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° 2000 **7 août 2015**

SOMMAIRE

Aerium Erlangen S.à.r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 118.832.

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

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

Référence de publication: 2015086893/9.

(150099198) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2015.

Choco-House, Société à responsabilité limitée,

(anc. Snake S.àr.l.).

Siège social: L-1728 Luxembourg, 20, rue du Marché-aux-Herbes.

R.C.S. Luxembourg B 152.717.

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

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

La Gérance

Référence de publication: 2015087055/10.

(150099837) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2015.

Donerston Trading S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 149.346.

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

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

Qui se tiendra au siège social, en date du *27 août 2015* à 16 heures, avec l'ordre du jour suivant :

Ordre du jour:

1. Modification de l'article 5 des statuts quant à la nature des actions ;
2. Divers.

Le Conseil d'Administration.

Référence de publication: 2015134340/1004/17.

Mineta S.A., Société Anonyme (en liquidation).

Siège social: L-2714 Luxembourg, 2, rue du Fort Wallis.

R.C.S. Luxembourg B 17.957.

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Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

des Actionnaires qui aura lieu exceptionnellement le *25 août 2015* à 14.00 heures au 163, rue du Kiem, L-8030 Strassen avec l'ordre du jour suivant :

Ordre du jour:

1. Présentation du bilan arrêté au 31 décembre 2014.
2. Présentation du rapport intermédiaire des liquidateurs.
3. Divers

Pour prendre part à cette assemblée, Messieurs les actionnaires sont priés de déposer leurs actions au porteur cinq jours francs avant la date de la réunion de l'Assemblée Générale Ordinaire, soit le 19 août 2015 entre 9.00 et 16.00 heures au siège social 2, rue du Fort Wallis à Luxembourg.

Le Collège des Liquidateurs

Référence de publication: 2015131318/18.

Evermore S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 149.348.

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

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

Qui se tiendra au siège social, en date du *27 août 2015* à 15 heures, avec l'ordre du jour suivant :

Ordre du jour:

1. Modification de l'article 5 des statuts quant à la nature des actions ;
2. Divers.

Le Conseil d'Administration.

Référence de publication: 2015134341/1004/17.

Bios S.A., Société Anonyme Holding (en liquidation).

Siège social: L-2714 Luxembourg, 2, rue du Fort Wallis.

R.C.S. Luxembourg B 3.055.

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Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

des Actionnaires qui aura lieu exceptionnellement le *25 août 2015* à 15.00 heures au 163, rue du Kiem, L-8030 Strassen, avec l'ordre du jour suivant :

Ordre du jour:

1. Présentation du bilan arrêté au 31 décembre 2014.
2. Présentation du rapport intermédiaire des liquidateurs.
3. Divers

Pour prendre part à cette assemblée, Messieurs les actionnaires sont priés de déposer leurs actions au porteur cinq jours francs avant la date de la réunion de l'Assemblée Générale Ordinaire, soit le 19 août 2015 entre 9.00 et 16.00 heures au siège social 2, rue du Fort Wallis à Luxembourg.

Le Collège des Liquidateurs

Référence de publication: 2015131319/18.

Wampum, Société Anonyme.

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

R.C.S. Luxembourg B 94.131.

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Extrait du procès-verbal de la réunion du conseil d'administration tenue le 20 mars 2015

Résolutions:

Le Conseil d'Administration décide à l'unanimité de transférer le siège social de la société au 44, avenue J.F. Kennedy à L-1855 Luxembourg, avec effet immédiat.

Par ailleurs, le Conseil d'Administration informe que les adresses des administrateurs ont également changé avec effet immédiat:

JALYNE S.A., 44, avenue J.F. Kennedy, L-1855 Luxembourg, représentée par Jacques BONNIER, 44, avenue J.F. Kennedy, L-1855 Luxembourg

Pour copie conforme
K. LOZIE / JALYNE S.A.
- / Signature
Président / Administrateur

Référence de publication: 2015092725/19.

(150102830) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

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

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

R.C.S. Luxembourg B 155.109.

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Société anonyme fondée le 19 août 2010 et publication dans le Mémorial C-N° 2117 du 8 octobre 2010.

Les comptes annuels de 2014 ont été clôturés au 31 Décembre 2014 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 15/06/2015.
Finexis S.A.

Référence de publication: 2015092258/14.

(150103349) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Geninvest Group S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 149.344.

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

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

Qui se tiendra au siège social, en date du *27 août 2015* à 15 heures 15, avec l'ordre du jour suivant :

Ordre du jour:

1. Modification de l'article 5 des statuts quant à la nature des actions ;
2. Divers.

Le Conseil d'Administration.

Référence de publication: 2015134342/1004/17.

Global Multi Invest, Société d'Investissement à Capital Variable.

Siège social: L-2220 Luxembourg, 534, rue de Neudorf.

R.C.S. Luxembourg B 143.580.

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Die Aktionäre der Global Multi Invest, SICAV, werden hiermit zur

ORDENTLICHEN GENERALVERSAMMLUNG

einberufen, welche am Sitz der Gesellschaft am *21. August 2015* um 15:00 Uhr über folgende Tagesordnung befinden wird:

Tagesordnung:

1. Geschäftsbericht des Verwaltungsrates und Bericht des Wirtschaftsprüfers.
2. Billigung des Jahresabschlusses sowie der Ergebniszuweisung per 30.06.2015.
3. Entlastung der Verwaltungsratsmitglieder.
4. Entlastung des Wirtschaftsprüfers.
5. Bestellung der Verwaltungsratsmitglieder für das neue Geschäftsjahr.
6. Bestellung des Wirtschaftsprüfers für das neue Geschäftsjahr.
7. Verschiedenes.

Die Beschlüsse auf der Generalversammlung werden durch einfache Mehrheit der anwesenden oder vertretenen Stimmen gefasst. Jede Aktie berechtigt zu einer Stimme. Ein Aktionär kann sich bei der Generalversammlung durch eine schriftliche Vollmacht an eine andere Person, welche kein Aktionär sein muss und Verwaltungsratsmitglied der Gesellschaft sein kann, vertreten lassen.

Der Verwaltungsrat.

Référence de publication: 2015134337/2393/23.

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

Siège social: L-8229 Mamer, 35, rue de la Gare.

R.C.S. Luxembourg B 26.058.

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Les comptes annuels au 31/12/2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2015089236/9.

(150101371) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2015.

Taranis Holding, Société à responsabilité limitée - Société de gestion de patrimoine familial, (anc. Taranis).

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

R.C.S. Luxembourg B 181.486.

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

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

Junglinster, le 9 juin 2015.

Pour copie conforme

Référence de publication: 2015089232/11.

(150101420) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2015.

IFICOM Financial Company S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 154.548.

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

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

Qui se tiendra au siège social, en date du *27 août 2015* à 15 heures 30, avec l'ordre du jour suivant :

Ordre du jour:

1. Modification de l'article 5 des statuts quant à la nature des actions ;
2. Divers.

Le Conseil d'Administration.

Référence de publication: 2015134343/1004/17.

Westray Business S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.

R.C.S. Luxembourg B 149.347.

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

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

Qui se tiendra au siège social, en date du *27 août 2015* à 15 heures 45, avec l'ordre du jour suivant :

Ordre du jour:

1. Modification de l'article 5 des statuts quant à la nature des actions ;
2. Divers.

Le Conseil d'Administration.

Référence de publication: 2015134346/1004/17.

Coiffure Vandivinit Sàrl, Société à responsabilité limitée.

Siège social: L-5540 Remich, 28, rue de la Gare.

R.C.S. Luxembourg B 121.066.

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Le bilan au 31 décembre 2013 et l'annexe ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 10/06/2015.

Référence de publication: 2015087065/10.

(150099844) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2015.

Hestia Management S.à r.l., Société à responsabilité limitée de titrisation.

Capital social: EUR 12.500,00.

Siège social: L-2320 Luxembourg, 68/70, boulevard de la Pétrusse.

R.C.S. Luxembourg B 152.302.

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Extrait des résolutions de la réunion du Conseil Gérance de la Société en date du 15 juin 2015

Il est à noter que le siège de la Société se trouve désormais au 68/70, boulevard de la Pétrusse, L-2320, Luxembourg.

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

Luxembourg, le 15 juin 2015.

Signature

Mandataire

Référence de publication: 2015092147/14.

(150104030) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

SOP I SICAV, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 168.325.

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Der Verwaltungsrat lädt Sie hiermit gem. Artikel 24 der Satzung der Gesellschaft zu einer

AUSSERORDENTLICHEN GENERALVERSAMMLUNG

der Aktionäre am Sitz der Gesellschaft 2, boulevard Konrad Adenauer, L-1115 Luxemburg am *21. August 2015* um 14.30 Uhr ein. Die Tagesordnung lautet wie folgt:

Tagesordnung:

1. Beschluss, die Gesellschaft aufzulösen und sie freiwillig liquidieren zu lassen
2. Bestätigung der Entscheidung, das Anteilscheingeschäft ab dem 11. Mai 2015 und bis zum Abschluss der Liquidation der Gesellschaft auszusetzen, um eine Gleichbehandlung aller Anleger zu gewährleisten
3. Beschluss, Oppenheim Asset Management Services S.à r.l. als Verwaltungsgesellschaft mit der Ausführung aller Schritte zwecks freiwilliger Liquidation der Gesellschaft zu betrauen
4. Bestellung von Herrn Sascha Steinhardt, namens und im Auftrag von Oppenheim Asset Management Services S.à r.l., 2, boulevard Konrad Adenauer, L-1115 Luxemburg, als Liquidator, mit weitreichendsten Befugnissen, wie in Art. 144 ff. des luxemburgischen Gesetzes über die Handelsgesellschaften vom 10. August 1915 vorgesehen
5. Beschluss, die Liquidationskosten dem Gesellschaftsvermögen zu belasten
6. Verschiedenes

Alle Aktionäre besitzen das Recht zur Teilnahme an der Generalversammlung und Abstimmung auf dieser sowie das Recht, Bevollmächtigte zur Ausübung dieser Rechte zu bestellen. Ein Bevollmächtigter muss nicht Aktionär der Gesellschaft sein. Falls Sie an dieser Generalversammlung nicht teilnehmen können, bitten wir Sie, eine Vollmacht auszustellen und diese datiert und unterschrieben per Post an die Gesellschaft zu schicken, zu Händen von Frau Dr. Sabine Ebert, regulatory set up department, Oppenheim Asset Management Services S.à r.l., 2, boulevard Konrad Adenauer, L-1115 Luxemburg, Grossherzogtum Luxemburg, sowie bitte vorab per e-mail an sabine.ebert@oppenheim.lu, cc: d_FundSetUpOPAM@oppenheim.lu oder per Telefax an (00352) 22 15 22-500 bis spätestens zum 21. August 2015 um 11 Uhr zu senden. Vollmachtsformulare sind am Sitz der Gesellschaft bei Frau Dr. Sabine Ebert erhältlich.

Luxemburg, im August 2015 *Im Auftrag des Verwaltungsrat.*

Référence de publication: 2015134344/755/30.

Global Retail Fashion S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 193.568.

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

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

Echternach, le 16 juin 2015.

Référence de publication: 2015092114/10.

(150103519) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Genes Participations S.A., Société Anonyme.

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

R.C.S. Luxembourg B 101.569.

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

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

Luxembourg, le 15 juin 2015.

Référence de publication: 2015092123/10.

(150103004) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Global Partners, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 129.759.

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Le bilan consolidé au 31 mars 2015 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.

Pour GLOBAL PARTNERS

KREDIETRUST LUXEMBOURG S.A.

Référence de publication: 2015092113/11.

(150103630) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

HK-Biomass S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 139.948.

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

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

TCG Gestion SA

Signatures

Référence de publication: 2015092170/11.

(150104087) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

GBF SICAV-SIF, Société en Commandite par Actions - Fonds d'Investissement Spécialisé.

Siège social: L-4360 Esch-sur-Alzette, 14, Porte de France.

R.C.S. Luxembourg B 185.053.

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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.

Pour GBF SICAV-SIF

RBC Investor Services Bank S.A.

Société anonyme

Référence de publication: 2015092121/12.

(150103275) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Beliere Holding S.A., Société Anonyme Soparfi.

Siège social: L-9990 Weiswampach, 45, Duarrefstrooss.

R.C.S. Luxembourg B 6.464.

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Extrait du procès-verbal de l'Assemblée Générale Ordinaire du 21 mai 2014

L'assemblée acte:

- la démission de Monsieur Thierry van de Werve de Vorsselaer au poste d'administrateur et administrateur délégué
- la démission de Monsieur Yves Philippe au poste d'administrateur
- le décès de Monsieur Robert DEHOGNE, administrateur

L'assemblée nomme Monsieur Léon Lewalle, né à Verviers (B) le 19.09.1934, demeurant à 45, Duarrefstrooss à 9990 WEISWAMPACH, au poste d'administrateur

Cette nomination vaut jusqu'à l'Assemblée générale de 2018 approuvant les comptes de l'exercice de 2017.

G. DEHOGNE / G. GIANICO / L. LEWALLE.

Référence de publication: 2015091838/16.

(150103701) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

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

Capital social: PLN 60.003,25.

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

R.C.S. Luxembourg B 149.605.

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CLÔTURE DE LIQUIDATION

En date du 14 juillet 2015, l'associé unique de la Société a décidé de clôturer la liquidation avec effet immédiat.

Il a en outre été décidé que les livres et documents sociaux de la Société seront conservés au 87, rue Grzybowka street, Varsovie, Pologne pendant une période de cinq années à partir de la publication du présent extrait dans le Mémorial C.

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

Dim S.à r.l. (en liquidation volontaire)

Signature

Un Mandataire

Référence de publication: 2015119080/16.

(150128636) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juillet 2015.

HC Investments S.àr.l., Société à responsabilité limitée.

Capital social: EUR 1.570.180,95.

Siège social: L-2163 Luxembourg, 20, avenue Monterey.

R.C.S. Luxembourg B 154.578.

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Il résulte d'un contrat de cession d'actions entre l'associé de la Société, la société BNP Paribas Securities Services-Succursale de Luxembourg, société anonyme, ayant son siège social au 33, rue de Gasperich, L-5826 Hesperange, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B86862, et la société HCI S.A., société anonyme, ayant son siège social au 20, avenue Monterey, L-2163 Luxembourg, immatriculée auprès du registre de commerce et des sociétés de Luxembourg sous le numéro B 158.225, que BNP Paribas Securities Services-Succursale de Luxembourg a transféré le 28 novembre 2014, 1 part sociale de classe 1 détenue dans le capital de la Société, à la société HCI S.A.

Depuis le 28 novembre 2014, l'associé unique de la Société est donc:

- la société HCI S.A. qui détient 1 part sociale de classe 1, et 157.018.094 parts sociales de classe 2.

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

Pour extrait conforme et sincère

HC Investments S.à r.l.

Signature

Un mandataire

Référence de publication: 2015092163/22.

(150103201) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

TMA Umbrella Fund, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.

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Le règlement de gestion du fonds commun de placement «TMA Umbrella Fund», coordonné au 28 juillet 2015, 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.

Japan Fund Management (Luxembourg) S.A.
Noboru MATSUSHIMA

Référence de publication: 2015131919/10.

(150142690) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 août 2015.

ANTS S.à r.l., Alternative Natural Trade Solutions S.à r.l., Société à responsabilité limitée.

Siège social: L-4553 Niederkorn, 54A, rue Franz Erpelding.

R.C.S. Luxembourg B 190.148.

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RECTIFICATIF

Dans l'en-tête de la publication à la page 148010 du Mémorial C n° 3084 du 23 octobre 2014 et de la publication à la page 43351 du Mémorial C n° 904 du 2 avril 2015, il y a lieu de corriger comme suit la dénomination de la société:

- *au lieu de:* «Alternative Natural Solutions S.à r.l.»,

- *lire:* «Alternative Natural Trade Solutions S.à r.l.».

La même correction doit être apportée dans le sommaire du même Mémorial, à la page 147985 et à la page 43345.

Référence de publication: 2015134338/12.

UniEuroRenta EM 2015, Fonds Commun de Placement.

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Der Fonds UniEuroRenta EM 2015, mit den Anteilklassen UniEuroRenta EM 2015 A (WKN A0YCE3 / ISIN LU0456917136) und UniEuroRenta EM -net- A (WKN A1C7TS / ISIN LU0552031303), wurde gemäß Artikel 27 des Sonderreglements i.V.m. Artikel 12, Ziffer 3. Buchstabe a) des Verwaltungsreglements nach Ablauf der Laufzeit des Fonds zum 31. Juli 2015 aufgelöst und liquidiert.

Der Liquidationserlös wurde den Depotinhabern durch die depotführenden Stellen gutgeschrieben. Die Verwaltungsgesellschaft erklärt die Liquidation somit für abgeschlossen.

Der Liquidationsbericht kann bei der Verwaltungsgesellschaft, Union Investment Luxembourg S.A., 308, route d´Esch, L-1471 Luxembourg, angefordert werden.

Luxemburg, im August 2015

Union Investment Luxembourg S.A..

Référence de publication: 2015134345/15.

Framont Investissements S.A., Société Anonyme Soparfi.

Siège social: L-1630 Luxembourg, 20, rue Glesener.

R.C.S. Luxembourg B 32.256.

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EXTRAIT

Il résulte d'un procès verbal de l'assemblée générale extraordinaire de la société FRAMONT INVESTISSEMENTS S.A. qui s'est tenue au siège social de la société le 07 avril 2015 que:

- Est nommé en tant que commissaire aux comptes la société AFB International Consulting Sàrl, ayant son siège social au 20, rue Glesener, L-1630 Luxembourg, immatriculée au Registre de Commerce de et à Luxembourg, section B, sous le numéro 64.990, pour une durée indéterminée.

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

Luxembourg, le 17 juin 2015.
Pour FRAMONT INVESTISSEMENTS S.A.
LPL Expert-Comptable Sàrl

Référence de publication: 2015094328/17.

(150104653) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juin 2015.

Bombardier Transportation Financial Services S.à r.l., Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 9, rue Gabriel Lippmann.

R.C.S. Luxembourg B 159.272.

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

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

Luxembourg, le 16 juin 2015.

Référence de publication: 2015091818/10.

(150103510) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Baumeda Machinery S.à r.l., Société à responsabilité limitée,

(anc. TMT Trucks & Mashinery S.à r.l.).

Siège social: L-6630 Wasserbillig, 42, Grand-rue.

R.C.S. Luxembourg B 193.160.

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

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

Dudelange.

Carlo GOEDERT

Notaire

Référence de publication: 2015091812/12.

(150104090) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Dynamic Fixed Income Fund, Fonds Commun de Placement.

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Mitteilung an die Anteilinhaber

des

Dynamic Fixed Income Fund

A (EUR) (ISIN LU0294630347 / WKN A0MN4F)

P (EUR) (ISIN LU0253083876 / WKN A0JK8A)

Die Allianz Global Investors GmbH (die "Verwaltungsgesellschaft") hat den Beschluss gefasst, den Fonds Dynamic Fixed Income Fund (der "Fonds") mit Wirkung zum 16. September 2015 aufzulösen, da sich infolge des geringen Fondsvolumens eine effektive Verwaltung des Fonds zunehmend schwieriger gestaltet.

Anteilkaufaufträge für Anteile des Fonds, die bis zum 6. August 2015 7.00 Uhr (MESZ) bei den jeweiligen depotführenden Stellen, den Vertriebsgesellschaften, den Zahlstellen oder der Register- und Transferstelle eingehen, werden ausgeführt. Anteilkaufaufträge für Anteile des Fonds, die nach dem 6. August 2015 7.00 Uhr (MESZ) bei den jeweiligen depotführenden Stellen, den Vertriebsgesellschaften, den Zahlstellen oder der Register- und Transferstelle eingehen, werden nicht zur Ausführung gebracht.

Anteilinhaber des Fonds, die mit der Liquidation nicht einverstanden sind, können ihre Anteile - wie gewohnt kostenfrei - zurückgeben, wenn der Rücknahmeauftrag bis zum 8. September 2015 7.00 Uhr (MESZ) bei den jeweiligen depotführenden Stellen, den Vertriebsgesellschaften, den Zahlstellen oder der Register- und Transferstelle eingeht. Rücknahmeaufträge für Anteile des Fonds, die nach dem 8. September 2015 7.00 Uhr (MESZ) bei den jeweiligen depotführenden Stellen, den Vertriebsgesellschaften, den Zahlstellen oder der Register- und Transferstelle eingehen, werden nicht zur Ausführung gebracht.

Die Kosten der Liquidation werden vom Fonds getragen und sind im Nettoinventarwert enthalten.

Der aktuelle Verkaufsprospekt und die wesentlichen Anlegerinformationen des Fonds sind für Anteilinhaber am Sitz der Verwaltungsgesellschaft in Frankfurt / Main, der Zweigniederlassung der Verwaltungsgesellschaft in Luxemburg und bei den Informationsstellen in Luxemburg (State Street Bank Luxembourg S.C.A.) und in der Bundesrepublik Deutschland (Allianz Global Investors GmbH) einsehbar bzw. kostenfrei erhältlich.

Weitere Informationen zu der Liquidation auf dauerhaftem Datenträger gem. § 167 des deutschen Kapitalanlagegesetzbuches können von den Anteilinhabern sowie den depotführenden Stellen in der Bundesrepublik Deutschland auf der Webseite http://www.allianzgi.de/veroeffentlichung abgerufen werden.

August 2015 *Die Verwaltungsgesellschaft*

Référence de publication: 2015134339/755/32.

Nomisma S.A., Société Anonyme.

Siège social: L-4740 Pétange, 5, rue Prince Jean.

R.C.S. Luxembourg B 130.634.

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Extrait du Procès-verbal de l'Assemblée Générale Ordinaire de NOMISMA S.A. tenue au siège social le 9 juin 2015

Résolutions

L'Assemblée renouvelle le mandat de Commissaire aux comptes de la société Lucos Consulting Sàrl, ayant son siège social 5 rue Prince Jean, L-4740 Pétange, pour une période qui viendra à échéance lors de l'Assemblée Générale Ordinaire qui statuera sur les comptes se clôturant le 31 décembre 2015.

L'Assemblée renouvelle les mandats d'administrateurs et d'administrateurs délégués de Monsieur Olivier de Wouters d'Oplinter et de Monsieur Thomas de Wouters d'Oplinter jusqu'à l'assemblée générale qui se tiendra en 2019.

Référence de publication: 2015094615/14.

(150104508) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juin 2015.

Larrainvial Asset Management Sicav, Société d'Investissement à Capital Variable.

Siège social: L-8210 Mamer, 106, route d'Arlon.

R.C.S. Luxembourg B 162.041.

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In the year two thousand an fifteen, on the twenty fourth day of June.

Before Maître Joëlle BADEN, notary residing in Luxembourg,

was held:

an extraordinary general meeting of the shareholders (the "Meeting") of LARRAINVIAL ASSET MANAGEMENT SICAV (hereafter referred to as the "Company"), a société d'investissement à capital variable having its registered office at 14, boulevard Royal in L-2449 Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg with number B 162.041, incorporated pursuant to a deed enacted on the 29 th June 2011 published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 1565 of 2011, page 75074.

The Meeting was opened with Lydie MOULARD, professionally residing in 14, boulevard Royal in L-2449 Luxembourg, as chairman of the Meeting (the "Chairman").

The Chairman appointed as secretary, Cheryl GESCHWIND, employee, professionally residing in Luxembourg.

The Meeting elected as scrutineer Flora GIBERT, employee, professionally residing in Luxembourg.

The bureau of the Meeting having thus been constituted, the Chairman declared and requested the notary to state:

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

II.- That the convocation containing the agenda were sent by mail to all registered shareholders of the Company on the 5 th June 2015.

The Shareholders have been convened by notice published in the following medias:

- Luxemburger Wort, on 5 June 2015 and 15 June 2015,
- Mémorial C, Recueil des Sociétés et Associations, on 5 June 2015 number 1419 and 15 June 2015 number 1498,
- The Independent, on 5 June 2015 and 15 June 2015,
- Fundinfo.com, on 5 June 2015 and 15 June 2015,
- La Ràzon, on 5 June 2015 and 15 June 2015.

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

Transfer of the registered office of the Company from its current location to 106, route d'Arlon at L-8210 Mamer, with effect as per 1 st July 2015 and subsequent amendment of article 2 "Registered office" of the articles of incorporation of the Company by replacing the reference to "City of Luxembourg" with "City of Mamer".

IV. As appears from the attendance list, out of the shares 1 714 713.785 shares in issue, 1 240 891.562 shares are present or duly represented at this Meeting.

V. The meeting is therefore regularly constituted and can validly deliberate and decide on the above cited agenda of the meeting of which the shareholders have been informed before the meeting.

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.

Sole resolution

The extraordinary general meeting of shareholders resolves to transfer the registered office of the Company with effect as per 1 st of July 2015 to L-8210 Mamer, 106, route d'Arlon.

The meeting decides to amend subsequently the article 2 of the articles of incorporation to be read as follows :

" **Art. 2. Registered office.** The registered office of the Company is in Mamer, Grand Duchy of Luxembourg. The Company may, by decision of the board of directors of the SICAV, open branches or offices in the Grand Duchy of Luxembourg or elsewhere. The registered office may be moved within the City of Luxembourg by decision of the board of directors of the SICAV. If allowed by law, and to the extent of this authorisation, the board of directors of the SICAV may also decide to transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg.

Should the board of directors of the SICAV deem that extraordinary political or military events have occurred or are imminent that could compromise normal activity at the registered office or ease of communications with this office or from this office to parties abroad, it may temporarily transfer the registered office abroad until the complete cessation of these abnormal circumstances. Such a temporary measure shall have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, shall remain a Luxembourg company."

Nothing else being on the agenda, the meeting was then adjourned.

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

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

Signé: L. MOULARD, C. GESCHWIND, F. GIBERT et J. BADEN.

Enregistré à Luxembourg A.C.1, le 26 juin 2015. 1LAC/2015/19840. Reçu soixante-quinze euros (€ 75,-).

Le Receveur (signé): MOLLING.

POUR EXPEDITION CONFORME, délivrée à la Société sur demande.

Luxembourg, le 28 juillet 2015.

Référence de publication: 2015118244/67.

(150127458) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

Theo Müller Group S.e.c.s., Société en Commandite simple.

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

R.C.S. Luxembourg B 149.104.

Unternehmensgruppe Theo Müller S.e.c.s., Société en Commandite simple.

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

R.C.S. Luxembourg B 163.670.

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VERSCHMELZUNGSPIAN

zwischen

(1) Theo Müller Group S.e.c.s., eine Kommanditgeseilschaft (société en commandite simple) luxemburgischen Rechts, mit Sitz in 2b, rue Albert Borschette, L-1246 Luxemburg, Großherzogtum Luxemburg und eingetragen im luxemburgischen Handeisregister unter der Nummer B 149104,

(der "Übertragende Rechtsträger''),

und

(2) Unternehmensgruppe Theo Müller S.e.c.s., eine Kommanditgeseilsehaft (société en commandite simple) luxemburgischen Rechts, mit Sitz in 2b, rue Albert Borschette, L-1246 Luxemburg, Großherzogtum Luxemburg und eingetragen im luxemburgischen Handeisregister unter der Nummer B 163670,

(der "Übernehmende Rechtsträger'').

Der Übertragende Rechtsträger und der Übernehmende Rechtsträger werden zusammen als "Verschmelzende Gesellschaften'' bezeichnet.

WOBEI:

(A) Herr Theo Müller, geboren am 29. Januar 1940 in Aretsried / Fischach, mit Wohnsitz in Holzwiesstraße 49, CH 8703 Erlenbach, Schweiz („Herr Theo Müller"), alle 39.999 (neununddreißigtausendneunhundertneunundneunzig) Anteile der Klasse B von nominal je EUR 25 (fünfundzwanzig Euro) des Übertragenden Rechtsträgers hält, und die Theo Müller Group S.à r.l., eine luxemburgische Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) mit Sitz in 2b, rue Albert Borschette, L-1246 Luxembourg, einem Gesellschaftskapital von EUR 12.500 (zwölftausendfünfhundert Euro) und eingetragen im Luxemburger Handeisregister unter der Nummer B 149100 („TMG S.à r.l."), den einzigen Anteil der

Klasse A von nominal EUR 25 (fünfundzwanzig Euro) des Übertragenden Rechtsträgers halt. Die Kapitalanteile des Übertragenden Rechtsträgers sind voll eingezahlt.

(B) Herr Theo Müller, alle 100.099.998 (einhundert Millionen neunundneunzigtausendneunhundertachtundneunzig) Anteile der Klasse B von nominal je EUR 0,01 (ein Eurocent) des Übernehmenden Rechtsträgers hält, und die Unternehmensgruppe Theo Müller S.à r.l., eine luxemburgische Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) mit Sitz in 2b, rue Albert Borschette. L-1246 Luxembourg, einem Gesellschaftskapital von EUR 12.500 (zwölftausendfünfhundert Euro) und eingetragen im Luxemburger Handeisregister unter der Nummer B 163375 („UTM S.à r.l."), den einzigen Anteil der Klasse A von nominal EUR 0,01 (ein Eurocent) des Übernehmenden Rechtsträgers hält. Die Kapitalanteile des Übernehmenden Rechtsträgers sind voll eingezahlt.

(C) Im Hinblick auf die Vereinfachung der Struktur der Theo Müller Gruppe, die Verschmelzenden Gesellschaften beschlossen haben, eine Verschmelzungsprozess einzuleiten, an dessen Ende der Übernehmende Rechtsträger den Übertragenden Rechtsträger aufnehmen soll, In Übereinstimmung mit den Bestimmungen der Sektion XIV, Unterabschnitt 1 des Luxemburger Gesetzes vom 10. August 1915 über HandeisgeseNschaften, in seiner aktualisierten Fassung (das „Gesetz von 1915").

(D) Die Verschmelzenden Gesellschaften daher diesen gemeinsamen Verschmelzungspian (der..Verschmelzungspian") gemäß. Paragraph 261 ff des Gesetzes von 1915 aufgesetzt haben und beschlossen haben, diesen Verschmelzungspian ihren jeweiligen Gesellschafterversammlungen, gemäß Paragraph 263 des Gesetzes von 1915, vorzulegen.

ES WIRD FOLGENDES VEREINBART:

1. Der Übertragende Rechtsträger überträgt am Wirksamkeitsdatum der Verschmelzung (wie nachstehend definiert) sein Vermögen als Ganzes mit allen Rechten und Pflichten gemäß dem Gesetz von 1915 auf den Übernehmenden Rechtsträger (die „Verschmelzung").

2. Die Verschmelzung wird an dem Tag wirksam, an dem die Verschmelzung durch die außerordentlichen Hauptversammlungen der Verschmelzenden Gesellschaften in Übereinstimmung mit Artikel 272 des Gesetzes von 1915 genehmigt wird (das „Wirksamkeitsdatum"),

3. Aus bilanzieller Sicht findet die Übernahme des Vermögens des Übertragenden Rechtsträgers durch den Übernehmenden Rechtsträger mit Wirkung zum 1 Januar 2015 (0:00 Uhr) statt. Dies ist der bilanzielle Verschmelzungsstichtag im Sinne von Paragraph 261 (2)e) des Gesetzes von 1915 (der „Bilanzielle Verschmelzungsstichtag"). Ab dem Bilanziellen Verschmelzungsstichtag gelten alle Handlungen und Geschäfte des Übertragenden Rechtsträgers aus bilanzieller Sicht als von dem Übernehmenden Rechtsträger vorgenommen.

4. Der Übernehmende Rechtsträger übernimmt die Vermögensgegenstände des Übertragenden Rechtsträgers unter Zugrundelegung ihrer Buchwerte, wie sie sich aus der Handelsbilanz des Übertragenden Rechtsträgers zum Bilanziellen Verschmelzungsstichtag ergeben und führt diese fort.

Am Bilanziellen Verschmelzungsstichtag beträgt der Buchwert des Nettovermögens (Vermögen abzüglich der Verbindlichkeiten als Ganzes mit allen Rechten und Pflichten), das der Übertragende Rechtsträger übertragen wird, EUR 8.860.244,15 (acht Millionen achthundertsechzigtausendzweïhundertvierundvierzig Euro und fünfzehn Cent) (der „Nettowert").

5. Das Umtauschverhältnis wird auf 20.000.000 (zwanzig Millionen) B-Anteile des Übernehmenden Rechtsträgers für 40.000 (vlerzlgtausend) Anteile (unabhängig ob es sich dabei um einen A oder B Anteil handelt) des Übertragenden Rechtsträgers festgesetzt.

6. Zur Durchführung der Verschmelzung wird der Übernehmende Rechtsträger am Wirksamkeitsdatum sein Stammkapital von bislang EUR 1000.999,99 (eine Million neunhundertneunundneunzig Euro und neunundneunzig Cent) um EUR 200.000,00 (zweihunderttausend Euro) auf EUR 1.200.999,99 (eine Million zweihunderttausendneunhundertneunundneunzig Euro und neunundneunzig Cent) erhöhen, und zwar durch Bildung von 20.000.000 (zwanzig Millionen) neuen B-Anteilen mit einem Nennbetrag von je EUR 0,01 (ein Eurocent) (die „Kapitalerhöhung").

7. Die Verschmelzenden Gesellschaften haben Kenntnis, dass die TMG S.a r.l. mit Herrn Theo Müller einen Abtretungsvertrag abgeschlossen hat. Inhalt dieses Vertrages ist, dass die TMG S.à r.l. an Herrn Theo Müller alle derzeitigen und zukünftigen Rechte abtritt, die durch das Halten des Klasse A-Anteils an dem Übertragenden Rechtsträger entstehen. Dies betrifft laut Abtretungsvertrag ausdrücklich auch das Recht auf den Erhalt von Anteilen, die aus einer etwaigen Verschmelzung des Übertragenden Rechtsträgers mit einem anderen Rechtsträger hervorgehen. Die TMG S.à r.l. erhält demnach bei der Verschmelzung keine Anteile. Die Anteile, die der TMG S.à r.l. zustehen, werden ohne Durchgangserwerb der TMG S.à r.l. an Herrn Theo Müller ausgegeben.

8. Der Übernehmende Rechtsträger gewährt demnach am Wirksamkeitsdatum Herrn Theo Müller 20.000.000 (zwanzig Millionen) B-Anteile an dem Übernehmenden Rechtsträger mit einem Nennbetrag von je EUR 0,01 (ein Eurocent). Nach der Verschmelzung muss den Anteilsinhabern des Übertragenden Rechtsträgers keine Ausgleichszahlung gemacht werden.

9. Die neuen B-Anteile werden Herrn Theo Müller kostenfrei und mit Gewinnberechtigung ab dem Wirksamkeitsdatum (inklusive aller noch nicht ausgeschütteten Gewinne) gewährt. Diese neuen Anteile werden am Wirksamkeitsdatum im Anteilsregister des Übernehmenden Rechtsträgers eingetragen,

10. Die Verschmelzungsprämie (Le. Nettowert abzüglich Betrag der Kapitalerhohung) in Höhe von EUR 8.660.244,15 (acht Millionen sechshundert sechzigtausend zweihundertvierundvierzig Euro und fünfzehn Cent) wird dem variablen Kapitalkonto II des Übernehmenden Rechtsträgers zugeführt

11. Der Übernehmende Rechtsträger gewährt keine Sonderrechte oder Vorzüge aufgrund der Verschmelzung an einzelne Gesellschafter und sieht für sie keine Maßnahmen vor. Besondere Rechte, wie Anteile ohne Stimmrecht, Vorzugsgeschäftsanteile, Mehrstimmrechtsgeschäftsanteile, Sonderstimmrechte, Bestellungs- oder Entsenderechte, Vorerwerbsrechte, Schuldverschreibungen, Genussrechte oder sonstige besondere Rechte oder Vorzüge bestehen nicht beim Übertragenden Rechtsträger (außer automatisch im Rahmen des Gesetzes von 1915 was den A-Anteil (action commandité) anbelangt). Daher entfällt auch die Angabe gemäß Paragraph 261(2)f) des Gesetzes von 1915.

12. Es werden weder an Mitglieder eines Vertretungsorgans oder eines Aufsichtsorgans eines an der Verschmelzung beteiligten Rechtsträgers noch an einen Geschäftsführer, den Abschiussprüfer oder einen Verschmelzungsprüfer aufgrund der Verschmelzung besondere Vorteile gewährt; daher entfallen auch die diesbezüglichen, in Paragraph 261(2)g) des Gesetzes von 1915 vorgesehenen Angaben. Es wird jedoch bemerkt, dass Herr Theo Müller ebenfalls alleiniger Gesellschafter der UTM S.à r.l. ist.

13. Die Verschmelzenden Gesellschaften stellen, baldmöglichst nach Unterzeichnung des Verschmeizungsptans und zumindest einen Monat vor dem Datum der Gesellschafterversammlungen der Verschmelzenden Gesellschaften, die die Verschmelzung beschließen sollen, an ihrem jeweiligen Gesellschaftssitz, ihren Gesellschaftern die folgenden Dokumente gemäß Paragraph 267 des Gesetzes von 1915 zur Verfügung:

(i) Den Verschmelzungsplan; und

(ii) die Jahresabschlüsse für die Geschäftsjahre 2012, 2013 und 2014 des Übertragenden Rechtsträgers und die Jahresabschlüsse für die Geschäftsjahre 2012, 2013 und 2014 des Übernehmenden Rechtsträgers.

14. Alle Anteilsinhaber der Verschmelzenden Gesellschaften haben auf die Erstattung eines Verschmelzungsberichts durch die Geschäftsführer der Verschmelzenden Gesellschaften verzichtet, so dass gemäß Paragraph 265(3) des Gesetzes von 1915 kein Verschmelzungsbericht erforderlich ist.

15. Alle Anteilsinhaber der Verschmelzenden Gesellschaften haben auf die Erstattung von Informationen in Bezug auf wichtige Änderungen ihrer Vermögenswerte und Verbindlichkeiten zwischen dem Zeltpunkt der Errichtung des Verschmelzungsplans und dem Tag der außerordentlichen Hauptversammlungen der beteiligten Gesellschaften in Übereinstimmung mit Paragraph 265(3) des Gesetzes von 1915, verzichtet.

16. Alle Anteilsinhaber der Verschmelzenden Gesellschaften haben auf ihr Recht auf Prüfung des Verschmelzungsplans durch einen unabhängigen Wirtschaftsprüfer und auf einen Bericht des Abschlussprüfers in Übereinstimmung mit Paragraph 266(5) des Gesetzes von 1915 verzichtet.

17. Alle Anteilsinhaber der Verschmelzenden Gesellschaften an dem Übertragenden und dem Übernehmenden Rechtsträger haben auf ihr Recht auf den Erhalt von Zwischenkonten der Verschmelzenden Gesellschaften in Übereinstimmung mit Paragraph 267(1) letzter Absatz des Gesetzes von 1915 verzichtet.

18. Der Verschmelzungsplan muss für jede der Verschmelzenden Gesellschaften mindestens einen Monat vor dem Datum der Gesellschafterversammlungen der Verschmelzenden Gesellschaften, die die Verschmelzung beschließen sollen, im Amtsblatt des Großherzogtums Luxemburg (Mémorial C, Recueil des Sociétés et Associations) veröffentlicht werden.

19. Die Kosten dieser Verschmelzung trägt der Übernehmende Rechtsträger.

20. Für den Fall, dass der Verschmelzungsplan nicht von den Gesellschafterversammlungen der Verschmelzenden Gesellschaften beschlossen wird, so ist der Verschmelzungsplan als ungültig anzusehen.

21. Der Verschmelzungsplan unterliegt Luxemburger Recht. Für alle Streitigkeiten, die aus dem Verschmelzungsplan entstehen, sind ausschließlich die Gerichte der Stadt Luxemburg zuständig.

Luxemburg, den 29 Juli 2015.

Theo Müller Group S.e.c.s.

Übertragender Rechtsträger

Vertreten durch Theo Müller Group S.à r.l.

Komplementärin

Ihrerseits vertreten durch Ronald Kers / Dr. Henrik Bauwens

Unternehmensgruppe Theo Müller S.e.c.s.

Übernehmender Rechtsträger

Vertreten durch Unternehmensgruppe Theo Müller S.à r.l.

Komplementärin

Ihrerseits vertreten durch Ronald Kers / Dr. Henrik Bauwens

Référence de publication: 2015131315/140.

(150142651) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 août 2015.

Mettler Verwaltungs S.A., Société Anonyme.

Siège social: L-1220 Luxembourg, 196, rue de Beggen.

R.C.S. Luxembourg B 197.974.

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Im Jahr zweitausendfünfzehn, den neunundzwanzigsten Juni.

Vor dem unterzeichneten Notar Henri BECK, mit dem Amtssitz in Echternach (Großherzogtum Luxemburg).

Traten zu einer ausserordentlichen Generalversammlung zusammen die Aktionäre der Aktiengesellschaft Mettler Verwaltungs S.A. (die Versammlung), mit Sitz in 196, rue de Beggen, L-1220 Luxemburg, noch nicht eingetragen im Luxemburger Handels- und Gesellschaftsregister, gegründet durch Urkunde von dem unterzeichneten Notar am 17. Juni 2015, die dabei ist, im Amtsblatt Mémorial C, Recueil des sociétés et associations veröffentlicht zu werden (die „Gesellschaft“).

Die Versammlung wird eröffnet unter dem Vorsitz von Georges Simon, Rechtsanwalt, beruflich ansässig in 18-20, rue Edward Steichen, L-2540 Luxemburg.

Der Vorsitzende beruft zum Schriftführer Martin Cordes, beruflich ansässig in Johanna-Kinkel-Str. 2-4, D-53175 Bonn.

Die Versammlung wählt einstimmig zum Stimmenzähler Martin Hermanns-Couturier, beruflich ansässig in 18-20, rue Edward Steichen, L-2540 Luxemburg.

(Der Vorsitzende, der Schriftführer und der Stimmenzähler werden zusammen als Versammlungsbüro bezeichnet.)

Da somit das Versammlungsbüro zusammengesetzt wurde, ersucht der Vorsitzende den unterzeichnenden Notar Folgendes zu beurkunden:

I. Dass die Tagesordnung folgenden Wortlaut hat:

1. Verzicht auf das Einberufungsschreiben;

2. Erhöhung des Gesellschaftskapitals um tausend Euro (EUR 1000.-), um dasselbe von derzeit einunddreissigtausend Euro (EUR 31.000.-) bestehend aus einunddreissigtausend (31.000) Aktien von je einem Nennwert von einem Euro (EUR 1), auf zweiunddreissigtausend Euro (EUR 32.000.-) Euro (EUR 32.000) zu bringen, durch Schaffung und Ausgabe von tausend (1.000) neuen Aktien auf Namen mit je einem Nennwert von einem Euro (EUR 1);

3. Zeichnung und Zahlung der von der Gesellschaft in Punkt 2 beschriebenen auszugebenden Aktien durch eine Sacheinlage;

4. Änderung des Artikel 5 der Satzung der Gesellschaft um den vorangehenden Beschlüssen Rechnung zu tragen;

5. Abänderung des Aktienregisters der Gesellschaft um den vorgehenden Punkten Rechnung zu tragen und Vollmacht diesbezüglich;

6. Verschiedenes.

II. Dass die Gesellschaft gegenwärtig durch ihren Alleinaktionär (der Alleinaktionär) gehalten wird;

III. Dass, so wie es aus der Anwesenheitsliste hervorgeht, das Gesamtkapital der Gesellschaft auf der Versammlung vertreten ist, so dass die Versammlung über alle auf der Tagesordnung stehenden Punkte, über die die Beteiligten vorher informiert wurden, entscheiden kann;

IV. Sodann hat die Versammlung, nach Beratung, einstimmig folgende Beschlüsse gefasst:

Erster Beschluss

Da das gesamte Kapital auf der Versammlung vertreten ist verzichtet die Versammlung auf das Einberufungsschreiben, sieht sich als ordnungsgemäss einberufen an und erklärt, eine vollkommene Kenntnis der Tagesordnung zu haben, welche Ihm im Vorfeld mitgeteilt wurde.

Zweiter Beschluss

Die Versammlung beschliesst, das Kapital der Gesellschaft um einen Betrag von tausend Euro (EUR 1000.-) zu erhöhen, um somit das Kapital von gegenwärtig einunddreissigtausend Euro (EUR 31.000.-) auf zweiunddreissigtausend Euro (EUR 32.000.-) zu bringen, durch die Schaffung und Ausgabe von tausend (1.000) neuen Aktien auf Namen mit je einem Nennwert von einem Euro (EUR 1), die die in der Satzung der Gesellschaft vorgesehenen Rechte und Verpflichtungen haben.

Zeichnung - Einzahlung

Die Versammlung beschliesst, die vollständige Zeichnung und Einzahlung der Kapitalerhöhung durch eine Sacheinlage des Alleinaktionärs zu akzeptieren und zu protokollieren, welche Sacheinlage aus der Beteiligung des Alleinaktionärs als Komplementär an der deutschen Kommanditgesellschaft KM Mettler KG mit Sitz in Morbach/Deutschland (Geschäftsadresse: Hochwaldstraße 22, 54497 Morbach/Deutschland, eingetragen im Handelsregister A des Amtsgerichts Wittlich unter der Nummer HRA 40968) besteht, die sich auf ein Prozent (1%) des Kapitals der KM Mettler KG beläuft (die Sacheinlage). Der Wert der Sacheinlage beläuft sich auf mindestens EUR 1.000 (der Gesamteinlagewert).

Der schriftliche Bericht vom 29. Juni 2015, erstellt durch die Compagnie Européenne de Révision S.àr.l., eine luxemburgische Gesellschaft mit beschränkter Haftung, mit Sitz 15, rue des Carrefours, L-8124 Bridel (der Wirtschaftsprüfer-

bericht), gemäß Art. 32-1 Abs.5 S.2 in Verbindung mit Art. 26-1 des Gesetzes betreffend die Handelsgesellschaften vom 10. August 1915, wie abgeändert (das Gesetz) über nicht durch Barzahlung erbrachte Einlagen, wurde dem unterzeichnenden Notar vorgelegt.

Dessen Schlussfolgerung lautet wie folgt:

„Während unserer Arbeit haben wir von keinerlei Fakten Kenntnis erlangt, die uns glauben liessen, dass der Wert der Sacheinlage nicht mindestens den Wert erreicht, der mit der Anzahl und dem Nennwert der auszugebenden Aktien in Einklang steht."

Dieser Bericht bleibt gegenwärtiger Urkunde beigefügt, um mit derselben registriert zu werden.

Beweis der Existenz der Einbringung

Der Beweis über die Existenz und das Eigentum der Einbringung wurde dem unterzeichnenden Notar erbracht.

Effektive Verwirklichung der Einbringung

Der Alleinaktionär erklärt, dass

- die Sacheinlage rechtlich und vertraglich frei verfügbar ist, keinerlei Vorkaufsrecht oder anderes Recht besteht, laut welchem eine Person das Vorrecht hätte, die Sacheinlage zu erwerben, dass die Sacheinlage frei ist von Pfandrechten, Verbindlichkeiten, Garantien oder anderen Belastungen und dass kein Gerichts- oder anderes Verfahren und keine Rechte Dritter in Bezug auf die Sacheinlage bestehen;

- die Sacheinlage voll eingezahlt ist;

- er der alleinige Eigentümer vorbezeichneter Sacheinlage ist, welche er hiermit unter der aufschiebenden Bedingung der Annahme der Gesellschaft mit sofortiger Wirksamkeit auf die Gesellschaft überträgt.

Daraufhin erscheint die Gesellschaft, hier vertreten durch den Alleinaktionär als Direktor und erklärt, die Übertragung der Sacheinlage anzunehmen. Alle Formalitäten für die volle Eigentumsübertragung der Sacheinlage sind somit ausgeführt worden.

Dritter Beschluss

Die Versammlung beschliesst, Artikel 5.1 der Satzung an die Kapitalerhöhung anzupassen, so dass Artikel 5.1 den folgenden Wortlaut erhält:

Art. 5. Kapital.

5.1. Das Stammkapital der Gesellschaft beträgt zweiunddreissigtausend Euro (EUR 32.000), bestehend aus zweiunddreissigtausend (32.000) auf den Namen lautenden Gesellschaftsanteilen mit einem Nennwert von je einem Euro (EUR 1).

Vierter Beschluss

Die Versammlung beschliesst, das Aktienregister der Gesellschaft abzuändern um den vorgehenden Beschlüssen Rechnung zu tragen und beauftragt jeden berechtigten Privatangestellten der Fiduciaire EUROLUX, um für Rechnung der Gesellschaft die neu ausgegebenen Aktien ins Aktienregister der Gesellschaft einzutragen.

Da somit die Tagesordnung erschöpft ist, wird die Versammlung geschlossen.

Bescheinigung

Der unterzeichnete Notar bescheinigt, dass die Bedingungen von Artikel 26-1 des Gesetzes erfüllt sind.

Kosten

Die Kosten welche der Gesellschaft wegen der gegenwärtigen Kapitalerhöhung obliegen, werden auf ungefähr ein tausend acht hundert fünfzig Euro (EUR 1.850.-) abgeschätzt.

Diese notarielle Urkunde ist in Luxemburg am vorgenannten Datum aufgenommen worden.

Nachdem der Notar diese Urkunde laut vorlas, wurde sie von ihm und dem Versammlungsbüro sowie dem Vertreter des Alleinaktionärs unterschrieben.

Gezeichnet: G. SIMON, M. CORDES, M. HERMANNS-COUTURIER, Henri BECK.

Enregistré à Grevenmacher Actes Civils, le 1 er juillet 2015. Relation: GAC/2015/5536. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): G. SCHLINK.

FÜR GLEICHLAUTENDE AUSFERTIGUNG, auf Begehr erteilt, zwecks Hinterlegung beim Handels- und Gesellschaftsregister.

Echternach, den 6. Juli 2015.

Référence de publication: 2015112403/105.

(150120167) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 juillet 2015.

Mondiarte Asbl, Association sans but lucratif.

Siège social: L-2445 Luxembourg, 21, rue des Roses.

R.C.S. Luxembourg F 10.476.

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STATUTS

Extrait

Il résulte de l'acte notarié de Maître Cosita DELVAUX n° 1982, signé le 24 juillet 2015, la CONSTITUTION de l'Association sans but lucratif reprise ci-dessus:

I. Dénomination, Siège

Art. 1 er . L'association est dénommée «MONDIARTE ASBL».

Elle est régie par les dispositions de la loi modifiée du 21 avril 1928 sur les associations sans but lucratif telle et par les présents statuts.

Art. 2. Le siège social de l'association est établi au 21, rue des Roses, à L-2445 Luxembourg. Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg à désigner par le conseil d'administration. Toute modification du siège social doit être publiée au Mémorial.

II. Objet, Durée

Art. 3. L'association a pour objet principal, l'aide, les services et les conseils pour la promotion des beaux-arts et de la culture.

Elle aura également pour objet:

- Aide à la mise en place d'espaces muséaux pédagogiques et récréatifs pour le grand public
- Services et conseils pour le lancement et l'aide à la gestion de musées caractérisés par des approches et techniques innovantes
- Recherche de fonds pour soutenir la création, la gestion et la maintenance de nouveaux types de musées: dons, subventions, aides en nature, etc.
- Recherche d'œuvres d'art en prêt ou en don pour constituer les collections présentées dans ces nouveaux musées
- Toutes autres activités ayant pour objectif de poursuivre l'objet principal

L'ASBL réalisera son objet et ces buts de toutes manières, en collaboration avec ses membres. Elle pourra faire tous actes quelconques se rattachant directement ou indirectement, en tout ou en partie, à son objet ou pouvant en amener le développement ou en faciliter la réalisation tout en restant dans le cadre de la loi sur les associations sans but lucratif.

Elle pourra ainsi, et sans que cette liste ne soit exhaustive, acquérir, mettre en location tous les biens meubles et immeubles utiles et mettre en œuvre tous les moyens humains, techniques et financiers nécessaires. Elle peut notamment prêter son concours et s'intéresser à des activités similaires à son objet. Elle pourra établir des liaisons adéquates avec d'autres associations. Le Conseil d'Administration a qualité pour interpréter la nature et l'étendue de l'objet de l'Association. Elle peut étendre son action au niveau international.

Art. 4. L'association est constituée pour une durée illimitée. Elle peut en tout temps être dissoute anticipativement dans les conditions requises pour la modification des statuts.

III. Membres, Adhésion; Démission; Exclusion

Art. 5. Peuvent seuls acquérir la qualité de membre, les personnes physiques ou morales intéressées par l'objet de l'association.

Art. 6. L'association est composée de membres effectifs et de membres adhérents. Le nombre de membres de l'association n'est pas limité. Le nombre minimum de membres effectifs est fixé à trois. Sont membres effectifs les membres fondateurs ci-dessus mentionnés ainsi que toute personne qui sera nommée par l'assemblée générale sur proposition du conseil d'administration réunissant les trois quart des voies présentes. Les autres seront les membres adhérents. Pour être proposé comme nouveau membre effectif, le candidat devra être présenté par le conseil d'administration. Lors de la réunion du conseil d'administration portant sur ce point, le président du conseil d'administration, devra impérativement marquer son accord sur la proposition. En cas de parité des voix au sein du conseil d'administration, la voix du président sera prépondérante.

Art. 7. Est membre effectif ou adhérent, toute personne remplissant les conditions prévues aux articles 5 et 6, et nommée en cette qualité par l'assemblée générale sur proposition du conseil d'administration. Le conseil d'administration ne doit pas justifier sa proposition et l'assemblée ne doit pas justifier son refus sur l'agréation des nouveaux membres. Seuls les membres effectifs ont une voie délibérative. Les membres adhérents n'ont pas de voix délibérative.

L'acquisition de la qualité de membre emporte l'adhésion sans réserve aux présents statuts et règlements d'ordre intérieur arrêtés ou à arrêter par l'association.

Art. 8. Tout membre effectif ou adhérent peut, à tout moment, démissionner de l'association. Le membre effectif démissionnaire adressera sa décision par écrit au conseil d'administration. Est réputé démissionnaire, le membre effectif ou adhérent qui ne paie pas la cotisation qui lui incombe, dans les deux mois du renouvellement des cotisations.

Les membres peuvent être exclus par décision de l'assemblée générale, l'exclusion d'un membre ne peut être prononcée par l'assemblée générale qu'à la majorité des deux tiers des voix.

Le membre démissionnaire, exclu ainsi que les héritiers ou les ayants droit d'un membre décédé ne peuvent prétendre à aucun remboursement de cotisation ni à aucun droit quelconque sur le fonds social. Ils ne peuvent réclamer ou requérir, ni relevé, ni reddition de comptes, ni l'apposition de scellés sur les biens de l'association, ni inventaire.

IV. Cotisations, Ressources

Art. 9. Les ressources de l'association sont constituées par:

- le montant des droits d'inscription et des cotisations payées par les membres et associés;
- les libéralités dont elle ferait l'objet, conformément aux dispositions légales en vigueur;
- les revenus de ses biens et les sommes perçues à l'occasion des services qu'elle peut rendre;
- les subventions qui pourraient lui être accordées par toute collectivité privée, publique ou par l'Etat;
- toutes autres ressources légalement autorisées.

Art. 10. La cotisation annuelle est fixée chaque année par l'assemblée générale sur proposition du conseil d'administration dans le règlement d'ordre intérieur, avec un maximum de mille Euros (EUR 1.000,-), la cotisation redue par les membres effectifs étant fixée à cinquante Euros (EUR 50,-).

V. Administration, Gestion journalière

Art. 11. L'association est administrée par un conseil d'administration composé de trois membres au moins et de six au plus, nommés par l'assemblée générale parmi ses membres pour la durée qu'elle détermine et, en tout temps, révocables par elle.

En cas de vacance au cours d'un mandat, un administrateur provisoire peut être nommé par le conseil d'administration. Il achève dans ce cas, le mandat de l'administrateur qu'il remplace. Les administrateurs sortants sont rééligibles.

Le mandat des administrateurs est gratuit, sans préjudice du droit d'obtenir le remboursement des dépenses exposées pour le compte de l'association.

Art. 12. Le conseil choisit parmi ses membres un président, éventuellement un vice-président, un secrétaire et un trésorier. En cas d'empêchement du président, ses fonctions sont assumées par le vice-président. Le conseil peut s'adjoindre soit temporairement, soit définitivement des personnes même non-membres qu'il charge d'une mission spéciale. Ces personnes n'ont toutefois qu'une voix consultative aux réunions du conseil où seuls les administrateurs sont habilités à voter.

Art. 13. Le conseil d'administration se réunit sur convocation du président et/ou du secrétaire aussi souvent que l'intérêt de l'association l'exige. Le président doit convoquer le conseil s'il en est requis par deux administrateurs au moins.

Art. 14. Le conseil d'administration ne peut statuer que si sont présents ou représentés, 1) le président et/ou le vice-président 2) la moitié au moins de ses membres. Chaque administrateur peut donner mandat à l'un de ses collègues, par n'import quel moyen de communication écrit, pour le représenter à la réunion du conseil. Chaque membre présent ne pourra représenter qu'un seul autre membre. Les décisions se prennent à la majorité des membres présents. En cas de parité, la voix du président ou de son remplaçant est prépondérante.

Art. 15. Le conseil d'administration gère les affaires de l'association et a les pouvoirs les plus étendus pour accomplir tous les actes utiles à la réalisation de l'objet social, sous les seules réserves prévues par la loi et les présents statuts. Le conseil d'administration représente l'association dans tous les actes judiciaires ou extrajudiciaires. Il peut transiger et compromettre. Le conseil d'administration peut notamment faire et recevoir tous les paiements et en exiger ou donner quittance; faire et recevoir tous dépôts; acquérir, échanger ou aliéner tous biens meubles et immeubles, prendre et céder à bail, même pour plus de neuf ans, de tels biens; accepter, recevoir tous subsides et subventions privés ou officiels; accepter ou recevoir tous legs ou toutes donations; consentir toutes conventions; contracter tous emprunts, avec ou sans garantie; hypothéquer le immeubles sociaux; contracter ou effectuer tous prêts et avances; renoncer à tous droits; ainsi qu'à toutes garanties réelles ou personnelles; donner mainlevée, même sans paiement, de toutes inscriptions privilégiées ou hypothécaires, de toutes saisies.

Le conseil d'administration nomme tous les agents, employés et membres du personnel de l'association, fixe leur rémunération et les révoque.

Art. 16. Le conseil d'administration peut déléguer la gestion journalière de l'association, avec l'usage de la signature afférente à cette gestion, à un administrateur-délégué choisi parmi ses membres dont il fixe les pouvoirs.

- La (les) personne(s) déléguée(s) à la gestion journalière peuvent être rémunérée(s). Le montant de sa (leur) rémunération sera fixé par le conseil en l'absence de l'intéressé.

- Le Président du conseil assumera la fonction d'administrateur délégué à la gestion journalière aussi longtemps que le conseil le décidera et qu'une autre personne, administrateur ou non, n'aura pas été désignée à cette fonction. Dans ce cas,

le conseil décidera du titre à donner à la personne désignée comme responsable de la gestion journalière (Directeur, Directeur Général, Responsable, etc.).

Art. 17. Pour tous les actes autres que la gestion journalière, déléguée par le conseil d'administration, l'association est valablement engagée à l'égard des tiers sous la signature conjointe de deux administrateurs dont celle du président du conseil.

Art. 18. Les administrateurs ne contractent, en raison de leurs fonctions, aucune obligation personnelle et ne sont responsables que de l'exécution de leur mandat.

VI. Assemblée générale

Art. 19. L'assemblée générale est composée de tous les membres. Les membres effectifs ont une voix délibérative. Les membres adhérents ont le droit d'y assister avec voix consultative, mais n'y ont pas de droit de vote. En cas de parité des voix, la voix du président est prépondérante. L'assemblée générale des membres a les pouvoirs qui sont déterminés par la loi et les présents statuts.

1. les modifications aux statuts sociaux
2. la nomination et la révocation des administrateurs
3. l'approbation du budget et des comptes annuels
4. la dissolution volontaire de l'association
5. l'exclusion des membres (article 8)
6. la fixation de la cotisation annuelle
7. la fixation des émoluments des éventuels délégués à la gestion journalière, mandataires spéciaux, commissaires
8. toutes autres décisions qui lui sont réservées par la loi et les statuts.

Art. 20. Il doit être tenue au moins une assemblée générale par an, dans le courant du deuxième semestre de l'année civile.

Une assemblée générale extraordinaire peut, à tout moment, être convoquée par le conseil d'administration ou à la requête d'un cinquième des membres au moins, de façon à ce qu'elle soit tenue dans un délai de six semaines à compter de la demande.

L'assemblée générale est convoquée par le conseil d'administration, par lettre missive, fax ou par voie électronique adressée à chaque membre, au moins dix jours avant l'assemblée et indiquant l'ordre du jour. Chaque réunion se tiendra aux jour, heure et lieu mentionnées dans la convocation.

En cas d'urgence, le conseil convoquera les membres par tout moyen de communication adapté vu les circonstances: simple lettre circulaire, courrier électronique, télécopie, au moins 3 jours avant l'assemblée. Cette convocation contiendra ou indiquera également l'ordre du jour.

Art. 21. L'assemblée générale est présidée par le président du conseil d'administration ou, à défaut, par le vice-président ou un administrateur désigné par ses collègues. Le bureau est composé du président, du secrétaire et d'un scrutateur.

Art. 22. Chaque membre a le droit d'assister à l'assemblée. Il peut se faire représenter par un mandataire devant lui-même être membre de l'association. Chaque membre présent ne peut représenter qu'un seul autre membre.

Tous les membres effectifs ont un droit de vote égal, chacun disposant d'une voix.

Art. 23. Sauf dans les cas où la loi ou les statuts en disposent autrement, l'assemblée générale est composée valablement quelque soit le nombre des membres présents ou représentés, et les décisions sont prises à la majorité simple des voix. L'assemblée générale ne peut délibérer sur la dissolution de l'association ou la modification des statuts que conformément aux dispositions des articles 8 et 20 de la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif reproduits ci-après.

« **Art. 8 de la loi.** L'assemblée générale ne peut valablement délibérer sur les modifications aux statuts que si l'objet de celles-ci est spécialement indiqué dans la convocation, et si l'assemblée réunit les deux tiers des membres. Aucune modification ne peut être adoptée qu'à la majorité des deux tiers des voix.

Si les deux tiers des membres ne sont pas présents ou représentés à la première réunion, il peut être convoqué une seconde réunion qui pourra délibérer quel que soit le nombre des membres présents; mais, dans ce cas, la décision sera soumise à l'homologation du tribunal civil. Toutefois, si la modification porte sur l'un des objets en vue desquels l'association s'est constituée, les règles qui précèdent sont modifiées comme suit:

a) la seconde assemblée ne sera valablement constituée que si la moitié au moins de ses membres sont présents ou représentés;

b) la décision n'est admise, dans l'une ou dans l'autre assemblée, que si elle est votée à la majorité des trois quarts des voix;

c) si, dans la seconde assemblée, les deux tiers des associés ne sont pas présents ou représentés, la décision devra être homologuée par le tribunal civil.»

« **Art. 20 de la loi.** L'assemblée générale ne peut prononcer la dissolution de l'association qui si les deux tiers de ses membres sont présents. Si cette condition n'est pas remplie, il pourra être convoqué une seconde réunion qui délibérera valablement quel que soit le nombre des membres présents. La dissolution ne sera admise que si elle est votée à la majorité des deux tiers des membres présents.

Toute décision qui prononce la dissolution, prise par une assemblée ne réunissant pas les deux tiers des membres de l'association, est soumise à l'homologation du tribunal civil.»

Art. 24. Les décisions de l'assemblée générale sont constatées par des procès-verbaux signés par le président et un administrateur qui y auront pris part. Ces procès-verbaux sont consignés dans un registre spécial. Les membres peuvent consulter ce registre au siège de l'association, sans déplacement du registre. Tout associé ou tiers justifiant d'un intérêt peut demander des extraits signés par deux administrateurs au moins.

Art. 25. Sur proposition du conseil d'administration, l'assemblée générale peut adopter ou modifier un ou plusieurs règlements d'ordre intérieur, à la majorité simple des voix.

VII. Comptes annuels, Budget

Art. 26. L'exercice social commence le premier janvier et se termine le trente et un décembre. Le premier exercice prend cours ce jour et se terminera le trente et un décembre deux-mil seize.

Les livres et les comptes sont clôturés à l'expiration de l'exercice social.

Le conseil d'administration arrête l'inventaire, le compte de résultat et le bilan. Il établit le budget de l'année suivante.

Le compte de résultat, le bilan et le budget sont soumis à l'assemblée générale annuelle.

Les membres peuvent en prendre connaissance, huit (8) jours au moins avant l'assemblée au siège de l'association et en prendre copie à leurs frais.

VIII. Dissolution, Liquidation

Art. 27. En cas de dissolution volontaire ou judiciaire de l'association, l'affectation de son patrimoine, après désintéressement de ses créanciers éventuels, est décidée par l'assemblée générale. Ce patrimoine est transféré à un organisme de droit ou de fait, poursuivant un but aussi proche que possible que celui de l'association tant au Grand-Duché de Luxembourg qu'à l'étranger.

Ces décisions ainsi que les noms, profession et adresse du ou des liquidateurs seront publiés au Mémorial.

IX. Dispositions diverses

Art. 28. Le cas échéant, l'assemblée générale désignera un commissaire chargé de vérifier les comptes de l'association et de lui présenter un rapport annuel. Elle fixera la durée de ses fonctions.

Art. 29. Tout ce qui n'est pas expressément prévu par les présents statuts est réglé par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

Art. 30. Toute modification aux statuts doit être publiée au Mémorial. Il en est de même de toute nomination, démission ou révocation d'administrateur.

Signé: E. NOULET, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 28 juillet 2015. Relation: 1LAC/2015/23814. Reçu douze euros (12,00 €).

Le Receveur (signé): P. MOLLING.

POUR EXTRAIT SINCERE, délivré aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de la publication au Mémorial C, Recueil des Sociétés et Associations.

Luxembourg, le 3 août 2015. Me Cosita DELVAUX.

Référence de publication: 2015133131/204.

(150144224) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 août 2015.

F.M.L. SA, Société Anonyme.

Siège social: L-5447 Schwebsingen, 111, route du Vin.

R.C.S. Luxembourg B 161.090.

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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: 2015089547/10.

(150102371) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2015.

Ecotec s.à r.l., Société à responsabilité limitée.

Siège social: L-4984 Sanem, Zone Industrielle Paafewee.

R.C.S. Luxembourg B 47.370.

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

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

Windhof, le 12/06/2015.

Référence de publication: 2015088830/10.

(150101711) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2015.

Noramco Asset Management S.A., Société Anonyme.

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

R.C.S. Luxembourg B 75.766.

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Der Jahresabschluss vom 31. Dezember 2014 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Für NORAMCO Asset Management S.A.

DZ PRIVATBANK S.A.

Référence de publication: 2015079734/11.

(150090447) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Rational Asset Management, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 197.805.

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RECTIFICATIF

(Dépôt complémentaire au dépôt L150107803 déposé le 22 juin 2015)

IN THE YEAR TWO THOUSAND AND FIFTEEN, ON THE TWENTY-FOURTH DAY OF JULY.

Before Us, Maître Cosita Delvaux, notary residing in Luxembourg (Grand Duchy of Luxembourg).

There appeared:

Mrs Chantal LECLERC, Senior Officer-Fund Legal, residing professionally in Howald,

acting in her capacity as

proxyholder of "RAM Rational Asset Management AB", with its registered office at Box 1744, 111 87 Stockholm, Sweden,

by virtue of a proxy delivered to her under private seal in Stockholm on 1 st June 2015,

which proxy remained attached to the incorporation deed (the "Incorporation Deed") received on 12 June 2015 by the undersigned notary of "Rational Asset Management", a société anonyme qualified as société d'investissement à capital variable, having its registered office at 4, rue Peternelchen, L-2370 Howald and registered with the Registre de Commerce et des Sociétés de Luxembourg under number B 197.805 (hereafter the "Company"), and as

1. appearing person requested the undersigned notary to document the Incorporation Deed on 12 June 2015.

Such appearing person, acting in the above stated capacity, has requested Us, the undersigned notary, to document the following declarations and statements:

- that the Incorporation Deed was recorded with Luxembourg Actes Civils 1, on 15 June 2015, Relation: 1LAC/2015/18516, filled with the R.C.S. Luxembourg on 22 June 2015, filling reference: L150107803, published in the Mémorial C, Recueil des Sociétés et Associations number 1581 dated 26 June 2015;

- that an error was made in the name of the founder of the Company, so that "RAM One AB" was wrongly indicated as the sole founding shareholder of the Company instead of "RAM Rational Asset Management AB", above named, and that in so far as necessary "RAM Rational Asset Management AB" declares to be the sole shareholder and founder of the Company;

- that "RAM Rational Asset Management AB", above named, declares, with effect as of 12 June 2015, to adopt and ratify integrally the by-laws of the Company, to subscribe to all the three hundred ten (310) shares representing the entire share capital of the Company fixed at thirty-one thousand Euro (EUR 31,000.-) which it fully paid up by contribution in cash at the moment of incorporation, as well as to ratify the transitory dispositions and all the resolutions taken pursuant to the incorporation of the Company, documented by the undersigned notary in the Incorporation Deed as follows:

" **Art. 1.** There exists among the subscribers and all those who may become holders of shares a company in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of "RATIONAL ASSET MANAGEMENT" (the "Company").

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

Art. 3. The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments, and other permitted assets referred to in Part I of the law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time (the "2010 Law"), including shares or units of other undertakings for collective investment, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the 2010 Law.

Art. 4. The registered office of the Company is established in Howald (municipality of Hesperange), in the Grand Duchy of Luxembourg. Wholly-owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors of the Company (the "Board").

If and to the extent permitted by law, the Board may decide to transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg.

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

Art. 5. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Company as defined in Article twenty-three hereof.

The minimum capital of the Company shall be the minimum capital required by the 2010 Law and must be reached within six months after the date on which the Company has been authorised as an undertaking for collective investment in transferable securities under the 2010 Law.

The initial capital is thirty-one thousand Euro (31,000.- EUR) divided into three hundred and ten (310) fully paid up shares of no par value.

The Board is authorised without limitation to issue further partly or fully paid shares at any time in accordance with the procedures and subject to the terms and conditions determined by the Board and disclosed in the sales documents, without reserving to the existing shareholders a preferential right to subscription of the shares to be issued.

Unless otherwise decided by the Board in accordance with and disclosed in the sales documents, the issue price shall be based on the net asset value (the "Net Asset Value") per share as determined in accordance with the provisions of Article twenty-three hereof plus a sales charge, if any, as the sales documents may provide.

The Board may delegate to any duly authorised director of the Company (the "Director(s)") or officer of the Company or to any other duly authorised person, the duty of accepting subscriptions and/or delivering and receiving payment for such new shares, remaining always within the limits imposed by the 2010 Law.

Shares may, as the Board shall determine, be of different compartments and the proceeds of the issue of each compartment shall be invested pursuant to Article three hereof in transferable securities, money market instruments or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, or with such other specific features as the Board shall from time to time determine in respect of each compartment.

The Company shall be an umbrella fund within the meaning of article 133(1) of the 2010 Law.

Within each such compartment (having a specific investment policy), the Board may decide to create one or more classes of shares having specific sale, redemption or distribution charges (a "sales charge system") and specific income distribution policies or any other features may be created as the Board may from time to time determine and as disclosed in the sales documents. For the purpose of these Articles, any reference hereinafter to "compartment" shall also mean a reference to "class of shares" unless the context otherwise requires.

The different compartments may be denominated in different currencies to be determined by the Board provided that for the purpose of determining the capital of the Company, the net assets attributable to each compartment shall, if not expressed in Euro, be converted into Euro and the capital shall be the total of the net assets of all the compartments.

Under Luxembourg laws and regulations, the Board may, at any time it deems appropriate and to the largest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company, (i) create any compartment qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing compartment into a feeder UCITS compartment or (iii) change the master UCITS of any of its feeder UCITS compartments.

The Board may, subject to regulatory approval, decide to proceed with the compulsory redemption of a compartment, its liquidation or its contribution into another compartment, if the Net Asset Value of the shares of such compartment falls below the amount of Euro 20 million or its equivalent in another currency, or such other amount as may be determined by the Board in the light of the economic or political situation relating to the compartment concerned, or if any economic or political situation would constitute a compelling reason for such redemption, or if required by the interests of the shareholders of the relevant compartment.

The decision of the compulsory redemption, liquidation or the contribution to another compartment will be published by the Company one calendar month prior to the effective date of the redemption, and the publication will indicate the reasons for, and the procedures of, such redemption or contribution and, in this latter case, will contain information on the new compartment. Unless the Board otherwise decides in the interests of, or to keep equal treatment between the shareholders of the compartment concerned may continue to request redemption or conversion of their shares subject to the charges as provided for in the sales documents of the Company.

For the purposes of this article, the term UCITS also refers to a sub-fund of a UCITS.

In the event that for any reason the value of the total net assets in any sub-fund or the value of the net assets of any class of shares within a sub-fund has decreased to, or has not reached, an amount determined by the Board to be the minimum level for such sub-fund, or such class of shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, or if required in the interest of the Shareholders of any sub-fund, the Board may decide to merge the assets of any sub-fund or class of shares to those of another sub-fund or class of shares within the Company or to another UCITS and to redesignate the shares of the class or classes concerned as shares of another class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders).

Any merger between sub-funds, classes of shares or between a sub-fund or the Company and another UCITS and the effective date shall be decided by the Board except for any merger where the Company would cease to exist, in the latter case the effective date of the merger must be decided by a general meeting of shareholders of the Company acting under the same majority and quorum requirements as are required to amend the articles of incorporation.

In the case required by the Law, the Company shall entrust either an authorised auditor or, as the case may be, an independent auditor to perform the necessary validations prescribed by the Law.

Practical terms of mergers will be performed and will have the effect in accordance with the prospectus of the Company and Chapter 8 of the Law.

Information on the merger shall be made available to the investors of the merging and/or receiving UCITS on the management company's website and, as the case may be, in all other forms prescribed by laws or related regulations of the countries, where the relevant shares are sold.

Art. 6. The Board may decide to issue shares in registered form or in dematerialised form with no par value. The Company shall consider the person in whose name the shares are registered in the register of shareholders (the "Register of Shareholders"), as full owner of the shares. The Company shall be entitled to consider any right, interest or claim of any other person in or upon such shares to be non-existing, provided that the foregoing shall deprive no person of any right which he might properly have to request a change in the registration of his shares.

The issue of dematerialized securities of the same kind are recorded with a single clearing house or single central account holder.

The Company shall decide whether share certificates shall be delivered to the shareholders and under which conditions or whether the shareholders shall receive a written confirmation of their shareholding. Share certificates, if applicable, shall be signed by two Directors and an official duly authorised by the Board for such purpose. Signatures of the Directors may be either manual, or printed, or by facsimile. The signature of the authorised official shall be manual. The Company may issue temporary share certificates in such form as the Board may from time to time determine.

Shares shall be issued only upon acceptance of the subscription. The Board is authorised to determine the conditions of any such issue and to make any such issue, subject to payment at the time of issue of the shares. The subscriber will, without undue delay, obtain delivery of definitive share certificates or, subject as aforesaid, a confirmation of his shareholding. The Board may reject subscription requests in whole or in part at its full discretion.

Payments of dividends will be made to shareholders, in respect of registered shares, by bank transfer or by cheque mailed at their mandated addresses in the Register of Shareholders or to such other address as given to the Board in writing.

A dividend declared but not claimed on a share within a period of five years from the payment notice given thereof, cannot thereafter be claimed by the holder of such share and shall be forfeited and revert to the Company. No interest will be paid or dividends declared pending their collection.

All issued shares of the Company shall be inscribed in the Register of Shareholders, which shall be kept by the Company or by one or more persons designated therefore by the Company and such Register shall contain the name of each holder of registered shares, his residence or elected domicile so far as notified to the Company and the number and class of shares held by him. Every transfer of a share shall be entered in the Register of Shareholders upon payment of such customary fee as shall have been approved by the Board for registering any other document relating to or affecting the title to any share.

Shares, when fully paid, shall be free from any lien in favour of the Company.

Transfer of shares shall be effected by inscription of the transfer to be made by the Company upon delivery of the certificate or certificates, if any, representing such shares, to the Company along with other instruments of transfer satisfactory to the Company.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the Register of Shareholders. In the event of joint holders of shares, only one address will be inserted and any notices will be sent to that address only. In the event that such shareholder does not provide such address, or such notices and announcements are returned as undeliverable to such address, the Company may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his address as entered in the Register of Shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

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

The Company will recognise only one holder in respect of a share in the Company. In the event of joint ownership the Company may suspend the exercise of any right deriving from the relevant share or shares until one person shall have been designated to represent the joint owners vis-à-vis the Company.

In the case of joint shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

Art. 7. The Board may restrict or prevent the ownership of shares in the Company. Furthermore, the Company's shares may not be offered, issued or transferred to any person that would qualify as a Prohibited Person as defined below.

"Prohibited Person" means any person, firm or corporate entity, determined in the sole discretion of the Company, as being not entitled to subscribe to or hold shares:

1. if in the opinion of the Company such holding may be harmful/damaging to the Company;

2. if it may result in a breach of any law or regulation, whether Luxembourg or foreign;

3. if as a result thereof the Company or the Management Company may become exposed to disadvantages of a tax, legal or financial nature that it would not have otherwise incurred; or

4. if such person would not comply with the eligibility criteria for units (e.g. in relation to "US Persons").

For such purposes the Company may:

(a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registration or transfer would or might result in beneficial ownership of such share by a person who is a Prohibited Person or who is precluded from holding such shares or might result in beneficial ownership of such shares by any person who is a national of, or who is resident or domiciled in a specific country determined by the Management Company/the Company exceeding the maximum percentage fixed by the Management Company/Company of the Company's capital which can be held by such persons (the "maximum percentage") or might entail that the number of such persons who are shareholders of the Company exceeds a number fixed by the Management Company/the Company (the "maximum number");

(b) at any time require any person whose name is entered in, or any person seeking to register the transfer of units on the register of shareholders to provide it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests or will rest in a Prohibited Person or a US Person/Specified US Person or a person who is a national of, or who is resident or domiciled in such other country determined by the Management Company/the Company;

(c) where it appears that a holder of shares of a class restricted to institutional investors (within the meaning of the Luxembourg law) is not an institutional investor, the Company will either redeem the relevant shares or convert such shares into shares of a class which is not restricted to institutional investors (provided there exists such a class with similar characteristics) and notify the relevant shareholder of such conversion;

(d) where it appears to the Management Company/the Company that any person who is a Prohibited Person, including (but not limited to) a US Person or Specified US Person or who is a national of, or who is resident or domiciled in any such country determined by the Management Company/the Company, either alone or in conjunction with any other person is a beneficial owner of shares or holds shares in excess of the maximum percentage or would entail that the maximum number or maximum percentage would be exceeded or has produced forged certificates and guarantees or has omitted to produce the certificates or guarantees determined by Management Company/the Company, compulsorily redeem from any such Shareholder all or part of shares held by such shareholder in the following manner:

(i) The Management Company/the Company shall serve a notice (hereinafter called the "redemption notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the redemption price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a

prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver without undue delay to the Company the confirmation of shareholding representing the shares specified in the redemption notice. Immediately after the close of business on the date specified in the redemption notice, such shareholder shall cease to be a shareholder and the shares previously held or owned by him shall be cancelled.

(ii) The price at which the shares specified in any redemption notice shall be redeemed (hereinafter referred to as "the redemption price") shall be the redemption price defined in Article 8 hereof.

(iii) Payment of the redemption price will be made to the owner of such shares in the currency in which the net asset value of the shares of the class concerned is determined except in periods of exchange restrictions and the redemption price will be deposited with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such owner upon surrender of the confirmation of shareholding, specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the Shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective surrender of the confirmation of shareholding, as aforesaid.

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

(e) decline to accept the vote of any person who is precluded from holding shares in the Company at any meeting of shareholders of the Company.

The Company has not been and will not be registered under the United States Investment Company Act of 1940 as amended (the "Investment Company Act"). The shares of the Company have not been and will not be registered under the United States Securities Act of 1933 as amended (the "Securities Act") or under the securities laws of any state of the US and such shares may be offered, sold or otherwise transferred only in compliance with the Securities Act of 1933 and such state or other securities laws. The shares of the Company may not be offered or sold within the US or to or for the account, of any US Person. For these purposes, US Person is as defined in Rule 902 of Regulation S under the Securities Act.

Rule 902 of Regulation S under the Securities Act defines "US Person" to include inter alia any natural person resident of the United States and with regards to investors other than individuals, (i) a corporation or partnership organised or incorporated under the laws of the US or any state thereof; (ii) a trust (a) of which any trustee is a US Person except if such trustee is a professional fiduciary and a co-trustee who is not a US Person has sole or shared investment discretion with regard to trust assets and no beneficiary of the trust (and no settlor if the trust is revocable) is a US Person or (b) where a court is able to exercise primary jurisdiction over the trust and one or more US fiduciaries have the authority to control all substantial decisions of the trust and (iii) an estate (a) which is subject to US tax on its worldwide income from all sources; or (b) for which any US Person is executor or administrator except if an executor or administrator of the estate who is not a US Person has sole or shared investment discretion with regard to the assets of the estate and the estate is governed by foreign law.

The term "US Person" also means any entity organised principally for passive investment (such as a commodity pool, Investment Company or other similar entity) that was formed:

(a) for the purpose of facilitating investment by a US Person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations promulgated by the United States Commodity Futures Trading Commission by virtue of its participants being non-US Persons or (b) by US Persons principally for the purpose of investing in securities not registered under the Securities Act, unless it is formed and owned by "accredited investors" (as defined in Rule 501 (a) under the Securities Act) who are not natural persons, estates or trusts.

Applicants for the subscription to shares will be required to certify that they are not US Persons and might be requested to prove that they are not Prohibited Persons.

The Company can furthermore reject an application for subscription at any time at its discretion, or temporarily limit, suspend or completely discontinue the issue of shares, in as far as this is deemed to be necessary in the interests of the existing shareholders as an entirety, to protect the Company in the interests of the investment policy or in the case of endangering specific investment objectives of the Company.

The Board may, from time to time, amend or clarify the aforesaid meaning.

Art. 8. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all shareholders of the Company regardless of the compartment held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 9. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the first Wednesday of April of each year at 11.00 a.m. If such day is not a bank business day in Luxembourg, the annual

general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board, exceptional circumstances so require.

Other meetings of shareholders or of holders of shares of any specific compartment or class may be held at such place and time as may be specified in the respective notices of meeting.

Art. 10. The quorum and notice periods required by law shall govern the conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may provide that the quorum and the majority at this general meeting shall be determined according to the shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date"). The right of a shareholder to attend a general meeting of shareholders and to exercise the voting rights attaching to his/its/her shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

Each share of whatever compartment and regardless of the Net Asset Value per share within the compartment, is entitled to one vote, subject to the limitations imposed by these Articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing, by telegram, telex, telefax or any other electronic means capable of evidencing such proxy. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes in relation to shares represented at the meeting but in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote. A corporation may execute a proxy under the hand of a duly authorised officer.

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

Art. 11. Shareholders will meet upon call by the Board pursuant to notice setting forth the agenda sent at least 8 days prior to the meeting to each shareholder at the shareholder's address in the Register of Shareholders.

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

Art. 12. The Company shall be managed by a Board composed of not less than three members; members of the Board need not be shareholders of the Company.

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

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

Art. 13. The Board will choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It shall also choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board and of the shareholders. The Board shall meet upon call by any two Directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of shareholders and of the Board, but in his absence the shareholders or the Board may appoint any person as chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any meeting of the Board shall be given to all Directors at least 24 hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by cable, telex, telefax or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

Any Director may act at any meeting of the Board by appointing in writing or by any electronic means capable of evidencing such appointment, another Director as his proxy. Any Director may attend a meeting of the Board using tele-conference or video conference means. For the calculation of quorum and majority, the Directors participating at the meeting of the Board by video conference or by any other telecommunication means permitting their identification may be deemed to be present. Such means shall satisfy technical characteristics which ensure an effective participation at the meeting of the Board whose deliberations should be online without interruption. Such meeting held at distance by way of such communication means shall be deemed to have taken place at the registered office of the Company. Directors may also cast their vote in writing or by cable, telex, telefax message or any other electronic means capable of evidencing such vote.

The Directors may only act at duly convened meetings of the Board. Directors may not bind the Company by their individual acts, except as specifically permitted by resolution of the Board.

The Board can deliberate or act validly only if at least a majority of the Directors are present or represented by another Director as proxy at a meeting of the Board. Decision shall be taken by a majority of the votes of the Directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman of the meeting shall have a casting vote.

Resolutions of the Board may also be passed in the form of a consent resolution in identical terms in the form of one or several documents in writing signed by all the Directors or by telex, cable, telefax message or by telephone provided in such latter event such vote is confirmed in writing.

The Board from time to time may appoint the officers of the Company, including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operations and management of the Company. Any such appointment may be revoked at any time by the Board. Officers need not be Directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in these Articles, shall have the powers and duties given them by the Board.

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

Art. 14. The minutes of any meeting of the Board shall be signed by the chairman pro tempore who presided at such meeting.

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

Art. 15. The Board shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of the management and business affairs of the Company.

The Board shall also determine any restrictions which shall from time to time be applicable to the investments of the Company, in accordance with Part I of the 2010 Law.

Any compartment may, to the widest extent permitted by and under the conditions set forth in Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company, subscribe, acquire and/or hold shares to be issued or issued by one or more compartment(s) of the Company. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to these shares are suspended for as long as they are held by the compartment concerned. In addition and for as long as these shares are held by a compartment, 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 2010 Law.

The Board may decide that investments of the Company be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the 2010 Law, (ii) in transferable securities and money market instruments dealt in on another market in a Member State of the European Union which is regulated, operates regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing in Eastern and Western Europe, Africa, the American continents, Asia, Australia and Oceania, or dealt in on another market in the countries referred to above, provided that such market is regulated, operates regularly and is recognised and open to the public, (iv) in recently issued transferable securities and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of the issue, as well as (v) in any other securities, instruments or other assets within the restrictions as shall be set forth by the Board in compliance with applicable laws and regulations and disclosed in the sales documents of the Company.

The Board of the Company may decide to invest up to one hundred per cent of the total net assets of each compartment of the Company in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Company, or public international bodies of which one or more of such Member States of the European Union are members, or by any G20 member or Singapore, provided that in the case where the Company decides to make use of this provision it must hold, on behalf of the compartment concerned, securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of such compartment's total net assets.

The Board may decide that investments of the Company be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the 2010 Law and/or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments covered by Article 41 (1) of the 2010 Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as disclosed in its sales documents.

The Board may decide that investments of a compartment be made with the aim to replicate a certain stock or bond index provided that the relevant index is recognised by the Luxembourg supervisory authority on the basis that it is sufficiently diversified, represents an adequate benchmark for the market to which it refers and is published in an appropriate manner.

The Company will not invest more than a certain percentage (as disclosed in the sales documents of the Company) of the net assets of any compartment in undertakings for collective investment as defined in article 41 (1) (e) of the 2010 Law.

Art. 16. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm. Any Director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business, shall not, by reason of such connection and/or relationship with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, such Director or officer shall make known to the Board such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving the Company or any subsidiary or affiliate thereof, or such other company or entity as may from time to time be determined by the Board at its discretion, unless such "personal interest" is considered to be a conflicting interest by applicable laws and regulations.

Art. 17. The Company may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified. Such person shall be indemnified in all circumstances except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which he may be entitled.

Art. 18. The Company will be bound by the joint signature of any two Directors or by the joint or single signature(s) of any other person(s) to whom such authority has been delegated by the Board.

Art. 19. The Company shall appoint a réviseur d'entreprises agréé who shall carry out the duties prescribed by the 2010 Law. The auditor shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until its successor is elected.

Art. 20. As is more specifically prescribed herein below the Company has the power to redeem its own shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his shares by the Company. Any redemption request must be filed by such shareholder in written form, subject to the conditions set out in the sales documents of the Company, at the registered office of the Company or with any other person or entity appointed by the Company as its agent for redemption of shares, together with the delivery of the certificate(s) for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

The redemption price shall be paid normally within thirty bank business days after the relevant Valuation Day and, unless otherwise decided by the Board and disclosed in the sales documents, shall be equal to the Net Asset Value for the relevant compartment as determined in accordance with the provisions of Article twenty-three hereof less a redemption charge, if any, as the sales documents may provide, such price being rounded to the nearest decimal. Under no circumstances such payment shall be made later than forty-five calendar days after the relevant Valuation Day. From the redemption price there may further be deducted any deferred sales charge if such shares form part of a compartment in respect of which a deferred sales charge has been contemplated in the sales documents.

If applications for the redemption of more than a percentage being fixed from time to time by the Board and disclosed in the sales documents of the net asset value of shares outstanding of the same compartment are received in respect of any Valuation Day, the Board may decide to defer redemption requests so that this percentage limit is not exceeded. Any redemption requests in respect of the relevant Valuation Day so reduced will be given priority over subsequent redemption requests received for the succeeding Valuation Day, subject always to this percentage limit. The above limitations will be applied pro rata to all shareholders who have requested redemptions to be effected on or as at such Valuation Day so that the proportion redeemed of each holding so requested is the same for all such shareholders.

The Board may extend the period for payment of redemption proceeds in exceptional circumstances to such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Company are invested or in exceptional circumstances where the liquidity of the Company is not sufficient to meet the redemption requests. The Board may also determine the notice period, if any, required for lodging any redemption request of any specific compartment or class. The specific period for payment of the redemption proceeds of any compartment or class of shares of the Company

and any applicable notice period as well as the circumstances of its application will be described in the sales documents relating to the sale of such shares.

The Board may delegate to any duly authorised Director or officer of the Company or to any other duly authorised person, the duty of accepting requests for redemption and effecting payment in relation thereto.

With the consent of the shareholder(s) concerned, the Board may (subject to the principle of equal treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the shares to be redeemed as described in the sales documents.

Such redemption will be subject to a special audit report by the auditor of the Company confirming the number, the denomination and the value of the assets which the Board will have determined to be contributed in counterpart of the redeemed shares. This audit report will also confirm the way of determining the value of the assets which will have to be identical to the procedure of determining the Net Asset Value of the shares.

The specific costs for such redemptions in kind, in particular the costs of the special audit report, will have to be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the Board considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company.

Any request for redemption shall be irrevocable except in the event of suspension of redemption pursuant to Article twenty-two hereof or if the Directors, at their discretion, taking due account of the principle of equal treatment between Shareholders and the interest of the relevant compartment, decide otherwise. In the absence of revocation, redemption will occur as of the first Valuation Day after the end of the suspension.

Any shareholder may request conversion of whole or part of his shares of one compartment or class into shares of another compartment or class at the respective Net Asset Values of the shares of the relevant compartment or class, provided that the Board may impose such restrictions between compartments or classes of shares as disclosed in the sales documents as to, inter alia, frequency of conversion, and may make conversions subject to payment of a charge as specified in the sales documents.

The conversion request may not be accepted unless any previous transaction involving the shares to be converted has been fully settled by such shareholder.

No redemption or conversion by a single shareholder may, unless otherwise decided by the Board, be for an amount of less than that of the minimum holding amount as determined from time to time by the Board.

If a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder of shares of one compartment below the minimum holding amount as the Board shall determine from time to time, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such compartment.

Notwithstanding the foregoing, if in exceptional circumstances the liquidity of the Company is not sufficient to enable payment of redemption proceeds or conversions to be made within a five day period, such payment (without interest), or conversion, will be made as soon as reasonably practicable thereafter.

The Board may in its absolute discretion compulsory redeem or convert any holding with a value of less than the minimum holding amount to be determined from time to time by the Board and to be published in the sales documents of the Company.

Shares of the Company redeemed by the Company shall be cancelled.

Shares of a compartment having a specific sales charge system and a specific distributions policy, as provided in Article five above, may be converted to shares of a compartment having the same sales charge system and having the same or a different distribution policy.

Art. 21. The Net Asset Value, the subscription price and redemption price of each compartment in the Company shall be determined as to the shares of each compartment by the Company from time to time, but in no instance less than twice a month, as the Board may decide, (every such day or time determination thereof being referred to herein a “Valuation Day”).

The Company may temporarily suspend or defer the calculation of the Net Asset Value and the issue and redemption of the shares in any compartment as well as the right to convert from and to any compartment:

(a) during any period when any of the principal stock exchanges or any other Regulated Market on which any substantial portion of the Company's investments of the relevant compartment for the time being are quoted, is closed (otherwise than for ordinary holidays), or during which dealings are restricted or suspended; or

(b) any period when the Net Asset Value of one or more undertaking for collective investment, in which the Company will have invested and the units or the shares of which constitute a significant part of the assets of the Company, cannot be determined accurately so as to reflect their fair market value as at the Valuation Day; or

(c) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of investments of the relevant compartment by the Company is impracticable; or

(d) during any breakdown in the means of communication normally employed in determining the price or value of any of the Company's investments or the current prices or values on any market or stock exchange; or

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

(f) if the Company or the relevant compartment is being or may be wound-up on or following the date on which notice is given of the meeting of Shareholders at which a resolution to wind up the Company or the compartment is proposed; or

(g) if the Board has determined that there has been a material change in the valuations of a substantial proportion of the investments of the Company attributable to a particular compartment in the preparation or use of a valuation or the carrying out of a later or subsequent valuation;

(h) during any other circumstance or circumstances where a failure to do so might result in the Company or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the Company or its shareholders might so otherwise have suffered.

Any such suspension shall be published by the Company in newspapers determined by the Board if appropriate, and shall be promptly notified to shareholders requesting redemption or conversion of their shares by the Company at the time of the filing of the written request for such redemption or conversion as specified in Article twenty-one hereof.

Such suspension as to any compartment will have no effect on the calculation of the Net Asset Value, subscription price or redemption price, the issue, redemption and conversion of the shares of any other compartment.

Art. 22. The Net Asset Value of shares of each compartment in the Company shall be expressed in the reference currency of the relevant compartment (and/or in such other currencies as the Board shall from time to time determine) as a per share figure and shall be determined in respect of any Valuation Day (and in any case at least once per year) by dividing the net assets of the Company corresponding to each compartment, being the value of the assets of the Company corresponding to such compartment less the liabilities attributable to such compartment, by the number of shares of the relevant compartment outstanding.

The subscription and redemption price of a share of each compartment shall be expressed in the reference currency of the relevant compartment (and/or in such other currencies as the Board shall from time to time determine) as a per share figure and shall be determined in respect of any Valuation Day as the Net Asset Value per share of that compartment calculated in respect of such Valuation Day adjusted by a sales commission, redemption charge, if any, fixed by the Board in accordance with all applicable law and regulations. The subscription and redemption price shall be rounded upwards and downwards respectively to the number of decimals as shall be determined from time to time by the Board.

If an equalisation account is being operated an equalisation amount is payable.

The valuation of the Net Asset Value of the different compartments shall be made in the following manner:

A. The assets of the Company shall be deemed to include:

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

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

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

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

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

(f) the preliminary expenses of the Company insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Company; and

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

The value of such assets shall be determined as follows:

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

(2) The value of any securities, money market instruments and derivative instruments will be determined on the basis of the last available price on the stock exchange or any other Regulated Market as aforesaid on which these securities, money market instruments or derivative instruments are traded or admitted for trading, unless otherwise provided in the sales documents of the Company. Where such securities, money market instruments or derivative instruments are quoted or dealt in one or by more than one stock exchange or any other Regulated Market, the Board shall make regulations for the order of priority in which stock exchanges or other Regulated Markets shall be used for the provisions of prices of securities, money market or derivative instruments.

(3) If a security, money market instruments or derivative instrument is not traded or admitted on any official stock exchange or any Regulated Market, or in the case of securities, money market instruments and derivative instruments so traded or admitted the last available price of which does not reflect their true value, the Board is required to proceed on the basis of their expected sales price, which shall be valued with prudence and in good faith.

(4) Swap contracts will be valued at the market value fixed in good faith by the Board and according to generally accepted valuation rules that can be verified by auditors. Asset based swap contracts will be valued by reference to the market value of the underlying assets. Cash flow based swap contracts will be valued by reference to the net present value of the underlying future cash flows.

(5) Each share or unit in an open-ended undertaking for collective investment will be valued at the last available net asset value (or bid price for dual priced undertakings for collective investment) whether estimated or final, which is computed for such unit or shares on the same Valuation Day, failing which, it shall be the last net asset value (or bid price for dual priced undertakings for collective investment) computed prior to the Valuation Day on which the Net Asset Value of the shares in the Company is determined.

(6) In respect of shares or units of an undertaking for collective investment held by the Company, for which issues and redemptions are restricted and a secondary market trading is effected between dealers who, as main market makers, offer prices in response to market conditions, the Board may decide to value such shares or units in line with the prices so established.

(7) If, since the day on which the latest net asset value was calculated, events have occurred which may have resulted in a material change of the net asset value of shares or units in other undertaking for collective investment held by the Company, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Board, such change of value.

(8) The value of any security or other asset which is dealt principally on a market made among professional dealers and institutional investors shall be determined by reference to the last available price.

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

(10) Any assets or liabilities in currencies other than the base currency of the compartments will be converted using the relevant spot rate quoted by a bank or other responsible financial institution.

(11) In circumstances where the interests of the Company or its shareholders so justify (avoidance of market timing practices, for example), the Board may take any appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Company's assets, as further described in the sales documents of the Company.

The assets of a given compartment may be valued by reference to a financial model as described in the sales documents.

B. The liabilities of the Company shall be deemed to include:

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

(b) all administrative and other operative expenses due or accrued including all fees payable to the investment adviser (s), the Custodian and any other representatives and agents of the Company;

(c) all known liabilities due or not yet due, including the amount of dividends declared but unpaid;

(d) an appropriate amount set aside for taxes due on the date of valuation and other provisions or reserves authorised and approved by the Board covering among others liquidation expenses; and

(e) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares in the Company. In determining the amount of such liabilities, the Board shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its investment advisers or investment managers, accountants, custodian, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Company, fees for legal and auditing services, reasonable expenses incurred by Directors for attending Board meetings, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda or registration statements, taxes or governmental charges, and all other operation expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Board may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

For the purposes of the valuation of its liabilities, the Board may duly take into account all administrative and other expenses of a regular or periodical character by valuing them for the entire year or any other period and by dividing the amount concerned proportionately for the relevant fractions of such period.

C. There shall be established one pool of assets for each compartment in the following manner:

a) the proceeds from the issue of each compartment shall be applied in the books of the Company to the pool of assets established for that compartment, and the assets, and liabilities and income and expenditure attributable thereto shall be applied to such pool subject to the provisions of this Article.

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

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

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated pro rata to all the pools on the basis of the net asset value of the total number of shares of each pool outstanding provided that any amounts which are not material may be equally divided between all pools.

The Board may allocate material expenses, after consultation with the auditors of the Company, in a way considered to be fair and reasonable having regard to all relevant circumstances.

e) upon the record date for the determination of the person entitled to any dividend declared on any compartment, the Net Asset Value of such compartment shall be reduced or increased by the amount of such dividends depending on the distribution policy of the relevant compartment.

If there have been created, as more fully described in Article five hereof, within the same compartment two or more classes, the allocation rules set above shall apply, mutatis mutandis, to such classes.

D. each pool of assets and liabilities shall consist of a portfolio of securities and other assets in which the Company is authorised to invest, and the entitlement of each compartment within the same pool will change in accordance with the rules set out below.

In addition there may be held within each pool on behalf of one specific or several specific compartment, assets which are compartment specific and kept separate from the portfolio which is common to all compartments related to such pool and there may be assumed on behalf of such compartment or compartments specific liabilities.

The proportion of the portfolio which shall be common to each of the compartments related to a same pool and which shall be allocable to each compartment shall be determined by taking into account issues, redemptions, distributions, as well as payments of compartment specific expenses or contributions of income or realisation proceeds derived from compartment specific assets, whereby the valuation rules set out below shall be applied mutatis mutandis.

The percentage of the net asset value of the common portfolio of any such pool to be allocated to each compartment shall be determined as follows:

1) initially the percentage of the net assets of the common portfolio to be allocated to each compartment shall be in proportion to the respective number of the shares of each compartment at the time of the first issuance of shares of a new compartment;

2) the issue price received upon the issue of shares of a specific compartment shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant compartment;

3) if in respect of one compartment the Company acquires specific assets or pays specific expenses (including any portion of expenses in excess of those payable by other compartments) or makes specific distributions or pays the redemption price in respect of shares of a specific compartment, the proportion of the common portfolio attributable to such compartment shall be reduced by the acquisition cost of such compartment specific assets, the specific expenses paid on behalf of such compartment, the distributions made on the shares of such compartment or the redemption price paid upon redemption of shares of such compartment;

4) the value of compartment specific assets and the amount of compartment specific liabilities are attributed only to the compartment to which such assets or liabilities relate and this shall increase or decrease the net asset value per share of such specific compartment.

E. For the purpose of valuation under this Article:

(a) shares of the Company to be redeemed under Article twenty-one hereto shall be treated as existing and taken into account until immediately after the time specified by the Board on the Valuation Day on which such valuation is made, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;

(b) all investments, cash balances and other assets of the Company expressed in currencies other than the reference currency in which the Net Asset Value per share of the relevant compartment is calculated shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of the relevant compartment; and

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

Art. 23. Unless otherwise decided by the Board and disclosed in the sales documents, whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be based on the subscription price as hereinabove defined for the relevant compartment. The price so determined shall be payable within a period as determined by the Board but no later than the business day decided by the Board and disclosed in the sales documents. The subscription price (not including the sales commission) may, upon approval of the Board and subject to all applicable laws, namely with respect to a special audit report from the auditor of the Company confirming the value of any assets contributed

in kind, be paid by contributing to the Company securities acceptable to the Board consistent with the investment policy and investment restrictions of the Company. The costs of any such contribution shall be borne by the relevant investor.

Art. 24.

A. The Board may invest and manage all or any part of the pools of assets established for one or more compartments (hereafter referred to as "Participating Funds") on a pooled basis where it is appropriate with regard to their respective investment sectors to do so. Any such enlarged asset pool ("Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter the Board may from time to time make further transfers to the Enlarged Asset Pool. The Board may also transfer assets from the Enlarged Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Enlarged Asset Pool only where they are appropriate to the investment sector of the Enlarged Asset Pool concerned.

1. A Participating Fund's participation in an Enlarged Asset Pool shall be measured by reference to notional units ("units") of equal value in the Enlarged Asset Pool. On the formation of an Enlarged Asset Pool the Board shall in its discretion determine the initial value of a unit which shall be expressed in such currency as the Board considers appropriate, and shall allocate to each Participating Fund units having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Fractions of units, calculated to three decimal places, may be allocated as required. Thereafter the value of a unit shall be determined by dividing the net asset value of the Enlarged Asset Pool (calculated as provided below) by the number of units subsisting.

2. When additional cash or assets are contributed to or withdrawn from an Enlarged Asset Pool, the allocation of units of the Participating Fund concerned will be increased or reduced (as the case may be) by a number of units determined by dividing the amount of cash or value of assets contributed or withdrawn by the current value of a unit. Where a contribution is made in cash it may be treated for the purpose of this calculation as reduced by an amount which the Board considers appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned; in the case of a cash withdrawal a corresponding addition may be made to reflect costs which may be incurred in realising securities or other assets of the Enlarged Asset Pool.

3. The value of assets contributed to, withdrawn from, or forming part of an Enlarged Asset Pool at any time and the net asset value of the Enlarged Asset Pool shall be determined in accordance with the provisions (mutatis mutandis) of Article twenty-three provided that the value of the assets referred to above shall be determined on the day of such contribution or withdrawal.

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

B. The Board may in addition authorise investment and management of all or any part of the portfolio of assets of the Company on a co-managed or cloned basis with assets belonging to other Luxembourg or foreign collective investment schemes, all subject to appropriate disclosure and compliance with applicable regulations.

Art. 25. The accounting year of the Company shall begin on the first day of January of each year and shall terminate on the last day of December of the same year. The accounts of the Company shall be expressed in Euro or such other currency or currencies, as the Board may determine pursuant to the decision of the general meeting of shareholders. Where there shall be different compartments as provided for in Article five hereof, and if the accounts within such compartments are expressed in different currencies, such accounts shall be converted into Euro and added together for the purpose of determination of the accounts of the Company. A printed copy of the annual accounts, including the balance sheet and profit and loss account, the Directors' report and the notice of the annual general meeting, will be sent to registered shareholders or made available at the registered office of the Company not less than 15 days prior to each annual general meeting.

Art. 26. The general meeting of shareholders shall, upon the proposal of the Board in respect of each compartment, determine how the annual net investment income shall be disposed of.

The net assets of the Company may be distributed subject to the minimum capital of the Company as defined under Article five hereof being maintained.

Distribution of net investment income as aforesaid shall be made irrespective of any realised or unrealised capital gains or losses. In addition, dividends may include realised and unrealised capital gains after deduction of realised and unrealised capital losses.

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

Any resolution of a general meeting of shareholders deciding on dividends to be distributed to the shares of any compartment shall, in addition, be subject to a prior vote, at the majority set forth above, of the shareholders of such compartment.

Interim dividends may at any time be paid on the shares of any compartment out of the income attributable to the portfolio of assets relating to such compartment upon decision of the Board.

The dividends declared may be paid in the reference currency of the relevant compartment or in such other currency as selected by the Board and may be paid at such places and times as may be determined by the Board. The Board may make a final determination of the rate of exchange applicable to translate dividend funds into the currency of their payment.

Dividends may be reinvested on request of holders of registered shares in the subscription of further shares of the compartment to which such dividends relate.

The Board may, as regards registered shares, decide that dividends be automatically reinvested for any compartment unless a shareholder entitled to receive cash distribution elects to receive payment of dividends.

Art. 27. The Company shall appoint a custodian which shall satisfy the requirements of the 2010 Law and which shall be responsible for the safekeeping of the assets of the Company and shall hold the same itself or through its agents. The appointment of the custodian shall be on terms that:

(a) the custodian shall not terminate its appointment except upon the appointment by the Board of a new custodian; and

(b) the Company shall not terminate the appointment of the custodian except upon the appointment of a new custodian by the Company or if the custodian goes into liquidation, becomes insolvent or has a receiver of any of its assets appointed or if the Company is of the opinion that there is a risk of loss or misappropriation of any of the assets of the Company if the appointment of the custodian is not terminated.

In the event of a dissolution of the Company liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each compartment shall be distributed by the liquidators to the holders of shares of each compartment in proportion of their holding of shares in such compartment.

Art. 28. These Articles may be amended from time to time by a general meeting of shareholders, subject to the quorum and majority requirements provided by the laws of Luxembourg.

Art. 29. All matters not governed by these Articles shall be determined in accordance with the law of August tenth, nineteen hundred and fifteen on commercial companies and amendments thereto and the 2010 Law.

Subscription and Payment

The articles of incorporation of the Company having thus been drawn up by the appearing parties, the appearing party has subscribed and entirely paid up all the three hundred and ten (310) shares issued by the Company as follows:

Shareholders	Subscribed Capital	Number of Shares
RAM ONE AB	31,000.- EUR	310 shares
TOTAL	31,000.- EUR	310 shares

All the shares so subscribed have been paid up in cash so that the sum of thirty-one thousand Euro (31,000.- EUR) is now at the disposal of the Company, proof of such subscriptions has been given to the undersigned notary.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of its formation are estimated at approximately EUR 2,500.-.

Statements

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

General Meeting of Shareholders

The above named appearing party, represented as stated above, representing the entire subscribed capital, took the following resolutions:

First resolution

The following persons are appointed directors of the Company for a term expiring at the date of the first annual general meeting:

- Mrs Johanna Strömqvist, Head of Operations RAM ONE AB, born on 17 December 1975 in Mörlunda, Sweden, residing Box 1744, SE-111 87 Stockolm, Sweden,

- Mr Erik Edholm, Chief Executive Officer, RAM ONE AB, born on 18 May 1967 in Hammerdal, residing at Box 1744, SE-111 87 Stockolm, Sweden,

- Mr John Caulfield, Head of Client Relations & Service Management, SEB Fund Services S.A., born on 7 May 1979 in Gaillimh, Galway, residing at 4, rue Peternelchen, L-2370 Howald, Grand Duchy of Luxembourg, Chairman.

Second resolution

The following have been appointed auditor (réviseur d'entreprises agréé) for a term expiring at the date of the first annual general meeting:

- PricewaterhouseCoopers, société coopérative, having its registered office at 2, rue Gehrard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg, R.C.S. Luxembourg B 65.477.

Third resolution

The registered office of the Company is fixed at 4, rue Peternelchen, L-2370 Howald, Grand Duchy of Luxembourg.

Fourth resolution

(1) The first accounting year will begin on the date of the incorporation of the Company and will end on the last day of the year 2015.

(2) The first annual general meeting will be held in April of the year 2016.";

- that "RAM Rational Asset Management AB", above named, declares in so far as may be necessary to ratify any engagements taken or rights acquired by the Company pursuant to its incorporation on 12 June 2015.

Costs and expenses

The costs, expenses, remuneration or charges of any form whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed to EUR 1,700.-.

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

The document having been read to the appearing person, know to the notary by her name, surname, civil status and residence, said person appearing signed with Us, notary, the present original deed.

Signé: C. LECLERC, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 28 juillet 2015. Relation: 1LAC/2015/23813. Reçu douze euros (12,00 €).

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 la publication au Mémorial C, Recueil des Sociétés et Associations.

Luxembourg, le 03 août 2015. Me Cosita DELVAUX.

Référence de publication: 2015133236/809.

(150143635) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 août 2015.

Partners Group Listed Investments SICAV, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 143.187.

—

In the year two thousand and fifteen, on the ninth of July.

Before us Maître Henri Hellinckx, notary residing in Luxembourg.

Was held

an extraordinary general meeting of shareholders of Partners Group Listed Investments SICAV (the "Company"), an investment company with variable capital ("société d'investissement à capital variable") qualifying as a public limited company ("société anonyme") with registered office at 5, rue Jean Monnet, L-2180 Luxembourg, incorporated by a deed of Maître Henri Hellinckx, notary residing in Luxembourg, dated 25 November 2008 which has been published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial"), number 2991 of 19 December 2008 by conversion of Partners Group Listed Investment Fund, a common fund ("fonds commun de placement") under Luxembourg law. The articles of association of the Company (the "Articles") have been amended for the last time by a notarial deed of Maître Martine Schaeffer, acting in replacement of Maître Henri Hellinckx, dated 31 January 2014 and published in the Mémorial number 499 dated 25 February 2014.

The meeting was opened at 2.00 p.m. under the chairmanship of Nicolas Charbonnet Vice President, MultiConcept Fund Management S.A., professionally residing in Luxembourg.

Who appointed as secretary Daniel Breger, Assistant Vice President MulitConcept Fund Management S.A., professionally residing in Luxembourg.

The meeting elected as scrutineer Daniel Breger, Assistant Vice President, MultiConcept Fund Management S.A professionally residing in Luxembourg.

After the constitution of the board of the meeting, the Chairman declared and requested the notary to record that:

I. The names of the shareholders present at the meeting or duly represented by proxy, the proxies of the shareholders represented, as well as the number of shares held by each shareholder, are set forth on the attendance list, signed by the

shareholders present, the proxies of the shareholders represented, the members of the board of the meeting and the notary. The aforesaid list shall be attached to the present deed and registered therewith. The proxies given shall be initialled "ne varietur" by the members of the board of the meeting and by the notary and shall be attached in the same way to this document and registered therewith.

II. The first extraordinary general meeting of shareholders of the Company convened for 8 May 2015 could not validly deliberate with regard to items 1, 2, 3, 4, 5 and 6 of the agenda (which was insofar identical to the agenda of the present meeting) for lack of quorum.

The present meeting has been duly reconvened by notices to the shareholders published in the Mémorial, the Luxemburger Wort and the Tageblatt, as well as other newspapers on 5 June 2015 and 22 June 2015. Notices containing the agenda have been sent by registered mail on 5 June 2015 to the registered shareholders.

III. As appears from the said attendance list out of 5,172,305.562 shares in issue, 214,000 shares are present or represented at the present meeting.

According to article 67 and 67-1 of the law of 10 August 1915 on commercial companies, as amended from time to time, the present meeting is authorized to take resolutions whatever the proportion of the present or represent capital may be.

Consequently, the quorum requirements are met and the present meeting is duly constituted and can therefore validly deliberate on the aforementioned items of the agenda.

The resolution on each item of the agenda has to be passed by the affirmative vote of at least two thirds (2/3) of the votes cast in the present meeting.

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

Agenda

1. Revision of Article 3 ("Purpose") of the Articles which will read as follows:

" **Art. 3. Purpose.**

1. The exclusive purpose of the Investment Company is the investment in securities and/or other permissible assets in accordance with the principle of risk diversification pursuant to Part I of the Law of the Grand Duchy of Luxembourg dated 17 December 2010 relating to undertakings for collective investment ("Law of 17 December 2010"), with the aim of achieving a reasonable performance to the benefit of the shareholders by following a specific investment policy.

2. Taking into consideration the principles set out in Part I the Law of 17 December 2010 and the Law dated 10 August 1915 concerning commercial companies (including subsequent amendments and supplements) ("Law of 10 August 1915"), the Investment Company may carry out all transactions that are necessary or beneficial for the fulfilment of the Company's purpose."

2. Amendment of Article 6 ("Merger of the Investment Company or of one or several sub-funds") of the Articles

3. Deletion of the possibility to issue bearer shares and respective amendment of Articles 11 ("Shares"), 14 ("Issue of Shares"), 17 ("Redemption and exchange of shares"), 34 ("Use of Income") and 36 ("Costs") of the Articles

4. Revision and renaming of Article 15 ("Restrictions of ownership") of the Articles

5. Insertion of a new article 16 ("U.S. Matters") of the Articles

6. Formal amendments as well as corrections of references in and/or, if necessary, renumbering of Articles 1 ("Name"), 2 ("Registered Office"), 4 ("General investment principles and restrictions"), 7 ("Liquidation of the Investment Company or of one or several sub-funds"), 8 ("The sub-funds"), 9 ("Duration of the individual sub-funds"), 10 ("Capital"), 12 ("Calculation of the net asset value per share"), 18 ("Rights of the general meeting"), 19 ("Convening of meetings"), 20 ("Quorum and voting"), 21 ("Chairman, teller, secretary"), 22 ("Membership"), 23 ("Authorisations"), 24 ("Internal organisation of the Board of Directors"), 25 ("Convening of meetings"), 26 ("Meetings of the Board of Directors"), 27 ("Minutes"), 28 ("Authorised signatories"), 29 ("Incompatibilities and personal interest"), 30 ("Indemnification"), 31 ("Management Company"), 32 ("Fund Manager"), 33 ("Auditors"), 35 ("Reports"), 37 ("Financial year"), 38 ("Custodian Bank"), 39 ("Amendment of the Articles of Association") and 40 ("General") of the Articles

After deliberation, the general meeting unanimously took the following resolutions:

First Resolution

The meeting resolved to amend Article 3 ("Purpose") of the Articles on the Company's purpose, which shall read as follows:

" **Art. 3. Purpose.**

1. The exclusive purpose of the Investment Company is the investment in securities and/or other permissible assets in accordance with the principle of risk diversification pursuant to Part I of the Law of the Grand Duchy of Luxembourg dated 17 December 2010 relating to undertakings for collective investment ("Law of 17 December 2010"), with the aim of achieving a reasonable performance to the benefit of the shareholders by following a specific investment policy.

2. Taking into consideration the principles set out in Part I the Law of 17 December 2010 and the Law dated 10 August 1915 concerning commercial companies (including subsequent amendments and supplements) ("Law of 10 August 1915"),

the Investment Company may carry out all transactions that are necessary or beneficial for the fulfilment of the Company's purpose."

Second Resolution

The meeting resolved to amend Article 6 ("Merger of the Investment Company or of one or several sub-funds") of the Articles, which shall read as follows:

" **Art. 6. Merger of the Investment Company or of one or several sub funds.**

1. In accordance with the definitions and conditions set out in the Law of 17 December 2010, any sub-fund may, either as a merging sub-fund or as a receiving sub-fund, be subject to mergers with another sub-fund of the Investment Company or another UCITS, on a domestic or cross-border basis. The Investment Company itself may also, either as a merging UCITS or as a receiving UCITS be subject to cross-border and domestic mergers.

2. Furthermore, a sub-fund may as a receiving sub-fund be subject to mergers with another UCI (being compliant with the investments restrictions under Part I of the Law of 17 December 2010) or sub-fund thereof, on a domestic or crossborder basis.

3. The Board of Directors will be competent to decide on the merger, unless such merger requires the approval of the shareholders pursuant to the provisions of the Law of 17 December 2010. In such case, the meeting of shareholders deciding by simple majority of the votes cast by shareholders present or represented at the meeting is competent to approve the effective date of such a merger. No quorum requirement will be applicable. Only the approval of the shareholders of the sub-funds concerned by the merger will be required.

4. Mergers shall be announced at least thirty days in advance in order to enable shareholders to request the redemption or conversion of their shares."

Third Resolution

The meeting resolved to delete the possibility to issue bearer shares and to proceed with the respective amendments in Articles 11 ("Shares"), 14 ("Issue of Shares"), 17 ("Redemption and exchange of shares"), 34 ("Use of Income") and 36 ("Costs") of the Articles. Articles 11 ("Shares"), 14 ("Issue of Shares"), 17 ("Redemption and exchange of shares"), 34 ("Use of Income") and 36 ("Costs") of the Articles will read as follows:

" **Art. 11. Shares.**

1. Shares are shares in the respective sub-fund. Shares are issued in registered form only. Shares will be entered into the share register kept for the Investment Company by its registrar and transfer agent (the "Registrar and Transfer Agent"). Confirmation of entry of the shares in the share register will be sent to the shareholders to the address specified in the share register. The shareholders shall not be entitled to the physical delivery of share certificates.

2. In order to ensure the smooth transfer of shares, an application will be made for the shares to be held in collective custody.

3. All disclosures and notifications by the Investment Company to the shareholders will be sent to the address in the share register. If a shareholder fails to provide such address, the Board of Directors may decide that a corresponding note be entered into the share register. In this case, the shareholder will be treated as if his address were the registered office of the Investment Company until such time the shareholder provides the Investment Company with a different address. Shareholders may amend the address entered into the share register at any time by way of written notification to be sent to the registered office of the Registrar and Transfer Agent or to another address to be specified by the Board of Directors.

4. The Board of Directors is authorised to issue an unlimited number of fully paid-up shares at any time, without the need to grant existing shareholders a preferential right of subscription to newly issued shares.

5. The Investment Company may at any time at its discretion and without stating reasons reject a subscription application or temporarily restrict or suspend, or permanently discontinue the issue of shares, or unilaterally decide to buy back shares in return for payment of the redemption price, if this is deemed to be in the interests of the shareholders, for the protection of the Investment Company, for the protection of the respective sub-fund or for the protection of the shareholders. In such event, the Registrar and Transfer Agent or the Custodian Bank upon instruction of the Registrar and Transfer Agent or the Investment Company shall immediately repay any payments received on subscription orders not already executed.

6. All shares in a sub-fund fundamentally have the same rights unless the Board of Directors decides to issue different classes of share within the same sub-fund pursuant to the following subparagraph of this Article.

7. The Board of Directors may decide from time to time to have two or more share classes within one sub-fund. The share classes may have different characteristics and rights in terms of the use of income, fee structure or other specific characteristics and rights. From the date of issue, all shares entitle the holder to participate equally in income, share price gains and liquidation proceeds in their particular share category. If share classes are formed for a particular sub-fund, details of the specific characteristics or rights for each share class are contained in the corresponding Annex to the Prospectus."

" **Art. 14. Issue of shares.**

1. Shares are always issued on the initial issue date of a sub-fund or within the initial issue period of a sub-fund at a set initial issue price, plus the front-load fee, in the manner described in the respective sub-fund Annex to the Prospectus. In

conjunction with this initial issue amount or this initial issue period, shares will be issued on the valuation day at the issue price. The issue price is the net asset value per share pursuant to Article 12 of the Articles of Association, plus a front-load fee, the maximum amount of which is stated for each sub-fund in the respective Annex to this Prospectus.

The issue price can be increased by fees or other encumbrances in particular countries where the Investment Company is on sale.

2. Subscription applications for the acquisition of shares can be submitted to the Management Company, Registrar and Transfer Agent and paying agents. The receiving agents are obliged to immediately forward all complete subscription applications to the Registrar and Transfer Agent of the Company. The date of receipt by the Registrar and Transfer Agent is decisive. The Registrar and Transfer Agent accepts the subscription applications on behalf of the Investment Company.

Complete subscription applications for the purchase shares received by the Registrar and Transfer Agent by the time specified in the Prospectus on a valuation day are allocated at the issue price of the following valuation day, provided the transaction value for the subscribed shares is available. The Investment Company will ensure in all cases that shares will be issued on the basis of a net asset value per share that is previously unknown to the applicant. Nevertheless, if there are grounds to suspect that an applicant is engaging in late trading, the Investment Company or the Management Company may reject the subscription application until the applicant has removed all doubts with regard to his subscription application. Complete subscription applications for the purchase of shares received by the Registrar and Transfer Agent after the cut-off time specified in the Prospectus for each valuation day are allocated at the issue price of the day after the following valuation day, provided the transaction value for the subscribed shares is available.

If the transaction value of the subscribed shares is not made available to the Registrar and Transfer Agent at the time of receipt of the completed subscription application or if the subscription application is incorrect or incomplete, the subscription application shall be regarded as having been received by the Registrar and Transfer Agent on the date on which the transaction value of the subscribed shares is made available and/or the subscription certificate is submitted properly.

The issue price is payable within the number of valuation days specified in the relevant Annex to the Prospectus concerning the respective sub-fund after the corresponding valuation day in the respective sub-fund currency to the account of the Investment Company at the Custodian Bank in Luxembourg.

A subscription application for the purchase of shares shall only be deemed complete once it contains the first name(s), surname and address, date of birth and place of birth, occupation and nationality of the applicant, the number of shares to be issued and/or the amount to be invested, the name of the sub-fund and the signature of the applicant. Furthermore, the application should contain information on type, number and issuing office of the official identification documents submitted by the shareholder for the purpose of identification, as well as a statement as to whether the shareholder holds a public office and is classified as a politically exposed person. The receiving agent must confirm the accuracy of the information on the subscription order.

Furthermore, in order for a subscription application to be deemed complete, it must contain a statement confirming that the applicant is commercially entitled to make the investment and receive the issued shares and that the money to be invested by the applicant is not the proceeds of a/several criminal act(s). In addition, the applicant must furnish a copy of the official identification documents or passport used to identify himself. This copy is to contain a statement that should read as follows: “We herewith confirm that the person shown on these identification documents has been identified in person and that this copy of the official identification documents corresponds to the original.”

3. For savings plans, a maximum of one-third of all payments agreed for the first year may be applied to covering costs. The remaining costs are distributed evenly across all later payments.

4. The circumstances under which the issue of shares may be suspended are specified in Articles 11, 13 and 15 of the Articles of Association.”

“ **Art. 17. Redemption and exchange of shares.**

1. The shareholders are entitled at all times to apply for the redemption of their shares at the net asset value per share, if applicable less a redemption charge (“redemption price”), in accordance with Article 12 of the Articles of Association. Shares will only be redeemed on a valuation day. If a redemption fee is payable, the maximum amount of this redemption fee for each sub-fund is contained in the relevant Annex to this Prospectus.

In certain countries the redemption price may be reduced by local taxes and other charges. The corresponding share lapses upon payment of the redemption price.

2. Payment of the redemption price and any other payments to the shareholders shall be made via the Custodian Bank or the paying agents. The Custodian Bank shall only be required to make a payment, insofar as there are no legal provisions, such as exchange control regulations, or other circumstances beyond the Custodian Bank’s control forbidding the transfer of the redemption price to the country of the applicant.

As further described in Article 15 of these Articles of Association, the Investment Company may repurchase shares unilaterally against payment of the redemption price, insofar as this is in the interests of or in order to protect the shareholders, the Investment Company or one or more sub-funds, particularly in cases where:

1. there is a suspicion that the respective shareholder shall, on acquiring the shares, engage in market timing, late trading or other market techniques that could be harmful to all the investors,

2. the investor does not fulfil the conditions to acquire the shares, or

3. the shares are marketed in a country where the respective sub-fund is not permitted to be sold or are acquired by persons (e.g. US Persons) who are not permitted to acquire the shares.

3. The exchange of all or some shares in a sub-fund of the Investment Company for shares in another sub-fund of the Investment Company shall take place on the basis of the net asset value per share of the relevant sub-fund, taking into account any applicable exchange fee, which is generally set at 1% of the net asset value per share of the shares to be subscribed to, subject to a minimum of the difference between the front-load fee of the sub-fund of the shares to be exchanged and the front-load fee of the sub-fund into whose shares the exchange is made. If it is not possible to exchange shares for specific sub-funds or if no exchange fee is payable, this shall be mentioned in the corresponding Annex of the Prospectus for the sub-fund in question.

If various share classes are offered within a sub-fund of the Investment Company, shares of one class may be exchanged for shares of another class of the same sub-fund or for shares of the same or another class of another the sub-fund. No exchange fee is applied if an exchange is made within the same sub-fund.

As further described in Article 15 of these Articles of Association, the Investment Company may reject an application for the exchange of shares within a particular sub-fund or share class, if this is deemed in the interests of the Investment Company or the sub-fund or in the interests of the shareholders, particularly if

1. there is a suspicion that the respective shareholder shall, on acquiring the shares, engage in market timing, late trading or other market techniques that could be harmful to all the investors,

2. the investor does not fulfil the conditions to acquire the shares, or

3. the shares are marketed in a country where the respective sub-fund is not permitted to be sold or are acquired by persons (e.g. US Persons) who are not permitted to acquire the shares.

4. Complete applications for the redemption or exchange of shares may be submitted to the Management Company or the Investment Company, Registrar and Transfer Agent and the paying agents.

The receiving agents are required to forward the redemption applications or exchange instructions to the Registrar and Transfer Agent immediately. Receipt by the Registrar and Transfer Agent is decisive.

An application for the redemption or exchange of shares shall only be deemed complete if it contains the name and address of the shareholder, the number and/or transaction value of the shares to be redeemed and/or exchanged, the name of the sub-fund and the signature of the shareholder.

Complete applications for the redemption and/or exchange of shares received by the cut-off time specified in the Prospectus on a valuation day are settled at the net asset value per share of the following valuation day, less any applicable redemption fees and/or exchange fee. The Investment Company in all cases ensures that shares will be redeemed and/or exchanged on the basis of a net asset value per share that is not known to the shareholder in advance. Complete applications for the redemption and/or exchange of shares received after the cut-off time specified in the Prospectus on a valuation day are settled at the net asset value per share for the valuation day after the following valuation day, less any applicable redemption fees and/or exchange fees.

The redemption price is payable in the respective sub-fund currency within two valuation days of the relevant valuation day. Payments are made to the account specified by the shareholder.

5. The Investment Company is authorised to temporarily suspend the redemption of shares due to the suspension of the calculation of the net asset value.

6. While preserving the interests of the shareholders, the Investment Company is entitled to defer significant volumes of redemptions until corresponding assets of the sub-fund are sold without delay. In this case, the redemption shall occur at the redemption price then valid. The same shall apply to applications to exchange shares. The Investment Company shall, however, ensure that the sub-fund assets have sufficient liquid funds so that the redemption or exchange of shares may take place immediately upon application from investors under normal circumstances. The Investment Company may limit the principle of the free redemption of shares or specify the redemption possibilities more specifically, for example, by applying a redemption fee and setting a minimum amount that the shareholders of the sub-fund must hold.

7. Pursuant to a decision of the Board of Directors, the share classes of a sub-fund of the Investment Company may be subject to a share split.“

“ **Art. 34. Use of income.**

1. The Board of Directors may decide either to pay out income generated by a sub-fund to the shareholders of this sub-fund or to reinvest the income in the respective sub-fund. Details for each sub-fund are contained in the respective Annexes to the Prospectus.

2. Ordinary net income and realised price gains may be distributed. Furthermore, unrealised price gains, other assets and, in exceptional cases, equity interests may also be paid out as distributions, provided that the net assets of the Investment Company do not, as a result of the distribution, fall below the minimum capital pursuant to Article 10 of these Articles of Association.

3. Distributions will be paid out on the basis of the shares issued on the date of distribution. Distributions may be paid out wholly or partly in the form of bonus shares. Any fractions remaining may be paid in cash. Income not claimed five years after publication of notification of a distribution shall be forfeited in favour of the respective sub-fund.

4. Distributions will be paid out via the reinvestment of the distribution amount in favour of the shareholders. If this is not required, the shareholder may submit an application to the Registrar and Transfer Agent, within 10 days of the receipt of the notification of the distribution, for the payment of the distribution to the account that he specifies.“

“ **Art. 36. Costs.** Each sub-fund shall bear the following costs, provided they arise in connection with its assets:

1. The Management Company receives a fee payable from the net sub-fund assets for the management of the relevant sub-fund. Details of the amount, calculation and payment of this remuneration are also contained for each sub-fund in the respective Annex to the Prospectus. VAT can be added to the remuneration.

In addition, the Management Company or, if applicable, the investment adviser(s)/fund manager(s) may also receive a performance fee from the assets of the respective sub-fund. The percentage amount, calculation and payment for each sub-fund are contained in the relevant Annexes to the Prospectus.

2. If an investment adviser is contracted, this investment adviser may receive a fixed and/or performance-related fee, payable from the Management Company fee or from the assets of the respective sub-fund. Details of the maximum permissible amount, the calculation and the payment of this remuneration are contained for each sub-fund in the respective Annexes to this Prospectus. VAT can be added to the fee.

3. If a fund manager is contracted, this fund manager may receive a fee payable from the Management Company fee or from the assets of the respective sub-fund. Details of the maximum permissible amount, the calculation and the payment of this remuneration are contained for each sub-fund in the respective Annexes to the Prospectus. VAT can be added to the remuneration.

4. In return for the performance of their duties, the Custodian Bank and the Central Administration Agent each receive the amount of fees customary in the Grand Duchy of Luxembourg, which are calculated at the end of each month and paid in arrears on a monthly basis. VAT can be added to the remuneration.

5. Pursuant to the registrar and transfer agent agreement, in return for the performance of its duties the Registrar and Transfer Agent receives the amount of fees customary in the Grand Duchy of Luxembourg, which are calculated as a fixed amount per investment account or per account with savings plan and/or withdrawal plan at the end of each year and which are payable from the sub-fund assets.

6. If a sales agent was contractually required, this sales agent may receive a fee payable from the relevant sub-fund assets; details on the maximum permissible amount, the calculation and the payment thereof are contained for each sub-fund in the respective Annexes to the Prospectus. VAT can be added to the fee.

7. In addition to the aforementioned costs, the sub-fund shall bear the following costs, provided they arise in connection with its assets:

a) costs incurred in relation to the acquisition, holding and disposal of assets, in particular customary bank charges for securities transactions and transactions involving other assets and rights of the Investment Company and/or sub-fund and the safeguarding of such assets and rights, as well as customary bank charges for the safeguarding of foreign investment units or shares, respectively, abroad;

b) all external administration and custody fees, which are charged by other correspondent banks and/or clearing agencies (e.g. Clearstream Banking S.A.) for the assets of each sub-fund, as well as all foreign settlement, dispatch and insurance fees that are incurred in connection with the securities transactions of each sub-fund of the Investment Company in units or shares, respectively, of other UCITS or UCI;

c) the expenses and other costs incurred by the Custodian Bank, the Registrar and Transfer Agent and the Central Administration Agent in connection with the sub-fund assets and due to the necessary usage of third parties are reimbursed;

d) taxes levied on the Investment Company's or the sub-fund's assets, income and expenses that are charged to the respective sub-fund;

e) costs of legal advice incurred by the Investment Company, the Management Company (where appointed) or the Custodian Bank, if incurred in the interests of the shareholders of the respective sub-fund;

f) costs of the auditors of the Investment Company;

g) costs for the creation, preparation, storage, publication, printing and dispatch of all documents required by the Investment Company, the "Key Investor Information Document" the Prospectus (plus Annex), the annual reports and semiannual reports, the schedule of assets, the notifications to the shareholders, the notices of convening of meetings, sales notifications and/or applications for approval in the countries in which shares in the Investment Company or sub-funds are sold, correspondence with the respective supervisory authorities.

h) the administrative fees payable for the Investment Company and/or sub-funds to all relevant authorities, in particular the administrative fees of the Luxembourg and other supervisory authorities and also the fees for the filing of documents of the Investment Company.

i) costs in connection with any admissions to listing on stock exchanges;

j) advertising costs and costs incurred directly in connection with the offer and sale of shares;

k) insurance costs;

l) remuneration, expenses and other costs of foreign paying agents, the sales agents and other agents that must be appointed abroad in connection with the sub-fund assets;

m) interest connected with loans taken out in accordance with Article 4 of these Articles of Association;

n) expenses of a possible investment committee;

o) expenses of the Board of Directors;

p) costs connected with the formation of the Investment Company and/or the individual sub-funds and the initial issue of shares;

q) further management costs including associations' costs;

r) costs of ascertaining the split of the investment result into its success factors (known as performance attribution);

s) costs for credit rating of the Investment Company and/or sub-funds by nationally and internationally recognised rating agencies.

All costs will be charged first against each sub-fund's ordinary income and capital gains and then against the sub-fund assets.

Costs incurred for the founding of the Investment Company and the initial issue of shares will be amortised over the first five financial years against the assets of the sub-funds existing at the time of formation. The set-up costs and the aforementioned costs that are not directly attributable to a specific sub-fund shall be allocated to the respective sub-fund assets on a pro rata basis. Costs incurred as a result of the launching of additional sub-funds will be amortised over a period of a maximum of five financial years after launch against of the assets of the sub-fund to which these costs can be attributed.

All the aforementioned costs, fees and expenses shall be subject to VAT."

Fourth Resolution

The meeting resolved to revise and rename Article 15 ("Restrictions of ownership") of the Articles, which shall henceforth read as follows:

" **Art. 15. Restrictions of ownership.** The Investment Company may restrict or prevent the ownership of shares in the Investment Company by any person, firm or corporate body, if this is deemed to be in the interests of the Investment Company and/or its shareholders.

More specifically, the Investment Company may restrict or prevent the ownership of shares in the Investment Company by any U.S. Person, as defined hereafter, or any person who is holding shares in breach of any legal or regulatory requirement or whose holding would affect the tax status of the Investment Company or would otherwise be detrimental to the Investment Company or its shareholders, (hereafter "Restricted Persons"), and for such purposes the Investment Company may:

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

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

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

1) The Investment Company shall serve a notice (the "Purchase Notice") upon the shareholder appearing in the register of shareholders as the owner of the shares to be purchased, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the purchase price (the "Purchase Price") in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Investment Company. The said shareholder shall thereupon forthwith be obliged to redeem the shares specified in the Purchase Notice. Immediately after the close of business on the date specified in the Purchase Notice, such shareholder shall cease to be the owner of the shares specified in such notice and his name shall be removed as to such shares in the register of shareholders.

2) The Purchase Price at which such shares specified in any Purchase Notice are to be redeemed shall be equal to the redemption price of shares in the Investment Company, determined in accordance with Article 12 hereof.

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

4) The exercise by the Investment Company of the powers conferred by this article shall not be questioned or invalidated in any case on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership

of any shares was otherwise than appeared to the Investment Company at the date of any Purchase Notice, provided that in such case the said powers were exercised by the Investment Company in good faith; and

d) decline to accept the vote of any Restricted Person at any meeting of shareholders of the Investment Company."

Fifth Resolution

The meeting resolved to insert a new Article 16 ("U.S. Matters") of the Articles, which shall read as follows:

" **Art. 16 U.S. Matters.** Whenever used in these Articles, the term "U.S. person" (the"U.S. Person"), subject to such applicable law and to such changes as the Directors shall notify to shareholders, shall mean a national or resident of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction, including the States and the Federal District of Columbia (the"United States") (including any corporation, partnership or other entity created or organised in, or under the laws of the United States or any political sub-division thereof), or any estate or trust, other than an estate or trust the income of which from sources outside the United States (which is not effectively connected with the conduct of a trade or business within the United States) is not included in gross income for the purpose of computing United States federal income tax, provided, however, that the term"U.S. Person" shall not include a branch or agency of a United States bank or insurance company that is operating outside the United States as a locally regulated branch or agency engaged in the banking or insurance business and not solely for the purpose of investing in securities under the United States Securities Act 1933, as amended including (but without restriction) as described in section 7701(a)(30) of the U.S. Internal Revenue Code of 1986, as amended.

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

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

b) Redeem the shareholder's or transferee's interest in any sub-fund of the Investment Company as set out in Article 15 hereof;

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

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

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

Sixth Resolution

The meeting resolved to proceed with formal amendments as well as corrections of references in and/or, if necessary, renumbering of Articles 1 (“Name”), 2 (“Registered Office”), 4 (“General investment principles and restrictions”), 7 (“Liquidation of the Investment Company or of one or several sub-funds”), 8 (“The sub-funds”), 9 (“Duration of the individual sub-funds”), 10 (“Capital”), 12 (“Calculation of the net asset value per share”), 18 (“Rights of the general meeting”), 19 (“Convening of meetings”), 20 (“Quorum and voting”), 21 (“Chairman, teller, secretary”), 22 (“Membership”), 23 (“Authorisations”), 24 (“Internal organisation of the Board of Directors”), 25 (“Convening of meetings”), 26 (“Meetings of the Board of Directors”), 27 (“Minutes”), 28 (“Authorised signatories”), 29 (“Incompatibilities and personal interest”), 30 (“Indeminification”), 31 (“Management Company”), 32 (“Fund Manager”), 33 (“Auditors”), 35 (“Reports”), 37 (“Financial year”), 38 (“Custodian Bank”), 39 (“Amendment of the Articles of Association”) and 40 (“General”) of the Articles.

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

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

The document having been read to the meeting, the members of the board of the meeting, all of whom are known to the notary by their names, surnames, civil status and residences, signed together with us, the notary, the present original deed, no shareholder expressing the wish to sign.

Gezeichnet: N. CHARBONNET, D. BREGER und H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 15 juillet 2015. Relation: 1LAC/2015/22185. Reçu soixante-quinze euros (75.- EUR).

Le Receveur ff. (signé): C. FRISING.

- FÜR GLEICHLAUTENDE AUSFERTIGUNG - der Gesellschaft auf Begehr erteilt.

Luxemburg, den 24. Juli 2015.

Référence de publication: 2015125439/450.

(150135850) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 juillet 2015.

Day Dream SA, Société Anonyme.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 40.325.

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L'An 2015, le 31 juillet, le Conseil d'Administration de DAY DREAM S.A. 3 A, boulevard du Prince Henri L-1724 Luxembourg, RCS Luxembourg B 40 325 a décidé de publier le présent projet de scission.

Le Conseil précise que les actionnaires préconisent une scission partielle du patrimoine de la société «DAY DREAM SA», qui s'effectuera par le transfert, sans dissolution, d'une partie de cette dernière, activement et passivement, à une société nouvellement constituée à cet effet et ce conformément aux articles 307 et 308bis-2 de la loi sur les sociétés commerciales.

A cette fin, le conseil d'administration de la Société décide de se reporter à la situation intermédiaire arrêté au 30 juin 2015.

Ensuite de quoi, le Conseil d'Administration a pris les résolutions suivantes:

Première résolution

Le conseil d'administration décide d'arrêter le projet de scission sans dissolution dans la forme annexée à la présente et de le publier conformément aux dispositions de l'article 290 de la loi du 10 août 1915 sur les sociétés commerciales (ci-après désignée par la «Loi»).

Deuxième résolution

Le conseil d'administration décide de convoquer une assemblée générale extraordinaire des actionnaires de la Société appelée à entériner la scission dans le délai d'un mois suivant le jour de publication du présent projet.

PROJET DE SCISSION PARTIELLE

I. Description de la société à scinder sans dissolution, et de la société à constituer.

1. La société à scinder «DAY DREAM SA». La société anonyme constituée et existant sous les lois du Grand-Duché de Luxembourg «DAY DREAM SA», établie et ayant son siège social à L-1724 Luxembourg, 3A, boulevard Prince Henri, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro B-40.325, (ci-après désignée par la «Société» ou la «Société à scinder», a été constituée suivant acte reçu par Maître Christine DOERNER, notaire de résidence à Bettembourg, en date du 08.04.1992, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 446 de 1992.

2 La Société a actuellement un capital social souscrit de 50.000 Mille euros (cinquante mille euros), représenté par 200 actions d'une valeur nominale de 250 euros (deux cent euros) chacune, entièrement libérées et conférant un même droit au vote.

Les actionnaires de la Société désirent procéder à la scission sans dissolution par le transfert d'une partie des actifs et passifs du bilan de la Société à une société à constituer à cet effet conformément aux articles 307 et 308bis-2 de la loi modifiée du 10 août 1915 sur les sociétés commerciales (ci-après désignée par la «Nouvelle Société» ou la «Société Bénéficiaire», l'autre partie des éléments d'actif et de passif devant rester affectée à la Société même.

Au voeu de la Loi, il sera dès lors nécessaire de scinder la Société par, d'un côté, la continuation de la Société avec certains éléments de ses actifs et passifs, et de l'autre côté, l'apport de certains autres éléments d'actif et de passif à la Nouvelle Société.

A l'issue de la scission, le siège social de la Société reste inchangé. La société disposera d'un capital social réduit à 37.500 euros (trente-sept mille cinq cent euros), représenté par 150 actions entièrement libérées d'une valeur nominale de 250 euros

Sa dénomination ne sera pas modifiée.

Les modifications à apporter aux derniers statuts coordonnés de la Société figurent en l'annexe numéro 2.

2. La nouvelle société à constituer. La nouvelle Société sera constituée sous forme d'une société à responsabilité limitée de droit luxembourgeois sous la dénomination «WAKING DREAM SARL».

Cette société aura son siège social à L-1724 Luxembourg, 3A, boulevard du Prince Henri et disposera d'un capital social de 12.500 Euros, représenté par 50 parts sociales entièrement libérées d'une valeur nominale de 250 euros chacune.

A l'issue de la scission, cette société aura l'objet suivant tel qu'il est défini dans les statuts de cette société figurant en l'annexe numéro 3.

II. Modalités de la scission.

1. La scission est basée sur l'exercice comptable intermédiaire arrêté au 30.06.2015.

2. D'un point de vue comptable, légal, et fiscal, la scission prendra effet entre la Société à scinder et la Nouvelle Société à la date de l'assemblée générale qui approuvera la scission. Il est spécialement constaté que la Société à scinder n'a actuellement pas émis d'emprunt obligataire, ni d'autres titres donnant droit de vote, et qu'il n'est en conséquence point besoin de vaquer à des formalités spécifiques à ce titre ou de convoquer des porteurs d'autres titres donnant droit de vote, et qu'il n'est en conséquence point besoin de vaquer à des formalités spécifiques à ce titre ou de convoquer des porteurs d'autres titres en assemblée en vue de la scission.

3. La répartition des éléments d'actifs et de passif tels qu'ils résultent de la situation comptable intérimaire au 30/06/2015 sera détaillée ci-après dans l'annexe numéro 1.

La société à scinder apporte la participation DAY DREAM BRUSSELS BVBA pour un montant total de 2.999.800,00 euros en contrepartie de parts sociales émises par la Nouvelle Société aux actionnaires de la Société à scinder. La Société à scinder réduit capitaux propres pour un montant total de 2.999.800,00 euros, précisément le capital souscrit pour un montant de 12500 euros pour le porter de son montant actuel de 50.000 Euros à 37.500 Euros, (réserve légale de 1250 euros pour la porter de 5000 euros à 3750 euros).

Dans le cadre du rapport d'échange précité, la Société scindée réduira son capital souscrit de 50 actions.

Lesdites actions annulées seront échangées contre les parts sociales nouvellement émises de la Société Bénéficiaire.

5. En application de l'article 296 de la loi du 10 août 1915, telle que modifiée, les 2 Actionnaires représentant l'entièreté du capital de la Société ayant d'ores et déjà renoncé au bénéfice des articles 293, 294, paragraphes (1), (2) et (4) et de l'article 295, paragraphe (1) c), d) et e), le rapport écrit du conseil d'administration et le rapport sur le projet de scission portant sur le rapport d'échange prévu par l'article 294 de ladite loi ne seront pas émis.

6. La scission sera également soumise aux modalités suivantes:

a) La Nouvelle Société acquerra une partie des actifs et du passif de la Société à scinder dans l'état dans lequel ils se trouvent à la date d'effet de la scission, sans droit de recours contre la Société à scinder pour quelque raison que ce soit;

b) La Société à scinder garantit à la Nouvelle Société que les créances cédées dans le cadre de la scission sont certaines, mais elle n'assume aucune garantie quant à la solvabilité des débiteurs cédés ni aux montants recouvrables réellement;

c) La Nouvelle Société et la Société sont redevables à partir de la date d'effet de la scission de tous impôts, taxes, charges et frais, ordinaires ou extraordinaires, échus ou non-échus, qui grèvent les éléments d'actifs ou de passif respectifs qui leur sont cédés par l'effet de la présente scission;

d) La Nouvelle Société et la Société assureront à partir de la date d'effet tous les droits et toutes les obligations qui sont attachés aux éléments d'actif et de passif respectifs qui leur sont attribués et elles continueront d'exécuter dans la mesure de la répartition effectuée tous les contrats en vigueur à la date d'effet sans possibilité de recours contre la Société à scinder ou ses ayants droits historiques;

e) Les droits et les créances transmis à la Nouvelle Société sont cédés à cette société avec les sûretés réelles ou personnelles respectives qui y sont attachées. La Nouvelle Société sera ainsi subrogée, sans qu'il y ait novation, dans tous les droits réels et personnels de la Société à scinder en relation avec tous les biens et contre tous les débiteurs sans exception, le tout conformément à la répartition des éléments du bilan.

La subrogation s'appliquera plus particulièrement à tous les droits d'hypothèque, de saisie, de gage, d'option et de préemption, et autres droits similaires, qu'ils soient apparents, cachés ou non apparents, de sorte que la Nouvelle Société est autorisée à procéder à toutes les notifications, à tous les enregistrements, et inscriptions, renouvellements et renonciations à ces droits d'hypothèque, de saisie, de gage ou autres.

f) La Nouvelle Société renoncera formellement à toutes les actions résolutoires qu'elle aura contre la Société à scinder et ses ayant droits, du fait que la nouvelle société assumera les dettes, charges et obligations de la Société à scinder.

8. Par l'effet de cette scission, la Société à scinder n'est pas dissoute et uniquement 50 des actions qu'elle a émises sont annulées.

9. L'approbation de cette scission par l'assemblée des actionnaires de la Société à scinder est censée donner décharge pleine et entière à chacun des administrateurs et au commissaire aux comptes de la Société à scinder pour l'exécution de toutes leurs obligations jusqu'à la date de cette assemblée générale.

10. La scission entraînera de plein droit les conséquences prévues par l'article 303 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

11. La Nouvelle Société et la Société procéderont à toutes les formalités nécessaires ou utiles pour donner effet à la scission et à la cession d'une partie des avoirs et obligations par la Société à scinder à la Nouvelle Société.

12. Les documents sociaux, ainsi que les livres de la Société à scinder sont gardés à son siège social, pour la durée prescrite par la loi modifiée du 10 août 1915 sur les sociétés commerciales.

13. Le projet de scission sera à la disposition des Actionnaires de la Société à scinder à son siège social au moins un mois avant la date de l'assemblée générale ensemble avec les comptes annuels et le rapport de gestion des trois derniers exercices et un état comptable récent.

14. La scission n'a pas donné lieu et ne donnera pas lieu à l'attribution d'avantages spéciaux aux membres du conseil d'administration ou au commissaire aux comptes des sociétés participant à l'opération. La Société n'emploie pas de salariés.

Annexe 1. Répartition des éléments du patrimoine actif et passif de «DAY DREAM SA» («Société à scinder») entre elle-même et la Société Nouvelle «WAKING DREAM SARL».

La répartition ci-dessous est basée sur la situation comptable intérimaire au 30.06.2015 de la Société à scinder «DAY DREAM SA».

Toute variation ultérieure à cette date fera l'objet d'une rectification dans le poste respectivement concerné pour paraître dans sa version définitive lors de l'assemblée générale approuvant la scission.

PROJET DE SCISSION PARTIELLE

sur base de la situation bilantaire arrêté au 30.06,2015 (en euros)

«DAY DREAM SA» avant scission

@CONSEILS Sàrl
JB ZEIMET
Le Conseil d'Administration

Comptes annuels (Schéma 2014)

Valeurs EUR

	Case	2015 2015	2014 2014
C. Actif immobilisé	AC	12 995 642,97	16 222 999,78
III. Immobilisations financières	ACIII	12 995 642,97	16 222 999,78
3. Parts dans des entreprises avec lesquelles l'entreprise a un lien de participation	ACIII3	12 449 417.40	15 232 217,40
23300040 PART° TROYD S.A.	ACIII3	309,87	309,87
23300049 CORRECT° VAL PART° TROYD S.A.	ACIII3	(308,87)	(308,87)
23300100 PART° STACO S.A.	ACIII3	0,05	0,05
23300170 PART° DAY DREAM BELGIUM BVBA	ACIII3	4 499 700,00	4 499 700,00
23300180 PART° DAY DREAM FLANDERS BVBA	ACIII3	2 999 800,00	2 999 800,00
23300190 PART° DAY DREAM BRUSSELS BVBA	ACIII3		2 999 800,00
23300200 PART° DAY DREAM BVBA	ACIII3	4 499 700,00	4 499 700,00
23300210 PART° IM.MOR TILIMOR SA	ACIII3	233 216,35	233 216,35
23300220 PART° INEXTEC S.A.	ACIII3	217 000,00	
4. Créances sur des entreprises avec lesquelles l'entreprise a un lien de participation	ACIII4	546 225,57	990 782,38
23400003 Prêt TROYD NV	ACIII4	546 225,57	990 782,38
D. Actif circulant	AD	8 649,15	919,05

II. Créances	ADII	1 605,00	
4. Autres créances	ADII4	1 605,00	
a) dont la durée résiduelle est intérieure ou égale à un an	ADII4a	1 605,00	
42140000 Admin. des Contributions Directes	ADII4a	1 605,00	
IV. Avoirs en banques, avoirs en compte de chèques postaux, chèques et encaisse	ADIV	7 044,15	919,05
51310002 BGL LU85 0030 5353 7672 1000 €	ADIV	7 044,15	919,05
TOTAL DU BILAN (ACTIF)		13 004 292,12	16 223 918,83
A. Capitaux propres	PA	12 246 566,09	15 243 817,30
I. Capital souscrit	PAI	37 500,00	50 000,00
10100000 Capital souscrit	PAI	37 500,00	50 000,00
IV. Réserves	PAIV	12 192 457,90	15 179 757,90
1. Réserve légale	PAIV1	3 750,00	5 000,00
13100000 Réserve légale	PAIV1	3 750,00	5 000,00
4. Autres réserves	PAIV4	12 188 707,90	15 174 757,90
13830000 Autres réserves disponibles	PAIV4	12 186 707,90	15 174 757,90
V. Résultats reportés	PAV	14 059,40	
14100000 Résultats reportés	PAV	14 059,40	
VI. Résultat de l'exercice	PAVI	2 548,79	14 059,40
D. Dettes non subordonnées	PD	757 726,03	980 101,53
4. Dettes sur achats et prestations de services	PD4	5 382,00	
a) dont la durée résiduelle est inférieure ou égale à un an	PD4a	5 382,00	
44111000 Fournisseurs	PD4a	5 382,00	
8. Dettes fiscales et dettes au titre de la sécurité sociale	PD8	5 889,50	6 147,00
a) dettes fiscales	PD8a	5 889,50	6 147,00
46121100 IRC Charge fiscale estimée	PD8a	4 406,00	4 406,00
46122100 ICC Charge fiscale estimée	PD8a	897,00	897,00
46123100 IF Charge fiscale estimée	PD8a	586,50	844,00
9. Autres dettes	PD9	746 454,53	973 954,53
b) dont la durée résiduelle est supérieure à un an	PD9b	746 454,53	973 954,53
47221000 Montant principal	PD9b	746 454,53	973 954,53
TOTAL DU BILAN (PASSIF)		13 004 292,12	16 223 918,83
Comptes de résultat		2 548,79	14 059,40
A. Charges			
2. Autres charges externes	RA2	5 394,40	6 251,72
61333000 Frais de compte	RA2	12,40	611,72
61342002 Frais de gestion Luxembourg	RA2	5 031,00	4 945,00
61342003 Frais de commissaires aux comptes	RA2	351,00	345,00
61870000 Cotisations aux associations profes.	RA2		350,00
10. Charges exceptionnelles	RA10		1,20
66410000 Parts dans des entreprises liées	RA10		1,00
66880000 Autres charges exceptionnelles diverses	RA10		0,20
11. Impôts sur le résultat	RA11		3 963,00
67110000 Exercice courant	RA11		3 950,00
67210000 Exercice courant	RA11		13,00
12. Autres impôts ne figurant pas sous le poste ci-dessus	RA12		516,00
68110000 Exercice courant	RA12		844,00
78100000 Régularisations d'impôt sur la fortune	RA12		(328,00)
13. Profit de l'exercice	RA13	2 548,79	14 059,40
A. Charges	RA	7 943,19	24 791,32
B. Produits			
8. Autres intérêts et autres produits financiers	RB8	7 943,19	23 990,16
a) provenant d'entreprises liées	RB8a	7 943,19	23 990,16
75540000 int. sur entrep. liées ou lien de part.	RB8a	7 943,19	23 990,16

10. Produits exceptionnels	RB10		801,16
76430000 Parts dans les ent. lien participations	RB10		800,00
76880000 Autres produits exceptionnels divers	RB10		1,16
B. Produits	RB	7 943,19	24 791,32

HORS BILAN

Situation au 30/06/2015
(Exprimés en EUR)

ACTIF

	30-juin-15
Actif immobilisé	
Immobilisations financières	2 999 800,00
Total actif immobilisé	2 999 800,00
Actif circulant	
Avoirs en banque	0,00
Total actif circulant	0,00
Total actif	2 999 800,00

PASSIF

	30-juin-15
Capitaux propres	
Capital souscrit	12 500,00
Réserve légale	1 250,00
Autres réserves disponibles	2 986 050,00
Résultat de l'exercice	0,00
Total capitaux propres	2 999 800,00
Dettes	
Dettes fiscales et dettes au titre de la sécurité sociale	0,00
Autres dettes	0,00
dont la durée résiduelle est inférieure ou égale à un an	0,00
Autres dettes	0,00
dont la durée résiduelle est supérieure à un an	0,00
Total dettes	0,00
Total passif	2 999 800,00

Comptes de profits et pertes situation au 30/06/2015
(Exprimés en EUR)

	30-juin-15
Charges	
Autres charges externes	0,00
Corrections de valeur sur immobilisations financières	0,00
Charges exceptionnelles	0,00
Impôts sur le résultat	0,00
Autres impôts ne figurant pas sous le poste ci-dessus	0,00
Résultat de l'exercice	0,00
Total charges	0,00
Produits	
Produits des immobilisations financières	0,00
Autres intérêts et autres produits financiers	0,00
Autres produits d'exploitation	0,00
Produits exceptionnels	0,00
Perte de l'exercice	0,00
Total produits	0,00

Annexe au 30/06/2015
Immobilisations financières
(Exprimés en EUR)

	30-juin-15
Parts dans des entreprises liées	
Participation DAY DREAM BVBA	2 999 800,00
Sous total participations	2 999 800,00

Annexe au 30/06/2015
Autres charges externes
(Exprimés en EUR)

	30-juin-15
Honoraires juridiques	0,00
Honoraires comptables	0,00
Autres honoraires	0,00
Frais bancaires	0,00
Total	0,00

Référence de publication: 2015133680/264.
(150144903) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 août 2015.

Belron ND S.à r.l., Société à responsabilité limitée.
Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.
R.C.S. Luxembourg B 156.238.

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Les comptes annuels au 31-12-2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Référence de publication: 2015086966/9.
(150099769) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 juin 2015.

Fin-S S.A., Société Anonyme.
Siège social: L-1212 Luxembourg, 3, rue des Bains.
R.C.S. Luxembourg B 113.744.

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Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE DES ACTIONNAIRES

qui se tiendra le *18 août 2015* à 11.00 heures au siège social de la société avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes clos au 31 décembre 2012, au 31 décembre 2013 et au 31 décembre 2014, des rapports de gestion du Conseil d'Administration et des rapports de la personne chargée du contrôle des comptes;
2. Approbation des comptes annuels au 31 décembre 2012, au 31 décembre 2013 et au 31 décembre 2014 et affectation des résultats des exercices;
3. Décision sur base de l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales (telle que modifiée);
4. Décharge aux organes de la société;
5. Confirmation des mandats des administrateurs et du commissaire pour les exercices clos au 31 décembre 2013 et au 31 décembre 2014;
6. Nominations statutaires;
7. Informations sur les impayés de la société;
8. Demande de financement permettant le règlement des impayés
9. Divers.

Afin de pouvoir participer à l'Assemblée générale, les actionnaires devront se conformer aux exigences de la loi du 28 juillet 2014 relative à l'immobilisation des actions et parts au porteur et contacter à cet effet le dépositaire légal de la société - Your Tacs S.A., sis au 5 place du Théâtre L2613 Luxembourg - cinq jours francs avant l'assemblée.

Le Conseil d'Administration.

- Les informations et les documents relatifs à l'Assemblée, sont à disposition des actionnaires au siège social de la société.

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