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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° 2381 4 septembre 2015

## SOMMAIRE

**Scarborough Luxembourg Energy S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 151.544.

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

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

Référence de publication: 2015118479/9.

(150126807) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**S.Terel S.A., Société Anonyme.**

Siège social: L-2370 Howald, 1, rue de Peternelchen.

R.C.S. Luxembourg B 102.226.

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Les comptes annuels au 31.12.2009 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.

IF EXPERTS COMPTABLES
B.P. 1832 L-1018 Luxembourg

Référence de publication: 2015118475/11.

(150127236) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Seven Q Group S.A., Société Anonyme.**

Siège social: L-2121 Luxembourg, 231, Val des Bons Malades.

R.C.S. Luxembourg B 133.783.

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CLÔTURE DE LIQUIDATION

Par jugement commercial VI n°849/15 du 14 juillet 2015, le Tribunal d'Arrondissement de et à Luxembourg, sixième section, siégeant en matière commerciale, a déclaré closes pour absence d'actif les opérations de liquidation de la société anonyme SEVEN Q GROUP S.A.

Luxembourg, le 15 juillet 2015.
Pour extrait conforme
Laurent Bizzotto

Référence de publication: 2015118480/14.

(150127656) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**NN (L) II, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 60.411.

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Notice is hereby given that the:

ANNUAL GENERAL MEETING

of Shareholders of NN (L) II will be held in the premises of NN Partners Luxembourg S.A., 3, rue Jean Piret, L-2350 Luxembourg on *24 September 2015* at 11.00 a.m. with the following agenda:

*Agenda:*

1. Presentation of the reports of the Board of Directors and of the independent auditor of the Company;
2. Approval of the annual accounts of the Company for the financial year ended 30 June 2015;
3. Allocation of the results of the Company for the financial year ended 30 June 2015;
4. Discharge of the Directors of the Company for the execution of their mandates during the financial year ended 30 June 2015;
5. Statutory appointments (resignation(s) and/or appointment(s)).

Registered shareholders will be admitted upon proof of their identity, provided they inform the Board of Directors of their intention to attend the meeting at least five clear days prior to the meeting.

*The Board of Directors.*

Référence de publication: 2015148052/755/20.

**Canepa Brazilian Equity Opportunities, Société à responsabilité limitée.**

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 180.105.

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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: 2015118940/9.

(150128532) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juillet 2015.

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**Pah West Europe S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 72.168.748,00.**

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 164.653.

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Les comptes annuels au 30 novembre 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 14 juillet 2015.

Référence de publication: 2015118410/10.

(150127026) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Renewal (SPF) S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-2450 Luxembourg, 17, boulevard Roosevelt.

R.C.S. Luxembourg B 150.552.

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Les comptes annuels au 31.12.2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 15 juillet 2015.

FIDUCIAIRE FERNAND FABER

Signature

Référence de publication: 2015118458/12.

(150126626) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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

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

R.C.S. Luxembourg B 143.580.

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Die Aktionäre der Global Multi Invest, SICAV, werden hiermit zu einer

VERTAGTEN ORDENTLICHEN GENERALVERSAMMLUNG

eingeladen, welche am Sitz der Gesellschaft am *18. September 2015* um 15:00 Uhr mit folgender Tagesordnung stattfinden wird:

*Tagesordnung:*

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

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

*Der Verwaltungsrat .*

Référence de publication: 2015146838/23.

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**Fidelity Funds II, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 76.939.

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At the Extraordinary General Meeting ("EGM") in relation to Fidelity Funds II (the "Fund") held at the registered office of the Fund in Luxembourg on 31 August 2015 at 12.00 noon CET, a quorum was not attained. Therefore:

Notice is hereby given that the adjourned

EXTRAORDINARY GENERAL MEETING

of shareholders of the Fund will be held at the registered office of the Fund in Luxembourg on *7 October 2015* at 12.00 noon CET (the "Reconvened Meeting") with the following agenda:

*Agenda:*

**I.** In the context of the merger of the Merging Funds into the corresponding funds of Fidelity Funds (each a "Receiving Fund" and collectively the "Receiving Funds"), (the "Merger") under the conditions detailed in the Notice:

- to approve the allocation of the assets of Fidelity Funds II - Australian Dollar Currency Fund into Fidelity Funds - Australian Dollar Cash Fund and the cancellation of class A Shares in this Merging Fund in exchange for class A-ACC Shares in this Receiving Fund to become effective on 18 January 2016 or, as the case may be explained at the Reconvened Meeting, to give power to the Board of Directors of the Fund (the "Board") to determine any later date thereof;

- to approve the allocation of the assets of Fidelity Funds II - Euro Currency Fund into Fidelity Funds - Euro Cash Fund and the cancellation of class A Shares in this Merging Fund in exchange for class A-ACC Shares in this Receiving Fund to become effective on 18 January 2016 or, as the case may be explained at the Reconvened Meeting, to give power to the Board to determine any later date thereof;

- to approve the allocation of the assets of Fidelity Funds II - Sterling Currency Fund into Fidelity Funds - Sterling Cash Fund and the cancellation of class A Shares in this Merging Fund in exchange for class A-ACC Shares in this Receiving Fund to become effective on 18 January 2016 or, as the case may be explained at the Reconvened Meeting, to give power to the Board to determine any later date thereof;

- to approve the allocation of the assets of Fidelity Funds II - US Dollar Currency Fund into Fidelity Funds - US Dollar Cash Fund and the cancellation of class A Shares in this Merging Fund in exchange for class A-ACC Shares in this Receiving Fund to become effective on 18 January 2016 or, as the case may be explained at the Reconvened Meeting, to give power to the Board to determine any later date thereof,

**II.** To approve the closure and cessation of the existence of the Fund on 18 January 2016 or, as the case may be explained at the Reconvened Meeting, to give power to the Board to determine any later date thereof (the "Effective Date"); and

**III.** Such other business as may properly come before the Reconvened Meeting.

The resolutions require a majority in favour of at least two-thirds of the votes cast. At the Reconvened Meeting, shareholders present in person or by proxy, whatever their number and the number of shares held by them, will constitute a quorum. Shareholders may vote by proxy by returning to the registered office of the Fund the form of registered shareholder proxy sent to them. To be valid, proxies must reach the registered office of the Fund by 12.00 noon CET on 5 October 2015 at the latest. Proxies received at the first meeting will be held and be valid for the Reconvened Meeting, unless explicitly revoked by the relevant shareholder.

Subject to the limitations imposed by the Articles of Incorporation of the Fund with regard to ownership of shares by US persons or of shares which constitute more than three percent (3%) of the outstanding shares, each share is entitled to one vote. Shareholders are invited to attend and vote at the meeting or may appoint another person to attend and vote. Such proxy need not to be a shareholder of the Fund.

Even if you intend to attend the Reconvened Meeting, shareholders should register their vote by proxy by returning the form of proxy to the address given below:

Fidelity Funds II 2a, rue Albert Borschette, BP 2174 L-1021 Luxembourg

4 September 2015 By Order of the Board of Directors

Definitions: **the Merging Fund(s)** refers to Fidelity Funds II - Australian Dollar Currency Fund, Fidelity Funds II - Euro Currency Fund, Fidelity Funds II - Sterling Currency Fund and Fidelity Funds II - US Dollar Currency Fund, individually or collectively, as appropriate.

**the Notice** refers to the notice of EGM mailed to shareholders of the Fund on 12 August 2015

Référence de publication: 2015148589/755/52.

**BdS 1 TE S.à r.l., Société à responsabilité limitée.**

Siège social: L-1611 Luxembourg, 41, avenue de la Gare.

R.C.S. Luxembourg B 153.904.

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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: 2015118878/9.

(150128499) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juillet 2015.

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**MW Asset Management, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 186.367.

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Le Conseil d'Administration de MW ASSET MANAGEMENT SICAV S.A. (la " Société " ou la " Sicav "), attendu que l'assemblée générale extraordinaire des actionnaires pour la modification des Articles 10 et 28 des Statuts convoquée le 28 août 2015 n'a pas pu valablement délibérer en raison de la carence de quorum (moitié du capital social représentée), invite les actionnaires à une

DEUXIEME ASSEMBLEE GENERALE EXTRAORDINAIRE

de la Société qui se tiendra devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg au siège du notaire situé au 3, route de Luxembourg, L-6130 Junglinster, Grand-Duché de Luxembourg, *le 7 Octobre 2015* à 11.00 heures avec l'ordre du jour suivant :

1. Modification de l'Article 10 des Statuts, en supprimant la possibilité pour les actionnaires des classes d'actions émises au titre d'un compartiment de tenir des spécifiques assemblées générales des actionnaires d'un compartiment.

Suite à l'Assemblée Générale Extraordinaire l'Article 10 des Statuts se lira comme suit :

" Art. 10. Les quorum et délais requis par la loi régleront les avis de convocation et la conduite des assemblées des actionnaires de la Société dans la mesure où il n'en est pas autrement disposé dans les présents statuts.

Toute action, quelle que soit sa valeur nette d'inventaire, donne droit à une voix.

Tout actionnaire, pour autant que ces moyens aient été mis en place par la Société, peut participer aux assemblées des actionnaires par visioconférence ou d'autres moyens de communication similaires qui permettent l'identification de l'actionnaire. La participation à une assemblée par ces moyens équivaut à une présence en personne à une telle assemblée pour le calcul du quorum.

Tout actionnaire peut également voter aux assemblées des actionnaires par correspondance sous réserve que le formulaire de vote dûment signé par l'actionnaire soit reçu par la Société dans le délai fixé dans l'avis de convocation et au plus tard la veille de la date de la tenue de l'assemblée des actionnaires concernée par le vote. Ce formulaire devra mentionner de manière non-équivoque le sens du vote de l'actionnaire ou son éventuelle abstention, sous réserve d'être déclaré nul. Les actionnaires ayant voté par correspondance seront comptabilisés dans le calcul du quorum de l'assemblée concernée.

Tout actionnaire pourra prendre part aux assemblées des actionnaires en désignant par écrit, par câble, par télégramme, par télex ou par télécopieur une autre personne comme son mandataire. Un tel mandataire ne sera pas nécessairement actionnaire de la Société, et peut être un administrateur de la Société.

Par dérogation aux dispositions de l'article 67 (4) de la Loi du 10 août 1915 telle que modifiée (la "Loi de 1915"), les convocations aux assemblées générales peuvent prévoir que le quorum et la majorité à l'assemblée générale sont déterminés en fonction des actions émises et en circulation le cinquième jour qui précède l'assemblée générale à vingt-quatre heures (heure de Luxembourg) (dénommée "date d'enregistrement"). Les droits d'un actionnaire de participer à une assemblée générale et d'exercer le droit de vote attaché à ses actions sont déterminés en fonction des actions détenues par cet actionnaire à la date d'enregistrement.

Dans la mesure où il n'en est pas autrement disposé par la loi ou par les présents statuts, les décisions au cours d'une assemblée générale des actionnaires dûment convoquée sont prises à la majorité simple des voix exprimées.

Le conseil d'administration peut déterminer toutes autres conditions à remplir par les actionnaires pour prendre part à l'assemblée des actionnaires.

Par dérogation à l'article 73 alinéa 2 de la loi de 1915, la Société n'est pas tenue d'adresser les comptes annuels, de même que le rapport du réviseur d'entreprises agréé, le rapport de gestion et, le cas échéant, les observations du conseil d'administration aux actionnaires en nom en même temps que la convocation à l'assemblée générale annuelle. La convocation indique l'endroit et les modalités de mise à disposition de ces documents aux actionnaires et précise que chaque actionnaire peut demander que les comptes annuels, de même que le rapport du réviseur d'entreprises agréé, le rapport de gestion et, le cas échéant, les observations du conseil d'administration lui soient envoyés. ",

2. Modification de l'Article 28 des Statuts, en supprimant la possibilité de soumettre toute modification affectant les droits des actionnaires d'un quelconque compartiment ou d'une quelconque classe par rapport à ceux d'un quelconque autre compartiment à des spécifiques exigences de quorum et de majorité dans ce compartiment ou dans cette classe.

Suite à l'Assemblée Générale Extraordinaire l'Article 28 des Statuts se lira comme suit :

" Art. 28. Les présents statuts pourront être modifiés de temps à autre par une assemblée générale des actionnaires soumise aux conditions de quorum et de vote requises par la loi luxembourgeoise. ",

3. Divers.

Conformément aux dispositions l'article 10 des Statuts de la Sicav et aux dispositions de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, l'Assemblée n'a pas besoin de quorum pour délibérer, et les résolutions seront valablement prises à la majorité des voix des actionnaires présents ou représentés, puisque l'ordre du jour indique les modifications statutaires proposées.

Les résolutions, pour être valables devront réunir les deux tiers au moins des voix exprimées. Toute action, quelle que soit sa valeur nette d'inventaire, donne droit à une voix. Les voix exprimées ne comprennent pas celles rattachées aux actionnaires pour lesquelles l'actionnaire n'a pas pris part au vote ou s'est abstenu ou a voté blanc ou nul.

La majorité à l'assemblée générale est déterminée en fonction des actions émises et en circulation le cinquième jour qui précède l'assemblée générale à vingt-quatre heures (heure de Luxembourg) (dénommée "date d'enregistrement"). Les droits d'un actionnaire de participer à une assemblée générale et d'exercer le droit de vote attaché à ses actions sont déterminés en fonction des actions détenues par cet actionnaire à la date d'enregistrement.

Pour être admis à l'assemblée générale des actionnaires, tout propriétaire d'actions de la Sicav doit apporter la preuve de son actionnariat, en informant par écrit (par lettre ou formulaire de procuration) au plus tard le cinquième jour qui précède la date de la tenue de l'assemblée des actionnaires concernée par le vote, le Conseil d'Administration, de son intention d'assister à ladite assemblée et indiquer le nombre de titres pour lesquels il entend prendre part au vote.

La Société ne prévoit pas de mettre en place, pour participer à l'assemblées des actionnaires, une visioconférence ou d'autres moyens de communication similaires qui permettent l'identification de l'actionnaire.

Tout actionnaire pourra prendre part aux assemblées des actionnaires en désignant par écrit, par câble, par télégramme, par télex ou par télécopieur une autre personne comme son mandataire. Un tel mandataire ne sera pas nécessairement actionnaire de la Société, et peut être un administrateur de la Société. Tout actionnaire peut également voter aux assemblées des actionnaires par correspondance sous réserve que le formulaire de vote dûment signé par l'actionnaire soit reçu par la Société au plus tard la veille de la date de la tenue de l'assemblée des actionnaires concernée par le vote. Ce formulaire devra mentionner de manière non-équivoque le sens du vote de l'actionnaire ou son éventuelle abstention, sous réserve d'être déclaré nul. Les actionnaires ayant voté par correspondance seront comptabilisés dans le calcul du quorum de l'assemblée concernée.

Les formulaire de vote et procuration sont disponibles au siège social de la société. Si vous souhaitez voter, nous vous remercions de bien vouloir contacter CACEIS BL (Mlle Lisa Sold, 5 Allée Scheffer, L-2520 Luxembourg, fax (+352) 47 67 30 33, email : lisa.sold@caceis.com). Les instructions de vote devront être retournées pour le 6 Octobre 2015 au plus tard.

Si vous souhaitez participer physiquement à cette assemblée, merci d'en informer CACEIS BL 48h à l'avance.

*Le Conseil d'Administration.*

Référence de publication: 2015148053/755/86.

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**Novoco S.A., Société Anonyme Soparfi.**

Siège social: L-2519 Luxembourg, 3-7, rue Schiller.

R.C.S. Luxembourg B 149.696.

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*Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire du 26 juin 2015*

Messieurs Paul Traen, Jozef Adriaens, Michel Jadot et Franciscus J.A. Las sont renommés administrateurs. Madame Anne-Marie Grieder est renommée commissaire aux comptes.

Les mandats des administrateurs et du commissaire aux comptes viendront à échéance lors de l'assemblée générale annuelle de 2016.

CERTIFIE CONFORME
M. Jadot / J. Adriaens
*Administrateur / Administrateur*

Référence de publication: 2015118366/15.

(150127311) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

**PAH Luxmex Sàrl, Société à responsabilité limitée.**

**Capital social: USD 14.820.000,00.**

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 167.312.

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Les comptes annuels au 30 novembre 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 14 juillet 2015.

Référence de publication: 2015118409/10.

(150127346) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**B&B Invest Lux 1, Société à responsabilité limitée.**

Siège social: L-1118 Luxembourg, 19, rue Aldringen.

R.C.S. Luxembourg B 157.208.

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

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

Luxembourg, le 19 juin 2015. Signature.

Référence de publication: 2015118872/10.

(150129086) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juillet 2015.

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**Royster Fund Management S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 173.928.

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Par contrat de transfert de parts sociales du 30 juin 2015, DB Finance International GmbH, associé unique de la Société a cédé 12.500 parts sociales qu'elle détenait dans la Société à DB Credit Investments S.àr.l., une société à responsabilité limitée ayant son siège social à 2, Boulevard Konrad Adenauer, L-1115 Luxembourg, et enregistrée auprès le Registre de Commerce et des Sociétés de Luxembourg sous le numéro B114238.

En conséquence, DB Credit Investments S.àr.l. détient donc, à ce jour, 12.500 parts sociales dans le capital de la Société.

Luxembourg, le 15 juillet 2015.

Référence de publication: 2015118448/14.

(150127529) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Art Constructa S.A., Société Anonyme.**

Siège social: L-1930 Luxembourg, 50, avenue de la Liberté.

R.C.S. Luxembourg B 123.139.

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Il résulte du procès-verbal de l'assemblée générale ordinaire tenue au siège de la société en date du 2 mai 2012, que l'assemblée a décidé à l'unanimité des voix représentant la totalité du capital de nommer administrateurs:

a) Monsieur Angelo Turcarelli, indépendant, demeurant 9, rue des Gaulois L-1618 Luxembourg

b) Monsieur Giovanni Turcarelli , rentier, demeurant à L-1618 Luxembourg 9, rue des Gaulois

c) Madame Lucia Nofaro, rentière, demeurant à L-1618 Luxembourg 9, rue des Gaulois

Finalement M. Angelo Turcarelli demeurant professionnellement au nr 50, Avenue de la Liberté L-1930 Luxembourg est reconduit dans ses fonctions comme administrateur-délégué.

La fonction de commissaire aux comptes est confiée à la société Fiscagest sàrl 55A, rue de Cessange L-1320 Luxembourg qui l'accepte.

Tous les mandats prennent fin à l'assemblée générale de l'année 2018.

*Pour la société*
Angelo Turcarelli
*Administrateur-délégué*

Référence de publication: 2015118863/20.

(150127806) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juillet 2015.

**CG Real Estate Luxembourg S. à r.l., Société à responsabilité limitée.**

Siège social: L-2540 Luxembourg, 25, rue Edward Steichen.

R.C.S. Luxembourg B 126.731.

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Suite à une décision du 29 avril 2015, l'actionnaire unique de la société CG Real Estate Luxembourg S.à r.l. a pris la résolution suivante:

- Renouvellement du mandat de réviseur d'entreprises agréé de PricewaterhouseCoopers, Société Coopérative jusqu'à la prochaine assemblée générale des actionnaires qui aura lieu en 2016.

Veuillez noter que le réviseur d'entreprises agréé, PricewaterhouseCoopers, Société Coopérative avait changé sa forme sociale de société à responsabilité limitée en société coopérative avec prise d'effet au 30 juin 2012. En outre, son siège social avait été transféré du 400 route d'Esch, L-1471 Luxembourg, au 2 rue Gerhard Mercator, L-2182 Luxembourg, avec date d'effet au 20 octobre 2014.

Luxembourg, le 16 juin 2014.

Brown Brothers Harriman (Luxembourg) S.C.A.

Référence de publication: 2015119014/17.

(150127993) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 juillet 2015.

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**One Westferry Circus S.à r.l., Société à responsabilité limitée.**

**Capital social: GBP 11.000,00.**

Siège social: L-1150 Luxembourg, 205, route d'Arlon.

R.C.S. Luxembourg B 175.495.

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*Extrait du procès-verbal des résolutions des Associés prises en date du 10 juillet 2015*

L'Associé Unique de One Westferry Circus S.à r.l. (la «Société») a décidé comme suit:

- D'accepter la démission de:

* Madame Rekha Sookloll en tant que gérant B de la Société à partir du 10 juillet 2015;

- De nommer:

* Monsieur Thierry Larroque, né à Haguenau, France, le 14 octobre 1966, demeurant professionnellement à 205, route d'Arlon, L-1150 Luxembourg, en tant que gérant B de la Société à partir du 10 juillet 201 5 , pour une durée illimitée.

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

Luxembourg, le 10 juillet 2015.

One Westferry Circus S.à r.l.

Référence de publication: 2015118370/18.

(150127360) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Pro Elec S.A., Société Anonyme.**

Siège social: L-1521 Luxembourg, 134, rue Adolphe Fischer.

R.C.S. Luxembourg B 86.286.

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LIQUIDATION JUDICIAIRE

Par jugement commercial VI no 771/15 du 9 juillet 2015, le Tribunal d'Arrondissement de et à Luxembourg, sixième section, siégeant en matière commerciale, a prononcé la dissolution et ordonné la liquidation de la société anonyme PRO ELEC S.A. en vertu de l'article 203 de la loi du 10 août 1915 concernant les sociétés commerciales telle que modifiée.

Ledit jugement a nommé juge-commissaire Monsieur Thierry SCHILTZ, juge au tribunal d'arrondissement de et à Luxembourg, et désigné comme liquidateur Maître Laurent BIZZOTTO, avocat, demeurant à Luxembourg.

Les créanciers sont invités à déposer leurs déclarations de créances au greffe du tribunal de commerce de ce siège avant le 31 juillet 2015.

Luxembourg, le 13 juillet 2015.

Pour extrait conforme

Laurent BIZZOTTO

*Le liquidateur*

Référence de publication: 2015118427/19.

(150126327) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

**Royal City Travel S.à.r.l., Société à responsabilité limitée.**

Siège social: L-2163 Luxembourg, 29, avenue Monterey.

R.C.S. Luxembourg B 45.489.

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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: 2015118473/10.

(150126866) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Steinfort PropCo Sàrl, Société à responsabilité limitée.**

Siège social: L-1221 Luxembourg, 253, rue de Beggen.

R.C.S. Luxembourg B 155.794.

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Les comptes annuels au 15 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 juillet 2015.

Référence de publication: 2015118494/10.

(150127590) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Steinberg S.à r.l., Société à responsabilité limitée.**

Siège social: L-2529 Howald, 45, rue des Scillas.

R.C.S. Luxembourg B 188.916.

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

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

Junglinster, le 15 juillet 2015.

Pour copie conforme

Référence de publication: 2015118493/11.

(150126494) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**ROTAREX Automotive S.A., Société Anonyme.**

Siège social: L-7440 Lintgen, 24, route de Diekirch.

R.C.S. Luxembourg B 51.808.

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*Extrait du Procès-verbal de l'Assemblée Générale Ordinaire de ROTAREX Automotive S.A., tenue au siège social le 1 er juin 2015 à 11 heures*

*Résolutions*

1. L'Assemblée décide le renouvellement des mandats des Administrateurs et Administrateurs délégués:

- Monsieur Jean-Claude SCHMITZ, Administrateur, demeurant professionnellement à 24, rue de Diekirch L-7440 Lintgen.

- Monsieur Philippe SCHMITZ, Administrateur, demeurant professionnellement à 24, rue de Diekirch L-7440 Lintgen.

- Madame Isabelle SCHMITZ, Administrateur, demeurant professionnellement à 24, rue de Diekirch L-7440 Lintgen.

Et celui du réviseur d'entreprises agréé:

- CLERC S.A. 1, rue Pletzer L-8080 Bertrange

Leurs mandats prendront fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes annuels au 31.12.2015.

Toutes les résolutions sont prises à l'unanimité des voix.

Tous les points de l'ordre du jour ayant été traités, la séance est levée à 12 heures après signature du présent procès-verbal par les membres du bureau.

Philippe SCHMITZ / Bruno LAVALLE / Jean-Claude SCHMITZ

*Secrétaire / Scrutateur / Président*

Référence de publication: 2015118469/23.

(150127405) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

**Swiss Life Funds (Lux), Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 69.186.

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Les statuts coordonnés 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 juillet 2015.

Référence de publication: 2015118501/10.

(150127129) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**LRI Invest S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 28.101.

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Herr Dr. Peter Haid hat zum 31. August 2015 seinen Rücktritt als Mitglied des Aufsichtsrates der LRI Invest S.A. erklärt.

Munsbach, den 1. September 2015.

Für die Richtigkeit namens der Gesellschaft

Référence de publication: 2015147199/10.

(150160667) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er septembre 2015.

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

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.

R.C.S. Luxembourg B 39.346.

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*Transfert de siège*

Le siège social de la Société est transféré du 19, rue de Bitbourg, L-1273 Luxembourg au 35, boulevard du Prince Henri, L-1724 Luxembourg en date du 1 er septembre 2015 à la suite d'une décision du conseil d'administration.

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

Luxembourg, le 21 août 2015.

MFS Meridian Funds

Signature

Référence de publication: 2015147246/14.

(150160855) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er septembre 2015.

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**Permira SCF Feeder S.C.A., Société en Commandite par Actions.**

**Capital social: EUR 31.000,00.**

Siège social: L-1940 Luxembourg, 488, route de Longwy.

R.C.S. Luxembourg B 156.616.

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*Extrait des résolutions adoptées par le gérant de la Société le 1 er juin 2015*

Il résulte des résolutions adoptées par le gérant de la Société du 1 er juin 2015 que le siège social de la Société a été transféré du 282, route de Longwy, L-1940 Luxembourg au 488, route de Longwy, L-1940 Luxembourg avec effet au 8 juin 2015.

Le siège social de Permira SCF S.àr.l., gérant de la Société, n'est plus au 282, route de Longwy, L-1940 Luxembourg mais au 488, route de Longwy, L-1940 Luxembourg avec effet au 8 juin 2015.

L'adresse professionnelle de Eddy Perrier, faisant partie du Conseil de Surveillance de la Société, n'est plus au 282, route de Longwy, L-1940 Luxembourg mais au 488, route de Longwy, L-1940 Luxembourg avec effet au 8 juin 2015.

Permira SCF S.àr.l.

*Gérant*

Représenté par Cédric Pedoni

*Gérant*

Référence de publication: 2015118389/20.

(150127342) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

**Synergie Holding, Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 182.595.

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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 15 juillet 2015.

Référence de publication: 2015118503/10.

(150127267) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Rue des Tulipes, Société Civile Immobilière.**

Siège social: L-1882 Luxembourg, 12D, Impasse Drosbach.

R.C.S. Luxembourg E 4.737.

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EXTRAIT

Il résulte d'un transfert de parts en date du 30 novembre 2014 ce qui suit:

- Monsieur Edgard Rottie, né le 26 juin 1952 à Leuven en Belgique, domicilié à Biekenschei, 21, B-2970 Schilde, Belgique, a cédé 50 des 99 parts qu'il détient dans la société civile immobilière Rue des Tulipes à Madame Natalia Sikourskaia, née le 21 juin 1966 à Kishinev en Russie domiciliée à Biekenschei, 21, B-2970 Schilde, Belgique.

Luxembourg, le 30 novembre 2014.

*Pour Rue des Tulipes*

Référence de publication: 2015118449/14.

(150126433) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**LRI Depositary S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 180.610.

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*Auszug aus dem Aufsichtsratsbeschluss vom 28. Juli 2015*

Der Aufsichtsrat nimmt zur Kenntnis, dass Herr René Thiel mit Wirkung zum 31. August 2015 sein Mandat als Vorstandsmitglied niederlegt.

Der Aufsichtsrat bestellt, vorbehaltlich der Genehmigung der CSSF, Herrn Andreas Oster, geboren in Dillingen-Saar am 5. Juli 1981, mit beruflicher Anschrift in L-5365 Munsbach, 9A, rue Gabriel Lippmann, zum Vorstandsmitglied, dies mit Wirkung zum 1. September 2015 für eine Dauer von drei Jahren.

Die berufliche Anschrift von Herrn Markus Gierke hat sich in 9A, rue Gabriel Lippmann, L-5365 Munsbach geändert.

Für die Richtigkeit im Namen der Gesellschaft

Référence de publication: 2015147198/15.

(150160668) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er septembre 2015.

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**MFS Investment Management Company (Lux) S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 2.125.000,00.**

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.

R.C.S. Luxembourg B 76.467.

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*Transfert de siège*

Le siège social de la Société est transféré du 19, rue de Bitbourg, L-1273 Luxembourg au 35, boulevard du Prince Henri, L-1724 Luxembourg en date du 1 er septembre 2015 à la suite d'une décision du conseil de gérance.

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

Luxembourg, le 21 août 2015.

MFS Investment Management Company (Lux) S.à r.l.

Signature

Référence de publication: 2015147245/15.

(150160854) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er septembre 2015.

**ECP Sicav, Société d'Investissement à Capital Variable,**
**(anc. ECP Fund, SICAV-FIS).**
Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.
R.C.S. Luxembourg B 134.745.

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In the year two thousand and fifteen, on the seventh day of August.

Before Us, Maître Jean-Paul MEYERS, notary, residing in Esch-sur-Alzette, Grand Duchy of Luxembourg,

was held:

the extraordinary general meeting of the shareholders (the Meeting) of ECP Fund (the Company), an investment company with variable capital - specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé or SICAV-FIS) established under the form of a partnership limited by shares (société en commandite par actions), subject to, and authorised under, the Luxembourg act dated 13 February 2007 relating to specialised investment funds, as amended (the 2007 Act), having its registered office at 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 134.745 and incorporated under the name "YEP I, SICAV-FIS" pursuant to a deed of the notary Maître Henri Hellinckx dated 5 December 2007, published on 28 January 2008 in the Luxembourg official gazette (Mémorial C, Recueil des Sociétés et Associations) C-N°219. The articles of association of the Company have been amended several times and for the last time pursuant to a deed of Maître Gérard LECUIT, notary residing in Luxembourg, Grand Duchy of Luxembourg, on 14 April 2010, published in the Mémorial C, Recueil des Sociétés et Associations, N°924 of 4 May 2010.

The Meeting is opened at 15.45h with Mr Patrick Goebel, Avocat à la Cour, residing professionally in Luxembourg as chairman. The chairman appoints Marie Fessagnot, residing professionally in Luxembourg, as secretary and as scrutineer of the Meeting. The chairman and the secretary and scrutineer are collectively referred to hereafter as the Members of the Bureau or as the Bureau.

The Bureau having thus been constituted, the chairman requests the notary to record that:

I. the shareholders present or represented at the Meeting and the number of shares which they hold are recorded in an attendance list, which will remain attached to these minutes and which will be signed by the holders of powers of attorney who represent the shareholders who are not present and the Members of the Bureau. The said list as well as the powers of attorney will remain attached to these minutes;

II. it appears from the attendance list that all the shares without par value representing the entire subscribed share capital of the Company are present or duly represented at the Meeting. The shareholders present or represented declare that they have had due notice of, and have been duly informed of the agenda prior to, the Meeting. The Meeting decides to waive the convening notices. The Meeting is thus regularly constituted and can validly deliberate on all the items on the agenda, set out below;

III. the agenda of the Meeting is as follows:

- Adoption of the status of an investment company with variable capital (société d'investissement à capital variable or SICAV) subject to, and authorised under, Part I of the Luxembourg act dated 17 December 2010 relating to undertakings for collective investment, as amended (the 2010 Act), under the name of "ECP Flagship SICAV" and conversion of the Company from a partnership limited by shares (société en commandite par actions) into a public limited liability company (société anonyme) (the Conversion).

- Renaming the Company's sole sub-fund from ECP Fund - Flagship I into ECP Flagship SICAV - European Value (the Sub-Fund).

- Reorganisation of the share capital of the Company by way of the conversion of:

* the existing management shares and class C ordinary shares in the Sub-Fund into class A shares of the Sub-Fund at the net asset value as at 7 August 2015 keeping the ISIN code of the existing Class C shares (ISIN LU1169207518);

* the existing class A ordinary shares and class B ordinary shares in the Sub-Fund into an equivalent number of shares of class A (Market Hedged) shares in the Sub-Fund at the net asset value as at 7 August 2015 keeping the ISIN code of the existing Class B shares (ISIN LU1169207351).

- Restatement of the articles of incorporation of the Company (the Articles) and decision to not further translate the Articles into French in accordance with article 26(2) of the 2010 Act;

- Removal of ECP Management as general partner of the Company and discharge (quitus) for the performance of its duties;

- Appointment of the following persons as directors of the Company, each for a period ending on the date of the annual general meeting to be held in 2016:

* Frits Carlsen, born on 4 September 1958 in Copenhagen, Denmark with professional address at 5, an den Azingen, L-5380 Übersyren, Grand Duchy of Luxembourg;

* Georges Weyer, born on 19 August 1959 in Walferdange, Grand Duchy of Luxembourg with professional address at 35A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg; and

* Matthias Schmitz, born on 2 August 1976 in Saarbrücken, with professional address at 35A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

- Confirmation of the mandate of Deloitte Audit, with registered office at 560, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg, as external auditor of the Company for a period ending on the date of the annual general meeting to be held in 2016.

- Approval of the valuation report established by Deloitte Audit dated as of 7 August 2015.

After deliberation, the Meeting passed the following resolutions in accordance with the quorum and voting rules required by the Articles and the Luxembourg act of 10 August 1915 on commercial companies, as amended (the 1915 Act):

*First resolution*

The Meeting resolves to with effect as of 7 August 2015 17:00 (Luxembourg time) modify the legal regime of the Company and to convert it from a SICAV-FIS subject to the 2007 Act into a SICAV subject to Part I 2010 Act, i.e., an undertaking for collective investment in transferable securities (UCITS) within the meaning of Directive 2009/65/EC on the co-ordination of the laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as amended (the UCITS Directive) and to change the denomination of the Company into "ECP Flagship SICAV" and to modify the legal object of the Company, which will be the legal object of a UCITS. In addition, the Meeting resolves to convert the Company's corporate form from a partnership limited by shares (société en commandite par actions) into a public limited liability company (société anonyme).

*Second resolution*

The Meeting resolves to reorganise the share capital of the Company by way of the conversion of:

- the existing management shares and class C ordinary shares in the Sub-Fund into class A shares of the Sub-Fund at the net asset value as at 7 August 2015 keeping the ISIN code of the existing Class C shares (ISIN LU1169207518);

- the existing class A ordinary shares and class B ordinary shares in the Sub-Fund into an equivalent number of shares of class A (Market Hedged) shares in the Sub-Fund at the net asset value as at 7 August 2015 keeping the ISIN code of the existing Class B shares (ISIN LU1169207351).

*Third resolution*

The Meeting resolves to restate the Articles and to take into account the conversion into a UCITS and adopts the following Articles:

**1. Art. 1. Name.**

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

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

**2. Art. 2. Registered office.**

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

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

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

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

**4. Art. 4. Object of the Company.**

4.1 The exclusive purpose of the Company is to invest the assets of the Company in transferable securities and other assets permitted by part I of the act of 17 December 2010 on undertakings for collective investment as amended (the 2010 Act) in accordance with the principle of risk diversification, within the limits of the investment policies and restrictions determined by the Board pursuant to article 18.1 hereof, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

4.2 The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfillment and implementation of the object of the Company to the full extent permitted by the 2010 Act.

**5. Art. 5. Share capital, Share classes.**

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

5.2 The minimum capital, as provided under the 2010 Act, is fixed at EUR 1,250,000 (one million two hundred and fifty thousand euro) to be reached within a period of six months as from the authorization of the Company by the Luxembourg supervisory authority. Upon the decision of the Board, Shares issued in accordance with these Articles may be of more than one class (the Class). The proceeds from issuing Shares, less sales commission (sales charge) (if any), are invested in transferable securities of all types and other legally permissible assets in accordance with the investment policy as set forth by the Board and taking into account investment restrictions imposed by the 2010 Act.

5.3 The Company has an umbrella structure, each sub-fund corresponding to a distinct part of the assets and liabilities of the Company (a Sub-Fund) as defined in the 2010 Act, and that may be formed for one or more Classes of the type described in these Articles. Sub-Funds will be invested in accordance with their investment objectives and policies, as well as their risk profiles and other specific features as set forth in the prospectus of the Company (the Prospectus).

5.4 Within a Sub-Fund, the Board may, at any time, decide to issue one or more Classes the assets of which will be commonly invested but subject to different fee structures, distribution, marketing targets, currency or other specific features. Separate net asset value per Share, which may differ as a consequence of these variable factors, will be calculated for each Class.

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

5.6 The Company is one single legal entity. However, the rights of Shareholders and creditors relating to a Sub-Fund or arising from the setting-up, operation and liquidation of a Sub-Fund are limited to the assets of that Sub-Fund. The assets of a relevant Sub-Fund are exclusively dedicated to the satisfaction of the rights of the Shareholder relating to this Sub-Fund and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Sub-Fund, and there shall be no cross liability between Sub-Funds, in derogation of article 2093 of the Luxembourg civil code.

5.7 The Board may create each Sub-Fund for an unlimited or limited period of time; in the latter case, the Board may, at the expiration of the initial period of time, extend the duration of that Sub-Fund one or more times. At the expiration of the duration of a Sub-Fund, the Company shall redeem all Shares in the Class(es) of that Sub-Fund, in accordance with article 8 of these Articles, irrespective of the provisions of article 23 of these Articles. At each extension of the duration of a Sub-Fund, registered Shareholders will be duly notified by a notice sent to their address as recorded in the Company's register of Shareholders. The Company will inform bearer Shareholders by a notice published in newspapers to be determined by the Board, if these investors and their addresses are not known to the Company. The Prospectus shall indicate the duration of each Sub-Fund.

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

**6. Art. 6. Shares.**

6.1 The Board determines whether the Company issues Shares in bearer and/or in registered form. If bearer share certificates are issued, they will be issued in such denominations as the Board prescribes, and they may be imprinted with a notice that they may not be transferred to any Restricted Person (as defined in article 10 below) or entity established by or for a Restricted Person.

6.2 All registered Shares issued by the Company are entered into the register of Shareholders, which is kept by the Company or by one or more persons designated by the Company. This register contains the names of the owners of registered Shares, their permanent residence or elected domicile as indicated to the Company, and the number of registered Shares held by them.

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

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

6.5 Before Shares are issued in bearer form and before registered shares are converted into bearer Shares, the Company may require evidence, satisfactory to the Board, that such issuance or exchange will not result in such shares being held by a Restricted Person.

6.6 The share certificates will be signed by two members of the Board. The signatures may be handwritten, printed or in the form of a facsimile. One of these signatures may be made by a person duly authorised to do so by the Board; in this case, it must be handwritten. The Company may issue temporary share certificates in such form as the Board may determine.

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

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

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

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

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

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

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

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

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

6.14 The Company may decide to issue fractional Shares. Fractional Shares do not carry voting rights, except where their number is so that they represent a whole Share, but are entitled to participate in the net assets attributable to the relevant Class on a pro rata basis. Certificates for bearer Shares will only be issued for whole Shares.

**7. Art. 7. Issue of Shares.**

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

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

7.3 Shares will be issued at the subscription price in accordance with the Prospectus. The subscription price for a Share corresponds either to an initial subscription price determined in the Prospectus or to the net asset value per Share as determined in articles 11 and Erreur! Source du renvoi introuvable. plus any subscription fee, if applicable. Additional fees may be charged if distributors and paying agents are involved in a transaction. The relevant subscription price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

7.4 A process determined by the Board and described in the Prospectus shall govern the chronology of the issue of Shares in a Sub-Fund.

7.5 The subscription price is payable within a period determined by the Board.

7.6 The Board may confer the authority upon any of its Directors, officers or other duly authorized representatives to accept subscription applications, to receive payments for newly issued Shares and to deliver these Shares.

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

7.8 Applications for subscription are irrevocable, except - for the duration of such suspension - when the calculation of the net asset value has been suspended in accordance with article Erreur! Source du renvoi introuvable. of these Articles.

**8. Art. 8. Redemption of Shares.**

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

8.2 Subject to the provisions of article Erreur! Source du renvoi introuvable. of these Articles, the redemption price per Share will be paid within a period determined by the Board.

8.3 The redemption price per Share corresponds to the net asset value per Share of the respective Class or Sub-Fund less any redemption fee, if applicable. Additional fees may be charged if distributors and paying agents are involved in a transaction. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

8.4 A process determined by the Board and described in the Prospectus shall govern the chronology of the redemption of Shares.

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

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

8.7 The Company may satisfy payment of the redemption price owed to any Shareholder, subject to such Shareholder's agreement, in kind by allocating assets to the Shareholder from the portfolio set up in connection with the Class(es) equal in value to the value of the Shares to be redeemed (calculated in the manner described in article 11) as of the Valuation Day or the time of valuation when the redemption price is calculated if the Company determines that such a transaction would not be detrimental to the best interests of the remaining Shareholders of the relevant Sub-Fund. The nature and type of assets to be transferred in such case will be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders in the given Class. The costs of any such transfers are borne by the transferee.

8.8 All redeemed Shares may be cancelled.

8.9 All applications for redemption of Shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article Erreur! Source du renvoi introuvable. of these Articles, when the calculation of the net asset value has been suspended or when redemption has been suspended as provided for in this article.

**9. Art. 9. Conversion of Shares.**

9.1 A Shareholder may convert Shares of a particular Class of a Sub-Fund held in whole or in part into Shares of the corresponding Class of another Sub-Fund. Conversions from Shares of one Class of a Sub-Fund to Shares of another Class of either the same or a different Sub-Fund are also permitted, except otherwise decided by the Board.

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

9.3 A conversion application will be considered as an application to redeem the Shares held by the Shareholder and as an application for the simultaneous acquisition (issue) of the Shares to be acquired. The conversion ratio is calculated on the basis of the net asset value per Share of the respective Class. A conversion fee as well as additional fees and costs may be incurred. The prices of the conversion may be rounded up or down to the nearest unit of the currency in which they are to be paid, as determined by the Board. The Board may determine that balances of less than a reasonable amount to be set by the Board, resulting from conversions will not be paid out to Shareholders.

9.4 As a rule, both the redemption and the acquisition parts of the conversion application should be calculated on the basis of the values prevailing on one and the same Valuation Day.

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

9.6 All applications for the conversion of Shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article Erreur! Source du renvoi introuvable. of these Articles, when the calculation of the net asset value of Shares to be redeemed has been suspended or when redemption of the Shares to be redeemed has been suspended as provided for in article 8. If the calculation of the net asset value of the Shares to be acquired is suspended after the Shares to be converted have already been redeemed, only the acquisition part of the conversion application can be revoked during this suspension.

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

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

9.9 Shares that are converted to Shares of another Class will be cancelled.

**10. Art. 10. Restrictions on ownership of Shares.**

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

(a) If in the opinion of the Company such holding may be detrimental to the Company,

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

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

10.2 For such purposes the Company may:

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

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

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

(d) Instruct the Restricted Person to sell his shares and to demonstrate to the Company that this sale was made within reasonable period of time.

(e) If the Restricted Person does not comply with the notice, the Company may, in accordance with the procedure determined by the Board, compulsorily redeem all Shares held by the Restricted Person. The price at which these Shares are redeemed corresponds to an amount determined on the basis of the value of the corresponding Class as of the applicable Valuation Day, as determined by the Board, less any redemption fees incurred, if applicable.

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

**11. Art. 11. Calculation of Net Asset Value per Share.**

Introduction

11.1 The net asset value (the Net Asset Value) of each Share, Sub-Fund, the Class, series or sub-classes (where applicable) respectively of the Company shall be expressed in the relevant Reference Currency and shall be determined in respect of each Valuation Day by dividing the net assets corresponding to the Share, the Sub-Fund, the Class, series or sub-classes (where applicable) respectively the Company less attributable liabilities by the number of outstanding Shares.

Reference Currency

11.2 The Reference Currency of the Company is the Euro. The Reference Currency of any Sub-Fund, Class, series or sub-classes is the Euro except as otherwise determined in the Prospectus.

Calculation of each Sub-Fund/Class the Net Asset Value

11.3 The Net Asset Value of each Sub-Fund or Class (as applicable) shall be determined as of each Valuation Day, by calculating the aggregate of:

(a) the value of all assets of the Company which are allocated to the relevant Sub-Fund/Class; less

(b) all the liabilities of the Company which are allocated to the relevant Sub-Fund/Class, and all fees attributable to the relevant Sub-Fund/Class, which fees have accrued but are unpaid on the relevant Valuation Day.

11.4 The Net Asset Value per Share shall be determined by dividing the Net Asset Value of the respective Sub-Fund/Class by the number of such Shares which are in issue on such Valuation Day in the relevant Sub-Fund and/or Class (including Shares in relation to which a Shareholder has requested redemption on such Valuation Day).

11.5 The Net Asset Value will be calculated with a number of decimal places as in principle determined in the Prospectus and which may be rounded up or down to the nearest whole unit of the currency in which the Net Asset Value is calculated.

Allocation of assets and liabilities

11.6 The allocation of assets and liabilities of the Company between Sub-Funds (and within each Sub-Fund between the different Classes) shall be effected so that:

(a) The subscription price received by the Company on the issue of Shares, and reductions in the value of the Company as a consequence of the redemption of Shares, shall be attributed to the Sub-Fund/Class to which the relevant Shares belong.

(b) Assets acquired by the Company upon the investment of the subscription proceeds and income and capital appreciation in relation to such investments which relate to a specific Sub-Fund/Class shall be attributed to such Sub-Fund/Class.

(c) Assets disposed of by the Company as a consequence of the redemption of Shares and liabilities, expenses and capital depreciation relating to investments made by the Company and other operations of the Company, which relate to a specific Sub-Fund/Class shall be attributed to such Sub-Fund/Class.

(d) Where the use of foreign exchange transactions, instruments or financial techniques relates to a specific Sub-Fund/Class the consequences of their use shall be attributed to such Sub-Fund/Class.

(e) Where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques relate to more than one Sub-Fund/Class they shall be attributed to such Sub-Funds/Classes in proportion to the extent to which they are attributable to each such Sub-Fund/Class.

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

(g) Upon payment of dividends to the Shareholders of a Sub-Fund/Class the net assets of this Sub-Fund/Class are reduced by the amount of such dividend.

Valuation of assets

11.7 In accordance with the Prospectus, the assets of the Company will be valued as follows:

(a) The value of any cash in hand or on deposit, notes and bills payable on demand and accounts receivable, prepaid expenses and cash dividends declared and interest accrued but not yet collected, shall be deemed the nominal value of these assets unless it is improbable that it can be paid and collected in full; in which case, the value will be arrived at after deducting such amounts as the Company or the Management Company may consider appropriate to reflect the true value of these assets.

(b) Securities and money market instruments listed on an official stock exchange or dealt on any other regulated market will be valued at their last available price in Luxembourg as of the Valuation Day and, if the security or money market instrument is traded on several markets, on the basis of the last known price on the main market of this security. If the last known price is not representative, valuation will be based on the fair value at which it is expected it can be sold, as determined with prudence and in good faith by the Company or the Management Company.

(c) Unlisted securities and securities or money market instruments not traded on a stock exchange or any other regulated market as well as listed securities and securities or money market instruments listed on a regulated market for which no price is available, or securities or money market instruments whose quoted price is, in the opinion of the Company or the Management Company, not representative of actual market value, will be valued at their last known price in Luxembourg or, in the absence of such price, on the basis of their probable realisation value, as determined with prudence and in good faith by the Company or the Management Company.

(d) Securities or money market instruments denominated in a currency other than the relevant Sub-Fund's or Class' valuation currency will be converted at the average exchange rate of the currency concerned applicable on the Valuation Day.

(e) The valuation of investments reaching maturity within a maximum period of 90 days may include straight-line daily amortisation of the difference between the principal 91 days before maturity and the value at maturity.

(f) The liquidation value of futures, spot, forward or options contracts that are not traded on stock exchanges or other regulated markets will be equal to their net liquidation value determined in accordance with the policies established by the Company or the Management Company on a basis consistently applied to each type of contract. The liquidation value of futures, spot, forward or options contracts traded on stock exchanges or other regulated markets will be based on the latest available price for these contracts on the stock exchanges and regulated markets on which these options, spot, forward or futures contracts are traded, provided that if an option or future contract cannot be liquidated on the date on which the net assets are valued, the basis for determining the liquidation value of said contract shall be determined by the Company or the Management Company in a fair and reasonable manner.

(g) Swaps are valued at their fair value based on the last known closing price of the underlying security.

(h) UCIs are valued on the basis of their last available net asset value in Luxembourg. As indicated below, this net asset value may be adjusted by applying a recognised index so as to reflect market changes since the last valuation.

(i) Liquid assets and money market instruments are valued at their nominal value plus accrued interest, or on the basis of amortised costs.

(j) Any other securities and assets are valued in accordance with the procedures put in place by the Company or the Management Company and, where necessary and appropriate, with the support of valuers who will be instructed to carry out valuations.

11.8 Further rules on valuing assets are determined by the Company and/or the Management Company respectively their valuers and other agents and will, to the extent feasible and meaningful, described in the Prospectus.

**12. Suspension of determination of the Net Asset Value, issue, redemption and conversion of Shares.**

12.1 The Company may at any time and from time to time suspend the determination of the Net Asset Value of Shares of any Sub-Fund or Class and for, the issue of the Shares of such Sub-Fund or Class to subscribers and for the redemption of the Shares of such Sub-Fund or Class from its Shareholders and for conversions of Shares of any Class in a Sub-Fund:

(a) during any period in which any of the principal stock exchanges or other markets on which a substantial portion of the assets of the Sub-Fund or the relevant Class from time to time are quoted or traded is closed otherwise than for ordinary holidays, or during which transactions therein are restricted, limited or suspended, provided that such restriction, limitation or suspension affects the valuation of the assets of the Sub-Fund or the relevant Class;

(b) where the existence of any state of affairs which, in the opinion of the Board, constitutes an emergency or renders impracticable a disposal or valuation of the assets attributable to a Sub-Fund;

(c) during any breakdown of the means of communication or computation normally employed in determining the price or value of any of the assets attributable to a Sub-Fund;

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

(e) when for any other reason the prices of any constituents of the underlying asset or, as the case may be, the hedging asset and, for the avoidance of doubt, where the applicable techniques used to create exposure to the underlying asset, cannot promptly or accurately be ascertained;

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

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

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

**13. Art. 13. Board of Directors.**

13.1 The Company shall be managed by a Board of at least 3 (three) directors (the Directors). Directors, either Shareholders or not, are appointed by a General Meeting for a term which cannot exceed 6 (six) years.

13.2 When a legal entity is appointed as a Director (the Legal Entity), the Legal Entity must designate a permanent representative to accomplish this task in its name and on its behalf (the Representative). The Representative is subject to the same conditions and obligations, and incurs the same liability as if the Representative was performing this task for his own account and on his own behalf, without prejudice to the joint liability of him and the Legal Entity. The Legal Entity cannot revoke the Representative unless it simultaneously appoints a new Representative.

13.3 Directors are selected by a majority vote of the Shares present or represented at the relevant General Meeting.

13.4 Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the General Meeting.

13.5 In the event of a vacancy in the office of a Director, the remaining Directors may temporarily fill-in such vacancy. The Shareholders will take a final decision regarding such nomination at their next General Meeting.

**14. Art. 14. Board meetings.**

14.1 The Board will elect a chairman among its Directors. It may further chose a secretary, either Director or not, who shall be in charge of keeping the minutes of the meetings of the Board. The Board shall meet upon call by the chairman or any two Directors, at the place indicated in the notice of meeting.

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

14.3 Meetings of the Board are convened by the chairman or by any other two members of the Board.

14.4 Directors will be convened separately to each meeting of the Board. Written notice of any meeting of the Board will be given to all Directors at least 48 hours prior to the date set for such meeting, except in emergencies, in which case the nature of the emergency will be set forth in the notice of meeting. This notice may be waived by consent in writing, by

telegram, telex, facsimile or other similar means of communication. No specific invitation is necessary for meetings whose date and location have been determined by a prior resolution of the Board.

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

14.6 Any Director may act at any meeting of the Board by appointing in writing or by facsimile or telegram or telex another Director as his proxy.

14.7 A Director may represent more than one of his colleagues, under the condition however that at least two Directors are present at the meeting.

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

14.9 The Board can validly debate and take decisions only if the majority of its members are present or represented.

14.10 All resolutions of the Board shall require a majority of the Directors present or represented at the Board meeting in which the quorum requirements set forth in the present article are met. In case of a tied vote the chairman shall have a casting vote.

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

14.12 The decisions of the Board will be recorded in minutes to be inserted in a special register and signed by the chairman or by any two other Directors. Proxies will remain attached thereto.

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

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

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

14.16 Article 14.16 does not apply to resolutions of the Board concerning transactions made in the ordinary course of business of the Company which is entered into on arm's length terms.

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

**15. Art. 15. Powers of the Board of Directors and corporate signature.**

15.1 The Board is vested with the broadest powers to perform all acts of management and administration and disposition of the Company.

15.2 All powers not expressly reserved by 1915 Act or under these Articles to the General Meeting may be exercised by the Board.

15.3 The Company is validly bound toward third parties by the joint signature of any two Directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

**16. Art. 16. Delegation of powers.**

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

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

**17. Art. 17. Appointment of the Management Company.**

17.1 The Company appointed European Capital Partners (Luxembourg) SA (the Management Company) as its management company in accordance with chapter 15 of the 2010 Act.

17.2 The Management Company will provide the Company the services listed under annex II of the 2010. The Management Company is entitled to delegate one or more of the services under annex II of the 2010 Act to third parties in accordance with the 2010 Act and the Prospectus.

**18. Art. 18. Indemnification.**

18.1 The Company may indemnify any Director as well as the Management Company and, if the context requires, their directors, managers, authorized officers, employees or agents (each an Indemnified Person), to the extent permitted by law, for all costs and expenses borne or paid by them in connection with any claim, action, law suit or proceedings brought against them in their respective capacity vis-à-vis the Company, except in cases where they are ultimately sentenced for gross negligence, willful misconduct or fraud in accordance with the Prospectus.

18.2 Expenses for the preparation and presentation of a defense in any claim, action, lawsuit or proceedings brought against an Indemnified Person will be advanced by the Company, prior to any final decision on the case, on receipt of a commitment by or on behalf of the Indemnified Person to repay this amount if it ultimately becomes apparent that they are not entitled to indemnification. Notwithstanding the above, the Company may take out the necessary insurance policies on behalf of Indemnified Persons.

**19. Art. 19. Investment objectives, policies and restrictions.**

19.1 The Board determines the investment objectives, policies and restrictions in accordance with part I of the 2010 Act.

19.2 The investment objectives, policies and restrictions are described in the Prospectus.

**20. Art. 20. Auditor.**

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

20.2 The Auditor fulfils all duties prescribed by the 2010 Act.

**21. Art. 21. General Meeting of Shareholders of the Company.**

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

21.2 The General Meeting meets when called by the Board. It shall be necessary to call a General Meeting within a month whenever a group of Shareholders representing at least one tenth of the subscribed capital requires so by written notice. In such case, the concerned Shareholders must indicate the agenda of the meeting.

21.3 The annual General Meeting shall be held at the registered office of the Company or at such other place in the municipality of its registered office as may be specified in the notice of the General Meeting, on the third Wednesday of April each year at 14h00 (Luxembourg time). If this day is a legal or banking holiday in Luxembourg, the annual General Meeting will be held on the next day which is a business day in Luxembourg.

21.4 Other General Meetings may be held at such places and times as may be specified in the respective notices of the General Meeting.

21.5 Shareholders meet when called by the Board pursuant to a notice setting forth the agenda sent at least eight (8) days prior to the meeting to each registered Shareholder at the Shareholder's address in the register of Shareholders. It is not necessary to provide proof at the General Meeting that such notices were actually delivered to registered Shareholders. The agenda is prepared by the Board, except when the meeting is called on the written request of the Shareholders, in which case the Board may prepare a supplementary agenda.

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

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

21.8 If all Shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the General Meeting may take place without notice of the General Meeting.

21.9 The Board may determine all other conditions that must be fulfilled by Shareholders to attend any General Meeting.

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

21.11 Each Share of any Class or Sub-Fund is entitled to one vote, in accordance with Luxembourg law and these Articles. A Shareholder may act at any General Meeting through a written proxy to another person, who need not be a Shareholder and who may be a member of the Board of the Company.

21.12 Unless otherwise provided by law or herein, resolutions of the General Meeting are passed by a simple majority vote of the Shareholders present or represented.

**22. Art. 22. General Meetings of Shareholders in a Sub-Fund or in a Class.**

22.1 The Shareholders of any Class or Sub-Fund may hold, at any time, General Meetings to decide on any matters which relate exclusively to this Class or Sub-Fund.

22.2 The provisions of article 21 of these Articles apply to these General Meetings.

22.3 Each Share is entitled to one vote in accordance with Luxembourg law and these Articles. Shareholders may act either in person or through a written proxy to another person who need not be a Shareholder and may be a Director.

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

**23. Art. 23. Liquidation or merger of Sub-Funds or Share Classes.**

23.1 If, for any reason, the net assets of a Sub-Fund or of any Class fall below an amount determined by the Board in the Prospectus or if a change in the economic or political environment of the relevant Sub-Fund or Class may have material adverse consequences on the Sub-Fund's investments, or if an economic rationalization so requires, the Board may decide on a compulsory redemption of all Shares outstanding in such Sub-Fund or Class on the basis of the Net Asset Value per Share (after taking account of current realization prices of the investments as well as realization expenses), calculated as of the day the decision becomes effective. The Company will serve a notice to the holders of the relevant Shares prior to the effective date for the compulsory redemption, which will indicate the reasons of and the procedure for the redemption operations. Registered Shareholders will be notified in writing. Unless the Board decides otherwise in the interests of, or in order to keep equal treatment between the Shareholders, the Shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their Shares free of redemption or conversion charge. However, the liquidation costs will be taken into account in the redemption and conversion price. Liquidation proceeds which could not be distributed to the Shareholders upon the conclusion of the liquidation of a Sub-Fund or Class will be deposited with the Caisse de Consignation in Luxembourg on behalf of such beneficiaries.

23.2 Notwithstanding the powers granted to the Board as described in the previous paragraph, a general meeting of Shareholders of a Sub-Fund or Class may, upon proposal of the Board, decide to repurchase all the Shares in such Sub-Fund or Class and to reimburse the Shareholders on the basis of the Net Asset Value of their Shares (taking account of current realization prices of the investments as well as realization expenses) calculated as of the Valuation Day on which such decision shall become effective. No quorum shall be required at this general meeting and resolutions shall be passed by a simple majority of the shareholders present or represented, provided that the decision does not result in the liquidation of the Company.

23.3 Liquidation proceeds which could not be distributed to the Shareholders upon the conclusion of the liquidation of a Sub-Fund or Class will be deposited with the Caisse de Consignation in Luxembourg on behalf of such beneficiaries.

23.4 All the Shares redeemed will be cancelled.

23.5 Under the same circumstances as provided in Article 23.1, the Board may decide to merge or consolidate the Company or one or more Sub-Funds or one or more Classes with, or transfer substantially all or part of the Company's or any Sub-Fund's or any Class' assets to, or acquire substantially all the assets of, another Luxembourg UCITS or another Sub-Fund or another Class (within the Company or another Luxembourg UCITS) with compatible investment objectives and policies in accordance with Luxembourg law and the Articles. In addition, such merger or contribution may be decided upon by the Board if it believes it to be required in the interests of the Shareholders of any of the Sub-Funds or Class concerned.

23.6 Shareholders will receive shares of the surviving Luxembourg UCITS or Sub-Fund except in those situations when the Company or Sub-Fund or Class is the surviving entity. Any new share received in such transaction will have the same value as any Shares relinquished in the transaction.

23.7 Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the new Sub-Fund or the other Luxembourg UCITS. Such publication will be made not less than one month before the date on which the merger or contribution becomes effective in order to enable Shareholders to request redemption of their Shares, free of redemption charge, before the contribution becomes effective.

23.8 Notwithstanding the powers granted to the Board in the above paragraph, a contribution of the assets and liabilities of a Sub-Fund or to another Sub-Fund or Class may be decided by the general meeting of Shareholders of the contributing Sub-Fund or Class. No quorum shall be required and a decision on such contribution shall be taken by a resolution passed by the majority of the shareholders present or represented, provided that this contribution does not result in the liquidation of the Company.

23.9 A contribution of the assets and liabilities attributable to a Sub-Fund or Class to another UCITS or to another class of such UCITS may be decided by a general meeting of Shareholders of the contributing Sub-Fund or Class. No quorum shall be required and a decision on such contribution shall be made by a resolution passed by a simple majority of the Shares represented.

23.10 Where contribution is to be made to a mutual investment fund (fonds commun de placement) or a foreign-based UCITS, such resolution shall be binding only on Shareholders who have approved the proposed contribution. The Board may also, under the same circumstances as provided above, decide to merge one Sub-Fund by a contribution into a foreign

UCI. In such case, approval of the relevant Shareholders should be sought or the merger be made upon the condition that only the assets of the consenting Shareholders be contributed to the foreign UCI.

23.11 For the interest of the Shareholders of the relevant Sub-Fund or in the event that a change in the economic or political situation relating to a Sub-Fund so justifies, the Board may proceed to the reorganization of such Sub-Fund by means of a division into two or more Sub-Funds. Such decision will be published in the same manner as described above. Information concerning the new Sub-Fund(s) will be provided to the relevant Shareholders. Such publication will be made one month prior to the effectiveness of the reorganization in order to permit Shareholders to request redemption of their Shares free of charge during such one month prior period.

**24. Art. 24. Financial year.** The financial year of the Company commences on 1 January each year and terminates on 31 December of the same year.

**25. Art. 25. Application of income.**

25.1 The General Meeting determines, upon proposal from the Board and within the limits provided by law, how the income from the Sub-Fund will be applied with regard to each existing Class, and may declare, or authorize the Board to declare, distributions.

25.2 For any Class entitled to distributions, the Board may decide to pay interim dividends in accordance with legal provisions.

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

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

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

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

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

**26. Art. 26. Depositary.**

26.1 To the extent required by the 2010 Act, the Company will entrust its assets with a depositary (the Depositary) who will fulfill its obligations in accordance with the 2010 Act.

26.2 If the Depositary indicates its intention to terminate the contractual relationship, the Company will make every effort to find a successor depositary within two (2) months of the effective date of the notice of termination of the agreement with the Depositary.

26.3 The Company may terminate the agreement with the Depositary but may not relieve the Depositary of its duties until a successor depositary has been appointed.

**27. Art. 27. Liquidation of the Company.**

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

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

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

27.4 The General Meeting must be convened so that it is held within a period of forty (40) days from the ascertainment that the net assets of the Company have fallen below two-thirds or one-quarter of the legal minimum, as the case may be.

**28. Art. 28. Liquidation.**

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

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

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

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

**29. Art. 29. Amendments to the Articles.** These Articles may be amended by a General Meeting of Shareholders subject to the quorum and majority requirements provided for by the act of 10 August 1915 on commercial companies, as amended (the 1915 Act).

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

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

The Meeting resolves to not further translate the Articles into French in accordance with article 26(2) of the 2010 Act.

*Fourth resolution*

The Meeting resolves to remove ECP Management as general partner of the Company, with effect as of 7 August 2015 17:00 (Luxembourg time), and to grant it discharge (quitus) for the performance of its duties from the date of incorporation of the Company until 7 August 2015 17:00 (Luxembourg time).

*Fifth resolution*

The Meeting resolves to set the number of directors at three (3). The following persons are appointed as directors of the Company, each for period ending on the date of the annual general meeting to be held in 2016:

- Frits Carlsen, born on 4 September 1958 in Copenhagen, Denmark with professional address at 5, an den Azingen, L-5380 Übersyren, Grand Duchy of Luxembourg;

- Georges Weyer, born on 19 August 1959 in Walferdange, Grand Duchy of Luxembourg with professional address at 35A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg; and

- Matthias Schmitz, born on 2 August 1976 in Saarbrücken, Germany, with professional address at 35A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

*Sixth resolution*

Upon change of the corporate form, the Meeting resolves to confirm the mandate of Deloitte Audit, with registered office at 560, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg, R.C.S. Luxembourg B 67.895 as external auditor of the Company for a period ending on the date of the annual general meeting to be held in 2016.

*Seventh resolution*

The Meeting resolves to approve the valuation report dated 7 August 2015 established by Deloitte Audit in accordance with the 1915 Act. An exemplary of the said report, signed by the appearing parties and the notary, shall remain attached to the present minutes.

There being no further business on the agenda, the chairman adjourns the Meeting at 16.00.

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing parties, the present deed is worded in English and that no French, Luxembourgish or German version will be appended in accordance with article 26(2) of the 2010 Act.

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, names, civil status and residences, the said persons appearing signed together with the notary the present deed.

Signé: P. Goebel, M. Fessagnot, Jean-Paul Meyers.

Enregistré à Esch/Alzette, Actes Civils, le 14 août 2015. Relation: EAC/2015/19027. Reçu soixante-quinze euros (75,00 €).

*Le Receveur* (signé): Amédé SANTIONI.

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 14 août 2015. Jean-Paul MEYERS.

Référence de publication: 2015146496/726.

(150160190) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 août 2015.

**ECP Flagship Sicav, Société d'Investissement à Capital Variable,**
**(anc. ECP Fund, SICAV-FIS).**

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.

R.C.S. Luxembourg B 134.745.

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RECTIFICATIF

In the year two thousand and fifteen, on the nineteenth day of August.

Before, Maître Jean-Paul MEYERS, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg.

THERE APPEARED:

Mr Patrick Goebel, Avocat à la Cour, residing professionally in Luxembourg,

acting as proxy holder of the shareholders of the company ECP Flagship SICAV (formerly "ECP Fund") (the Company), an investment company with variable capital - specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé or SICAV-FIS) established under the form of public limited liability company (société anonyme), subject to, and authorised under, Part I of the Luxembourg act dated 17 December 2010 relating to undertakings for collective investment, as amended (the 2010 Act), having its registered office at 6 rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 134.745 and incorporated under the name "YEP I, SICAV-FIS" pursuant to a deed of the notary Maître Henri Hellinckx dated 5 December 2007, published on 28 January 2008 in the Luxembourg official gazette (Mémorial C, Recueil des Sociétés et Associations) C-N°219. The articles of association of the Company have been amended for the last time with a view to the adoption of the status of an investment company with variable capital (société d'investissement à capital variable or SICAV) pursuant a deed of the undersigned notary, Grand Duchy of Luxembourg, dated 7 th August 2015, registered in Esch/Alzette, on 14 th August 2015, Relation: EAC/2015/19027, not yet deposited at the Luxembourg Register of Commerce and Companies (the "Notarial Deed"),

by virtue of proxies, given under private seal, which remained attached to the above mentioned Notarial Deed dated 7 th August 2015.

The appearing person, acting in their above stated capacity, has requested the undersigned notary to record his declarations and statements as follows:

- that some clerical errors appear in the restated articles of association of ECP Flagship SICAV (formerly "ECP Fund") of the Notarial Deed,

- that accordingly, the Notarial Deed dated 7 th August 2015 is amended as follows and the restated articles of incorporation are ab initio replaced by the following wording:

" **1. Art. 1. Name.**

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

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

**2. Art. 2. Registered office.**

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

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

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

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

**4. Art. 4. Object of the Company.**

4.1 The exclusive purpose of the Company is to invest the assets of the Company in transferable securities and other assets permitted by part I of the act of 17 December 2010 on undertakings for collective investment as amended (the 2010 Act) in accordance with the principle of risk diversification, within the limits of the investment policies and restrictions

determined by the Board pursuant to article 19 hereof, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

4.2 The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfillment and implementation of the object of the Company to the full extent permitted by the 2010 Act.

**5. Art. 5. Share capital, Share classes.**

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

5.2 The minimum capital, as provided under the 2010 Act, is fixed at EUR 1,250,000 (one million two hundred and fifty thousand euro) to be reached within a period of six months as from the authorization of the Company by the Luxembourg supervisory authority. Upon the decision of the Board, Shares issued in accordance with these Articles may be of more than one class (the Class). The proceeds from issuing Shares, less sales commission (sales charge) (if any), are invested in transferable securities of all types and other legally permissible assets in accordance with the investment policy as set forth by the Board and taking into account investment restrictions imposed by the 2010 Act.

5.3 The Company has an umbrella structure, each sub-fund corresponding to a distinct part of the assets and liabilities of the Company (a Sub-Fund) as defined in the 2010 Act, and that may be formed for one or more Classes of the type described in these Articles. Sub-Funds will be invested in accordance with their investment objectives and policies, as well as their risk profiles and other specific features as set forth in the prospectus of the Company (the Prospectus).

5.4 Within a Sub-Fund, the Board may, at any time, decide to issue one or more Classes the assets of which will be commonly invested but subject to different fee structures, distribution, marketing targets, currency or other specific features. Separate net asset value per Share, which may differ as a consequence of these variable factors, will be calculated for each Class.

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

5.6 The Company is one single legal entity. However, the rights of Shareholders and creditors relating to a Sub-Fund or arising from the setting-up, operation and liquidation of a Sub-Fund are limited to the assets of that Sub-Fund. The assets of a relevant Sub-Fund are exclusively dedicated to the satisfaction of the rights of the Shareholder relating to this Sub-Fund and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Sub-Fund, and there shall be no cross liability between Sub-Funds, in derogation of article 2093 of the Luxembourg civil code.

5.7 The Board may create each Sub-Fund for an unlimited or limited period of time; in the latter case, the Board may, at the expiration of the initial period of time, extend the duration of that Sub-Fund one or more times. At the expiration of the duration of a Sub-Fund, the Company shall redeem all Shares in the Class(es) of that Sub-Fund, in accordance with article 8 of these Articles, irrespective of the provisions of article 23 of these Articles. At each extension of the duration of a Sub-Fund, registered Shareholders will be duly notified by a notice sent to their address as recorded in the Company's register of Shareholders. The Company will inform bearer Shareholders by a notice published in newspapers to be determined by the Board, if these investors and their addresses are not known to the Company. The Prospectus shall indicate the duration of each Sub-Fund.

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

**6. Art. 6. Shares.**

6.1 The Board determines whether the Company issues Shares in bearer and/or in registered form. If bearer share certificates are issued, they will be issued in such denominations as the Board prescribes, and they may be imprinted with a notice that they may not be transferred to any Restricted Person (as defined in article 10 below) or entity established by or for a Restricted Person.

6.2 All registered Shares issued by the Company are entered into the register of Shareholders, which is kept by the Company or by one or more persons designated by the Company. This register contains the names of the owners of registered Shares, their permanent residence or elected domicile as indicated to the Company, and the number of registered Shares held by them.

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

6.4 If bearer Shares are issued, registered Shares may be converted into bearer Shares and bearer Shares may be converted into registered Shares at the request of the Shareholder. An exchange of registered Shares into bearer Shares will be effected by cancellation of the registered Share certificates, if any, after confirming that the transferee is not a Restricted Person and by issuance of one or more bearer share certificates to replace the cancelled registered share certificates. An entry will be made in the register of Shareholders to evidence such cancellation. An exchange of bearer Shares into registered Shares will be effected by cancellation of the bearer Share certificates, and, if applicable, by issuance of registered share certificates

in lieu thereof. An entry will be made in the register of Shareholders to evidence such issuance. At the discretion of the Board, the costs of any such exchange may be charged to the Shareholder requesting it.

6.5 Before Shares are issued in bearer form and before registered shares are converted into bearer Shares, the Company may require evidence, satisfactory to the Board, that such issuance or exchange will not result in such shares being held by a Restricted Person.

6.6 The share certificates will be signed by two members of the Board. The signatures may be handwritten, printed or in the form of a facsimile. One of these signatures may be made by a person duly authorised to do so by the Board; in this case, it must be handwritten. The Company may issue temporary share certificates in such form as the Board may determine.

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

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

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

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

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

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

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

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

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

6.14 The Company may decide to issue fractional Shares. Fractional Shares do not carry voting rights, except where their number is so that they represent a whole Share, but are entitled to participate in the net assets attributable to the relevant Class on a pro rata basis. Certificates for bearer Shares will only be issued for whole Shares.

**7. Art. 7. Issue of Shares.**

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

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

7.3 Shares will be issued at the subscription price in accordance with the Prospectus. The subscription price for a Share corresponds either to an initial subscription price determined in the Prospectus or to the net asset value per Share as determined in articles 11 and 12 plus any subscription fee, if applicable. Additional fees may be charged if distributors and paying agents are involved in a transaction. The relevant subscription price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

7.4 A process determined by the Board and described in the Prospectus shall govern the chronology of the issue of Shares in a Sub-Fund.

7.5 The subscription price is payable within a period determined by the Board.

7.6 The Board may confer the authority upon any of its Directors, officers or other duly authorized representatives to accept subscription applications, to receive payments for newly issued Shares and to deliver these Shares.

7.7 The Company may agree to issue Shares as consideration for a contribution in kind of assets, in accordance with Luxembourg law, in particular in accordance with the obligation to deliver a valuation report from an auditor (réviseur

d'entreprises agréé), and provided that such assets are in accordance with the investment objectives and policies of the relevant Sub-Fund. Costs related to the contribution in kind are borne by the Shareholder acquiring Shares in this manner.

7.8 Applications for subscription are irrevocable, except - for the duration of such suspension - when the calculation of the net asset value has been suspended in accordance with article 12 of these Articles.

**8. Art. 8. Redemption of Shares.**

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

8.2 Subject to the provisions of article 12 of these Articles, the redemption price per Share will be paid within a period determined by the Board.

8.3 The redemption price per Share corresponds to the net asset value per Share of the respective Class or Sub-Fund less any redemption fee, if applicable. Additional fees may be charged if distributors and paying agents are involved in a transaction. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

8.4 A process determined by the Board and described in the Prospectus shall govern the chronology of the redemption of Shares.

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

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

8.7 The Company may satisfy payment of the redemption price owed to any Shareholder, subject to such Shareholder's agreement, in kind by allocating assets to the Shareholder from the portfolio set up in connection with the Class(es) equal in value to the value of the Shares to be redeemed (calculated in the manner described in article 11) as of the Valuation Day or the time of valuation when the redemption price is calculated if the Company determines that such a transaction would not be detrimental to the best interests of the remaining Shareholders of the relevant Sub-Fund. The nature and type of assets to be transferred in such case will be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders in the given Class. The costs of any such transfers are borne by the transferee.

8.8 All redeemed Shares may be cancelled.

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

**9. Art. 9. Conversion of Shares.**

9.1 A Shareholder may convert Shares of a particular Class of a Sub-Fund held in whole or in part into Shares of the corresponding Class of another Sub-Fund. Conversions from Shares of one Class of a Sub-Fund to Shares of another Class of either the same or a different Sub-Fund are also permitted, except otherwise decided by the Board.

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

9.3 A conversion application will be considered as an application to redeem the Shares held by the Shareholder and as an application for the simultaneous acquisition (issue) of the Shares to be acquired. The conversion ratio is calculated on the basis of the net asset value per Share of the respective Class. A conversion fee as well as additional fees and costs may be incurred. The prices of the conversion may be rounded up or down to the nearest unit of the currency in which they are to be paid, as determined by the Board. The Board may determine that balances of less than a reasonable amount to be set by the Board, resulting from conversions will not be paid out to Shareholders.

9.4 As a rule, both the redemption and the acquisition parts of the conversion application should be calculated on the basis of the values prevailing on one and the same Valuation Day.

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

9.6 All applications for the conversion of Shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article 12 of these Articles, when the calculation of the net asset value of Shares to be redeemed has been suspended or when redemption of the Shares to be redeemed has been suspended as provided for in article 8. If the calculation of the net asset value of the Shares to be acquired is suspended after the Shares to be converted have already been redeemed, only the acquisition part of the conversion application can be revoked during this suspension.

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

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

9.9 Shares that are converted to Shares of another Class will be cancelled.

**10. Art. 10. Restrictions on ownership of Shares.**

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

(a) If in the opinion of the Company such holding may be detrimental to the Company,

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

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

10.2 For such purposes the Company may:

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

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

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

(d) Instruct the Restricted Person to sell his shares and to demonstrate to the Company that this sale was made within reasonable period of time.

(e) If the Restricted Person does not comply with the notice, the Company may, in accordance with the procedure determined by the Board, compulsorily redeem all Shares held by the Restricted Person. The price at which these Shares are redeemed corresponds to an amount determined on the basis of the value of the corresponding Class as of the applicable Valuation Day, as determined by the Board, less any redemption fees incurred, if applicable.

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

**11. Art. 11. Calculation of Net Asset Value per Share.**

Introduction

11.1 The net asset value (the Net Asset Value) of each Share, Sub-Fund, the Class, series or sub-classes (where applicable) respectively of the Company shall be expressed in the relevant Reference Currency and shall be determined in respect of each Valuation Day by dividing the net assets corresponding to the Share, the Sub-Fund, the Class, series or sub-classes (where applicable) respectively the Company less attributable liabilities by the number of outstanding Shares.

Reference Currency

11.2 The Reference Currency of the Company is the Euro. The Reference Currency of any Sub-Fund, Class, series or sub-classes is the Euro except as otherwise determined in the Prospectus.

Calculation of each Sub-Fund/Class the Net Asset Value

11.3 The Net Asset Value of each Sub-Fund or Class (as applicable) shall be determined as of each Valuation Day, by calculating the aggregate of:

(a) the value of all assets of the Company which are allocated to the relevant Sub-Fund/Class; less

(b) all the liabilities of the Company which are allocated to the relevant Sub-Fund/Class, and all fees attributable to the relevant Sub-Fund/Class, which fees have accrued but are unpaid on the relevant Valuation Day.

11.4 The Net Asset Value per Share shall be determined by dividing the Net Asset Value of the respective Sub-Fund/Class by the number of such Shares which are in issue on such Valuation Day in the relevant Sub-Fund and/or Class (including Shares in relation to which a Shareholder has requested redemption on such Valuation Day).

11.5 The Net Asset Value will be calculated with a number of decimal places as in principle determined in the Prospectus and which may be rounded up or down to the nearest whole unit of the currency in which the Net Asset Value is calculated.

Allocation of assets and liabilities

11.6 The allocation of assets and liabilities of the Company between Sub-Funds (and within each Sub-Fund between the different Classes) shall be effected so that:

(a) The subscription price received by the Company on the issue of Shares, and reductions in the value of the Company as a consequence of the redemption of Shares, shall be attributed to the Sub-Fund/Class to which the relevant Shares belong.

(b) Assets acquired by the Company upon the investment of the subscription proceeds and income and capital appreciation in relation to such investments which relate to a specific Sub-Fund/Class shall be attributed to such Sub-Fund/Class.

(c) Assets disposed of by the Company as a consequence of the redemption of Shares and liabilities, expenses and capital depreciation relating to investments made by the Company and other operations of the Company, which relate to a specific Sub-Fund/Class shall be attributed to such Sub-Fund/Class.

(d) Where the use of foreign exchange transactions, instruments or financial techniques relates to a specific Sub-Fund/Class the consequences of their use shall be attributed to such Sub-Fund/Class.

(e) Where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques relate to more than one Sub-Fund/Class they shall be attributed to such Sub-Funds/Classes in proportion to the extent to which they are attributable to each such Sub-Fund/Class.

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

(g) Upon payment of dividends to the Shareholders of a Sub-Fund/Class the net assets of this Sub-Fund/Class are reduced by the amount of such dividend.

Valuation of assets

11.7 In accordance with the Prospectus, the assets of the Company will be valued as follows:

(a) The value of any cash in hand or on deposit, notes and bills payable on demand and accounts receivable, prepaid expenses and cash dividends declared and interest accrued but not yet collected, shall be deemed the nominal value of these assets unless it is improbable that it can be paid and collected in full; in which case, the value will be arrived at after deducting such amounts as the Company or the Management Company may consider appropriate to reflect the true value of these assets.

(b) Securities and money market instruments listed on an official stock exchange or dealt on any other regulated market will be valued at their last available price in Luxembourg as of the Valuation Day and, if the security or money market instrument is traded on several markets, on the basis of the last known price on the main market of this security. If the last known price is not representative, valuation will be based on the fair value at which it is expected it can be sold, as determined with prudence and in good faith by the Company or the Management Company.

(c) Unlisted securities and securities or money market instruments not traded on a stock exchange or any other regulated market as well as listed securities and securities or money market instruments listed on a regulated market for which no price is available, or securities or money market instruments whose quoted price is, in the opinion of the Company or the Management Company, not representative of actual market value, will be valued at their last known price in Luxembourg or, in the absence of such price, on the basis of their probable realisation value, as determined with prudence and in good faith by the Company or the Management Company.

(d) Securities or money market instruments denominated in a currency other than the relevant Sub-Fund's or Class' valuation currency will be converted at the average exchange rate of the currency concerned applicable on the Valuation Day.

(e) The valuation of investments reaching maturity within a maximum period of 90 days may include straight-line daily amortisation of the difference between the principal 91 days before maturity and the value at maturity.

(f) The liquidation value of futures, spot, forward or options contracts that are not traded on stock exchanges or other regulated markets will be equal to their net liquidation value determined in accordance with the policies established by the Company or the Management Company on a basis consistently applied to each type of contract. The liquidation value of futures, spot, forward or options contracts traded on stock exchanges or other regulated markets will be based on the latest available price for these contracts on the stock exchanges and regulated markets on which these options, spot, forward or futures contracts are traded, provided that if an option or future contract cannot be liquidated on the date on which the net assets are valued, the basis for determining the liquidation value of said contract shall be determined by the Company or the Management Company in a fair and reasonable manner.

(g) Swaps are valued at their fair value based on the last known closing price of the underlying security.

(h) UCIs are valued on the basis of their last available net asset value in Luxembourg. As indicated below, this net asset value may be adjusted by applying a recognised index so as to reflect market changes since the last valuation.

(i) Liquid assets and money market instruments are valued at their nominal value plus accrued interest, or on the basis of amortised costs.

(j) Any other securities and assets are valued in accordance with the procedures put in place by the Company or the Management Company and, where necessary and appropriate, with the support of valuers who will be instructed to carry out valuations.

11.8 Further rules on valuing assets are determined by the Company and/or the Management Company respectively their valuers and other agents and will, to the extent feasible and meaningful, described in the Prospectus.

**12. Suspension of determination of the Net Asset Value, issue, redemption and conversion of Shares.**

12.1 The Company may at any time and from time to time suspend the determination of the Net Asset Value of Shares of any Sub-Fund or Class and for, the issue of the Shares of such Sub-Fund or Class to subscribers and for the redemption of the Shares of such Sub-Fund or Class from its Shareholders and for conversions of Shares of any Class in a Sub-Fund:

(a) during any period in which any of the principal stock exchanges or other markets on which a substantial portion of the assets of the Sub-Fund or the relevant Class from time to time are quoted or traded is closed otherwise than for ordinary holidays, or during which transactions therein are restricted, limited or suspended, provided that such restriction, limitation or suspension affects the valuation of the assets of the Sub-Fund or the relevant Class;

(b) where the existence of any state of affairs which, in the opinion of the Board, constitutes an emergency or renders impracticable a disposal or valuation of the assets attributable to a Sub-Fund;

(c) during any breakdown of the means of communication or computation normally employed in determining the price or value of any of the assets attributable to a Sub-Fund;

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

(e) when for any other reason the prices of any constituents of the underlying asset or, as the case may be, the hedging asset and, for the avoidance of doubt, where the applicable techniques used to create exposure to the underlying asset, cannot promptly or accurately be ascertained;

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

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

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

**13. Art. 13. Board of Directors.**

13.1 The Company shall be managed by a Board of at least 3 (three) directors (the Directors). Directors, either Shareholders or not, are appointed by a General Meeting for a term which cannot exceed 6 (six) years.

13.2 When a legal entity is appointed as a Director (the Legal Entity), the Legal Entity must designate a permanent representative to accomplish this task in its name and on its behalf (the Representative). The Representative is subject to the same conditions and obligations, and incurs the same liability as if the Representative was performing this task for his own account and on his own behalf, without prejudice to the joint liability of him and the Legal Entity. The Legal Entity cannot revoke the Representative unless it simultaneously appoints a new Representative.

13.3 Directors are selected by a majority vote of the Shares present or represented at the relevant General Meeting.

13.4 Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the General Meeting.

13.5 In the event of a vacancy in the office of a Director, the remaining Directors may temporarily fill-in such vacancy. The Shareholders will take a final decision regarding such nomination at their next General Meeting.

**14. Art. 14. Board meetings.**

14.1 The Board will elect a chairman among its Directors. It may further chose a secretary, either Director or not, who shall be in charge of keeping the minutes of the meetings of the Board. The Board shall meet upon call by the chairman or any two Directors, at the place indicated in the notice of meeting.

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

14.3 Meetings of the Board are convened by the chairman or by any other two members of the Board.

14.4 Directors will be convened separately to each meeting of the Board. Written notice of any meeting of the Board will be given to all Directors at least 48 hours prior to the date set for such meeting, except in emergencies, in which case the nature of the emergency will be set forth in the notice of meeting. This notice may be waived by consent in writing, by

telegram, telex, facsimile or other similar means of communication. No specific invitation is necessary for meetings whose date and location have been determined by a prior resolution of the Board.

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

14.6 Any Director may act at any meeting of the Board by appointing in writing or by facsimile or telegram or telex another Director as his proxy.

14.7 A Director may represent more than one of his colleagues, under the condition however that at least two Directors are present at the meeting.

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

14.9 The Board can validly debate and take decisions only if the majority of its members are present or represented.

14.10 All resolutions of the Board shall require a majority of the Directors present or represented at the Board meeting in which the quorum requirements set forth in the present article are met. In case of a tied vote the chairman shall have a casting vote

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

14.12 The decisions of the Board will be recorded in minutes to be inserted in a special register and signed by the chairman or by any two other Directors. Proxies will remain attached thereto.

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

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

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

14.16 Article 14.15 does not apply to resolutions of the Board concerning transactions made in the ordinary course of business of the Company which is entered into on arm's length terms.

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

**15. Art. 15. Powers of the Board of Directors and corporate signature.**

15.1 The Board is vested with the broadest powers to perform all acts of management and administration and disposition of the Company.

15.2 All powers not expressly reserved by 1915 Act or under these Articles to the General Meeting may be exercised by the Board.

15.3 The Company is validly bound toward third parties by the joint signature of any two Directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

**16. Art. 16. Delegation of powers.**

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

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

**17. Art. 17. Appointment of the Management Company.**

17.1 The Company will appoint a management company (the “Management Company”) in accordance with chapter 15 of the 2010 Act.

17.2 The Management Company will provide the Company the services listed under annex II of the 2010 Act. The Management Company is entitled to delegate one or more of the services under annex II of the 2010 Act to third parties in accordance with the 2010 Act and the Prospectus.

**18. Art. 18. Indemnification.**

18.1 The Company may indemnify any Director as well as the Management Company and, if the context requires, their directors, managers, authorized officers, employees or agents (each an Indemnified Person), to the extent permitted by law, for all costs and expenses borne or paid by them in connection with any claim, action, law suit or proceedings brought against them in their respective capacity vis-à-vis the Company, except in cases where they are ultimately sentenced for gross negligence, willful misconduct or fraud in accordance with the Prospectus.

18.2 Expenses for the preparation and presentation of a defense in any claim, action, lawsuit or proceedings brought against an Indemnified Person will be advanced by the Company, prior to any final decision on the case, on receipt of a commitment by or on behalf of the Indemnified Person to repay this amount if it ultimately becomes apparent that they are not entitled to indemnification. Notwithstanding the above, the Company may take out the necessary insurance policies on behalf of Indemnified Persons.

**19. Art. 19. Investment objectives, policies and restrictions.**

19.1 The Board determines the investment objectives, policies and restrictions in accordance with part I of the 2010 Act.

19.2 The investment objectives, policies and restrictions are described in the Prospectus.

**20. Art. 20. Auditor.**

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

20.2 The Auditor fulfils all duties prescribed by the 2010 Act.

**21. Art. 21. General Meeting of Shareholders of the Company.**

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

21.2 The General Meeting meets when called by the Board. It shall be necessary to call a General Meeting within a month whenever a group of Shareholders representing at least one tenth of the subscribed capital requires so by written notice. In such case, the concerned Shareholders must indicate the agenda of the meeting.

21.3 The annual General Meeting shall be held at the registered office of the Company or at such other place in the municipality of its registered office as may be specified in the notice of the General Meeting, on the third Wednesday of April each year at 14h00 (Luxembourg time). If this day is a legal or banking holiday in Luxembourg, the annual General Meeting will be held on the next day which is a business day in Luxembourg.

21.4 Other General Meetings may be held at such places and times as may be specified in the respective notices of the General Meeting.

21.5 Shareholders meet when called by the Board pursuant to a notice setting forth the agenda sent at least eight (8) days prior to the meeting to each registered Shareholder at the Shareholder's address in the register of Shareholders. It is not necessary to provide proof at the General Meeting that such notices were actually delivered to registered Shareholders. The agenda is prepared by the Board, except when the meeting is called on the written request of the Shareholders, in which case the Board may prepare a supplementary agenda.

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

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

21.8 If all Shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the General Meeting may take place without notice of the General Meeting.

21.9 The Board may determine all other conditions that must be fulfilled by Shareholders to attend any General Meeting.

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

21.11 Each Share of any Class or Sub-Fund is entitled to one vote, in accordance with Luxembourg law and these Articles. A Shareholder may act at any General Meeting through a written proxy to another person, who need not be a Shareholder and who may be a member of the Board of the Company.

21.12 Unless otherwise provided by law or herein, resolutions of the General Meeting are passed by a simple majority vote of the Shareholders present or represented.

**22. Art. 22. General Meetings of Shareholders in a Sub-Fund or in a Class.**

22.1 The Shareholders of any Class or Sub-Fund may hold, at any time, General Meetings to decide on any matters which relate exclusively to this Class or Sub-Fund.

22.2 The provisions of article 21 of these Articles apply to these General Meetings.

22.3 Each Share is entitled to one vote in accordance with Luxembourg law and these Articles. Shareholders may act either in person or through a written proxy to another person who need not be a Shareholder and may be a Director.

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

**23. Art. 23. Liquidation or merger of Sub-Funds or Share Classes.**

23.1 If, for any reason, the net assets of a Sub-Fund or of any Class fall below an amount determined by the Board in the Prospectus or if a change in the economic or political environment of the relevant Sub-Fund or Class may have material adverse consequences on the Sub-Fund's investments, or if an economic rationalization so requires, the Board may decide on a compulsory redemption of all Shares outstanding in such Sub-Fund or Class on the basis of the Net Asset Value per Share (after taking account of current realization prices of the investments as well as realization expenses), calculated as of the day the decision becomes effective. The Company will serve a notice to the holders of the relevant Shares prior to the effective date for the compulsory redemption, which will indicate the reasons of and the procedure for the redemption operations. Registered Shareholders will be notified in writing. Unless the Board decides otherwise in the interests of, or in order to keep equal treatment between the Shareholders, the Shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their Shares free of redemption or conversion charge. However, the liquidation costs will be taken into account in the redemption and conversion price. Liquidation proceeds which could not be distributed to the Shareholders upon the conclusion of the liquidation of a Sub-Fund or Class will be deposited with the Caisse de Consignation in Luxembourg on behalf of such beneficiaries.

23.2 Notwithstanding the powers granted to the Board as described in the previous paragraph, a general meeting of Shareholders of a Sub-Fund or Class may, upon proposal of the Board, decide to repurchase all the Shares in such Sub-Fund or Class and to reimburse the Shareholders on the basis of the Net Asset Value of their Shares (taking account of current realization prices of the investments as well as realization expenses) calculated as of the Valuation Day on which such decision shall become effective. No quorum shall be required at this general meeting and resolutions shall be passed by a simple majority of the shareholders present or represented, provided that the decision does not result in the liquidation of the Company.

23.3 Liquidation proceeds which could not be distributed to the Shareholders upon the conclusion of the liquidation of a Sub-Fund or Class will be deposited with the Caisse de Consignation in Luxembourg on behalf of such beneficiaries.

23.4 All the Shares redeemed will be cancelled.

23.5 Under the same circumstances as provided in Article 23.1, the Board may decide to merge or consolidate the Company or one or more Sub-Funds or one or more Classes with, or transfer substantially all or part of the Company's or any Sub-Fund's or any Class' assets to, or acquire substantially all the assets of, another Luxembourg UCITS or another Sub-Fund or another Class (within the Company or another Luxembourg UCITS) with compatible investment objectives and policies in accordance with Luxembourg law and the Articles. In addition, such merger or contribution may be decided upon by the Board if it believes it to be required in the interests of the Shareholders of any of the Sub-Funds or Class concerned.

23.6 Shareholders will receive shares of the surviving Luxembourg UCITS or Sub-Fund except in those situations when the Company or Sub-Fund or Class is the surviving entity. Any new share received in such transaction will have the same value as any Shares relinquished in the transaction.

23.7 Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the new Sub-Fund or the other Luxembourg UCITS. Such publication will be made not less than one month before the date on which the merger or contribution becomes effective in order to enable Shareholders to request redemption of their Shares, free of redemption charge, before the contribution becomes effective.

23.8 Notwithstanding the powers granted to the Board in the above paragraph, a contribution of the assets and liabilities of a Sub-Fund or to another Sub-Fund or Class may be decided by the general meeting of Shareholders of the contributing Sub-Fund or Class. No quorum shall be required and a decision on such contribution shall be taken by a resolution passed by the majority of the shareholders present or represented, provided that this contribution does not result in the liquidation of the Company.

23.9 A contribution of the assets and liabilities attributable to a Sub-Fund or Class to another UCITS or to another class of such UCITS may be decided by a general meeting of Shareholders of the contributing Sub-Fund or Class. No quorum shall be required and a decision on such contribution shall be made by a resolution passed by a simple majority of the Shares represented.

23.10 Where contribution is to be made to a mutual investment fund (fonds commun de placement) or a foreign-based UCITS, such resolution shall be binding only on Shareholders who have approved the proposed contribution. The Board may also, under the same circumstances as provided above, decide to merge one Sub-Fund by a contribution into a foreign

UCI. In such case, approval of the relevant Shareholders should be sought or the merger be made upon the condition that only the assets of the consenting Shareholders be contributed to the foreign UCI.

23.11 For the interest of the Shareholders of the relevant Sub-Fund or in the event that a change in the economic or political situation relating to a Sub-Fund so justifies, the Board may proceed to the reorganization of such Sub-Fund by means of a division into two or more Sub-Funds. Such decision will be published in the same manner as described above. Information concerning the new Sub-Fund(s) will be provided to the relevant Shareholders. Such publication will be made one month prior to the effectiveness of the reorganization in order to permit Shareholders to request redemption of their Shares free of charge during such one month prior period.

**24. Art. 24. Financial year.** The financial year of the Company commences on 1 January each year and terminates on 31 December of the same year.

**25. Art. 25. Application of income.**

25.1 The General Meeting determines, upon proposal from the Board and within the limits provided by law, how the income from the Sub-Fund will be applied with regard to each existing Class, and may declare, or authorize the Board to declare, distributions.

25.2 For any Class entitled to distributions, the Board may decide to pay interim dividends in accordance with legal provisions.

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

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

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

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

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

**26. Art. 26. Depositary.**

26.1 To the extent required by the 2010 Act, the Company will entrust its assets with a depositary (the Depositary) who will fulfill its obligations in accordance with the 2010 Act.

26.2 If the Depositary indicates its intention to terminate the contractual relationship, the Company will make every effort to find a successor depositary within two (2) months of the effective date of the notice of termination of the agreement with the Depositary.

26.3 The Company may terminate the agreement with the Depositary but may not relieve the Depositary of its duties until a successor depositary has been appointed.

**27. Art. 27. Liquidation of the Company.**

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

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

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

27.4 The General Meeting must be convened so that it is held within a period of forty (40) days from the ascertainment that the net assets of the Company have fallen below two-thirds or one-quarter of the legal minimum, as the case may be.

**28. Art. 28. Liquidation.**

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

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

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

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

**29. Art. 29. Amendments to the Articles.** These Articles may be amended by a General Meeting of Shareholders subject to the quorum and majority requirements provided for by the act of 10 August 1915 on commercial companies, as amended (the 1915 Act).

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

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

The Meeting resolves to not further translate the Articles into French in accordance with article 26(2) of the 2010 Act."

The said appearing person, acting in the above stated capacity, declares that all other articles and clauses of the Notarial Deed remain unchanged and this person has requested the notary to mention the present rectification wherever necessary.

*Statement*

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

This notarial deed, having been read to the appearing person, which is known to the notary, the said person signed the present deed together with the notary.

Signé: P. Goebel, Jean-Paul Meyers.

Enregistré à Esch/Alzette Actes Civils, le 25 août 2015. Relation: EAC/2015/19692. Reçu douze euros (12,00 €).

*Le Receveur* (signé): Amédé SANTIONI.

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 25 août 2015. Jean-Paul MEYERS.

Référence de publication: 2015146497/650.

(150160190) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 août 2015.

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**Northam Evergreen Funds S.C.S. SICAV-SIF, Société en Commandite simple sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

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

R.C.S. Luxembourg B 199.624.

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STATUTES

*Extract of the partnership agreement of the Partnership*

**1. General Partner.** Northam Evergreen GP S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg register of trade and companies (registre de commerce et des sociétiés (RCS)), under number RCS B199607 (the "General Partner" - "associé commandité").

**2. Name of the Partnership.** Northam Evergreen Funds S.C.S. SICAV-SIF

**3. Legal Form.** Société en commandite simple, Société d'investissement à capital variable

- fonds d'investissement spécialisé

**4. Corporate object.** The purpose for which the Partnership is established is:

The object of the Partnership is to achieve an attractive return from the collective investment of its assets in real estate and, to the extent permitted in the offering memorandum, other eligible assets under the 2007 Law, in order to provide to the limited partners the benefit of the management of its assets while reducing investment risks through diversification.

The Partnership 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 under the 2007 Law."

**5. Registered office.** The registered office of the Partnership is established at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg.

**6. Management.** The Partnership is managed by the General Partner - "associé commandité" exclusively.

The General Partner will have the broadest powers in its capacity as manager (gérant) of the Partnership to administer and manage the Partnership, to act in the name of the Partnership in all circumstances and to carry out and approve all acts and operations consistent with the Partnership's object.

All powers not expressly reserved by law or the limited partnership agreement to the general meeting of partners shall be within the competence of the General Partner in its capacity as manager (gérant) of the Partnership.

**7. Statutory Power of Signature of the Partnership.** The Fund will be bound towards third parties by the sole signature of the General Partner represented by the joint signature of any two managers together, or by the individual signatures of any person to whom such authority has been delegated by the board.

No limited partner in such capacity shall represent the Partnership.

**8. Liability of the Partners.** The General Partner shall be liable in its capacity as unlimited partner with the Partnership for all debts and losses, which cannot be recovered out of the Partnership's assets.

Subject to, but within the limits of, the applicable provisions of the Law of 10 August 1915 and of the limited partnership agreement, the Limited Partners shall not act on behalf of the Partnership other than by exercising their rights as limited partners in the Partnership and shall only be liable for the debts and losses of the Partnership up to the amount of the funds which they have promised to contribute to the Partnership.

**9. Initial capital.** The initial capital of the Partnership is set at thirty one thousand (31,000.-) Canadian Dollar.

**10. Date of establishment.** The Partnership was established on 20 August 2015.

**11. Duration.** The Partnership is established for an unlimited period.

The Partnership shall be dissolved if there is only a sole partner or no longer at least one limited partner and one unlimited partner.

**Übersetzung des vorangehenden Textes:**

*Auszug aus dem Gesellschaftsvertrag der Gesellschaft (die "Gesellschaft")*

**1. Gesellschafter.** Northam Evergreen GP S.à r.l., eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), gegründet und bestehend unter Luxemburger Recht, mit eingetragenem Sitz in 5, rue Guillaume Kroll, L-1882 Luxemburg, eingetragen beim Luxemburger Handels- und Gesellschaftsregister (registre de commerce et des sociétés (RCS)) mit der R.C.S. Nummer RCS B199.607, als Gesellschafter mit unbeschränkter Haftung (der "Komplementär" - "associé commandité").

**2. Name der Gesellschaft.** Northam Evergreen Funds S.C.S. SICAV-SIF

**3. Rechtsform.** Société en commandite simple, Société d'investissement à capital variable - fonds d'investissement spécialisé

**4. Gesellschaftszweck.** Die Gesellschaft wurde für den folgenden Zweck gegründet:

"Der Zweck der Gesellschaft liegt in dem Erreichen einer attraktiven Rendite aus der kollektiven Anlage der ihr verfügbaren Mittel in Immobilien und, in dem gemäß dem Emissionsdokument zulässigen Umfang, in andere Vermögenswerte, die unter dem Gesetz von 2007 zulässig sind, um ihren Kommanditisten die Erträge aus der Verwaltung ihrer Vermögenswerte zukommen zu lassen, wobei die Anlagerisiken durch Diversifikation gemindert werden.

Die Gesellschaft darf jegliche Maßnahmen ergreifen und jegliche Transaktionen ausführen, die sie für die Erfüllung und Förderung ihres Gesellschaftszwecks als nützlich erachtet, im größten unter dem Gesetz von 2007 zulässigen Maße."

**5. Sitz.** Der eingetragene Sitz der Gesellschaft ist in 5, rue Guillaume Kroll, L-1882 Luxemburg, Großherzogtum Luxemburg.

**6. Geschäftsführung.** Die Geschäfte der Gesellschaft werden ausschließlich durch den Komplementär - "associé commandité" geführt.

Der Komplementär ist in seiner Eigenschaft als gérant der Gesellschaft mit den umfassendsten Befugnissen ausgestattet, die Geschäfte der Gesellschaft zu führen und die Gesellschaft zu verwalten, jederzeit im Namen der Gesellschaft zu handeln und sämtliche Handlungen und Tätigkeiten durchzuführen und zu genehmigen, die dem Gesellschaftszweck der Gesellschaft entsprechen.

Alle Befugnisse, die nicht durch Gesetz oder den Gesellschaftsvertrag der Generalversammlung der Gesellschafter zugewiesen sind, liegen in der Kompetenz des Komplementärs in seiner Eigenschaft als gérant der Gesellschaft.

**7. Statutarische Gesellschaftszeichnungsberechtigung.** Die Gesellschaft wird gegenüber Dritten durch die alleinige Unterschrift des Komplementärs, seinerseits vertreten durch die gemeinsame Unterschrift von zwei Geschäftsführern, oder durch die alleinige Unterschrift von jeglichen Personen, denen diese Befugnis durch die Geschäftsführung des Komplementärs übertragen wurde, gebunden.

Kein Kommanditist wird in dieser Funktion die Gesellschaft vertreten.

**8. Haftung der Gesellschafter.** Der Komplementär, in seiner Eigenschaft als unbeschränkt haftender Gesellschafter, haftet gemeinsam mit der Gesellschaft für alle Verbindlichkeiten und Verluste, die nicht aus dem Vermögen der Gesellschaft bestritten werden können.

Vorbehaltlich und in den Grenzen der anwendbaren Bestimmungen des Luxemburger Gesetzes vom 10. August 1915 und des Gesellschaftsvertrags sind die Kommanditisten vom Handeln für die Gesellschaft ausgeschlossen, mit Ausnahme der Ausübung ihrer Rechte als beschränkt haftende Gesellschafter der Gesellschaft, und sie sind nur bis zu dem Betrag ihre Einlage in die Gesellschaft für Verluste und Verbindlichkeiten der Gesellschaft haftbar.

**9. Anfängliches Gesellschaftskapital.** Das anfängliche Kapital der Gesellschaft beträgt einunddreißigtausend Kanadische Dollar (CAD 31.000,00).

**10. Gründungsdatum.** Die Gesellschaft wurde am 20. August 2015 gegründet.

**11. Laufzeit.** Die Gesellschaft wurde mit unbeschränkter Laufzeit gegründet.

Die Gesellschaft wird aufgelöst wenn nur noch ein alleiniger Gesellschafter existiert oder nicht mehr zumindest ein Komplementär und ein Kommanditist.

Référence de publication: 2015145532/92.

(150159039) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 août 2015.

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**Sopra Steria PSF Luxembourg S.A., Société Anonyme.**

Siège social: L-3364 Leudelange, 2-4, rue du Château d'Eau.

R.C.S. Luxembourg B 100.554.

**Sopra Luxembourg S.A., Société Anonyme.**

Siège social: L-8308 Capellen, 89E, Pafebruch.

R.C.S. Luxembourg B 82.545.

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L'an deux mille quinze, le premier juillet.

Par devant Maître Marc LOESCH, notaire de résidence à Mondorf-les-Bains, Grand-Duché de Luxembourg.

A comparu:

Monsieur Frank Stolz-Page, clerc de notaire, avec adresse professionnelle à Mondorf-les-Bains,

agissant en tant que mandataire de la société SOPRA STERIA PSF LUXEMBOURG S.A., une société anonyme de droit luxembourgeois, établie et ayant son siège social à L-3364 Leudelange, 2-4, rue du Château d'Eau, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 100.554, constituée suivant acte notarié de Maître Paul DECKER, notaire de résidence à Luxembourg-Eich, en date du 30 avril 2004, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 658 du 28 juin 2004, modifié suivant acte notarié de Maître Camille MINES, notaire de résidence à Capellen, en date du 20 février 2014, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1266 du 17 mai 2014, et suivant acte du notaire instrumentant, en date du 11 mai 2015, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1342 du 26 mai 2015 (ci-après la «Société Absorbante»),

en vertu d'une procuration avec pouvoirs de substitution délivrée en date des 7 mai et 29 juin 2015 dans les résolutions circulaires du conseil d'administration de celle-ci.

Lequel comparant, agissant comme dit ci-avant, a déclaré et requis le notaire instrumentant d'acter ce qui suit:

I. Aux termes du projet de fusion reçu par le notaire instrumentant en date du 11 mai 2015, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1342 du 26 mai 2015, la Société Absorbante et

SOPRA LUXEMBOURG S.A., une société anonyme de droit luxembourgeois, établie et ayant son siège social à L-8308 Capellen, 89e, parc d'activités Capellen-Pafebruch, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 82.545, constituée suivant acte notarié de Maître Georges D'HUART, notaire de résidence à Pétange, en date du 1 er juin 2001, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1197 du 19 décembre 2001, modifié suivant acte notarié de Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette, en date du 10 décembre 2013, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 308 du 4 février 2014 (ci-après la «Société Absorbée» et ci-après ensemble avec la Société Absorbante les «Sociétés Fusionnantes»),

ont déclaré vouloir fusionner par absorption de la Société Absorbée par la Société Absorbante.

II. Aucun actionnaire de la Société Absorbante n'a requis la convocation d'une assemblée générale extraordinaire de la Société Absorbante durant le délai d'un mois suite à la publication du projet commun de fusion au Mémorial C, Recueil des Sociétés et Associations, pour se prononcer sur la fusion par absorption de la Société Absorbée, conformément à l'article 279 (1) c) de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (ci-après la «loi»).

III. La fusion prendra effet entre les Sociétés Fusionnantes au 30 juin 2015 (soit à l'expiration d'un délai de plus d'un (1) mois à compter de la publication du projet de fusion au Mémorial C, Recueil des Sociétés et Associations).

IV. La fusion par absorption de la Société Absorbée par la Société Absorbante deviendra effective vis-à-vis des tiers au jour de la publication du présent certificat notarié au Mémorial C, Recueil des Sociétés et Associations.

V. Suite à la fusion, la Société Absorbée est dissoute sans être liquidée et cesse d'exister.

VI. Suite à la fusion par absorption de la Société Absorbée par la Société Absorbante, toutes les actions de la Société Absorbée sont annulées et tous les livres et documents de la Société Absorbée seront conservés pendant la durée légale de cinq (5) ans au siège social de la Société Absorbante à L-3364 Leudelange, 2-4, rue du Château d'Eau.

*Confirmation*

Le notaire instrumentant confirme que toutes les conditions imposées par l'article 279 de la loi ont été respectées.

*Frais*

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société Absorbante ou qui sont mis à sa charge à raison du présent acte sont évalués à environ mille deux cents euros (EUR 1.200).

DONT ACTE, fait et passé à Mondorf-les-Bains, en l'étude du notaire soussigné, à la date indiquée en tête des présentes.

Après lecture du présent acte et interprétation donnée à la personne comparante, connue du notaire par ses nom, prénom, état et demeure, la personne comparante a signé avec Nous notaire le présent acte.

Signé: F. Stolz-Page, M. Loesch.

Enregistré à Grevenmacher A.C., le 7 juillet 2015. GAC/2015/5733. Reçu soixante-quinze euros 75,00 €.

*Le Receveur* (signé): G. SCHLINK.

Pour expédition conforme,

Mondorf-les-Bains, le 31 août 2015.

Référence de publication: 2015146794/60.

(150160332) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 août 2015.

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**Radar S.à r.l., Société à responsabilité limitée.**

Siège social: L-1143 Luxembourg, 24, rue Astrid.

R.C.S. Luxembourg B 165.197.

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*Cession de parts*

Il est porté à la connaissance de qui de droit que l'Associé de La Société, à savoir Benjamin John Andrews ayant son domicile au 65, rue de Steinsel à L-7254 Béreldange (Luxembourg) a cédé la totalité de ses parts sociales qu'il détenait dans La Société, (à savoir 250 parts sociales) à Neuen Frédéric ayant son domicile au 23, rue Emile Metz à 2149 Luxembourg.

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

Luxembourg, le 15 juillet 2015.

*Un mandataire*

Référence de publication: 2015118451/15.

(150127341) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Oceanomare S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 30.000,00.**

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

R.C.S. Luxembourg B 186.053.

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EXTRAIT

L'associé unique de la Société, à savoir COFIRCONT COMPAGNIA FIDUCIARIA - S.p.A., a transféré, en date du 29 mai 2015, les 3,000 parts sociales de catégorie A, 3,000 parts sociales de catégorie B, 3,000 parts sociales de catégorie C, 3,000 parts sociales de catégorie D, 3,000 parts sociales de catégorie E, 3,000 parts sociales de catégorie F, 3,000 parts sociales de catégorie G, 3,000 parts sociales de catégorie H, 3,000 parts sociales de catégorie I, 3,000 parts sociales de catégorie J qu'il détenait dans la Société à:

- SOCIETA' PER AMMINISTRAZIONI FIDUCIARIE, limited public company, dont le siège social se situe Via Filadrommatici 10, 20121 Milan, Italie, immatriculée au Camera di Commercio Milano sous le numéro MI-186864.

Luxembourg, le 15 juillet 2015.

*Pour OCEANOMARE S.À R.L.*

Société à responsabilité limitée

Référence de publication: 2015118376/19.

(150126789) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

**Deka Renaissance de Wagram PropCo. S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 36.294.000,00.**

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

R.C.S. Luxembourg B 154.193.

**Deka Renaissance de Wagram HoldCo. S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 36.356.500,00.**

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

R.C.S. Luxembourg B 154.192.

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COMMON REVERSE MERGER PROPOSAL
(MERGER BY ABSORPTION)

The board of managers of:

(i) Deka Renaissance de Wagram PropCo S. à r.l., a société à responsabilité limitée (private limited liability company), having its registered office at 3, rue des Labours, L-1912 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 154.193 (the "Absorbing Company") and

(ii) Deka Renaissance de Wagram HoldCo S. à r.l., a société à responsabilité limitée (private limited liability company), having its registered office at 3, rue des Labours, L-1912 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 154.192 (the "Absorbed Company", and together with the Absorbing Company being hereinafter referred to as the "Merging Companies"),

have resolved during their respective meeting held on 25 August 2015 to draw up the present common reverse merger proposal, to be further submitted to the respective sole member of the Merging Companies (the "Merger Proposal")

The boards of managers of the Merging Companies propose, under the terms of the Merger Proposal, to carry out a reverse merger (the "Merger") in accordance with articles 257 et seq. of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "Law"), i.e. the Absorbed Company will, following its dissolution without liquidation, transfer by universal succession of title to the Absorbing Company all its assets and liabilities in exchange for the issue to the sole member of the Absorbing Company of corporate units in the acquiring company and a cash payment, if any, not exceeding 10% of the nominal value of the corporate units so issued.

**1. Merger context.** The Merger is proposed by the management of the Merging Companies to ultimately simplify and rationalize the shareholding structure within the Deka group of companies.

**2. Form, corporate denomination, share capital, corporate object, financial year and registered office of the Merging Companies (Article 261 (2) a) of the Law).** The Merging Companies have the form, corporate denominations and registered offices as set out here above.

The Absorbing Company's corporate capital is set at EUR 36,294,000 represented by 362,940 corporate units having a par value of EUR 100.- each.

The Absorbing Company's activity is the acquisition, holding, development, construction, management and maintenance as well as the long term rent out and lease out of the real estate located in 39, avenue de Wagram, F-75017 Paris, France. Short term rent out of e.g. parking space is permitted to a minor extent. The activity includes additionally the purchase of all objects and commercial operations which are necessary to manage the property. The acquisition of additional real estate as far as they do not conduce to the extension of the above mentioned property will not be object of the Absorbing Company. The Absorbing Company will not purchase shares or participations in other companies.

The financial year of the Absorbing Company begins on the first day of April of each year and ends on the last day of March of the following year.

The Absorbed Company's corporate capital is set at EUR 36,356,500 represented by 363,565 corporate units having a par value of EUR 100.- each.

The Absorbed Company's activity is the holding, development, construction, management and maintenance as well as the long term rent out and lease of real estate. Short term rent out of e.g. parking space is permitted in a minor extent. The activity additionally includes the purchase of all objects and commercial operations which are necessary to manage the property. The Absorbed Company is allowed to invest in other companies if these companies have the same kind of activity defined by law or their bylaws, the shareholders of the relevant company fully paid up the subscribed capital and the legal body is a company with limited liability.

The financial year of the Absorbed Company begins on the first day of April of each year and ends on the last day of March of the following year.

As a result of the Merger, the Absorbed Company will be absorbed by the Absorbing Company and will cease to exist without liquidation.

Following the Merger, the Absorbing Company will maintain its legal form as a private limited liability company (société à responsabilité limitée). Its corporate object, denomination and registered office will remain unchanged upon the Merger being effective.

**3. Valuation method, exchange ratio of the corporate units and cash payment (Article 261 (2) b) of the Law).** The Absorbing Company is the fully-owned subsidiary of the Absorbed Company. Both Merging Companies are directly or indirectly controlled by the same entity (joint control). The three managers of the Absorbed Company are also the managers of the Absorbing Company.

The present terms of Merger have been agreed among and drawn-up by the Merging Companies on the basis of the Merging Companies' audited annual accounts as of 31 March 2015 (the "Merger Accounts"). The Merging Companies have agreed that the Merger will be realized using the net book value of the assets and liabilities of the Absorbed Company as reflected in the DRWH Accounts. The net book value is regarded by the management of the Merging Companies as the most appropriate valuation method to assess the value of the Merging Companies. Such position relies on the shareholding relationship between the Merging Companies and the fact that they are under common control. Furthermore, such valuation seems relevant to the extent the Companies will both disappear in a near future and should therefore not be considered as going concerns for the purpose of the Merger valuation method, so that prospective profits in particular should not be considered in this context.

It is proposed that the exchange ratio be calculated in consideration of the net book value of the Companies as reflected in the Merger Accounts.

In order to assess the exchange ratio, the annual accounts of the Absorbing Company as at 31 March 2015 (the "DRWP Accounts") are hereafter summarized and illustrated:

(EUR)

| | |
|---|---|
| Fixed assets | 109,715,652.08 |
| - lands and buildings | 109,708,152.08 |
| Current assets | 13,756,975.32 |
| Total assets | 123,472,627.40 |
| Total equity | 41,638,326.36 |
| - Share capital | 36,294,000 |
| - Reserves | 304,000.23 |
| Profit brought forward | 3,102,486.56 |
| Profit of the year | 1,937,839.57 |
| Non subordinated debts | 80,800,163.84 |
| - amounts owed to credit institutions | 27,500,000 |
| - amounts owed to affiliated entities | 50,547,205.81 |
| Total equity and liabilities | 123,472,627.40 |
| Total charge | 7,634,846.16 |

The net book value per corporate unit of the Absorbing Company is equal to the total equity divided by the number of corporate units. The net book value per corporate unit of the Absorbing Company is equal to EUR 114.73.

In order to assess the exchange ratio, the annual accounts of the Absorbed Company as at 31 March 2015 (the "DRWH Accounts") are hereafter summarized and illustrated:

(EUR)

| | |
|---|---|
| Financial fixed assets | 36,294,000 |
| - Shares in affiliated undertakings | 36,294,000 |
| Current assets | 2,623,333.79 |
| Total assets | 38,917,333.79 |
| Total equity | 38,857,421.45 |
| - Share capital | 36,356,500 |
| - Reserves | 130,919.98 |
| Profit brought forward | 2,407,934.30 |
| Loss of the year | 37,932.83 |
| Total equity and liabilities | 38,917,333.79 |
| Total charge | 41,907.38 |

The net book value per corporate unit of the Absorbed Company is equal to the total of the equity divided by the number of corporate units. The net book value per corporate unit of the Absorbed Company is equal to EUR 106.88.

The Merger will be based on the net book values of the Merging Companies as they result from the DRWP Accounts and the DRWH Accounts and not on their respective fair market values.

It results from the above that the exchange ratio applicable to the Merger will be equal to the net book value per corporate unit of the Absorbed Company divided by the net book value per corporate unit of the Absorbing Company (106.88 / 114.73), i.e. 0.931609 corporate unit of the Absorbed Company for 1 corporate unit of the Absorbing Company.

Therefore Deka Immobilien Investment GmbH, the sole member of the Absorbed Company will be entitled to receive 338,700 corporate units in the Absorbing Company for each corporate unit already owned in the Absorbed Company, to which a merger premium amounting to EUR 4,987,421.45 (corresponding to EUR 38,857,421.45 - EUR 33,870,000) will be attached.

**4. Special Reports.** It is proposed that, as allowed by articles 265 (3) and 266 (5) of the Law, neither a report from the board of managers of the Merging Companies nor a report from an independent auditor on the Merger Proposal or on the contribution in kind to be performed within the Merger (the "Special Reports") be prepared, it being understood that the respective sole member of the Companies shall grant an express waiver to the requirements to draw up the Special Reports for each of the Merging Companies to comply with the Law.

**5. Effects of the Merger.** The Merger will bear the following effects:

(i) the Absorbed Company will transfer all its assets and liabilities by way of universal succession of title to the Absorbing Company and will cease to exist through a dissolution without liquidation procedure;

(ii) the sole member of the Absorbed Company will become the sole member of the Absorbing Company;

(iii) the Absorbing Company will acquire its own corporate units (through the above-mentioned transfer of all assets and liabilities), which will therefore be cancelled;

(iv) in exchange of the cancelled corporate units and in consideration of the contributed assets, the sole member of the Absorbed Company will be entitled to 338,700 new corporate units of the Absorbing Company, having a nominal value of EUR 100 each;

(v) a merger premium of EUR 4,987,421.45 will be allocated to the sole member of the Absorbed Company without any distribution of such premium being carried out as at the date of the Merger;

(vi) the corporate units issued according to (iv) above shall have the rights and obligations set forth in the articles of association of the Absorbing Company; and

(vii) the books and documents of the Absorbed Company shall be kept for five years at the registered office of the Absorbing Company.

Subject to the approval of the general meeting of the sole members of the Absorbing Company as per point 6 below, the corporate capital of the Absorbing Company shall amount to EUR 33,870,000 represented by 338,700 corporate units having a nominal value of EUR 100 each. To the 338,700 new corporate units of the Absorbing Company to be issued in consideration for the transfer of all assets and liabilities of the Absorbed Company will be attached the same rights and obligations as the ones of the existing issued corporate units of the Absorbing Company and they will be registered in the name of the Absorbed Company' sole member upon the Merger Effective Date. No corporate units certificates have been issued in relation to the existing issued corporate units of the Absorbing Company and it is not anticipated that corporate units certificates be issued in relation to the Absorbing Company's new corporate units.

The Merger constituting a transfer of patrimony by universal succession of title, all assets and liabilities (including off balance sheet commitments) will be transferred to the Absorbing Company as they exist on the Merger Effective Date. The booking in the Absorbing Company's accounts of the assets and liabilities transferred will be done in consideration of such assets and liabilities as reflected in the DRWH Accounts. The Absorbing Company will be the owner of the assets and liabilities transferred as from the Merger Effective Date, and will be, as from such date, subrogated in all rights, actions, obligations and commitments of the Absorbed Company.

The Absorbing Company shall take care of all formalities (including filing and publication formalities), required by the Law and more generally necessary or useful to implement and to ensure the effectiveness of the Merger and of the transfer of all assets and liabilities from the Absorbed Company to the Absorbing Company.

If required by the Law or deemed necessary or useful, the Merging Companies shall execute any such agreements or documents as will be required to facilitate the Merger and the transfer of all assets and liabilities from the Absorbed Company to the Absorbing Company.

**6. Resolutions of the sole members of the Merging Companies.** The Merger is conditional upon its approval by the respective sole member of the Merging Companies. The sole member of the Absorbed Company shall approve, before a Luxembourg notary, the Merger at the earliest one (1) month following the publication of the Merger Proposal. The Absorbed Company, as sole member of the Absorbing Company, shall approve, before a Luxembourg notary, the Merger at the earliest one (1) month following the publication of the Merger Proposal.

Both sole member's resolutions shall be recorded in notarial deeds.

**7. Date as from which the Merger will be effective.** The Merger shall be effective between the Merging Companies when all concurring decisions have been taken by each of the Merging Companies, i.e. on the date of holding of the general meeting of each of the Merging Companies approving the Merger (the "Merger Effective Date").

The Merger will be carried out from an accounting and tax point of view with effect on 1 April 2015, using a corporate units exchange ratio of 1 corporate unit of the Absorbing Company for 0.931609 corporate unit of the Absorbed Company, so that the accounting result of all transactions realized from 1 April 2015 until the Merger Effective Date will be exclusively to the benefit or the responsibility of the Absorbing Company, these operations being considered as accomplished by the Absorbing Company as from 1 April 2015 from an accounting and tax standpoint.

The Merger shall have no effect vis à vis third parties until the publication of the notarial deeds mentioned under number 6.

**8. Terms for the cancellation of the corporate units.** The Absorbing Company's treasury corporate units will be cancelled on the date of holding of the general meeting of the Absorbing Company to be held before a notary. As from this date, the sole member of the Absorbed Company will be entitled to participate in any distribution of profits and to attend and vote at any general meeting of the Absorbing Company.

**9. Special Rights and Advantages (Article 261 (2) g) of the Law).** By implementing the Merger, the Absorbing Company and the Absorbed Company do not grant any members' special rights.

No special advantage will be granted to the members of the board of managers or to the independent auditor of the Merging Companies.

**10. Availability of the Merger documentation at the registered offices of the Merging Companies (Article 267 (1) and (3) of the Law).** The following documents will be made available for inspection at the registered office of each of the Merging Companies at least one month before the date of the general meetings called to decide on the Merger Proposal:

1. the Merger Proposal;

2. the audited annual accounts of the Merging Companies for the last three financial years as well as the related managers' reports;

3. the interim accounts of the Merging Companies as of 30 June 2015, prepared for information purposes.

Full or partial copies of the documents above referred may be freely obtained by the sole member of the Merging Companies on request.

**11. Details of the Absorbing Company further to the Merger.**

Corporate denomination: Deka Renaissance de Wagram PropCo S. à r.l.

Corporate capital: EUR 33,870,000

Sole member: Deka Immobilien Investment GmbH, a private limited liability company, Gesellschaft mit beschränkter Haftung, duly organized and existing under the laws of Germany, having its registered office at 1, Taunusanlage, D - 60329 Frankfurft am Main and registered with the companies register of Frankfurt am Main, under number HRB 8633.

Board of managers:

- Paul DIEDERICH, professionally residing at 16, allée Marconi, bâtiment Fiduciaire Continentale S.A., L-2120 Luxembourg;

- Gerd KIEFER, professionally residing at 38, avenue J.F. Kennedy, L-1855 Luxembourg;

- Axel PORTZ, professionally residing at 1, Taunusanlage, D-60329 Frankfurt am Main.

Registered office: 3, rue des Labours, L-1912 Luxembourg Financial year: from 1 April to 31 March Independent auditor: Deloitte S.A. (B 67.895).

**12. Charges and costs.** Any and all charges, duties, fees, costs owing as a result of the Merger shall be borne by the Absorbing Company.

Luxembourg, 25 August 2015.

Deka Renaissance de Wagram PropCo S. à r.l. / Deka Renaissance de Wagram HoldCo S. à r.l.

Represented by: Mr. Paul Diederich / Mr. Axel Portz

*Manager / Manager*

GEMEINSAMER VERSCHMELZUNGSPLAN EINER UMGEKEHRTEN VERSCHMELZUNG
(VERSCHMELZUNG DURCH ABSORPTION)

Die Geschäftsführungen der:

(i) Deka Renaissance de Wagram PropCo S. à r.l., eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), mit Gesellschaftssitz in 3, rue des Labours, L-1912 Luxemburg, eingetragen im Luxemburger Handels- und Gesellschaftsregister (R.C.S. Luxembourg) unter Nummer B 154.193 (die "Absorbierende Gesellschaft") und

(ii) Deka Renaissance de Wagram HoldCo S. à r.l., eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), mit Gesellschaftssitz in 3, rue des Labours, L-1912 Luxemburg, eingetragen im Luxemburger Handels- und Gesellschaftsregister (R.C.S. Luxembourg) unter Nummer B 154.192 (die "Absorbierte Gesellschaft", und gemeinsam mit der Absorbierenden Gesellschaft die "Verschmelzenden Gesellschaften"),

haben im Rahmen ihrer jeweils am 25. August 2015 abgehaltenen Sitzungen beschlossen, den vorliegenden gemeinsamen Verschmelzungsplan einer umgekehrten Verschmelzung aufzustellen, welcher dem jeweiligen Alleingesellschafter der Verschmelzenden Gesellschaften vorzulegen ist (der „Verschmelzungsplan“).

Die Geschäftsführungen der Verschmelzenden Gesellschaften schlagen vor, nach den Bestimmungen des Verschmelzungsplans eine umgekehrte Verschmelzung (die „Verschmelzung“) gemäß Artikel 257 ff. des Luxemburger Gesetzes vom 10. August 1915 über Handelsgesellschaften, in der jeweils gültigen Fassung (das „Gesetz“) durchzuführen, d.h. die Absorbierte Gesellschaft wird nach deren Auflösung ohne Liquidation, im Wege der Gesamtrechtsnachfolge ihr gesamtes Aktiv- und Passivvermögen auf die Absorbierende Gesellschaft übertragen Zug-um-Zug um Ausgabe von Anteilen der Absorbierenden Gesellschaft sowie der Zahlung eines Geldbetrages, welcher der Höhe nach 10% des Nennwerts der auszugebenen Anteile der Absorbierenden Gesellschaft nicht übersteigt, an den Alleingesellschafter der Absorbierten Gesellschaft.

**1. Verschmelzungssachverhalt.** Die Verschmelzung wird durch die Geschäftsführungen der Verschmelzenden Gesellschaften letztendlich zur Vereinfachung und Rationalisierung der Beteiligungsstruktur innerhalb der Deka-Unternehmensgruppe vorgeschlagen.

**2. Rechtsform, Name, Gesellschaftskapital, Gesellschaftszweck, Geschäftsjahr und Gesellschaftssitz der Verschmelzenden Gesellschaften (Artikel 261 (2) a) des Gesetzes).** Die Verschmelzenden Gesellschaften haben oben beschriebene Rechtsform, Firma und Gesellschaftsitz.

Das Gesellschaftskapital der Absorbierenden Gesellschaft beträgt EUR 36.294.000 eingeteilt in 362.940 Geschäftsanteile mit einem Nennwert von je EUR 100.

Gegenstand der Absorbierenden Gesellschaft sind der Erwerb, das Halten, die Entwicklung, Bebauung, Verwaltung, Unterhaltung sowie die langfristige Vermietung bzw. Verpachtung der Immobilie avenue de Wagram, Nr 39, in Paris, F-75017 Frankreich. Kurzfristige Vermietungen sind im untergeordneten Umfang, z.B. Vermietung von Stellplätzen für Fahrzeuge, zulässig. Der Gegenstand der Gesellschaft umfasst auch den Erwerb solcher Gegenstände und solche Geschäfte, die zur Bewirtschaftung der Immobilie erforderlich sind. Der Erwerb weiterer Liegenschaften, soweit diese nicht der Erweiterung der vorgenannten Immobilie dienen, ist nicht Gegenstand der Gesellschaft. Die Gesellschaft erwirbt keine Beteiligung an anderen Gesellschaften.

Das Geschäftsjahr der Absorbierenden Gesellschaft beginnt am ersten April eines jeden Jahres und endet am letzten Tag des Monats März des darauffolgenden Jahres.

Das Gesellschaftskapital der Absorbierten Gesellschaft beträgt EUR 36.356.500 eingeteilt in 363.565 Geschäftsanteile mit einem Nennwert von je EUR 100.

Gegenstand der Gesellschaft sind das Halten, die Entwicklung, Bebauung, Verwaltung, Unterhaltung sowie die langfristige Vermietung bzw. Verpachtung von Immobilien. Kurzfristige Vermietungen sind im untergeordneten Umfang, z.B. Vermietung von Stellplätzen für Fahrzeuge, zulässig. Der Gegenstand der Gesellschaft umfasst auch den Erwerb solcher Gegenstände und solche Geschäfte, die zur Bewirtschaftung der Immobilie erforderlich sind. Die Gesellschaft darf sich an Unternehmen beteiligen, wenn der Geschäftszweck des Unternehmens gesetzlich oder satzungsmäßig auf Geschäfte ausgerichtet ist, welche die Gesellschaft selbst betreiben darf, die Einlagen der Gesellschafter voll eingezahlt sind und eine Haftung der Gesellschaft aus der Beteiligung durch die Rechtsform des Unternehmens beschränkt ist.

Das Geschäftsjahr der Absorbierten Gesellschaft beginnt am ersten April eines jeden Jahres und endet am letzten Tag des Monats März des darauffolgenden Jahres.

Infolge der Verschmelzung wird die Absorbierte Gesellschaft durch die Absorbierende Gesellschaft absorbiert und wird ohne Liquidation erlöschen.

Nach der Verschmelzung wird die Absorbierende Gesellschaft ihre Rechtsform als Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) beibehalten. Ihr Gesellschaftszweck, ihr Name und ihr Gesellschaftssitz werden nach Wirksamwerden der Verschmelzung unverändert bleiben.

**3. Bewertungsmethode, Umtauschverhältnis der Geschäftsanteile und Barzahlung (Artikel 261 (2) b) des Gesetzes).** Die absorbierende Gesellschaft ist die hundertprozentige Tochtergesellschaft der Absorbierten Gesellschaft. Beide Verschmelzende Gesellschaften werden direkt oder indirekt durch dieselbe Gesellschaft kontrolliert (gemeinsame Kontrolle). Die drei Geschäftsführer der Absorbierten Gesellschaften sind gleichzeitig auch Geschäftsführer der Absorbierenden Gesellschaft.

Die vorliegenden Bestimmungen der Verschmelzung wurden von den Verschmelzenden Gesellschaften auf Grundlage der geprüften Jahresabschlüsse der Verschmelzenden Gesellschaften vom 31. März 2015 vereinbart und erstellt (die „Verschmelzungsabschlüsse“). Die Verschmelzenden Gesellschaften haben vereinbart, dass die Verschmelzung auf Grundlage des Nettobuchwertes der Aktiva und Passiva der Absorbierten Gesellschaft, wie in den DRWH Abschlüssen ausgewiesen, erfolgt. Der Nettobuchwert wird durch die Geschäftsführung der Verschmelzenden Gesellschaften als geeignetste Bewertungsmethode zur Bewertung des Wertes der Verschmelzenden Gesellschaften angesehen. Dies ist das bestehende Beteiligungsverhältnis zwischen den Verschmelzenden Gesellschaften und auf die Tatsache zurückzuführen, dass sie unter gemeinsamer Kontrolle stehen. Darüber hinaus, scheint eine solche Bewertung in dem Maße relevant, als beide Gesellschaften in naher Zukunft aufgelöst werden und daher nicht zum Zweck der Verschmelzungsbewertungsmethode als

fortzuführende Unternehmen angesehen werden, so dass insbesondere potentielle Gewinne in diesem Zusammenhang nicht berücksichtigt werden sollen.

Das Umtauschverhältnis soll unter Berücksichtigung des Nettobuchwerts der Gesellschaften, wie in den Verschmelzungsabschlüssen ausgewiesen, berechnet werden.

Zur Festlegung des Umtauschverhältnisses, werden die Jahresabschlüsse der Absorbierenden Gesellschaft zum Stand 31. März 2015 (die „DRWP-Abschlüsse“) wie folgt zusammengefasst und dargestellt:

(EUR)

| | |
|---|---|
| Anlagevermögen | 109,715,652.08 |
| - Grundstücke und Gebäude | 109,708,152.08 |
| Umlaufvermögen | 13,756,975.32 |
| Summe Aktiva | 123,472,627.40 |
| Summe Eigenkapital | 41,638,326.36 |
| - Stammkapital | 36,294,000 |
| - Rücklagen | 304,000.23 |
| Gewinnvortrag | 3,102,486.56 |
| Gewinn des Geschäftsjahres | 1,937,839.57 |
| Nicht nachrangige Verbindlichkeiten | 80,800,163.84 |
| - Verbindlichkeiten gegenüber Kreditinstituten | 27,500,000 |
| - Verbindlichkeiten gegenüber verbundenen Unternehmen | 50,547,205.81 |
| Summe Aktiva und Passiva | 123,472,627.40 |
| Summe Aufwendungen | 7,634,846.16 |

Der Nettobuchwert pro Anteil der Absorbierenden Gesellschaft entspricht der Eigenkapitalsumme dividiert durch die Anzahl der Anteile. Der Nettobuchwert pro Anteil der Absorbierenden Gesellschaft entspricht 114.73.

Zur Festlegung des Umtauschverhältnisses, werden die Jahresabschlüsse der Absorbierten Gesellschaft zum Stand 31. März 2015 (die „DRWH-Abschlüsse“) wie folgt zusammengefasst und dargestellt:

(EUR)

| | |
|---|---|
| Finanzanlagen | 36,294,000 |
| - Anteile an verbundenen Unternehmen | 36,294,000 |
| Umlaufvermögen | 2,623,333.79 |
| Summe Aktiva | 38,917,333.79 |
| Summe Eigenkapital | 38,857,421.45 |
| - Stammkapital l | 36,356,500 |
| - Rücklagen | 130,919.98 |
| Gewinnvortrag | 2,407,934.30 |
| Verlust des Geschäftsjahres | 37,932.83 |
| Summe Aktiva und Passiva | 38,917,333.79 |
| Summe Aufwendungen | 41,907.38 |

Der Nettobuchwert pro Anteil der Absorbierten Gesellschaft entspricht dem Eigenkapitalsumme dividiert durch die Anzahl der Anteile. Der Nettobuchwert pro Anteil der Absorbierten Gesellschaft entspricht 106.88.

Der Verschmelzung werden die Nettobuchwerte der Verschmelzenden Gesellschaften wie sie aus den DRWP-Abschlüssen und DRWH-Abschlüssen hervorgehen, und nicht ihr entsprechender Marktwert zugrunde gelegt.

Hieraus ergibt sich, dass das auf die Verschmelzung anwendbare Umtauschverhältnis dem Nettobuchwert pro Anteil der Absorbierten Gesellschaft, geteilt durch den Nettobuchwert pro Anteil der Absorbierenden Gesellschaft (106.88 / 114.73), d.h. 0.931609 Anteil der Absorbierten Gesellschaft für einen (1) Anteil der Absorbierenden Gesellschaft, entspricht.

Folglich wird die Deka Immobilien Investment GmbH, Alleingesellschafter der Absorbierten Gesellschaft, 338,700 Anteile der Absorbierenden Gesellschaft für jeden Anteil, den diese bereits an der Absorbierten Gesellschaft besitzt, erhalten, der sich eine Verschmelzungsprämie in Höhe von EUR 4,987,421.45 (was EUR 38,857,421.45 - EUR 33,870,000 entspricht) anschließt.

**4. Berichte.** Es wird vorgeschlagen, dass in Anwendung der Artikel 265 (3) und 266 (5) des Gesetzes, weder ein Bericht der Geschäftsführungen der Verschmelzenden Gesellschaften noch ein Bericht des unabhängigen Wirtschaftsprüfers über den Verschmelzungsplan oder über die im Rahmen der Verschmelzung zu erbringenden Sachleinlage (der „Sonderberichte“) erstellt. Es wird davon auszugegangen, dass der betreffende Alleingesellschafter der Gesellschaften gemäß den gesetzlichen Vorschriften ausdrücklich auf die Erstellung der Sonderberichte für die Verschmelzenden Gesellschaften verzichten wird.

**5. Auswirkungen der Verschmelzung.** Die Verschmelzung wird folgende Auswirkungen haben:

(i) die Absorbierte Gesellschaft wird ihr gesamtes Aktiv- und Passivvermögen im Wege der Gesamtrechtsnachfolge an die Absorbierende Gesellschaft übertragen und wird durch Auflösung ohne Liquidation erlöschen;

(ii) der Alleingesellschafter der Absorbierten Gesellschaft wird Alleingesellschafter der Absorbierenden Gesellschaft werden;

(iii) die Absorbierende Gesellschaft wird (durch obengenannte Übertragung aller Aktiva und Passiva) ihre eigenen Anteile erwerben, welche daher sodann eingezogen und annuliert werden;

(iv) im Gegenzug zur Übertragung der zu annullierenden Anteile sowie der eingebrachten Aktiva, wird der Alleingesellschafter der Absorbierten Gesellschaft 338,700 neue Anteile der Absorbierenden Gesellschaft mit einem Nennwert von je EUR 100 erhalten.

(v) der Alleingesellschafter der Absorbierten Gesellschaft erhält eine Verschmelzungsprämie in Höhe von EUR 4,987,421.45, welches ohne eine Ausschüttung am Tag der Verschmelzung ausgezahlt werden wird;

(vi) die gemäß (iv) ausgegebenen Anteile haben die in der Satzung der Absorbierenden Gesellschaft festgelegten Rechte und Pflichten; und

(vii) die Bücher und Unterlagen der Absorbierten Gesellschaft werden für einen Zeitraum von 5 Jahren am eingetragenen Sitz der Absorbierenden Gesellschaft aufbewahrt.

Vorbehaltlich der Zustimmung der Gesellschafterversammlung der Alleingesellschafter der Absorbierenden Gesellschaft gemäß Punkt 6 unten, wird das Gesellschaftskapital der Absorbierenden Gesellschaft EUR 33,870,000, eingeteilt in 338,700 Anteile mit einem Nennwert von je EUR 100 betragen. Den 338,700 neuen Anteilen der Absorbierenden Gesellschaft, welche als Gegenleistung für die Übertragung des gesamten Aktiv- und Passivvermögens der Absorbierten Gesellschaft ausgegeben werden, werden die gleichen Rechte und Pflichten zuteil wie den bereits bestehenden ausgegebenen Anteilen der Absorbierenden Gesellschaft und diese werden auf den Namen des Alleingesellschafters der Absorbierten Gesellschaft zum Datum des Inkrafttretens der Verschmelzung eingetragen. Es wurden bislang keine Anteilszertifikate in Bezug auf die bestehenden ausgegebenen Anteile der Absorbierenden Gesellschaft ausgegeben und es ist nicht vorgesehen, dass Anteilszertifikate in Bezug auf die neuen Anteile der Absorbierenden Gesellschaft ausgegeben werden.

Im Rahmen der Verschmelzung, welche eine Übertragung des Vermögens durch Gesamtrechtsnachfolge beinhaltet, wird das gesamte Aktiv- und Passivvermögen (einschließlich der außerbilanziellen Verbindlichkeiten) in der bestehenden Form zum Datum des Inkrafttretens der Verschmelzung an die Absorbierende Gesellschaft übertragen. Die Buchung des gesamten Aktiv- und Passivvermögens in die Konten der Absorbierenden Gesellschaft erfolgt unter Berücksichtigung des in den DRWH Abschlüssen ausgewiesenen Aktiva und Passiva. Die Absorbierende Gesellschaft wird Eigentümerin des übertragenen Aktiv- und Passivvermögens zum Datum des Inkrafttretens der Verschmelzung und wird ab diesem Zeitpunkt in alle Rechte, Handlungen, Pflichten und Verbindlichkeiten der Absorbierten Gesellschaft eintreten.

Die Absorbierende Gesellschaft wird alle Formalitäten (einschließlich Anmelde- und Veröffentlichungsformalitäten) erledigen, die gesetzlich vorgeschrieben sind und welche für die Umsetzung und Wirksamkeit der Verschmelzung sowie die Übertragung des gesamten Aktiv- und Passivvermögens von der Absorbierten Gesellschaft an die Absorbierende Gesellschaft generell notwendig oder zweckdienlich sind.

Soweit das Gesetz dies erfordert oder es als notwendig oder nützlich erachtet wird, werden die Verschmelzenden Gesellschaften jedwede Verträge oder Dokumente unterzeichnen, die zur Erleichterung der Verschmelzung und der Übertragung des gesamten Aktiv- und Passivvermögens von der Absorbierten Gesellschaft an die Absorbierende Gesellschaft erforderlich sind.

**6. Beschlüsse der Alleingesellschafter der Verschmelzenden Gesellschaften.** Die Verschmelzung steht unter der Bedingung der Genehmigung durch die entsprechenden Alleingesellschafter der Verschmelzenden Gesellschaften. Der Alleingesellschafter der Absorbierten Gesellschaft wird die Verschmelzung, in Gegenwart eines Luxemburger Notars, frühestens einen (1) Monat nach Veröffentlichung des Verschmelzungsplans genehmigen. Die Absorbierte Gesellschaft, in ihrer Funktion als Alleingesellschafterin der Absorbierenden Gesellschaft, wird die Verschmelzung, in Gegenwart eines Luxemburger Notars, frühestens eine (1) Monat nach Veröffentlichung des Verschmelzungsplans genehmigen.

Beide Alleingesellschafterbeschlüsse werden notariell beurkundet.

**7. Zeitpunkt, ab dem die Verschmelzung in Kraft tritt.** Die Verschmelzung tritt zwischen den Verschmelzenden Gesellschaften in Kraft, wenn alle übereinstimmenden Entscheidungen durch beide Verschmelzenden Gesellschaften vorgenommen wurden, d.h. am Tag der Abhaltung der Gesellschafterversammlung beider Verschmelzenden Gesellschaften zur Genehmigung der Verschmelzung (das „Datum des Inkrafttretens der Verschmelzung“).

Die Verschmelzung wird unter buchhalterischen und steuerrechtlichen Gesichtspunkten mit Wirkung zum 1. April 2015, unter Anwendung eines Anteilsumtauschverhältnis von einem (1) Anteil der Absorbierenden Gesellschaft für 0.931609 Anteil der Absorbierten Gesellschaft, durchgeführt, so dass das im Zeitraum vom 1. April 2015 bis zum Datum des Inkrafttretens der Verschmelzung erwirtschaftete Bilanzergebnis aller Transaktionen ausschließlich zum Nutzen oder unter Verantwortung der Absorbierenden Gesellschaft erfolgen. Diese Transaktionen gelten in buchhalterischer und steuerrechtlicher Hinsicht ab dem 1. April 2015 als durch die Absorbierende Gesellschaft erfüllt.

Die Verschmelzung entfaltet gegenüber Dritten bis zur Veröffentlichung der unter Punkt 6 genannten notariellen Urkunden keine Wirkung.

**8. Bestimmungen zur Annullierung der Anteile.** Die Treasury-Anteile der Absorbierenden Gesellschaft werden zum Datum der Abhaltung der Gesellschafterversammlung der Absorbierenden Gesellschaft vor einem Notar annulliert werden. Von diesem Datum an ist der Alleingesellschafter der Absorbierten Gesellschaft berechtigt, an jeder Gewinnausschüttung teilzuhaben und an jeder Gesellschafterversammlung der Absorbierenden Gesellschaft teilzunehmen und abzustimmen.

**9. Besondere Rechte und Vorteile (Artikel 261 (2) g) des Gesetzes).** Durch die Umsetzung der Verschmelzung gewähren die Absorbierende Gesellschaft und die Absorbierte Gesellschaft ihren Gesellschaftern keine besonderen Rechte.

Kein besonderer Vorteil wird den Mitgliedern der Geschäftsführungen oder dem unabhängigen Wirtschaftsprüfer der Verschmelzenden Gesellschaften gewährt.

**10. Verfügbarkeit der Verschmelzungsunterlagen an den Gesellschaftssitzen der Verschmelzenden Gesellschaften (Artikel 267 (1) und (3) des Gesetzes).** Nachfolgende Dokument werden zur Einsichtnahme am Gesellschaftssitz der Verschmelzenden Gesellschaften mindestens einen Monat vor dem Datum der Gesellschafterversammlungen, die über den Verschmelzungsplan entscheiden, zur Verfügung gestellt.

1. der Verschmelzungsplan;

2. die geprüften Jahresabschlüsse der Verschmelzenden Gesellschaften der letzten drei Geschäftsjahre sowie die diesbezüglichen Geschäftsführerberichte;

3. die Zwischenabschlüsse der Verschmelzenden Gesellschaften zum 30. Juni 2015 für Informationszwecke erstellt.

Vollständige oder teilweise Abschriften der oben genannten Unterlagen werden dem Alleingesellschafter der Verschmelzenden Gesellschaften auf Antrag zur Verfügung gestellt.

**11. Einzelheiten zur Absorbierenden Gesellschaft im Anschluss an die Verschmelzung.**

Name der Gesellschaft: Deka Renaissance de Wagram PropCo S. à r.l.

Gesellschaftskapital: EUR 33,870,000

Alleingesellschafter: Deka Immobilien Investment GmbH, eine Gesellschaft mit beschränkter Haftung, ordnungsgemäss gegründet nach den Gesetzen der Bundesrepublik Deutschland, mit satzungsmässigem Gesellschaftssitz in Taunusanlage 1, D-60329 Frankfurt am Main und eingetragen im Handelsregister von Frankfurt am Main unter Nummer HRB 8633.

*Geschäftsführung:*

- Paul DIEDERICH, beruflich ansässig in 16, allée Marconi, Gebäude Fiduciaire Continentale S.A., L-2120 Luxemburg;
- Gerd KIEFER, beruflich ansässig in 38, avenue J.F. Kennedy, L-1855 Luxemburg;
- Axel PORTZ, beruflich ansässig in Taunusanlage1, D-60329 Frankfurt am Main.

Gesellschaftsitz: 3, rue des Labours, L-1912 Luxemburg

Geschäftsjahr: vom 1. April bis 31. März

Unabhängiger Wirtschaftsprüfer: Deloitte S.A. (B 67.895).

**12. Kosten und Gebühren.** Sämtliche Gebühren, Abgaben, Entgelte und Kosten, welche im Hinblick auf die Verschmelzung entstehen, werden von der Absorbierenden Gesellschaft getragen.

Luxemburg, den 25. August 2015.

Deka Renaissance de Wagram PropCo S. à r.l. / Deka Renaissance de Wagram HoldCo S. à r.l.

Vertreten durch: Herr Paul Diederich / Herr Axel Portz

*Geschäftsführer / Geschäftsführer*

Référence de publication: 2015146468/431.

(150160045) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 août 2015.

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**Synapse Mobile Networks S.A., Société Anonyme.**

Siège social: L-2227 Luxembourg, 23, avenue de la Porte Neuve.

R.C.S. Luxembourg B 95.361.

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*Extrait des résolutions prises par l'assemblée générale ordinaire du 17 juin 2015*

Démission de Fiduciaire et Expertises (Luxembourg) S.A., RC Luxembourg B 70 909, 53 Route d'Arlon L-8211 Mamer de son poste de commissaire aux comptes.

Nomination de FGA (Luxembourg) S.A., RC Luxembourg B 61.096, avec siège social à L-8211 Mamer, Route d'Arlon 53 en tant que commissaire aux comptes pour une durée de 6 ans.

Pour extrait sincère et conforme

Référence de publication: 2015118502/13.

(150127062) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

**Sagivi Invest S.A., Société Anonyme.**

**Capital social: EUR 31.000,00.**

Siège social: L-4240 Esch-sur-Alzette, 36, rue Emile Mayrisch.

R.C.S. Luxembourg B 148.927.

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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: 2015118508/10.

(150127413) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**LRP III Luxembourg Holdings S.àr.l., Société à responsabilité limitée.**

**Capital social: EUR 6.574.700,00.**

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.

R.C.S. Luxembourg B 106.147.

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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 juillet 2015.

Michel Martin

*Mandataire*

Référence de publication: 2015118264/12.

(150126793) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Nanfara S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 159.151.

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Référence est faite à l'extrait des résolutions prises par le Conseil d'Administration en date du 3 mars 2015 déposé le 6 mars 2015 sous la référence L150043296 et publié le 14 avril 2015 au Mémorial C n° 1003 sous la référence 2015038077/16.

*Extrait des résolutions prises lors de l'Assemblée générale Statutaire tenue le 21 mai 2015*

1. La cooptation de Madame Sabrina COLANTONIO, employée privée, née le 13 mars 1982 à Thionville (France), résidant professionnellement au 412F route d'Esch, L-2086 Luxembourg est ratifiée. Elle terminera le mandat de son prédécesseur, soit jusqu'à l'Assemblée Générale de Statutaire de l'an 2016.

Luxembourg, le 21 mai 2015.

Certifié conforme et sincère

Référence de publication: 2015118352/15.

(150126977) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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**Petrolog Investments S.A., Société Anonyme.**

Siège social: L-1724 Luxembourg, 43, boulevard du Prince Henri.

R.C.S. Luxembourg B 95.386.

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*Extrait du procès-verbal de la réunion du conseil d'administration tenue le 10/07/2015*

Il résulte du procès-verbal de la réunion du conseil d'administration tenue le 10/07/2015 que:

- DMS & Associés S.à r.l inscrite au Registre de Commerce et des Sociétés à Luxembourg sous le numéro B46477, ayant son siège social au 43, boulevard Prince Henri L-1724 Luxembourg est nommé dépositaire des actions au porteur de la société.

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

Luxembourg, le 10/07/2015.

Signature

*Mandataire*

Référence de publication: 2015118416/16.

(150126771) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 juillet 2015.

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