

MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS 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° 2506

16 septembre 2015

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Dubai Group Inc. S.A., Société Anonyme Holding.

Siège social: L-2420 Luxembourg, 15, avenue Emile Reuter.

R.C.S. Luxembourg B 18.477.

Messieurs les Actionnaires sont convoqués par le présent avis à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra de manière extraordinaire le *6 OCTOBRE 2015* à 10 heures 00 au siège social de la société, avec l'ordre du jour suivant :

Ordre du jour:

- Présentation et approbation du rapport de gestion du Conseil d'Administration ainsi que des rapports de contrôle du Commissaire relatifs aux exercices clôturés au 31 décembre 2013 et au 31 décembre 2014.
- Approbation des bilans arrêtés au 31 décembre 2013 et au 31 décembre 2014 et du compte de profits et pertes y relatif ; affectation du résultat.
- Décharge aux Administrateurs et au Commissaire pour l'exercice de leur mandat durant les exercices clôturés au 31 décembre 2013 et au 31 décembre 2014.
- Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi coordonnée du 10 août 1915 sur les sociétés commerciales.
- Divers.

Le Conseil d'Administration.

Référence de publication: 2015151885/45/21.

Brovedani International S.A., Société Anonyme.

Siège social: L-4440 Soleuvre, 125A, route d'Esch.

R.C.S. Luxembourg B 73.057.

Mesdames et Messieurs les actionnaires sont priés d'assister à

L'ASSEMBLÉE GÉNÉRALE ORDINAIRE TENUE DE FAÇON EXTRAORDINAIRE

des actionnaires qui se tiendra le *25 septembre* à 16.00 heures au siège social de la société avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du conseil d'administration;
2. Rapport du réviseur d'entreprises (ou du commissaire aux comptes);
3. Approbation des comptes annuels au 31 décembre 2008 au 31 décembre 2009 et au 31 décembre 2010;
4. Affectation des résultats;
5. Décharge aux administrateurs et du commissaire aux comptes,
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2015150065/17.

Deutsche Oel & Gas S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 179.408.

Hiermit laden wir Sie herzlich zu der

AUSSERORDENTLICHEN HAUPTVERSAMMLUNG

der Gesellschaft ein, die am Freitag den *25. September 2015* um 10:30 Uhr in den Räumlichkeiten des Notariats Martine Schaeffer, 74, avenue Victor Hugo, L-1750 Luxemburg-Stadt (Luxemburg), abgehalten wird und deren Tagesordnung wie folgt lautet:

Tagesordnung:

1. Umwandlung von 9.850.000 Aktien der Klasse A in 9.850.000 Aktien der Klasse C;
2. Dementsprechende Anpassung des Artikel 5 der Statuten;
3. Diverses

Der Verwaltungsrat.

Référence de publication: 2015148762/1729/16.

Lux Wealth SICAV-UCITS, Société d'Investissement à Capital Variable.

Siège social: L-1930 Luxembourg, 26, avenue de la Liberté.

R.C.S. Luxembourg B 167.435.

Convening notice to the shareholders of the Company to an extraordinary general meeting

A redemption request in the amount of 98 % (10 115 shares) of the shares in circulation of the Lux Wealth SICAV-UCITS - Equity Brazil Fund has been received by the custodian bank of the Company on 12 June 2015.

The Lux Wealth SICAV-UCITS - Equity Brazil Fund is the sole sub-fund of the Company. In consideration of the high amount of the redemption request and the remaining assets within the Company after payment of the redemption price the board of directors of the Company (the "Directors") considers that it is no more possible to manage the Company in an economic efficiency manner and therefore it would be necessary to liquidate the capital of the sub-fund as well as the Company.

The Directors have therefore decided to submit the liquidation of the Company to the shareholders and thus, to convene the shareholders to an extraordinary general meeting (the "Meeting").

As a result an extraordinary general meeting of shareholders of the Company has been held before notary on 4 September 2015 at 101, rue Cents, L-1319 Luxembourg with the agenda indicated below. The quorum required by article 67-1 (2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, has not been reached.

Shareholders of the Company are therefore invited to assist to the

RECONVENED EXTRAORDINARY GENERAL MEETING

of shareholders of the Company which will be held before notary on *19 October 2015* at 2.30 p.m. at 101, rue Cents, L-1319 Luxembourg with the following agenda:

Agenda:

1. To resolve upon the dissolution and liquidation of the Company.
2. To appoint VP Fund Solutions (Luxembourg) SA (formerly VPB Finance S.A.), represented by Mr. Eduard von Kymmel, as liquidator and to determine its powers and remuneration.
3. To appoint KPMG Luxembourg, société cooperative, as auditors to the liquidation.
4. Miscellaneous.

The Directors have resolved on 12 June 2015 that the calculation of the Company's net asset value and the issue, redemption and conversion of shares in the Company be hereby suspended with immediate effect.

Please note that the expenses linked to the liquidation of the Company will be borne by the Company calculated as of 12 June 2015.

The shareholders are invited to contact VP Fund Solutions (Luxembourg) SA for any additional information regarding the meeting.

The shareholders will be allowed to attend the Meeting by giving proof of their identity. Shareholders who cannot attend personally the Meeting can be represented by any person of their convenience or by proxy; for this effect, a proxy form may be applied for by fax to the attention of VP Bank (Luxembourg) SA, at the number +352-404770284. In order to be taken in consideration, the proxies duly completed and signed must be received no later than twenty-four hours before the Meeting to the attention of VP Bank (Luxembourg) SA, 26, Avenue de la Liberté, L-1930 Luxembourg either by fax at the following number +352-404770284 or by mail.

The Meeting may validly deliberate on the items of the agenda without a quorum requirement.

Resolutions will be validly passed if adopted by two thirds of the votes validly cast at the Meeting.

The Directors

Référence de publication: 2015153191/755/44.

Kunstkammer Corporation S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 149.770.

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: 2015079582/10.

(150091586) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Dynex Energy S.A., Société Anonyme.

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

R.C.S. Luxembourg B 164.435.

—
We hereby give you notice of an

ORDINARY GENERAL MEETING

of Shareholders of the Company that will be held extraordinarily on *25th September 2015* at 3.00 p.m. (local time) at the registered office of the Company Said meeting will be held further to the adjournment of the General Meeting held on 28th August 2015, the agenda of which is as follows :

Agenda:

1. Explanations and update by the Board to the shareholders of the Company on the current financial situation and status of the Company.
2. Explanations and update by the Board to the shareholders of the Company on material developments to the Company's financial situation (and its investments) over the last 12 months.
3. Explanations and update by the Board to the shareholders of the Company's (direct or indirect) investment in Dynex Energy Holdings, Inc. and in Encore Ressources S.à r.l. (including in particular, update on the Company's ownership rights over these investments and update on these investments' financial situation, valuation and outlook).
4. Explanations and update by the Board to the shareholders of the Company on material developments with respect to the Company's (direct or indirect) investment in Dynex Energy Holdings, Inc. and in Encore Ressources S.à r.l. over the last 12 months.
5. Explanations and update by the Board to the shareholders of the Company on the reasons for the absence of publication of the Company's annual accounts for the financial years ended in 2013 and in 2014 respectively and presentation by the Board to the shareholders of the Company of the annual accounts for the financial years ended in 2013 and in 2014.

The Board of Directors.

Référence de publication: 2015148050/27.

Megalux S.A., Société Anonyme.

Siège social: L-4831 Rodange, 146, route de Longwy.

R.C.S. Luxembourg B 48.087.

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

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

Référence de publication: 2015126552/9.

(150137563) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

Megalux S.A., Société Anonyme.

Siège social: L-4831 Rodange, 146, route de Longwy.

R.C.S. Luxembourg B 48.087.

—
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: 2015126551/9.

(150137562) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

Medical Consulting, Société à responsabilité limitée.

Siège social: L-4123 Esch-sur-Alzette, 40-42, rue du Fossé.

R.C.S. Luxembourg B 179.702.

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

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

Référence de publication: 2015126549/9.

(150138252) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

Asteco S.A., Société Anonyme.

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.
R.C.S. Luxembourg B 127.356.

Messieurs, Mesdames, les Actionnaires,

Nous avons l'honneur de vous informer que vous êtes convoqués, le *25 septembre 2015*, à onze heures, au siège social, en

ASSEMBLÉE GÉNÉRALE ORDINAIRE

à l'effet de délibérer sur l'ordre du jour suivant :

Ordre du jour:

* Lecture du rapport du Conseil d'Administration et, du Commissaire aux Comptes sur les comptes de l'exercice clos le 31 décembre 2014 approbation desdits comptes, décharge aux administrateurs et au Commissaire aux Comptes,

* Affectation du résultat

* Questions diverses

A l'issue de cette assemblée se tiendra une Assemblée Générale Extraordinaire, à l'effet de se prononcer sur la dissolution ou non de la société conformément aux dispositions de l'article 100 de la loi du 10 août 1915 modifiée:

Le Conseil d'Administration.

Référence de publication: 2015148051/19.

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

Siège social: L-2343 Luxembourg, 165, rue des Pommiers.
R.C.S. Luxembourg B 52.163.

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.

FIDUCIAIRE ROLAND KOHN S.à.r.l.
259 ROUTE D'ESCH
L-1471 LUXEMBOURG
Signature

Référence de publication: 2015079909/13.

(150091536) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Parthenos Prima S.A., Société Anonyme.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.
R.C.S. Luxembourg B 156.589.

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.

PARTHENOS PRIMA S.A.
Société Anonyme

Référence de publication: 2015079804/11.

(150091494) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

OCM Luxembourg Coppice Topco S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 26A, boulevard Royal.
R.C.S. Luxembourg B 175.303.

Les comptes annuels pour la période du 27 décembre 2012 au 30 septembre 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 29 mai 2015.

Référence de publication: 2015079769/11.

(150091509) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

HPMC1 S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 18.000,00.

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.
R.C.S. Luxembourg B 120.501.

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RECTIFICATIF

Il y a lieu de corriger comme suit la première ligne de l'en-tête de l'extrait publié dans le Mémorial C no 440 du 8 mars 2011, page 21090:

au lieu de : "Hoche Partners International S.à r.l., Société à responsabilité limitée,"

lire: "HPMC1 S.à r.l., Société à responsabilité limitée."

La deuxième ligne qui dit " anc. HPMC1 S.à r.l. " est à supprimer elle n'a pas lieu d'être.

Dans le sommaire de la page 21073 du même Mémorial il faut enlever la ligne " Hoche Partners International S.à r.l. 21090 ". Elle n'a pas lieu d'être.

Référence de publication: 2015152620/15.

RVF, Fonds Commun de Placement.

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Das Verwaltungsreglement wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.
Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Axxion S.A. / Banque de Luxembourg S.A.

Verwaltungsgesellschaft / Depotbank

Référence de publication: 2015144581/9.

(150158209) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 août 2015.

Metro International Luxembourg Holding SA, Société Anonyme.

Siège social: L-2324 Luxembourg, 7, avenue Jean-Pierre Pescatore.

R.C.S. Luxembourg B 68.518.

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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 29.05.2015.

Pour Metro International Luxembourg Holding S.A.

Signature

Référence de publication: 2015079700/12.

(150091718) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Pazen GmbH, Société à responsabilité limitée.

Siège social: L-9643 Buederscheid, 20, Duerfstrooss.

R.C.S. Luxembourg B 102.843.

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Les comptes annuels au 31 décembre 2013 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2015079813/9.

(150090433) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Proteus Shipping S.A., Société Anonyme.

Siège social: L-6794 Grevenmacher, 12, route du Vin.

R.C.S. Luxembourg B 48.602.

—
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: 2015079827/9.

(150091448) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Westray Business S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.
R.C.S. Luxembourg B 149.347.

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Extrait de la résolution circulaire des administrateurs de la société du 04 septembre 2015

Il résulte de ce Conseil d'administration:

Conformément à l'article 42 des Lois Coordinées sur les Sociétés commerciales du 10 août 1915 tel que modifié par la loi du 28 juillet 2014 relative à l'immobilisation des actions et parts au porteur, le Conseil d'Administration décide, à l'unanimité, de nommer comme dépositaire des actions au porteur, la société «Fiduciaire Internationale SA», ayant son siège social à L-1470 Luxembourg, 7 route d'Esch, inscrite au Registre de Commerce et des Sociétés sous le numéro B 34813 et représentée par son administrateur-délégué, Monsieur Stéphane MOREAUX.

Pour extrait conforme

Référence de publication: 2015150633/15.

(150164625) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 septembre 2015.

Donerston Trading S.A., Société Anonyme.

Siège social: L-1368 Luxembourg, 40, rue du Curé.
R.C.S. Luxembourg B 149.346.

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Extrait de la résolution circulaire des administrateurs de la société du 04 septembre 2015

Il résulte de ce Conseil d'administration:

Conformément à l'article 42 des Lois Coordinées sur les Sociétés commerciales du 10 août 1915 tel que modifié par la loi du 28 juillet 2014 relative à l'immobilisation des actions et parts au porteur, le Conseil d'Administration décide, à l'unanimité, de nommer comme dépositaire des actions au porteur, la société «Fiduciaire Internationale SA», ayant son siège social à L-1470 Luxembourg, 7 route d'Esch, inscrite au Registre de Commerce et des Sociétés sous le numéro B 34813 et représentée par son administrateur-délégué, Monsieur Stéphane MOREAUX.

Pour extrait conforme

Référence de publication: 2015150237/15.

(150164624) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 septembre 2015.

Prosper Funds SICAV, Société d'Investissement à Capital Variable.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.
R.C.S. Luxembourg B 150.045.

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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 PROSPER FUNDS SICAV

BANQUE DEGROOF LUXEMBOURG S.A.

Agent Domiciliataire

Référence de publication: 2015079825/13.

(150091552) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

T.P.E. Luxembourg S.A., Société Anonyme.

Siège social: L-9647 Doncols, 14, chemin des Douaniers.
R.C.S. Luxembourg B 105.206.

—
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.

Fiduciaire ARBO S.A.

Signature

Référence de publication: 2015079959/11.

(150091518) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Entreprise de Construction Claude Jans SA, Société Anonyme.

Siège social: L-9651 Eschweiler, 4, rue Tom.

R.C.S. Luxembourg B 99.506.

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Extrait du procès-verbal de l'assemblée générale ordinaire tenue au siège de la société extraordinairement en date du 24 juillet 2015 à 10.00 heures

L'assemblée générale nomme au poste de réviseur d'entreprises agréé jusqu'à l'issue de l'assemblée générale statuant sur l'exercice 2015, la société PricewaterhouseCoopers, inscrite auprès du Registre de Commerce et des Sociétés Luxembourg sous le numéro B 65 477, avec siège à L - 2182 Luxembourg, 2, Rue Gerhard Mercator.

Le mandat de la société FIDEWA-CLAR S.A. n'est plus reconduit.

Pour extrait sincère et conforme

Un administrateur

Référence de publication: 2015129193/15.

(150139170) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

Bock Capital Investors S.à r.l., Société à responsabilité limitée.**Capital social: EUR 24.255.082,00.**

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 128.538.

—
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 juillet 2015.

Référence de publication: 2015125902/10.

(150138294) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

Simplify Holdings Sarl, Société à responsabilité limitée.

Siège social: L-8041 Bertrange, 211, rue des Romains.

R.C.S. Luxembourg B 191.088.

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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: 2015079877/9.

(150091462) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Sarl Philo, Société à responsabilité limitée.

Siège social: L-4760 Pétange, 34, route de Luxembourg.

R.C.S. Luxembourg B 138.686.

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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: 2015079867/10.

(150091742) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Skylight Sarl, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 155.918.

—
Les comptes annuels au 01/01/2014 – 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: 2015079879/10.

(150090494) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

CotiWipes Investments 2 SCSp, Société en Commandite spéciale.

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

R.C.S. Luxembourg B 198.792.

Extrait du 24 juillet 2015 de la convention de société en commandite (la «convention») de CotiWipes Investments 2 SCSp, société en commandite spéciale

1. Associés commandités indéfiniment et solidairement responsables des engagements sociaux. CotiWipes Luxembourg S.à.r.l., ayant son siège social au 25A, boulevard Royal, L -2449 Luxembourg, Grand-Duché de Luxembourg («l'associé commandité»). L'associé commandité a été constitué le 10.04.2015 en tant que société à responsabilité limitée («S.à.r.l.»), 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 de temps en temps (ci-après la «loi de 1915»), et a été enregistré sous le numéro B196435 auprès du Registre du Commerce et des Sociétés de Luxembourg (ci-après le «RCSL»).

2. Dénomination sociale, objet social, siège social, exercice.

(I) Dénomination sociale

La société en commandite spéciale aura le nom: «CotiWipes Investments 2 SCSp» (ci-après la «Société»).

(ii) Objet social

L'objet social de la Société est (i) la prise de participation sous forme d'intérêts et des droits de toute nature dans des entités luxembourgeoises ou étrangères et/ ou sous forme d'autres arrangements et dans toute autre forme d'investissement, (ii) l'acquisition par achat, souscription ou autre, ainsi que le transfert par vente, échange, ou autre, des titres de toute nature.

(iii) Siège social

La société demeure à 25A, boulevard Royal, L - 2449 Luxembourg, Grand-Duché de Luxembourg.

(iv) Exercice

L'exercice social de la société coïncide à l'année calendrier.

3. Nomination du gérant et de pouvoirs de signature. L'associé commandité est investi des pouvoirs les plus étendus pour administrer et gérer la SCSp, conformément à la présente convention de société en commandite et aux lois en vigueur au Grand-Duché de Luxembourg.

Dans l'exercice de ses fonctions aux termes de la présente, l'associé commandité doit indiquer qu'il agit au nom de la SCSp, et tous les actions entamés ci-après par l'associé commandité seront réputées être à ce titre, sauf indication contraire.

L'associé commandité a le pouvoir exclusif d'entamer toutes les décisions à l'égard de la SCSp, à condition qu'un tel pouvoir n'a pas été délégué ou attribué à une autre entité ou prestataire de services qui seront responsables que pour l'exécution de leur mandat, conformément à la convention présente et à la Loi de 1915, en particulier la «sous-section 2. - sociétés en commandite spéciale» de la Loi de 1915.

4. Date de commencement et durée de la société. La société est établie à partir du 24 juillet 2015, pour une durée indéterminée.

Référence de publication: 2015127165/37.

(150137396) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

Nika Invest, Société à responsabilité limitée.

Capital social: EUR 125.000,00.

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

R.C.S. Luxembourg B 147.891.

Extrait du procès-verbal de l'assemblée générale ordinaire qui s'est tenue le 29 juin 2015 à 11.30 heures à Luxembourg

- L'Assemblée accepte la démission de Joseph Winandy et décide de nommer Jean-Charles THOUAND, né le 25 août 1971 à Metz, France, 183, rue de Luxembourg, L-8077 Bertrange en tant que gérant pour une période indéterminée.

- L'Assemblée décide de modifier la durée du mandat de THE CLOVER, 6, rue d'Arlon, L-8399 Windhof, en tant que Commissaire aux Comptes. Le mandat viendra à échéance lors de l'Assemblée Générale Ordinaire approuvant les comptes au 31 décembre 2018.

Pour copie conforme

J-C. THOUAND / K. LOZIE

Gérant / Gérant

Référence de publication: 2015126593/17.

(150138633) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juillet 2015.

Locaboat Management Services S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 11B, boulevard Joseph II.
R.C.S. Luxembourg B 42.500.

*Dépôt rectificatif suite au dépôt antérieur numéro L130110708 des comptes annuels au 31/10/2012 en date du 04/07/2013.
Ce dépôt remplace la première version déposée.*

Les comptes annuels au 31/10/2012 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.

Signature
Domiciliataire

Référence de publication: 2015079638/13.

(150091649) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

OL, 3 SA, Société Anonyme.

Siège social: L-8150 Bridel, 14, rue de la Sapinière.
R.C.S. Luxembourg B 125.294.

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.

Pour OL,3 S.A.

CONSTRUCTIONS CREA HAUS S.A.

224, route d'Arlon

L-8010 STRASSEN

Signature

Référence de publication: 2015079777/14.

(150091368) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Navistar Luxembourg Holding S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.
R.C.S. Luxembourg B 173.368.

Les comptes annuels au 31 octobre 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 12 mai 2015.

Luxembourg Corporation Company S.A.

Signatures

Un Mandataire

Référence de publication: 2015079728/13.

(150091437) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2015.

Occidental Ampersand Holding, Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.
R.C.S. Luxembourg B 145.034.

Extrait des résolutions prises par l'associé unique en date du 20 juillet 2015

1. Monsieur Enrique RUIZ a démissionné de son mandat de gérant de catégorie B.
2. Monsieur David BURGOS, né à Saragosse (Espagne), le 21 septembre 1978, demeurant professionnellement à L-2453 Luxembourg, 6, rue Eugène Ruppert, a été nommé comme gérant de catégorie B pour une durée indéterminée.

Luxembourg, le 27 juillet 2015.

Pour OCCIDENTAL AMPERSAND HOLDING

Un Mandataire

Référence de publication: 2015127660/14.

(150136365) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

Orion III European 24 S.à r.l., Société à responsabilité limitée.**Capital social: GBP 28.050,00.**

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.
R.C.S. Luxembourg B 184.434.

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: 2015127647/9.

(150136880) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

Occidental Royal Holding, Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.
R.C.S. Luxembourg B 145.035.

Extrait des résolutions prises par l'associé unique en date du 20 juillet 2015

1. Monsieur Enrique RUIZ a démissionné de son mandat de gérant de catégorie B.
2. Monsieur David BURGOS, né à Saragosse (Espagne), le 21 septembre 1978, demeurant professionnellement à L-2453 Luxembourg, 6, rue Eugène Ruppert, a été nommé comme gérant de catégorie B pour une durée indéterminée.

Luxembourg, le 27 juillet 2015.

Pour OCCIDENTAL ROYAL HOLDING

Un Mandataire

Référence de publication: 2015127661/14.

(150136348) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

Odagelle, Société Anonyme.

Siège social: L-2330 Luxembourg, 128, boulevard de la Pétrusse.
R.C.S. Luxembourg B 174.820.

Les comptes annuels, les comptes de Profits et Pertes ainsi que les Annexes de l'exercice clôturant 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.

L'Organe de Gestion

Référence de publication: 2015127665/11.

(150136525) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

NPEI Lux S.A. SICAR, Société Anonyme sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-2320 Luxembourg, 68-70, boulevard de la Pétrusse.
R.C.S. Luxembourg B 103.855.

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: 2015127634/10.

(150137008) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

Nucleus Immo 1 S.A., Société Anonyme.

Siège social: L-2453 Luxembourg, 19, rue Eugène Ruppert.
R.C.S. Luxembourg B 169.872.

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 17/07/ 2015.

Vincent J. Derudder.

Référence de publication: 2015127635/10.

(150136151) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

Vendome Investissement S.A., Société Anonyme.

Siège social: L-1820 Luxembourg, 10, rue Antoine Jans.

R.C.S. Luxembourg B 93.832.

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EXTRAIT

Il résulte de l'Assemblée Générale Ordinaire tenue extraordinairement en date du 7 mai 2015 que:

Monsieur Pedro GONCALVES a démissionné de sa fonction d'administrateur.

Les mandats de Madame Valérie RAVIZZA (anciennement enregistrée sous le nom de Madame Valérie WESQUY) et Monsieur David RAVIZZA n'ont pas été renouvelés.

Monsieur Judicaël MOUNGUENGUY, employé privé, né le 24 mai 1982 à Lambaréné (Gabon), Madame Nathalie PUCCI, employée privée, née le 17 août 1978 à Saint-Avold (France) et Madame Filipa ALVES, employée privée, née le 22 février 1989 à Baiao (Portugal), tous les trois domiciliés professionnellement au 10, rue Antoine Jans L-1820 Luxembourg ont été nommés en remplacement des administrateurs sortants et démissionnaire.

Monsieur Judicaël MOUNGUENGUY assumera également la fonction de Président du Conseil d'Administration.

Leurs mandats prendront fin à l'issue de l'Assemblée Générale qui se tiendra en 2016.

Le mandat de commissaire aux comptes de la société Ser.Com Sàrl, B 117942, ayant son siège social au 19, boulevard Grande-duchesse Charlotte, L-1331 Luxembourg, a été renouvelé jusqu'à l'Assemblée Générale qui se tiendra en 2016.

Le siège social a été transféré de son adresse actuelle au 10, rue Antoine Jans L-1820 Luxembourg.

Pour extrait conforme

Référence de publication: 2015130070/22.

(150138925) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

Diamond I Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1150 Luxembourg, 287, route d'Arlon.

R.C.S. Luxembourg B 105.433.

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

Before us Maître Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg.

Was held

an extraordinary general meeting of shareholders of Diamond I SICAV, an investment company with variable capital - specialized investment fund ("société d'investissement à capital variable - fonds d'investissement spécialisé") qualifying as a public limited company ("société anonyme") with its registered office at 287, route d'Arlon, L-1150 Luxembourg, incorporated pursuant to a deed of Maître André Schwachtgen, notary residing in Luxembourg, dated 28 December 2004, which has been published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial"), number 45 dated 17 January 2005. The articles of incorporation of the Company have been amended for the last time by a notarial deed of Maître Joseph Elvinger, notary residing in Luxembourg, acting in replacement of his colleague Maître André Schwachtgen, notary residing in Luxembourg, dated 14 January 2005 and published in the Mémorial number 63 dated 22 January 2005.

The meeting was opened at 4.45 p.m. under the chairmanship of Corinna Schibgilla, residing professionally in Luxembourg.

The chairman appointed as secretary Mr Régis Galiotto, residing professionally in Luxembourg.

The meeting elected as scrutineer Mrs Arlette Siebenaler, residing professionally in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the notary to state that:

I. The names of the shareholders present at the meeting or duly represented by proxy, the proxies of the shareholders represented, as well as the number of shares held by each shareholder, are set forth on the attendance list, signed by the shareholders present, the proxies of the shareholders represented, the members of the board of the meeting and the notary. The aforesaid list shall be attached to the present deed and registered therewith. The proxies given shall be initialled "ne varietur" by the members of the board of the meeting and by the notary and shall be attached in the same way to this document and registered therewith.

II. The shareholders have declared to waive every legal period or form concerning the convening of the present meeting.

III. The agenda of the meeting is the following:

Agenda:

1. Conversion of the Company into a UCITS governed by Part I of the UCITS Law.

2. Amendment of Article 4 ("Purpose") of the articles of incorporation of the Company regarding the purpose of the Company as follows:

“ Art. 4. Purpose.

4.1 The exclusive purpose of the Company is to invest the funds available to it in Transferable Securities and other assets permitted by law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

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

3. Amendment and full restatement of the articles of incorporation of the Company as to comply with the UCITS Law in the form as attached hereto.

4. Decision to delete the French translation of the articles of incorporation of the Company.

5. Acknowledgement of the resignation of Ernst Krehan, Christian Mayer and Laurent Reiss as members of the board of directors of the Company and decision to appoint Christian Huber, Andreas Bertl and Arnd Munker as members of the board of directors of the Company until the annual general meeting of shareholders to be held in 2016.

IV. The resolutions to be passed under items 1 to 4 of the agenda require, in order to be validly passed, (i) the quorum of at least one half of the capital is required by Article 67-1 (2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, and (ii) the resolution on each item of the agenda has to be passed by the affirmative vote of at least two thirds (2/3) of the votes cast in the meeting. With regard to item 5 of the agenda, resolutions may be passed by the affirmative vote of a simple majority of the votes cast in the meeting.

V. From the attendance list mentioned, out of 2 830.524 shares in circulation, 2 830.524 shares of the Company are present or represented at the present meeting.

Consequently, 100% of all shares being present or represented, the meeting is validly constituted and may validly deliberate on the aforementioned items of the agenda.

The meeting unanimously takes the following resolutions:

First Resolution

The meeting resolved to approve the conversion of the Company, currently a specialised investment fund subject to the law of 13 February 2007 on specialised investment funds, as amended, into a UCITS subject to Part I of the Luxembourg law of 17 December 2010 on undertakings for collective investment.

Second Resolution

The meeting resolved to approve the amendment of Article 4 (“Purpose”) of the articles of incorporation of the Company regarding the purpose of the Company which will read as follows:

“ Art. 4. Purpose.

4.1 The exclusive purpose of the Company is to invest the funds available to it in Transferable Securities and other assets permitted by law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

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

Third Resolution

As a result of the foregoing resolutions, the meeting resolved to approve, in all items, the amendment and the restatement of the articles of incorporation of the Company, as to comply with the UCITS Law, as follows:

“ Art. 1. Name. There exists among the existing shareholders and those who may become owners of shares in the future a company in the form of a public limited company (“société anonyme”) qualifying as an investment company with variable capital (“société d'investissement à capital variable”) under the name of DIAMOND I SICAV (hereinafter the "Company").

Art. 2. Registered Office.

2.1 The registered office of the Company is established in Luxembourg, Grand-Duchy of Luxembourg.

2.2 Within the same municipality, the registered office may be transferred by decision of the Board of Directors. It may be transferred to any other municipality in the Grand-Duchy of Luxembourg by means of a resolution of the general meeting of Shareholders, adopted in the manner required for an amendment of the Articles of Incorporation.

The Board of Directors may decide to transfer the registered office of the Company within the same municipality, or from a municipality to another municipality within the Grand-Duchy of Luxembourg, if and to the extent permitted by Luxembourg law and practice relating to commercial companies. Branches, subsidiaries or other offices may be established either in the Grand-Duchy of Luxembourg or abroad (but not, in any event in the United States of America, its territories or possessions) by a decision of the Board of Directors.

2.3 In the event that the Board of Directors determines that extraordinary political or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of

communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg company.

Art. 3. Duration.

3.1 The Company is incorporated for an unlimited period of time.

3.2 It may be dissolved at any time and without cause by a resolution of the general meeting of Shareholders, adopted in the manner required for an amendment of these Articles of Incorporation.

Art. 4. Purpose.

4.1 The exclusive purpose of the Company is to invest the funds available to it in Transferable Securities and other assets permitted by law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

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

Art. 5. Definitions. "Articles" means these Articles of Incorporation of the Company, as amended from time to time.

"Board of Directors" means the board of directors of the Company from time to time.

"Business Day" means any day when the banks in Luxembourg are fully open for business in Luxembourg and/or such other place or places and such other day or days as the Directors may determine and notify to Shareholders in advance.

"Class" / "Class of Shares" is a class of shares of a Sub-Fund.

"Company" means "DIAMOND I SICAV".

"Depositary" means any depositary bank as defined under Article 30.1 hereof.

"Designated Person" means any person to whom a transfer of Shares (legally or beneficially) or by whom a holding of Shares (legally or beneficially) would or, in the opinion of the Directors, might be in breach of the law or the requirements of any country or governmental authority or result in the Company incurring any liability or taxation or suffering any other disadvantage which the Company may not otherwise have uncured or suffered.

"Directors" means the member(s) of the Board of Directors.

"EU" means the European Union.

"EUR" or "Euro" means the legal currency of the European Monetary Union.

"Member State" means a member state of the European Union. The states that are contracting parties to the agreement creating the European Economic Area other than the member states of the European Union, within the limits set forth by this agreement and related acts are considered as equivalent to member states of the European Union.

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

"Net Asset Value per Share" means in relation to each Class of Share of any Sub-Fund, the value per Share determined in accordance with the provisions set out in the section headed "Calculation of the Net Asset Value per Share" below.

"Prospectus" means the document(s) whereby Shares in the Company are offered to investors and any supplemental or replacement documentation having similar effect.

"Regulated Market" means a regulated market as defined in the EC Parliament and Council Directive 2004/39/EC of 21 April 2004 on markets in financial instruments as amended ("Directive 2004/39/EC").

"Share" means each share within any Class of a Sub-Fund of the Company issued and outstanding from time to time.

"Shareholder" means a person recorded as a holder of Shares in the Company's Register of Shareholders.

"Sub-Fund" or "Compartment" means a specific portfolio of assets, held within the Company, which is invested in accordance with a particular investment objective.

"Time": all references to time throughout these Articles shall be references to Luxembourg time, unless otherwise indicated.

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

"UCI(s)" means undertaking(s) for collective investment.

"UCI Law" means the Luxembourg law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time.

"U.S. Person" has the meaning as disclosed in the Prospectus.

"US-Dollar" or "USD" means the legal currency of the United States of America.

"Valuation Day" means a Business Day as of which the Net Asset Value per Share of each Sub-Fund is determined, as provided for in the Prospectus.

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

Title II. Share capital - Shares - Net asset value

Art. 6. Share Capital - Classes of Shares.

6.1 The share capital of the Company shall be represented by fully paid up Shares of no par value and shall at any time be equal to the total net assets of the Company calculated pursuant to Article 13 hereof. The minimum capital shall be as provided by the UCI Law, i.e. the equivalent in any currency of one million two hundred and fifty thousand Euro (EUR 1,250,000.-). The initial issued Share capital of the Company is thirty three thousand Euro (EUR 33,000).

6.2 The Shares of a Sub-Fund to be issued pursuant to Articles 7 and 8 hereof may, as the Board of Directors shall determine, be of different Classes. The proceeds of the issue of each Share shall be invested in Transferable Securities of any kind and any other liquid financial assets permitted by the UCI Law and Luxembourg regulations pursuant to the investment policy determined by the Board of Directors for a Sub-Fund established in respect of the relevant Shares, subject to the investment restrictions provided by the UCI Law and Luxembourg regulations or determined by the Board of Directors.

6.3 The Board of Directors shall establish a portfolio of assets constituting a Sub-Fund within the meaning of Article 181 of the UCI Law for each Class of Shares or for two or more Classes of Shares in the manner described in Article 13.2 III hereof. Each portfolio of assets shall be, as between shareholders thereof, invested for the exclusive benefit of the relevant Sub-Fund. 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.

6.4 The Board of Directors may create each Sub-Fund or Class of Shares for an unlimited or limited period of time; in the latter case, the Board of Directors may, at the expiry of the initial period of time, prorogate the duration of the relevant Sub-Fund or Class of Shares once or several times. At expiry of the duration of the Sub-Fund or Class of Shares, the Company shall redeem all the Shares in the relevant Class(es) of Shares, in accordance with the provisions of Article 9 below. At each prorogation of a Sub-Fund or Class of Shares, the Shareholders shall be duly notified.

6.5 The Board of Directors, acting in the best interest of the Company, may decide, in the manner described in the Prospectus of the Company, that all or part of the assets of two or more Sub-Funds be co-managed.

6.6 For the purpose of determining the share 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 aggregate of the net assets of each Sub-Fund.

Art. 7. Form of Shares.

7.1 Shares are issued in registered or dematerialized form. All issued registered Shares of the Company shall be registered in the register of shareholders of the Company (the "Register of Shareholders") which shall be kept by the Company or by any entity designated thereto by the Company, and such register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to the Company and the number of registered Shares held by him.

The inscription of the Shareholder's name in the Register of Shareholders evidences his right of ownership on such registered Shares. Evidence of such inscription shall be delivered upon request to the Shareholder.

Dematerialized Shares may be held through collective depositories. In such cases, Shareholders shall receive a confirmation in relation to their Shares from the depository of their choice (for example, their bank or broker), or Shares may be held by Shareholders directly in a registered account kept for the Company and its Shareholders by the Company's central administration. These shareholders will be registered by the central administration. Shares held by a depository may be transferred to an account of the Shareholder with the central administration or to an account with other depositories approved by the Company or, with an institution participating in the securities and fund clearing systems. Conversely, Shares held in a Shareholder's account kept by the central administration may at any time be transferred to an account with a depository.

7.2 Transfer of registered Shares shall be effected (i) if Share certificates have been issued, upon delivering the certificate or certificates representing such Shares to the Company along with other instruments of transfer satisfactory to the Company and (ii) if no Share certificates have been issued, by a written declaration of transfer to be inscribed in the register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered Shares shall be entered into the register of Shareholders; such entry shall be signed by one or more Directors or officers of the Company or by one or more other persons duly authorized thereto by the Board of Directors.

7.3 Shareholders entitled to receive registered Shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the Register of Shareholders.

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

Shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

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

7.5 The Company may decide to issue fractional Shares. Such fractional Shares shall not be entitled to vote, unless the number is so that they represent an entire Share in which case they confer a voting right, but shall be entitled to participate in the net assets attributable to the relevant Class of Shares on a pro rata basis.

Art. 8. Issue of Shares.

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

8.2 The Board of Directors may impose restrictions on the frequency at which Shares shall be issued in any Sub-Fund or Class of Shares. The Board of Directors may, in particular, decide that Shares of any Sub-Fund or Class of Shares shall only be issued during one or more offering periods or at such other periodicity as provided for in the Prospectus.

8.3 Furthermore, the Board of Directors may impose restrictions 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.

8.4 Whenever the Company offers Shares for subscription, the price per Share at which such Shares are offered after the initial offer period as described in the Prospectus shall be the Net Asset Value per Share of the relevant Sub-Fund as determined in compliance with Article 13 hereof as of such Valuation Day as may be determined in accordance with such policy as the Board of Directors may from time to time determine, after the swing pricing adjustment (if any) mechanism is applied. Unless otherwise provided for in the Prospectus, such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the Board of Directors.

8.5

8.5.1 The issue price per Share so determined shall be payable within a period as determined by the Board of Directors.

8.5.2 Where an applicant for Shares fails to pay the issue price on subscription, the Board of Directors may cancel the allotment or, if applicable, redeem the Shares. In this case the applicant may be required to indemnify the Company against any and all losses, costs or expenses incurred (as conclusively determined by the Board of Directors in its discretion) directly or indirectly as a result of the applicant's failure to make timely payment. In computing such loss, account shall be taken, where appropriate, of any movement in the price of the Shares concerned between allotment and cancellation or redemption and the costs incurred by the Company in taking proceedings against the applicant.

8.5.4 No request for conversion or redemption of a Share shall be dealt with unless the issue price for such Share has been paid and any confirmation delivered in accordance with this Article.

8.6 The Board of Directors may delegate to any Director, manager, officer or other duly authorised agent the power to accept subscriptions, to receive payment of the price of Shares to be issued and to deliver them.

8.7 The Company may agree to issue Shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation, if applicable, to deliver a valuation report from the authorised auditor of the Company ("réviseur d'entreprises agréé"). The securities to be delivered by way of a contribution in kind must correspond to the investment policy and restrictions of the Sub-Fund to which they are contributed. Any costs incurred in connection with a contribution in kind of securities shall be borne by the relevant Shareholders.

8.8 The Company may issue Shares within the framework of regular savings plans.

Art. 9. Redemption of Shares.

9.1 Under the terms and procedures set forth by the Board of Directors in the Prospectus and within the limits provided by law and these Articles any Shareholder may request the redemption of all or part of his Shares in the Company.

9.2 Subject to the provisions of Article 14 hereof, the redemption price per Share shall be paid within such period as may be determined by the Board of Directors in its discretion from time to time, but which shall not, in any event, exceed ten (10) Business Days from the Valuation Day which next follows receipt of such redemption request, provided that the Share certificates (if any) and such instruments for redemption as may be required by the Board of Directors have been received, and are in a form which is satisfactory to the Company.

9.3 The redemption price shall be equal to the Net Asset Value per Share of the relevant Class within the relevant Sub-Fund, as determined in accordance with the provisions of Article 13 hereof, less such charges and commissions (if any) at the rate provided for in the Prospectus and after the swing pricing adjustment (if any) mechanism is applied. Unless otherwise provided for in the Prospectus, such price may be decreased by a percentage estimate of costs and expenses to be incurred by the Company when disposing of assets in order to pay the redemption proceeds to redeeming Shareholders. Furthermore, the redemption price may be rounded up or down to the nearest three decimal places, or such number of decimal places as the Board of Directors shall determine in its discretion.

9.4 If as a result of any request for redemption, the number, the minimum subscription amount or the aggregate Net Asset Value of the Shares held by any Shareholder in any Class of the relevant Sub-Fund would fall below these thresholds as determined by the Board of Directors in its discretion from time to time, 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.

9.5 The Company shall have the right, if the Board of Directors so determines, and with the express consent of the relevant Shareholder, to satisfy payment of the redemption price to any Shareholder in specie by allocating to the Shareholder investments from the portfolio of assets in such Class or Classes of Shares equal in value (as calculated in the manner described in Article 13 hereof) as of the Valuation Day on which the redemption price is determined to the value of the Shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders of the Class or Classes of Shares and the valuation used shall be confirmed, as applicable, by a special report of the authorised auditor of the Company. The costs of any such transfers shall be borne by the Shareholder.

9.6 All redeemed Shares may be cancelled.

Art. 10. Conversion of Shares.

10.1 Unless otherwise determined by the Board of Directors for certain Classes of Shares or Sub-Funds, any Shareholder is entitled to request the conversion of whole or part of his Shares in one Sub-Fund into Shares of another Sub-Fund or in one Share Class into another Share Class of the same Sub-Fund, provided that the Board of Directors may (i) at its absolute discretion reject any request for the conversion of Shares in whole or in part, (ii) set restrictions, terms and conditions as to the right to and frequency of conversions between certain Sub-Funds and Share Classes and (iii) subject to the payment of such charges and commissions as the Board of Directors shall determine (unless otherwise provided for in the Prospectus).

10.2 The price for the conversion of Shares shall be computed by reference to the respective Net Asset Values per Share of the two Sub-Funds or the two Share Classes concerned, determined as of the same Valuation Day.

10.3 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 or Class of Shares would fall below such minimum number or 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 Class or Sub-Fund.

10.4 The Shares which have been converted into Shares of another Sub-Fund or of another Share Class within the same Sub-Fund may be cancelled.

Art. 11. Restrictions on Ownership of Shares.

11.1 The Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws other than those of the Grand-Duchy of Luxembourg (including but without limitation tax laws).

11.2 Specifically, but without limitation, the Company may restrict the ownership of Shares in the Company by any U.S. Person or any Designated Person, and for such purposes the Company may:

11.2.1. decline to issue any Shares and decline to register any transfer of Shares, where it appears to it that such registration or transfer would or might result in the legal or beneficial ownership of such Shares by a U.S. Person or by any Designated Person; and

11.2.2. at any time require any person whose name is entered in, or any person seeking to register the transfer of Shares on the Register of Shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests in a U.S. Person or any Designated Person, or whether such entry in the register will result in the beneficial ownership of such Shares by a U.S. Person or any Designated Person; and

11.2.3. decline to accept the vote of any U.S. Person or any Designated Person at any meeting of Shareholders of the Company.

11.3 Where it appears to the Company that (i) any U.S. Person or any Designated Person either alone or in conjunction with any other person is a beneficial owner of Shares or that (ii) the aggregate Net Asset Value of Shares or the number of Shares held by a Shareholder falls below such value or number of Shares respectively as determined by the Board of Directors of the Company, or (iii) where in exceptional circumstances the Board of Directors determines that a compulsory redemption is in the interest of the other Shareholders, the Company may compulsorily redeem or cause to be redeemed from any such Shareholder all Shares held by such Shareholder in the following manner:

11.3.1 The Company shall serve a notice (the "purchase notice") upon the Shareholder holding such Shares or appearing in the Register of Shareholders as the owner of the Shares to be purchased, specifying the Shares to be purchased, the manner in which the purchase price will be calculated and the name of the purchaser.

11.3.2 Any such notice may be served upon such Shareholder by posting the same in a prepaid registered envelope addressed to such Shareholder at his last address known to or appearing in the books of the Company. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the Share certificate or certificates (if any) representing the Shares specified in the purchase notice.

11.3.3 Immediately after the close of business on the date specified in the purchase notice, such Shareholder shall cease to be the owner of the Shares specified in such notice and his name shall be removed from the Register of Shareholders

11.3.4 The price at which each such Share is to be purchased (the "purchase price") shall be an amount based on the Net Asset Value per Share of the relevant Class as of the Valuation Day next succeeding the date of the purchase notice or next succeeding the surrender of the Share certificate or certificates (if any) representing the Shares specified in such notice, all as determined by the Board of Directors, less any service charge provided therein.

11.3.5 Payment of the purchase price will be made available to the former owner of such Shares normally in the currency set by the Board of Directors for the payment of the redemption price of the Shares of the relevant Class and will be (i) deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere; or (ii) paid by a check sent to the last known address on the Company's books (as specified in the purchase notice) upon final determination of the purchase price following surrender of the Share certificate or certificates (if any) specified in such notice and unmatured dividend coupons attached thereto.

11.3.6 Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such Shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank following the effective surrender of the Share certificate or certificates (if any) as aforesaid. Any funds receivable by a Shareholder under this paragraph, but not collected within a period of five (5) years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the Sub-Fund relating to the relevant Class or Classes of Shares. The Board of Directors shall have the power from time to time to take all steps necessary to perfect such reversion and to authorise such action on behalf of the Company.

11.3.7 The exercise by the Company of the power 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 in such case the said powers were exercised by the Company in good faith.

Art. 12. Co-Management and Pooling.

12. 1 To ensure effective management of the Company, the Board of Directors may decide to manage all or part of the assets of one or more Sub-Funds with those of other Sub-Funds in the Company (pooling technique) or, where applicable, to co-manage all or part of the assets, except for a cash reserve, if necessary, of one or more Sub-Funds with the assets of other Luxembourg investment funds or of one or more sub-funds of other Luxembourg investment funds (hereinafter referred to as the "Party(ies) to the co-managed assets") for which the Company's Depositary is the appointed depositary bank. These assets will be managed in accordance with the respective investment policies of the Parties to the co-managed assets, each of which is pursuing identical or comparable objectives. Parties to the co-managed assets will only participate in co-managed assets which are in accordance with the stipulations of their respective prospectuses and investment restrictions.

12.2 Each Party to the co-managed assets will participate in the co-managed assets in proportion to the assets it has contributed to the co-management. Assets will be allocated to each Party to the co-managed assets in proportion to its contribution to the co-managed assets. Each Party's rights to the co-managed assets apply to each line of investment in the said co-managed assets. The aforementioned co-managed assets will be formed by the transfer of cash or, where applicable, other assets from each of the Parties participating in the co-managed assets. Thereafter, the Board of Directors may regularly make subsequent transfers to the co-managed assets. The assets can also be transferred back to a Party to the co-managed assets for an amount not exceeding the participation of the said Party to the co-managed assets. Dividends, interest and other distributions deriving from income generated by the co-managed assets will accrue to each Party to the co-managed assets in proportion to its respective investment. Such income may be kept by the Party to the co-managed assets or reinvested in the co-managed assets. All charges and expenses incurred in respect of the co-managed assets will be applied to these assets. Such charges and expenses will be allocated to each Party to the co-managed assets in proportion to its respective entitlement to the co-managed assets.

12.3 In case of an infringement of the investment restrictions affecting a Sub-Fund of the Company, when such a Sub-Fund takes part in co-management and even if the manager has complied with the investment restrictions applicable to the co-managed assets in question, the Board of Directors shall ask the manager to reduce the investment in question in proportion to the participation of the Sub-Fund concerned in the co-managed assets or, where applicable, reduce its participation in the co-managed assets to a level that respects the investment restrictions of the Sub-Fund.

12.4 When the Company is liquidated or when the Board of Directors of the Company decide, without prior notice, to withdraw the participation of the Company or a Sub-Fund of the Company from co-managed assets, the co-managed assets will be allocated to the Parties to the co-managed assets in proportion to their respective participation in the co-managed assets.

12.5 The investor must be aware of the fact that such co-managed assets are employed solely to ensure effective management in as much as all Parties to the co-managed assets have the same depositary bank. Co-managed assets are not distinct legal entities and are not directly accessible to investors. However, the assets and liabilities of each Sub-Fund of the Company will be constantly separated and identifiable.

Art. 13. Calculation of the Net Asset Value per Share.

13.1 The Net Asset Value per Share of each Sub-Fund or Class of Shares (as the case may be) shall be expressed in the reference currency (as defined in the Prospectus) of the relevant Sub-Fund or Class of Shares concerned and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to each Sub-Fund, being the value of the portion of assets less the portion of liabilities attributable to such Sub-Fund, as of any such Valuation Day, by the number of Shares in the relevant Sub-Fund then outstanding, in accordance with the valuation rules set forth below. The Net Asset Value per Share may be rounded up or down to no less than the nearest three decimal places, or such number of decimal places as the Board of Directors shall determine. If, since the time of determination of the Net Asset Value, there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to a Sub-Fund are dealt in or quoted, the Company may, in order to safeguard the interests of the Shareholders and the Company, cancel the first valuation and carry out a second valuation. In such a case, instructions for subscription, redemption or conversion of Shares shall be executed on the basis of the second valuation.

On any Valuation Day, the Board of Directors may determine to apply an alternative Net Asset Value calculation method to the Net Asset Value per Share, to include such reasonable factors as they see fit (swing pricing). This method of valuation is intended to pass the estimated costs of underlying investment activity of the Company to the active Shareholders by adjusting the Net Asset Value of the relevant Share and thus to protect the Company's long-term Shareholders from costs associated with ongoing subscription and redemption activity. This alternative Net Asset Value calculation method may take account of trading spreads on the Company's investments, the value of any duties and charges incurred as a result of trading and may include an allowance for market impact. Where the Board of Directors, based on the prevailing market conditions and the level of subscriptions or redemptions requested by Shareholders or potential Shareholders in relation to the size of the relevant Sub-Fund, has determined for a particular Sub-Fund to apply an alternative Net Asset Value calculation method, the Sub-Fund may be valued either on a bid or offer basis (which would include the factors referenced in the present paragraph).

13.2 The valuation of the Net Asset Value of each Sub-Fund shall be made in the following manner:

I. The assets of the Company shall include:

- 1) all cash on hand or on deposit, including any interest accrued thereon;
- 2) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);
- 3) all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments, and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- 4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;
- 5) all interest accrued on any interest-bearing securities owned by the Company except to the extent that the same is included or reflected in the principal amount of such securities;
- 6) the primary expenses of the Company, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off;
- 7) all other assets of any kind and nature including expenses paid in advance.

The valuation of assets of each Sub-Fund of the Company shall be calculated in the following manner:

a) the value of any cash in hand or on deposit, bills, demand notes payable and accounts receivable, prepaid expenses, cash dividends and interests declared or accrued as aforesaid and not yet received shall be valued at the par-value of the assets except however if it appears that such value is unlikely to be paid or received in full. In such a case, subject to the approval of the Board of Directors, the value shall be determined by deducting a certain amount to reflect the true value of these assets;

(b) The value of transferable securities, money market instruments and any financial assets admitted to official listing on any stock exchange or dealt on any Regulated Market shall be based on the last available closing or settlement price in the relevant market prior to the time of valuation, or any other price deemed appropriate by the Board of Directors.

(c) In the event that any assets are not listed or dealt in on any stock exchange or on any other Regulated Market, or if, with respect to assets listed or dealt in on any stock exchange, or other Regulated Market as aforesaid, the price as determined pursuant to sub-paragraph (b) or (c) is not representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith.

(d) The liquidating value of futures, forward or options contracts not admitted to official listing on any stock exchanges or dealt on any Regulated Market shall mean their net liquidating value determined, pursuant to the policies established prudently and in good faith by the Board of Directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts admitted to official listing on any stock exchange or dealt on any Regulated Market shall be based upon the last available closing or settlement prices of these contracts on stock exchanges and Regulated Markets on which the particular futures, forward or options contracts are traded on behalf of the Company; provided that if a future, forward or options contract could not be liquidated on the day with respect to which

assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable.

(e) The value of Money Market Instruments not listed or dealt in on any stock exchange or any other Regulated Market and with remaining maturity of less than 12 months and of more than 90 days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money Market Instruments with a remaining maturity of 90 days or less will be valued by the amortized cost method, which approximates market value.

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

(g) Units or shares of open-ended UCI will be valued at their last determined and available net asset value or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the Board of Directors on a fair and equitable basis. Units or shares of a closed-ended UCI will be valued at their last available stock market value.

(h) All other securities and other assets will be valued at fair market value, as determined in good faith pursuant to procedures established by the Board of Directors or a committee appointed to that effect by the Board of Directors.

The Board of Directors may adjust the value of any investment if having regard to its currency, marketability, applicable interest rates, anticipated rates of dividend, maturity, liquidity or any other relevant consideration, they consider that such adjustment is required to reflect the fair value thereof.

The value of all assets and liabilities not expressed in the reference currency of a Sub-Fund will be converted into the reference currency of such Sub-Fund at the rate of exchange (whether official or otherwise) determined as of the relevant Valuation Day in good faith by or under procedures established by the Board of Directors.

Where the value of any investment is not ascertainable as described above, the value shall be the probable realisation value estimated by the Board of Directors with care and in good faith or by a competent person.

To the extent that the Board of Directors considers that it is in the best interests of the Company, given the prevailing market conditions and the level of subscriptions or redemptions requested by Shareholders in relation to the size of any Sub-Fund, an adjustment, as determined by the Board of Directors at its discretion, may be reflected in the Net Asset Value of the Sub-Fund for such sum as may represent the percentage estimate of costs and expenses which may be incurred by the relevant Sub-Fund under such conditions.

The Board of Directors may at its discretion permit any other method of valuation to be used if it considers that such method of valuation better reflects the value generally or in particular markets or market conditions and is in accordance with the good practice.

II. The liabilities of the Company shall include:

- 1) all loans, bills and accounts payable;
- 2) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);
- 3) all accrued or payable expenses, including, but not limited to, administrative expenses, investment advisory and/or management fees, incentive fees, Depositary and paying agent fees, administrator fees, listing fees, domiciliary and corporate agent fees, auditors' and legal fees;
- 4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;
- 5) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the Board of Directors, as well as such amount (if any) as the Board of Directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- 6) the formation expenses of the Company insofar as the same have not been written off; and
- 7) 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 other liabilities, the Company shall take into account all expenses payable by the Company which shall comprise promotion, printing, formation expenses, investment manager or adviser, including performance fees, fees and expenses payable to its auditors and accountants, Depositary and its correspondents, domiciliary and corporate agent, registrar and transfer agent, listing agent, any paying agent, any permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the directors (if any) and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand-Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the cost of advertising, preparing, translating, printing and distributing of prospectuses, explanatory memoranda, Company documentation or registration statements, annual and semi-annual reports, the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone, facsimile and other electronic means of communication.

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.

The value of all assets and liabilities not expressed in the reference currency of a Sub-Fund or Class will be converted into the reference currency of such Sub-Fund or Class at the rate of exchange determined as of the relevant Valuation Day in good faith by or under procedures established by the Board of Directors.

The Board of Directors, in its absolute 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 and / or liability of the Company.

III. The assets shall be allocated as follows:

The Board of Directors shall establish a Sub-Fund in respect of each Class of Shares and may establish a Sub-Fund in respect of two or more Classes of Shares in the following manner:

a) if two or more Classes of Shares relate to one Sub-Fund, the assets attributable to such Classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. Within a Sub-Fund, Classes of Shares may be defined from time to time by the Board of Directors so as to correspond to (i) a specific distribution policy, such as entitling to distributions ("distribution Shares") or not entitling to distributions ("capitalisation Shares"); and/or (ii) a specific sales and redemption charge structure; and/or (iii) a specific management or advisory fee structure; and/or (iv) a specific assignment of distribution, Shareholder services or other fees; and/or (v) a specific type of investor; and/or (vi) a specific currency; and/or (vii) the use of different hedging techniques in order to protect in the reference currency of the relevant Sub-Fund the assets and returns quoted in the currency of the relevant Class of Shares against long-term movements of their currency of quotation; and/or (viii) any other specific features applicable to one Class of Shares. The Board of Directors may, at its discretion, decide to change the characteristics of any Class as described in the Prospectus in accordance with the procedures determined by the Board of Directors from time to time;

b) the proceeds to be received from the issue of Shares of a Class shall be applied in the books of the Company to the Sub-Fund corresponding to that Class of Shares, provided that if several Classes of Shares are outstanding in such Sub-Fund, the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the Class of Shares to be issued;

c) the assets and liabilities and the income and expenditure applied to a Sub-Fund shall be attributable to the Class or Classes of Shares corresponding to such Sub-Fund;

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

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

f) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Sub-Fund, such asset or liability shall be allocated to all the Sub-Funds pro rata to the Net Asset Value of the relevant Classes of Shares or in such other manner as determined by the Board of Directors acting in good faith. Each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund; and

g) upon the payment of distributions to the holders of any Class of Shares, the Net Asset Value of such Class of Shares shall be reduced by the amount of such distributions.

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

In the absence of fraud, 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 organisation 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, subject to Article 13.1 hereof.

IV. For the purpose of this Article:

1) Shares of the Company to be redeemed under Article 9 hereof shall be treated as existing and taken into account until immediately after the time specified by the Board of Directors as of the Valuation Day on which such redemption is made and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

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

3) all investments, cash balances and other assets expressed in currencies other than the reference currency of the relevant Sub-Fund shall be valued after taking into account the rates of exchange as determined by the Board of Directors for determination of the Net Asset Value of Shares; and

4) whereas of any Valuation Day the Company has contracted to:

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

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

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

Art. 14. Frequency and Temporary. Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares.

14.1 With respect to each Sub-Fund or Class of Shares, the Net Asset Value per Share and the price for the issue, redemption and conversion of Shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the Board of Directors and determined in the Prospectus, such date or time of determination being the Valuation Day.

14.2 The Company may suspend the determination of the Net Asset Value per Share of any particular Sub-Fund and the issue and redemption of its Shares to and from its Shareholders as well as the conversion from and to Shares of each Sub-Fund:

14.2.1 during the whole or part of any period (other than for ordinary holidays or customary weekends) when any of the Regulated Markets on which the Company's investments are quoted, listed, traded or dealt are closed or during which dealings therein are restricted or suspended or trading is suspended or restricted; or

14.2.2 during the whole or part of any period when circumstances outside the control of the Board of Directors exist as a result of which any disposal or valuation by the Company of investments of the Sub-Fund is not reasonably practicable or would be detrimental to the interests of Shareholders or it is not possible to transfer monies involved in the acquisition or disposition of investments to or from the relevant account of the Company; or

14.2.3 during the whole or part of any period when any breakdown occurs in the means of communication network normally employed in determining the price or value of any of the Company's investments of the relevant Sub-Fund; or

14.2.4 during the whole or any part of any period when for any other reason the price or value of any of the Company's investments cannot be reasonably, promptly or accurately ascertained; or

14.2.5 during the whole or any part of any period when subscription proceeds cannot be transmitted to or from the account of the Company or the Sub-Fund being unable to repatriate funds required for making redemption payments or when such payments cannot, in the opinion of the Board of Directors, be carried out at normal rates of exchange; or

14.2.6 following a possible decision to merge, liquidate or dissolve the Company or, if applicable, one or several Sub-Funds; or

14.2.7 following the suspension of the calculation of the net asset value per share/unit, the issue, the redemption and/or the conversion of the shares/units issued within a master fund in which the Sub-Fund invests in its quality as a feeder fund of such master fund;

14.2.8 if any other reason makes it impossible or impracticable to determine the value of a portion of the investments of the Company or any Sub-Fund; or

14.2.9 if, in exceptional circumstances, the Directors determine that suspension of the determination of Net Asset Value is in the interest of Shareholders (or Shareholders in that Sub-Fund as appropriate).

14.2.10 during a period where the relevant indices underlying the derivative instruments which may be entered into by the Sub-Funds of the Company are not compiled or published; or

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

14.3 Any such suspension shall be published, if appropriate, by the Company and may be notified to Shareholders having made an application for subscription, redemption or conversion of Shares for which the calculation of the Net Asset Value has been suspended.

14.4 Such suspension as to any Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-Fund if the assets within such other Sub-Fund are not affected to the same extent by the same circumstances.

14.5 Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share.

Title III. Administration and supervision

Art. 15. Board of Directors.

15.1 The Company shall be managed by the Board of Directors composed of not less than three members, who need not be Shareholders of the Company. They shall be elected for a term not exceeding six years. They may be reelected. The Directors shall be elected by the Shareholders at a general meeting of Shareholders; in particular by the Shareholders at their annual general meeting for a period ending in principle at the next annual general meeting or until their successors are elected and qualified, provided however that a Director may be removed with or without cause and/or replaced at any

time by resolution adopted by the Shareholders. The general meeting of Shareholders shall also determine the number of Directors, their remuneration and the term of their office.

15.2 In the event an elected Director is a legal entity, a permanent individual representative thereof should be designated as member of the Board of Directors. Such individual is submitted to the same obligations as the other Directors.

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

15.3 Directors shall be elected by the majority of the votes of the Shares validly cast and shall be subject to the approval of the Luxembourg regulatory authorities.

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

15.5 In the event of a vacancy in the office of Director, the remaining Directors may temporarily fill such vacancy. The Shareholders shall take a final decision regarding such nomination at their next general meeting.

Art. 16. Board Meetings.

16.1 The Board of Directors shall choose from among its members a chairman and may choose one or more vice-chairmen. The Board of Directors may also choose a secretary (who need not be a Director) who shall write and keep the minutes of the meetings of the Board of Directors and of the Shareholders. Either the chairman or any two Directors may at any time summon a meeting of the Directors by notice in writing to every Director which notice shall set forth the general nature of the business to be considered and the place at which the meeting is to be convened.

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

16.3 The chairman shall preside at the meetings of the Directors and of the Shareholders. In his absence, the Shareholders or the Directors shall decide by a majority vote that another Director, or in the case of a Shareholders' meeting, that any other person shall be in the chair of such meetings.

16.4 The Board of Directors may from time to time and at any time by powers of attorney appoint any company, firm, person or body of persons, with full power of substitution, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Board of Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

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

16.6 The Directors may only act at duly convened meetings of the Board of Directors. The Directors may not bind the Company by their individual signatures, except if specifically authorised thereto by resolution of the Board of Directors.

16.7 The Board of Directors can deliberate or act validly only if at least the majority of the Directors are present or represented.

16.8 Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed where they are signed by the chairman of the meeting or any two Directors.

16.9 Resolutions are taken by a majority vote of the Directors present or represented. In the event that at any meeting the numbers of votes for or against a resolution are equal, the chairman of the meeting shall have a casting vote.

16.10 Resolutions in writing approved and signed by all Directors shall have the same effect as resolutions voted at the Board of Directors' meetings. Each Director shall approve such resolution in writing, by mail, facsimile 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.

16.11 Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of such committee by means of conference telephone, videoconference, or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting

Art. 17. Powers of the Board of Directors.

17.1 The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policies as determined in Article 20 hereof.

17.2 All powers not expressly reserved by law or by the present Articles of Incorporation to the general meeting of Shareholders are in the competence of the Board of Directors.

Art. 18. Corporate Signature. Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two Directors or by the joint or single signature of any officer(s) of the Company or of any other person(s) to whom authority has been delegated by the Board of Directors.

Art. 19. Delegation of Powers.

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

19.2 In particular, the Company may enter into an investment management agreement with an investment manager (the "Investment Manager"), which shall supply the Company with recommendations and advice with respect to the Company's investment policy pursuant to Article 20 hereof and may, on a day-to-day basis and subject to the overall control and responsibility of the Board of Directors, have actual discretion to purchase and sell securities and other assets of the Company pursuant to the terms of a written agreement. Subject to the approval of the Board of Directors, the Investment Manager may delegate its powers to third parties at its own cost.

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

Art. 20. Investment Policies and Restrictions.

20.1 The Board of Directors, based upon the principle of risk spreading, has the power to determine the investment policies and strategies to be applied in respect 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.

20.2 Within those restrictions, the Board of Directors may decide that investments be made in:

- a) Transferable Securities or Money Market Instruments;
- b) shares or units of other UCI, including shares or units of a master fund qualified as a UCITS;
- c) deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than twelve (12) months;
- d) financial derivative instruments;
- e) Shares issued by one or several other Sub-Funds of the Company, under the conditions provided for by the UCI Law.

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

20.4 The Company may in particular purchase the above mentioned assets on any Regulated Market of a state of Europe, being or not a Member State, a state of America, Africa, Asia, Australia or Oceania.

20.5 The Company may also invest in recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and that such admission be secured within one year of issue.

20.6 In accordance with the principle of risk spreading, the Company is authorised to invest up to 100% of the net assets attributable to each Sub-Fund in Transferable Securities and/or Money Market Instruments issued or guaranteed by an EU member state, its local authorities, another member state of the OECD, such non-member state(s) of the OECD as set out in the Prospectus, or public international bodies of which one or more member states of the EU are members being provided that if the Company uses the possibility described above, it shall hold, on behalf of each relevant Sub-Fund, securities belonging to six different issues at least. The securities belonging to one issue cannot exceed 30% of the total net assets attributable to that Sub-Fund.

20.7 The Board of Directors, acting in the best interest of the Company, may decide, in the manner described in the Prospectus, that (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their sub-funds; or that (ii) all or part of the assets of two or more Sub-Funds of the Company be co-managed amongst themselves on a segregated or on a pooled basis.

20.8 Investments of each Sub-Fund of the Company may be made either directly or indirectly through wholly-owned subsidiaries, as the Board of Directors may from time to time decide and as described in the Prospectus. Reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

20.9 The Company is authorised (i) to employ techniques and instruments relating to Transferable Securities and Money Market Instruments provided that such techniques and instruments may be used for hedging purposes, for the purpose of efficient portfolio management or for investment purposes and (ii) to employ techniques and instruments intended to provide protection against exchange risks in the context of the management of its assets and liabilities.

Art. 21. Conflict of Interest.

21.1 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 Board of 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.

21.2 In the event that any Director or officer of the Company may have an interest in any transaction of the Company which conflicts with the interests of the Company, such Director or officer shall make known to the Board of Directors such conflict of interest and shall not consider or vote on any such transaction, and such transaction and such Director's or officer's interest therein shall be reported to the next succeeding general meeting of Shareholders.

21.3 Such conflict of interest as referred to in this Article, shall not include any relationship with or without interest in any matter, position or transaction involving any affiliated or associated company of the Investment Manager, or such other person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

Art. 22. Indemnification of Directors. Every Director, agent, auditor, or officer of the Company and his personal representatives shall be indemnified and secured harmless out of the assets of the relevant Sub-Fund(s) against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities ("Losses") incurred or sustained by him in or about the conduct of the Company business or affairs or in the execution or discharge of his duties, powers, authorities or discretions, including Losses incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Company in any court whether in Luxembourg or elsewhere. No such person shall be liable (i) for the acts, receipts, neglects, defaults or omissions of any other such person or (ii) by reason of his having joined in any receipt for money not received by him personally or (iii) for any loss on account of defect of title to any property of the Company or (iv) on account of the insufficiency of any security in or upon which any money of the Company shall be invested or (v) for any loss incurred through any bank, broker or other agent or (vi) for any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers, authorities, or discretions of his office or in relation thereto, unless the same shall happen through his own gross negligence or wilful misconduct against the Company.

Art. 23. Auditors.

23.1 The accounting data related in the annual report of the Company shall be examined by an authorised auditor ("réviseur d'entreprises agréé") appointed by the general meeting of Shareholders and remunerated by the Company.

23.2 The auditor shall fulfil all duties prescribed by the UCI Law.

Title IV. General meetings - Accounting year - Distributions

Art. 24. General Meetings of Shareholders of the Company.

24.1 The general meeting of Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all the Shareholders regardless of the Class of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

24.2 The general meeting of Shareholders shall meet upon call by the Board of Directors.

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

24.4 The annual general meeting shall be held in accordance with Luxembourg law in Luxembourg-City at a place specified in the notice of meeting on the penultimate Friday of October of each year at 11:00 a.m. (Luxembourg time).

24.5 If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following Business Day.

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

24.7 The Board of Directors may convene a general meeting of Shareholders pursuant to a notice setting forth the agenda published to the extent and in the manner required by Luxembourg law and/or sent at least eight (8) days prior to the meeting to each registered Shareholder at the Shareholder's address in the Register of Shareholders or at such other address indicated by the relevant Shareholder. No evidence of the giving of such notice to registered Shareholders is required by 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.

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

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

24.9 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.

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

24.11 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.

24.12 Each Share of whatever Class is entitled to one vote, in compliance with Luxembourg law and these Articles. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing, by mail or by facsimile transmission, who need not be a Shareholder and who may be a Director.

24.13 Unless otherwise provided by law or herein, resolutions of the general meeting of Shareholders are passed by a simple majority vote of the Shareholders validly cast, regardless of the portion of capital represented. Abstentions and blank votes shall not be taken into account.

24.14 Each Shareholder may vote at a general meeting through a signed voting form sent by post, electronic mail, facsimile or any other means of communication to the Company's registered office or to the address specified in the convening notice. The Shareholders may only use voting forms provided for by the Company which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box.

24.15 Voting forms which, for a proposed resolution, do not show only (i) a vote in favour or (ii) a vote against the proposed resolution or (iii) an abstention are void with respect to such resolution. The Company shall only take into account voting forms received prior to the general meeting which they relate to.

Art. 25. General Meetings of Shareholders of Sub-Funds or of Classes of Shares.

25.1 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.

25.2 In addition, the Shareholders of any Class of Shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such Class.

25.3 The provisions of Article 24, paragraphs 2, 3, 7, 8, 9, 10, 11, 12, 13, 14 and 15 shall apply to such general meetings of Shareholders.

25.4 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 proxy in writing, by mail or by facsimile transmission to another person who need not be a Shareholder and may be a Director.

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

Art. 26. Closure of Sub-Funds and/or Classes.

26.1 If for any reason the value of the assets in any Sub-Fund or Class has decreased to an amount determined by the Board of Directors to be the minimum level for such Sub-Fund or Class to be operated in an economically efficient manner, or if a change in the economic, political or monetary situation relating to the Sub-Fund or Class concerned would have material adverse consequences on the investments of that Sub-Fund or if the range of products offered to investors is rationalised, the Board of Directors may decide to compulsorily redeem all the Shares of the relevant Class or Classes issued in such Sub-Fund or the relevant Class at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses), determined as of the Valuation Day at which such decision shall take effect and therefore close the relevant Sub-Fund or Class. The Company shall serve a notice to the Shareholders of the relevant Class (es) or Sub-Fund(s) prior to the effective date for the compulsory redemption, which will indicate the reasons for, and the procedure of, the redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the Shareholders, the Shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their Shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the effective date of the compulsory redemption.

26.2 Notwithstanding the powers conferred to the Board of Directors by paragraph 25.1 of this Article, the general meeting of Shareholders of any Sub-Fund or Class within any Sub-Fund may, upon a proposal from the Board of Directors, redeem all the Shares of the relevant Class within the relevant Sub-Fund and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realisation prices of investments and realisation expenses) determined as of 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.

26.3 Assets which may not be distributed to the relevant beneficiaries upon the implementation of the redemption will be deposited with the Depositary for the period required by Luxembourg law; after such period, the assets will be deposited with the "Caisse de Consignation" on behalf of the persons entitled thereto.

26.4 All redeemed Shares may be cancelled.

26.5 The liquidation of the last remaining Sub-Fund of the Company will result in the liquidation of the Company under the conditions of the UCI Law.

Art. 27. Mergers.

27.1 Mergers decided by the Board of Directors

The Board of Directors may decide to proceed with a merger (within the meaning of the UCI Law) of the Company or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the UCI Law, in particular concerning the merger project and the information to be provided to the Shareholders, as follows:

27.1.1. Company

The Board of Directors may decide to proceed with a merger of the Company, either as receiving or absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the “New UCITS”); or
- a sub-fund thereof,

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

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

In the case the Company that is involved in a merger is the absorbed UCITS (within the meaning of the UCI Law), and hence ceases to exist, the general meeting of the Shareholders has to approve, and decide on the effective date of such merger by a resolution adopted with:

(a) a presence quorum requirement of at least 50% of the share capital of the Company; and (b) a majority requirement of at least two-thirds of the shareholders present or represented.

27.1.2. Sub-Funds

The Board of Directors may decide to proceed with a merger (within the meaning of the UCI Law) of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing Sub-Fund within the Company or another sub-fund within a New UCITS (the “New Sub-Fund”); or
- a New UCITS,

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

27.2. Mergers decided by the Shareholders

Notwithstanding the powers conferred to the Board of Directors under the preceding section, the general meeting of Shareholders may decide to proceed with a merger (within the meaning of the UCI Law) of the Company or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the UCI Law, in particular concerning the merger project and the information to be provided to the Shareholders, as follows:

27.2.1. Company

The general meeting of the Shareholders may decide to proceed with a merger (within the meaning of the UCI Law) of the Company, either as receiving or absorbed UCITS, with:

- a New UCITS; or
- a sub-fund thereof.

The decision shall be adopted by a general meeting of the Shareholders for which there shall be (a) a presence quorum requirement of at least 50% of the share capital of the Company; and (b) a majority requirement of at least two-thirds of the shareholders present or represented.

27.2.2. Sub-Funds

The general meeting of the shareholders of a Sub-Fund may also decide a merger (within the meaning of the UCI Law) of the relevant Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- any New UCITS; or
- a New Sub-Fund

by a resolution adopted with (a) a presence quorum requirement of at least 50% of the share capital of the Company; and (b) a majority requirement of at least two-thirds of the shareholders present or represented.

27.3. General

Shareholders will in any case be entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their Shares, or, where possible, to convert them into units or shares of another UCITS pursuing a similar investment policy, in accordance with the provisions of the UCI Law.

Any cost associated with the preparation and the completion of the merger shall neither be charged to the Company nor its Shareholders.

Art. 28. Accounting Year. The accounting year of the Company shall commence on the 1st July of each year and terminates on the 30th June of the following year.

Art. 29. Distributions.

29.1 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.

29.2 For any Class or Classes of Shares entitled to distributions, the Board of Directors may decide to pay interim dividends in the frequency and amounts determined by the Board of Directors in compliance with the conditions set forth by law.

29.3 Payments of distributions to holders of registered Shares shall be made to such Shareholders at their address or registered office in the Register of Shareholders.

29.4 Distributions may be paid in such currency and at such time and place that the Board of Directors shall in its discretion determine from time to time.

29.5. For each Sub-Fund or Class of Shares, the Board of Directors may decide on the payment of interim dividends in compliance with legal requirements.

29.6 The Board of Directors may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the Board of Directors.

29.7 Any distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the Sub-Fund relating to the relevant Class or Classes of Shares.

29.8 No interest shall be payable by the Company on a dividend which has not been claimed by a Shareholder.

Title V. Final provisions**Art. 30. Depositary.**

30.1 To the extent required by law, the Company shall enter into a depositary agreement with a banking or savings institution - a depositary (the "Depositary") - as defined by the law of 5 April 1993 on the financial sector, as amended.

30.2 The Depositary shall fulfil the duties and responsibilities as provided for by the UCI Law.

30.3 If the Depositary wishes to retire, the Board of Directors shall use its best endeavours to find a successor Depositary within two (2) months of the effectiveness of such retirement. The Board of Directors may terminate the appointment of the Depositary but shall not remove the Depositary unless and until a successor Depositary shall have been appointed to act in the place thereof.

Art. 31. Dissolution of the Company.

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

31.2 Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 6 hereof, the question of the dissolution of the Company shall be referred to the general meeting of Shareholders by the Board of Directors. The general meeting of Shareholders, for which no quorum shall be required, shall decide by simple majority of the validly cast votes.

31.3 The question of the dissolution of the Company shall further be referred to the general meeting of Shareholders whenever the share capital falls below one quarter of the minimum capital set by Article 6 hereof; in such an event, the general meeting of Shareholders shall be held without any quorum requirements and the dissolution may be decided by Shareholders holding one quarter of the votes of the Shares represented and validly cast at the meeting.

31.4 The general meeting of Shareholders 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 quarter of the legal minimum, as the case may be.

Art. 32. Liquidation of the Company.

32.1 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.

32.2 Should the Company be voluntarily or compulsorily liquidated, its liquidation will be carried out in accordance with the provisions of the UCI Law. Such law specifies the steps to be taken to enable the Shareholders to participate in the distribution(s) of the liquidation proceeds and provides for a deposit in escrow at the Caisse de Consignation at the time of the closure of the liquidation. Liquidation proceeds available for distribution to Shareholders in the course of the liquidation that are not claimed by Shareholders at the close of the liquidation be deposited at the Caisse de Consignation in Luxembourg, where for a period of 30 years they will be held at the disposal of the Shareholders entitled thereto.

Art. 33. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended by a general meeting of Shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended from time to time.

Art. 34. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies, as amended from time to time and the UCI Law, as amended from time to time."

Fourth Resolution

The meeting resolved to delete the French translation of the articles of incorporation of the Company.

Fifth Resolution

The meeting acknowledged the resignation of Ernst Krehan, Christian Mayer and Laurent Reiss as members of the board of directors of the Company and decided to appoint

1. Christian Huber Untere Donaustrasse 21, 1029 Vienna, Austria Born on 20.07.1963 at Mödling, Austria
 2. Arnd Wolfgang Münker Untere Donaustrasse 21, 1029 Vienna, Austria Born on 17.09.1967 at Wuppertal, Germany
 3. Dr. Andreas Bertl Untere Donaustrasse 21, 1029 Vienna, Austria Born at 20.05.1975 at Salzburg, Austria
- as members of the board of directors of the Company until the annual general meeting of shareholders to be held in 2016.

There being no further business, the Meeting was closed.

Costs and expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company are estimated at approximately EUR 1,800.-.

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

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

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

Signé: C. SCHIBGILLA, R. GALIOTTO, A. SIEBENALER et H. HELLINCKX.

Enregistré à Luxembourg A.C.1, le 21 août 2015. Relation: 1LAC/2015/26825. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 26 août 2015.

Référence de publication: 2015144757/969.

(150158377) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 août 2015.

Promo-Invest S.A, Société Anonyme.

Siège social: L-6670 Mertert, 38A, rue Basse.

R.C.S. Luxembourg B 198.864.

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STATUTS

L'an deux mil quinze, le premier juillet.

Pardevant Maître Martine DECKER, notaire de résidence à Hesperange,

A comparu:

- Monsieur Norberto CARVALHO DA CUNHA, coffreur-maçon, né à Pombeiro de Ribavizela/Felgueiras (Portugal), le 26 octobre 1963, demeurant à L-6670 Mertert, 38A, rue Basse.

Lequel comparant a requis le notaire instrumentant de dresser acte d'une société anonyme régie par les lois du Grand-Duché de Luxembourg, qu'il déclare constituer pour son compte et entre tous ceux qui en deviendront actionnaires par la suite et dont il a arrêté les statuts comme suit:

Dénomination - Siège - Durée - Objet - Capital

Art. 1^{er}. Il est formé une société anonyme sous la dénomination de «Promo-Invest S.A.».

Art. 2. Le siège social est établi dans la commune de Mertert.

Le siège de la Société pourra être transféré sur simple décision du conseil d'administration respectivement de l'administrateur unique, à tout autre endroit de la commune du siège.

Il peut être transféré dans toute autre localité du Grand-Duché de Luxembourg, par résolution de l'actionnaire unique ou, en cas de pluralité d'actionnaires, par résolution de l'assemblée générale des actionnaires statuant comme en matière de modification des statuts.

Lorsque des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger se produiront ou seront imminents, le siège social pourra être déclaré transféré provisoirement à l'étranger, sans que toutefois cette mesure ne puisse avoir d'effet sur

la nationalité de la Société, laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise. La décision relative au transfert provisoire du siège social sera portée à la connaissance des tiers par l'organe de la Société qui, suivant les circonstances, est le mieux placé pour y procéder.

Des bureaux et des succursales peuvent être établis tant au Grand-Duché de Luxembourg qu'à l'étranger par simple résolution de l'administrateur unique ou du conseil d'administration (selon le cas).

Art. 3. La durée de la Société est illimitée.

Art. 4. La Société a pour objet la promotion immobilière, l'achat, la vente et la location de biens immobiliers, mobiliers, et toutes autres opérations commerciales qui sont en relation directe ou indirecte avec l'objet social.

La Société a en outre pour objet la prise d'intérêts sous quelque forme que ce soit dans d'autres entreprises luxembourgeoises ou étrangères, ainsi que la gestion, le contrôle et la mise en valeur de ces participations.

Elle peut notamment acquérir par voie d'apport, de souscription, d'option, d'achat et de toute autre manière des valeurs mobilières de toutes espèces et les réaliser par voie de vente, cession, change ou autrement.

La Société peut également acquérir et mettre en valeur tous brevets et autres droits se rattachant à ces brevets ou pouvant les compléter.

La Société peut emprunter et accorder aux sociétés dans lesquelles elle participe ou auxquelles elle s'intéresse directement ou indirectement tous concours, prêts, avances ou garanties.

La Société pourra faire en outre, toutes opérations commerciales, industrielles et financières, tant mobilières qu'immobilières qui peuvent lui paraître utiles dans l'accomplissement de son objet.

Art. 5. Le capital social de la Société est fixé à trente et un mille euros (31.000,- EUR), représenté par mille (1.000) actions d'une valeur nominale de trente-et-un euro (31,- EUR) chacune.

Art. 6. Les actions de la Société sont nominatives ou au porteur, ou en partie dans l'une ou l'autre forme, à l'exception de celles pour lesquelles la loi prescrit la forme nominative.

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

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

Art. 7. La Société ne reconnaît qu'un propriétaire par action.

S'il y a plusieurs propriétaires par action, la Société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire. Il en sera de même dans le cas d'un conflit opposant l'usufruitier et le nu-propriétaire ou un débiteur et un créancier gagiste.

Administration - Surveillance

Art. 8. En cas de pluralité d'actionnaires, la Société est administrée par un conseil d'administration composé de trois membres au moins, actionnaires ou non.

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

Les administrateurs ou l'administrateur unique seront élus par l'assemblée des actionnaires ou l'actionnaire unique (selon le cas) pour un terme qui ne peut excéder six ans et toujours révocables.

Les administrateurs sortants peuvent être réélus.

Le conseil d'administration élit parmi ses membres un président et, s'il en décide ainsi, un ou plusieurs vice-présidents du conseil d'administration. Le premier président sera désigné par l'assemblée générale. En cas d'absence du président, les réunions du conseil d'administration sont présidées par un administrateur présent désigné à cet effet.

Art. 9. Le conseil d'administration se réunit sur la convocation du président du conseil ou de deux de ses membres.

Les administrateurs seront convoqués séparément à chaque réunion du conseil d'administration. Sauf le cas d'urgence qui doit être spécifié dans la convocation, celle-ci sera notifiée au moins quinze jours avant la date fixée pour la réunion.

Le conseil se réunit valablement sans convocation préalable au cas où tous les administrateurs sont présents ou valablement représentés.

Les réunions du conseil d'administration se tiennent au lieu et à la date indiquée dans la convocation.

Le conseil d'administration ne peut valablement délibérer et statuer que si la majorité de ses membres est présente ou valablement représentée. La présence peut également être assurée par téléphone ou vidéo conférence.

Tout administrateur empêché peut donner par écrit délégation à un autre membre du conseil pour le représenter et pour voter en ses lieux et place.

Les résolutions du conseil seront prises à la majorité absolue des votants. En cas de partage, la voix de celui qui préside la réunion sera prépondérante.

Les résolutions signées par tous les administrateurs seront aussi valables et efficaces que si elles avaient été prises lors d'un conseil dûment convoqué et tenu. De telles signatures peuvent apparaître sur un document unique ou sur des copies multiples d'une résolution identique et peuvent être révélées par lettres, télégrammes ou fax.

Un administrateur ayant des intérêts personnels opposés à ceux de la Société dans une affaire soumise à l'approbation du conseil, sera obligé d'en informer le conseil et de se faire donner acte de cette déclaration dans le procès-verbal de la réunion. Il ne peut prendre part aux délibérations afférentes du conseil.

Lors de la prochaine assemblée générale des actionnaires, avant de procéder au vote de toute autre question, les actionnaires seront informés des matières où un administrateur a un intérêt personnel opposé à celui de la Société.

Au cas où un membre du conseil d'administration a dû s'abstenir pour intérêt opposé, les résolutions prises à la majorité des membres du conseil présents ou représentés à la réunion et qui votent, seront tenues pour valables.

Lorsque la Société comprend un administrateur unique, il est seulement fait mention dans un procès-verbal des opérations intervenues entre la Société et son administrateur ayant eu un intérêt opposé à celui de la Société.

Art. 10. Les décisions du conseil d'administration seront constatées par des procès-verbaux qui seront insérés dans un registre spécial et signé par au moins un administrateur.

Les copies ou extraits de ces minutes doivent être signées par le président du conseil d'administration ou par deux administrateurs ou l'administrateur unique.

Art. 11. Le conseil d'administration ou l'administrateur unique sont investis des pouvoirs les plus étendus pour accomplir tous actes de disposition et d'administration dans l'intérêt de la Société.

Tous les pouvoirs qui ne sont pas expressément réservés par la loi du 10 août 1915, telle que modifiée, ou par les statuts de la Société à l'assemblée générale, seront de la compétence du conseil d'administration ou de l'administrateur unique.

Art. 12. Le conseil d'administration peut déléguer des pouvoirs à un ou plusieurs de ses membres. Le conseil d'administration ou l'administrateur unique peut désigner des mandataires ayant des pouvoirs définis et les révoquer en tout temps. Le conseil d'administration peut également déléguer la gestion journalière de la Société à un de ses membres, qui portera le titre d'administrateur-délégué.

Art. 13. Le conseil d'administration ou l'administrateur unique représente la Société en justice, soit en demandant, soit en défendant.

Les exploits pour ou contre la Société sont valablement faits au nom de la Société seule.

Art. 14. Vis-à-vis des tiers, la Société est engagée, en toutes circonstances, en cas d'administrateur unique, par la signature individuelle de cet administrateur et, en cas de pluralité d'administrateurs, par la signature conjointe de deux administrateurs, dont celle de l'administrateur-délégué (s'il en est) ou par la seule signature de l'administrateur-délégué dans le cadre de la gestion journalière.

Art. 15. La surveillance des opérations de la Société sera confiée à un ou plusieurs commissaires, actionnaires ou non, nommés par l'assemblée générale ou l'actionnaire unique, qui fixe le nombre, leurs émoluments et la durée de leurs mandats, laquelle ne peut dépasser six ans.

Tout commissaire sortant est rééligible.

Assemblée générale

Art. 16. S'il y a seulement un actionnaire, l'actionnaire unique assure tous les pouvoirs conférés par l'assemblée des actionnaires et prend les décisions par écrit.

En cas de pluralité d'actionnaires, l'assemblée générale des actionnaires représente tous les actionnaires de la Société.

Elle a les pouvoirs les plus étendus pour décider des affaires sociales.

Les convocations se font dans les formes et délais prévus par la loi.

Art. 17. L'assemblée générale annuelle se tiendra de plein droit le premier lundi du mois de juin à 17.00 heures, au siège social ou à tout autre endroit de la commune du siège social à désigner par les convocations.

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

Art. 18. Une assemblée générale extraordinaire peut être convoquée par le conseil d'administration respectivement par l'administrateur unique ou le commissaire aux comptes. Elle doit être convoquée sur la demande écrite d'actionnaires représentant dix pour cent (10%) du capital social.

Art. 19. Les convocations pour les assemblées générales sont faites conformément aux dispositions légales. Elles ne sont pas nécessaires lorsque tous les actionnaires sont présents ou représentés et qu'ils déclarent avoir eu préalablement connaissance de l'ordre du jour.

Tout actionnaire aura le droit de voter en personne ou par mandataire, actionnaire ou non.

Chaque action donne droit à une voix.

Sauf dispositions contraires de la loi, les décisions sont prises quel que soit le nombre d'actions représentées, à la majorité simple.

Année sociale - Répartition des bénéfices

Art. 20. L'année sociale commence le premier janvier et se termine le trente et un décembre de chaque année.

Le conseil d'administration ou l'administrateur unique établit les comptes annuels tels que prévus par la loi.

Il remet ces pièces avec un rapport sur les opérations de la Société un mois au moins avant l'assemblée générale ordinaire au(x) commissaire(s).

Art. 21. Sur le bénéfice net de l'exercice, il est prélevé cinq pour cent (5%) au moins pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint dix pour cent (10%) du capital social.

Le solde est à la disposition de l'associé unique ou de l'assemblée générale des associés selon le cas.

Le conseil d'administration ou l'administrateur unique pourra verser des acomptes sur dividendes sous l'observation des règles y relatives.

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

Dissolution - Liquidation

Art. 22. La Société peut être dissoute par décision de l'assemblée générale, statuant suivant les modalités prévues pour les modifications des statuts.

Lors de la dissolution, la liquidation s'effectuera par les soins d'un ou de plusieurs liquidateurs, personnes physiques ou morales, nommées par l'assemblée générale ou par l'actionnaire unique (selon le cas) qui détermine leurs pouvoirs et leur rémunération.

Disposition générale

Art. 23. La loi du 10 août 1915 sur les sociétés commerciales, ainsi que ses modifications ultérieures, trouveront leur application partout où il n'y est pas dérogé par les présents statuts.

Dispositions transitoires

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

La première assemblée générale annuelle se tiendra en l'an 2016.

Souscription et libération

Les statuts de la Société ainsi arrêtés, le comparant, Monsieur Norberto CARVALHO DA CUNHA, préqualifié, déclare souscrire toutes les mille (1.000) actions représentant l'intégralité du capital social.

Les actions ont été libérées à concurrence de vingt-cinq pour cent (25%) par des versements en espèces de sorte que la somme de sept mille sept cent cinquante euros (7.750,-EUR) se trouve maintenant à la libre disposition de la Société, ainsi qu'il en est justifié au notaire soussigné au moyen d'un certificat bancaire.

Les actions resteront nominatives jusqu'à complète libération.

Déclaration

Le notaire instrumentant déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi sur les sociétés commerciales, et en constate expressément l'accomplissement.

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges qui incombent à la Société et mis à sa charge en raison de sa constitution, s'élève à 1.100,-EUR.

Décisions de l'actionnaire unique

Et à l'instant le comparant préqualifié, représentant l'intégralité du capital social, se considérant comme dûment convoqué, s'est réuni en lieu et place de l'assemblée générale extraordinaire et a pris les résolutions suivantes:

1.- Le nombre des administrateurs est fixé à un (1) et celui des commissaires à un (1).

2.- Est nommé administrateur unique: Monsieur Norberto CARVALHO DA CUNHA, préqualifié, né à Pombeiro de Ribavizela/Felgueiras (Portugal), le 26 octobre 1963, demeurant à L-6670 Mertert, 38A, rue Basse, ayant tout pouvoir pour représenter et engager valablement la Société en toutes circonstances par sa seule signature.

3.- Est nommé commissaire aux comptes: La société anonyme FIDWorld Management S.A, établie et ayant son siège social à L-1940 Luxembourg, 332-334, route de Longwy, en cours d'immatriculation au Registre de Commerce et des Sociétés de Luxembourg.

4. Les mandats de l'administrateur unique et du commissaire prendront fin à l'issue de l'assemblée générale annuelle qui se tiendra en l'an 2021.

5.- L'adresse du siège social de la Société est fixée à L-6670 Mertert, 38A, rue Basse.

Dont acte, fait et passé à Hesperange, en l'étude du notaire instrumentant, date qu'en tête des présentes.

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

Signé: CARVALHO DA CUNHA, M. Decker.

Enregistré à Luxembourg Actes Civils 1, le 07 juillet 2015. Relation: 1LAC/2015/21228. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Paul Molling.

POUR EXPÉDITION CONFORME, délivrée aux fins de dépôt au registre de commerce et des sociétés.

Hesperange, le 20 juillet 2015.

Référence de publication: 2015129809/193.

(150139201) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

Promo Investissement, Société Anonyme.

Siège social: L-6670 Mertert, 38A, rue Basse.

R.C.S. Luxembourg B 198.864.

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RECTIFICATIF

Le soussigné, Maître Martine DECKER, notaire de résidence à Hesperange, déclare par les présentes que dans un acte de constitution, reçu par son ministère en date du 1^{er} juillet 2015, enregistré à Luxembourg, le 07 juillet 2015, relation 1LAC/2015/21228, non encore déposé au Registre de Commerce et des Sociétés de Luxembourg, pour le compte de la société «PROMO INVESTISSEMENT», une société anonyme, ayant son siège social à L-6670 Mertert, 38A, rue Basse, il y a lieu de procéder à une rectification pour erreur matérielle comme suit:

IL CONVIENT DE LIRE:

« **Art. 1^{er}** . Il est formé une société anonyme sous la dénomination de «PROMO INVESTISSEMENT».

AU LIEU DE

« **Art. 1^{er}**. Il est formé une société anonyme sous la dénomination de «Promo-Invest S.A.»»

Le notaire soussigné requiert la mention de cette rectification partout où cela s'avère nécessaire.

Hesperange, le 23 juillet 2015.

Signé: M. Decker.

Enregistré à Luxembourg Actes Civils 1, le 23 juillet 2015. Relation: 1LAC/2015/16772. Reçu douze euros 12,00 €.

Le Receveur (signé): Claude KIEFER.

POUR EXPÉDITION CONFORME

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

Hesperange, le 24 juillet 2015.

Référence de publication: 2015129810/25.

(150139201) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

Mahle Behr Luxembourg Sàrl, Société à responsabilité limitée.

Siège social: L-8070 Bertrange, 33, rue du Puits Romain.

R.C.S. Luxembourg B 196.854.

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

Before Us Me Roger ARRENSDORFF, notary residing in Luxembourg, Grand Duchy of Luxembourg,

THERE APPEARED:

MAHLE Behr Holding GmbH, a private limited liability company (“Gesellschaft mit beschränkter Haftung”) governed by German law, with its registered office at Mausestrasse 3, D-70469 Stuttgart (Germany), registered with the Registergericht vom Amtsgericht Stuttgart under registration number HRB 17873, acting in its capacity as sole shareholder of the Company (the “Sole Shareholder”),

hereby represented by Mr. Daniel BOONE, attorney-at-law, residing professionally in Luxembourg (Grand Duchy of Luxembourg),

by virtue of a proxy given under private deed, dated July 20th 2015,

The said proxy, after having been signed "ne varietur" by the proxy-holder representing the appearing person and by the undersigned notary, will remain attached to the present deed to be filed at the same time with the registration authorities.

MAHLE Behr Holding GmbH, represented as stated here above, is the sole shareholder of MAHLE Behr Luxembourg S.à r.l., a private limited liability company (société à responsabilité limitée) organized under the laws of the Grand Duchy

of Luxembourg, with registered office at 39, Avenue John F. Kennedy, L-1855 Luxembourg, registered with the Trade and Companies Registry of Luxembourg under Section B, number 196.854 (the “Company”).

The Company has been incorporated pursuant to a deed received by Maître Roger ARRENSDORFF, notary residing in Luxembourg, on 24 April 24th 2015, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

The Sole Shareholder requests the notary to enact that:

- the 12,500 shares representing the whole share capital of the Company are represented so that the meeting can validly decide on all the items of the agenda of which the Sole Shareholder has been duly informed;
- the agenda of the meeting is the following:

Agenda

1. Transfer of the registered seat of the Company;
2. Subsequent amendment of Article 5, paragraph 1, of the articles of association of the Company;
3. Determination of the address of the registered office of the Company; and
4. Miscellaneous.

After the foregoing was approved by the Sole Shareholder, the following resolutions have been taken:

First resolution

The Sole Shareholder resolves to transfer the registered office of the Company from the municipality of Luxembourg to the municipality of Bertrange (Grand Duchy of Luxembourg).

Second resolution

As a result of the above resolution, the Sole Shareholder resolves to amend Article 5, paragraph 1, of the articles of association of the Company, which will have henceforth the following wording:

Art. 5. (§1). “The registered office of the Company is established in the municipality of Bertrange (Grand Duchy of Luxembourg)”.

Third resolution

The Sole Shareholder resolves that the address of the registered office of the Company is Atrium Business Park, Vitrum Building, 33 rue du Puits Romain, Z.A. Bourmicht, L-8070 Bertrange (Grand Duchy of Luxembourg).

Costs and expenses

The expenses, costs, fees and outgoing of any kind whatsoever borne by the Company, as a result of the present deed, are evaluated at approximately seven hundred fifty Euro (750.-EUR).

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 name, first name, civil status and residence, the said mandatory has signed with the notary the present deed.

Suit la version française du texte qui précède:

En l’an deux mille quinze, le vingt juillet.

Par devant Maître Roger ARRENSDORFF, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

A comparu:

MAHLE Behr Holding GmbH, une société à responsabilité limitée («Gesellschaft mit beschränkter Haftung») régie par le droit allemand, ayant son siège social sis à Mauserstrasse 3, D-70469 Stuttgart (Allemagne), immatriculée auprès du Registergericht vom Amtsgericht Stuttgart («registre du tribunal de Stuttgart») sous le numéro HRB 17873, intervenant en sa qualité d’associé unique de la Société (l’«Associé Unique»),

ici représentée par Mr Daniel BOONE, Avocat à la Cour, demeurant professionnellement à Luxembourg (Grand-Duché de Luxembourg),

en vertu d’une procuration donnée sous seing privée, datée du 20 juillet 2015.

La procuration, signée «ne varietur» par le mandataire et le notaire instrumentant, restera annexée aux présentes pour être soumise avec elles aux formalités de l’enregistrement.

MAHLE Behr Holding GmbH, représentée comme indiqué ciavant, est l’associé unique de MAHLE Behr Luxembourg S.à r.l., une société à responsabilité limitée de droit luxembourgeois, dont le siège social est situé au 39, Avenue John F.

Kennedy, L-1855 Luxembourg, immatriculée auprès du registre de commerce et des sociétés de Luxembourg sous la Section B, numéro 196.854 (la «Société»).

La Société a été constituée en vertu d'un acte reçu par Me Roger ARRESNDORFF, notaire de résidence à Luxembourg, en date du 24 avril 2015, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

L'Associé Unique prie le notaire intervenant d'acter que:

- les 12.500 parts sociales représentant l'intégralité du capital social de la Société sont représentés, de sorte que l'assemblée peut valablement statuer sur tous les points de l'agenda dont l'Associé Unique a été pleinement informé;

- l'agenda de l'assemblée est le suivant:

Agenda

1. Transfert du siège social de la Société;
2. Modification subséquente de l'Article 5, paragraphe 1, des statuts de la Société;
3. Désignation de l'adresse du siège social de la Société; et
4. Divers.

Après que ce qui précède ait été approuvé par l'Associé Unique, ce dernier a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide de transférer le siège social de la Société depuis la commune de Luxembourg vers la commune de Bertrange.

Deuxième résolution

Par suite de la Résolution précédente, l'Associé Unique décide de modifier l'Article 5, paragraphe 1, des statuts de la Société pour lui donner la teneur suivante:

Art. 5. (§1). «Le siège social de la Société est établi dans la commune de Bertrange (Grand-Duché de Luxembourg)».

Troisième résolution

L'Associé Unique décide que l'adresse du siège social de la Société est fixé à Atrium Business Park, Vitrum Building, 33, rue du Puits Romain, Z.A. Bourmicht, L-8070 Bertrange (Grand-Duché de Luxembourg).

Coûts et dépens

Le montant des frais, dépenses, rémunérations et charges à payer par la Société en raison du présent acte est estimé à sept cent cinquante euros (750.-EUR).

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, et qu'en cas de divergences entre les versions anglaise et française, 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, connue du notaire par nom, prénom, état civil et domicile, ledit mandataire a signé avec Nous, notaire, le présent acte.

Signé: D.BOONE, R.ARRENSDORFF.

Enregistré à Luxembourg Actes Civils 1, le 27 juillet 2015. Relation: 1LAC / 2015 / 23623. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signe): MOLLING.

POUR EXPEDITION CONFORME, délivrée à des fins administratives

Luxembourg, le 10 août 2015.

Référence de publication: 2015137551/111.

(150148672) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2015.

Truffle Gourmet S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 175.803.

Il résulte des actes de la Société que l'associé unique propriétaire des 1.250 parts sociales est la société Fonsicar S.A. Sicar ayant son siège social au 30, boulevard Royal, L-2449 Luxembourg, enregistrée au R.C.S. Luxembourg sous le numéro B 114.725

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

TRUFFLE GOURMET S.à.r.l.
Société à responsabilité limitée
Signatures

Référence de publication: 2015127931/15.

(150136369) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juillet 2015.

Mahle Luxembourg Sàrl, Société à responsabilité limitée.

Siège social: L-8070 Bertrange, 33, rue du Puits Romain.

R.C.S. Luxembourg B 196.831.

In the year two thousand and fifteen, on the twentieth day of the month of July,
Before Us Me Roger ARRENSDORFF notary residing in Luxembourg, Grand Duchy of Luxembourg,

THERE APPEARED:

MAHLE GmbH, a limited liability company (“Gesellschaft mit beschränkter Haftung”) governed by German law, with its registered office at Pragstrasse 26-46, D-70376 Stuttgart (Germany), registered with the Registergericht vom Amtsgericht Stuttgart, under registration number HRB 638, in its capacity as sole shareholder of the Company (the “Sole Shareholder”),

hereby represented by Mr. Daniel BOONE, attorney-at-law, residing professionally in Luxembourg (Grand Duchy of Luxembourg),

by virtue of a proxy given under private deed, dated July 20th 2015,

The said proxy, after having been signed "ne varietur" by the proxy-holder representing the appearing person and by the undersigned notary, will remain attached to the present deed to be filed at the same time with the registration authorities.

MAHLE GmbH, represented as stated here above, is the sole shareholder of MAHLE Luxembourg S.à r.l., a private limited liability company (société à responsabilité limitée) organized under the laws of the Grand Duchy of Luxembourg, with registered office at 39, Avenue John F. Kennedy, L-1855 Luxembourg, registered with the Trade and Companies Registry of Luxembourg under Section B, number 196.831 (the “Company”).

The Company has been incorporated pursuant to a deed received on 24 April 2015 by the intervening notary, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

The Sole Shareholder requests the notary to enact that:

- the 12,500 shares representing the whole share capital of the Company are represented so that the meeting can validly decide on all the items of the agenda of which the Sole Shareholder has been duly informed;
- the agenda of the meeting is the following:

Agenda

1. Transfer of the registered seat of the Company;
2. Subsequent amendment of Article 5, paragraph 1, of the articles of association of the Company;
3. Determination of the address of the registered office of the Company; and
4. Miscellaneous.

After the foregoing was approved by the Sole Shareholder, the following resolutions have been taken:

First resolution

The Sole Shareholder resolves to transfer the registered office of the Company from the municipality of Luxembourg to the municipality of Bertrange (Grand Duchy of Luxembourg).

Second resolution

As a result of the above resolution, the Sole Shareholder resolves to amend Article 5, paragraph 1, of the articles of association of the Company, which will have henceforth the following wording:

Art. 5. (§1). “The registered office of the Company is established in the municipality of Bertrange (Grand Duchy of Luxembourg)”.

Third resolution

The Sole Shareholder resolves that the address of the registered office of the Company is Atrium Business Park, Vitrum Building, 33 rue du Puits Romain, Z.A. Bourmicht, L-8070 Bertrange (Grand Duchy of Luxembourg).

Costs and expenses

The expenses, costs, fees and outgoing of any kind whatsoever borne by the Company, as a result of the present deed, are evaluated at approximately seven hundred fifty Euro (750.-EUR).

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 name, first name, civil status and residence, the said mandatory has signed with the notary the present deed.

Suit la version française du texte qui précède:

En l'an deux mille quinze, le vingt juillet,

Par devant Maître Roger ARRENSDORFF notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

A comparu:

MAHLE GmbH, une société à responsabilité limitée («Gesellschaft mit beschränkter Haftung») régie par le droit allemand, ayant son siège social sis à Pragstrasse 26-46, D-70376 Stuttgart, Allemagne, immatriculée auprès du registre du tribunal de Stuttgart sous le numéro HRB 638, intervenant en sa qualité d'associé unique de la Société (l'«Associé Unique»),

ici représentée par Daniel BOONE, Avocat à la Cour, demeurant professionnellement à Luxembourg (Grand-Duché de Luxembourg),

en vertu d'une procuration donnée sous seing privée, datée du 20 juillet 2015.

La procuration, signée «ne varietur» par le mandataire et le notaire instrumentant, restera annexée aux présentes pour être soumise avec elles aux formalités de l'enregistrement.

MAHLE GmbH, représentée comme indiqué ci-avant, est l'associé unique de MAHLE Luxembourg S.à r.l., une société à responsabilité limitée de droit luxembourgeois, dont le siège social est situé au 39, Avenue John F. Kennedy, L-1855 Luxembourg, immatriculée auprès du registre de commerce et des sociétés de Luxembourg sous la Section B, numéro 196.831 (la «Société»).

La Société a été constituée en vertu d'un acte reçu par le notaire instrumentant en date du 24 avril 2015, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

L'Associé Unique prie le notaire intervenant d'acter que:

- les 12.500 parts sociales représentant l'intégralité du capital social de la Société est représenté, de sorte que l'assemblée peut valablement statuer sur tous les points de l'agenda dont l'Associé Unique a été pleinement informé;

- l'agenda de l'assemblée est le suivant:

Agenda

1. Transfert du siège social de la Société;
 2. Modification subséquente de l'Article 5, paragraphe 1, des statuts de la Société;
 3. Désignation de l'adresse du siège social de la Société;
- et
4. Divers.

Après que ce qui précède ait été approuvé par l'Associé Unique, ce dernier a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide de transférer le siège social de la Société depuis la commune de Luxembourg vers la commune de Bertrange.

Deuxième résolution

Par suite de la résolution précédente, l'Associé Unique décide de modifier l'Article 5, paragraphe 1, des statuts de la Société pour lui donner la teneur suivante:

Art. 5. (§1). «Le siège social de la Société est établi dans la commune de Bertrange (Grand-Duché de Luxembourg)»

Troisième résolution

L'Associé Unique décide que l'adresse du siège social de la Société est fixé à Atrium Business Park, Vitrum Building, 33 rue du Puits Romain, Z.A. Bourmicht, L-8070 Bertrange (Grand-Duché de Luxembourg).

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Coûts et dépens

Le montant des frais, dépenses, rémunérations et charges à payer par la Société en raison du présent acte est estimé à sept cent cinquante euros (750.-EUR).

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, et qu'en cas de divergences entre les versions anglaise et française, 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, connue du notaire par nom, prénom, état civil et domicile, ledit mandataire a signé avec Nous, notaire, le présent acte.

Signé: D.BOONE, R.ARRENSDORFF.

Enregistré à Luxembourg Actes Civils 1, le 27 juillet 2015. Relation: 1LAC / 2015 / 23624. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signe): MOLLING.

POUR EXPEDITION CONFORME, délivrée à des fins administratives

Luxembourg, le 10 août 2015.

Référence de publication: 2015137554/111.

(150148701) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2015.

Zeta Holdings Luxembourg S.A., Société Anonyme.

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

R.C.S. Luxembourg B 185.310.

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),

there appeared:

Peggy Simon, employee, with professional address in L-6475 Echternach, 9, Rabatt, Grand Duchy of Luxembourg,
acting as the representative of the board of directors (the Board) of Zeta Holdings Luxembourg S.A., a Luxembourg public company limited by shares (société anonyme), having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 185.310 (the Company),

pursuant to the resolutions taken by the Board at the board meeting held on 16 June 2015 (the Resolutions), a copy of which, signed *in varietur* by the appearing person and the undersigned notary, will remain attached to the present deed for the purpose of registration.

The appearing person, representing the Board pursuant to the Resolutions, requested the notary to record the following statements:

I. The Company has been incorporated pursuant to a deed of Maître Henri BECK, notary residing in Echternach, dated 6 March 2014, and published in the Mémorial C, Recueil des Sociétés et Associations, number 1285 of 20 May 2014. The articles of association of the Company (the Articles) have been amended for the last time, pursuant to a deed of Maître Henri BECK, notary, residing in Echternach, dated 31 December 2014 and published in the Mémorial C, Recueil des Sociétés et Associations number 605 of 5 March 2015.

II. The Company has an issued share capital of two hundred thirty-six thousand two hundred eighty-eight United States dollars and fifteen USD-Cent (USD 236,288.15), represented by two hundred thirty-six million two hundred eighty-eight thousand two hundred thirty-nine (236,288,150) shares, having a nominal value of one-tenth USD-Cent (USD 0.001) each divided into:

- i. 25,872,455 class A shares;
- ii. 25,872,443 class B shares;
- iii. 25,872,443 class C shares;
- iv. 25,872,443 class D shares;
- v. 25,872,443 class E shares;
- vi. 25,872,443 class F shares;
- vii. 25,872,443 class G shares;
- viii. 25,872,443 class H shares;
- ix. 25,872,443 class I shares; and
- x. 3,436,151 management shares.

III. Article 5.10 of the Articles provides as follow:

“ **5.10.** The Board is authorised, for a period of five (5) years from the date of the publication of the deed notarial deed enabling the Board to do so, to:

(i) increase the current share capital by an amount of two million United States Dollars (USD 2,000,000), by the issue of:

a. one billion nine hundred ninety-one million nine hundred ninety-eight thousand one hundred twenty-four (1,991,998,124) new Class A to Class I Shares, having a nominal value of one-tenth USD-Cent (USD 0.001-); and

b. eight million one thousand eight hundred seventy-six (8,001,876) Management Shares, having a nominal value of one-tenth USD-Cent (USD 0.001-).

(ii) limit or withdraw the Shareholders’ preferential subscription rights to the new Shares and determine the persons who are authorised to subscribe to the new Shares; and

(iii) record each Share capital increase by way of a notarial deed and amend the Share register accordingly.”

IV. Pursuant to the Resolutions the Board resolved to inter alia:

i. increase of the share capital of the Company by an amount of by an amount of eight United States Dollars and seventy five United States Dollar cents (USD 8,75) in order to bring the share capital of the Company from its current amount of two hundred thirty-six thousand two hundred eighty-eight United States dollars and fourteen USD-Cent (USD 236,288.15), represented by two hundred thirty-six million two hundred eighty-eight thousand two hundred thirty-nine (236,288,150) shares, having a nominal value of one-tenth USD-Cent (USD 0.001) each divided into:

(i) 25,872,455 class A shares;

(ii) 25,872,443 class B shares;

(iii) 25,872,443 class C shares;

(iv) 25,872,443 class D shares;

(v) 25,872,443 class E shares;

(vi) 25,872,443 class F shares;

(vii) 25,872,443 class G shares;

(viii) 25,872,443 class H shares;

(ix) 25,872,443 class I shares; and

(x) 3,436,151 management shares.

to the amount of two hundred thirty six thousand two hundred ninety six United States dollars and ninety United States Dollar Cents (USD 236,296.90) represented by two hundred thirty six million two hundred ninety six thousand nine hundred (236,296,900) shares, having a nominal value of one-tenth USD-Cent (USD 0.001) each divided into:

a) 25,872,455 class A shares;

b) 25,872,443 class B shares;

c) 25,872,443 class C shares;

d) 25,872,443 class D shares;

e) 25,872,443 class E shares;

f) 25,872,443 class F shares;

g) 25,872,443 class G shares;

h) 25,872,443 class H shares;

i) 25,872,443 class I shares

j) 3,444,901 management shares (collectively the Management Shares and individually a Management Share), (the Share Issue).

ii. authorise any lawyer of Loyens & Loeff, having his/her professional address at 18-20 rue Edward Steichen, L-2540 Luxembourg, acting individually with full power of substitution, or any employee of the Notary, to appear before a Notary Public in Luxembourg to record in a notarial deed the increase of share capital following the Share Issue and more generally to take any and all steps, and sign any documents, agreements or other instruments as may be necessary in connection therewith, including, but not limited to taking all necessary steps to instruct the relevant parties to update the share register of the Company to reflect the Share Issue.

The Share Issue has been fully subscribed by the persons identified in the table presented to the notary which shall remain attached to this deed as Annex 1 (the Subscribers).

The Share Issue has been entirely paid-up by way of a contribution in cash in a total aggregate amount of one thousand three hundred and twelve United States Dollars and fifty United States Dollar cents (USD 1,312.50) by the Subscribers, as approved by the Resolutions; of which eight United States Dollars and seventy five United States Dollar cents (USD 8.75) will be allocated to share capital and one thousand three hundred three United States Dollars and seventy five United States Dollar cents (USD 1,303.75) will be allocated to share premium.

The new shares issued pursuant to the Resolutions were issued on July 23, 2015 following receipt of payment of the Shares.

As a result of the above, the Board resolved to amend article 5.1. of the Articles, which should now be read as follows:

“ 5.1. The share capital is set at two hundred thirty six thousand two hundred ninety six United States dollars and ninety United States Dollar Cents (USD 236,296.90) represented by two hundred thirty six million two hundred ninety six thousand nine hundred (236,296,900) shares, having a nominal value of one-tenth USD-Cent (USD 0.001) each divided into:

- (i) 25,872,455 class A shares (collectively the Class A Shares and individually a Class A Share);
- (ii) 25,872,443 class B shares (collectively the Class B Shares and individually a Class B Share);
- (iii) 25,872,443 class C shares (collectively the Class C Shares and individually a Class C Share);
- (iv) 25,872,443 class D shares (collectively the Class D Shares and individually a Class D Share);
- (v) 25,872,443 class E shares (collectively the Class E Shares and individually a Class E Share);
- (vi) 25,872,443 class F shares (collectively the Class F Shares and individually a Class F Share);
- (vii) 25,872,443 class G shares (collectively the Class G Shares and individually a Class G Share); and
- (viii) 25,872,443 class H shares (collectively the Class H Shares and individually a Class H Share);
- (ix) 25,872,443 class I shares (collectively the Class I Shares and individually a Class I Share); and
- (x) 3,444,901 management shares (collectively the Management Shares and individually a Management Share).

The Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares and any Management Shares in the share capital of the Company from time to time (if and when issued) are hereinafter collectively referred to as the Shares and individually a Share.”

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

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

The document having been read to the person appearing, known to the notary by surname, given name, civil status and residence, the said person appearing signed together with the notary the present deed.

Suit la version française du texte qui précède

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

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

a comparu:

Peggy Simon, employée, de résidence professionnelle à L-6475 Echternach, 9, Rabatt, Grand-Duché de Luxembourg, agissant en qualité de mandataire du conseil d'administration (le Conseil) de Zeta Holdings Luxembourg S.A., une société anonyme de droit luxembourgeois, dont le siège social est établi au 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 185.310 (la Société),

en vertu de résolutions adoptées par le Conseil lors de la réunion du conseil en date du 16 juin 2015 (les Résolutions), une copie desdites résolutions, après avoir été signées ne varietur par la comparante et le notaire instrumentant, resteront annexées au présent acte pour les formalités de l'enregistrement.

La comparante, représentant le Conseil en vertu des Résolutions, a requis le notaire instrumentant d'acter ce qui suit:

I. La Société a été constituée suivant un acte de Maître Henri BECK, notaire de résidence à Echternach, en date du 6 mai 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1285 du 20 mai 2014. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois suivant un acte de Maître Henri BECK, notaire de résidence à Echternach, en date du 31 décembre 2014 publié au Mémorial C, Recueil des Sociétés et Associations numéro 605 du 5 mars 2015.

II. La Société dispose d'un capital social émis de deux cent trente-six mille deux cent quatre-vingt-huit dollars américains et quinze cents de dollar américain (USD 236,288.15), représenté par deux cent trente-six millions deux cent quatre-vingt-huit mille cent cinquante (236.288.150) actions, d'une valeur nominale d'un millième de dollar américain (USD 0,001) chacune, divisées en:

- (i) 25.872.455 actions de classe A;
- (ii) 25.872.443 actions de classe B;
- (iii) 25.872.443 actions de classe C;
- (iv) 25.872.443 actions de classe D;
- (v) 25.872.443 actions de classe E;
- (vi) 25.872.443 actions de classe F;
- (vii) 25.872.443 actions de classe G;

- (viii) 25.872.443 actions de classe H;
- (ix) 25.872.443 actions de classe I; et
- (x) 3.436.151 actions de gestion.

III. L'article 5.10 des Statuts stipule que:

« **5.10.** Le Conseil est autorisé, pendant une période de cinq (5) ans à compter de la date de publication de l'acte constitutif, à:

(i) augmenter le capital social existant, à hauteur de deux millions de dollars américains (USD 2.000.000), par l'émission de:

a. un milliard neuf cent quatre-vingt-onze million neuf cent quatre-vingt-dix-huit mille cent vingt-quatre (1.991.998.124) nouvelles Actions de Classe A à I, d'une valeur nominale d'un millième de dollar américain (USD 0,001); et

b. huit million mille huit cent soixante-seize (8.001.876) Actions de Gestion, d'une valeur nominale d'un millième de dollar américain (USD 0,001).

(ii) limiter ou supprimer les droits de souscription préférentiels des Actionnaires aux nouvelles Actions et déterminer les personnes autorisées à souscrire aux nouvelles Actions; et

(ii) faire constater chaque augmentation de capital social par acte notarié et modifier le registre des actions en conséquence.»

IV. En vertu des Résolutions, le Conseil a décidé inter alia de:

i. augmenter le capital social de la Société d'un montant de huit dollars américains et soixante quinze cents de dollar américain (USD 8,75) afin de porter le capital social de la Société de son montant actuel de deux cent trente-six mille deux cent quatre-vingt-huit dollars américains et quinze cents de dollar américain (USD 236,288.15), représenté par deux cent trente-six millions deux cent quatre-vingt-huit mille cent cinquante (236.288.150) actions, ayant une valeur nominale d'un millième de dollar américain (USD 0,001) chacune, divisées en:

- i. 25.872.455 actions de classe A;
- ii. 25.872.443 actions de classe B;
- iii. 25.872.443 actions de classe C;
- iv. 25.872.443 actions de classe D;
- v. 25.872.443 actions de classe E;
- vi. 25.872.443 actions de classe F;
- vii. 25.872.443 actions de classe G;
- viii. 25.872.443 actions de classe H;
- ix. 25.872.443 actions de classe I; et
- x. 3.436.151 actions de gestion.

à deux cent trente-six mille deux cent quatre-vingt-seize dollars américains et quatre-vingt-dix cents de dollar américain (USD 236.296,90), représenté par deux cent trente-six millions deux cent quatre-vingt-seize mille neuf cents (236.296.900) actions, d'une valeur nominale d'un millième de dollar américain (USD 0,001) chacune, divisées en:

- (i) 25.872.455 actions de classe A;
- (ii) 25.872.443 actions de classe B;
- (iii) 25.872.443 actions de classe C;
- (iv) 25.872.443 actions de classe D;
- (v) 25.872.443 actions de classe E;
- (vi) 25.872.443 actions de classe F;
- (vii) 25.872.443 actions de classe G;
- (viii) 25.872.443 actions de classe H;
- (ix) 25.872.443 actions de classe I; et
- (x) 3.444.901 actions de gestion (ensemble les Actions de Gestion et individuellement une Action de Gestion), (l'Emission d'Actions).

ii. autoriser tout avocat de Loyens & Loeff, ayant son adresse professionnelle au 18-20 rue Edward Steichen, L-2540 Luxembourg, agissant individuellement avec plein pouvoir de substitution, ou tout employé du Notaire, à paraître par-devant un notaire à Luxembourg afin de constater, par acte notarié, l'augmentation de capital au titre de l'Emission d'Actions et plus généralement prendre toutes les mesures, signer tous documents, accords ou autres instruments qui pourraient être nécessaires à cette fin, notamment, mais sans s'y limiter, prendre toutes les mesures nécessaires à l'effet de mandater les parties concernées pour mettre à jour le registre d'actions de la Société au titre de l'Emission d'Actions.

L'Emission d'Actions a été souscrite dans son intégralité par les personnes identifiées dans le tableau qui a été présenté au notaire et qui restera joint au présent acte en Annexe 1 (les Souscripteurs).

L'Emission d'Actions a été entièrement libérée par un apport en numéraire d'un montant total de mille trois cent douze dollars américains et cinquante cents de dollar américain (USD 1.312,50) effectué par les Souscripteurs, tel qu'approuvé par les Résolutions et pour lequel huit dollars américains et soixante-quinze cents de dollar américain (USD 8,75) et qui sera intégralement affecté au compte de capital social de la Société et mille trois cent trois dollars américains et soixante-quinze cents de dollar américain (USD 1.303,75) sera affecté au compte de prime d'émission.

Les nouvelles actions ont été émises en vertu des Résolutions, le 23 juillet 2015 à la suite de la réception du paiement relatif aux Actions.

En conséquence de ce qui précède, le Conseil a décidé modifier l'article 5.1 des Statuts, qui aura désormais la teneur suivante:

« **5.1.** Le capital social est fixé à deux cent trente-six mille deux cent quatre-vingt-seize dollars américains et quatre-vingt-dix cents (USD 236.296,90), représenté par deux cent trente-six millions deux cent quatre-vingt-seize mille neuf cents (236.296.900) actions, d'une valeur nominale de un millième de dollar américain (USD 0,001) chacune, divisées en:

- (i) 25.872.455 actions de classe A (collectivement les Actions de Classe A et individuellement une Action de Classe A);
 - (ii) 25.872.443 actions de classe B (collectivement les Actions de Classe B et individuellement une Action de Classe B);
 - (iii) 25.872.443 actions de classe C (collectivement les Actions de Classe C et individuellement une Action de Classe C);
 - (iv) 25.872.443 actions de classe D (collectivement les Actions de Classe D et individuellement une Action de Classe D);
 - (v) 25.872.443 actions de classe E (collectivement les Actions de Classe E et individuellement une Action de Classe E);
 - (vi) 25.872.443 actions de classe F (collectivement les Actions de Classe F et individuellement une Action de Classe F);
 - (vii) 25.872.443 actions de classe G (collectivement les Actions de Classe G et individuellement une Action de Classe G);
 - (viii) 25.872.443 actions de classe H (collectivement les Actions de Classe H et individuellement une Action de Classe H);
 - (ix) 25.872.443 actions de classe I (collectivement les Actions de Classe I et individuellement une Action de Classe I);
- et
- (x) 3.444.901 actions de gestion (collectivement les Actions de Gestion et individuellement une Action de Gestion).

Les Actions de Classe A, les Actions de Classe B, les Actions de Classe C, les Actions de Classe D, les Actions de Classe E, les Actions de Classe F, les Actions de Classe G, les Actions de Classe H, les Actions de Classe I et les Actions de Gestion émises dans le temps dans le capital social de la Société (si et lorsqu'émises) sont ci-après collectivement désignées comme les Actions et individuellement une Action.»

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la requête de la partie comparante susmentionnée le présent acte est rédigé en anglais, suivi d'une traduction française. A la demande de la même partie comparante et en cas de divergences entre les versions anglaise et française, la version anglaise fera foi.

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

Après avoir lu le présent acte à voix haute à la partie comparante dont il connaît les noms, prénom(s), statut et résidence, le notaire a signé le présent acte original avec la partie comparante.

Signé: P. SIMON, Henri BECK.

Enregistré à Grevenmacher Actes Civils, le 24 juillet 2015. Relation: GAC/2015/6405. 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: 2015130114/249.

(150139933) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

FGL Financing S.à r.l., Société à responsabilité limitée.

Siège social: L-8070 Bertrange, 19, rue du Puits Romains.

R.C.S. Luxembourg B 165.655.

—
In the year two thousand and fifteen, on the eighth of July,
Before Maître Joëlle Baden, notary, residing in Luxembourg,

Was held

An extraordinary general meeting of the shareholders of “FGL Financing S.à r.l.”, a société à responsabilité limitée, having its registered office at L-3452 Dudelange, Zone Industrielle Wolser, registered with the Luxembourg Trade and Companies' Register under number B 165.655, incorporated pursuant to a notarial deed on 22nd December 2011, published in the Memorial C, Recueil des Sociétés et Associations of 7th February 2012, number 326 (the “Company”).

The articles of incorporation of the Company have been amended for the last time pursuant to a notarial deed dated 14th October 2014, published in the Memorial C, Recueil des Sociétés et Associations number 3701 of 4th December 2014.

The meeting was opened at 2.05 p.m. with Ms Cheryl GESCHWIND, private employee, professionally residing in Luxembourg, in the chair,

who appointed as secretary Ms Flora GIBERT, private employee, professionally residing in Luxembourg.

The meeting elected as scrutineer Ms Ana MARTINEZ DE LECEA NOAIN, private employee, residing professionally in Dudelange.

The board of the meeting having thus been constituted, the chairman declares and requests the notary to state:

I. That the present meeting has the following:

Agenda

1. Transfer of the registered office of the Company to L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, with effect as from 29th June 2015;

2. Subsequent amendment of article 5 of the articles of incorporation of the Company;

3. Miscellaneous.

II. - That the present or represented shareholders, the proxyholders of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the present shareholders, the proxyholders of the represented shareholders and by the board of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented shareholders will also remain attached to the present deed after having been initialled *ne varietur* by the persons appearing.

III. - That the whole corporate capital being present or represented at the present meeting and the shareholders declaring that they have had due notice and got knowledge of the agenda prior to this meeting, no convening notices were necessary.

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

Then the general meeting, after deliberation, takes unanimously the following resolutions:

First resolution

The general meeting resolves to transfer the registered office of the Company to L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, with effect as from 29th June 2015.

Second resolution

As a consequence of the above resolution, the general meeting resolves to amend the first sentence of article 5 of the articles of incorporation of the Company, which shall be read as follows:

“The Company's registered office is established in the municipality of Bertrange.”

There being no further business, the meeting is closed.

WHEREOF, this deed is drawn up in Luxembourg, in the office of the undersigned notary, on the day stated at the beginning of this document.

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

The document having been read to the appearing persons, the board of the meeting signed together with the notary this deed.

Suit la traduction française du texte qui précède :

L'an deux mille quinze, le huit juillet,

Par-devant Maître Joëlle Baden, notaire de résidence à Luxembourg,

S'est réunie

L'assemblée générale extraordinaire des associés de la société à responsabilité limitée «FGL Financing S.à r.l.», ayant son siège social à L-3452 Dudelange, Zone Industrielle Wolser, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 165.655, constituée suivant acte notarié en date du 22 décembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations du 7 février 2012, numéro 326 (la «Société»).

Les statuts de la Société ont été modifiés pour la dernière fois suivant acte notarié en date du 14 octobre 2014, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 3701 du 4 décembre 2014.

L'assemblée est ouverte à 14.05 heures sous la présidence de Mme Cheryl GESCHWIND, employée privée, résidant professionnellement à Luxembourg,

qui désigne comme secrétaire Mme Flora GIBERT, employée privée, résidant professionnellement à Luxembourg.

L'assemblée choisit comme scrutatrice Mme Ana MARTINEZ DE LECEA NOAIN, employée privée, résidant professionnellement à Dudelange.

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.- Transfert du siège social de la Société vers L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, avec effet au 29 juin 2015.

2.- Modification subséquente de l'article 5 des statuts de la Société.

3.- Divers.

II.- Que les associés présents ou représentés, les mandataires des associés représentés, ainsi que le nombre de parts sociales qu'ils détiennent sont indiqués sur une liste de présence; cette liste de présence, après avoir été signée par les associés présents, les mandataires des associés 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 associés 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 associés 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 transférer le siège social de la Société vers L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, avec effet au 29 juin 2015.

Deuxième résolution

Par conséquent de la résolution précédente, l'assemblée générale décide de modifier la première phrase de l'article 5 des statuts de la Société, pour lui donner la teneur suivante :

«Le siège social de la Société est établi dans la commune de Bertrange.»

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

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

Le notaire soussigné, qui comprend et parle l'anglais, déclare que sur demande des comparants, cet acte est rédigé en anglais, suivi d'une version française; à la requête des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

Et après lecture faite et interprétation donnée aux comparants, les membres du bureau ont signé avec le notaire le présent acte.

Signé: C. GESCHWIND, F. GIBERT, A. MARTINEZ DE LECEA NOAIN et J. BADEN.

Enregistré à Luxembourg A.C.1, le 13 juillet 2015. 1LAC/2015/21815. Reçu soixante-quinze euros € 75,-

Le Receveur (signé): MOLLING.

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

Luxembourg, le 29 juillet 2015.

Référence de publication: 2015129256/107.

(150140265) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

FGL Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-8070 Bertrange, 19, rue du Puits Romain.

R.C.S. Luxembourg B 165.699.

In the year two thousand and fifteen, on the eighth of July,
Before Maître Joëlle Baden, notary, residing in Luxembourg,

Was held

An extraordinary general meeting of the shareholders of “FGL Holdings S.à r.l.”, a société à responsabilité limitée, having its registered office at L-3452 Dudelange, Zone Industrielle Wolser, registered with the Luxembourg Trade and Companies' Register under number B 165.699, incorporated pursuant to a notarial deed on 22nd December 2011, published in the Memorial C, Recueil des Sociétés et Associations of 9th February 2012, number 354 (the “Company”).

The articles of incorporation of the Company have been amended for the last time pursuant to a notarial deed dated 28th October 2014, published in the Memorial C, Recueil des Sociétés et Associations number 3466 of 20th October 2014.

The meeting was opened at 2.10 p.m. with Ms Cheryl GESCHWIND, private employee, professionally residing in Luxembourg, in the chair,

who appointed as secretary Ms Flora GIBERT, private employee, professionally residing in Luxembourg.

The meeting elected as scrutineer Ms Ana MARTINEZ DE LECEA NOAIN, private employee, residing professionally in Dudelange.

The board of the meeting having thus been constituted, the chairman declares and requests the notary to state:

I. That the present meeting has the following:

Agenda

1. Transfer of the registered office of the Company to L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, with effect as from 29th June 2015;

2. Subsequent amendment of article 5 of the articles of incorporation of the Company;

3. Miscellaneous.

II. - That the present or represented shareholders, the proxyholders of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the present shareholders, the proxyholders of the represented shareholders and by the board of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented shareholders will also remain attached to the present deed after having been initialled *ne varietur* by the persons appearing.

III. - That the whole corporate capital being present or represented at the present meeting and the shareholders declaring that they have had due notice and got knowledge of the agenda prior to this meeting, no convening notices were necessary.

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

Then the general meeting, after deliberation, takes unanimously the following resolutions:

First resolution

The general meeting resolves to transfer the registered office of the Company to L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, with effect as from 29th June 2015.

Second resolution

As a consequence of the above resolution, the general meeting resolves to amend the first sentence of article 5 of the articles of incorporation of the Company, which shall be read as follows:

“The Company's registered office is established in the municipality of Bertrange.”

There being no further business, the meeting is closed.

WHEREOF, this deed is drawn up in Luxembourg, in the office of the undersigned notary, on the day stated at the beginning of this document.

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

The document having been read to the appearing persons, the board of the meeting signed together with the notary this deed.

Suit la traduction française du texte qui précède :

L'an deux mille quinze, le huit juillet,

Par-devant Maître Joëlle Baden, notaire de résidence à Luxembourg,

S'est réunie

L'assemblée générale extraordinaire des associés de la société à responsabilité limitée «FGL Holdings S.à r.l.», ayant son siège social à L-3452 Dudelange, Zone Industrielle Wolser, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 165.699, constituée suivant acte notarié en date du 22 décembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations du 9 février 2012, numéro 354 (la «Société»).

Les statuts de la Société ont été modifiés pour la dernière fois suivant acte notarié en date du 28 octobre 2014, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 3466 du 20 novembre 2014.

L'assemblée est ouverte à 14.10 heures sous la présidence de Mme Cheryl GESCHWIND, employée privée, résidant professionnellement à Luxembourg,

qui désigne comme secrétaire Mme Flora GIBERT, employée privée, résidant professionnellement à Luxembourg.

L'assemblée choisit comme scrutatrice Mme Ana MARTINEZ DE LECEA NOAIN, employée privée, résidant professionnellement à Dudelange.

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.- Transfert du siège social de la Société vers L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, avec effet au 29 juin 2015.

2.- Modification subséquente de l'article 5 des statuts de la Société.

3.- Divers.

II.- Que les associés présents ou représentés, les mandataires des associés représentés, ainsi que le nombre de parts sociales qu'ils détiennent sont indiqués sur une liste de présence; cette liste de présence, après avoir été signée par les associés présents, les mandataires des associés 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 associés 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 associés 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 transférer le siège social de la Société vers L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, avec effet au 29 juin 2015.

Deuxième résolution

Par conséquent de la résolution précédente, l'assemblée générale décide de modifier la première phrase de l'article 5 des statuts de la Société, pour lui donner la teneur suivante :

«Le siège social de la Société est établi dans la commune de Bertrange.»

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

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

Le notaire soussigné, qui comprend et parle l'anglais, déclare que sur demande des comparants, cet acte est rédigé en anglais, suivi d'une version française; à la requête des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

Et après lecture faite et interprétation donnée aux comparants, les membres du bureau ont signé avec le notaire le présent acte.

Signé: C. GESCHWIND, F. GIBERT, A. MARTINEZ DE LECEA NOAIN et J. BADEN.

Enregistré à Luxembourg A.C.1, le 13 juillet 2015. 1LAC/2015/21816. Reçu soixante-quinze euros € 75,-

Le Receveur (signé): MOLLING.

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

Luxembourg, le 29 juillet 2015.

Référence de publication: 2015129257/107.

(150140264) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.

FGG Financing S.à r.l., Société à responsabilité limitée.

Siège social: L-8070 Bertrange, 19, rue du Puits Romain.

R.C.S. Luxembourg B 165.700.

In the year two thousand and fifteen, on the eighth of July,
Before Maître Joëlle Baden, notary, residing in Luxembourg,

Was held

An extraordinary general meeting of the shareholders of “FGG Financing S.à r.l.”, a société à responsabilité limitée, having its registered office at L-3452 Dudelange, Zone Industrielle Wolser, registered with the Luxembourg Trade and Companies' Register under number B 165.700, incorporated pursuant to a notarial deed on 22nd December 2011, published in the Memorial C, Recueil des Sociétés et Associations of 9th February 2012, number 351 (the “Company”).

The articles of incorporation of the Company have been amended for the last time pursuant to a notarial deed dated 20th October 2014, published in the Memorial C, Recueil des Sociétés et Associations number 3166 of 30th October 2014.

The meeting was opened at 2.00 p.m. with Ms Cheryl GESCHWIND, private employee, professionally residing in Luxembourg, in the chair,

who appointed as secretary Ms Flora GIBERT, private employee, professionally residing in Luxembourg.

The meeting elected as scrutineer Ms Ana MARTINEZ DE LECEA NOAIN, private employee, residing professionally in Dudelange.

The board of the meeting having thus been constituted, the chairman declares and requests the notary to state:

I. That the present meeting has the following:

Agenda

1. Transfer of the registered office of the Company to L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, with effect as from 29th June 2015;

2. Subsequent amendment of article 5 of the articles of incorporation of the Company;

3. Miscellaneous.

II. - That the present or represented shareholders, the proxyholders of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the present shareholders, the proxyholders of the represented shareholders and by the board of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented shareholders will also remain attached to the present deed after having been initialled *ne varietur* by the persons appearing.

III. - That the whole corporate capital being present or represented at the present meeting and the shareholders declaring that they have had due notice and got knowledge of the agenda prior to this meeting, no convening notices were necessary.

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

Then the general meeting, after deliberation, takes unanimously the following resolutions:

First resolution

The general meeting resolves to transfer the registered office of the Company to L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, with effect as from 29th June 2015.

Second resolution

As a consequence of the above resolution, the general meeting resolves to amend the first sentence of article 5 of the articles of incorporation of the Company, which shall be read as follows:

“The Company's registered office is established in the municipality of Bertrange.”

There being no further business, the meeting is closed.

WHEREOF, this deed is drawn up in Luxembourg, in the office of the undersigned notary, on the day stated at the beginning of this document.

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

The document having been read to the appearing persons, the board of the meeting signed together with the notary this deed.

Suit la traduction française du texte qui précède:

L'an deux mille quinze, le huit juillet,

Par-devant Maître Joëlle Baden, notaire de résidence à Luxembourg,

S'est réunie

L'assemblée générale extraordinaire des associés de la société à responsabilité limitée «FGG Financing S.à r.l.», ayant son siège social à L-3452 Dudelange, Zone Industrielle Wolser, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 165.700, constituée suivant acte notarié en date du 22 décembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations du 9 février 2012, numéro 351 (la «Société»).

Les statuts de la Société ont été modifiés pour la dernière fois suivant acte notarié en date du 20 octobre 2014, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 3166 du 30 octobre 2014.

L'assemblée est ouverte à 14.00 heures sous la présidence de Mme Cheryl GESCHWIND, employée privée, résidant professionnellement à Luxembourg,

qui désigne comme secrétaire Mme Flora GIBERT, employée privée, résidant professionnellement à Luxembourg.

L'assemblée choisit comme scrutatrice Mme Ana MARTINEZ DE LECEA NOAIN, employée privée, résidant professionnellement à Dudelange.

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.- Transfert du siège social de la Société vers L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, avec effet au 29 juin 2015.

2.- Modification subséquente de l'article 5 des statuts de la Société.

3.- Divers.

II.- Que les associés présents ou représentés, les mandataires des associés représentés, ainsi que le nombre de parts sociales qu'ils détiennent sont indiqués sur une liste de présence; cette liste de présence, après avoir été signée par les associés présents, les mandataires des associés 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 associés 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 associés 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 transférer le siège social de la Société vers L-8070 Bertrange, 19, rue du Puits Romain, Atrium Business Park, Extimus Building, avec effet au 29 juin 2015.

Deuxième résolution

Par conséquent de la résolution précédente, l'assemblée générale décide de modifier la première phrase de l'article 5 des statuts de la Société, pour lui donner la teneur suivante:

«Le siège social de la Société est établi dans la commune de Bertrange.»

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

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

Le notaire soussigné, qui comprend et parle l'anglais, déclare que sur demande des comparants, cet acte est rédigé en anglais, suivi d'une version française; à la requête des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

Et après lecture faite et interprétation donnée aux comparants, les membres du bureau ont signé avec le notaire le présent acte.

Signé: C. GESCHWIND, F. GIBERT, A. MARTINEZ DE LECEA NOAIN et J. BADEN.

Enregistré à Luxembourg A.C.1, le 13 juillet 2015 1LAC/2015/21814. Reçu soixante-quinze euros € 75,-

Le Receveur (signé): MOLLING.

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

Luxembourg, le 29 juillet 2015.

Référence de publication: 2015129255/107.

(150140125) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2015.