MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 2495 **15 septembre 2015**

SOMMAIRE

Anton Capital Entertainment, S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 161.727.

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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: 2015079024/9.

(150091698) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Aldgate Lender S.à r.l., Société à responsabilité limitée de titrisation.

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

R.C.S. Luxembourg B 173.685.

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

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

Référence de publication: 2015079003/10.

(150090450) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Arminius Commercial Sàrl, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 129.282.

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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: 2015079032/10.

(150091755) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

ADB Luxembourg S.A., Société Anonyme.

Siège social: L-2520 Luxembourg, 43-45, allée Scheffer.

R.C.S. Luxembourg B 176.823.

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Les comptes annuels pour la période du 1 er janvier 2014 au 31 décembre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Value Partners S.A.

Référence de publication: 2015079050/11.

(150091710) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Blind Brook Global Holdings S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 168.198.

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Le Bilan et l'affectation du résultat au 31 Décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 26 Mai 2015.
Blind Brook Global Holdings S.à r.l.
Patrick van Denzen
Manager

Référence de publication: 2015079131/14.

(150090510) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Baustoff + Metall Luxembourg S. à r.l., Société à responsabilité limitée.

Siège social: L-8287 Kehlen, Zone Industrielle.

R.C.S. Luxembourg B 145.796.

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Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2015079120/9.

(150090524) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Belval 09 Hotel S.A., Société Anonyme.

Siège social: L-5280 Sandweiler, Zone Industrielle Rolach.

R.C.S. Luxembourg B 171.357.

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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.

Mandataire

Référence de publication: 2015079123/10.

(150091492) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Belval 09 Immo S.A., Société Anonyme.

Siège social: L-5280 Sandweiler, Zone Industrielle Rolach.

R.C.S. Luxembourg B 171.360.

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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.

Mandataire

Référence de publication: 2015079124/10.

(150091491) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Bausch & Lomb Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 105.324.937,00.

Siège social: L-1931 Luxembourg, 6, rue Eugène Ruppert.

R.C.S. Luxembourg B 105.591.

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

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

Luxembourg, le 28 mai 2015.

Signature

Un mandataire

Référence de publication: 2015079119/12.

(150091473) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Asia Pacific Performance, Société d'Investissement à Capital Variable.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 50.269.

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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 28 mai 2015.

Pour ASIA PACIFIC PERFORMANCE

BANQUE DEGROOF LUXEMBOURG S.A.

Agent Domiciliataire

Référence de publication: 2015079098/13.

(150091554) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Amphion S.A., Société Anonyme.

Siège social: L-2227 Luxembourg, 11, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 63.982.

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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: 2015079079/10.

(150091578) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

APP Solutions S.à r.l., Société à responsabilité limitée.

Siège social: L-4760 Pétange, 62, route de Luxembourg.

R.C.S. Luxembourg B 128.009.

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Le bilan et l'annexe au bilan 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: 2015079087/10.

(150091747) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

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

Siège social: L-4574 Differdange, 6, rue du Parc Gerlache.

R.C.S. Luxembourg B 91.818.

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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

Mandataire

Référence de publication: 2015079090/11.

(150091679) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

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

Siège social: L-4574 Differdange, 6, rue du Parc Gerlache.

R.C.S. Luxembourg B 91.818.

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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.

Signature

Mandataire

Référence de publication: 2015079091/11.

(150091680) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

BPA Holdings Luxco S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 186.561.

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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 27 mai 2015.

Signature

Un mandataire

Référence de publication: 2015079167/12.

(150091685) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Brederode International S.à r.l., Société à responsabilité limitée.

Siège social: L-1840 Luxembourg, 32, boulevard Joseph II.

R.C.S. Luxembourg B 99.271.

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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: 2015079134/9.

(150091526) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Brederode, Société Anonyme.

Siège social: L-1840 Luxembourg, 32, boulevard Joseph II.

R.C.S. Luxembourg B 174.490.

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Les comptes annuels consolidés 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: 2015079171/10.

(150091593) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Brif Management S.A., Société Anonyme.

Siège social: L-1260 Luxembourg, 5, rue de Bonnevoie.

R.C.S. Luxembourg B 113.694.

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Les comptes annuels au 31 décembre 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.

BRIF MANAGEMENT S.A.

Référence de publication: 2015079174/10.

(150091512) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

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

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

R.C.S. Luxembourg B 80.041.

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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.

Pour Baypower S.à r.l.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2015079144/11.

(150091483) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Blind Brook Global Holdings S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 168.198.

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Le Bilan consolidé au 31 décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg (conforme Art. 314 du loi du 10 août 1915 concernant les sociétés commerciales).

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

Luxembourg, le 26 mai 2015.

Blind Brook Global Holdings S.à r.l.

Patrick van Denzen

Manager

Référence de publication: 2015079132/14.

(150090511) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Aumea Partner s.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 180.716.

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Les comptes annuels au 30 septembre 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: 2015079105/9.

(150091646) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Asia Pearl Enterprises S.A. - SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2227 Luxembourg, 11, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 183.164.

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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: 2015079100/10.

(150091583) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Brif Management S.A., Société Anonyme.

Siège social: L-1260 Luxembourg, 5, rue de Bonnevoie.

R.C.S. Luxembourg B 113.694.

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Les comptes annuels au 31 décembre 2010 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.

BRIF MANAGEMENT S.A.

Référence de publication: 2015079175/10.

(150091520) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Crilux S.A., Société Anonyme.

Siège social: L-4940 Bascharage, 4, ZAE Robert Steichen, rue Laangwiss.

R.C.S. Luxembourg B 41.305.

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Les comptes annuels au 31/12/2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 29/05/2015.

G.T. Experts Comptables S.à r.l.

Luxembourg

Référence de publication: 2015079265/12.

(150091689) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Crédit Agricole Luxembourg Conseil, Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 81.933.

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Le rapport annuel 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 28 mai 2015.

Pour la société

Credit Agricole Luxembourg Conseil

Didier BRISBOIS

Référence de publication: 2015079264/13.

(150090242) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Deutsche Postbank AG Zweigniederlassung Luxemburg, Succursale d'une société de droit étranger.

Adresse de la succursale: L-5365 Munsbach, 18-20, rue Gabriel Lippmann.

R.C.S. Luxembourg B 186.873.

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Der Jahresabschluss der Deutschen Postbank AG für das Geschäftsjahr 2014 vom 26.02.2015, bestehend aus Bilanz, Gewinn- und Verlustrechnung, Anhang und Lagebericht, wurden beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2015079273/11.

(150091484) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Edjar International Inc., Luxembourg Branch, Succursale d'une société de droit étranger.

Adresse de la succursale: L-1463 Luxembourg, 21, rue du Fort Elisabeth.

R.C.S. Luxembourg B 150.145.

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Les comptes consolidés au 31 décembre 2014 de la société mère 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.

Pour EDJAR INTERNATIONAL INC., LUXEMBOURG BRANCH
Un mandataire

Référence de publication: 2015079345/12.

(150090529) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Dussmann Service S.à.r.l., Société à responsabilité limitée.

Siège social: L-6947 Niederanven, 1A, Zone Industrielle Bombicht.

R.C.S. Luxembourg B 16.281.

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

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 19. Mai 2015.
Für den Geschäftsführer
Durch Mandat
Claude GEIBEN

Référence de publication: 2015079279/13.

(150091699) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Eurofins Scientific SE, Société Européenne.

Capital social: EUR 1.520.444,70.

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

R.C.S. Luxembourg B 167.775.

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Les comptes consolidés de l'exercice clos au 31 décembre 2014 de la société EUROFINS SCIENTIFIC SE 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 28 mai 2015.
Pour EUROFINS SCIENTIFIC SE
JEANTETA ASSOCIÉS
AARPI
5, rue ALDRINGEN
L-1118 LUXEMBOURG
Catherine CATHIARD
Un Mandataire / Avocat

Référence de publication: 2015079373/18.

(150091567) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Fast Clean s.à r.l., Société à responsabilité limitée.

Siège social: L-3512 Dudelange, 191, rue de la Libération.

R.C.S. Luxembourg B 170.072.

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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: 2015126191/10.

(150137590) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

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

Siège social: L-4222 Esch-sur-Alzette, 209, rue de Luxembourg.

R.C.S. Luxembourg B 174.934.

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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.

PRODESSE S.à r.l.
19, rue de la Gare
L-3237 BETTEMBOURG
Signature

Référence de publication: 2015126190/13.

(150138454) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

Fiducial Expertise S.A., Société Anonyme.

Siège social: L-1952 Luxembourg, 1-7, rue Nina et Julien Lefèvre.

R.C.S. Luxembourg B 47.269.

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La Société a été constituée suivant acte reçu par Maître Georges d'Huart, notaire de la résidence à Pétange, Grand-Duché de Luxembourg, en date du 25 janvier 1994, publié au Mémorial C, Recueil des Sociétés et Associations n°295 du 4 août 1994.

Les comptes annuels de la Société au 30 septembre 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.

Pour la société
Le Conseil d'administration

Référence de publication: 2015126195/15.

(150138138) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

Gallo NPL S.à r.l., Société à responsabilité limitée.

Capital social: EUR 5.977.840,00.

Siège social: L-1470 Luxembourg, 50, route d'Esch.

R.C.S. Luxembourg B 169.428.

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La Société constate le changement d'adresse de l'associé unique Fonsicar S.A. Sicar avec effet au 15 juin 2015. L'associé siège désormais au 30, Boulevard Royal, L-2449 Luxembourg.

La Société prend également note du changement de résidence de Monsieur Alberto Berdusco gérant de la Société.

Monsieur Alberto Berdusco réside depuis le 05.05.2015 au 20, rue Charles Bernhoeft, L-1240 Luxembourg.

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

GALLO NPL S.à.r.l.
Société à responsabilité limitée
Signatures

Référence de publication: 2015126222/16.

(150137650) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

My Fashion S.à r.l., Société à responsabilité limitée.

Siège social: L-3730 Rumelange, 52, Grand Rue.

R.C.S. Luxembourg B 198.853.

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STATUTS

L'an deux mille quinze, le vingt juillet.

Pardevant Maître Robert SCHUMAN, notaire de résidence à Differdange.

A COMPARU:

Madame Jessica CHRISTNACH, commerçante, née à Esch/Alzette, le 18 mars 1985 (Matricule 1985 0318 16978), demeurant à L-4831 Rodange, 183, route de Longwy.

Laquelle comparante a par les présentes déclaré constituer une société à responsabilité limitée dont elle a arrêté les statuts comme suit:

Art. 1 er . La société prend la dénomination de MY FASHION S.à r.l., société à responsabilité limitée.

Art. 2. Le siège social est fixé à Rumelange.

Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par simple décision du ou des associé(s).

Art. 3. La société a pour objet l'exploitation d'un magasin de vêtements et d'accessoires.

La société peut en outre exercer toutes activités et effectuer toutes opérations ayant un rapport direct et indirect avec son objet social ou susceptibles d'en favoriser sa réalisation.

Art. 4. La société est constituée pour une durée illimitée.

Art. 5. Le capital social de la société est fixé à douze mille cinq cents euro (€12.500.-) divisé en cent (100) parts sociales d'une valeur nominale de cent vingt-cinq euro (€ 125.-) chacune.

Art. 6. Les parts sont librement cessibles entre associés.

Elles ne peuvent être cédées entre vifs à des non-associés que moyennant l'agrément donné en assemblée générale par les autres associés.

En tous cas l'associé ou les associés restant(s) auront un droit de préemption qu'ils devront exercer dans le mois de la proposition de cession.

Art. 7. La société est administrée par un ou plusieurs gérant(s).

L'assemblée générale des associés fixe les pouvoirs du ou des gérant(s).

Art. 8. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne mettent pas fin à la société.

Les créanciers, ayant droit ou héritiers d'un associé ne pourront, pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la société.

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

Art. 10. En cas de dissolution, la société sera dissoute et la liquidation sera faite conformément aux prescriptions légales.

Art. 11. Pour tous les points qui ne sont pas réglementés par les présents statuts, le ou les associé(s) se soumet(tent) à la législation en vigueur.

Disposition transitoire

Par dérogation le premier exercice commence aujourd'hui et finira le trente et un décembre 2015.

Souscription:

Les parts sociales ont été intégralement souscrites et entièrement libérées par Madame Jessica CHRISTNACH, pré-qualifiée.

La libération du capital social a été faite par un versement en espèces de sorte que le somme de douze mille cinq cents euro (€ 12.500.-) se trouve à la libre disposition de la société ainsi qu'il en est justifié au notaire instrumentant, qui le constate expressément.

Évaluation des frais.

Les parties ont évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution à € 1.100.-.

Assemblée générale extraordinaire.

Et à l'instant même, l'associée unique a pris, en assemblée générale extraordinaire, les résolutions suivantes:

1.- Le nombre des gérants est fixé à un (1).

2.- Est nommée gérante unique de la société pour une durée indéterminée:

Madame Jessica CHRISTNACH, commerçante, née à Esch/Alzette, le 18 mars 1985 (Matricule 1985 0318 16978), demeurant à L-4831 Rodange, 183, route de Longwy.

3.- La société est valablement engagée par la signature individuelle de sa gérante unique.

4.- L'adresse du siège social est fixée à L-3730 Rumelange, 52, Grand'Rue.

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

Et après lecture faite et interprétation donnée au comparant, connu du notaire instrumentant par nom, prénom usuel, état ou demeure, il a signé le présent acte avec Nous Notaire.

Signé: Christnach, Schuman.

Enregistré à Esch/Alzette Actes Civils, le 27 juillet 2015. Relation: EAC / 2015 / 17490. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni.

POUR EXPEDITION CONFORME, délivrée à la société sur demande pour servir à des fins de dépôt au Registre de Commerce et des Sociétés de et à Luxembourg.

Differdange, le 29 juillet 2015.

Référence de publication: 2015126575/67.

(150138797) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

Ophelia Investment S.à r.l., Société à responsabilité limitée.

Capital social: EUR 40.855.000,00.

Siège social: L-1331 Luxembourg, 21, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 189.477.

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

Before us, Maître Henri BECK, notary residing in Echternach, Grand Duchy of Luxembourg.

There appeared:

Pan European Value Added Venture S.C.A., a partnership limited by shares (société en commandite par actions) organized and existing under the laws of Luxembourg, having its registered office at 21, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 186.543, represented by its general partner, Pan European Value Added Venture General Partner S.A.,

here represented by Peggy Simon, private employee, with professional address at L-6475 Echternach, 9, Rabatt, by virtue of a power of attorney given under private seal on 15 July 2015.

Said proxy, after having been signed ne varietur by the proxyholder acting on behalf of the appearing party and the undersigned notary, shall remain attached to the present deed for the purpose of registration.

The appearing party, represented as stated hereabove, has requested the undersigned notary to record the following:

I. the appearing party is the sole shareholder (the "Sole Shareholder") of Ophelia Investment S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and organised under the laws of the Grand Duchy of Luxembourg, having its registered office at 21, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 189.477, having a share capital of forty million eight hundred thousand euro (EUR 40,800,000.-) and incorporated on 1 st August 2014 pursuant to a deed of Maître Henri Beck, notary residing in Echternach, Grand Duchy of Luxembourg, published in the Luxembourg Mémorial C, Recueil des Sociétés et Associations under number 2872 (the "Company"). The articles of association of the Company (the "Articles") have been amended for the last time on 27 April 2015 pursuant to a deed of Maître Henri Beck, notary residing in Echternach, Grand Duchy of Luxembourg, published in the Luxembourg Mémorial C, Recueil des Sociétés et Associations under number 1606.

II. the Sole Shareholder has taken the following resolutions:

First resolution

The Sole Shareholder resolves to increase the share capital of the Company by an amount of fifty-five thousand euro (EUR 55,000.-) in order to bring it from its present amount of forty million eight hundred thousand euro (EUR 40,800,000.-) represented by forty million eight hundred thousand (40,800,000) shares in registered form, having a par value of one euro (EUR 1.-) each, to forty million eight hundred fifty-five thousand euro (EUR 40,855,000.-) by way of the issuance of fifty-five thousand (55,000) new shares with a par value of one euro (EUR 1.-) each, having the same rights, obligations and features as the existing shares (the "New Shares").

Second resolution

The Sole Shareholder resolves to accept and record the following subscription to and full payment of the share capital increase as follows:

Subscription - Payment

Thereupon, the Sole Shareholder, prenamed and represented as stated above, declares that it subscribes to fifty-five thousand (55,000) New Shares with a par value of one euro (EUR 1,-) each, and fully pays them up by way of a contribution in cash of five hundred fifty thousand euro (EUR 550,000.-) composed by (i) fifty-five thousand euro (EUR 55,000.-) of share capital and (ii) four hundred ninety-five thousand euro (EUR 495,000.-) of share premium.

The amount of five hundred fifty thousand euro (EUR 550,000.-) is at the Company's disposal and evidence of such amount has been given to the undersigned notary, who expressly acknowledges it.

Third resolution

As a consequence of the preceding resolutions, the Sole Shareholder resolves to amend article 6, first paragraph of the Articles, so that it shall henceforth read as follows:

"The share capital of the company is set at forty million eight hundred fifty-five thousand euro (EUR 40,855,000.-), represented by forty million eight hundred fifty-five thousand (40,855,000) shares with a nominal value of one euro (EUR 1.-) each".

Fourth resolution

The Sole Shareholder resolves to amend the shareholders' register of the Company in order to reflect the above changes with power and authority given to any manager of the Company, acting individually, with full power of substitution, to proceed on behalf of the Company to effect the registration of the newly issued ordinary shares in the shareholders' register of the Company.

Declaration

The undersigned notary, who understands and speaks English, states that on request of the above appearing party, the present deed is worded in English, followed by a French version, at the request of the same appearing party, in case of discrepancies between the English and the French texts, the English version shall prevail.

Whereof the present notarial deed is drawn in Echternach, on the year and day first above written.

The document having been read to the proxyholder of the appearing party, the proxyholder of the appearing party signed together with us, the notary, the present original deed.

Suit la version française du texte qui précède

L'an deux mille quinze, le dix-septième jour du mois de juillet.

Par devant nous, Maître Henri BECK, notaire de résidence à Echternach, Grand-Duché de Luxembourg.

A comparu:

Pan European Value Added Venture S.C.A., une société en commandite par actions de droit luxembourgeois, dont le siège social est situé au 21, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg et immatriculée au registre de commerce et des sociétés de Luxembourg sous le numéro B 186.543, représenté par son gérant commandité, Pan European Value Added Venture General Partner S.A.,

ici représentée par Peggy Simon, employée privée, résidant professionnellement à L-6475 Echternach, 9, Rabatt, en vertu d'une procuration donnée sous seing privé le 15 juillet 2015.

Ladite procuration, après avoir été signée ne varietur par le mandataire agissant pour le compte de la partie comparante et le notaire instrumentant, restera annexe au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

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

I. la partie comparante est l'associé unique (l'«Associé Unique») de Ophelia Investment S.à r.l., une société à responsabilité limitée de droit luxembourgeois, dont le siège social est situé au 21, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, immatriculée auprès du registre de commerce et des sociétés de Luxembourg sous le numéro B 189.477, ayant un capital social s'élevant à quarante million huit cent mille euros (EUR 40.800.000,-) et constituée le 1 er août 2014 suivant acte de Maître Henri Beck, notaire de résidence à Echternach, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations de Luxembourg sous le numéro 2872 (la «Société»). Les statuts de la Société (les «Statuts») ont été modifiés pour la dernière fois le 27 avril 2015 suivant acte de Maître Henri Beck, notaire de résidence à Echternach, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations de Luxembourg sous le numéro 1606.

II. L'Associé Unique a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société d'un montant de cinquante-cinq mille euro (EUR 55.000,-) afin de le porter de son montant actuel de quarante millions huit cent mille euro (EUR 40.800.000,-) représenté par quarante million huit cent mille (40.800.000) parts sociales sous forme nominative, d'une valeur nominale d'un euro (EUR 1,-) chacune, à un montant de quarante millions huit cent cinquante-cinq mille euro (EUR 40.855.000,-) par l'émission de cinquante-cinq mille (55.000) nouvelles parts sociales, ayant une valeur nominale d'un euro (EUR 1,-) chacune et disposant des mêmes droits, obligations et caractéristiques que les parts sociales existantes (les «Nouvelles Parts Sociales»).

Deuxième résolution

L'Associé Unique décide d'accepter et d'enregistrer la souscription suivante et la libération intégrale de l'augmentation du capital social comme suit:

Souscription - Libération

Sur ces faits, l'Associé Unique, prénommé et représenté comme indiqué ci-dessus, déclare souscrire aux cinquante-cinq mille (55.000) Nouvelles Parts Sociales ayant une valeur nominale d'un euro (EUR 1,-) chacune, et les libérer entièrement par un apport en numéraire d'un montant de cinq cent cinquante mille euro (EUR 550.000,-) composé de cinquante-cinq mille euro (EUR 55.000,-) de capital et quatre-cent quatre-vingt-quinze mille euros (EUR 495.000,-) de prime d'émission.

Le montant de cinq cent cinquante mille euro (EUR 550.000,-) est à la disposition de la Société, preuve en ayant été apportée au notaire instrumentant, qui le reconnaît expressément.

Troisième résolution

En conséquence des résolutions précédentes, l'Associé Unique décide de modifier l'article 6, premier paragraphe des Statuts, qui aura désormais la teneur suivante:

«Le capital social est fixé à quarante millions huit cent cinquante-cinq mille euro (EUR 40.855.000,-) représenté par quarante millions huit cent cinquante-cinq mille (40.855.000) parts sociales ayant une valeur nominale d'un euro (EUR 1,-) chacune.»

Quatrième résolution

L'Associé Unique décide de modifier le registre des associés de la Société afin d'y faire figurer les modifications qui précèdent et donne pouvoir et autorité à tout gérant de la Société, agissant individuellement, avec plein pouvoir de substitution, pour procéder pour le compte de la Société à l'enregistrement des parts sociales ordinaires nouvellement émises dans le registre des associés de la Société.

Déclaration

Le notaire soussigné, qui a personnellement connaissance de la langue anglaise, déclare que le mandataire de la partie comparante l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

Dont acte, fait et passé à Echternach, Grand-Duché de Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire de la partie comparante, celui-ci a signé le présent acte avec le notaire.

Signé: P. SIMON, Henri BECK.

Enregistré à Grevenmacher Actes Civils, le 22 juillet 2015. Relation: GAC/2015/6309. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 27 juillet 2015.

Référence de publication: 2015127636/131.

(150137165) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

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

Siège social: L-8437 Steinfort, 60, rue de Koerich.

R.C.S. Luxembourg B 139.582.

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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: 2015079710/9.

(150091538) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Apollo Emerging MArkets Debt (Lux) S.à r.l., Société à responsabilité limitée,
(anc. Apollo Emerging Markets Absolute Return (Lux) S.à r.l.).

Capital social: USD 20.000,00.

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

R.C.S. Luxembourg B 185.911.

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In the year two thousand and fifteen, on the twenty-third day of July.

before Maître Henri BECK, notary residing in Echternach, Grand Duchy of Luxembourg,

was held

an extraordinary general meeting (the Meeting) of the sole shareholder of Apollo Emerging Markets Absolute Return (Lux) S.à r.l., a private limited liability company (société à responsabilité limitée) duly organised and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 44, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, with a share capital of USD 20,000 and registered with the Luxembourg Register of Commerce and Companies under number B 185911 (the Company).

The Company has been incorporated on 28 March 2014 pursuant to a deed of Maître Joseph Elvinger, notary then residing in Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations, number 1497 on 11 June 2014. The articles of association of the Company (the Articles) have not been amended since its incorporation.

THERE APPEARED:

Apollo Emerging Markets Debt Holdings (Lux) S.à r.l., a private limited liability company (société à responsabilité limitée) duly organised and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 44, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, with a share capital of USD 25,000 and registered with the Luxembourg Register of Commerce and Companies under number B 185848 (the Sole Shareholder),

hereby represented by Peggy Simon, employee, residing professionally in L-6475 Echternach, 9, Rabatt, by virtue of a power of attorney given under private seal,

such power of attorney, after having been signed ne varietur by the proxyholder acting on behalf of the appearing party and the undersigned notary, shall remain attached to this deed for the purpose of registration.

The Sole Shareholder, represented as stated above, has requested the undersigned notary to record the following:

I. That the Sole Shareholder holds all the shares in the share capital of the Company;

II. That the agenda of the Meeting is worded as follows:

1. Change of the name of the Company from "Apollo Emerging Markets Absolute Return (Lux) S.à r.l." to "Apollo Emerging Markets Debt (Lux) S.à r.l." and amendment of article 1 of the articles of association of the Company as follows:

"The name of the Company is "Apollo Emerging Markets Debt (Lux) S.à r.l." (the Company). The Company is a private limited liability company (société à responsabilité limitée) governed by the laws of the Grand Duchy of Luxembourg, in particular the law of August 10, 1915 on commercial companies, as amended (the Law), and these articles of incorporation (the Articles)."

2. Miscellaneous.

III. That the Sole Shareholder has taken the following resolution:

First resolution

The Sole Shareholder resolves to change the name of the Company from "Apollo Emerging Markets Absolute Return (Lux) S.à r.l." to "Apollo Emerging Markets Debt (Lux) S.à r.l." and to amend article 1 of the articles of association of the Company as follows:

" **Art. 1. Name.** The name of the Company is "Apollo Emerging Markets Debt (Lux) S.à r.l." (the Company). The Company is a private limited liability company (société à responsabilité limitée) governed by the laws of the Grand Duchy of Luxembourg, in particular the law of August 10, 1915 on commercial companies, as amended (the Law), and these articles of incorporation (the Articles)."

Declaration

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

Whereof, the present notarial deed is drawn in Echternach, on the year and day first above written.

The document having been read to the proxyholder of the appearing party, the proxyholder of the appearing party signed together with, the notary, the present original deed.

Suit la version française du texte qui précède:

L'an deux mille quinze, le vingt-troisième jour du mois de juillet,

par devant Maître Henri BECK, notaire de résidence à Echternach, Grand-Duché de Luxembourg,

s'est tenue

une assemblée générale extraordinaire (l'Assemblée) de l'associé unique de Apollo Emerging Markets Absolute Return (Lux) S.à r.l., une société à responsabilité limitée dûment constituée et régie selon les lois du Grand-Duché de Luxembourg, dont le siège social est établi au 44, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg, disposant d'un capital social de USD 20.000 et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 185911 (la Société).

La Société a été constituée le 28 mars 2014 suivant un acte de Maître Joseph Elvinger, notaire alors de résidence à Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1497 le 11 juin 2014. Les statuts de la Société (les Statuts) n'ont pas été modifiés depuis sa constitution.

A COMPARU:

Apollo Emerging Markets Debt Holdings (Lux) S.à r.l., une société à responsabilité limitée dûment constituée et régie selon les lois du Grand-Duché de Luxembourg, dont le siège social est établi au 44, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg, disposant d'un capital social de USD 25.000 et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 185848 (l'Associé Unique),

dûment représenté par Peggy Simon, employée, de résidence professionnelle à L-6475 Echternach, 9, Rabatt, en vertu d'une procuration donnée sous seing privé, ladite procuration, après avoir été signée ne varietur par le mandataire agissant pour le compte de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour le besoin de l'enregistrement.

L'Associé Unique, représenté comme indiqué ci-dessus, a requis le notaire instrumentant d'acter ce qui suit:

I. Que l'Associé Unique détient toutes les parts sociales dans le capital social de la Société;

II. Que l'ordre du jour de l'Assemblée est libellé comme suit:

1. Modification de la dénomination de la Société de «Apollo Emerging Markets Absolute Return (Lux) S.à r.l.» à «Apollo Emerging Markets Debt (Lux) S.à r.l.» et modification subséquente de l'article 1 des statuts de la Société comme suit:

"Le nom de la société est «Apollo Emerging Markets Debt (Lux) S.à r.l.» (la Société). La Société est une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), ainsi que par les présents statuts (les Statuts)."

2. Divers.

III. Que l'Associé Unique a pris la résolution suivante:

Première résolution

L'Associé Unique décide de modifier la dénomination de la Société de «Apollo Emerging Markets Absolute Return (Lux) S.à r.l.» à «Apollo Emerging Markets Debt (Lux) S.à r.l.» et de modifier subséquemment l'article 1 des statuts de la Société comme suit:

« **Art. 1 er . Dénomination.** Le nom de la société est «Apollo Emerging Markets Debt (Lux) S.à r.l.» (la Société). La Société est une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), ainsi que par les présents statuts (les Statuts)."

Déclaration

Le notaire soussigné, qui comprend et parle anglais, déclare qu'à la demande de la partie comparante ci-dessus, le présent acte est rédigé en anglais suivi d'une version française et, en cas de divergences entre les textes anglais et français, la version anglaise fera foi.

Dont acte, fait et passé à Echternach, date qu'en tête des présentes.

Le document ayant été lu au mandataire de la partie comparante, elle a signé avec nous, le notaire, le présent acte original.

Signé: P. SIMON, Henri BECK.

Enregistré à Grevenmacher Actes Civils, le 24 juillet 2015. Relation: GAC/2015/6412. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 29 juillet 2015.

Référence de publication: 2015128932/105.

(150139929) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

Aviatec Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 198.879.

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STATUTES

In the year two thousand fifteen, on the fifteenth of July;

Before Us Me Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned;

THERE APPEARED:

The public limited company governed by the laws of Belize "Fiduciaire Internationale S.A.", established and having its registered office in Belize City, 60 Marquet Square (Belize), registered with the Registrar of International Business Companies of Belize under number 51975,

here represented by Mr. Patrick MEUNIER, economic counsel, residing professionally in L-2449 Luxembourg, 25B, boulevard Royal, (the "Proxy-holder"), by virtue of a proxy given under private seal; such proxy, after having been signed "ne varietur" by the proxy-holder and the officiating notary, will remain attached to the present deed in order to be recorded with it.

Such appearing party, represented as said before, has requested the officiating notary to document the deed of incorporation of a public limited company ("société anonyme") which it deems to incorporate herewith and the articles of association of which are established as follows:

I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is "AVIATEC HOLDING S.A." (the Company). The Company is a public company limited by shares (société anonyme) governed by the laws of the Grand Duchy of Luxembourg and, in particular, the law of August 10, 1915, on commercial companies, as amended (the Law), and these articles of incorporation (the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in Luxembourg City, Grand Duchy of Luxembourg. It may be transferred within the municipality by a resolution of the board of directors (the Board) The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the general meeting of shareholders (the General Meeting), acting in accordance with the conditions prescribed for the amendment of the Articles.

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

Art. 3. Corporate object.

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

3.2. The Company may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. The Company may lend funds including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. The Company may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over all or some of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated activities of the financial sector without having obtained the required authorisation.

3.3. The Company may use any techniques and instruments to efficiently manage its investments and to protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

3.4. The Company may, on an ancillary basis, carry out trading activities related to agricultural products, act as purchasing office for tierce entities/persons, provide related advices and carry out ship brokerage services.

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

Art. 4. Duration.

4.1. The Company is formed for an unlimited duration.

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

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital is set at forty thousand Euros (40,000.- EUR), represented by forty thousand (40,000) shares in registered form, having a par value of one Euro (1.- EUR) each, divided into:

- thirty-one thousand (31,000) class A shares (the Class A Shares), all subscribed and fully paid up;
- one thousand (1,000) class B shares (the Class B Shares), all subscribed and fully paid up;
- one thousand (1,000) class C shares (the Class C Shares), all subscribed and fully paid up;
- one thousand (1,000) class D shares (the Class D Shares), all subscribed and fully paid up;
- one thousand (1,000) class E shares (the Class E Shares), all subscribed and fully paid up;
- one thousand (1,000) class F shares (the Class F Shares), all subscribed and fully paid up;
- one thousand (1,000) class G shares (the Class G Shares), all subscribed and fully paid up;
- one thousand (1,000) class H shares (the Class H Shares), all subscribed and fully paid up;
- one thousand (1,000) class I shares (the Class I Shares), all subscribed and fully paid up;
- one thousand (1,000) class J shares (the Class J Shares), all subscribed and fully paid up.

The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by the Articles or by the Law.

5.2. The share capital may be increased or decreased in one or several times by a resolution of the General Meeting acting in accordance with the conditions prescribed for the amendment of the Articles.

Art. 6. Shares.

6.1. The shares are and will remain in registered form (actions nominatives).

6.2. A register of shares is kept at the registered office and may be examined by each shareholder upon request.

6.3. A share transfer is carried out by entering in the register of shares, a declaration of transfer, duly dated and signed by the transferor and the transferee or by their authorised representatives and following a notification to, or acceptance by, the Company, in accordance with article 1690 of the Civil Code. The Company may also accept as evidence of a share transfer other documents recording the agreement between the transferor and the transferee.

6.4. The shares are indivisible and the Company recognises only one (1) owner per share.

6.5. The share capital of the Company may be reduced through the repurchase and cancellation of one or more entire classes of shares except the Class A Shares which cannot be cancelled nor repurchased. In the case of repurchase and cancellation of classes of shares, such cancellations and repurchases of shares shall be made in the following order:

i) Class J Shares;

ii) Class I Shares;

iii) Class H Shares;

iv) Class G Shares;

v) Class F Shares;

vi) Class E Shares;

vii) Class D Shares;

viii) Class C Shares; and

ix) Class B Shares.

6.6. The Company may redeem its own shares within the limits set forth by the Law.

6.7. In the event of a reduction of share capital through the repurchase and the cancellation of any class of shares (in the order provided for above), each class of shares entitles the holder(s) thereof (prorata to its/their holding in such class of shares) to such portion of the Total Cancellation Amount as determined by the Board or the sole director (as the case may be) and approved by the General Meeting, and the holder(s) of the shares of the repurchased and cancelled class of shares shall receive from the Company an amount equal to the Cancellation Value Per Shares for each share held by them and cancelled.

6.8. For the purpose of this article 6, the following terms shall have the meaning as ascribed to them below:

(i) Available Amount shall mean the total amount of net profits of the Company (including carried forward profits) attributed to the repurchased and cancelled class of shares according to the article 14.3 of the Articles, increased by (i) any freely distributable reserves (ii) as the case may be by the amount of the share capital reduction and legal reserve reduction relating to the class of shares to be redeemed/cancelled but reduced by (i) any losses (included carried forward losses), and

(ii) any sums to be placed into reserve(s) pursuant to the requirements of the Law or of the Articles, each time as set out in the relevant interim accounts (without for the avoidance of doubt, any double counting) so that:

AA = (NP + P + CR) - (L + LR)

Whereby:

AA = Available Amount

NP = Net profits (including carried forward profits)

P = Any freely distributable reserves

CR = The amount of the share capital reduction and legal reserve reduction relating to the class of shares to be cancelled

L = Losses (including carried forward losses)

LR = Any sums to be placed into reserve(s) pursuant to the requirements of the Law or of the Articles.

(ii) Interim Accounts means the interim accounts of the Company as at the relevant Interim Account Date;

(iii) Interim Account Date means the date no earlier than eight (8) days before the date of the repurchase and cancellation of the relevant class of shares;

(iv) Cancellation Value Per Share shall be calculated by dividing the Total Cancellation Amount to be applied to the class of shares to be repurchased and cancelled by the number of shares in issue in such class of shares; and

(v) Total Cancellation Amount shall mean the amount determined by the Board or the sole director (as the case may be) and approved by the General Meeting on the basis of the Interim Accounts. The Total Cancellation Amount shall be the entire Available Amount at the time of the cancellation of the relevant class of shares unless otherwise resolved by the General Meeting in the manner provided for an amendment of the Articles provided however that the Total Cancellation Amount shall never be higher than such Available Amount.

III. Management - Representation

Art. 7. Board of directors.

7.1. Composition of the board of directors

(i) The Company is managed by a board of directors (the Board) composed of at least three (3) members, who need not be shareholders.

(ii) The General Meeting appoints the director(s) and determines their number, remuneration and the term of their office. Directors cannot be appointed for more than six (6) years and are re-eligible.

(iii) Directors may be removed at any time (with or without cause) by a resolution of the General Meeting.

(iv) If a legal entity is appointed as a director, it must appoint a permanent representative who represents such entity in its duties as a director. The permanent representative is subject to the same rules and incurs the same liabilities as if it had exercised its functions in its own name and on its own behalf, without prejudice to the joint and several liability of the legal entity which it represents.

(v) Should the permanent representative be unable to perform its duties, the legal entity must immediately appoint another permanent representative.

(vi) If the office of a director becomes vacant, the majority of the remaining directors may fill the vacancy on a provisional basis until the final appointment is made by the next General Meeting.

7.2. Powers of the board of directors

(i) All powers not expressly reserved to the shareholder(s) by the Law or the Articles fall within the competence of the Board, who has all powers to carry out and approve all acts and operations consistent with the corporate object.

(ii) Special and limited powers may be delegated for specific matters to one or more agents by the Board.

(iii) The Board is authorised to delegate the day-to-day management and the power to represent the Company in this respect, to one or more directors, officers, managers or other agents, whether shareholders or not, acting either individually or jointly. If the day-to-day management is delegated to one or several directors, the Board must report to the annual General Meeting any salary, fees and/or any other advantages granted to such director(s) during the relevant financial year.

7.3. Procedure

(i) The Board must appoint a chairman among its members and may choose a secretary, who need not be a director, and who shall be responsible for keeping the minutes of the meetings of the Board and of the General Meetings.

(ii) The Board meets upon the request of the chairman or any two (2) directors, at the place indicated in the notice which is in Luxembourg.

(iii) Written notice of any meeting of the Board is given to all directors at least twenty-four (24) hours in advance, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iv) No notice is required if all members of the Board are present or represented and if they state to have full knowledge of the agenda of the meeting. Notice of a meeting may also be waived by a director, either before or after a meeting. Separate written notices are not required for meetings that are held at times and places indicated in a schedule previously adopted by the Board.

(v) A director may grant a power of attorney to any other director in order to be represented at any meeting of the Board.

(vi) The Board can validly deliberate and act only if a majority of its members is present or represented. Resolutions of the Board are validly taken by a majority of the votes of the directors present or represented. The chairman has a casting vote in the event of tie. The resolutions of the Board are recorded in minutes signed by the chairman or all the directors present or represented at the meeting or by the secretary (if any).

(vii) Any director may participate in any meeting of the Board by telephone or video conference initiated from Luxembourg or by any other means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation by these means is deemed equivalent to a participation in person at a meeting duly convened and held.

(viii) Circular resolutions signed by all the directors are valid and binding as if passed at a Board meeting duly convened and held and bear the date of the last signature.

(ix) Any director having an interest conflicting with that of the Company in a transaction carried out otherwise than under normal conditions in the ordinary course of business, must advise the Board thereof and cause a record of his statement to be mentioned in the minutes of the meeting. The director concerned may not take part in these deliberations. A special report on the relevant transaction(s) is submitted to the shareholders before any vote, at the next General Meeting.

7.4. Representation

(i) The Company is bound towards third parties in all matters by the joint signature of any two (2) directors.

(ii) The Company is also bound towards third parties by the joint or single signature of any persons to whom special signatory powers have been delegated by (i) any two directors, or by (ii) the Board.

Art. 8. Sole director.

8.1. Where the number of shareholders is reduced to one (1), the Company may be managed by a sole director until the ordinary General Meeting following the introduction of an additional shareholder. In such case, any reference in the Articles to the Board or the directors is to be read as a reference to such sole director, as appropriate.

8.2. The transactions entered into by the Company may be recorded in minutes and, unless carried out under normal conditions in the ordinary course of business, must be so recorded when entered with its sole director having a conflicting interest.

8.3 The Company is bound towards third parties by the signature of the sole director or by the joint or single signature of any persons to whom special signatory powers have been delegated by the sole director.

Art. 9. Liability of the directors.

9.1. The directors may not, by reason of their mandate, be held personally liable for any commitments validly made by them in the name of the Company, provided such commitments comply with the Articles and the Law.

IV. Shareholder(s)

Art. 10. General meetings of shareholders.

10.1. Powers and voting rights

(i) Resolutions of the shareholders are adopted at general meetings of shareholders (the General Meeting). The General Meeting has the broadest powers to adopt and ratify all acts and operations consistent with the corporate object.

(ii) Each share entitles to one (1) vote.

10.2. Notices, quorum, majority and voting proceedings

(i) General Meetings are held at such place and time as specified in the notices.

(ii) If all the shareholders are present or represented and consider themselves as duly convened and informed of the agenda of the meeting, the General Meeting may be held without prior notice.

(iii) A shareholder may grant a written power of attorney to another person (who need not be a shareholder) in order to be represented at any General Meeting.

(iv) Each shareholder may participate in any General Meeting by telephone or video conference initiated from Luxembourg or by any other similar means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation in a meeting by these means is deemed equivalent to a participation in person at such meeting.

(v) Resolutions of the General Meeting are passed by a simple majority of the votes cast, regardless of the proportion of the share capital represented.

(vi) The extraordinary General Meeting may amend the Articles only if at least one-half of the share capital is represented and the agenda indicates the proposed amendments to the Articles as well as the text of any proposed amendments to the object or form of the Company. If this quorum is not reached, a second General Meeting may be convened by means of notices published twice, at fifteen (15) days interval at least and fifteen (15) days before the meeting in the Mémorial and in two Luxembourg newspapers. Such notices reproduce the agenda of the General Meeting and indicate the date and results of the previous General Meeting. The second General Meeting deliberates validly regardless of the proportion of the capital represented. At both General Meeting, resolutions must be adopted by at least two-thirds of the votes cast.

(vii) Any change in the nationality of the Company and any increase of a shareholder's commitment in the Company require the unanimous consent of the shareholders and bondholders (if any).

Art. 11. Sole shareholder.

11.1 Where the number of shareholders is reduced to one (1), the sole shareholder exercises all powers conferred by the Law to the General Meeting.

11.2. Any reference in the Articles to the General Meeting is to be read as a reference to such sole shareholder, as appropriate.

11.3. The resolutions of the sole shareholder are recorded in minutes.

V. Annual accounts - Allocation of profits - Supervision

Art. 12. Financial year and approval of annual accounts.

12.1. The financial year begins on the first (1) of January and ends on the thirty-first (31) of December of each year.

12.2. Each year, the Board prepares the balance sheet and the profit and loss account, as well as an inventory indicating the value of the Company's assets and liabilities, with an annex summarising the Company's commitments and the debts of the officers, directors and statutory auditors towards the Company.

12.3. One month before the annual General Meeting, the Board provides documentary evidence and a report on the operations of the Company to the statutory auditors, who then prepare a report setting forth their proposals.

12.4. The annual General Meeting is held at the address of the registered office or at such other place in the municipality of the registered office, as may be specified in the notice, on the second Monday of April of each year at 06:00 p.m.. If such day is not a business day in Luxembourg, the annual General Meeting is held on the following business day.

12.5. The annual General Meeting may be held abroad if, in the absolute and final judgement of the Board, exceptional circumstances so require.

Art. 13. Statutory auditors/Réviseurs d'entreprises.

13.1. The operations of the Company are supervised by one or several statutory auditors (commissaires).

13.2. The operations of the Company are supervised by one or several réviseurs d'entreprises, when so required by law.

13.3. The General Meeting appoints the statutory auditors/réviseurs d'entreprises and determines their number, remuneration and the term of their office, which may not exceed six (6) years. Statutory auditors/réviseurs d'entreprises may be re-appointed.

Art. 14. Allocation of profits.

14.1. From the annual net profits of the Company, five per cent (5%) is allocated to the reserve required by Law. This allocation ceases to be required when the legal reserve reaches an amount equal to ten per cent (10%) of the share capital.

14.2. The General Meeting determines how the balance of the annual net profits is allocated. It may allocate such balance to the payment of a dividend, transfer such balance to a reserve account or carry it forward in accordance with applicable legal provisions.

14.3. In any year in which the Company resolves to make dividend distributions or interim dividends distributions, drawn from net profits and from available reserves derived from retained earnings, the amount allocated to this effect shall be distributed subject to the prior allocation of net profits to the reserve required by the Law, in the following order of priority:

- first, the holder(s) of Class A Shares shall be entitled to receive dividend distributions with the respect to such year in an amount of zero point forty-five per cent (0.45%) of the par value of the Class A Shares held by them, then;

- the holder(s) of Class B Shares shall be entitled to receive dividend distributions with the respect to such year in an amount of zero point forty per cent (0.40%) of the par value of the Class B Shares held by them, then;

- the holder(s) of Class C Shares shall be entitled to receive dividend distributions with the respect to such year in an amount of zero point thirty-five per cent (0.35%) of the par value of the Class C Shares held by them, then;

- the holder(s) of Class D Shares shall be entitled to receive dividend distributions with the respect to such year in an amount of zero point thirty per cent (0.30%) of the par value of the Class D Shares held by them, then;

- the holder(s) of Class E Shares shall be entitled to receive dividend distributions with the respect to such year in an amount of zero point twenty-five per cent (0.25%) of the par value of the Class E Shares held by them, then;

- the holder(s) of Class F Shares shall be entitled to receive dividend distributions with the respect to such year in an amount of zero point twenty per cent (0.20%) of the par value of the Class F Shares held by them, then;

- the holder(s) of Class G Shares shall be entitled to receive dividend distributions with the respect to such year in an amount of zero point fifteen per cent (0.15%) of the par value of the Class G Shares held by them, then;

- the holder(s) of Class H Shares shall be entitled to receive dividend distributions with the respect to such year in an amount of zero point ten per cent (0.10%) of the par value of the Class H Shares held by them, then;

- the holder(s) of Class I Shares shall be entitled to receive dividend distributions with the respect to such year in an amount of zero point zero five per cent (0.05%) of the par value of the Class I Shares held by them, then;

- the holder(s) of Class J Shares shall be entitled to receive the remainder of any dividend distribution.

Should the whole last outstanding class of shares (by alphabetical order, e.g. Class J Shares) have been cancelled following its redemption, repurchase or otherwise at the time of the distribution, the remainder of any dividend distribution shall then be allocated to the preceding last outstanding class of shares in the reverse alphabetical order (e.g. initially Class I Shares).

14.4. Interim dividends may be distributed, at any time, under the following conditions:

(i) interim dividends are allocated in accordance with article 14.3. above; and

(ii) in accordance with the conditions prescribed by the Law.

VI. Dissolution - Liquidation

15.1. The Company may be dissolved at any time, by a resolution of the General Meeting, acting in accordance with the conditions prescribed for the amendment of the Articles. The General Meeting appoints one or several liquidators, who need not be shareholders, to carry out the liquidation and determines their number, powers and remuneration. Unless otherwise decided by the General Meeting, the liquidators have the broadest powers to realise the assets and pay the liabilities of the Company.

15.2. The surplus after the realisation of the assets and the payment of the liabilities is distributed to the shareholders as described in the above article 14.3.

VII. General provision

16.1. Notices and communications are made or waived and circular resolutions are evidenced in writing, by telegram, telefax, e-mail or any other means of electronic communication.

16.2. Powers of attorney are granted by any of the means described above. Powers of attorney in connection with Board meetings may also be granted by a director in accordance with such conditions as may be accepted by the Board.

16.3. Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements to be deemed equivalent to handwritten signatures. Signatures of circular resolutions are affixed on one original or on several counterparts of the same document, all of which taken together, constitute one and the same document.

16.4. All matters not expressly governed by the Articles shall be determined in accordance with the law and, subject to any non waivable provisions of the law, any agreement entered into by the shareholders from time to time.

Transitory dispositions

1. The first financial year runs from the date of incorporation and ends on the 31 st of December 2015.

2. The first ordinary general meeting will be held in the year 2016.

3. Exceptionally, the first chairman and the first delegate of the board of directors may be nominated by a passing of a resolution of the sole shareholder.

Subscription and payment

The Articles of the Company thus having been established, the forty thousand (40,000.-) shares, divided into:

- thirty-one thousand (31,000) class A shares;
- one thousand (1,000) class B shares;
- one thousand (1,000) class C shares;
- one thousand (1,000) class D shares;
- one thousand (1,000) class E shares;
- one thousand (1,000) class F shares;
- one thousand (1,000) class G shares;
- one thousand (1,000) class H shares;
- one thousand (1,000) class I shares; and
- one thousand (1,000) class J shares;

have been subscribed by the sole shareholder and fully paid up by the aforesaid subscriber by payment in cash, so that the amount of forty thousand Euros (40,000.-EUR) is from this day on at the free disposal of the Company, as it has been proved to the officiating notary by a bank certificate, who states it expressly.

Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26 of the law of August 10, 1915 on commercial companies, as amended, and expressly states that they have been fulfilled.

Resolutions taken by the sole shareholder

The aforementioned appearing party, representing the whole of the subscribed share capital, has adopted the following resolutions as sole shareholder:

1) The registered office is established in L-2449 Luxembourg, 25B, boulevard Royal.

2) The number of directors is fixed at three (3) and that of the statutory auditors at one (1).

3) The following persons are appointed as directors:

- Mr. Xavier GUYARD, company director, born in in Paris (France), on May 3, 1951, residing professionally in L-2449 Luxembourg, 25B, boulevard Royal;

- Mr. Patrick MEUNIER, economic counsel, born in Paris (France), on May 9, 1960, residing professionally in L-2449 Luxembourg, 25B, boulevard Royal; and

- Mrs. Anna DE MEIS, company director, born in Villerupt (France), on May 22, 1964, residing professionally in L-2449 Luxembourg, 25B, boulevard Royal.

4) The public limited company "MRM CONSULTING S.A.", established and having its registered office in L-2449 Luxembourg, 25B, boulevard Royal, registered with the Trade and Companies' Registry of Luxembourg, section B, under the number 56911, is appointed as statutory auditor of the Company.

5) Following the faculty offered by point 3) of the transitory dispositions, the meeting appoints Mr. Patrick MEUNIER, pre-named, as chairman of the board of directors.

6) The mandates of the directors and the statutory auditor will expire at the general annual meeting in the year 2019.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is evaluated at approximately one thousand one hundred and fifty Euros (EUR 1,150.-).

Statement

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

WHEREOF, the present deed was drawn up in Luxembourg, at the date indicated at the beginning of the document.

After reading the present deed to the Proxy-holder of the appearing party, acting as said before, known to the notary by their name, first name, civil status and residence, the said Proxy-holder has signed with Us, the notary, the present deed.

Suit la version française du texte qui précède:

L'an deux mille quinze, le quinze juillet;

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

A COMPARU:

La société anonyme régie par les lis de Bélize «Fiducaire Internationale S.A.», établie et ayant son siège social à Belize City, 60 Marquet Square (Belize), inscrite au «Registrar of International Business Companies» de Belize sous le numéro 51975,

ici représentée par Monsieur Patrick MEUNIER, conseil économique, demeurant professionnellement à L-2449 Luxembourg, 25B, boulevard Royal, (le "Mandataire"), en vertu d'une procuration sous seing privé lui délivrée; laquelle procuration, après avoir été signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte afin d'être enregistrée avec lui.

Laquelle partie comparante, représentée comme dit ci-avant, a requis le notaire instrumentant de documenter l'acte de constitution d'une société anonyme qu'elle déclare constituer par les présentes et dont les statuts sont établis comme suit:

I. Dénomination - Siège social - Objet - Durée

Art. 1 er . Dénomination. Le nom de la société est "AVIATEC HOLDING S.A." (la Société). La Société est une société anonyme régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), ainsi que par les présents statuts (les Statuts).

Art. 2. Siège social.

2.1. Le siège social de la Société est établi à Luxembourg-Ville, Grand-Duché de Luxembourg. Il peut être transféré dans la commune par décision du conseil d'administration (le Conseil). Le siège social peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une résolution de l'assemblée générale des actionnaires (l'Assemblée Générale), selon les modalités requises pour la modification des Statuts.

2.2. Il peut être créé des succursales, filiales ou autres bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger par décision du Conseil. Lorsque le Conseil estime que des développements ou événements extraordinaires d'ordre politique ou militaire se sont produits ou sont imminents, et que ces développements ou évènements sont de nature à compromettre les activités normales de la Société à son siège social, ou la communication aisée entre le siège social et l'étranger, le siège social peut être transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances. Ces mesures provi-

soires n'ont aucun effet sur la nationalité de la Société qui, nonobstant le transfert provisoire de son siège social, reste une société luxembourgeoise.

Art. 3. Objet social.

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

3.2. La Société peut emprunter sous quelque forme que ce soit. Elle peut procéder à l'émission de billets à ordre, d'obligations et de titres et instruments de toute autre nature. La Société peut prêter des fonds, y compris notamment, les revenus de tous emprunts, à ses filiales, sociétés affiliées ainsi qu'à toutes autres sociétés. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

3.3. La Société peut employer toutes les techniques et instruments nécessaires à une gestion efficace de ses investissements et à sa protection contre les risques de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêt et autres risques.

3.4. La Société pourra, à titre accessoire, effectuer des activités de négoce dans le secteur des produits agricoles, de bureau d'achat pour des tiers, rendre des conseils y relatif, et effectuer du courtage maritime.

3.5. La Société peut effectuer toutes les opérations commerciales, financières ou industrielles et toutes les transactions concernant des biens immobiliers ou mobiliers qui, directement ou indirectement, favorisent ou se rapportent à son objet social.

Art. 4. Durée.

4.1. La Société est constituée pour une durée indéterminée.

4.2. La Société n'est pas dissoute en raison de la mort, de la suspension des droits civils, de l'incapacité, de l'insolvabilité, de la faillite ou de tout autre évènement similaire affectant un ou plusieurs actionnaires.

II. Capital - Actions

Art. 5. Capital.

5.1. Le capital social est fixé à quarante mille euros (40.000,- EUR), représenté par quarante mille (40.000) actions sous forme nominative ayant une valeur nominale d'un euro (1,- EUR), chacune et divisé en:

- trente et un mille (31.000) actions de classe A (les Actions de Classe A), toutes soussignées et libérées;
- mille (1.000) actions de classe B (les Actions de Classe B), toutes soussignées et libérées;
- mille (1.000) actions de classe C (les Actions de Classe C), toutes soussignées et libérées;
- mille (1.000) actions de classe D (les Actions de Classe D), toutes soussignées et libérées;
- mille (1.000) actions de classe E (les Actions de Classe E), toutes soussignées et libérées;
- mille (1.000) actions de classe F (les Actions de Classe F), toutes soussignées et libérées;
- mille (1.000) actions de classe G (les Actions de Classe G), toutes soussignées et libérées;
- mille (1.000) actions de classe H (les Actions de Classe H), toutes soussignées et libérées;
- mille (1.000) actions de classe I (les Actions de Classe I), toutes soussignées et libérées;
- mille (1.000) actions de classe J (les Actions de Classe J), toutes soussignées et libérées.

Les droits et obligations rattachés aux actions doivent être identiques sauf s'il en est autrement prévu par les Statuts ou par la Loi.

5.2. Le capital social peut être augmenté ou réduit à une ou plusieurs reprises par une résolution de l'Assemblée Générale, adoptée selon les modalités requises pour la modification des Statuts.

Art. 6. Actions.

6.1. Les actions sont et resteront sous forme nominative.

6.2. Un registre des actions est tenu au siège social et peut être consulté à la demande de chaque actionnaire.

6.3. Une cession d'action(s) s'opère par la mention sur le registre des actions, d'une déclaration de transfert, valablement datée et signée par le cédant et le cessionnaire ou par leurs mandataires et suivant une notification à, ou une acceptation par, la Société, conformément à l'article 1690 du Code Civil. La Société peut également accepter comme preuve du transfert d'actions, d'autres documents établissant l'accord du cédant et du cessionnaire.

6.4. Les actions sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par action.

6.5. Le capital social de la Société peut être réduit par le biais du rachat et de l'annulation d'une ou de plusieurs classes d'actions, sauf les Actions de Classe A qui ne peuvent ni être rachetées ni annulées. Dans l'éventualité de rachats et d'annulations de classes d'actions, de telles annulations et de tels rachats de d'actions doivent être faits dans l'ordre suivant:

i) Actions de Classe J;

ii) Actions de Classe I;

iii) Actions de Classe H;

iv) Actions de Classe G;

v) Actions de Classe F;

vi) Actions de Classe E;

vii) Actions de Classe D;

viii) Actions de Classe C; et

ix) Actions de Classe B.

6.6. La Société peut racheter ses propres actions dans les limites prévues par la Loi.

6.7. Dans le cas d'une réduction de capital social par le biais du rachat et de l'annulation d'une classe d'actions (dans l'ordre établi ci-dessus), cette classe d'actions donne à son (ses) détenteur(s) (au prorata de son avoir dans cette classe d'actions) droit à la partie du Montant Total d'Annulation qui a été déterminée par le Conseil ou le cas échéant pour le directeur unique et approuvé par l'Assemblée Générale, et les détenteurs des actions rachetée et annulée recevront de la Société un montant égal à la Valeur d'Annulation Par Action pour chaque action détenue par eux et annulée.

6.8. Pour les besoins du présent article 6, les termes suivants ont la signification qui leur est attribuée ci-dessous:

(i) Montant Disponible désigne le montant total des bénéfices nets de la Société (y compris les bénéfices reportés) attribuable à la classe d'actions rachetée et annulée conformément à l'article 14.3 des Statuts, augmenté par (i) toutes les réserves librement distribuables et (ii) le cas échéant par le montant de la réduction du capital social et la réduction de la réserve légale relatives à la classe d'actions à racheter/annuler mais déduction faite de (i) toutes les pertes (y compris les pertes reportées), et (ii) de toutes les sommes devant être placées en réserve(s) conformément aux exigences de la Loi ou des Statuts, à chaque fois de la manière indiquée dans les Comptes Intérimaires (sans, pour éviter tout doute, aucun double comptage) de sorte que:

MD = (BN + R + RC) - (P + RL)

Etant entendu que:

MD = Montant Disponible

BN = Bénéfices net (y compris les bénéfices reportés)

R = Toutes les réserves librement distribuables

RC = Le montant comprenant la réduction du capital social et la réduction de la réserve légale relatives à la classe d'actions à racheter/annuler

P = Pertes (y compris les pertes reportées)

RL = Toutes les sommes devant être placées en réserve(s) conformément aux exigences de la Loi ou des Statuts.

(ii) Comptes Intérimaires désigne les comptes intérimaires de la Société à la Date d'Arrêté des Comptes Intérimaires concernée;

(iii) Date d'Arrêté des Comptes Intérimaires signifie une date qui tombe au moins huit (8) jours avant la date de rachat et d'annulation de la classe d'actions concernée;

(iv) la Valeur d'Annulation Par Action sera calculée en divisant le Montant Total d'Annulation devant être appliqué à la classe d'actions devant être rachetée/annulée par le nombre d'actions émises dans cette classe d'actions; et

(v) Montant Total d'Annulation désigne le montant déterminé par le Conseil ou le cas échéant le directeur unique, décidé et approuvé par l'Assemblée Générale sur la base des Comptes Intérimaires. Le Montant Total d'Annulation sera la totalité du Montant Disponible au moment de l'annulation de la classe d'actions concernée sauf décision contraire de l'Assemblée Générale de la manière prévue pour une modification des Statuts, à condition toutefois que le Montant Total d'Annulation ne soit jamais supérieur à ce Montant Disponible.

III. Gestion - Représentation

Art. 7. Conseil d'administration.

7.1. Composition du conseil d'administration

(i) La Société est gérée par un conseil d'administration (le Conseil) composé d'au moins trois (3) membres qui ne sont pas nécessairement actionnaires.

(ii) L'Assemblée Générale nomme le(s) administrateur(s) et fixe leur nombre, leur rémunération ainsi que la durée de leur mandat. Les administrateurs ne peuvent être nommés pour plus de six (6) ans et sont rééligibles.

(iii) Les administrateurs sont révocables à tout moment (avec ou sans raison) par une décision de l'Assemblée Générale.

(iv) Lorsqu'une personne morale est nommée administrateur, celle-ci est tenue de désigner un représentant permanent qui représente ladite personne morale dans sa mission d'administrateur. Ce représentant permanent est soumis aux mêmes

règles et encourt les mêmes responsabilités que s'il avait exercé ses fonctions en son nom et pour son propre compte, sans préjudice de la responsabilité solidaire de la personne morale qu'il représente.

(v) Si le représentant permanent se trouve dans l'incapacité d'exercer sa mission, la personne morale doit nommer immédiatement un autre représentant permanent.

(vi) En cas de vacance d'un poste d'administrateur, la majorité des administrateurs restants peut y pourvoir provisoirement jusqu'à la nomination définitive, qui a lieu lors de la prochaine Assemblée Générale.

7.2. Pouvoirs du conseil d'administration

(i) Tous les pouvoirs non expressément réservés par la Loi ou les Statuts à ou aux actionnaires sont de la compétence du Conseil, qui a tous les pouvoirs pour effectuer et approuver tous les actes et opérations conformes à l'objet social.

(ii) Des pouvoirs spéciaux et limités peuvent être délégués par le Conseil à un ou plusieurs agents pour des tâches spécifiques.

(iii) Le Conseil peut déléguer la gestion journalière et le pouvoir de représenter la Société en ce qui concerne cette gestion, à un ou plusieurs administrateurs, directeurs, gérants ou autres agents, actionnaires ou non, agissant seuls ou conjointement. Si la gestion journalière est déléguée à un ou plusieurs administrateurs, le Conseil doit rendre compte à l'Assemblée Générale annuelle, de tous traitements, émoluments et/ou avantages quelconques, alloués à ce(s) administrateur (s) pendant l'exercice social en cause.

7.3. Procédure

(i) Le Conseil doit élire en son sein un président et peut désigner un secrétaire, qui n'a pas besoin d'être administrateur, et qui est responsable de la tenue des procès-verbaux de réunions du Conseil et de l'Assemblée Générale.

(ii) Le Conseil se réunit sur convocation du président ou d'au moins deux (2) administrateurs au lieu indiqué dans l'avis de convocation qui est au Luxembourg.

(iii) Il est donné à tous les administrateurs une convocation écrite de toute réunion du Conseil au moins vingt-quatre (24) heures à l'avance, sauf en cas d'urgence, auquel cas la nature et les circonstances de cette urgence sont mentionnées dans la convocation à la réunion.

(iv) Aucune convocation n'est requise si tous les membres du Conseil sont présents ou représentés et s'ils déclarent avoir parfaitement eu connaissance de l'ordre du jour de la réunion. Un administrateur peut également renoncer à la convocation à une réunion, que ce soit avant ou après ladite réunion. Des convocations écrites séparées ne sont pas exigées pour des réunions se tenant à des heures et dans des lieux fixés dans un calendrier préalablement adopté par le Conseil.

(v) Un administrateur peut donner une procuration à tout autre administrateur afin de le représenter à toute réunion du Conseil.

(vi) Le Conseil ne peut délibérer et agir valablement que si la majorité de ses membres sont présents ou représentés. Les décisions du Conseil sont valablement adoptées à la majorité des voix des administrateurs présents ou représentés. La voix du président est prépondérante en cas de partage des voix. Les décisions du Conseil sont consignées dans des procès-verbaux signés par le président ou par tous les administrateurs présents ou représentés à la réunion ou par le secrétaire (s'il en existe un).

(vii) Tout administrateur peut participer à toute réunion du Conseil par téléphone ou visioconférence initiés depuis Luxembourg ou par tout autre moyen de communication permettant à l'ensemble des personnes participant à la réunion de s'identifier, de s'entendre et de se parler. La participation par un de ces moyens équivaut à une participation en personne à une réunion valablement convoquée et tenue.

(viii) Des résolutions circulaires signées par tous les administrateurs sont valables et engagent la Société comme si elles avaient été adoptées lors d'une réunion du Conseil valablement convoquée et tenue et portent la date de la dernière signature.

(ix) Tout administrateur qui a un intérêt opposé à celui de la Société dans une transaction qui ne concerne pas des opérations courantes conclues dans des conditions normales, est tenu d'en prévenir le Conseil et de faire mentionner cette déclaration au procès-verbal de la réunion. L'administrateur en cause ne peut prendre part à ces délibérations. Un rapport spécial relatif à ou aux transactions concernées est soumis aux actionnaires avant tout vote, lors de la prochaine Assemblée Générale.

7.4. Représentation

(i) La Société est engagée vis-à-vis des tiers, en toutes circonstances, par les signatures conjointes de deux (2) administrateurs.

(ii) La Société est également engagée vis-à-vis des tiers par la signature conjointe ou unique de toute personne à qui des pouvoirs de signature spéciaux ont été délégués (i) par deux administrateurs ou par (ii) le Conseil.

Art. 8. Directeur unique.

8.1. Dans le cas où le nombre des actionnaires est réduit à un (1), la Société peut être gérée par un administrateur unique jusqu'à l'Assemblée Générale ordinaire suivant l'introduction d'un actionnaire supplémentaire. Dans ce cas, toute référence dans les Statuts au Conseil ou aux administrateurs doit être considérée, le cas échéant, comme une référence à cet administrateur unique.

8.2. Les transactions conclues par la Société peuvent être mentionnées dans des procès-verbaux et, sauf si elles concernent des opérations courantes conclues dans des conditions normales, doivent être ainsi mentionnées si elles sont intervenues avec son administrateur unique ayant un intérêt opposé.

8.3. La Société est engagée vis-à-vis des tiers par la signature d'un administrateur unique ou par la signature conjointe ou unique toute personne à qui des pouvoirs de signature spéciaux ont été délégués par l'administrateur unique.

Art. 9. Responsabilité des administrateurs.

9.1. Les administrateurs ne contractent, à raison de leur fonction, aucune obligation personnelle concernant les engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont conformes aux Statuts et à la Loi.

IV. Actionnaire(s)

Art. 10. Assemblée générale des actionnaires.

10.1. Pouvoirs et droits de vote

(i) Les résolutions des actionnaires sont adoptées lors des assemblées générales des actionnaires (l'Assemblée Générale). L'Assemblée Générale a les pouvoirs les plus étendus pour adopter et ratifier tous les actes et opérations conformes à l'objet social.

(ii) Chaque action donne droit à un (1) vote.

10.2. Convocations, quorum, majorité et procédure de vote

(i) Les Assemblées Générales se tiennent au lieu et heure précisés dans les convocations.

(ii) Si tous les actionnaires sont présents ou représentés et se considèrent comme ayant été valablement convoqués et informés de l'ordre du jour de l'assemblée, l'Assemblée Générale peut se tenir sans convocation préalable.

(iii) Un actionnaire peut donner une procuration écrite à toute autre personne (qui ne doit pas être un actionnaire) afin de le représenter à toute Assemblée Générale.

(iv) Tout actionnaire peut participer à toute Assemblée Générale par téléphone ou visioconférence initié depuis Luxembourg ou par tout autre moyen de communication similaire permettant à l'ensemble des personnes participant à la réunion de s'identifier, de s'entendre et de se parler. La participation à la réunion par un de ces moyens équivaut à une participation en personne à une telle réunion.

(v) Les décisions de l'Assemblée Générale sont adoptées à la majorité simple des voix exprimées, quelle que soit la proportion du capital social représenté.

(vi) L'Assemblée Générale extraordinaire ne peut modifier les Statuts que si la moitié au moins du capital social est représenté et que l'ordre du jour indique les modifications statutaires proposées ainsi que le texte de celles qui modifient l'objet social ou la forme de la Société. Si ce quorum n'est pas atteint, une deuxième Assemblée Générale peut être convoquée par annonces insérées deux fois, à quinze (15) jours d'intervalle au moins et quinze (15) jours avant l'Assemblée, dans le Mémorial et dans deux journaux de Luxembourg. Ces convocations reproduisent l'ordre du jour de la réunion et indiquent la date et les résultats de la précédente réunion. La seconde Assemblée Générale délibère valablement quelle que soit la proportion du capital représenté. Dans les deux Assemblées Générales, les résolutions doivent être adoptées par au moins les deux tiers des voix exprimées.

(vii) Tout changement de nationalité de la Société ainsi que toute augmentation de l'engagement d'un actionnaire dans la Société exige le consentement unanime des actionnaires et des obligataires (s'il y a lieu).

Art. 11. Actionnaire unique.

11.1. Lorsque le nombre des actionnaires est réduit à un (1), l'actionnaire unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale.

11.2. Toute référence dans les Statuts à l'Assemblée Générale doit être doit être considérée, le cas échéant, comme une référence à cet actionnaire unique.

11.3. Les résolutions de l'actionnaire unique sont consignées dans des procès-verbaux.

V. Comptes annuels - Affectation des bénéfices - Contrôle

Art. 12. Exercice social et approbation des comptes annuels.

12.1. L'exercice social commence le premier (1) janvier et se termine le trente-et-un décembre (31) de chaque année.

12.2. Chaque année, le Conseil dresse le bilan et le compte de profits et pertes ainsi qu'un inventaire indiquant la valeur des actifs et passifs de la Société, avec une annexe résumant les engagements de la Société ainsi que les dettes des directeurs, administrateurs et commissaire(s) envers la Société.

12.3. Un mois avant l'Assemblée Générale annuelle, le Conseil remet les pièces, avec un rapport sur les opérations de la Société aux commissaires, qui doivent ensuite faire un rapport contenant leurs propositions.

12.4. L'Assemblée Générale annuelle se tient à l'adresse du siège social ou en tout autre lieu dans la municipalité du siège social, comme indiqué dans la convocation, le deuxième lundi du mois de juin de chaque année à 18.00 heures. Si ce jour n'est pas un jour ouvré à Luxembourg, l'Assemblée Générale annuelle se tient le jour ouvré suivant.

12.5. L'Assemblée Générale annuelle peut se tenir à l'étranger si, selon l'avis absolu et définitif du Conseil, des circonstances exceptionnelles le requièrent.

Art. 13. Commissaires / Réviseurs d'entreprises.

13.1. Les opérations de la Société sont contrôlées par un ou plusieurs commissaires.

13.2. Les opérations de la Société sont contrôlées par un ou plusieurs réviseurs d'entreprises, quand cela est requis par la loi.

13.3. L'Assemblée Générale nomme les commissaires/réviseurs d'entreprises et détermine leur nombre, leur rémunération et la durée de leur mandat, lequel ne peut dépasser six (6) ans. Les commissaires/réviseurs d'entreprises peuvent être réélus.

Art. 14. Affectation des bénéfices.

14.1. Cinq pour cent (5 %) des bénéfices nets annuels de la Société sont affectés à la réserve requise par la Loi. Cette affectation cesse d'être exigée quand la réserve légale atteint dix pour cent (10 %) du capital social.

14.2. L'Assemblée Générale décide de l'affectation du solde des bénéfices nets annuels. Elle peut allouer ce bénéfice au paiement d'un dividende, l'affecter à un compte de réserve ou le reporter.

14.3. Au cours de quelque année que ce soit pendant laquelle la Société décide de procéder à des distributions de dividendes ou à des distributions de dividendes intérimaires, prélevés sur les bénéfices nets et les réserves disponibles provenant des bénéfices non distribués, le montant affecté à cet effet doit être distribué, sous condition de l'affectation préalable des bénéfices nets à la réserve légale requise par la Loi, dans l'ordre de priorité suivant:

- Tout d'abord, le(s) détenteur(s) des Actions de Classe A auront le droit de recevoir des distributions de dividendes pour l'année en question d'un montant de zéro virgule quarante-cinq pour cent (0,45%) de la valeur nominale des Actions de Classe A détenues par eux, puis;

- le(s) détenteur(s) des Actions de Classe B auront le droit de recevoir des distributions de dividendes pour l'année en question d'un montant de zéro virgule quarante pour cent (0,40%) de la valeur nominale des Actions de Classe B détenues par eux, puis;

- le(s) détenteur(s) des Actions de Classe C auront le droit de recevoir des distributions de dividendes pour l'année en question d'un montant de zéro virgule trente-cinq pour cent (0,35%) de la valeur nominale des Actions de Classe C détenues par eux, puis;

- le(s) détenteur(s) des Actions de Classe D auront le droit de recevoir des distributions de dividendes pour l'année en question d'un montant de zéro virgule trente pour cent (0,30%) de la valeur nominale des Actions de Classe D détenues par eux, puis;

- le(s) détenteur(s) des Actions de Classe E auront le droit de recevoir des distributions de dividendes pour l'année en question d'un montant de zéro virgule vingt-cinq pour cent (0,25%) de la valeur nominale des Actions de Classe E détenues par eux, puis;

- le(s) détenteur(s) des Actions de Classe F auront le droit de recevoir des distributions de dividendes pour l'année en question d'un montant de zéro virgule vingt pour cent (0,20%) de la valeur nominale des Actions de Classe F détenues par eux, puis;

- le(s) détenteur(s) des Actions de Classe G auront le droit de recevoir des distributions de dividendes pour l'année en question d'un montant de zéro virgule quinze pour cent (0,15%) de la valeur nominale des Actions de Classe G détenues par eux, puis;

- le(s) détenteur(s) des Actions de Classe H auront le droit de recevoir des distributions de dividendes pour l'année en question d'un montant de zéro virgule dix pour cent (0,10%) de la valeur nominale des Actions de Classe H détenues par eux, puis;

- le(s) détenteur(s) des Actions de Classe I auront le droit de recevoir des distributions de dividendes pour l'année en question d'un montant de zéro virgule zéro cinq pour cent (0,05%) de la valeur nominale des Actions de Classe I détenues par eux, puis;

- le(s) détenteur(s) des Actions de Classe J auront le droit de recevoir le solde de chaque distribution de dividendes.

Si la toute dernière classe d'actions (par ordre alphabétique par exemple Actions de Classe J) a été annulée suite à son remboursement, rachat, ou autrement au moment de la distribution, le solde de toute distribution de dividendes sera alors attribué à la classe d'actions qui précédait la dernière en remontant dans l'ordre alphabétique inverse (par exemple d'abord les Actions de Classe I).

14.4. Des dividendes intérimaires peuvent être distribués à tout moment, aux conditions suivantes:

(i) les dividendes intérimaires sont distribués suivant les dispositions de l'article 14.3 ci-dessus; et

(ii) en conformité avec les conditions prévues par la Loi.

VI. Dissolution - Liquidation

15.1. La Société peut être dissoute à tout moment, par une résolution de l'Assemblée Générale, adoptée selon les modalités requises pour la modification des Statuts. L'Assemblée Générale nomme un ou plusieurs liquidateurs, qui n'ont pas

besoin d'être actionnaires, pour réaliser la liquidation et détermine leur nombre, pouvoirs et rémunération. Sauf décision contraire de l'Assemblée Générale, les liquidateurs sont investis des pouvoirs les plus étendus pour réaliser les actifs et payer les dettes de la Société.

15.2. Le boni de liquidation résultant de la réalisation des actifs et du paiement des dettes est distribué aux actionnaires conformément aux dispositions de l'article 14.3. ci-dessus.

VII. Dispositions générales

16.1. Les convocations et communications, respectivement les renonciations à celles-ci, sont faites, et les résolutions circulaires sont établies par écrit, télégramme, téléfax, e-mail ou tout autre moyen de communication électronique.

16.2. Les procurations sont données par tout moyen mentionné ci-dessus. Les procurations relatives aux réunions du Conseil peuvent également être données par un administrateur conformément aux conditions acceptées par le Conseil.

16.3. Les signatures peuvent être sous forme manuscrite ou électronique, à condition que les signatures électroniques remplissent l'ensemble des conditions légales requises pour pouvoir être assimilées à des signatures manuscrites. Les signatures des résolutions circulaires peuvent être apposées sur un original ou sur plusieurs copies du même document, qui ensemble, constituent un seul et unique document.

16.4. Pour tous les points non expressément prévus par les Statuts, il est fait référence à la loi et, sous réserve des dispositions légale d'ordre public, à tout accord conclu de temps à autre entre les actionnaires.

Dispositions transitoires

1. Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2015.

2. La première assemblée générale ordinaire se tiendra en 2016.

3. Exceptionnellement, le premier président et le premier délégué du conseil d'administration peuvent être nommés par une résolution de l'actionnaire unique.

Souscription et libération

Les Statuts de la Société ayant été ainsi arrêtés, les quarante mille (40.000) actions, divisées en:

- trente et un mille (31.000) Actions de Classe A;
- mille (1.000) Actions de Classe B;
- mille (1.000) Actions de Classe C;
- mille (1.000) Actions de Classe D;
- mille (1.000) Actions de Classe E;
- mille (1.000) Actions de Classe F;
- mille (1.000) Actions de Classe G;
- mille (1.000) Actions de Classe H;
- mille (1.000) Actions de Classe I et;
- mille (1.000) Actions de Classe J;

ont été souscrites par l'actionnaire unique et entièrement libérées par la souscriptrice prédite moyennant un versement en numéraire, de sorte que la somme de quarante mille euros (40.000,- EUR) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire par une attestation bancaire, qui le constate expressément.

Déclaration

Le notaire instrumentaire déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, et en confirme expressément l'accomplissement.

Résolutions prises par l'actionnaire unique

La partie comparante pré-mentionnée, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes en tant qu'actionnaire unique:

1) Le siège social de la Société est établi à L-2449 Luxembourg, 25B, boulevard Royal.

2) Le nombre des administrateurs est fixé à trois (3) et celui des commissaires aux comptes à un (1).

3) Les personnes suivantes sont appelées comme administrateurs:

- Monsieur Xavier GUYARD, dirigeant de société, né à Paris (France), le 3 mai 1951, demeurant professionnellement à L-2449 Luxembourg, 25B, boulevard Royal;

- Monsieur Patrick MEUNIER, conseil économique, né à Paris (France), le 9 mai 1960, demeurant professionnellement à L-2449 Luxembourg, 25B, boulevard Royal; et

- Madame Anna DE MEIS, dirigeant de société, née à Villerupt (France), le 22 mai 1964, demeurant professionnellement à L-2449 Luxembourg, 25B, boulevard Royal.

4) La société anonyme "MRM CONSULTING S.A.", établie et ayant son siège social à L-2449 Luxembourg, 25B, boulevard Royal, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 56911, est nommé commissaire aux comptes de la Société.

5) Faisant usage de la faculté offerte par le point 3) des dispositions transitoires, l'assemblée nomme Monsieur Patrick MEUNIER, pré-qualifié, comme président du conseil d'administration.

6) Les mandats des administrateurs et du commissaire aux comptes expireront à l'assemblée générale annuelle de l'année 2019.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison du présent acte, est évalué approximativement à mille cent cinquante euros (EUR 1.150,-).

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais et le français, déclare par les présentes, qu'à la requête de la partie comparante le présent acte est rédigé en anglais suivi d'une version française; à la requête de la même partie comparante, et en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte au Mandataire de la partie comparante, agissant comme dit ci-avant, connu du notaire par nom, prénom, état civil et domicile, ledit Mandataire a signé avec Nous, notaire, le présent acte.

Signé: P. MEUNIER, C. WERSANDT.

Enregistré à Luxembourg A.C. 2, le 21 juillet 2015. 2LAC/2015/16479. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Yvette THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 27 juillet 2015.

Référence de publication: 2015129012/736.

(150140190) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

Industrial Equity Investments S.A., Société Anonyme.

Siège social: L-2561 Luxembourg, 31, rue de Strasbourg.

R.C.S. Luxembourg B 179.652.

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DISSOLUTION

In the year two thousand and fifteen, on the twenty-eighth day in July,

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

THERE APPEARED

INDUSTRIAL EQUITY HOLDINGS LTD, a limited company governed by the laws of Malta, having its registered office at 4 Independence Square, VLT 1520 Valletta, Malta and registered with the Trade Register of Malta under the number C58061, represented by Geert DIRKX, companies director, professionally residing at 31 rue de Strasbourg, L-2561 Luxembourg, by virtue of a proxy given under private to him on 20 July 2015, the aforesaid proxy, after being signed ne varietur by the proxyholder and the officiating notary will remain attached to the present deed to be registered together with it.

The aforesaid appearing party, represented as stated above, requested the officiating notary to act what follows:

I.- That the Société Anonyme INDUSTRIAL EQUITY INVESTMENTS S.A., having its registered office at 31, rue de Strasbourg, L-2561 Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under number B 179652 (the Company) has been set-up pursuant to a notarial deed enacted by Maître Cosita DELVAUX, notary then residing in Redange-sur-Attert, Grand-Duchy of Luxembourg on 14 August 2013, published in the Mémorial C Recueil des Sociétés et Associations number 2333 on 21 September 2013, page 111956.

The Articles of Association have never been amended until now.

II.- That the share capital of the Company amounts to thirty-one thousand euros (31,000.-EUR) represented by one hundred (100) shares without indication of the nominal value; each fully paid-up.

III.- That the Company does not own any property or part of properties.

IV.- That the appearing party, represented as stated above, hereby declares that the Company INDUSTRIAL EQUITY INVESTMENTS S.A. is not involved in any litigation or trial of any kind and, that the shares are neither pledged nor mortgaged.

Having stated the above, the appearing party, represented as stated above, decides to put the Company into liquidation and declares the anticipated dissolution of the Company with immediate effect. The sole shareholder appoints itself as

liquidator of the Company, and in that capacity it drew up its liquidation report, which will remain attached to the present deed. The sole shareholder declares that all the liabilities of the Company provisioned or of which it is aware, has been paid. The sole shareholder declares to take all the assets of the Company and, it still says that compared to potential liabilities of the Company presently unknown and unpaid at present, it irrevocably assumes the obligation to pay all contingent liabilities, and that consequently all the liabilities of the Company is settled;

That the remaining contingent assets will be allocated to the sole shareholder;

That the statements of the liquidator have been checked by Persky GmbH, having its registered office at 19 rue du Commerce, L-1351 Luxembourg and registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 143543, which has been appointed as liquidation auditor ("Commissaire à la liquidation") by the sole shareholder of the Company, which confirms the accuracy of the report of the liquidator. The report of the liquidation auditor will remain attached to the present deed;

That consequently the liquidation of the Company is to be considered completed and closed;

That full discharge is given to the directors and Commissaire aux Comptes of the Company for the performance of their mandate;

That full discharge is given to the liquidator and the liquidation auditor for the performance of their respective mandates;

That Mr. Geert Dirkx is designated as a special agent to perform any operation that could be accomplished once the Company has been liquidated;

That the books and records of the Company will be kept for five (5) years at the former registered office of the Company located at 31, rue de Strasbourg, L- 2561 Luxembourg.

For completion of all the formalities related to the transcripts, publications, deregistration, deposits and other formalities to be executed hereunder, all powers are granted to the bearer of a copy of the present minutes.

Expenses

The expenses, costs, fees and charges of any kind whatsoever, which fall to be paid by the Company as a result of this document are estimated at approximately one thousand two hundred euros (EUR 1,200.-).

WHEREOF, the present deed was drawn up in Redange-sur-Attert, Grand-Duchy of Luxembourg, on the day named at the beginning of this document.

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

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

Suit la version française du texte qui précède

L'an deux mille quinze, le vingt-huitième jour de juillet

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

A comparu

INDUSTRIAL EQUITY HOLDINGS LTD, une société à responsabilité limitée régie par les lois de Malte, ayant son siège social au 4 Independence Square, VLT 1520 Valletta, Malte et inscrite auprès du registre de commerce de Malte sous le numéro C58061, représentée par Monsieur Geert DIRKX, administrateur de sociétés, demeurant professionnellement au 31 rue de Strasbourg, L-2561 Luxembourg, en vertu d'une procuration donnée sous seing privé en date du 20 juillet 2015

Laquelle comparante, représentée comme dit ci-avant, a requis le notaire instrumentaire de documenter ce qui suit:

I.- Que la société anonyme INDUSTRIAL EQUITY INVESTMENTS S.A., avec siège social au 31, rue de Strasbourg, L-2561 Luxembourg, inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B 179652 (la Société) a été constituée suivant acte reçu par Maître Cosita DELVAUX, notaire alors de résidence à Redange-sur-Attert, Grand-Duché de Luxembourg en date du 14 août 2013, acte publié au Mémorial C Recueil des Sociétés et Associations numéro 2333 du 21 septembre 2013, page 111956.

Les statuts n'ont jamais été modifiés à ce jour.

II.- Que le capital de la Société s'élève à trente-et-un mille euros (31.000,-EUR) représenté par cent (100) actions sans désignation de valeur nominale, chacune entièrement libérée.

III.- Que la Société ne possède pas d'immeubles ou de parts d'immeuble.

IV.- Que la comparante, représentée comme dit ci-avant, déclare expressément que la société INDUSTRIAL EQUITY INVESTMENTS S.A. n'est impliquée dans aucun litige ou procès de quelque nature qu'il soit et que les actions ne sont pas mises en gage ou nantissement.

Après avoir énoncé ce qui précède, la comparante, représentée comme dit ci-avant, décide de mettre la Société en liquidation et prononce la dissolution anticipée de la Société avec effet immédiat. Que l'actionnaire unique se désigne comme liquidateur de la Société, et en cette qualité il a rédigé son rapport de liquidation, lequel reste annexé au présent

acte. L'actionnaire unique déclare que tout le passif de la Société connu ou provisionné a été payé. L'actionnaire unique déclare reprendre tout l'actif de la Société et il déclare encore que par rapport à d'éventuels passifs de la Société actuellement inconnus et non payés à l'heure actuelle, il assume irrévocablement l'obligation de payer tout ce passif éventuel, qu'en conséquence tout le passif de ladite Société est réglé;

Que l'actif éventuel restant sera attribué à l'actionnaire unique;

Que les déclarations du liquidateur ont été vérifiées par la société Persky GmbH, ayant son siège social au 19 rue du Commerce, L-1351 Luxembourg et enregistrée auprès du registre de commerce et des sociétés à Luxembourg sous le numéro B 143543, désignée comme «commissaire à la liquidation» par l'actionnaire unique de la Société, lequel confirme l'exactitude du rapport du liquidateur. Le rapport du commissaire à la liquidation restera annexé au présent acte;

Que partant, la liquidation de la Société est à considérer comme réalisée et clôturée;

Que décharge pleine et entière est donnée aux administrateurs et commissaire aux comptes de la Société pour l'exercice de leur mandat;

Que décharge pleine et entière est donnée au liquidateur et au commissaire à la liquidation pour l'exercice de leurs mandats respectifs;

Que Monsieur Geert Dirkx est désigné comme mandataire spécial pour l'exécution de toute opération susceptible d'être accomplie une fois la Société liquidée;

Que les livres et documents de la Société sont conservés pendant cinq ans auprès de l'ancien siège social de la Société au 31, rue de Strasbourg, à L-2561 Luxembourg.

Pour l'accomplissement des formalités relatives aux transcriptions, publications, radiations, dépôts et autres formalités à faire en vertu des présentes, tous pouvoirs sont donnés au porteur d'une expédition des présentes pour accomplir toutes les formalités.

Dépenses

Les coûts, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société en raison des présentes sont estimés à approximativement mille deux cents euros (EUR 1.200,-).

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

Et après lecture faite et interprétation donnée au comparant, agissant comme dit ci-avant, connu du notaire par nom, prénoms usuels, état et demeure, il a signé avec le notaire instrumentaire le présent acte.

Signé: G. DIRKX, D. KOLBACH.

Enregistré à Diekirch Actes Civils le 29 juillet 2015. Relation: DAC/2015/12630. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): J. THOLL.

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

Redange-sur-Attert, le 30 juillet 2015.

Référence de publication: 2015129456/121.

(150140778) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

NN (L) Liquid, Société d'Investissement à Capital Variable,

(anc. ING (L) Liquid).

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

R.C.S. Luxembourg B 86.762.

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In the year two thousand fifteen, on the twelfth day of August,

Before Maître Carlo WERSANDT, notary, residing in Luxembourg, acting in replacement of Maître Henri HELLINCKX, notary, residing in Luxembourg, who will be the depositary of the present deed,

was held

an extraordinary general meeting of the shareholders of ING (L) Liquid, a société d'investissement à capital variable governed by the laws of the Grand Duchy of Luxembourg, with registered office at 3, rue Jean Piret, L-2350 Luxembourg, Grand Duchy of Luxembourg, incorporated on 10 April 2002, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C"), number 671 and registered at the Luxembourg Trade and Companies Registry under number B 86762 (the "Company").

The meeting is presided by Daniela Arena, with professional address in Luxembourg, who appointed as secretary Laure Gérard, with professional address in Luxembourg.

The meeting elected as scrutineer Mathieu Thiry, with professional address in Luxembourg.

The bureau of the meeting having thus been constituted, the chairman declared and requested the notary to record the following statements and declarations:

(i) That the agenda of the meeting is the following:

1. Effective as of 17 August 2015 (hereinafter the "Effective Date") change of the name of the Company from "ING (L) Liquid" to "NN (L) Liquid" in order to align with the rebranding of the other ING Investment Management entities, and consequent amendments to the articles of association of the Company so as to reflect the new name and replace "ING" by "NN" where applicable.

2. As from the Effective Date, restatement of articles of association of the Company in order to reflect the latest legal and regulatory changes and to introduce some efficiency provisions, mainly consisting in the following:

- Replacement of the references to the law of 20 December 2002 relating to undertakings for collective investment by the law of 17 December 2010 relating to undertakings for collective investment (the "Law of 2010");

- Introduction of the possibility for one sub-fund of the Company to invest in another sub-fund of the Company (articles 5 and 20);

- Clarification that the base currency of the Company is EUR (article 5);

- Rewording of the provision relating to the form of shares following the entry into force of the law of 28 July 2014 on the immobilisation of bearer shares (articles 8 and 28);

- Clarification that the costs of a subscription in kind shall be borne by the subscribing shareholder (article 10);

- Clarification that the costs of a redemption in kind shall be borne by the redeeming shareholder (article 11);

- Clarification that, in case there is no common valuation day for any two classes, the conversion will be made on the basis of the net asset value calculated on the next following valuation day of each of the two classes concerned (article 12);

- Clarification that all valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounted principles (article 14);

- Introduction of the possibility to adjust the net asset value if on a valuation day the consolidated issues and redemptions of all the categories of shares of a sub-fund of the Company result in an increase or decrease of the sub-funds' capital (article 14);

- Clarification that, in the absence of bad faith, gross negligence or manifest error, every decision in calculating the net asset value taken by the board of directors or by any delegated entities shall be final and binding on the Company and present, past or future shareholders (article 14);

- Introduction of a specific provision clarifying how assets and liabilities are allocated within the sub-funds of the Company (article 15);

- Introduction of the possibility for the Company to implement master-feeder structures (articles 16 and 20);

- Introduction of 2 additional circumstances under which the calculation of the net asset value may be suspended, i.e. in case of a merger of a sub-fund of the Company, and in case of a feeder sub-fund of the Company if the calculation of the net asset value of the master UCITS is suspended (article 16);

- Clarification that the Company is authorized to employ techniques and instruments to the full extent permitted under the Law of 2010 for the purpose of efficient portfolio management (article 20);

- Rewording of the provision on the conflict of interest (article 23);

- Removal of the provision on compensation of directors (former article 24);

- Rewording of the provision on general meetings of the Company so as to include the provisions of the Law of 2010 and of the law of 10 August 1915 on commercial companies (article 24);

- Introduction of a specific provision relating to the general meetings in a sub-fund or a class of shares (article 25);

- Update of the provision relating to the termination and amalgamation of sub-funds or classes of shares in order to reflect the new provisions of the Law of 2010 applicable to mergers (article 26);

- Clarification of the terms of payment of dividends and introduction of the possibility to have them paid in stock (article 28);

- Amendment to the provision on the winding-up/liquidation of the Company so as to integrate the relevant provisions of the Law of 2010 (article 30).

3. As from the Effective Date, simultaneous change of the language of the articles of association of the Company, that shall be established in English language only.

(ii) Convening notices setting forth the agenda of the meeting were circulated and published as follows:

a) On 9 July 2015, the convening notice has been sent via registered mail to all shareholders listed in the shareholder register of the Company. In addition, publication in Luxembourg in "Luxemburger Wort", "Tageblatt" and in "Mémorial C" took place on that date.

b) On 25 July 2015, publication of the convening notice took place in Luxembourg in "Luxemburger Wort", "Tageblatt" and in "Mémorial C".

In accordance with the articles of association and the prospectus of the Company and the Luxembourg law on commercial companies dated 10 th August 1915, as amended (the "1915 Law").

(iii) The shareholders present or represented, the proxies of the represented shareholders and the number of shares held by them are entered on an attendance list attached to these minutes and duly signed by the attending shareholders or their representatives respectively.

The proxies of the represented shareholders are initialled by the members of the bureau of the meeting. The attendance list as well as the proxies of the represented shareholders signed "ne varietur" will remain annexed to this deed and will be registered with the deed.

(iv) It appears from the attendance list that out of the 5,623,054.55 issued shares representing the whole share capital of the Company, one share is present or validly represented at the present extraordinary general meeting by proxy.

(v) On June 26, 2015, a first extraordinary general meeting of shareholders was convened to vote on the above mentioned agenda. However, such first extraordinary general meeting did not reach the necessary quorum requirements under Luxembourg law, which is why today's extraordinary general meeting, which is not subject to any quorum requirements, was convened to resolve on the above mentioned agenda.

(vi) This meeting is therefore validly constituted and may validly deliberate and resolve on the points of the agenda.

After deliberation, the meeting took the following resolutions:

First resolution

As from 17 August 2015 (hereinafter the "Effective Date"), change of the name of the Company from "ING (L) Liquid" to "NN (L) Liquid" in order to align with the rebranding of the other NN Investment Partners (formerly ING Investment Management) entities and consequent amendments to the articles of association (the "Articles") so as to reflect the new name of the Company.

This resolution has been unanimously adopted.

Second resolution

As from the Effective Date, restatement of articles of association of the Company in order to reflect the latest legal and regulatory changes and to introduce some efficiency provisions, mainly consisting in the following:

- Replacement of the references to the law of 20 December 2002 relating to undertakings for collective investment by the law of 17 December 2010 relating to undertakings for collective investment (the "Law of 2010");

- Introduction of the possibility for one sub-fund of the Company to invest in another sub-fund of the Company (articles 5 and 20);

- Clarification that the base currency of the Company is EUR (article 5);

- Rewording of the provision relating to the form of shares following the entry into force of the law of 28 July 2014 on the immobilisation of bearer shares (articles 8 and 28);

- Clarification that the costs of a subscription in kind shall be borne by the subscribing shareholder (article 10);

- Clarification that the costs of a redemption in kind shall be borne by the redeeming shareholder (article 11);

- Clarification that, in case there is no common valuation day for any two classes, the conversion will be made on the basis of the net asset value calculated on the next following valuation day of each of the two classes concerned (article 12);

- Clarification that all valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounted principles (article 14);

- Introduction of the possibility to adjust the net asset value if on a valuation day the consolidated issues and redemptions of all the categories of shares of a sub-fund of the Company result in an increase or decrease of the sub-funds' capital (article 14);

- Clarification that, in the absence of bad faith, gross negligence or manifest error, every decision in calculating the net asset value taken by the board of directors or by any delegated entities shall be final and binding on the Company and present, past or future shareholders (article 14);

- Introduction of a specific provision clarifying how assets and liabilities are allocated within the sub-funds of the Company (article 15);

- Introduction of the possibility for the Company to implement master-feeder structures (articles 16 and 20);

- Introduction of 2 additional circumstances under which the calculation of the net asset value may be suspended, i.e. in case of a merger of a sub-fund of the Company, and in case of a feeder sub-fund of the Company if the calculation of the net asset value of the master UCITS is suspended (article 16);

- Clarification that the Company is authorized to employ techniques and instruments to the full extent permitted under the Law of 2010 for the purpose of efficient portfolio management (article 20);

- Rewording of the provision on the conflict of interest (article 23);

- Removal of the provision on compensation of directors (former article 24);

- Rewording of the provision on general meetings of the Company so as to include the provisions of the Law of 2010 and of the law of 10 August 1915 on commercial companies (article 24);

- Introduction of a specific provision relating to the general meetings in a sub-fund or a class of shares (article 25);

- Update of the provision relating to the termination and amalgamation of sub-funds or classes of shares in order to reflect the new provisions of the Law of 2010 applicable to mergers (article 26);

- Clarification of the terms of payment of dividends and introduction of the possibility to have them paid in stock (article 28);

- Amendment to the provision on the winding-up/liquidation of the Company so as to integrate the relevant provisions of the Law of 2010 (article 30).

This resolution has been unanimously adopted.

Third resolution

As from the Effective Date, simultaneous change of the language of the articles of association of the Company, that shall be established in English language only.

This resolution has been unanimously adopted.

As a consequence, as from 17 August 2015, the articles of association of the Company shall read as follows:

Chapter I. - Form, Term, Object, Registered office

Art. 1. Name and form. There exists among the existing shareholders and those who may become owners of shares in the future, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of NN (L) Liquid (hereinafter the "Company"). The Company shall be governed by the Law of 17 December 2010 relating to undertakings for collective investments, as it may be amended and supplemented from time to time (the “Law of 2010”), and by these articles of association.

Art. 2. Duration. The Company is formed for an unlimited period of time.

Art. 3. Purpose. The Company's sole purpose shall be the investment of its assets in transferable securities and money market instruments of all kinds and/or in other assets referred to under part I of the Law of 2010 relating to undertakings for collective investments, with a view to spreading investment risks and enabling its shareholders to benefit from the results of its management. The Company may take any measures and conduct any operations it sees fit for the purpose of achieving or developing its object to the largest extent permitted under the Law of 2010.

Art. 4. Registered office. The Company's registered office shall be in Luxembourg (Grand-Duchy of Luxembourg). If the board of directors considers that extraordinary events of a political, economic or social nature, likely to compromise the registered office's normal activity or easy communications between this office and abroad, have occurred or are imminent, it may temporarily transfer the registered office abroad until such time as these abnormal circumstances have ceased completely; this temporary measure shall not, however, have any effect on the Company's nationality, which, notwithstanding a temporary transfer of its registered office, shall remain a Luxembourg corporation.

Branches, subsidiaries or other offices may be established, either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the board of directors.

Chapter II. - Capital

Art. 5. Share capital. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total value of the net assets of the Company and its Sub-Funds. The minimum capital of the Company cannot be lower than the level provided for in Article 27 (1) of the Law of 2010. In case where one or several Sub-Funds of the Company hold shares that have been issued by one or several other Sub-Funds of the Company, their value will not be taken into account for the calculation of the net assets of the Company for the purpose of the determination of the above mentioned minimum capital. Such minimum capital must be reached within a period of six months after the date on which the Company has been authorised as an undertaking for collective investment under Luxembourg law.

For the purposes of the consolidation of the accounts the base currency of the Company shall be Euro (EUR).

Art. 6. Capital variation. The Company's share capital shall vary, without any amendment of the articles of association, as a result of the Company issuing new shares or redeeming its shares.

Art. 7. Sub-funds. The board of directors may, at any time, create different categories of shares, each one corresponding to a distinct part or “sub-fund” of the Company's net assets (hereinafter referred to as a “Sub-Fund”). It shall assign a particular name to them, which it may amend, and may limit or extend their lifespan if it sees fit.

As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund or Sub-Funds. The Company shall be considered as one single legal entity. However, with regard to third parties, in particular towards the Company’s creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

The board of directors, acting in the best interest of the Company, may decide, in the manner described in the sales documents of the Company, that all or part of the assets of two or more Sub-Funds be co-managed amongst themselves on a segregated or on a pooled basis.

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

Chapter III. - Shares

Art. 8. Form of shares. The board of directors shall determine whether the Company shall issue bearer and/or registered shares, to the extent permitted by law and under the conditions specified in the sales documents of the Company.

The board of directors may decide, at its entire discretion, whether or not to issue certificates in respect of registered shares, as specified in the sales documents of the Company. In case the board of directors has elected to issue no certificates, a shareholder shall receive, upon his request, a written confirmation of his shareholding.

The share certificates if issued, shall comply with the requirements set out under the law of 10 August 1915 on commercial companies, as amended (the "Law of 1915").

In case share certificates are issued, the board of directors may decide, at its entire discretion, to replace a share certificate which has been mislaid, mutilated or destroyed, as specified in the sales documents of the Company.

All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept in compliance with applicable laws.

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares.

Shareholders entitled to receive registered shares shall provide the Company with all the information requested under applicable laws, including an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

At the entire discretion of the board of directors, bearer shares may be issued in book entry bearer form or immobilised form, as specified in the sales documents of the Company.

All immobilised bearer shares of the Company shall be registered in the bearer share register which shall be kept by the bearer shares depositary in compliance with applicable laws, as further specified in the sales documents of the Company.

Ownership of bearer shares will be evidenced by the registration in the bearer shares register. Upon written request by the shareholder concerned, the bearer shares depositary may issue a written confirmation of the shares registered for such shareholder in the bearer share register.

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

The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Sub-Fund or class of shares on a pro rata basis.

Art. 9. Classes of shares. The board. of directors may decide to issue one or more classes of shares for each Sub-Fund. These may be limited to a specific group of investors, e.g. investors from a specific country or institutional investors.

Each class may differ from another with regard to its cost structure, the initial investment required or the currency in which the net asset value is expressed or any other feature.

Within each class, there may be

- one or more capitalisation share-types and

- one or more distribution share-types.

Whenever dividends are distributed on distribution shares, the portion of net assets of the class of shares to be allotted to all distribution shares shall subsequently be reduced by an amount equal to the amounts of the dividends distributed, thus leading to a reduction in the percentage of net assets allotted to all distribution shares, whereas the portion of net assets allotted to all capitalisation shares shall remain the same.

Finally, each share-type - capitalisation and/or distribution - may be subdivided into 'Hedged' or 'Unhedged' sub-types. Shares shall be described as 'Hedged' if their assets denominated in currencies other than the reference currency are covered against the exchange rate risk. Conversely, shares shall be described as 'Unhedged' if there is no currency cover.

The board of directors may decide not to issue or to cease issuing classes, types or sub-types of shares in one or more Sub-Funds.

Any future reference to a Sub-Fund shall include, if applicable, each class and type of share making up this Sub-Fund and any reference to a type shall include, if applicable, each sub-type making up this type.

Art. 10. Issue of shares. The board of directors is authorized without limitation to issue an unlimited number of shares at any time without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued.

The board of directors may impose restrictions on the frequency at which shares shall be issued in any class of shares and/or in any Sub-Fund; the board of directors may, in particular, decide that shares of any class and/or of any Sub-Fund

shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents of the Company.

Furthermore, the board of directors may impose specific requirements in relation to the minimum amount of the aggregate net asset value of shares to be initially subscribed, the minimum amount of any additional investments and the minimum of any holding of shares.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be the net asset value per share of the relevant class as determined in compliance with Article 14 hereof as of such Valuation Day (defined in Article 14 hereof) as is determined in accordance with such policy as the board of directors may from time to time determine. Such price may be increased by applicable sales commissions, as approved from time to time by the board of directors. The price so determined shall be payable within a period as determined by the board of directors which shall not exceed ten business days from the relevant Valuation Day.

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

The Company may, if a prospective shareholder requests and the board of directors so agree, satisfy any application for subscription of shares which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the board of directors and must correspond to the investment policy and restrictions of the Sub-Fund being invested in. A valuation report relating to the contributed assets must be delivered to the board of directors by the independent auditor of the Company. Any costs resulting from such a subscription in kind are supported by the shareholder who has requested the subscription in kind.

Art. 11. Redemption. Any shareholder may request the redemption of all or part of his shares by the Company, under the terms and procedures set forth by the board of directors in the sales documents of the Company and within the limits provided by law and these Articles.

The redemption price per share shall be paid within a period as determined by the board of directors which shall not exceed ten business days from the relevant Valuation Day, as is determined in accordance with such policy as the board of directors may from time to time determine, provided that the share certificates, if any, and such instruments of transfer as may be required by the board of directors have been received by the Company, subject to the provision of Article 16 hereof and provided further that exceptionally the proceeds of a redemption effected in relation to a prior subscription may be delayed for more than ten days to assure that the funds tendered for such subscription have cleared.

The redemption price shall be equal to the net asset value per share of the relevant class, as determined in accordance with the provisions of Article 14 hereof, less such charges and commissions (if any) at the rate provided by the sales documents of the Company. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine.

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

Further, the board of directors may decide the compulsory redemption of all the shares held by a shareholder in any, several or all classes of shares, if the aggregate net asset value of shares held by the relevant shareholder falls below such value as determined by the board of directors.

If on any given date redemption requests pursuant to this Article and conversion requests pursuant to Article 12 hereof exceed a certain level determined by the board of directors in relation to the number of shares in issue of a specific Sub-Fund or class, the board of directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the board considers to be in the best interests of the Company. On the next Valuation Day following that period, these redemption and conversion requests will be met in priority to later requests.

The Company shall have the right, if the board of directors so determines, to satisfy payment of the redemption price to any shareholder in specie by allocating to the holder investments from the portfolio of assets set up in connection with such class or classes of shares equal in value (calculated in the manner described in Article 14 as of the Valuation Day on which the redemption price is calculated to the value of the shares to be redeemed. Redemptions other than in cash will be the subject of a report drawn up by the Company's independent auditor. A redemption in kind is only possible provided that (i) equal treatment is afforded to shareholders, that (ii) the relevant shareholders have agreed to receive redemption proceeds in kind and (iii) that the nature and type of assets to be transferred are determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or classes of shares. Any costs resulting from such a redemption in kind are supported by the redeeming shareholders.

Art. 12. Conversion. Any shareholder is entitled to request the conversion of whole or part of his shares into another Sub-Fund and/or class of shares, provided that the board of directors may (i) set restrictions, terms and conditions as to the right for and frequency of conversions between certain Sub-Funds and/or classes of shares and (ii) subject them to the payment of such charges and commissions as it shall determine and specify in the sales documents of the Company.

The price for the conversion of shares shall be computed by reference to the respective net asset values per share concerned, calculated on the same Valuation Day. If there is no common Valuation Day for any two classes, the conversion

will be made on the basis of the net asset value calculated on the next following Valuation Day of each of the two classes concerned.

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

Art. 13. Limitations on the ownership of shares. The board of directors may restrict or place obstacles in the way of the ownership of shares in the Company by any natural person or legal entity if the Company considers that this ownership involves a violation of the Law of the Grand Duchy or abroad, or may involve the Company in being subject to taxation in a country other than the Grand Duchy or may in some other manner be detrimental to the Company.

To that end, the Company may:

a) decline to issue any shares and decline to register any transfer of shares when it appears that such issue or transfer might or may have as a result the allocation of ownership of the share to a person who is not authorised to hold shares in the Company;

b) proceed with the compulsory redemption of all the shares if it appears that a person who is not authorised to hold shares in the Company, either alone or together with other persons, is the owner of shares in the Company, or proceed with the compulsory redemption of any or a part of the shares, if it appears to the Company that one or several persons is or are owner or owners of a proportion of the shares in the Company in such a manner that this may be detrimental to the Company. The following procedure shall be applied:

1. the Company shall send a notice (hereinafter called "the redemption notice") to the shareholder possessing the shares; the redemption notice shall specify the shares to be redeemed, the redemption price to be paid, and the place where this price shall be payable. The redemption notice may be sent to the shareholder by recorded delivery letter to his last known address. The shareholder in question shall be obliged without delay to deliver to the Company the certificate or certificates, if there are any, representing the shares specified in the redemption notice, together with the unmatured coupons, if issued. From the closing of the offices on the day specified in the redemption notice, the shareholder in question shall cease to be the owner of the shares specified in the redemption notice and the certificates representing these shares shall be rendered null and void in the books of the Company;

2. the price at which the shares specified in the redemption notice shall be redeemed ("the redemption price") shall be equal to the net asset value of the shares of the Company, that value determined in accordance with Article 14 of the Articles of Association on the date of the redemption notice;

3. payment of the purchase price will be made to the owner of such shares and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) for payment to such owner upon surrender, where applicable, of the share certificate or certificates representing the shares specified in such notice together with the unmatured coupons, if issued. Upon deposit of such price as aforesaid, no person interested in the shares specified in such purchase notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholders appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective surrender, where applicable, of the share certificate(s) and the unmatured coupons, if issued, as aforesaid;

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

c) refuse, during any Shareholders' Meeting, the right to vote of any person who is not authorised to hold shares in the Company.

In particular, the Company may limit or forbid the ownership of shares in the Company by any "US Person".

The term "US Person" means any resident or person with the nationality of the United States of America or one of their territories or possessions or regions under their jurisdiction, or any other company, association or entity incorporated under or governed by the law of the United States of America or any person falling within a definition of US Person under relevant applicable US law.

Art. 14. Net asset value. The net asset value of the shares in every class, type or sub-type of share for each Sub-Fund of the Company shall be expressed in the currency(ies) decided upon by the board of directors. This net asset value shall be determined at least twice a month.

The board of directors shall decide the valuation days (each referred to as a “Valuation Day”) and the ways used to make the net asset value per share available to the public, in accordance with the legislation in force.

I. The Company's assets shall include:

a. all cash in hand or on deposit, including any interest accrued and outstanding;

b. all bills and promissory notes payable and accounts receivable, including the proceeds of any securities sales still outstanding;

c. all securities, equities, bonds, time notes, debenture stocks, options or subscription rights, warrants, money market instruments, and any other investments and transferable securities belonging to the Company;

d. all dividends and distributions payable to the Company either in cash or in the form of stocks and shares (the Company may, however, make adjustments to take account of any fluctuations in the market value of transferable securities resulting from practices such as ex-dividend or ex-right trading);

e. all accrued and outstanding interest on any interest-bearing securities belonging to the Company, unless this interest is included in the principal amount of such securities;

f. the Company's preliminary expenses, to the extent that this has not already been written-off;

g. all other assets whatsoever their nature, including the proceeds of swap operations and advance payments.

II. The Company's liabilities shall include:

a. all borrowings, bills due and accounts payable;

b. all known liabilities, whether or not already due, including all contractual obligations that have reached their term, involving payments made either in cash or in the form of assets, including the amount of any dividends declared by the Company but not yet paid;

c. a provision for capital gain tax and income tax up to the Valuation Day and any other provisions authorised or approved by the board of directors;

d. all other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares in the Company. In determining the amount of such liabilities the Company shall take into account all costs relating to its establishment and operations. These costs may, in particular and without being limited to the following, include the remuneration of the depositary bank, the remuneration of the designated management company of the Company and other providers of services to the Company, as well as the fees of the auditor, the costs of printing, distributing and translating prospectuses and periodic reports, brokerage, fees, taxes and costs connected with the movements of securities or cash, Luxembourg subscription tax and any other taxes relating to the Company's business, the costs of printing shares, translations and legal publications in the press, the financial servicing costs of its securities and coupons, the possible costs of listing on the stock exchange or of publication of the price of its shares, the costs of official deeds and legal costs and legal advice relating thereto and the charges and, where applicable, emoluments of the members of the board of directors. In certain cases, the Company may also bear the cost of the fees due to the authorities in the countries where its shares are offered to the public and the costs of registration abroad, where applicable. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance and may accrue the same in equal proportions over any such period.

III. The value of assets shall be determined as follows:

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

b. the value of all portfolio securities and money market instruments or derivatives that are listed on an official stock exchange or traded on any other regulated market will be based on the last available price on the principal market on which such securities, money market instruments or derivatives are traded, as furnished by a recognised pricing service approved by the board of directors. If such prices are not representative of the fair value, such securities, money market instruments or derivatives as well as other permitted assets may be valued on the basis of their foreseeable sales price, as determined in good faith by and under the direction of the board of directors;

c. the value of securities and money market instruments which are not quoted or dealt in on any regulated market will be based on the last available price, unless such price is not representative of their true value; in this case, they may be valued on the foreseeable sale price of the security, as determined in good faith by and under the direction of the board of directors;

d. the amortised cost method of valuation for short-term transferable debt securities in certain Sub-Funds of the Company may be used. This method involves valuing a security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium regardless of the impact of fluctuating interest rates on the market value of the security. While this method provides certainty in valuation, it may result in periods during which value as determined by amortised cost, is higher or lower than the price the Sub-Fund would receive if it sold the securities. For certain short term transferable debt securities, the yield to a shareholder may differ somewhat from that which could be obtained from a similar sub-fund which marks its portfolio securities to market each day.

e. the value of the participations in investment funds shall be based on the last available valuation. Generally, participations in investment funds will be valued in accordance with the methods described in the instruments governing such investment funds. These valuations shall normally be provided by the fund administrator or valuation agent of an investment fund. To ensure consistency within the valuation of each Sub-Fund, if the time at which the valuation of an investment fund was calculated does not coincide with the valuation time of any Sub-Fund, and such valuation is determined to have changed materially since it was calculated, then the Net Asset Value may be adjusted to reflect these changes as determined in good faith by and under the direction of the board of directors.

f. the valuation of swaps will be based on their market value, which itself depends on various factors (e.g. level and volatility of the underlying asset, market interest rates, residual term of the swap). Any adjustments required as a result of issues and redemptions are carried out by means of an increase or decrease in the nominal of the swaps, traded at their market value.

g. the valuation of derivatives traded over-the-counter (OTC), such as futures, forward or option contracts not traded on exchanges or on other regulated markets, will be based on their net liquidating value determined, pursuant to the policies established by the board of directors, on a basis consistently applied for each variety of contract. The net liquidating value of a derivative position is to be understood as the net unrealised profit/loss with respect to the relevant position. The valuation applied is based on or controlled by the use of a model recognised and of common practice on the market.

h. the value of other assets will be determined prudently and in good faith by and under the direction of the board of directors in accordance with generally accepted valuation principles and procedures.

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

The valuation of the Company's assets and liabilities expressed in foreign currencies shall be converted into the currency of the Sub-Fund concerned, based on the latest known exchange rates.

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

Adequate provisions will be made, Sub-Fund by Sub-Fund, for the expenses incurred by each of the Sub-Funds of the Company and due account will be taken of any off-balance sheet liabilities in accordance with fair and prudent criteria.

In each Sub-Fund, and for each class of shares, the net asset value per share shall be calculated in the calculation currency of the net asset value of the relevant class, by a figure obtained by dividing, on the Valuation Day, the net assets of the class of shares concerned, constituted by the assets of this class of shares minus the liabilities attributable to it, by the number of shares issued and in circulation for the class of shares concerned.

The net asset value of a distribution share in a given class of shares will at all times be equal to the amount obtained by dividing the portion of net assets of this class of shares then attributable to all of the distribution shares by the total number of distribution shares in this class then issued and in circulation.

Similarly, the net asset value of a capitalisation share in a given class of shares will at all times be equal to the amount obtained by dividing the portion of net assets of this class of shares then attributable to all the capitalisation shares by the total number of capitalisation shares in this class then issued and in circulation.

If in a given type of share there are both hedged and unhedged sub-types of share, the net asset value of a hedged share in a given type of share will at all times be equal to the amount obtained by dividing the portion of net assets of this type of share then attributable to all of the sub-types of hedged share, taking account of the result of the specific currency hedging operation and any other factor attributable to this sub-type of share, by the total number of shares of the hedged sub-types of this type of share then issued and in circulation.

Similarly, the net asset value of an unhedged share sub-type of a given type of share will at all times be equal to the amount obtained by dividing the portion of net assets of this type of share then attributable to all the unhedged share sub-types by the total number of unhedged share sub-types of this type of share then issued and in circulation.

Any share that is in the process of being redeemed pursuant to Article 11 hereof shall be regarded as a share that has been issued and is in existence until after the close of the Valuation Day applicable to the redemption of this share and, thereafter and until such time as it is paid for, it shall be deemed a Company liability. Any shares to be issued by the Company, in accordance with subscription applications received, shall be treated as being issued with effect from the close of the Valuation Day on which their issue price is determined, and this price shall be treated as an amount payable to the Company until such time as it is received by the latter.

Effect shall be given on the Valuation Day to any purchase or sale of transferable securities entered into by the Company, as far as possible.

The Company's net assets shall be equal to the sum of the net assets of all Sub-Funds, converted into EUR on the basis of the latest known exchange rates.

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

If on a Valuation Day the consolidated issues and redemptions of all the categories of shares of a Sub-Fund result in an increase or decrease of the Sub-Funds' capital, the board of directors may decide to adjust the net asset value. Such adjustment will have as a result an increase of the net asset value in case of an increase of capital and a decrease of the net asset value in case of a decrease of capital.

Art. 15. Allocation of assets and liabilities within sub-funds. Each Sub-Fund's assets and liabilities shall form an individual unit within the Company's books. The proceeds of share issues in one Sub-Fund shall be allotted to the corresponding unit, together with the assets, liabilities, income and expenditure relating to this Sub-Fund. Any assets derived from other assets shall be allotted to the same unit as the latter. All Company liabilities that can be allotted to a particular Sub-Fund shall be charged to the corresponding unit.

Any share redemptions and dividend payments to the owners of shares in a Sub-Fund shall be charged to this Sub-Fund's unit.

Any assets and liabilities that cannot be allotted to one particular Sub-Fund shall be charged to the units of all Sub-Funds, pro rata to the value of the net assets of each Sub-Fund.

Towards third parties, the assets of a given Sub-Fund will be liable only for the debts, liabilities and obligations concerning that Sub-Fund. In relations between shareholders, each Sub-Fund is treated as a separate entity.

Art. 16. Suspension of calculation of the net asset value. The Company may suspend the determination of the net asset value of shares and/or the issue, redemption and conversion of shares, for one or more Sub-Funds, in the following cases:

a) in the event of the closure, for periods other than normal holidays, of a stock exchange or other regulated and recognised market which is operating regularly and is open to the public and supplies prices for a significant part of the assets of one or more Sub-Funds, or in the event that transactions on such an exchange or market are suspended, subject to restrictions or impossible to execute in the required quantities;

b) when there is a breakdown in the means of communication normally employed in determining the price of any of the investments comprised in the Company or the current price on any investment exchange or when for any reason the prices of any investments cannot be promptly and accurately ascertained;

c) where exchange or capital transfer restrictions prevent the execution of transactions on one or more Sub-Funds' behalf or where purchase or sale transactions on its behalf cannot be executed at normal exchange rates;

d) where factors dependent inter alia upon the political, economic, military or monetary situation, and which are beyond the control, responsibility and means of action of the Company, prevent it from having disposal of its assets and determining their net asset value in a normal or reasonable way;

e) following any decision to dissolve one, several or all Sub-Funds;

f) where the market of a currency in which a significant part of a Sub-Fund's assets is expressed is closed for periods other than normal holidays, or where transactions on such a market are either suspended or subject to restrictions;

g) to establish the exchange parities in the context of a contribution of assets, splits or any restructuring operation, within, by one or more Sub-Funds;

h) in case of a merger of a Sub-Fund with another Sub-Fund of the Company or another UCITS (or a Sub-Fund thereof), provided such suspension is in the interest of the shareholders;

i) in case of a feeder Sub-Fund of the Company, if the net asset calculation of the master Sub-Fund or the master UCITS is suspended.

In addition, in order to prevent market timing opportunities arising when a net asset value is calculated on the basis of market prices which are no longer up to date, the board of directors is authorised to suspend temporarily issues, redemptions and conversions of shares of one or several Sub-Fund(s) when the stock exchange(s) or market(s) that supplies/supply prices for a significant part of the assets of one or several Sub-Fund(s) are closed.

In exceptional circumstances that may adversely affect shareholders' interests, or in the event of significant issue, redemption or conversion requests or insufficient market liquidity, the board of directors reserves the right to set the net asset value of shares in a Sub-Fund only after it has effected the necessary purchases and the sales of securities, financial instruments or other assets on a Sub-Fund's behalf. In this case, any subscriptions, redemptions and conversions simultaneously pending shall be executed on the basis of one single net asset value per class of shares within the relevant Sub-Fund.

The suspension of the calculation of the net asset value, of the issue, redemption or of the conversion of shares, shall be notified to investors through all possible means and more specifically by a publication in the press, unless the board of directors is of the opinion that a publication is not useful in view of the short period of the suspension.

Such a suspension decision shall be notified to any shareholders requesting the subscription, redemption or conversion of their shares.

The suspension measures provided for in this article may be limited to one or more Sub-Funds.

Chapter IV. Administration and management of the company

Art. 17. Administration. The Company shall be managed by a board of directors composed of not less than three members, who need not be shareholders of the Company. They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Directors shall be elected by the majority of the votes of the shares present or represented.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of a director, the remaining directors appointed by the general meeting may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

Art. 18. Operation and meetings. The board of directors shall choose a chairman from among its members and may elect one or more vice-chairmen from among them. It shall also appoint a secretary, who must not be a director and who shall write and keep the minutes of board meetings and shareholders' meetings.

The board of directors shall meet when convened by the chairman or any two directors, at the place indicated in the notice of the meeting.

Written notice of any board meeting shall be given to all directors at least twentyfour hours prior to the time set for the meeting, except in an emergency, in which case the nature of and reasons for this emergency shall be stated in the convening notice of the meeting. This notice requirement may be disregarded following the agreement in writing or by cable, telegram, telex or facsimile transmission from each director. A special notice shall not be required for a meeting of the board of directors being held at a time and a place determined in a prior resolution adopted by the board of directors.

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

Any director may arrange to be represented at board meetings by appointing another director to act as a proxy for him, either in writing or by cable, telegram or telex. A director may represent several of his colleagues.

The board of directors may only deliberate and act if one half of its members are present or represented. Decisions shall be taken by a majority vote of the directors present or represented. If an equal number of votes are cast for and against a decision at a board meeting, the chairman shall have the casting vote.

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

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

Art. 19. Minutes. The minutes of board meetings shall be signed by the chairman or whoever has assumed the chairmanship in his absence.

Any copies of or extracts from the minutes, which are to be used for legal or other purposes, shall be signed by the chairman or secretary or two Directors.

Art. 20. Powers of the board of directors. The board of directors, applying the principle of risk spreading, shall determine the investment policies and strategies of each Sub-Fund and the course of conduct of the management and business affairs of the Company, within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations.

a) The board of directors may decide that investments be made in:

1. Transferable securities and money market instruments admitted to or dealt in on a regulated market within the meaning of Directive 2004/39/EC on the Markets in Financial Instruments, as amended;

2. Transferable securities and money market instruments which are dealt in on another market of a member state of the European Union (a “Member State”) and that is regulated, operating regularly, recognised and open to the public;

3. Transferable securities and money market instruments admitted to official listing on a stock exchange in a non member State of the European Union or dealt in on another market of a non member state of the European Union and that is regulated, operating regularly, recognised and open to the public, being specified that the eligible stock exchange and markets shall be situated in the States which are the member states of the Organization for the Economic Cooperation and Development (“OECD”) or in all other countries of Europe, North America, South America, Africa, Asia and Oceania;

4. Newly issued transferable securities and money market instruments, provided that:

- the issue conditions include an undertaking that an application will be made for official listing on a stock exchange or other regulated market that is recognised, is operating regularly and is open to the public and situated in the States which are the member states of the Organization for the Economic Cooperation and Development (“OECD”) or in all other countries of Europe, North America, South America, Africa, Asia and Oceania;

- such admission is achieved at the latest within a year of issue;

5. Transferable securities of the Type 144A, as described in the US Code of Federal Regulations, Title 177, § 230, 144A, under the condition that:

- the securities include an exchange promise that is registered under the Securities Act of 1933 that foresees in a right to exchange the 144A's with similar registered transferable securities that are negotiable on the American OTC fixed income - market;

- in case the exchange promise has not been asserted within one year after the acquisition of the securities, the securities will be subject to the limit described in point b) (1) hereunder;

6. Units of UCITS authorised according to the Directive 2009/65/EC as amended and/or other collective investment undertakings within the meaning of Article 1(2), lit. a) and b) of the Directive 2009/65/EC should they be situated in a Member State or not, provided that:

- such other collective investment undertakings are authorised under laws which provide that they are subject to supervision considered by the Luxembourg supervisory authority as equivalent to that laid down in European Community law, and that cooperation between authorities is sufficiently ensured;

- the level of protection for unit-holders in the other collective investment undertakings is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and short sales of transferable securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC as amended;

- the business of the other collective investment undertakings is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;

- no more than 10 % of the UCITS' or the other collective investment undertakings' assets, whose acquisition is contemplated, can, according to their fund rules or instruments of incorporation, be invested in aggregate in units of other UCITS or other collective investment undertakings.

7. Deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a member state of the European Union or, if the registered office of the credit institution is situated in a non-member state, provided that it is subject to prudential rules considered by the Luxembourg supervisory authority as equivalent to those laid down in European Community law;

8. Financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in paragraphs 1, 2 and 3 above and/or financial derivative instruments dealt in over-thecounter ("OTC derivatives"), provided that:

- the underlying consists of instruments covered by indent a), of financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives;

- the counterparties to OTC derivative transactions are first class financial institutions specialised in these types of transactions provided that they are also subject to prudential supervision;

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

9. Money market instruments other than those dealt in on a regulated market, which are liquid, and have a value which can be accurately determined at any time, provided that the issue or issuer of such instruments are regulated for the purpose of protecting investors and savings, and provided that they are:

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

- issued by an undertaking any securities of which are dealt in on regulated markets referred to in paragraph 1°, 2° or 3° above or

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

- issued by other bodies belonging to the categories approved by the Luxembourg supervisory authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with Fourth Council Directive 78/660/EEC of July 25 th 1978 as amended, or is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

10. A Sub-Fund which can, under the conditions provided for in the Law of 2010 invest in the shares issued by one or several other Sub-Funds of the Company.

11. A Sub-Fund which can be constituted as a feeder Sub-Fund in a master UCITS or a master Sub-Fund of such UCITS.

b) In addition, the Company:

(1) shall be entitled to invest up to 10% of the net assets of each Sub-Fund in transferable securities and money market instruments other than those referred to under item a) above;

(2) may acquire movable and immovable property which is essential for the direct pursuit of its business;

(3) may not acquire precious metals or certificates representing precious metals;

c) The Company may invest up to 100% of the net assets of each Sub-Fund in transferable securities and money market instruments issued or guaranteed by a member state of the European Union, by the local authorities of a member state of

the European Union, by a state which is a member state of the OECD or by public international bodies in which one or more member states of the European Union participate, provided that such transferable securities and money market instruments form part of at least six different issues and that the transferable securities and money market instruments forming part of any one issue do not exceed 30% of the net assets of the Sub-Fund concerned;

d) The Company may hold ancillary liquid assets for each Sub-Fund;

The Company is authorized to employ techniques and instruments to the full extent permitted under part I of the Law of 2010 relating to undertakings for collective investment, as it may be amended and supplemented from time to time, for the purpose of efficient portfolio management.

The board of directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose.

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

Art. 21. Corporate signature. Towards third parties, the Company is validly bound by the joint signatures of two directors or by the joint or single signature of any officer(s) of the Company or of any other person(s) to whom authority has been delegated by the board of directors.

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

Art. 22. Delegation of power. The board of directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the board, who shall have the powers determined by the board of directors and who may, if the board of directors so authorizes, subdelegate their powers.

Art. 23. Conflict of interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

For the avoidance of doubt, any director, executive or authorised representative who is a director, executive, authorised representative or employee of a company or firm with which the Company places contracts or is otherwise engaged in business relations, shall not be denied the right to deliberate, vote and act with regard to matters related to such contracts or business dealings.

If any director, executive or authorised representative has a personal interest in some part of the Company's business, or in a situation which leads or may lead to a conflict of interest entailing a material risk of damage to the interests of the Company and/or its shareholders, he shall inform the board of directors thereof. He shall not deliberate or take part in voting on this matter. The matter shall be reported to the next shareholders' meeting.

Chapter V. - General meetings

Art. 24. General meetings of the company. The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, on the second Tuesday of October at 2.30 p.m. If this day is not a banking day in Luxembourg, the annual general meeting shall be held on the next banking day. The annual general meeting may be held abroad if the board of directors, acting with sovereign powers, decides that exceptional circumstances warrant this.

Other general meetings of shareholders may be held at the place and on the date specified in the notice of meeting.

Any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any Sub-Fund, class or type towards the rights of the holders of shares of any other Sub-Fund or Sub-Funds, class or classes, type or types shall be subject to a resolution of the general meeting of shareholders of such Sub-Fund or Sub-Funds, class or classes, type or types in compliance with Article 68 of the Law of 1915.

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

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

Shareholders shall meet upon call by the board of directors 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. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the board of directors except in the instance where the meeting is called on the written demand of the shareholders in which instance the board of directors may prepare a supplementary agenda.

The convening notice for a general meeting could provide that the quorum and the majority will be determined in accordance with the shares issued and in circulation the fifth day preceding the general meeting at midnight (Luxembourg time) (the “registration date”)

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

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

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

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

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

Each share, whatever its value, shall provide entitlement to one vote. Fractions of shares do not give their holder voting right

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.

Any shareholder may take part in meetings by designating in writing, by telegram or telex, another person to act as his proxy.

Art. 25. General meetings in a sub-fund or in a class of shares. The shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

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

The provisions of Article 24, paragraphs 4, 5, 6, 7, 8, 9 and 10 shall apply to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company. The fractions of shares do not confer any voting rights upon their holders.

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

Art. 26. Termination and amalgamation of sub-funds or classes of shares. In the event that, for any reason, the value of the total net assets in any Sub-Fund or the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such Sub-Fund, or such class of shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization, the board of directors may decide to redeem all the shares of the relevant class or classes at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect.

The Company shall send a notice to the holders of the relevant class or classes of shares prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations: registered holders shall be notified in writing; the Company shall inform holders of bearer shares by publication of a notice in newspapers to be determined by the board of directors, unless these shareholders and their addresses are known to the Company. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the class of shares concerned may continue to request redemption of their shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

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

Assets which may not be distributed to their beneficiaries, due to, inter alia, the non-availability of the shareholder at its registered address or incorrect bank details at the time of the redemption will be transferred to the Caisse de Consignation on behalf of the beneficiaries which will hold said sums at their disposal for the period contemplated by the law. After the expiry of this period, the balance will revert to the State of Luxembourg.

The board of directors may decide, in compliance with the procedures laid down in the Law of 2010, to allocate the assets of any Sub-Fund to those of another Sub-Fund within the Company or to another undertaking for collective investment organised under the provisions of Directive 2009/65/EC, as amended, or to another Sub-Fund within such other undertaking for collective investment (the "new Sub-Fund") and to redesignate the shares of the class or classes concerned as shares of the new Sub-Fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). The shareholders of the Sub-Funds concerned shall be notified in accordance with applicable laws and regulations and shall be entitled to request the redemption of their shares, free of charge. Shareholders who have not requested redemption will be transferred as of right to the new Sub-Fund.

A merger that has as a result that the Company ceases to exist needs to be decided at a general meeting of shareholders. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting.

Chapter VI. - Annual accounts

Art. 27. Financial year. The financial year starts on 1 July of each year and ends on 30 June of the following year.

The Company shall publish an annual report and a half-yearly report in accordance with the legislation in force. These reports shall include financial information relative to each of the Company's Sub-Funds, the composition and progress of their assets, and the consolidated situation of all Sub-Funds.

Art. 28. Distributions. The general meeting of shareholders of the class or classes issued in respect of any Sub-Fund shall, upon proposal from the board of directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorise the board of directors to declare, distributions of dividends.

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

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders. Payments of distributions to holders of immobilised bearer shares shall be made to the bearer shares depositary for the benefit of the shareholder as further specified in the sales documents of the Company.

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

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

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

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

Chapter VII. - Auditor

Art. 29. Auditor. The Company shall have the accounting data contained in the annual report inspected by an auditor. The auditor's report issued subsequent to this inspection shall at least testify that this accounting data provides a true and accurate reflection of the state of the Company's assets and liabilities. The auditor shall be appointed and replaced by the shareholders' general meeting, which shall fix his remuneration. The auditor shall fulfil all duties prescribed by law.

Chapter VIII. - Winding-up - Liquidation

Art. 30. Winding-up/Liquidation. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 31 hereof.

Whenever the share capital would fall below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company should be referred to the general meeting by the board of directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

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

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

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

Chapter IX. - General provisions

Art. 31. Amendment of the articles of association. These articles of association may be amended by a shareholders' general meeting, subject to the quorum and voting conditions laid down by the Law of 1915.

Art. 32. Applicable law. In respect of all matters not governed by these articles of association, the parties shall refer to the provisions of the Law of 1915 and to the Law of 2010.

The above-named persons declare that the expenses, costs, fees and charges of any kind whatsoever which fall to be paid by the Company as a result of this deed, amount to approximately Euro 2,500.- and shall be borne by the Company.

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

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 members of the bureau of the meeting, known to the notary by their surnames, Christian names, civil status and residences, the said persons signed together with the notary the present deed.

Signé: D. ARENA, L. GERARD, M. THIRY et H. HELLINCKX.

Enregistré à Luxembourg A.C.1, le 13 août 2015. Relation: 1LAC/2015/25989. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 27 août 2015.

Référence de publication: 2015145423/826.

(150158851) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 août 2015.

PXS Re, Société Anonyme,

(anc. BGC Re).

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 163.134.

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L'an deux mille quinze, le vingt-deux juin,

par devant Maître Martine Schaeffer, notaire de résidence à Luxembourg, agissant en remplacement de son confrère empêché, Maître Marc Loesch, notaire de résidence à Mondorf-les-Bains, lequel dernier nommé restera dépositaire de la présente minute,

s'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme BGC Re (la Société), ayant son siège social à L-2146 Luxembourg, 74, rue de Merl, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 163.134, constituée suivant acte notarié en date du 8 août 2011, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2510 du 18 octobre 2011.

Les statuts de la Société n'ont pas été modifiés depuis.

L'assemblée est ouverte 17.30 heures sous la présidence de Monsieur Frank Stolz-Page, avec adresse professionnelle à Mondorf-les-Bains,

qui désigne comme secrétaire Monsieur Liridon Elshani.

L'assemblée choisit comme scrutateur Monsieur Frank Stolz-Page, prénommé.

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

I.- Que la présente assemblée générale extraordinaire a pour

Ordre du jour:

1.- Changement de la dénomination de la Société en «PXS Re»;

2.- Modification subséquente de l'article 1 des statuts de la Société;

3.- Divers.

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

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

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

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

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

Première résolution:

L'assemblée générale décide de modifier la dénomination de la Société en «PXS Re».

Deuxième résolution:

Suite à la résolution qui précède, l'assemblée générale décide de modifier l'article 1 des statuts de la Société qui aura désormais la teneur suivante:

« **Art. 1 er .** Il existe une société anonyme sous la dénomination de «PXS Re».

Plus rien n'étant à l'ordre du jour, la séance est levée à 17.40 heures.

Dont acte, fait et passé à Luxembourg, 74, avenue Victor Hugo, date qu'en tête.

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

Signé: F. Stolz-Page, L. Elshani, M. Schaeffer.

Enregistré à Grevenmacher A.C., le 26 juin 2015. GAC/2015/5372. Reçu soixante-quinze euros. 75,00 €.

Le Receveur (signé): G. SCHLINK.

Pour expédition conforme.

Mondorf-les-Bains, le 27 juillet 2015.

Référence de publication: 2015127097/55.

(150136192) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

Gentoo Financial Services (Luxembourg) S.A., Société Anonyme.

Siège social: L-5367 Schuttrange, 64, rue Principale.

R.C.S. Luxembourg B 64.327.

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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.

Schuttrange, le 28 mai 2015.

Référence de publication: 2015079419/10.

(150090485) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Import Lux Burnonville S.à r.l., Société à responsabilité limitée.

Siège social: L-8399 Windhof (Koerich), 9, rue des Trois Cantons.

R.C.S. Luxembourg B 107.574.

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Les comptes annuels au 31/12/2014 ont été déposés, dans leur version abrégée, au registre de commerce et des sociétés de Luxembourg conformément à l'art. 79(1) de la loi du 19/12/2002.

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

Signature.

Référence de publication: 2015079543/11.

(150091589) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

UBS (Lux) Equity Sicav, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 56.386.

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Extrait de la résolution prise par l'Assemblée Générale de la Société en date du 24 Novembre 2014

L'Assemblée Générale de la Société décide:

1. de co-opter Monsieur Kai Gammelin comme Membre du Conseil d'administration de la Société, avec effet au 19 Juin 2014 et jusqu'à l'Assemblée Générale qui se tiendra au cours de l'année 2017;

2. de renommer Monsieur Thomas Portmann comme Membre du Conseil d'administration de la Société, avec effet immédiat et jusqu'à l'Assemblée Générale qui se tiendra au cours de l'année 2018;

3. de renommer PricewaterhouseCoopers, ayant son siège social au 2 rue Gerhard Mercator, L-2182 Luxembourg, comme Réviseur d'entreprises agréé de la Société, avec effet immédiat et jusqu'à l'Assemblée Générale qui se tiendra au cours de l'année 2015.

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

Luxembourg.

Le Mandataire

Référence de publication: 2015126886/19.

(150138174) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

OIKO-Consulting, Agence en Marketing, Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 13, rue Gabriel Lippmann.

R.C.S. Luxembourg B 77.492.

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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: 2015079776/9.

(150091633) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Pembina Finance Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-1610 Luxembourg, 8-10, avenue de la Gare.

R.C.S. Luxembourg B 190.963.

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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: 2015079792/9.

(150090461) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

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

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

R.C.S. Luxembourg B 168.325.

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

AUSSERORDENTLICHEN GENERALVERSAMMLUNG

der Aktionäre am Sitz der Gesellschaft, 2, boulevard Konrad Adenauer, L-1115 Luxemburg am *30. September 2015* um 14.30 Uhr ein.

Die Tagesordnung lautet wie folgt:

Tagesordnung:

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

Die ausserordentliche Generalversammlung am 21. August 2015 mit derselben Tagesordnung konnte mangels Erreichen des Anwesenheitsquorums nicht rechtsgültig über diese Tagesordnungspunkte beschliessen. Diese neu einberufene ausserordentliche Generalversammlung kann ohne Rücksicht auf das Erreichen des Anwesenheitsquorums mit einer Mehrheit von zwei Dritteln der abgegebenen Stimmen rechtsgültig über diese Tagesordnungspunkte beschliessen.

Alle Aktionäre besitzen das Recht zur Teilnahme an der Generalversammlung und Abstimmung auf dieser sowie das Recht, Bevollmächtigte zur Ausübung dieser Rechte zu bestellen. Ein Bevollmächtigter muss nicht Aktionär der Gesellschaft sein. Falls Sie an dieser Generalversammlung nicht teilnehmen können, bitten wir Sie, eine Vollmacht auszustellen und diese datiert und unterschrieben per Post an die Gesellschaft zu schicken, zu Händen von Frau Dr. Sabine Ebert, regulatory set up department, Oppenheim Asset Management Services S.à r.l., 2, boulevard Konrad Adenauer, L-1115 Luxemburg, Grossherzogtum Luxemburg, sowie bitte vorab per e-mail an sabine.ebert@oppenheim.lu, cc: d_FundSetUpOPAM@oppenheim.lu oder per Telefax an (00352) 22 15 22-500 bis spätestens zum 30. September 2015 um 11 Uhr zu senden. Vollmachtsformulare sind am Sitz der Gesellschaft bei Frau Dr. Sabine Ebert erhältlich.

Luxemburg, im August 2015.

Im Auftrag des Verwaltungsrates .

Référence de publication: 2015145171/755/36.

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

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.

R.C.S. Luxembourg B 48.933.

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Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *21 septembre 2015* à 09.30 au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et des comptes de pertes et profits et affectation des résultats au 31.12.2014.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2015046795/1031/15.

Maison Pétrole Alpha (Luxembourg), Société à responsabilité limitée.

Capital social: USD 20.000,00.

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

R.C.S. Luxembourg B 191.584.

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Il résulte des résolutions écrites de juillet 2015 de l'associé unique de la Société que Monsieur James Timothy Blaine a démissionné de sa position de gérant de type A de la Société avec effet au 15 mai 2015.

Par conséquent, le conseil de gérance de la Société est maintenant composé comme suit:

- Bernard Wirth comme gérant de type A de la Société;

- Marjorie Allo comme gérante de type B de la Société; et

- Emmanuel Natale comme gérant de type B de la Société.

Le 28 juillet 2015.

Pour extrait conforme

Un mandataire

Référence de publication: 2015126502/17.

(150137951) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

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.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck