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° 2092 14 août 2015

SOMMAIRE

D H M Spf S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 29.851.

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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: 2015091979/9.

(150103013) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

CRG-Group S.A., Société Anonyme.

Siège social: L-5408 Bous, 60, rue de Luxembourg.

R.C.S. Luxembourg B 181.286.

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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: 2015091974/10.

(150103364) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

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

Siège social: L-9016 Ettelbruck, 3-5, rue de l'Ecole Agricole.

R.C.S. Luxembourg B 114.162.

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Les statuts coordonnés au 1 er juin 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Diekirch, le 15 juin 2015.

Référence de publication: 2015091975/10.

(150103003) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

NN Lux Insurance International S.A., Société Anonyme.

Siège social: L-2350 Luxembourg, 3, rue Jean Piret.

R.C.S. Luxembourg B 135.305.

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La liste des signatures autorisées a été déposée 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 18 juin 2015.

Pieter Coopmans

Dirigeant Agréé

Référence de publication: 2015096205/12.

(150106331) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2015.

NN Life Luxembourg S.A., Société Anonyme.

Siège social: L-2350 Luxembourg, 3, rue Jean Piret.

R.C.S. Luxembourg B 46.425.

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La liste des signatures autorisées a été déposée au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 12 juin 2015.

NN Life Luxembourg S.A.

Pieter Coopmans

Dirigeant Agréé

Référence de publication: 2015096204/13.

(150106271) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2015.

Delta Industrial Services, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 157.781.

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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: 2015091985/9.

(150104060) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

D.I.C. International, Société Anonyme.

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

R.C.S. Luxembourg B 54.191.

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

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

FIDUO

Référence de publication: 2015091980/10.

(150103326) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Danaher European Finance S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.070.556.056,00.

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

R.C.S. Luxembourg B 116.317.

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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.

Luxembourg, le 15 juin 2015.

Référence de publication: 2015091982/10.

(150102850) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Ado Properties, Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 20, rue Eugène Ruppert.

R.C.S. Luxembourg B 197.554.

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

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

Luxembourg, le 25 juin 2015.

POUR COPIE CONFORME

Référence de publication: 2015099194/11.

(150110316) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2015.

ATHLON Capital Management S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 181.877.

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Il résulte d'un contrat d'achat de parts sociales en date du 18 juin 2015 entre Monsieur Dimitrios Zacharakis et Investment Bank of Greece S.A., ayant son siège social au 32 Aegialias Str. & Paradissou, 15125 Maroussi, Athènes, Grèce, enregistrée auprès du Registre du Commerce et des Sociétés grec sous le numéro 003664201000, que Monsieur Dimitrios Zacharakis, a cédé 12.500 parts sociales de la Société, à Investment Bank of Greece S.A. avec effet au 18 juin 2015.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2015099228/14.

(150109464) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2015.

AI Global Investments & CY S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 140.619.

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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.

Belvaux, le 25 juin 2015.

Référence de publication: 2015099197/10.

(150109595) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2015.

PayCash Europe S.A., Société Anonyme.

Siège social: L-4362 Esch-sur-Alzette, 9, avenue des Hauts-Fourneaux.

R.C.S. Luxembourg B 167.594.

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Auszug eines Beschlusses des Aufsichtsrats der PayCash Europe S.A. (die "Gesellschaft") vom 23. Juni 2014

Der Ausichtsrat der Gesellschaft hat in seiner aussergewöhnlichen Sitzung vom 23 Juni 2014 einstimmig beschlossen Hrn Jürgen Wolff für zwei weitere Jahre im Amt des Vorstands der Gesellschaft zu bestätigen.

Beschlossen, am 23.6.2014.

Jan Reinhart

Vorsitzender des Aufsichtsrats

Référence de publication: 2015095485/13.

(150105444) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juin 2015.

Arteva Europe S.à r.l., Société à responsabilité limitée.

Capital social: USD 316.585.250,00.

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

R.C.S. Luxembourg B 67.094.

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EXTRAIT

II résulte des résolutions prises par l'associé unique en date du 18 juin 2015 que la personne suivante a démissionné, avec effet au 19 juin 2015, de sa fonction de gérant de la Société:

- Madame Sonja Higginbotham, née le 29 avril 1965 en Arkansas, Etats-Unis d'Amérique, ayant son adresse professionnelle au 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg.

Il résulte également desdites résolutions que la personne suivante a été nommée, avec effet au 19 juin 2015, et pour une durée indéterminée, en qualité de gérant de la Société:

- Monsieur Olivier Lequeue, né le 31 octobre 1978 à Schaerbeek, Belgique, ayant son adresse professionnelle au 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg,

Depuis lors, le conseil de gérance de la Société se compose comme suit:

- Monsieur Olivier Lequeue, prénommé,

- Monsieur Christopher Chessmore, né le 23 septembre 1961 à Dallas, Texas, Etats-Unis d'Amérique, ayant son adresse professionnelle au 4123 E. 37 th St. North, 67220 Wichita, Kansas, Etats-Unis d'Amérique,

- Monsieur Toby Harrison, né le 20 août 1955 à Elwood, Indiana, Etats-Unis d'Amérique, ayant son adresse professionnelle au 4123 E. 37 th St. North, 67220 Wichita, Kansas, Etats-Unis d'Amérique.

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

Senningerberg, le 25 juin 2015.

Pour extrait conforme

ATOZ SA

Aerogolf Center - Bloc B

1, Heienhaff

L-1736 Senningerberg

Signature

Référence de publication: 2015099220/31.

(150109996) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2015.

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

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

R.C.S. Luxembourg B 174.190.

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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.

Référence de publication: 2015095587/9.

(150106217) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juin 2015.

Société Nationale des Chemins de Fer Luxembourgeois, Société Commerciale à Statut Légal Spécial.

Siège social: L-1616 Luxembourg, 9, place de la Gare.

R.C.S. Luxembourg B 59.025.

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Les comptes consolidés 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: 2015095592/10.

(150106033) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juin 2015.

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

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

R.C.S. Luxembourg B 125.290.

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Le bilan au 31 décembre 2013 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.

Signature.

Référence de publication: 2015095593/10.

(150105321) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juin 2015.

Lyxor SME Credit Fund, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1616 Luxembourg, 28-32, place de la Gare.

R.C.S. Luxembourg B 190.117.

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Extrait de la résolution prise lors du conseil d'administration du 27 novembre 2014:

Remplace la version déposée antérieurement

Dépôt Initial: L140217391 déposé le 08/12/2014

I. Démission de Monsieur Eric TALLEUX en tant qu'Administrateur et Président du Conseil d'Administration

Le Conseil d'Administration prend note de la démission de Monsieur Eric TALLEUX, résidant professionnellement au 17 Cours Valmy, F-92800 Puteaux, France de sa fonction d'Administrateur et de Président, avec effet au 30 Octobre 2014.

II. Cooptation de Monsieur Guilhem TOSI en tant qu'Administrateur du Conseil d'Administration en remplacement de Monsieur Eric TALLEUX

Conformément aux prescriptions de l'article 20 des Statuts Coordonnés du 08 Septembre 2014, le Conseil d'Administration décide de coopter Monsieur Guilhem TOSI, résidant professionnellement au 17 Cours Valmy, F-92987 Paris La Défense, France à la fonction d'Administrateur en remplacement de Monsieur Eric TALLEUX, démissionnaire, avec effet au 30 Octobre 2014, et jusqu'à la prochaine Assemblée Générale des Actionnaires, ce conformément à l'agrément CSSF donné le 27 Novembre 2014.

III. Election de Monsieur Guilhem TOSI en tant que Président du Conseil d'Administration en remplacement de Monsieur Eric TALLEUX

Conformément aux prescriptions de l'article 21 des Statuts Coordonnés du 08 Septembre 2014, le Conseil d'Administration décide d'élire à compter du 27 Novembre 2014, Monsieur Guilhem TOSI en tant que Président du Conseil d'Administration de la société, en remplacement de Monsieur Eric TALLEUX, démissionnaire.

Référence de publication: 2015096856/25.

(150107630) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2015.

IFI Estates S.A., Société Anonyme.

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

R.C.S. Luxembourg B 84.151.

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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.

Un mandataire

Référence de publication: 2015095280/10.

(150106009) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juin 2015.

DC One, Société à responsabilité limitée.

Siège social: L-2348 Luxembourg, 23, rue de Prague.

R.C.S. Luxembourg B 183.528.

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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.

Signature.

Référence de publication: 2015091998/10.

(150103665) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

ITACA Finance S.A., Société Anonyme.

Capital social: EUR 12.680.855,90.

Siège social: L-1610 Luxembourg, 8, avenue de la Gare.

R.C.S. Luxembourg B 161.507.

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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.

Luxembourg, le 19.06.2015.

Pour ITACA FINANCE SA

Société anonyme

Référence de publication: 2015096817/12.

(150107457) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2015.

KFE GP S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2227 Luxembourg, 29, rue de la Porte-Neuve.

R.C.S. Luxembourg B 193.751.

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EXTRAIT

M. Jeremy Nicolas Hood a démissionné de ses fonctions de gérant de KFE GP S.àr.l. (la «Société») avec effet au 23 février 2015.

Il en résulte que le conseil de gérance de la Société est désormais composé comme suit:

- M. Pierre Stemper, gérant;
- Mme Christelle Rétif, gérant;
- M. Naïm Gjonaj, gérant;
- M. Cédric Dubourdieu, gérant;
- M. Xavier Lemonier, gérant.

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

Luxembourg, le 17 juin 2015.

Pour extrait conforme

KFE GP S.àr.l.

Référence de publication: 2015096832/21.

(150107467) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2015.

Match Est S.à.r.l., Société à responsabilité limitée.

Siège social: L-6450 Echternach, 1, route de Luxembourg.

R.C.S. Luxembourg B 93.367.

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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: 2015096174/9.

(150106213) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2015.

Mullendriesch Constructions S.A., Société Anonyme.

Siège social: L-7257 Helmsange, 1-3, Millewee.

R.C.S. Luxembourg B 128.183.

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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 17 juin 2015.

Référence de publication: 2015096187/10.

(150106706) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2015.

Monte Rosa Funds, SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 137.282.

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EXTRAIT

L'Assemblée Générale des Actionnaires s'est tenue à Luxembourg le 16 juin 2015 et a adopté les résolutions suivantes:

1. L'Assemblée a reconduit les mandats des administrateurs suivants:

- M. Francesco Ilardi, 60, route des Acacias, CH-1211 Genève 73
- M. Marc Wenda, 15, avenue J.F. Kennedy, L-1855 Luxembourg
- M. Benoît Beisbardt, 15, avenue J.F. Kennedy, L-1855 Luxembourg

pour une période d'une année, jusqu'à la prochaine assemblée générale des actionnaires qui se tiendra en 2016.

2. L'Assemblée a reconduit le mandat du réviseur d'entreprises agréé Deloitte Audit S.à r.l., pour une durée d'un an, jusqu'à la prochaine assemblée générale des actionnaires qui se tiendra en 2016.

Référence de publication: 2015100638/16.

(150111018) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

Multiship S.A., Société Anonyme.

Siège social: L-2310 Luxembourg, 20, avenue Pasteur.

R.C.S. Luxembourg B 148.452.

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Dépôt rectificatif du dépôt n° L150099787 déposé le 10.06.2015

Extrait du procès-verbal de la réunion de l'Assemblée Générale de l'Actionnaire Unique tenue en date du 08 Juin 2015.

Lors de ladite Assemblée, l'Actionnaire Unique a pris les résolutions suivantes:

1. La démission, avec effet immédiat, de Monsieur Jean-Pierre DE WOLF, avec adresse professionnelle au 20, Avenue Pasteur, L-2310 Luxembourg, aux fonctions d'Administrateur-Unique de la Société.

2. La nomination, avec effet immédiat, de Monsieur DE WOLF Jean-Pierre, avec adresse professionnelle au 20, Avenue Pasteur, L-2310 Luxembourg, aux fonctions d'Administrateur et Administrateur-délégué de la Société. Son mandat viendra à échéance à l'issue de la prochaine Assemblée Générale Annuelle, qui se tiendra en 2016.

3. La nomination, avec effet immédiat, de Monsieur DE WOLF Bart et Madame FRAINER Elisabeth, tous deux avec adresse professionnelle au 20, Avenue Pasteur, L-2310 Luxembourg, aux fonctions d' Administrateur de la Société.

Leur mandat viendra à échéance à l'issue de la prochaine Assemblée Générale Annuelle, qui se tiendra en 2016.

Pour extrait conforme

Référence de publication: 2015096190/19.

(150106666) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2015.

MECAN S.A., Société Anonyme.

Siège social: L-7410 Angelsberg, 8-10, rue de Mersch.

R.C.S. Luxembourg B 47.927.

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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.

Signature.

Référence de publication: 2015100621/10.

(150110785) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

Parelpark Investments S.à r.l./B.V., Société à responsabilité limitée.

Capital social: EUR 18.210,00.

Siège social: L-1371 Luxembourg, 3A, Val Sainte Croix.

R.C.S. Luxembourg B 177.442.

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Les comptes annuels au 28 février 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.

Stonehage Corporate Services Luxembourg S.A.
3A, Val Ste Croix
L-1371 Luxembourg
Signature

Référence de publication: 2015100681/13.

(150110595) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

Mishal Finance S.A., Société Anonyme.

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

R.C.S. Luxembourg B 103.227.

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Le représentant permanent de l'administrateur suivant a changé comme suit:

Manacor (Luxembourg) S.A., société anonyme, avec siège social au 46A, avenue J.F. Kennedy, L-1855 Luxembourg, immatriculée sous le numéro B 9098 avec le Registre de Commerce et des Sociétés Luxembourg, ayant pour représentant permanent Monsieur Fabrice Rota, né le 19 février 1975 à Mont-Saint-Martin, France, avec adresse professionnelle au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg.

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

Manacor (Luxembourg) S.A.
Administrateur

Référence de publication: 2015100634/15.

(150110456) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

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

Siège social: L-2449 Luxembourg, 8, boulevard Royal.

R.C.S. Luxembourg B 74.005.

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EXTRAIT

Il résulte d'une cession de parts sociales en date du 13 mai 2015 que la société KV Associates S.A., enregistrée au Registre de Commerce et des Sociétés sous le n° B 67559, et avec siège social au 17, boulevard Royal, L-2449 Luxembourg, a cédé la totalité du capital de la société, soit 21.275 parts sociales, à Madame Siv Margaretha Schalin, née le 23 Mai 1962 à Sjundea (Finlande), domiciliée professionnellement au 40a Bengt Schalinin tie, FI-02420 Jorvas, Finlande.

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

Luxembourg, le 13 mai 2015.
Karim Van den Ende
Gérant

Référence de publication: 2015100640/16.

(150110192) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

Muscadet S.A., Société Anonyme.

Siège social: L-1335 Luxembourg, 32, rue de Cicignon.

R.C.S. Luxembourg B 164.900.

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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.

Signature.

Référence de publication: 2015100643/10.

(150110232) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

Nucifera, Société Anonyme.

Siège social: L-1258 Luxembourg, 6, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 83.970.

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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.

Signature

Un mandataire

Référence de publication: 2015100659/11.

(150110385) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

Oranje-Nassau Développement S.A., SICAR, Société Anonyme sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-1142 Luxembourg, 5, rue Pierre d'Aspelt.

R.C.S. Luxembourg B 166.568.

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Extrait du procès-verbal de l'Assemblée générale ordinaire d'Oranje-Nassau S.A., S.I.C.A.R., RCS Luxembourg B 166 568, en date du 15 juin 2015

Il a été décidé ce qui suit:

- L'Assemblée décide de renouveler le mandat du Réviseur d'entreprises agréé Ernst & Young Luxembourg, 7 rue Gabriel Lippmann, L-5365 Munsbach, pour une durée d'un an expirant à l'issue de l'Assemblée générale statuant sur les comptes de l'exercice de 2015.

Pour extrait certifié conforme

Mandataire

Référence de publication: 2015100664/16.

(150110744) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

My Holding Company S.A. Holding, Société Anonyme.

R.C.S. Luxembourg B 28.386.

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CLÔTURE DE LIQUIDATION

Extrait

Par jugement rendu en date du 21 mai 2015, le Tribunal d'Arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, après avoir entendu le juge-commissaire en son rapport oral, le liquidateur et le Ministère Public en leurs conclusions, déclare closes par liquidation les opérations de liquidation de la société anonyme MY HOLDING COMPANY S.A. HOLDING, dont le siège social à Luxembourg, 82, avenue Victor Hugo, a été dénoncé en date du 15 novembre 1993.

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

Pour extrait conforme

Jonathan BURGER

Le liquidateur

Référence de publication: 2015100644/17.

(150110863) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

CETP II Co-Invest S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 159.888.

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

Before Us, Maître Jean-Paul MEYERS, civil law notary residing in Esch-sur-Alzette, Luxembourg,

was held

an extraordinary general meeting of the shareholders of the private limited liability company having the status of a securitisation company (société à responsabilité limitée de titrisation) established and existing in the Grand-Duchy of Luxembourg under the name CETP II Co-Invest S.à r.l. (the Company), with registered office at 2, Avenue Charles de Gaulle, 4 th floor, L-1653 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 159.888, established pursuant to a deed of Maître Francis Kesseler, notary residing in Esch-sur-Alzette, dated March 9, 2011, published in the Mémorial C, Recueil des Sociétés et Associations on June 9, 2011, number 1249 and as amended for the last time by a deed of the undersigned notary, dated December 31, 2014, published in the Mémorial C, Recueil des Sociétés et Associations on February 23, 2015 number 496.

The meeting was presided by Ms Laetitia Piscione, private employee, residing professionally at 2, Avenue Charles de Gaulle, L-1653 Luxembourg, (the "Chairman").

The Chairman appointed as secretary Ms Fatima Lahmer, private employee, residing professionally at 2, Avenue Charles de Gaulle, L-1653 Luxembourg (the "Secretary").

The meeting elected as scrutineer Ms Marine Leonardis, private employee, residing professionally at 2, Avenue Charles de Gaulle, L-1653 Luxembourg (the "Scrutineer").

The board of the meeting then drew up the attendance list, which, after having been signed by the holder(s) of the powers of attorney representing the shareholders, will remain attached to the present minutes together with said powers of attorney in order to be registered together with the deed.

The Chairman declared that:

I. The shareholders representing the full amount of the share capital of the Company were present or validly represented at the present shareholders' meeting of the Company, confirmed having had full knowledge of the agenda ahead of the meeting and waived their rights to any applicable convening formalities thereof so that the meeting could validly deliberate and decide on all subjects on the agenda.

II. The agenda of the meeting was the following:

1. Decrease of the Company's share capital by an amount of four million one hundred forty two thousand two hundred and sixty two Euro (EUR 4,142,262.-) to bring it from its current amount of twenty million four hundred and fifty thousand six hundred twenty eight Euro (EUR 20,450,628.-) to the amount of sixteen million three hundred and eight thousand three hundred and sixty six Euro (EUR 16,308,366.-) by the redemption and cancellation of four million one hundred forty two thousand two hundred and sixty two (4,142,262) class A shares (the A Shares), with a nominal value of one Euro each (EUR 1.-) and to repay the shares redeemed and cancelled to Carlyle Foundry Partners L.P;

2. Amendment of article 6 of the Company's articles of association to reflect the above capital decrease;

" **Art. 6.** The Company's share capital is fixed at sixteen million three hundred and eight thousand three hundred and sixty six Euro (EUR 16,308,366.-) represented by thirty two thousand four hundred thirty four (32,434) Class A shares, nine million eighty eight thousand two hundred and seventy nine (9,088,279) class B shares, eight hundred and seventy eight thousand eight hundred and ninety nine (878,899) class B2 shares, six million three hundred eight thousand seven hundred fifty-four (6,308,754) class C shares with a nominal value of one Euro (EUR 1.-) each.

The shares issued may be of different classes and expressed as being exclusively related to one or more specific Compartments of the Company.

Each share is entitled to one vote at ordinary and extraordinary general meetings.";

3. Authorization to any manager of the Company to act individually, to amend and sign, in the name and on behalf of the Company any document in relation to the points raised at the agenda.

Then the extraordinary general meeting after deliberation unanimously took the following resolutions:

First resolution

The extraordinary general meeting of the shareholders of the Company resolved to decrease the Company's share capital by an amount of four million one hundred forty two thousand two hundred and sixty two Euro (EUR 4,142,262.-) to bring it from its current amount of twenty million four hundred and fifty thousand six hundred twenty eight Euro (EUR 20,450,628.-) to the amount of sixteen million three hundred and eight thousand three hundred and sixty six Euro (EUR 16,308,366.-) by the redemption and cancellation of four million one hundred forty two thousand two hundred and sixty two (4,142,262) class A shares (the A Shares), with a nominal value of one Euro each (EUR 1.-) and to repay the shares redeemed and cancelled to Carlyle Foundry Partners L.P.

Second resolution

The extraordinary general meeting of the shareholders of the Company resolved to amend the article 6 of the Company's articles of association following the above capital increase, which shall henceforth read as follows:

" **Art. 6.** The Company's share capital is fixed at sixteen million three hundred and eight thousand three hundred and sixty six Euro (EUR 16,308,366.-) represented by thirty two thousand four hundred thirty four (32,434) Class A shares, nine million eighty eight thousand two hundred and seventy nine (9,088,279) class B shares, eight hundred and seventy eight thousand eight hundred and ninety nine (878,899) class B2 shares, six million three hundred eight thousand seven hundred fifty-four (6,308,754) class C shares with a nominal value of one Euro (EUR 1.-) each.

The shares issued may be of different classes and expressed as being exclusively related to one or more specific Compartments of the Company.

Each share is entitled to one vote at ordinary and extraordinary general meetings.".

Third resolution

The extraordinary general meeting of the shareholders of the Company resolved to grant an authorization to any manager of the Company to act individually, to amend and sign, in the name and on behalf of the Company any document in relation to the points raised at the agenda.

Power

The above appearing parties hereby give power to any agent and / or employee of the office of the signing notary, acting individually, to draw, correct and sign any error, lapse or typo to this deed.

There being no further business before the meeting, the same was thereupon adjourned.

Declaration

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 followed by a French translation.

On request of the same appearing persons and in case of divergence between the English and the French text, the English version will prevail.

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

The document having been read to the board of the meeting and proxyholder of the parties appearing, who are known to the notary by their Surname, Christian name, civil status and residence, they signed together with Us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille quinze, le cinq juin.

Par-devant Nous, Maître Jean-Paul Meyers, notaire de résidence à Esch-sur-Alzette, Luxembourg.

A été tenue

une assemblée générale extraordinaire des associés de la société à responsabilité limitée de titrisation existant à Luxembourg sous le nom de CETP II Co-Invest S.à r.l. (la Société), ayant son siège social au 2, avenue Charles de Gaulle, 4 ème étage, L-1653 Luxembourg, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 159.888, constituée suivant acte de Maître Francis Kesseler, notaire de résidence à Esch-sur-Alzette en date du 9 mars 2011, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1249 du 9 juin 2011 et dont les statuts ont été modifiés pour la dernière suivant acte reçu par le notaire instrumentant en date du 31 décembre 2014, publié au Mémorial C, Recueil des Sociétés et Associations du 23 février 2015 numéro 496.

L'assemblée fut présidée par Mme Laetitia Piscione, employée privée, résidant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg (le «Président»).

Le Président désigna comme secrétaire Mme Fatima Lahmer, employée privée, résidant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg (le «Secrétaire»).

L'assemblée a élu en tant que scrutateur Mme Marine Leonardis, employée privée, résidant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg (le «Scrutateur»).

Le bureau de l'assemblée a dressé la liste de présence, laquelle, après avoir été signée par les détenteurs des procurations représentant les associés, restera annexée au présent acte avec lesdites procurations afin d'être enregistrées avec l'acte.

Le Président a déclaré que:

I. Les associés représentant la totalité du capital social de la Société étaient présents ou représentés à l'assemblée des associés, confirmèrent qu'ils avaient pleinement connaissance de l'ordre du jour de la présente assemblée des associés de la Société avant sa tenue et renoncèrent à tous droits aux formalités de convocation applicables, de sorte que l'assemblée pouvait valablement délibérer et décider sur tous les points portés à l'ordre du jour.

II. L'ordre du jour de l'assemblée fut le suivant:

1. Réduction du capital social de la Société d'un montant de quatre million cent quarante-deux mille deux cent soixante-deux Euros (EUR 4.142.262,-) pour le porter de son montant actuel vingt millions quatre cent cinquante mille six cent vingt-huit Euros (EUR 20.450.628,-) au montant de seize millions trois cent huit mille trois cent soixante-six Euros (EUR 16.308.366,-) par le rachat et l'annulation de quatre million cent quarante-deux mille deux cent soixante-deux (4.142.262) parts sociales de catégorie A ayant une valeur nominale de un Euro (EUR 1) chacune et de repayer les parts sociales rachetées et annulées à Carlyle Foundry Partners, L.P.;

2. Refonte de l'article 6 des statuts de la Société qui aura en conséquence la teneur suivante:

« **Art. 6.** Le capital social de la Société est fixé à seize millions trois cent huit mille trois cent soixante-six Euros (EUR 16.308.366,-) représenté par trente-deux mille quatre cent trente-quatre (32.434) parts sociales de catégorie A, neuf millions quatre-vingt-huit mille deux cent soixante-dix-neuf (9.088.279) parts sociales de catégorie B, huit cent soixante-dix-huit mille huit cent quatre-vingt-dix-neuf (878,899) parts sociales de catégorie B2 et six millions trois cent huit mille sept cent cinquante-quatre (6.308.754) parts sociales de catégorie C, chaque part sociale ayant une valeur nominale d'un Euro (EUR 1,-).

Les parts sociales émises pourront être de différentes catégories, et destinées à être exclusivement rattachées à un ou plusieurs Compartiments déterminés de la Société.

Chaque part sociale donne droit à une voix dans les délibérations des assemblées générales ordinaires et extraordinaires.»;

3. Autorisation donnée à tout gérant de la Société avec faculté d'agir individuellement, pour modifier et signer au nom et pour le compte de la Société tout document en relation avec les points fixes à l'ordre du jour.

Après délibération, l'assemblée générale extraordinaire a pris unanimement les résolutions suivantes:

Première résolution

L'assemblée générale extraordinaire des associés de la Société a résolu de réduire le capital social de la Société d'un montant de quatre million cent quarante-deux mille deux cent soixante-deux Euros (EUR 4.142.262,-) pour le porter de son montant actuel vingt millions quatre cent cinquante mille six cent vingt-huit Euros (EUR 20.450.628,-) au montant de seize millions trois cent huit mille trois cent soixante-six Euros (EUR 16.308.366,-) par le rachat et l'annulation de quatre million cent quarante-deux mille deux cent soixante-deux (4.142.262) parts sociales de catégorie A ayant une valeur nominale de un Euro (EUR 1) chacune et de repayer les parts sociales rachetées et annulées à Carlyle Foundry Partners, L.P..

Deuxième résolution

L'assemblée générale extraordinaire des associés de la Société a résolu de modifier l'article 6, premier paragraphe des statuts de la Société pour refléter l'augmentation de capital ci-dessus, lequel devra désormais être lu comme suit:

« **Art. 6.** Le capital social de la Société est fixé à seize millions trois cent huit mille trois cent soixante-six Euros (EUR 16.308.366,-) représenté par trente-deux mille quatre cent trente-quatre (32.434) parts sociales de catégorie A, neuf millions quatre-vingt-huit mille deux cent soixante-dix-neuf (9.088.279) parts sociales de catégorie B, huit cent soixante-dix-huit mille huit cent quatre-vingt-dix-neuf (878,899) parts sociales de catégorie B2 et six millions trois cent huit mille sept cent cinquante-quatre (6.308.754) parts sociales de catégorie C, chaque part sociale ayant une valeur nominale d'un Euro (EUR 1,-).

Les parts sociales émises pourront être de différentes catégories, et destinées à être exclusivement rattachées à un ou plusieurs Compartiments déterminés de la Société.

Chaque part sociale donne droit à une voix dans les délibérations des assemblées générales ordinaires et extraordinaires.»

Troisième résolution

L'assemblée générale extraordinaire des associés de la Société a résolu d'octroyer une autorisation tout gérant de la Société avec faculté d'agir individuellement, pour modifier et signer au nom et pour le compte de la Société tout document en relation avec les points fixes à l'ordre du jour.

Pouvoir

Les parties comparantes donnent par la présente pouvoir à tout clerc et/ou employé de l'Etude du notaire soussigné, agissant individuellement à corriger, rectifier, ratifier et signer toute erreur, omission ou fautes de frappes au présent acte.

Déclaration

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

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête des personnes comparantes le présent acte est rédigé en anglais suivi d'une version française.

A la requête des mêmes personnes et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

Dont Procès-verbal, fait et passé à Luxembourg, les jours, mois et an qu'en tête des présentes.

Lecture faite et interprétation donnée au bureau et au mandataire des comparants, connus du notaire par leur nom et prénom, état et demeure, ils ont signé ensemble avec nous, notaire, le présent acte.

Signé: L. Piscione, F. Lahmer, M. Leonardis, Jean-Paul Meyers.

Enregistré à Esch/Alzette Actes Civils, le 10 juin 2015. Relation: EAC/2015/13120. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Monique HALSDORF.

POUR EXPEDITION CONFORME, délivrée sur papier libre, aux fins d'enregistrement auprès du R.C.S.L. et de la publication au Mémorial C, Recueil des Sociétés et Associations.

Esch-sur-Alzette, le 17 juin 2015. Jean-Paul MEYERS.

Référence de publication: 2015094206/174.

(150104967) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juin 2015.

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

Capital social: EUR 15.000,00.

Siège social: L-2330 Luxembourg, 124, boulevard de la Pétrusse.

R.C.S. Luxembourg B 197.659.

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STATUTES

In the year two thousand fifteen,

on the eighth day of the month of June.

Before Us Maître Jean-Joseph WAGNER, notary, residing in SANEM (Grand Duchy of Luxembourg),

there appeared the following:

Mr Thierry FROMES, Engineer technician, born in Luxembourg, on 20 February 1965, residing at 151, route de Trèves, L-6940 Niederanven, Grand Duchy of Luxembourg.

Such appearing person has requested the undersigned notary to draw up the following articles of incorporation of a "société à responsabilité limitée" which he declares to form hereby:

Chapter I. Form, Name, Registered office, Object, Duration

Art. 1. Form. Name. There is established by the single shareholder a société à responsabilité limitée (the "Company") governed by the laws of the Grand Duchy of Luxembourg, especially the law of August 10 th , 1915 on commercial companies, (the "Law") as amended, by article 1832 of the Civil Code, and by the present articles of incorporation (the "Articles of Incorporation").

The Company is initially composed of one single shareholder, owner of all the shares. The Company may however at any time be composed of several shareholders, but not exceeding forty (40) shareholders, notably as a result of the transfer of shares or the issue of new shares.

The Company will exist under the name of "Videntifier S.à r.l.".

Art. 2. Registered Office. The Company will have its registered office in the City of Luxembourg, Grand Duchy of Luxembourg.

The registered office may be transferred to any other place within the City of Luxembourg by a resolution of the Manager (s).

Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by resolution of the Managers.

In the event that in the view of the Managers extraordinary political, economic or social developments occur or are imminent that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office or between such office and persons abroad, it may temporarily transfer the registered office abroad, until the complete cessation of these abnormal circumstances. Such temporary measures will have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, will remain a company governed by the laws of the Grand Duchy of Luxembourg. Such temporary measures will be taken and notified to any interested parties by one of the bodies or persons entrusted with the daily management of the Company.

Art. 3. Object. The object of the Company is to develop, translate, localize, manufacture, acquire, import, export, market and distribute, directly or indirectly, computer software and hardware products and all kinds of goods and services related thereto, including, without limitation, technical assistance, teaching, training and consulting. The Company's business also includes activities related to interactive media.

In a general fashion the Company may carry out any commercial, industrial or financial operation, which it may deem useful in the accomplishment and development of its purposes.

An additional purpose of the Company is the holding of participations in any form whatsoever in Luxembourg and foreign companies and in any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio.

The Company may further guarantee, grant security, grant loans or otherwise assist the companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company.

Art. 4. Duration. The Company is formed for an unlimited duration.

It may be dissolved by decision of the single shareholder or by a decision of the general meeting voting with the quorum and majority rules provided by the Law, as the case may be.

Chapter II. Capital, Shares

Art. 5. Subscribed capital. The issued capital of the Company is set at fifteen thousand euro (15'000.-EUR) divided into one hundred (100) shares, with a nominal value of one hundred and fifty euro (150.- EUR) each, all of which are fully paid up.

In addition to the corporate capital, there may be set up a premium account into which any premium paid on any share in addition to its par value is transferred.

The amount of the premium account may be used to provide for the payment of any shares which the Company may redeem from its shareholders, to offset any net realised losses, to make distributions to the shareholders or to allocate funds to the legal reserve.

Art. 6. Shares. Each share entitles its owner to equal rights in the profits and assets of the Company and to one vote at the general meetings of shareholders. Ownership of a share carries implicit acceptance of the Articles of Incorporation of the Company and the resolutions of the single shareholder or the general meeting of shareholders, as the case may be.

Each share is indivisible as far as the Company is concerned.

Co-owners of shares must be represented towards the Company by a common attorney-in-fact, whether appointed amongst them or not.

The single shareholder may transfer freely its shares when the Company is composed of a single shareholder.

The shares may be transferred freely amongst shareholders when the Company is composed of several shareholders. The shares may be transferred to non-shareholders only with the authorisation of the general meeting of shareholders representing at least three quarters (3/4) of the capital.

The transfer of shares must be evidenced by a notarial deed or by a deed under private seal. Any such transfer is not binding upon the Company and upon third parties unless duly notified to the Company or accepted by the Company, in pursuance of article 1690 of the Civil Code.

The Company may redeem its own shares in accordance with the provisions of the Law.

Art. 7. Increase and reduction of capital. The issued capital of the Company may be increased or reduced one or several times by a resolution of the single shareholder or by a resolution of the shareholders voting with the quorum and majority rules set by these Articles of Incorporation or, as the case may be, by the Law for any amendment of these Articles of Incorporation.

Art. 8. Incapacity, bankruptcy or insolvency of a shareholder. The incapacity, bankruptcy, insolvency or any other similar event affecting the single shareholder or any of the shareholders does not put the Company into liquidation.

Chapter III. - Managers, Statutory auditors

Art. 9. Managers. The Company will be administered by one or more managers (the "Managers") who need not be shareholders.

The Managers will be elected by the single shareholder or by the general meeting of shareholders, as the case may be, which will determine their number, for a specified period or for an unlimited period, and they will hold office until their successors are elected. They may be removed at any time, with or without cause, by a resolution of the single partner or by the general meeting of partners, as the case may be.

Art. 10. Powers of the Managers. The Managers are vested with the broadest powers (except for those powers which are expressly reserved by the Law or by the Articles of Incorporation to the single shareholder or to the general meeting of shareholders) to perform all acts necessary or useful for accomplishing the Company's object.

Art. 11. Conflict of Interests. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that anyone or more of the Managers or officers of the Company has a personal interest in, or is a manager, associate, officer or employee of such other company or firm. Except as otherwise provided for hereafter, any Manager or officer of the Company who serves as a manager, associate, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be automatically prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Notwithstanding the above, in the event that any manager or officer of the Company may have any personal conflicting interest in any transaction of the Company, he shall make known to the shareholders such personal interest and shall not consider or approve any such transaction.

The Company shall indemnify any manager 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 manager or officer of the Company, or, at the request of the Company, of any other company of which the Company is a shareholder or creditor and by which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence, fraud or wilful misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its legal counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 12. Delegation of Powers. The Managers may delegate special powers or proxies, or entrust determined permanent or temporary functions to persons or agents chosen by them.

Art. 13. Representation of the Company. The Company will be bound towards third parties by sole signature of its single Manager and in case of plurality of Managers, by the joint signatures of any two Managers or by the joint signatures or single signature of any persons to whom such signatory power has been delegated by the Managers, within the limits of such power.

Where so required by the regulations regarding trade licenses, the Company will be bound towards third parties by the signature of any one Manager or by the signature of the person to whom the daily management of the Company has been delegated, within such daily management, or by the signature of any persons to whom such signatory power has been delegated by the Managers signing jointly with the holder of such trade license (Gérant Technique).

Art. 14. Auditors. The supervision of the operations of the Company may be, and shall be in the cases provided by the Law, entrusted to one or more auditors who need not be shareholders.

The auditors, if any, will be elected by the single shareholder or by the general meeting of shareholders, as the case may be, which will determine the number of such auditors, for a period not exceeding six (6) years, and they will hold office until their successors are elected. At the end of their term as auditors, they shall be eligible for re-election, but they may be removed at any time, with or without cause, by the single shareholder or by the general meeting of shareholders, as the case may be.

Chapter IV. Meeting of shareholders

Art. 15. General meeting of shareholders. If the Company is composed of one single shareholder, the latter exercises the powers granted by the Law to the general meeting of shareholders. Articles 194 to 196 and 199 of the Law of August 10 th , 1915, are not applicable to that situation.

If the Company is composed of no more than twenty five (25) shareholders, the decisions of the shareholders may be taken by a vote in writing on the text of the resolutions to be adopted which will be sent by the Managers to the shareholders by registered mail. In this latter case, the shareholders are under the obligation to, within a delay of fifteen (15) days as from the receipt of the text of the proposed resolution, cast their written vote and mail it to the Company.

Unless there is only one single shareholder, the shareholders may meet in a general meeting of shareholders upon call in compliance with Law by the Managers, subsidiarily, by the auditor or, more subsidiarily, by shareholders representing half (1/2) the corporate capital. The notice sent to the shareholders in accordance with the Law will specify the time and place of the meeting as well as the agenda and the nature of the business to be transacted.

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

A shareholder may act at any meeting of the shareholders by appointing in writing, by fax or telegram as his proxy another person who need not be a shareholder.

Shareholders' meetings, including the annual general meeting, may be held abroad if, in the judgement of the Managers, which is final, circumstances of force majeure so require.

Art. 16. Powers of the meeting of shareholders. Any regularly constituted meeting of shareholders of the Company represents the entire body of shareholders.

Subject to all the other powers reserved to the managers by the Law or the Articles of Incorporation, it has the broadest powers to carry out or ratify acts relating to the operations of the Company.

Art. 17. Annual General Meeting. The annual general meeting, to be held only in case the Company has more than twenty-five (25) shareholders, will be held at the registered office of the Company or at such other place as may be specified in the notice convening the meeting on the first Friday of the month of May at 05.00 p.m. If such day is a public holiday, the meeting will be held on the next following business day.

Art. 18. Procedure, Vote. Any resolution whose purpose is to amend the present Articles of Incorporation or whose adoption is subject by virtue of these Articles of Incorporation or, as the case may be, the Law to the quorum and majority rules set for the amendment of the Articles of Incorporation will be taken by a majority of shareholders representing at least three quarters (3/4) of the capital.

Except as otherwise required by the Law or by the present Articles of Incorporation, all other resolutions will be taken by shareholders representing at least half (1/2) of the capital.

One vote is attached to each share.

Copies or extracts of the minutes of the meeting to be produced in judicial proceedings or otherwise will be signed by any one of the Managers.

Chapter V. Financial year, Distribution of profits

Art. 19. Financial Year. The Company's financial year begins on the first day of January in every year and ends on the last day of December of the same year.

Art. 20. Adoption of financial statements. At the end of each financial year, the accounts are closed, the Managers draws up an inventory of assets and liabilities, the balance sheet and the profit and loss account, in accordance with the Law.

The balance sheet and the profit and loss account are submitted to the single shareholder or, as the case may be, to the general meeting of shareholders for approval.

Each shareholder or its attorney-in-fact may peruse these financial documents at the registered office of the Company. If the Company is composed of more than twenty-five (25) shareholders, such right may only be exercised within a time period of fifteen days preceding the date set for the annual general meeting of shareholders.

Art. 21. Appropriation of Profits. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by Law. That allocation will cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the Company.

The single shareholder or the general meeting of shareholders shall determine how the remainder of the annual net profits will be disposed of. It may decide to allocate the whole or part of the remainder to a reserve or to a provision reserve, to carry it forward to the next following financial year or to distribute it to the shareholders as dividend.

Subject to the conditions fixed by the Law, the Managers may payout an advance payment on dividends. The Managers fixes the amount and the date of payment of any such advance payment.

Chapter VI. Dissolution, Liquidation

Art. 22. Dissolution, Liquidation. The Company may be dissolved by a decision of the single shareholder or by a decision of the general meeting voting with the same quorum and majority as for the amendment of these Articles of Incorporation, unless otherwise provided by the Law.

Should the Company be dissolved, the liquidation will be carried out by one or more liquidators (who may be physical persons or legal entities) appointed by the single shareholder or by the general meeting of shareholders, which will determine their powers and their compensation.

After payment of all the debts of and charges against the Company and of the expenses of liquidation, the net assets shall be distributed equally to the holders of the shares pro rata to the number of the shares held by them.

Chapter VII. Applicable law

Art. 23. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Law, as amended.

Subscription and payment

The articles of incorporation of the Company having thus been drawn up by the appearing person, said person has subscribed for the number of shares and has paid in cash the amounts mentioned hereafter:

Shareholder	subscribed capital	number of shares	amount paid-in
Mr Thierry FROMES, prenamed;	EUR 15'000.-	100	EUR 15'000.-
Total:	EUR 15'000.-	100	EUR 15'000.-

Proof of such payment in cash of an aggregate amount of FIFTEEN THOUSAND EURO (15'000.- EUR) has been given to the undersigned notary who states that the conditions provided for in article 183 of the law of August 10 th , 1915 on commercial companies, as amended, have been observed.

Expenses

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately thousand euro.

Transitory Provisions

The first financial year will begin on the date of formation of the Company and will end on the last day of December 2015.

Resolutions of the sole shareholder

The appearing person, acting in his said capacity as sole shareholder, has taken immediately the following resolutions:

1. The sole shareholder resolved to set at one (1) the number of Managers and further resolved to appoint the following as sole Manager for an unlimited duration:

Mr Thierry FROMES, Engineer technician, born in Luxembourg, on 20 February 1965, residing at 151, route de Trèves, L-6940 Niederanven, Grand Duchy of Luxembourg.

2. The registered office shall be at 124, Boulevard de la Pétrusse, L-2330 Luxembourg, Grand Duchy of Luxembourg.

Whereof, the present deed was drawn up in Belvaux, Grand Duchy of Luxembourg, in the premises of the undersigned notary, on the day named at the beginning of this document.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille quinze,

le huit juin.

Par devant Nous, Maître Jean-Joseph WAGNER, notaire de résidence à SANEM, Grand-Duché de Luxembourg,

a comparu:

Monsieur Thierry FROMES, ingénieur technicien, né à Luxembourg, le 20 février 1965, demeurant au 151, route de Trèves, L-6940 Niederanven, Grand-Duché de Luxembourg.

Laquelle personne comparante a requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'elle va constituer par les présentes:

Chapitre I er . Forme, Dénomination, Siège social, Objet, Durée

Art. 1 er . Forme. Dénomination. Il est formé par l'associé unique une société à responsabilité limitée (la "Société") régie par les lois du Grand-Duché de Luxembourg, notamment par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la "Loi"), par l'article 1832 du Code Civil, ainsi que par les présents statuts (les "Statuts").

La Société comporte initialement un associé unique, propriétaire de la totalité des parts sociales. La Société peut cependant, à toute époque, comporter plusieurs associés, dans la limite de quarante (40) associés, par suite notamment, de cession ou transmission de parts sociales ou de création de parts sociales nouvelles.

La Société adopte la dénomination "Videntifier S.à r.l."

Art. 2. Siège social. Le siège social est établi à Luxembourg-Ville, Grand-Duché de Luxembourg.

Le siège social peut être transféré dans tout autre endroit de la Ville de Luxembourg par décision du ou des gérant(s).

Des succursales ou autres bureaux peuvent être établis soit au Grand-Duché de Luxembourg, soit à l'étranger par une décision des gérants.

Au cas où les Gérants estimeraient que des événements extraordinaires d'ordre politique, économique ou social compromettent l'activité normale au siège social ou la communication aisée avec ce siège ou entre ce siège et l'étranger ou que de tels événements sont imminents, ils pourront transférer temporairement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales. Ces mesures provisoires n'auront aucun effet sur la nationalité de la Société, laquelle, nonobstant ce transfert provisoire du siège, restera régie par la loi luxembourgeoise. Ces mesures provisoires seront prises et portées à la connaissance de tout intéressé par l'un des organes ou par l'une des personnes qui est en charge de la gestion de la Société.

Art. 3. Objet. L'objet de la Société est de développer, traduire, localiser, fabriquer, acquérir, importer, exporter, commercialiser et distribuer, directement ou indirectement, des logiciels pour ordinateur et des produits hardware et toutes sortes de biens et services y relatifs, incluant, sans limitation, l'assistance technique, l'enseignement, la formation et la consultance. L'objet de la Société inclut aussi les activités relatives aux médias interactifs.

D'une manière générale, la Société peut effectuer toutes opérations commerciales, industrielles ou financières qu'elle jugera utiles à l'accomplissement et au développement de son objet social.

La Société a pour objet additionnel la détention de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères et de toute autre forme de placement, l'acquisition par achat, souscription ou de toute autre

manière, de même que le transfert par vente, échange ou de toute autre manière de valeurs mobilières de tout type, ainsi que l'administration, la gestion, le contrôle et la mise en valeur de son portefeuille.

La Société peut également garantir, accorder des sûretés, accorder des prêts ou assister de toute autre manière des sociétés dans lesquelles elle détient une participation directe ou indirecte ou un droit de quelque nature que ce soit ou qui font partie du même groupe de sociétés que la Société

Art. 4. Durée. La Société est constituée pour une durée illimitée.

La Société peut être dissoute à tout moment par décision de l'associé unique ou par résolution adoptée par les associés, suivant les règles de quorum et de majorité prévues par la Loi, selon le cas.

Chapitre II. Capital, Parts sociales

Art. 5. Capital social émis. Le capital social émis de la Société est fixé à quinze mille euros (15'000.- EUR) divisé en cent (100) parts sociales ayant une valeur nominale de cent cinquante euros (150.- EUR), chacune et chaque part sociale étant entièrement libérée.

En plus du capital social, un compte de prime d'émission peut être établi auquel toutes les primes payées sur une part sociale en plus de la valeur nominale seront transférées. L'avoir de ce compte de primes peut être utilisé pour effectuer le remboursement en cas de rachat des parts sociales des associés par la Société, pour compenser des pertes nettes réalisées, pour effectuer des distributions aux associés, ou pour être affecté à la réserve légale.

Art. 6. Parts sociales. Chaque part sociale confère à son propriétaire un droit égal dans les bénéfices de la Société et dans tout l'actif social et une voix à l'assemblée générale des associés. La propriété d'une part sociale emporte de plein droit adhésion aux Statuts de la Société et aux décisions de l'associé unique ou des associés, selon le cas.

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

Les propriétaires indivis de parts sociales sont tenus de se faire représenter auprès de la Société par un mandataire commun pris parmi eux ou en dehors d'eux.

Lorsque la Société comporte un associé unique, l'associé unique peut librement céder ou transmettre les parts sociales dont il est propriétaire.

Lorsque la Société comporte plusieurs associés (i) les parts sociales sont librement cessibles entre associés et (ii) les parts sociales ne peuvent être cédées entre vifs à des non-associés que moyennant l'agrément des associés, donné en assemblée générale, représentant les trois quarts (3/4) du capital social émis.

La cession de parts sociales doit être formalisée par acte notarié ou par acte sous seing privé. De telles cessions ne sont opposables à la Société et aux tiers qu'après qu'elles ont été signifiées à la Société ou acceptées par elle conformément à l'article 1690 du Code Civil.

La Société peut racheter ses propres parts sociales conformément aux dispositions légales.

Art. 7. Augmentation et réduction du capital social. Le capital social émis peut être augmenté ou réduit, en une ou en plusieurs fois, par une résolution de l'associé unique ou des associées adoptée aux conditions de quorum et de majorité exigées par ces Statuts ou, selon le cas, par la Loi pour toute modification des Statuts.

Art. 8. Incapacité, faillite ou déconfiture d'un associé. L'incapacité, la faillite ou la déconfiture ou tout autre évènement similaire de l'associé unique ou de l'un des associés n'entraîne pas la dissolution de la Société.

Chapitre III. Gérants, Commissaires aux comptes

Art. 9. Gérants. La Société est gérée et administrée par un ou plusieurs gérants (les "Gérants") qui ne sont pas tenus à être associés,

Les Gérants seront nommés par l'associé unique ou l'assemblée générale des associés, selon le cas, qui déterminent leur nombre, pour une durée déterminée ou une durée illimitée, et ils resteront en fonction jusqu'à ce que leurs successeurs soient élus. Ils peuvent être révoqués à tout moment, avec ou sans motif, par décision de l'associé unique ou de l'assemblée générale des associés, selon le cas.

Art. 10. Pouvoir des gérants. Les Gérants ont les pouvoirs les plus larges (sauf pour les pouvoirs qui sont réservés expressément par la Loi ou par les Statuts à l'associé unique ou à l'assemblée générale des associés) pour accomplir tous les actes nécessaires ou utiles pour la réalisation de l'objet social de la Société.

Art. 11. Conflit d'Intérêts. Aucun contrat ou autre transaction entre la Société et d'autres sociétés ou firmes ne sera affecté ou invalidé par le fait qu'un ou plusieurs Gérants ou fondés de pouvoirs de la Société y auront un intérêt personnel, ou en sera gérant, associé, fondé de pouvoirs ou employé. Sauf dispositions contraires ci-dessous, un Gérant ou fondé de pouvoirs de la Société qui remplira en même temps des fonctions de gérant, associé, fondé de pouvoirs ou employé d'une autre société ou firme avec laquelle la Société contractera ou entrera autrement en relations d'affaires, ne sera pas, pour le motif de cette appartenance à cette société ou firme, automatiquement empêché de donner son avis et de voter ou d'agir quant à toutes opérations relatives à un tel contrat ou opération.

Nonobstant ce qui précède, au cas où un gérant ou fondé de pouvoirs aurait un intérêt personnel dans une opération de la Société, il en avisera les associés et il ne pourra prendre part aux délibérations ou approuver au sujet de cette opération.

La Société indemnisera tout Gérant ou fondé de pouvoirs et leurs héritiers, exécuteurs testamentaires et gérant de biens pour tous frais raisonnables qu'ils auront encouru par suite de leur comparution en tant que défendeurs dans des actions en justice, des procès ou des poursuites judiciaires qui leur auront été intentés de par leurs fonctions actuelles ou anciennes de Gérant ou de fondé de pouvoirs de la Société, ou à la demande de la Société, de toute autre société dans laquelle la Société est associé ou créancier et que de ce fait ils n'ont pas droit à indemnisation, exception faite pour les cas où ils avaient été déclarés coupables pour négligence grave ou pour avoir manqué à leurs devoirs envers la Société; en cas d'arrangement transactionnel, l'indemnisation ne portera que sur les matières couvertes par l'arrangement transactionnel et dans ce cas seulement si la Société est informée par son conseiller juridique que la personne à indemniser n'aura pas manqué à ses devoirs envers la Société. Le droit à indemnisation qui précède n'exclut pas pour les personnes susnommées d'autres droits auxquels elles pourraient prétendre.

Art. 12. Délégation de pouvoirs. Les Gérants peuvent conférer des pouvoirs ou mandats spéciaux ou des fonctions déterminées, permanentes ou temporaires, à des personnes ou agents de son choix.

Art. 13. Représentation de la Société. Vis-à-vis des tiers, la Société sera engagée par la seule signature du gérant unique ou en cas de pluralité de gérants par la signature conjointe de deux Gérants, ou par la signature conjointe ou par la signature individuelle de toutes personnes à qui un tel pouvoir de signature aura été délégué par les Gérants, mais seulement dans les limites de ce pouvoir. Lorsque les règles relatives aux autorisations d'établissement l'exigent, la Société sera engagée vis-à-vis des tiers par la signature individuelle d'un des Gérants ou par la signature individuelle de la personne à laquelle la gestion journalière de la Société a été déléguée, dans le cadre de cette gestion journalière, ou par la signature individuelle de toutes personnes à qui un tel pouvoir de signature aura été délégué par les Gérants signant ensemble avec le détenteur de l'autorisation d'établissement (Gérant Technique).

Art. 14. Commissaire aux comptes. Les opérations de la Société peuvent être surveillées par un ou plusieurs commissaires aux comptes, associés ou non, et devront obligatoirement l'être dans les cas prévus par la Loi.

Le ou les commissaires aux comptes, s'il y en a, seront nommés par décision de l'associé unique ou des associés, selon le cas, qui déterminera leur nombre pour une durée qui ne peut dépasser six (6) ans, et ils resteront en fonction jusqu'à ce que leurs successeurs soient élus. Ils sont rééligibles et ils peuvent être révoqués à tout moment, avec ou sans motif par décision de l'associé unique ou des associés selon le cas.

Chapitre IV. Assemblée générale des associés

Art. 15. Assemblée générale des associés. Si la Société comporte un associé unique, celui-ci exerce tous les pouvoirs qui sont dévolus par la Loi à l'assemblée générale des associés. Dans ce cas les articles 194 à 196 ainsi que 199 de la Loi ne sont pas applicables.

Si la Société ne comporte pas plus de vingt-cinq (25) associés, les décisions des associés peuvent être prises par vote écrit sur le texte des résolutions à adopter, lequel sera envoyé par les Gérants aux associés par lettre recommandée. Dans ce dernier cas les associés ont l'obligation d'émettre leur vote écrit et de l'envoyer à la Société, dans un délai de quinze (15) jours suivant la réception du texte de la résolution proposée.

A moins qu'il n'y ait qu'un associé unique, les associés peuvent se réunir en assemblée générale conformément aux conditions fixées par la Loi sur convocation par les Gérants, ou à défaut, par le ou les commissaires aux comptes, ou à leur défaut, par des associés représentant la moitié (1/2) du capital social. La convocation envoyée aux associés en conformité avec la loi indiquera la date, l'heure et le lieu de l'assemblée et elle contiendra l'ordre du jour de l'assemblée générale ainsi qu'une indication des affaires qui y seront traitées.

Au cas où tous les associés sont présents ou représentés et déclarent avoir eu connaissance de l'ordre du jour de l'assemblée, celle-ci peut se tenir sans convocation préalable.

Tout associé peut prendre part aux assemblées en désignant par écrit, par télécopieur ou par télégramme un mandataire, lequel peut ne pas être associé.

Les assemblées générales des associés, y compris l'assemblée générale annuelle, peuvent se tenir à l'étranger chaque fois que se produiront des circonstances de force majeure qui seront appréciées souverainement par les Gérants.

Art. 16. Pouvoirs de l'assemblée générale. Toute assemblée générale des associés régulièrement constituée représente l'ensemble des associés.

Sous réserve de tous autres pouvoirs réservés aux Gérants en vertu de La loi ou des présents Statuts, elle a les pouvoirs les plus larges pour décider ou ratifier tous actes relatifs aux opérations de la Société.

Art. 17. Assemblée Générale Annuelle. L'assemblée générale annuelle, qui doit se tenir uniquement dans le cas où la Société comporte plus de vingt-cinq (25) associés, se tiendra au siège social de la Société ou à tel autre endroit indiqué dans les avis de convocation le premier vendredi du mois de mai à 17.00 heures.

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

Art. 18. Procédure, Vote. Toute décision dont l'objet est de modifier les présents Statuts ou dont l'adoption est soumise pour les présents Statuts, ou selon le cas, par la loi aux règles de quorum et de majorité fixée pour la modification des statuts sera prise par une majorité des associés représentant au moins les trois quarts (3/4) du capital.

Sauf disposition contraire de la loi ou des présents Statuts, toutes les autres décisions seront prises par les associés représentant la moitié (1/2) du capital social.

Chaque action donne droit à une voix.

Les copies ou extraits des procès-verbaux de l'assemblée à produire en justice ou ailleurs sont signés par n'importe quel Gérant.

Chapitre V. Année sociale, Répartition des bénéfices

Art. 19. Année sociale. L'année sociale de la Société commence le premier jour de janvier de chaque année et finit le dernier jour de décembre de la même année.

Art. 20. Approbation des comptes annuels. A la fin de chaque année sociale, les comptes sont arrêtés et les Gérants dressent un inventaire des biens et des dettes et établissent les comptes annuels conformément à la loi.

Les comptes annuels sont soumis à l'agrément de l'associé unique ou, suivant le cas, des associés.

Tout associé ainsi que son mandataire, peut prendre au siège social communication de ces documents financiers. Si la Société plus de vingt-cinq (25) associés, ce droit ne peut être exercé que pendant les quinze jours qui précèdent la date de l'assemblée.

Art. 21. Affectation des bénéfices. Sur les bénéfices nets de la Société il sera prélevé cinq pour cent (5 %) pour la formation d'un fonds de réserve légale. Ce prélèvement cesse d'être obligatoire lorsque et aussi longtemps que la réserve légale atteindra dix pour cent (10%) du capital social de la Société.

L'associé unique ou les associés décident de l'affectation du solde des bénéfices annuels nets. Elle peut décider de verser la totalité ou une part du solde à un compte de réserve ou de provision, de le reporter à nouveau ou de le distribuer aux associés comme dividendes.

Les Gérants peuvent procéder à un versement d'acomptes sur dividendes dans les conditions fixées par la loi. Ils détermineront le montant ainsi que la date de paiement de ces acomptes.

Chapitre VI. Dissolution, Liquidation

Art. 22. Dissolution, Liquidation. La Société peut être dissoute par une décision de l'associé unique ou des associés délibérant aux mêmes conditions de quorum et de majorité que celles exigées pour la modification des Statuts, sauf dispositions contraires de la Loi.

En cas de dissolution de la Société, la liquidation s'effectuera par les soins d'un ou de plusieurs liquidateurs (personnes physiques ou morales), nommées par les associés qui déterminera leurs pouvoirs et leurs émoluments.

Après paiement de toutes les dettes et charges de la Société et de tous les frais de liquidation, l'actif net sera réparti équitablement entre tous les associés au prorata du nombre d'actions qu'ils détiennent.

Chapitre VII. Loi applicable

Art. 23. Loi applicable. Toutes les matières qui ne sont pas régies par les présents Statuts seront réglées conformément à la Loi, telle que modifiée.

Souscription et paiement

La personne comparante, ayant ainsi arrêté les statuts de la Société, a souscrit au nombre de parts sociales et a libéré en numéraire les montants ci-après énoncés:

Associé	Capital souscrit	Nombre de parts sociales	Libération
M. Thierry FROMES, prénommé;	EUR 15'000.-	100	EUR 15'000.-
Total:	EUR 15'000.-	100	EUR 15'000.-

La preuve de ce paiement en numéraire d'un montant total de QUINZE MILLE EUROS (15'000.- EUR) a été rapportée au notaire instrumentant qui constate que les conditions prévues à l'article 183 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, ont été respectées.

Frais

Les dépenses, frais, rémunérations et charges de toutes espèces qui incombent à la Société en raison de sa constitution sont estimés à environ mille euros.

Disposition transitoire

La première année sociale commencera à la date de constitution et finit le dernier jour de décembre 2015.

Résolutions de l'associé unique

La personne comparante, agissant en sa qualité d'associé unique, a pris immédiatement les résolutions suivantes:

1. L'associé unique décide de fixer à un (1) le nombre de Gérants et de nommer la personne suivante comme seul Gérant pour une période illimitée:

Monsieur Thierry FROMES, ingénieur technicien, né à Luxembourg, le 20 février 1965, demeurant au 151, route de Trèves, L-6940 Niederanven, Grand-Duché de Luxembourg.

2. Le siège social est fixé à 124, Boulevard de la Pétrusse, L-2330 Luxembourg, Grand-Duché de Luxembourg.

Dont acte, fait et passé à Belvaux, Grand-Duché de Luxembourg, en l'étude du notaire soussigné, date qu'en tête des présentes.

Le notaire soussigné qui connaît la langue anglaise, déclare par la présente qu'à la demande de la personne comparante ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande de la même personne comparante, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

Lecture du présent acte faite et interprétation donnée à la personne comparante connue du notaire instrumentant par son nom, prénom usuel, état et demeure, cette dernière a signé avec Nous notaire le présent acte.

Signé: T. FROMES, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 10 juin 2015. Relation: EAC/2015/13176. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2015092696/437.

(150103694) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Housetech S.A., Société Anonyme.

Siège social: L-3321 Berchem, 32, rue Meckenheck.

R.C.S. Luxembourg B 115.390.

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Extrait de la résolution prise par les actionnaires en date du 22 avril 2015

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 22 avril 2015.

Pour Housetech S.A.

Les administrateurs

Référence de publication: 2015099596/13.

(150109249) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juin 2015.

Europe Capital Partners Five S.A., Société Anonyme.

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

R.C.S. Luxembourg B 127.655.

—

In the year two thousand and fifteen, on the twenty-second day of May.

Before Us, Maître Jean-Joseph WAGNER, notary residing in SANEM, Grand Duchy of Luxembourg.

Was held

an Extraordinary General Meeting of the Shareholders of "EUROPE CAPITAL PARTNERS FIVE S.A.", (R.C.S. Luxembourg, section B number 127655), having its registered office at L-2320 Luxembourg, 68-70, boulevard de la Pétrusse, incorporated by a notarial deed on March 20, 2007, published in the Mémorial Recueil des Sociétés et Associations (the "Mémorial") number 1288 of June 27, 2007. The articles of incorporation have been amended for the last time pursuant to a notarial deed on October 23, 2013, published in the Mémorial number 195 of January 22, 2014.

The Meeting is presided over by Mr. Vincent Goy, director, with professional address in Luxembourg.

The chairman appoints as secretary Mr. Vincent Defays, employee, with professional address in Luxembourg.

The Meeting elects as scrutineer Mr. Sébastien Calmes, employee, with professional address in Luxembourg.

The chairman declares and requests the notary to record that:

I. The shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list which, signed by the board of the meeting, the shareholders, the proxies of the represented shareholders and the undersigned notary will remain annexed and be registered with the present deed.

The proxy forms of the represented shareholders after having been initialled ne varietur by the appearing persons will also remain annexed to the present deed.

II. It appears from the attendance list mentioned hereabove, that all the shares are duly present or represented at the present meeting. All the shareholders present or represented declare that they have had due notice and knowledge of the agenda prior to this meeting, so that no convening notices were necessary.

III. That the present meeting, representing the whole corporate capital, is regularly constituted and may validly deliberate on all the items on the agenda.

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

1. The increase of the Company's issued capital by an amount of one Euro (1.- EUR) so as to raise it from its present amount of eighteen million eight hundred twenty eight thousand six hundred fifty-four Euro (18,828,654.- EUR) to an amount of eighteen million eight hundred twenty eight thousand six hundred fifty-five Euro (18,828,655.- EUR) by creation and issue of one (1) new Class A share with a par value of one Euro (1.-EUR) issued with a share premium of forty-nine thousand nine hundred ninety nine Euro (49,999.- EUR);

2. Subscription and liberation.

3. Amendment of Article 5 of the Articles of Incorporation of the Company, so as to reflect the taken decisions.

4. Miscellaneous.

After having deliberated, the meeting takes unanimously the following resolutions:

First resolution

The Meeting resolves to increase the Company's issued capital by an amount of one Euro (1.- EUR) so as to raise it from its present amount of eighteen million eight hundred twenty eight thousand six hundred fifty-four Euro (18,828,654.- EUR) to an amount of eighteen million eight hundred twenty eight thousand six hundred fifty-five Euro (18,828,655.-EUR) by creation and issue of one (1) new Class A share with a par value of one Euro (1.- EUR) issued with a share premium of forty-nine thousand nine hundred ninety nine Euro (49,999.-).

The existing shareholder declaring to waive his preferential subscription right, the meeting admits Mr Renato MAZZOLINI, residing at 3, avenue JF Kennedy, MC-98000 Monaco to the subscription of one (1) new Class A share having a par value of one Euro (EUR 1.-).

Subscription and Payment

The one (1) new Class A share is then subscribed by Mr Renato MAZZOLINI, here represented by, Mr Vincent GOY, prenamed, by virtue of a proxy, hereto annexed, and paid up in cash by a total amount of fifty thousand Euro (EUR 50,000.-).

The amount of fifty thousand Euro (EUR 50,000.-) out of which one Euro (1.-) is allocated to the capital and an amount of forty-nine thousand nine hundred ninety nine Euro (49,999.-) are allocated to the share premium account, is as now available to the company.

Proof of the payment of the amount of fifty thousand Euro (EUR 50,000.-) has been given to the undersigned notary, who expressly acknowledges it.

Second resolution

As a consequence of the foregoing resolution, the first paragraph of Article 5 of the Articles of Incorporation is amended and now reads as follows:

« **Art. 5. Corporate Capital - First paragraph.** The issued capital of the Company is set at eighteen million eight hundred and twenty-eight thousand six hundred and fifty-five Euro (EUR 18,828,655.-) divided into two hundred and ninety-one thousand and eighteen (291,018) Class A shares, forty-six thousand eight hundred and eighty-two (46,882) Class B shares, one hundred and forty-six thousand two hundred and seventy-four (146,274) Class C Shares, thirteen million nine hundred and fifty eight thousand (13,958,000) Class D Shares and four million three hundred and eighty-six thousand four hundred and eighty-one (4,386,481) Class E shares. Each issued share has a nominal value of one euro (EUR 1.-) and is fully paid up."

Expenses

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

There being no further business on the Agenda, the Meeting was thereupon closed.

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 followed by a French version. On request of the same appearing persons and in case of divergences between the English and the French text, the English version will prevail.

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

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

Suit la traduction en langue française du texte qui précède

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

Par-devant Maître Jean-Joseph WAGNER, notaire de résidence à Sanem,

S'est réunie

l'Assemblée Générale Extraordinaire des actionnaires de la société anonyme "EUROPE CAPITAL PARTNERS FIVE S.A." (R.C.S Luxembourg numéro B 127655), ayant son siège social à L-2320 Luxembourg, 68-70, boulevard de la Pétrusse, constituée suivant acte notarié en date du 20 mars 2007, publié au Mémorial Recueil des Sociétés et Associations (le «Mémorial») numéro 1288 du 27 juin 2007. Les statuts ont été modifiés en dernier lieu suivant acte notarié, en date du 23 octobre 2013, publié au Mémorial numéro 195 du 22 janvier 2014.

L'Assemblée est présidée par Monsieur Vincent GOY, administrateur, demeurant professionnellement à Luxembourg.

Le président désigne comme secrétaire Monsieur Vincent DEFAYS, employé, demeurant professionnellement à Luxembourg.

L'Assemblée choisit comme scrutateur Monsieur Sébastien CALMES, employé, demeurant professionnellement à Luxembourg.

Le président déclare et prie le notaire d'acter que:

I. Les actionnaires présents ou représentés, les mandataires des actionnaires représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence, signée par le bureau de l'assemblée, les actionnaires présents, les mandataires des actionnaires représentés et le notaire soussigné. Ladite liste de présence restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Les procurations des actionnaires représentés, après avoir été paraphées ne varietur par les comparants, resteront également annexées au présent acte.

II. Toutes les actions étant représentées à la présente assemblée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

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

IV. L'ordre du jour de la présente assemblée est le suivant:

1. Augmentation du capital social à concurrence d'un euro (EUR 1.-) pour le porter de son montant actuel de dix-huit millions huit cent vingt-huit mille six cent cinquante-quatre Euros (EUR 18.828.654,-) à dix-huit millions huit cent vingt-huit mille six cent cinquante-cinq Euros (EUR 18.828.655,-) par la création et l'émission d'une (1) nouvelle action de Classe A ayant une valeur nominale d'un Euro (EUR 1,-) chacune assorties d'une prime d'émission de quarante-neuf mille neuf cent quatre-vingt-dix-neuf Euros (EUR 49.999,-).

2. Souscription et libération.

3. Modification de l'article 5 des statuts en vue de refléter la décision ci-dessus.

4. Divers.

Ces faits exposés et reconnus exacts par l'Assemblée, cette dernière a pris à l'unanimité des voix les résolutions suivantes:

Première résolution

L'Assemblée décide d'augmenter le capital social à concurrence d'un euro (EUR 1,-) pour le porter de son montant actuel de dix-huit millions huit cent vingt-huit mille six cent cinquante-quatre Euros (EUR 18.828.654,-) à dix-huit millions huit cent vingt-huit mille six cent cinquante-cinq Euros (EUR 18.828.655,-) par la création et l'émission d'une (1) nouvelles actions de Classe A ayant une valeur nominale d'un Euro (EUR 1,-) chacune assortie d'une prime d'émission de quarante-neuf mille neuf cent quatre-vingt-dix-neuf Euros (EUR 49.999,-).

L'actionnaire existant déclarant renoncer à son droit de souscription, l'assemblée admet Monsieur Renato MAZZOLINI, demeurant au 3, avenue JF Kennedy, MC-98000 Monaco à la souscription d'une (1) nouvelle action de Classe A ayant une valeur nominale d'un Europ (EUR 1.-).

Souscription et Libération

L'action nouvelle de Classe A est souscrite par Monsieur Renato MAZZOLINI, ici représenté Monsieur Vincent Goy, prénommé, en vertu d'une procuration ci-annexée et libérée en numéraire par versement d'un montant de cinquante mille Euros (EUR 50.000,-).

Le montant de cinquante mille Euros (EUR 50.000,-). duquel montant un Euro (EUR 1,-) est alloué au capital et quarante-neuf mille neuf cent quatre-vingt-dix-neuf Euros (49.999,-) sont alloués au compte primes d'émission, est à la libre disposition de la société.

La preuve du paiement de cinquante mille Euros (EUR 50.000,-) a été rapportée au notaire soussigné, qui le constate expressément.

Deuxième résolution

En conséquence des résolutions qui précèdent, le premier alinéa de l'article cinq des statuts est modifié comme suit:

Art. 5. Capital social - Premier alinéa. Le capital émis de la Société est fixé à dix-huit millions huit cent vingt-huit mille six cent cinquante-cinq Euros (EUR 18.828.655,-) représenté par deux cent quatre-vingt-onze mille dix-huit (291.018)

actions de Classe A, quarante six mille huit cent quatre-vingt-deux (46.882) actions de Classe B, cent quarante-six mille deux cent soixante-quatorze (146.274) actions de Classe C, treize millions neuf cent cinquante-huit mille (13.958.000) actions de Classe D et quatre millions trois cent quatre-vingt-six mille quatre cent quatre-vingt-une (4.386.481) actions de Classe E. Chaque action émise a une valeur nominale d'un euro (EUR 1,-) et est entièrement libérée.»

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme deux mille euros.

Plus rien ne figurant à l'ordre du jour, la séance est levée.

A la demande des comparants le notaire, qui parle et comprend l'anglais, a établi le présent acte en anglais suivi d'une version française. Sur demande des comparants, et en cas de divergences entre le texte anglais et le texte français, le texte anglais fait foi.

Dont procès verbal, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite aux comparants, tous connus du notaire par leurs noms, prénoms usuels, états et demeures, les membres du bureau ont tous signé avec Nous notaire la présente minute

Signé: V. GOY, V. DEFAYS, S. CALMES, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 27 mai 2015. Relation: EAC/2015/11902. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2015094286/152.

(150105011) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juin 2015.

Fambeck Luxco S.à r.l., Société à responsabilité limitée.

Capital social: USD 326.854.739,00.

Siège social: L-1930 Luxembourg, 16A, avenue de Liberté.

R.C.S. Luxembourg B 190.539.

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

Before Us Maître Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg,

There appeared:

Mr. Juan Francisco Beckmann Vidal, entrepreneur, born in Mexico City, Mexico, on February 9, 1940, with professional address at Guillermo Gonzalez Camarena 800-Piso 4, Col. Zedec Santa Fe, C.P. 01210, Mexico, D.F., Mexico,

Mrs. Maria De Jesus Dora Legorreta Santos, homemaker, born in Jocotitlan, Mexico, on 17 December 1945, with address at Guillermo Gonzalez Camarena 800-Piso 4, Col. Zedec Santa Fe, C.P. 01210, Mexico, D.F., Mexico,

(the "Shareholders").

Here represented by Mr. Regis Galiotto, notary's clerk, residing professionally in 101, rue Cents, L-1319 Luxembourg (Grand-Duchy of Luxembourg),

By virtue of two proxies given under private seal, dated 4 May 2015;

The said proxies, after having been signed "ne varietur" by the proxyholder acting on behalf of the appearing parties and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing person, acting in the here above stated capacity, requested the undersigned notary to:

I. state that Mr. Juan Francisco Beckmann Vidal and Mrs. Maria De Jesus Dora Legorreta Santos, are the Shareholders of Fambeck Luxco S.à r.l., a private limited liability company ("société à responsabilité limitée"), having its registered office set at 16A, avenue de la Liberté, L-1930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under number B 190539, incorporated by a deed of Maître Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg on 10 September 2014, published in the Mémorial C, Recueil des Sociétés et Associations, number C-3269, on 6 November 2014, page 156890, and whose articles of association have been modified for the last time by deed of Maître Hellinckx on 27 October 2014, published in the Mémorial C, Recueil des Sociétés et Associations, number C-388, on 12 February 2015, page 18607 (hereafter referred to as the "Company").

II. record the following resolutions which have been taken in the best corporate interest of the Company, according to the agenda below:

Agenda

1. Increase of the share capital of the Company by a total amount of four hundred twenty thousand US Dollars (USD 420,000.-) by the issuance of four hundred twenty thousand (420,000) shares with a par value of one US Dollar (USD 1.-) each;

2. Subscription and payment of twenty thousand (20,000) new issued shares by Ms Maria De Jesus Dora Legorreta Santos by contribution in cash;

3. Subscription and payment of four hundred thousand (400,000) new issued shares by Mr. Juan Francisco Beckmann Vidal by contribution in cash;

4. Approval of the amendment of the Company's articles of association to reflect the issuance of new shares,

5. Proxies,

6. Miscellaneous.

First resolution

The Shareholders unanimously DECIDE to increase the corporate capital of the Company by an amount of four hundred twenty thousand US Dollars (USD 420,000.-) by the issuance of four hundred twenty thousand (420,000) shares with a par value of USD 1.- (USD 1.-) each, each share vested with the same rights and obligations as the existing shares.

Second resolution
Contributor's Intervention - Subscription - Payment

There now appeared Mr. Regis Galiotto, acting in his capacity as duly appointed special attorney of the Shareholders by virtue of two proxies given on 4 May 2015 which will remain attached to the present deed.

1. Ms Maria De Jesus Dora Legorreta Santos DECIDES to subscribe for and fully pay twenty thousand (20,000) shares, i.e. two thousand (2,000) shares of each class of shares, each share having a par value of USD 1.- (USD 1.-), for a total amount of twenty thousand US Dollars (USD 20,000.-) by a contribution in cash,

2. Mr. Juan Francisco Beckmann Vidal (the "Second Shareholder") DECIDES to subscribe for and fully pay four hundred thousand (400,000) shares, i.e. forty thousand (40,000) shares of each class of shares, each share having a par value of USD 1.- (USD 1.-), for a total amount of four hundred thousand US Dollars (USD 400,000.-) by a contribution in cash,

so that the amount of four hundred twenty thousand US Dollars (USD 420,000.-) is from now at the disposal of the Company, evidence of which has been given to the undersigned notary, by bank certificate.

Third resolution

As a consequence of the foregoing statements and resolutions and the contributions in cash being fully carried out, the Shareholders unanimously DECIDE to amend article 6.1. of the Articles to read as follows:

" **6.1.** The issued corporate capital is set at three hundred twenty six million eight hundred fifty-four thousand seven hundred thirty nine US Dollars (USD 326,854,739.-) divided into:

- Thirty two million six hundred eighty five thousand four hundred eighty two (32,685,482) Class A shares,
- Thirty two million six hundred eighty five thousand four hundred seventy three (32,685,473) Class B Shares,
- Thirty two million six hundred eighty five thousand four hundred seventy three (32,685,473) Class C Shares,
- Thirty two million six hundred eighty five thousand four hundred seventy three (32,685,473) Class D Shares,
- Thirty two million six hundred eighty five thousand four hundred seventy three (32,685,473) Class E Shares,
- Thirty two million six hundred eighty five thousand four hundred seventy three (32,685,473) Class F Shares,
- Thirty two million nine hundred ninety two thousand four hundred seventy three (32,685,473) Class G Shares,
- Thirty two million six hundred eighty five thousand four hundred seventy three (32,685,473) Class H Shares,
- Thirty two million six hundred eighty five thousand four hundred seventy three (32,685,473) Class I Shares, and
- Thirty two million six hundred eighty five thousand four hundred seventy three (32,685,473) Class J Shares.

Each share with a nominal value of USD 1.- (one US Dollar) all subscribed and fully paid-up and with such rights and obligations as set out in the present articles of incorporation.

Fourth resolution

The Shareholders unanimously RESOLVE to authorize any manager of the Company, acting individually under his sole signature, in the name and on behalf of the Company to amend, sign and execute the share register of the Company to reflect the capital increase, and more generally to carry out any necessary or useful actions in relation to the present resolutions.

Costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its capital increase have been estimated at about two thousand Euros (2,000.- EUR).

With no other outstanding points on the agenda, and further requests for discussion not forthcoming, the meeting is closed.

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

Made in Luxembourg, on the day named at the beginning of this document.

The document having been read and translated into a language known by the person appearing, known to the notary by his surname, Christian name, civil status and residence, the said person appearing signed together with us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille quinze, le vingt mai.

Pardevant Maître Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

A comparu:

Monsieur Juan Francisco Beckmann Vidal, entrepreneur, né à Mexico City, Mexique, le 9 février 1940, demeurant professionnellement à Guillermo Gonzalez Camarena, 800-Piso 4, Col. Zedec Santa Fe, C.P. 01210, Mexico, D.F., Mexique

Madame Maria De Jesus Dora Legorreta Santos, née à Jocotitlan, Mexique, le 17 décembre 1945, demeurant à Guillermo Gonzalez Camarena 800-Piso 4, Col. Zedec Santa Fe, C.P. 01210, Mexico, D.F., Mexique,

(les «Associés»),

Dûment représentés par Mr. Regis Galiotto, clerc de notaire, demeurant professionnellement au 101, rue Cents, L-1319 Luxembourg,

en vertu de deux procurations datées du 4 mai 2015.

Lesdites procurations, après avoir été signées «ne varietur» par le mandataire agissant pour le compte des comparants et par le notaire instrumentant resteront annexées au présent acte pour les besoins de l'enregistrement.

Lesquels comparants, agissant en qualité ci-dessus indiquée, déclarent et demandent au notaire:

I. d'acter que M. Juan Francisco Beckmann Vidal et Mme Maria De Jesus Dora Legorreta Santos, sont les Associés de la Société à responsabilité limitée Fambeck Luxco S.à r.l, ayant son siège social au 16A, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du registre du commerce et des sociétés de Luxembourg sous le numéro B 190539, constituée suivant acte reçu par Maître Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg le 10 septembre 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro C-3269 du 6 novembre 2014, page 156890 et dont les statuts ont été modifiés pour la dernière fois suivant acte reçu par Maître Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, le 27 octobre 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro C388 du 12 février 2015, page 18607 (ci-après la «Société»).

II. enregistrer les résolutions suivantes qui ont été prises dans l'intérêt de la Société, conformément à l'agenda ci-dessous:

Ordre du jour

1. Augmentation du capital social de la Société à concurrence d'un montant de quatre cent vingt mille Dollars Américains (USD 420.000) par l'émission de quatre cent vingt-mille (420.000) parts sociales d'une valeur nominale d'un Dollar Américain (USD 1.-) chacune;

2. Souscription et paiement de vingt-mille (20.000) nouvelles parts sociales par Madame Maria De Jesus Dora Legorreta Santos, par un apport en espèce;

3. Souscription et libération quatre cent mille (400.000) nouvelles parts sociales par Monsieur Juan Francisco Beckmann Vidal, par un apport en espèce;

4. Approbation de la modification des statuts pour refléter l'émission des nouvelles parts sociales;

5. Procurations; et

6. Divers.

Première résolution

Les Associés DECIDENT à l'unanimité d'augmenter le capital social de la Société d'un montant de quatre cent vingt mille dollars américains (USD 420.000) par l'émission de quatre cent vingt mille (420.000) nouvelles parts sociales d'une valeur nominale d'un Dollar Américain (USD 1.-) chacune, chaque part ayant les mêmes droits et obligations que les parts sociales existantes.

Deuxième résolution
Intervention - Souscription - Paiement

Est alors intervenu aux présentes Mr. Regis Galiotto, agissant en sa qualité de mandataire spécial des Associés, en vertu de deux procurations données le 4 mai 2015 qui resteront annexées aux présentes.

1 Madame Maria De Jesus Dora Legorreta Santos a déclaré souscrire et payer en totalité vingt-mille (20.000) nouvelles parts sociales, composées de deux mille (2.000) parts sociales de chaque classe, d'une valeur nominale d'un Dollar Américain (USD 1.-) chacune et paiement en espèce des vingt-mille (20.000) nouvelles parts sociales pour un montant total de vingt-mille Dollars Américains (USD 20.000).

2 Monsieur Juan Francisco Beckmann Vidal a déclaré souscrire et payer en totalité quatre cent mille (400.000) nouvelles parts sociales, composées de quarante-mille (40.000) parts sociales de chaque classe, d'une valeur nominale d'un Dollar Américain (USD 1.-) chacune et paiement en espèce des quatre cent mille (400.000) nouvelles parts sociales pour un montant total de quatre cent mille Dollars Américains (USD 400.000).

De sorte que la somme de quatre-cent vingt mille Dollars Américains (USD 420.000) se trouve à présent à la disposition de la Société, la preuve ayant été fournie au notaire par un certificat de blocage délivré par la banque.

Troisième résolution

En conséquence des déclarations et des résolutions qui précèdent, les apports en espèce ayant été accomplies, les Associés décident à l'unanimité de modifier l'article 6.1. des Statuts de la Société comme suit:

« **6.1.** Le capital émis de la Société est fixé à trois cent vingt-six millions huit cent cinquante-quatre mille sept cent trente-neuf Dollars Américains (USD 326.854.739) divisé en:

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent quatre-vingt-deux (32.685.482) parts sociales de classe A,

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent soixante-treize (32.685.473) parts sociales de classe B,

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent soixante-treize (32.685.473) parts sociales de classe C,

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent soixante-treize (32.685.473) parts sociales de classe D,

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent soixante-treize (32.685.473) parts sociales de classe E,

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent soixante-treize (32.685.473) parts sociales de classe F,

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent soixante-treize (32.685.473) parts sociales de classe G,

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent soixante-treize (32.685.473) parts sociales de classe H,

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent soixante-treize (32.685.473) parts sociales de classe I, et

- Trente-deux millions six cent quatre-vingt-cinq mille quatre cent soixante-treize (32.685.473) parts sociales de classe J.

Chaque part sociale ayant une valeur nominale d'un Dollar Américain (USD 1.-) et toutes entièrement souscrites et libérées avec tous les droits et obligations tels que déterminés par les présents statuts.

Quatrième résolution

Les Associés DÉCIDENT à l'unanimité d'autoriser tout gérant de la Société, agissant individuellement sous sa seule signature, au nom et pour le compte de la Société, à modifier, adapter et signer le registre des associés de la Société et d'y refléter l'augmentation de capital précitée et plus généralement d'entreprendre toutes actions utiles ou nécessaires en relation avec les présentes résolutions.

Estimation des frais

Les dépenses, frais, rémunération et charges, de quelque forme que ce soit, incombant à la société suite à cet acte sont estimés approximativement à deux mille Euros (2.000.- EUR).

L'ordre du jour étant épuisait, et sans question complémentaire, la séance est levée.

Le notaire soussigné, qui parle et comprend l'anglais, déclare qu'à la requête des membres du bureau et des comparants, le présent acte est rédigé en langue anglaise, suivi d'une version française, et en cas de divergence entre les deux versions, le texte anglais fera foi.

Dont acte, fait et passé à Luxembourg, à la date en tête des présentes.

Et après lecture faite et interprétation donnée au comparant, connu du notaire, celui-ci a signé le présent acte avec Notaire.

Signé: R. GALIOTTO et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 28 mai 2015. Relation: 1LAC/2015/16452. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 10 juin 2015.

Référence de publication: 2015094297/194.

(150104257) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juin 2015.

Ultima Intermediate Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-8308 Capellen, 89B, rue Pafebruch.

R.C.S. Luxembourg B 169.810.

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

Before us, Maître Marc Loesch, notary residing in Mondorf-les-Bains, Grand Duchy of Luxembourg

THERE APPEARED:

Ultima Global Holdings S.à r.l., a société à responsabilité limitée incorporated under the Laws of the Grand Duchy of Luxembourg, with a share capital of eight million two hundred and eighteen thousand one hundred and seventy-three point four euro (EUR 8,218,173.40), having its registered office 8, rue Notre-Dame, L-2240 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg trade and companies' register under number B 176.978 (the "Sole Shareholder"),

here represented by Ms. Stessie Soccio, maître en droit, professionally residing in Luxembourg,

by virtue of a proxy under private seal given on May 26, 2015.

This proxy, after being signed, ne varietur by the proxyholder of the appearing party and the undersigned notary, shall remain attached to this deed in order to be registered therewith.

Such appearing party is the sole shareholder of Ultima Intermediate Holdings S.à r.l., a société à responsabilité limitée incorporated under the Laws of the Grand Duchy of Luxembourg, having its registered office at 8, rue Notre-Dame, L-2240 Luxembourg, having a share capital eight million two hundred and twenty-one thousand two hundred and sixty point four euro (EUR 8.221.260,40) and registered with the Luxembourg trade and companies register under the number B 169.810, incorporated pursuant to a deed of Maître Henri Hellinckx, notary then residing in Luxembourg, on 22 June 2012, published in the Memorial C Recueil des Sociétés et Associations on 31 July 2012 under number 1899.

The articles of association have been amended for the last time pursuant to a deed of Maître Joseph Elvinger, notary then residing in Luxembourg, on 28 June 2013 and published in the Memorial C Recueil des Sociétés et Associations on 11 September 2013 under number 2221 (the "Company").

The Sole Shareholder, represented as stated above, representing the entire share capital, takes and required the notary to enact, the following resolutions:

First resolution

The Sole Shareholder decides to transfer the registered office of the Company from 8, rue Notre-Dame, L-2240 Luxembourg, Grand Duchy of Luxembourg, to 89B, rue Pafebruch, L-8308 Capellen, Grand Duchy of Luxembourg.

Second resolution

As a consequence of the aforementioned resolution, the Sole Shareholder decides to amend article 4.1 of the articles of association of the Company which shall be enforced and now read as follows:

"The registered office of the Company is established in Capellen, Grand Duchy of Luxembourg."

Costs and Expenses

The costs, expenses, fees and charges of any kind whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed to one thousand two hundred euro (EUR 1,200.-).

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

The undersigned notary who understands and speaks English, states herewith that on request of the appearing party, this deed is worded in English followed by a French translation. On the request of the same appearing party and in case of discrepancy between the English and the French texts, the English version shall prevail.

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

Suit la traduction en français du texte qui précède:

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

Par-devant nous, Maître Marc Loesch, notaire de résidence à Mondorf-les-Bains, Luxembourg,

A COMPARU:

Ultima Global Holdings S.à r.l., une société à responsabilité limitée constituée selon les lois du Luxembourg, dont le siège social se situe au 8, rue Notre Dame, L-2240 Luxembourg, ayant un capital social de huit millions deux cent dix-huit mille cent soixante-treize virgule quatre euros (EUR 8.218.173,40) et enregistrée au registre de commerce et des sociétés de Luxembourg sous le numéro B 176978 (l'«Associé Unique»),

ici dûment représenté par Mademoiselle Stessie Soccio, maître en droit, demeurant professionnellement à Luxembourg,

en vertu d'une procuration sous seing privé donnée le 26 mai 2015. Ladite procuration, après avoir été signée «ne varietur» par le mandataire de la partie comparante et par le notaire, devra rester attachée à cet acte pour être soumise avec lui à la formalité d'enregistrement.

La partie comparante est l'associé unique de Ultima Intermediate Holdings S.à r.l., une société à responsabilité limitée constituée selon les lois du Luxembourg, dont le siège social se situe au 8, rue Notre Dame, L-2240 Luxembourg, ayant un capital social de huit millions deux cent vingt et un mille deux cent soixante virgule quatre euros (EUR 8.221.260,40) et constituée suivant acte reçu par Maître Henri Hellinckx, notaire alors de résidence à Luxembourg, le 22 juin 2012, publié au Mémorial C Recueil des Sociétés et Associations le 31 juillet 2012 sous le numéro 1899 et immatriculée auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 169.810.

Les statuts ont été modifiés pour la dernière fois suivant acte reçu par Maître Joseph Elvinger, notaire alors de résidence à Luxembourg, le 28 juin 2013 par un acte publié au Mémorial C Recueil des Sociétés et Associations le 11 septembre 2013 sous le numéro 2221 (ci-après la «Société»).

L'Associé Unique, représenté comme indiqué ci-dessus, représentant l'intégralité du capital social, adopte et requiert le notaire instrumentant, d'acter les résolutions suivantes:

Première résolution

L'Associé Unique décide de transférer le siège social de la Société de 8, rue Notre-Dame, L-2240 Luxembourg, Grand-Duché de Luxembourg à 89B, rue Pafebruch, L-8308 Capellen, Grand-Duché de Luxembourg.

Deuxième résolution

En conséquence de la résolution qui précède, l'Associé Unique décide de modifier l'article 4.1 des statuts de la Société qui aura désormais la teneur suivante:

«Le siège social est établi à Capellen, Grand-Duché de Luxembourg.»

Frais et Dépenses

Le montant des frais, dépenses, honoraires et charges de toute nature incombant à la Société et portés à sa charge en raison du présent acte s'élève à mille deux cents euros (EUR 1.200,-).

Dont acte, fait et passé à Luxembourg, à la date figurant en tête des présentes.

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la demande de la comparante, le présent acte est rédigé en langue anglaise suivi d'une traduction en français; et qu'à la demande de la même comparante et en cas de divergence entre le texte anglais et le texte français, le texte anglais fait foi.

L'acte ayant été lu au mandataire de la comparante, connu(e) du notaire instrumentant par nom, prénom, et résidence, ledit mandataire de la comparante a signé avec le notaire le présent acte.

Signé: S. Soccio, M. Loesch.

Enregistré à Grevenmacher A.C., le 1 er juin 2015. GAC/2015/4576. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

Pour expédition conforme,

Mondorf-les-Bains, le 15 juin 2015.

Référence de publication: 2015092684/90.

(150103231) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juin 2015.

Parker Hannifin Lux Finco S.à r.l., Société à responsabilité limitée.

Siège social: L-1637 Luxembourg, 22, rue Goethe.

R.C.S. Luxembourg B 158.186.

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EXTRAIT

Il résulte des résolutions de l'associé unique de la Société prises en date du 15 Juin 2015:

- Monsieur Oleg WILLIAMSON, avec adresse professionnelle 22, rue Goethe, l-1637 Luxembourg a démissionné de son mandat de gérant du conseil de gérance de la Société, avec effet au 15 Juin 2015;

En conséquence, le conseil de gérance de la Société est composé des personnes suivantes:

- Madame Muriel Hélène BUCHET, et

- Monsieur Martijn ROUWENHORST

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

Luxembourg, le 15 Juin 2015.

Référence de publication: 2015096962/16.

(150107924) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 juin 2015.

Amura Funds SICAV, Société d'Investissement à Capital Variable,
(anc. Mora Funds SICAV).
Siège social: L-1637 Luxembourg, 5, rue Goethe.
R.C.S. Luxembourg B 157.613.

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In the year two thousand and fifteen,

on the twelfth day of the month of June.

Before Us, Maître Jean-Joseph WAGNER, notary, residing in SANEM Grand Duchy of Luxembourg,

was held

an extraordinary general meeting of shareholders (the "Meeting") of “Mora Funds SICAV”, an investment company with variable capital (société d'investissement à capital variable) qualifying as a undertaking for collective investments in transferable services within the meaning of the law of 17 December 2010 relating to undertakings for collective investments, as amended (the "2010 Law"), existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue Goethe, L-1637 Luxembourg, Grand Duchy of Luxembourg and registered with the Register of Trade and Companies of Luxembourg under the number B 157.613 (the "Company"). The Company was incorporated pursuant to a notarial deed enacted on 05 November 2010, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 287 of 11 February 2011, and its articles of incorporation were last amended pursuant to a notarial deed enacted on 03 September 2013, which was regularly published in the Mémorial C, Recueil des Sociétés et Associations n° 2331 of 21 September 2013.

The Meeting was opened at 9:00 a.m. CET at 10, Boulevard Grand Duchesse Charlotte, L-1330 Luxembourg.

The Meeting elected Mr Matthias Kerbusch, Juriste, professionally residing in Luxembourg, as chairman,

who appointed Mr Christian Lennig, Rechtsanwalt, professionally residing in Luxembourg, as secretary.

The Meeting elected Mrs Julia Vergauwen, Juriste, professionally residing in Luxembourg, as scrutineer.

The bureau of the Meeting having thus been constituted, the chairman declared and requested the notary to record that:

A. a convening notice reproducing the agenda of the Meeting was sent by mail to each of the registered shareholders of the Company on 03 June 2015 in accordance with article 22 of the articles of incorporation of the Company;

B. the shareholders present or represented and the number of shares held by each of them are shown on an attendance list signed by the shareholders or their proxies, by the bureau of the Meeting and the notary, which will be registered together with proxies signed “ne varietur” with this deed;

C. it appears from the attendance list that two million three hundred thirty-two thousand two hundred twenty-seven point eighty-four (2,332,227.84) shares out of the total shares of the Company are present or represented at this Meeting, so that the quorum requirement as imposed by article 33 of the articles of incorporation of the Company, is therefore met and the Meeting is regularly constituted and can validly deliberate on the proposed agenda;

D. The agenda of the Meeting is the following:

1. General update of the articles of incorporation. Amendment of Article 1 "Name" of the articles of incorporation of the Company in order to rename the Company from "Mora Funds SICAV" to "Amura Funds SICAV".

2. Restatement of the articles of incorporation. Restatement of the articles of incorporation of the Company without amending the corporate object.

After deliberation, the following resolutions were taken unanimously by the Meeting

First resolution

The Meeting RESOLVES to amend Article 1 “Name” of the Articles of Incorporation of the Company in order to rename the Company from “Mora Funds SICAV” to “Amura Funds SICAV”.

Second resolution

The Meeting RESOLVES to fully restate the articles of incorporation of the Company without amending the corporate object, which shall henceforth read as follows:

Title I. Name - Registered office - Duration - Purpose

Art. 1. Name. There exists among the subscribers and all those who may become owners of shares hereafter issued, a public limited company (société anonyme) qualifying as an investment company with variable share capital (société d'investissement à capital variable) under the name of "Amura Funds SICAV" (hereinafter the "Company").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg-City, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the board of directors of the Company. The registered office of the Company may be transferred within Luxembourg-City by decision of the board of directors of the Company.

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

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

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

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted by Part I of the law of 17 December 2010 on undertakings for collective investment, as amended (the "Law of 2010").

Title II. Share capital - Shares - Net asset value

Art. 5. Share Capital - Classes of Shares. The subscribed share capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 11 hereof. The minimum subscribed share capital of the Company, as provided by the Law of 2010, shall be of one million two hundred and fifty thousand Euros (EUR 1,250,000.-). Such minimum subscribed share capital must be reached within a period of six months after the date on which the Company has been authorised as an undertaking for collective investment under Luxembourg law. The initial subscribed share capital is three hundred thousand Euros (EUR 300,000.-) divided into 300 shares of no par value.

The shares to be issued pursuant to Articles 6 and 7 hereof may, as the board of directors of the Company shall determine, be of different classes. The proceeds of the issue of each class of shares shall be invested in transferable securities of any kind and other assets permitted by law pursuant to the investment policy determined by the board of directors of the Company for the portfolio (as defined hereinafter) established in respect of the relevant class or classes of shares, subject to the investment restrictions provided by law or determined by the board of directors of the Company.

The board of directors of the Company may, at its discretion, decide to change the characteristics of any class of shares as described in the sales documents for the shares of the Company (the “Sales Documents”) from time to time.

The board of directors of the Company shall establish a pool of assets constituting a sub-fund (each a "Sub-Fund" and together the “Sub-Funds”) within the meaning of Article 181 of the Law of 2010 for each class of shares or for two or more classes of shares in the manner described in Article 11 hereof. The Company constitutes one single legal entity. However, each pool of assets shall be invested for the exclusive benefit of the relevant Sub-Fund. In addition, each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund.

The board of directors of the Company may create each Sub-Fund or class of shares for an unlimited or limited period of time; in the latter case, the board of directors of the Company may, at the expiry of the initial period of time, prorogate the duration of the relevant Sub-Fund or class of shares once or several times. At expiry of the duration of the Sub-Fund, the Company shall redeem all the shares in the relevant class(es) of shares, in accordance with Article 8 below, notwithstanding the provisions of Article 24 below.

At each prorogation of a Sub-Fund, the registered shareholders of the Company shall be duly notified in writing, by a notice sent to his/her/its registered address as recorded in the register of registered shares of the Company (the “Register”). The Company shall inform the bearer shareholders by a notice published in newspapers to be determined by the board of directors of the Company, unless these shareholders and their addresses are known to the Company. The Sales Documents for the shares of the Company shall indicate the duration of each Sub-Fund and if appropriate, its prorogation.

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

Art. 6. Form of Shares.

(1) The board of directors of the Company shall determine whether the Company shall issue shares in bearer and/or in registered form. If bearer share certificates are to be issued, they will be issued in such denominations as the board of directors of the Company shall prescribe and shall provide on their face that they may not be transferred to any Prohibited Person or entity organized by or for a Prohibited Person (as defined in Article 10 hereinafter).

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

The inscription of the shareholder's name in the Register evidences his/her/its right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his/her/its shareholding.

If bearer shares are issued, registered shares may be exchanged for bearer shares and bearer shares may be exchanged for registered shares at the request of the holder of such shares. An exchange of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, representation that the transferee is not a Prohibited Person and issuance of one or more bearer share certificates in lieu thereof, and an entry shall be made in the Register to evidence such cancellation. An exchange of bearer shares into registered shares will be effected by cancellation of the bearer share certificate, and, if applicable, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the Register to evidence such issuance. At the option of the board of directors of the Company, the costs of any such exchange may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be exchanged into bearer shares, the Company may require assurances satisfactory to the board of directors of the Company that such issuance or exchange shall not result in such shares being held by a Prohibited Person.

The share certificates shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. The certificates will remain valid even if the list of authorized signatures of the Company is modified. However, one of such signatures may be made by a person duly authorized thereto by the board of directors of the Company; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the board of directors of the Company may determine.

(2) If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant share certificates. Transfer of registered shares shall be effected (i) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company and (ii) if no share certificates have been issued, by a written declaration of transfer to be inscribed in the Register, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the Register; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons duly authorized thereto by the board of directors of the Company.

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

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

(4) If any shareholder of the Company can prove to the satisfaction of the Company that his/her/its share certificate has been mislaid, mutilated or destroyed, then, at his/her/its request, a duplicate share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in replacement of which the new one has been issued shall become void.

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

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

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

(6) The Company may decide to issue fractional shares up to two decimal places. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant class of shares on a pro rata basis. In the case of bearer shares, only certificates evidencing full shares will be issued.

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

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

The board of directors of the Company may impose restrictions in relation to the minimum amount of initial subscription, the minimum amount of any additional investments and the minimum amount of any holding of shares.

After the initial offer for subscription for shares of the Company, whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be based on the net asset value per share of the relevant class within the relevant Sub-Fund as determined in compliance with Article 11 hereof as of such Valuation Day (as defined in Article 12 hereof) as is determined in accordance with such policy as the board of directors of the Company may from time

to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions and other commissions to avoid dilution, as approved from time to time by the board of directors of the Company. The price so determined shall be payable within a maximum period as provided for in the Sales Documents and which shall not exceed 6 business days after the relevant Valuation Day.

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

If subscribed shares are not paid for, the Company may redeem the shares issued whilst retaining the right to claim its issue fees, commissions and any differences. In this case the subscriber may be required to indemnify the Company against any and all losses, costs or expenses incurred directly or indirectly as a result of the subscriber's failure to make timely settlement, as conclusively determined by the board of directors of the Company in its discretion. In computing such losses, costs or expenses account shall be taken, where appropriate, of any movement in the price of the shares between allotment and cancellation or redemption and the costs incurred by the Company in taking proceedings against the subscriber.

The Company may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation, as the case may be, to deliver a valuation report from the auditor of the Company (réviseur d'entreprises agréé) in accordance with Article 26.1 of the law of August 10, 1915 on commercial companies, as amended (the "1915 Law") and provided that such securities comply with the investment objectives and investment policies and restrictions of the relevant Sub-Fund. Any costs incurred in connection with a contribution in kind of securities shall be borne by the relevant shareholders.

Art. 8. Redemption of Shares. Any shareholder may request the redemption of all or part of his/her/its shares by the Company, under the terms and procedures set forth by the board of directors of the Company in the Sales Documents and within the limits provided by law and these articles of incorporation (the "Articles").

The redemption price per share shall be paid within a maximum period as provided by the Sales Documents which shall not exceed 6 business days from the relevant Valuation Day, as is determined in accordance with such policy as the board of directors of the Company may from time to time determine, provided that the share certificates, if any, and the transfer documents have been received by the Company, subject to the provision of Article 12 hereof.

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

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

Further, if on any given Valuation Day redemption requests pursuant to this Article and conversion requests pursuant to Article 9 hereof exceed a certain level determined by the board of directors of the Company in relation to the number of shares in issue of a specific class or in case of a strong volatility of the market or markets on which a specific class is investing or if it is in the best interest of the Company, a Sub-Fund or a class of shares and their respective shareholders, the board of directors of the Company may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the board of directors of the Company considers to be in the best interests of the Company. On the next Valuation Day, these redemption and conversion requests will be met in priority to later requests.

The Company shall have the right, if the board of directors of the Company so determines, to satisfy payment of the redemption price to any shareholder who agrees, in specie by allocating to the holder investments from the portfolio of assets set up in connection with such class or classes of shares equal in value (calculated in the manner described in Article 11) as of the Valuation Day, on which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such a case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or classes of shares and the valuation used shall be confirmed by a special report of the auditor of the Company. The costs of any such transfers shall be borne by the transferee.

All redeemed shares shall be cancelled.

Art. 9. Conversion of Shares. Unless otherwise determined by the board of directors of the Company for certain classes of shares or Sub-Funds, any shareholder is entitled to request the conversion of all or part of his/her/its shares of one class into shares of the same or another class, within the same Sub-Fund or from one Sub-Fund to another Sub-Fund subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the board of directors of the Company shall determine.

The price for the conversion of shares from one class or Sub-Fund into another class or Sub-Fund shall be computed by reference to the respective net asset value of the two classes of shares, calculated on the applicable Valuation Days.

If as a result of any request for conversion the number or the aggregate net asset value of the shares held by any shareholder in any class of shares would fall below such number or such value as determined by the board of directors of

the Company, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class.

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

Art. 10. Restrictions on Ownership of Shares. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such person, firm or corporate body to be determined by the board of directors of the Company being herein referred to as "Prohibited Person").

For such purposes the Company may:

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

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

C.- decline to accept the vote of any Prohibited Person at any meeting of shareholders of the Company; and

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

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

Any such purchase notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his/her/its last address known to or appearing in the Register. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing 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, in the case of registered shares, his/her/its name shall be removed from the Register, and in the case of bearer shares, the certificate or certificates representing such shares shall be cancelled.

(2) The price at which each such share is to be purchased (the "purchase price") shall be an amount based on the net asset value per share of the relevant class as at the Valuation Day specified by the board of directors of the Company for the redemption of shares in the Company next preceding the date of the purchase notice or next succeeding the surrender of the share certificate or certificates representing the shares specified in such notice, whichever is lower, all as determined in accordance with Article 8 hereof, less any service charge provided therein.

(3) Payment of the purchase price will be made available to the former owner of such shares normally in the currency fixed by the board of directors of the Company for the payment of the redemption price of the shares of the relevant class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the purchase price following surrender of the share certificate or certificates specified in such notice and unmatured dividend coupons attached thereto. Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any redemption proceeds receivable by a shareholder under this paragraph will be deposited with the "Caisse de Consignation" on behalf of the persons entitled thereto until the end of the statutory limitation period. The board of directors of the Company shall have power from time to time to take all steps necessary to perfect such reversion and to authorize such action on behalf of the Company.

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

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

Prohibited Person does include "U.S. person" which means a person as defined in Regulation S of the United States Securities Act of 1933 and thus shall include but not be limited to, (i) any natural person resident in the United States; (ii) any partnership or corporation organised or incorporated under the laws of the United States; (iii) any estate of which any executor or administrator is a U.S. Person; (iv) any trust of which any trustee is a U.S. Person; (v) any agency or branch

of a foreign entity located in the United States; (vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer, or other fiduciary for the benefit or account of a U.S. Person; (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States; and (viii) any partnership or corporation if: (A) organised or incorporated under the laws of any foreign jurisdiction; and (B) formed by a U.S. Person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501 (a) under the Securities Act) who are not natural persons, estates or trusts; but shall not include (i) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organised, incorporated, or (if an individual) resident in the United States or (ii) any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person if an executor or administrator of the estate who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate and the estate is governed by foreign law.

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

Art. 11. Calculation of Net Asset Value per Share. The net asset value per share of each class of shares within each Sub-Fund shall be expressed in the reference currency of the relevant class or Sub-Fund and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to each class of shares, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Day, by the total number of shares in the relevant class then outstanding, in accordance with the valuation rules set forth below. The net asset value per share may be rounded to the nearest ten thousandth of the unit of the relevant reference currency as the board of directors of the Company shall determine.

If after the time of determination of the net asset value per share, but before its publication, there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to a Sub-Fund or class of shares are dealt in or quoted on, the Company may cancel the first valuation and carry out a second valuation, in order to safeguard the interests of the shareholders and the Company. In such a case, instructions for subscription, redemption or conversion of shares shall be executed on the basis of the second net asset value calculation.

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

I. The assets of the Company shall include:

1) All cash on hand or with banks, including any interest due, but not yet paid and interest accrued on these deposits up to the Valuation Day;

2) All bills and notes payable on sight, and accounts receivable (including returns on sales of securities, the price of which has not yet been collected);

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

4) All stock dividends and distributions receivable by the Company in cash or in securities to the extent that the Company is aware of such;

5) All interest due, but not yet paid, and all interest generated up to the Valuation Day by securities belonging to the Company, unless such interest is included or reflected in the principal amount of these securities; and

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

The value of the assets shall be determined as follows:

(a) The value of any cash on hand or with banks, bills and notes payable on sight 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 board of directors of the Company may consider appropriate in such case to reflect the true value thereof.

(b) The value of Transferable Securities, Money Market Instruments (as defined below) and any financial assets listed or dealt in on a stock exchange of an Other State (as these terms are defined in the Sales Documents) or dealt on a Regulated Market (as defined below), or on any Other regulated Market of a Member State or of an Other State (as these terms are defined in the Sales Document) shall be based on the last available closing, or settlement price in the relevant market prior to the time of valuation, or any other price deemed appropriate by the board of directors of the Company. Where such securities are quoted or dealt on more than one stock exchange or regulated market (whether a Regulated Market or an Other Regulated Market), the board of directors of the Company may, at its own discretion, select the stock exchanges or regulated markets where such securities are primarily traded to determine the applicable value.

(c) The value of any assets held in a Sub-Fund's portfolio which are not listed, or dealt in on a stock exchange of an Other State, or on a Regulated Market or on any Other Regulated Market of a Member State (as defined in the Sales Documents), or of an Other State, or, if, with respect to assets quoted or dealt in on any stock exchange, or dealt in on any

such regulated markets, the last available closing, or settlement price is not representative of their value, such assets are stated at fair market value, or otherwise at the fair value at which it is expected they may be resold, as determined in good faith by or under the direction of the board of directors of the Company.

(d) Units or shares of an open-ended undertaking for collective investment ("UCI")/undertaking for collective investment in transferable securities ("UCITS") will be valued at their last determined and available official net asset value, as reported or provided by such UCI/UCITS or its agents, or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the Company on a fair and equitable basis. Units or shares of a closed-ended UCI will be valued in accordance with the valuation rules set out in items (b) and (c) above.

(e) The liquidating value of futures, forward, or options contracts not traded on a stock exchange of an Other State, or dealt in on Regulated Markets, or on Other Regulated Markets, shall mean their net liquidating value determined, pursuant to the policies established prudently and in good faith by the board of directors of the Company, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward, or options contracts traded on a stock exchange of an Other State, or on Regulated Markets, or on Other Regulated Markets, shall be based upon the last available settlement, or closing prices as applicable to these contracts on a stock exchange or on Regulated Markets, or on Other Regulated Markets on which the particular futures, forward, or options contracts are traded on behalf of the Company; provided that if a future, forward or options contract could not be liquidated on the day with respect to which assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the board of directors of the Company may deem fair and reasonable.

(f) Interest rate swaps will be valued on the basis of their market value established by reference to the applicable interest rate curve.

Credit default swaps are valued on the frequency of the net asset value founding on a market value obtained by external price providers. The calculation of the market value is based on the credit risk of the reference party respectively the issuer, the maturity of the credit default swap and its liquidity on the secondary market. The valuation method is recognised by the board of directors of the Company and checked by the independent auditor of the Company.

Total return swaps will be valued at fair value under procedures approved by the board of directors of the Company. As these swaps are not exchange-traded, but are private contracts into which the Company and a swap counterparty enter as principals, the data inputs for valuation models are usually established by reference to active markets. However it is possible that such market data will not be available for total return swaps near the Valuation Day. Where such markets inputs are not available, quoted market data for similar instruments (e.g. a different underlying instrument for the same or a similar reference entity) will be used provided that appropriate adjustments be made to reflect any differences between the total return swaps being valued and the similar financial instrument for which a price is available. Market input data and prices may be sourced from markets, a broker, an external pricing agency or a counterparty.

If no such market input data are available, total return swaps will be valued at their fair value pursuant to a valuation method adopted by the board of directors of the Company which shall be a valuation method widely accepted as good market practice (i.e. used by active participants on setting prices in the market place or which has demonstrated to provide reliable estimate of market prices) provided that adjustments that the board of directors of the Company may deem fair and reasonable be made. The Company's independent auditor will review the appropriateness of the valuation methodology used in valuing total return swaps. In any way the Company will always value total return swaps on an arm-length basis.

All other swaps will be valued at fair value as determined in good faith pursuant to procedures established by the board of directors of the Company.

(g) The value of contracts for differences will be based, on the value of the underlying assets and vary similarly to the value of such underlying assets. Contracts for differences will be valued at fair market value, as determined in good faith pursuant to procedures established by the board of directors of the Company.

(h) assets or liabilities denominated in a currency other than that in which the relevant net asset value will be expressed, will be converted at the relevant foreign currency spot rate on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined in good faith by, or pursuant to procedures established by the board of directors of the Company. In that context account shall be taken of hedging instruments used to cover foreign exchanges risks.

(i) index or financial instrument related swaps will be valued at fair market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument related swap agreement shall be based upon the market value of such swap transaction, which is subject to parameters such as the level of the index, the interest rates, the equity dividend yields and the estimated index volatility.

When required, an appropriate model, as determined by the board of directors of the Company, will be used to value the various sub-fund strategies. The board of directors of the Company has the right to check the valuations of the swap agreements by comparing them with valuations requested from a third party produced on the basis of retraceable criteria. In the event of any doubt, the board of directors of the Company is obliged to have the valuations checked by a third party. The valuation criteria must be chosen in such a way that they can be controlled by the Company's independent auditors. Furthermore, the independent auditors will carry out their audit of the Company, including procedures relating to the swap agreements.

All other securities, instruments and other assets are valued at fair market value as determined in good faith pursuant to procedures established by the board of directors of the Company.

For the purpose of determining the value of the Company's assets, the administrative agent, having due regards to the standard of care and due diligence in this respect, may, when calculating the net asset value, completely and exclusively rely, unless there is manifest error or negligence on its part, upon the valuations provided (i) by various pricing sources available on the market such as pricing agencies (i.e., Bloomberg, Reuters) or fund administrators, (ii) by prime brokers and brokers, or (iii) by (a) specialist(s) duly authorized to that effect by the board of directors of the Company. Finally, (iv) in the case no prices are found or when the valuation may not correctly be assessed, the administrative agent may rely upon the valuation provided by the board of directors of the Company.

In circumstances where (i) one or more pricing sources fails to provide valuations to the administrative agent, which could have a significant impact on the net asset value, or where (ii) the value of any asset(s) may not be determined as rapidly and accurately as required, the administrative agent is authorized to postpone the net asset value calculation and as a result may be unable to determine subscription and redemption prices. The board of directors of the Company shall be informed immediately by the administrative agent should this situation arise. The board of directors of the Company may then decide to suspend the calculation of the net asset value in accordance with the procedures described in Article 12 below.

Adequate provisions will be made, Sub-Fund by Sub-Fund, for expenses to be borne by each of the Company's Sub-Fund's and off-balance-sheet commitments may possibly be taken into account on the basis of fair and prudent criteria.

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

II. The liabilities of the Company shall include:

1) all loans, bills and accounts payable;

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

3) all accrued or payable expenses, including but not limited to administrative expenses, investment advisor fees, management fees, including incentive fees, fees of the custodian as defined in Article 32 (the "Custodian") including correspondents, and administrative agents' fees;

4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company;

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

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

III. The assets shall be allocated as follows:

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

a) If two or more classes of shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. Within a Sub-Fund, classes of shares may be defined from time to time by the board of directors of the Company so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific distribution fee structure, and/or (v) a specific currency, (vi) the use of different hedging techniques in order to protect in the reference currency of the relevant Sub-Fund the assets and returns quoted in the currency of the relevant class of shares against long-term movements of their currency of quotation; and/or (vii) any other specific features applicable to one class;

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

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

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

e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular class of shares, such asset or liability shall be allocated to all the classes of shares pro rata to the net asset values of the relevant classes of shares or in such other manner as determined by the board of directors of the Company acting in good faith. Each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund;

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

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

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

IV. For the purpose of this Article:

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

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

3) all investments, cash balances and other assets expressed in currencies other than the reference currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force on the relevant Valuation Day; and

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

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

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

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

V. Dilution

Dilution techniques may be used in order to adjust the net asset value, as more fully described in the Sales Documents.

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

The Company may temporarily suspend the calculation of the net asset value per share within any particular Sub-Fund and accordingly the issue and redemption of its shares from its shareholders as well as the conversion from and to shares of each class:

- during any period when any of the principal stock exchanges, Regulated Market or any Other Regulated Market in a Member State or in an Other State on which a substantial part of the Company's investments attributable to such Sub-Fund is quoted, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the Sub-Fund is denominated, are closed otherwise than for ordinary holidays or during which dealings are substantially restricted or suspended; or

- when political, economic, military, monetary or other emergency events beyond the control, liability and influence of the Company make the disposal of the assets of any Sub-Fund impossible under normal conditions or such disposal would be detrimental to the interests of the shareholders of the Company; or

- during any breakdown in the means of communication network normally employed in determining the price or value of any of the relevant Sub-Fund's investments or the current price or value on any market or stock exchange in respect of the assets attributable to such Sub-Fund; or

- during any period where the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares of such Sub-Fund or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of shares cannot, in the opinion of the board of directors of the Company, be effected at normal rates of exchange; or

- during any period when for any other reason the prices of any investments owned by the Company, including in particular the financial derivative instruments and repurchase transactions entered into by the Company in respect of any Sub-Fund, cannot promptly or accurately be ascertained; or

- following a decision to merge, liquidate or dissolve the Company or, if applicable, one or several Sub-Fund(s); or

- following the suspension of (i) the calculation of the net asset value per share/unit, (ii) the issue, (iii) the redemption and/or (iv) the conversion of the shares/units issued at the level of a Master (as defined in the Sales Documents) in which the Sub-Fund invests in its quality as Feeder (as defined in the Sales Documents) within the meaning of the Law of 2010; or

- during any period when the board of directors of the Company so decides, provided all shareholders are treated on an equal footing and all relevant laws and regulations are applied as soon as an extraordinary general meeting of shareholders of the Company or of a Sub-Fund has been convened for the purpose of deciding on the liquidation or dissolution of the Company or a Sub-Fund; or

- upon the order of the Luxembourg supervisory authority.

When exceptional circumstances might adversely affect the Company's shareholders' interests or in the case that significant requests for subscription, redemption or conversion are received, the board of directors of the Company reserves the right to set the value of shares in one or more Sub-Funds only after having sold the necessary securities, as soon as possible, on behalf of the Sub-Fund(s) concerned. In this case, subscriptions, redemptions and conversions that are simultaneously in the process of execution will be treated on the basis of a single net asset value in order to ensure that all shareholders of the Company having presented requests for subscription, redemption or conversion are treated equally.

Any such suspension of the calculation of the net asset value shall be notified to the subscribers and shareholders of the Company requesting subscription, redemption or conversion of their shares on receipt of their request for subscription, redemption or conversion.

Suspended subscriptions, redemptions and conversions will be taken into account on the first Valuation Day after the suspension ends.

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

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

Title III. Administration and Supervision

Art. 13. Directors. The Company shall be managed by a board of directors composed of not less than three members, who need not be shareholders of the Company. They shall be elected for a term not exceeding six years. They may be re-elected. The directors shall be elected by the shareholders of the Company at a general meeting of shareholders of the Company; in particular by the shareholders of the Company at their annual general meeting for a period ending in principle at the next annual general meeting or 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 of the Company. The shareholders of the Company shall further determine the number of directors, their remuneration and the term of their office.

In the event in which an elected director is a legal entity, a permanent individual representative thereof should be designated as member of the board of directors of the Company. Such individual is submitted to the same obligations than the other directors.

Such individual may only be revoked upon appointment of a replacement individual.

Directors shall be elected by the majority of the votes of the shares present or represented and shall be subject to the approval of the Luxembourg regulatory authorities.

In the event of a vacancy in the office of director because of death, retirement or otherwise, the remaining directors may meet and elect, by majority vote, a director to fill such vacancy until the next meeting of shareholders of the Company which shall take a final decision regarding such nomination.

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

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

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

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

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

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

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

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

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

Resolutions are taken by a majority vote of the directors present or represented at such meeting.

In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

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

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

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

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

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

The Company may enter with any Luxembourg or foreign company into (an) investment administration agreement(s), according to which such company (the "investment administrator") will assist the Company with the administration and implementation with respect to the Company's investment policy. Furthermore, such company may, on a day-to-day basis and subject to the overall control and ultimate responsibility of the board of directors of the Company, purchase and sell securities and other assets and otherwise administer the Company's portfolio. The investment administration agreement shall contain the rules governing the modification or expiration of such contract(s) which are otherwise concluded for an unlimited period.

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

Art. 18. Investment Policies and Restrictions. Definitions:

"Money Market Instruments" means instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time;

"Regulated Market" means a regulated market as defined in the EC Parliament and Council Directive 2004/39/EC dated 21 April 2004 on markets in financial instruments, as amended;

"Transferable Security" means (i) shares in companies and other securities equivalent to shares in companies ("shares"), (ii) bonds and other forms of securities debt ("debt securities"), and/or (iii) any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange. For the purposes of this definition, the techniques and instruments do not constitute transferable securities.

The board of directors of the Company, based upon the principle of risk spreading, has the power to determine (i) the investment policies and strategies to be applied in respect of each Sub-Fund, (ii) the hedging strategy, if any, to be applied to specific classes of shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the Company.

In compliance with the requirements set forth by the Law of 2010 and detailed in the Sales Documents, in particular as to the type of markets on which the assets may be purchased or the status of the issuer or of the counterparty, each Sub-Fund may invest in:

(i) Transferable Securities or Money Market Instruments;

(ii) Recently issued Transferable Securities and/or Money Market Instruments, provided that:

- the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market or a stock exchange referred to above;

- such admission is secured within one year of issue;

(iii) shares or units of other UCIs and/or UCITS, including shares/units of a master fund qualifying as UCITS (which shall never neither itself be a feeder fund nor hold units/shares of a feeder fund) to the extent permitted and the conditions stipulated by the Law of 2010. When a Sub-Fund invests in the units/shares of other UCITS and/or UCIs that are linked to the Company by common management, or control or by a substantial direct or indirect holding investment in the securities of such UCI shall be permitted only if such UCI, according to its constitutional documents, has specialized in investment in a specific geographical area, or economic sector and, if no fees or costs are charged on account of transactions relating to such acquisition;

(iv) shares of other Sub-Funds to the extent permitted and at the conditions stipulated by the Law of 2010;

(v) deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than 12 months;

(vi) financial derivative instruments;

(vii) any other securities, instruments or other assets within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations.

The investment policy of the Company may replicate the composition of an index of equities or debt securities or other assets recognized by the Luxembourg supervisory authority.

The Company may in particular purchase the above mentioned assets on any Regulated Market, stock exchange or any Other Regulated Market of a State of Europe, being or not a member of the European Union ("EU"), of America, Africa, Asia, Australia or Oceania as such notions are defined in the Sales Documents.

In accordance with the principle of risk spreading, the Company is authorized to invest up to 100% of the net assets attributable to each Sub-Fund in transferable securities or money market instruments issued or guaranteed by a Member State (as defined in the Sales Documents), its local authorities, another member State of the OECD or public international bodies of which one or more Member States of the EU are members being provided that if the Company uses the possibility described above, it shall hold, on behalf of each relevant Sub-Fund, securities belonging to six different issues at least. The securities belonging to one issue can not exceed 30% of the total net assets attributable to that Sub-Fund.

The Company is authorized (i) to employ techniques and instruments relating to Transferable Securities and Money Market Instruments provided that such techniques and instruments are used for hedging purposes, for the purpose of efficient portfolio management or for investment purposes.

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

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

The term "opposite interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving the investment administrator, the management company, the Custodian or

such other person, company or entity as may from time to time be determined by the board of directors of the Company in its discretion.

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

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

The auditor shall fulfil all duties prescribed by the Law of 2010.

Title IV. General meetings - Accounting year - Distributions

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

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

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

The annual general meeting of shareholders of the Company shall be held in accordance with Luxembourg law 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 last Tuesday of the month of April each year at 2:00 p.m. Luxembourg time.

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

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

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

Shareholders of the Company representing at least one tenth of the share capital may request the adjunction of one or several items to the agenda of any general meeting of shareholders of the Company. Such a request must be sent to the registered office of the Company by registered mail five days at the latest before the relevant meeting.

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

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

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

The holders of bearer shares are obliged, in order to be admitted to the general meetings of shareholders of the Company, to deposit their share certificates with an institution specified in the convening notice at least five days prior to the date of the meeting.

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

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

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

Unless otherwise provided by law or herein, resolutions of the general meeting of shareholders of the Company are passed by a simple majority of the validly cast votes.

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

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

The provisions of Article 22, paragraphs 2, 3, 7, 8, 9, 10, 11, 12, 13, 14 shall apply to such general meetings.

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

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

Art. 24. Dissolution of Sub-Funds or Classes of Shares. In the event that for any reason the value of the 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 an amount determined by the board of directors of the Company to be the minimum level for such Sub-Fund, or such class of shares, to be operated in an economically efficient manner, or if a change in the economical or political situation relating to the Sub-Fund or class concerned would have material adverse consequences on the investments of that Sub-Fund or in order to proceed to an economic rationalization, the board of directors of the Company may decide to compulsorily redeem all the shares of the relevant class or classes issued in such Sub-Fund at the net asset value per share (taking into account actual realization prices of investments and realization expenses), calculated on the Valuation Day at which such decision shall take effect. The decision of the board of directors of the Company will be published (either in newspapers to be determined by the board of directors of the Company or by way of a notice sent to the shareholders of the Company at their addresses indicated in the Register) prior to the effective date of the compulsory redemption and the publication will indicate the reasons for, and the procedures of, the compulsory redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the shareholders of the Company, the shareholders of the Sub-Fund or class of shares concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

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

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

All redeemed shares shall be cancelled.

Art. 25. Merger of Sub-Funds and Amalgamation of Classes. The board of directors of the Company may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another new or existing Luxembourg or foreign undertakings for collective investment in transferable securities (the "New UCITS"); or

- another new or existing Sub-Fund within the Company or another subfund within a New UCITS (the "New Sub-Fund"),

and, as appropriate, to redesignate the shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

In the case the last, or unique Sub-Fund involved in a merger is the absorbed UCITS (within the meaning of the Law of 2010) and, hence, ceases to exist upon completion of the merger, the general meeting of the shareholders, rather than the board of directors, has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes validly cast at such meeting.

The general meeting of the shareholders of a Sub-Fund may also decide to proceed with a merger of the relevant Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- any New UCITS; or

- a New Sub-Fund,

by a resolution adopted with a presence quorum requirement of at least 50 % of the shares in issue; and a majority requirement of at least 2/3 of the shares present or represented and voting at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the shareholders.

Shareholders will be entitled to request, without any charge other than those retained by the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares or, where possible, the conversion of those shares into shares of other classes within the same Sub-Fund or into shares of same or other classes within another Sub-Fund pursuant to the provisions of the Law of 2010.

Registered holders of shares shall be notified in writing. The Company shall inform holders of bearer shares by publication of a notice in newspapers to be determined by the board of directors, unless all such shareholders and their addresses are known to the Company.

In the event that for any reason the value of the net assets in any class of shares has decreased to an amount determined by the board of directors of the Company (in the interests of shareholders) to be the minimum level for such class to be operated in an economically efficient manner, or as a matter of economic rationalisation or for any reason determined by the board of directors of the Company and disclosed in the Sales Documents, the board of directors of the Company may decide to allocate the assets of any class to those of another existing class within the Company 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). The Company shall send a written notice to the shareholders of the relevant class in a manner described in the Sales Documents. The decision of the board of directors will be subject to the right of the relevant shareholders to request, without any charges, other than those retained by the Sub-Fund to meet disinvestment costs the repurchase or redemption of their shares or, where possible, the conversion of those shares into shares of other classes within the same Sub-Fund or into shares of same or other classes within another Sub-Fund.

Art. 26. Split of Sub-Funds. In the event that the board of directors of the Company believes it would be in the interests of the shareholders of the relevant Sub-Fund or in the event of a change in the economic or political situation which would have material consequences on the relevant Sub-Fund or for any reason determined by the board of directors of the Company and disclosed in the Sales Documents, the board of directors of the Company may decide to reorganise a Sub-Fund by splitting it into two or more Sub-Funds. Such a decision will be notified and/or published in the manner described in the Sales Documents.

Art. 27. Merger of the Company. The board of directors of the Company may decide to proceed with a merger of the Company, either as receiving or absorbed UCITS, with:

- a New UCITS; or

- a sub-fund thereof,

and, as appropriate, to redesignate the shares of the Company as shares of this New UCITS, or of the relevant sub-fund thereof as applicable.

In case the Company is the receiving UCITS (within the meaning of the Law of 2010), solely the Board of Directors will decide on the merger and effective date thereof.

In case the Company is the absorbed UCITS (within the meaning of the Law of 2010), and hence ceases to exist, the general meeting of the shareholders of the Company has to approve, and decide on the effective date of such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes validly cast at such meeting.

The general meeting of the shareholders may decide to proceed with a merger of the Company, either as receiving or absorbed UCITS, with:

- a New UCITS; or

- a sub-fund thereof.

The merger decision shall be adopted by the general meeting of shareholders with a presence quorum requirement of at least 50 % of the shares in issue; and a majority requirement of at least 2/3 of the shares present or represented and voting at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the shareholders.

Shareholders will be entitled to request, without any charge other than those retained by the Company to meet disinvestment costs, the repurchase or redemption of their shares pursuant to the provisions of the Law of 2010.

Registered holders of shares shall be notified in writing. The Company shall inform holders of bearer shares by publication of a notice in newspapers to be determined by the board of directors, unless all such shareholders and their addresses are known to the Company.

Art. 28. Accounting Year. The accounting year of the Company shall commence on the first of January of each year and shall terminate on the thirty-first of December of the same year.

Art. 29. Distributions. The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the board of directors of the Company and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorize the board of directors of the Company to declare, distributions.

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

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

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

For each Sub-Fund or class of shares, the directors may decide on the payment of interim dividends in compliance with legal requirements.

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

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

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

Title V. Final provisions

Art. 30. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 33 hereof.

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

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

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

Art. 31. Liquidation. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders of the Company which shall determine their powers and their compensation.

Should the Company be voluntarily or compulsorily liquidated, its liquidation will be carried pursuant to the provisions of the Law of 2010. Such law specifies the steps to be taken to enable shareholders to participate in the distribution(s) of the liquidation proceeds and provides for a deposit in escrow at the Caisse de Consignation at the time of the close of liquidation. Liquidation proceeds available for distribution to shareholders in the course of the liquidation that are not claimed by shareholders will at the close of liquidation be deposited at the Caisse de Consignation in Luxembourg pursuant to article 146 of the Law of 2010, where the proceeds will be held at the disposal of the shareholders entitled thereto until the end of the statutory limitation period.

Art. 32. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of 5 April 1993 on the financial sector, as amended (herein referred to as the "Custodian").

The Custodian shall fulfil the duties and responsibilities as provided for by the Law of 2010.

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

Art. 33. Amendments to the Articles. The Articles may be amended by a general meeting of shareholders of the Company subject to the quorum (at the first call) and majority requirements provided by the Law of 1915. For the avoidance of doubt, such quorum and majority requirements shall be as follows: fifty percent of the shares issued must be present or represented at the general meeting and the approval of a super-majority of two thirds of the shares present or represented and validly voting is required to adopt a resolution. In the event that the quorum is not reached, the general meeting of shareholders of the Company must be adjourned and reconvened. There is no quorum requirement for the second meeting but the majority requirement remains unchanged.

Art. 34. Statement. Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships associations and any other organized group of persons whether incorporated or not.

Art. 35. Applicable Law. All matters not governed by the Articles shall be determined in accordance with the Law 1915 and the Law of 2010.

Expenses and declaration

The expenses, remunerations or charges, in any form whatsoever which shall be borne by the Company as a result of this deed, are estimated at about thousand euro.

Nothing else being on the agenda of the Meeting, and nobody else wished to speak the chairman closed the Meeting at a.m..

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

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

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 only, in accordance with article 26 of the Luxembourg law of 13 February 2007 relating to specialised investment funds, as amended.

Signé: M. KERBUSCH, C. LENNIG, J. VERGAUWEN, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 17 juin 2015. Relation: EAC/2015/13770. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2015100614/941.

(150110702) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

Femab S.A., Société Anonyme.

Siège social: L-7217 Bereldange, 59, rue de Bridel.

R.C.S. Luxembourg B 84.902.

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DISSOLUTION

L'an deux mil quinze, le cinq juin,

par devant le soussigné Maître Camille MINES, notaire de résidence à Capellen,

ont comparu:

Monsieur Patrick LAMESCH, demeurant à L-7570 Mersch, 75, rue Nic Welter,

Monsieur Jean-Claude LAMESCH, demeurant à L-1870 Luxembourg, 5, rue de Kohlebierg,

Monsieur Kai ROST, demeurant à L-8340 Olm, 17, Boulevard Robert Schuman,

Monsieur Jos BORMANN, demeurant à L-9179 Oberfeulen, 5, route de Colmar-Berg,

Agissant tant en leur propre nom qu'en leur qualité de mandataires de:

Monsieur Edouard LAMESCH, demeurant à L-7570 Mersch, 61, rue Nic Welter,

Monsieur Christian LAMESCH, demeurant à L-7217 Bereldange, 59, rue de Bridel,

Madame Corinne SCHLEIMER-LAMESCH, demeurant à L-6165 Ernster, 23, rue de Rodenbourg,

Madame Martine GIORGETTI-LAMESCH, demeurant à L-7423 Dondelange, 2, rue de Luxembourg,

Madame Marguerite LAMESCH, demeurant à L-8340 Olm, 17, Boulevard Robert Schuman,

Mademoiselle Silke ROST, demeurant à L-8340 Olm, 17, Boulevard Robert Schuman,

Mademoiselle Frauke ROST, demeurant à L-8340 Olm, 17, Boulevard Robert Schuman,

Mademoiselle Justine BORMANN, demeurant à L-9179 Oberfeulen, 5, route de Colmar-Berg,

Monsieur Patrick BORMANN, demeurant à L-9179 Oberfeulen, 5, route de Colmar-Berg,

Mademoiselle Jessica BORMANN, demeurant à L-9179 Oberfeulen, 5, route de Colmar-Berg, et

Monsieur Joël SCHONS, demeurant à L-5470 Wellenstein, 9, rue de Mondorf, agissant tant en sa qualité d'administrateur que comme mandataire d'un second administrateur de la société STUGALUX PROMOTION S.A. avec siège à L-8030 Strassen, 96, rue du Kiem, immatriculée au RCSL sous le numéro B 98515, constituée aux termes d'un acte reçu par Maître Tom METZLER, alors notaire de résidence à Luxembourg en date du 09 janvier 2004, publié au Mémorial C numéro 209 du 19 février 2004 et dont les statuts n'ont pas encore été modifiés;

Les mandataires agissant en vertu de procurations sous seing privé, lesquelles après avoir été signées ne varietur par le notaire et les comparants, resteront annexées aux présentes avec lesquelles elles seront enregistrées;

Détenant ensemble toutes les 3720 actions représentant le capital de la société anonyme FEMAB S.A., ayant son siège social à L-7217 Bereldange, 59, rue de Bridel,

Constituée aux termes d'un acte reçu par Maître Edmond SCHROEDER, alors notaire de résidence à Mersch, en date du 25 octobre 2001, publié au Mémorial C numéro 503 du 29 mars 2002,

inscrite au registre de commerce et des sociétés près le tribunal d'arrondissement de et à Luxembourg sous le numéro B 84902,

et dont les statuts n'ont pas encore été modifiés.

L'assemblée étant régulièrement constituée et pouvant valablement délibérer sur l'ordre du jour, dont les actionnaires ont pris connaissance avant la présente assemblée,

Le notaire est prié d'acter ce qui suit:

1. la société FEMAB S.A. ayant son siège à L-7217 Bereldange, 59, rue de Bridel, RCSL B 84902 a cessé toute activité commerciale.

2. Les actionnaires ont décidé de liquider la Société avec effet immédiat et, pour autant que de besoin, de donner la qualité de liquidateur à Monsieur Christian LAMESCH, salarié, demeurant à L-7217 Bereldange, 59, rue de Bridel;

3. Les comptes sociaux étant parfaitement connus des actionnaires, les actionnaires déclarent qu'ils reprennent par la présente tous les actifs de la Société et qu'ils prendront en charge tout le passif de la Société et en particulier le passif occulte et inconnu à ce moment;

4. la Société est partant dissoute et liquidée et la liquidation est clôturée;

5. les actionnaires donnent pleine et entière décharge aux administrateurs et commissaire aux comptes pour l'exercice de leur mandat;

6. les livres, documents et pièces relatives à la Société resteront conservés durant cinq ans au siège de la société.

Plus rien ne figurant à l'ordre du jour, l'assemblée est levée à 15.30 heures.

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentaire, à la date mentionnée en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par nom, prénom, état et demeure, tous ont signé le présent acte avec le notaire.

Signé: P. LAMESCH, J.C. LAMESCH, K. ROST, J. BORMANN, J. SCHONS, C. MINES.

Enregistré à Luxembourg Actes Civils 1, le 9 juin 2015. Relation: 1LAC/2015/17793. Reçu soixante-quinze euros. 75,- €.

Le Receveur ff. (signé): Carole FRISING.

POUR COPIE CONFORME.

Capellen, le 16 juin 2015.

Référence de publication: 2015094317/64.

(150104465) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juin 2015.

SwanCap FLP SCS, Société en Commandite simple.

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

R.C.S. Luxembourg B 181.925.

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Der Jahresabschluss vom 31.12.2014 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxembourg Investment Solutions S.A.

Unterschrift

Référence de publication: 2015096306/11.

(150106663) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 juin 2015.

Sellin Management Company S.à r.l., Société à responsabilité limitée.

Capital social: EUR 125.000,00.

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

R.C.S. Luxembourg B 154.763.

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Extrait des résolutions écrites de l'actionnaire unique du 15 juin 2015

L'actionnaire unique accepte la démission de Monsieur Jochen WEISS de son poste de gérant avec effet au 19 Juin 2015.

L'Actionnaire Unique nomme Monsieur Pascal HOBLER, avec adresse professionnelle 50 Avenue J-F Kennedy L-2951 Luxembourg au poste de gérant avec effet au 19 Juin 2015 pour une durée indéterminée sous réserve de l'accord de la CSSF.

FIDUPAR

Référence de publication: 2015100758/14.

(150110085) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 juin 2015.

Euro Partner S.A., Société Anonyme.

Siège social: L-1750 Luxembourg, 112, avenue Victor Hugo.

R.C.S. Luxembourg B 59.254.

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L'an deux mille quinze, le huit juin.

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

S'est réunie

l'Assemblée Générale Extraordinaire des actionnaires de la Société Anonyme EURO PARTNER S.A., une société anonyme de droit luxembourgeois, ayant son siège social à L-1750 Luxembourg, 112, avenue Victor Hugo, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous la section B numéro 59.254, constituée suivant acte reçu par Maître André-Jean-Joseph SCHWACHTGEN, alors notaire de résidence à Luxembourg, en date du 15 mai 1997, publié au Mémorial C, Recueil des Sociétés et Associations, Numéro 450 du 19 août 1997. Les statuts de la Société ont été modifiés pour la dernière fois suivant acte du même notaire, en date du 23 novembre 2010, publié au Mémorial C, Recueil des Sociétés et Associations, Numéro 88 du 31 janvier 2007.

La séance est ouverte sous la présidence de Madame Caroline CHERRIER, employée privée, demeurant professionnellement à L-1750 Luxembourg, 122, avenue Victor Hugo.

La Présidente désigne comme secrétaire Madame Marilyn KRECKÉ, employée privée, demeurant professionnellement à L-1750 Luxembourg, 74, avenue Victor Hugo.

L'Assemblée élit comme scrutatrice, Madame Caroline CHERRIER, prénommée.

Le bureau étant dûment constitué, Madame le Président déclare et prie le notaire d'acter:

I. Qu'il appert de la liste de présence que les 1.000 (mille) actions représentant l'intégralité du capital social émis et libéré sont présentes ou représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut valablement décider sur tous les points portés à l'ordre du jour, tous les actionnaires ayant accepté de se réunir sans convocations préalables. Ladite liste de présence ainsi que les procurations, resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

II. Que l'ordre du jour de la présente assemblée est comme suit:

1. Constatation au vu du registre des actionnaires de la société et au vu des résolutions du conseil d'administration du 27 octobre 2014, que depuis le 27 octobre 2014, l'intégralité des 1000 (mille) actions d'une valeur nominale de trente et un Euros (EUR 31.-) chacune, sont des actions nominatives;

2. Modification subséquente de l'article 4, alinéa 1 des Statuts de la Société afin de lui donner la teneur suivante:

« **Art. 4. Alinéa 1.** Les actions sont nominatives et le resteront.»

3. Divers.

L'assemblée, après délibération, prend à l'unanimité des voix les résolutions suivantes:

Première résolution

L'assemblée Générale, constate au vu du registre des actionnaires de la société et au vu des résolutions du conseil d'administration du 27 octobre 2014, que depuis le 27 octobre 2014, l'intégralité des 1000 (mille) actions d'une valeur nominale de trente et un Euros (EUR 31.-) chacune, sont des actions nominatives.

Deuxième résolution

L'assemblée Générale, décide par conséquent de modifier l'article 4, alinéa 1 des Statuts de la Société afin de lui donner la teneur suivante:

« **Art. 4. Alinéa 1.** Les actions sont nominatives et le resteront.» Plus rien n'étant à l'ordre du jour, l'assemblée a été close.

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

Et après lecture faite et interprétation donnée aux comparants, ceux-ci ont signé avec nous Notaire la présente minute.

Signé: C. Cherrier, M. Krecké et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 10 juin 2015. 2LAC/2015/12933. Reçu soixante-quinze euros (75.- €)

Le Receveur (signé): André Muller.

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

Luxembourg, le 15 juin 2015.

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