an UCITS. There are no quorum requirements for this action, and the merger may be decided upon by a simple majority of the shares present or represented at the meeting. Such decision of the general meeting of shareholders is binding to all shareholders who do not make use of their right to redeem or convert their shares within the period of thirty days mentioned in paragraph 5 of this Article.

(7) In case the merger would lead to the liquidation of the Company, Article 28 of this Articles of Incorporation shall be applicable.

Art. 25. Financial Year. The financial year of the Company commences on 1 October each year and terminates on 30 September of the following year.

Art. 26. Application of Income. The general meeting of the Company (Article 22) determines, upon proposal from the Board of Directors and within the limits provided by law, how the income from the subfund will be applied with regard to each existing share class, and may declare, or authorise the Board of Directors to declare, distributions.

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

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

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

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

Any distribution that has not been claimed within five years of its declaration will be forfeited and revert to the share class(es) issued in the respective subfund.

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

Title V. Final provisions

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

The Custodian will fulfil its obligations in accordance with the Law as well as amendments and laws subsequent thereto.

If the Custodian indicates its intention to terminate the custodial relationship, the Board of Directors 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 of Directors may terminate the agreement with the Custodian but may not relieve the Custodian of its duties until a successor custodian has been appointed.

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

If the assets of the Company fall below two-thirds of the minimum capital indicated in Article 5, the question of the dissolution of the Company will be referred to the general meeting by the Board of Directors. 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.

The question of the dissolution of the Company will further be referred to the general meeting whenever the share capital falls below one-quarter of the minimum capital set by Article 5; 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.

The general 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.

In case the merger of a Subfund leads to the liquidation of the Company the regulations of Article 66 Paragraph (4) as well as Article 76 Section (1) Letter c) or Paragraph (2) c) of the Law shall be applicable.

Art. 29. Liquidation. Liquidation will be carried out by one or more liquidators, who may be individuals or legal entities, appointed by the general meeting of shareholders, which will also determine their powers and their compensation.

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

Art. 31. 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.

Art. 32. Applicable Law. All matters not governed by these Articles of Incorporation will be determined in accordance with the law of 10 August 1915 on commercial companies and the Law, as amended.

Estimate of costs

The amount of expenses, costs, remunerations and charges in any form whatsoever which shall be borne by the Company as a result of the present deed is estimated to be approximately two thousand five hundred euro (EUR 2,500).

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

The document having been read to the Bureau, said members of the Bureau signed together with us, the notary, the present original deed.

Signé: O. Eis, S. Braun, M. Biehl et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 26 mai 2015. Relation: 2LAC/2015/11465. Reçu soixante-quinze euros Eur 75.-.

Le Receveur (signé): André MULLER.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins d'inscription au Registre de Commerce.

Luxembourg, le 2 juin 2015.

Référence de publication: 2015080981/1046.

(150093375) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juin 2015.

Sailing Investment Co, S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 194.129.

—

In the year two thousand fifteen, on the eighteenth day of 2015.

Before Us Maître Cosita DELVAUX, notary residing in Luxembourg, Grand Duchy of Luxembourg, undersigned;

THERE APPEARS:

SHANGHAI JINJIANG (HK) CO., LIMITED, a limited company incorporated under the laws of Hong Kong, having its registered office at Room 3203, 32/F, Shun Tak Centre, West Tower, 200 Connaught Road Central, Hong Kong,

duly represented by Mr Marc ALBERTUS, employee, residing professionally at 2, avenue Charles de Gaulle, L-1653 Luxembourg,

by virtue of a proxy given under private seal which, after having been signed "ne varietur" by the proxy holder of the appearing party and the undersigned notary, will remain annexed to the present deed for the purpose of registration,

acting as sole member of Sailing Investment Co, S.à r.l. (hereafter referred to as "the Company"), a "société à responsabilité limitée", having its registered office at 2, avenue Charles de Gaulle, L-1653 Luxembourg, registered with the Luxembourg Trade and Companies Register at section B under number 194129, incorporated on 22 January 2015 pursuant to a deed received by the undersigned notary, published in the "Mémorial C, Recueil des Sociétés et Associations" number 660 of 10 March 2015.

The sole member, represented as stated above, requests the undersigned notary to document the following:

First resolution

The sole member decides to increase the Company's corporate capital by an amount of EUR 50,000,000 (fifty million Euros) in order to raise it from EUR 12,500 (twelve thousand five hundred Euros) to EUR 50,012,500 (fifty million twelve thousand five hundred Euros) by the creation and issue of 50,000,000 (fifty million) new corporate units with a nominal value of EUR 1 (one Euro) each.

Subscription and payment

The sole member, represented as stated above, declares to subscribe to all the new corporate units and to fully pay them up by a contribution in cash, so that the total amount of EUR 50,000,000 (fifty million Euros) is as of today at the free disposal of the Company, evidence thereof having been submitted to the undersigned notary.

Second resolution

In consequence of the foregoing resolution the sole member decides to amend article 5 of the by-laws, which henceforth will be read as follows:

" **Art. 5.** The corporate capital of the company is fixed at EUR 50,012,500.- (fifty million twelve thousand five hundred Euros) divided into 50,012,500 (fifty million twelve thousand five hundred) corporate units with a nominal value of EUR 1.- (one Euro) each."

Costs

The expenses, costs, fees and charges which shall be borne by the Company as a result of the present deed are estimated at about seven thousand two hundred Euro (EUR 7,200.-).

Declaration

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

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

The document having been read to the proxy holder of the appearing party, he signed together with Us, the notary, the present original deed.

Suit la traduction en français du texte qui précède

L'an deux mil quinze, le dix-huit mai.

Par-devant Nous Maître Cosita DELVAUX, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, soussignée;

A COMPARU:

SHANGHAI JINJIANG (HK) CO., LIMITED, une "limited company" de droit hongkongais, ayant son siège social au Room 3203, 32/F, Shun Tak Centre, West Tower, 200 Connaught Road Central, Hong Kong,

ici représentée par Monsieur Marc ALBERTUS, employé privé, demeurant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg,

spécialement mandaté à cet effet par une procuration donnée sous seing privé laquelle, après avoir été signée ne varietur par le mandataire de la comparante et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui à la formalité de l'enregistrement,

agissant en tant qu'associée unique de Sailing Investment Co, S.à r.l. (ci-après dénommée «la Société»), une société à responsabilité limitée ayant son siège social au 2, avenue Charles de Gaulle, L-1653 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg à la section B sous le numéro 194129, constituée en date du 22 janvier 2015 suivant un acte reçu par le notaire instrumentant, publié au Mémorial C, Recueil des Sociétés et Associations numéro 660 du 10 mars 2015.

L'associée unique, représentée comme stipulé ci-dessus, requiert le notaire instrumentant d'acter ce qui suit:

Première résolution

L'associée unique décide d'augmenter le capital social de la Société à concurrence de EUR 50.000.000 (cinquante millions d'euros) pour le porter de EUR 12.500 (douze mille cinq cents euros) à EUR 50.012.500 (cinquante millions douze mille cinq cents euros) par la création et l'émission de 50.000.000 (cinquante millions) de nouvelles parts sociales de EUR 1 (un euro) chacune.

Souscription - Libération

L'associée unique, représentée comme dit ci-avant, déclare souscrire à toutes les nouvelles parts sociales et les libérer intégralement moyennant versement en numéraire, de sorte que le montant total de EUR 50.000.000 (cinquante millions d'euros) se trouve dès à présent à la libre disposition de la Société, la preuve en ayant été apportée au notaire soussigné

Deuxième résolution

Suite à la résolution qui précède, l'associée unique décide de modifier l'article 5 des statuts qui aura dorénavant la teneur suivante:

« **Art. 5.** Le capital social est fixé à EUR 50.012.500,- (cinquante millions douze mille cinq cents euros) représenté par 50.012.500 (cinquante millions douze mille cinq cents) parts sociales d'une valeur nominale de EUR 1,- (un euro) chacune.»

Frais

Les frais, dépenses, rémunérations et charges, sous quelque forme que ce soit qui incombent à la Société en raison du présent acte sont évalués à environ sept mille deux cents euros (EUR 7.200,-).

Déclaration

Le notaire soussigné qui connaît la langue anglaise constate que sur demande de la comparante le présent acte est rédigé en langue anglaise suivi d'une version française. Sur sa demande et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

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

Et après lecture faite au mandataire de la comparante, il a signé avec Nous notaire la présente minute.

Signé: M. ALBERTUS, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 20 mai 2015. Relation: 1LAC/2015/15644. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 28 mai 2015. Me Cosita DELVAUX.

Référence de publication: 2015079865/95.

(150090654) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Healthy and Care Society S.à.r.l., Société à responsabilité limitée.

Enseigne commerciale: Blackbox.

Siège social: L-3895 Foetz, 6, rue des Artisans.

R.C.S. Luxembourg B 197.127.

—

STATUTS

L'an deux mille quinze, le vingt-et-un mai

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette.

Ont comparu:

1. Madame Aurore GÉHIN, née le 1 er octobre 1978 à Miramas (France), demeurant à F-57100 Thionville, 21, route du Crève-Coeur,

agissant en son nom personnel et en qualité de mandataire spécial de:

2. Monsieur Fabrice WILHELM, né le 29 septembre 1976 à Saint-Avold (France), demeurant à F-57100 Thionville, 21, route du Crève-Coeur,

En vertu d'une procuration lui délivrée sous seing privé, laquelle procuration restera annexée au présent acte pour être soumis aux formalités de l'enregistrement.

Lesquels comparants ont arrêté ainsi qu'il suit les statuts d'une société à responsabilité limitée à constituer.

Art. 1 er . Il est formé par les présentes une société à responsabilité limitée sous la dénomination de: "HEALTHY AND CARE SOCIETY S.à r.l.", la société pourra exercer sous l'enseigne commerciale de "BLACKBOX".

Art. 2. Le siège social est établi à Foetz.

Il pourra être transféré en tout autre localité du Grand-Duché de Luxembourg par simple décision de l'associé.

Art. 3. La société a pour objet l'exploitation de salle(s) de sport, de petite restauration et d'hypnothérapie.

Elle pourra, d'une façon générale, faire tous actes, transactions ou opérations commerciales, industrielles, financières, mobilières et immobilières, se rapportant directement ou indirectement à son objet social ou qui seraient de nature à en faciliter ou développer la réalisation.

Art. 4. La durée de la société est illimitée.

Art. 5. L'année sociale commence le premier janvier et finit le trente-et-un décembre de chaque année.

Chaque année, le trente-et-un décembre les comptes annuels sont arrêtés et la gérance dresse inventaire comprenant l'indication des valeurs actives et passives de la société ainsi qu'un bilan et un compte de pertes et de profits.

Art. 6. Le capital social est fixé à la somme de DOUZE MILLE CINQ CENTS EUROS (EUR 12.500.-), représenté par CENT (100) parts sociales de CENT VINGT-CINQ EUROS (EUR 125.-) chacune.

Art. 7. Chaque part sociale donne droit à une fraction proportionnelle dans l'actif social et dans les bénéfices.

Art. 8.

a) La cession entre vifs:

Tant que la société ne comprendra qu'un associé, celui-ci sera libre de céder tout ou partie des parts à qui il entend.

En présence de plusieurs associés, et pour toutes cessions de parts sociales, les associés bénéficieront d'un droit de préemption.

b) La transmission pour cause de mort:

Le décès de l'associé unique n'entraîne pas la dissolution de la société. Si l'associé unique n'a laissé aucune disposition de dernière volonté concernant l'exercice des droits afférents aux parts sociales, lesdits droits seront exercés par les héritiers et légataires régulièrement saisis ou envoyés en possession, proportionnellement à leurs droits dans la succession. Jusqu'au partage des-dites parts ou jusqu'à la délivrance de legs portant sur celles-ci.

Pour le cas où il y aurait des parts sociales non proportionnellement partageables, lesdits héritiers et légataires auront l'obligation pour lesdites parts sociales de désigner un mandataire.

En présence de plusieurs associés, les parts sociales peuvent être transmises pour cause de mort à des non-associés que moyennant l'agrément des propriétaires des parts sociales représentant les trois quarts des droits appartenant aux survivants.

Pour le surplus, les articles 189 et 190 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, sont applicables.

Art. 9. La société est administrée par un ou plusieurs gérants, associés ou non, choisis par l'associé qui fixe les pouvoirs. Ils peuvent être à tout moment révoqués par décision de l'associé.

A moins que l'associé n'en décide autrement, le ou les gérants ont les pouvoirs les plus étendus pour agir au nom de la société en toutes circonstances.

Les associés sont habilités à instituer des succursales partout, selon qu'il appartiendra, aussi bien dans le Grand-Duché qu'à l'étranger.

Art. 10. Simples mandataires de la société, le ou les gérants ne contractent en raison de leurs fonctions aucune obligation personnelle relativement à celles-ci, ils ne seront responsables que de l'exécution de leur mandat.

Art. 11. Chaque année, au dernier jour de décembre, il sera dressé un inventaire de l'actif et du passif de la société.

Le bénéfice net constaté, déduction faite des frais généraux, traitements et amortissements, sera réparti de la façon suivante:

- cinq pour cent (5%) pour la constitution d'un fonds de réserve légal, jusqu'à ce que celui-ci ai atteint le dixième du capital social et ce, dans la mesure des dispositions légales,

- le solde restera à la libre disposition des associés

Art. 12. En cas de dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, désignés par l'associé.

Art. 13. Pour tous les points non prévus expressément dans les présents statuts, la partie s'en réfère aux dispositions légales.

Disposition transitoire

Le premier exercice social commencera le jour de la constitution et se terminera le trente-et-un décembre deux mille quinze (31.12.2015).

Souscription et Libération

Toutes les parts sont souscrites en numéraire par les associés comme suit:

- Mme. Aurore Géhin, préqualifiée	50 parts
- M. Fabrice Wilhelm, préqualifié	50 parts
TOTAL:	100 parts

Les associés déclarent que toutes les parts sociales souscrites sont intégralement libérées par des versements en espèces, de sorte que la somme de DOUZE MILLE CINQ CENTS EUROS (EUR 12.500.-) se trouve dès-à-présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire instrumentaire qui le constate expressément.

Estimation des frais

Le montant des charges, frais, dépenses, ou rémunérations, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution est évalué sans nul préjudice à environ mille deux cents euros.

Assemblée générale extraordinaire

Les associés, agissant en lieu et place de l'assemblée générale, prennent les résolutions suivantes:

1. Est nommé gérant technique de la société pour une durée indéterminée:

- Madame Aurore GÉHIN, née le 01 octobre 1978 à Miramas (France), demeurant à F-57100 Thionville, 21, route du Crève-Coeur,

2. Est nommé gérant administratif de la société pour une durée indéterminée:

- Monsieur Fabrice WILHELM, né le 29 septembre 1976 à Saint-Avold (France), demeurant à F-57100 Thionville, 21, route du Crève-Coeur

La société est valablement engagée par la signature conjointe du gérant technique et du gérant administratif.

3. Le siège social de la société est établi à l'adresse suivante: L-3895 Foetz, 6, Rue des Artisans.

Le notaire instrumentant a rendu attentif les comparants au fait qu'avant toute activité commerciale de la société présentement fondée, celle-ci doit être en possession d'une autorisation de commerce en bonne et due forme en relation avec l'objet social, ce qui est expressément reconnu par les comparants.

Dont acte, fait et passé à Esch-sur-Alzette, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au comparant, connu du notaire par nom, prénom usuel, état et demeure, le comparant a signé avec moi, notaire, la présente minute.

Signé: GEHIN, MOUTRIER.

Enregistré à Esch/Alzette Actes Civils, le 22/05/2015. Relation: EAC/2015/11417. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): SANTIONI.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 28/05/2015.

Référence de publication: 2015079492/105.

(150090734) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Kepler P.O.S. S.A., Société Anonyme.

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

R.C.S. Luxembourg B 80.046.

—

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.

Signature.

Référence de publication: 2015081509/10.

(150093881) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juin 2015.

Osiris Restaurants Sàrl, Société à responsabilité limitée.

Siège social: L-6776 Grevenmacher, 2, route Nationale 1.

R.C.S. Luxembourg B 164.156.

—

Extrait du procès-verbal de l'assemblée générale des associés du 5 mai 2015

L'assemblée générale a pris acte de la démission de

- Monsieur Thibaut van Hövell tot Westerflier, domicilié à B-1640 Rhode-Saint-Genèse, 4 Avenue de la Paix;

- B.F.S.H. Management SCRL, avec siège social à B-1140 Bruxelles, 90 Avenue L. Grosjean, enregistrée auprès de la Banque-Carrefour des Entreprises sous le numéro 0425.267.301; et en leur qualité de gérants de la société avec effet au 21 avril 2015.

Pour extrait sincère et conforme

Le gérant

Référence de publication: 2015080690/15.

(150092525) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juin 2015.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck