SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 3292 **9 décembre 2015**

SOMMAIRE

Alainé Luxembourg S.A. 158001
AMM Finance Sicav 157979
Bridge Investment Holding S.A. 157985
Bull Fund 157980
Capital Plus SICAV-SIF 157980
C&MI Holding 157977
Cresco Capital Urban Yurt 3 S.C.A. 158005
C.T. - A & A S.A. 157976
Dynex Energy S.A. 157970
Fame International S.A. 157976
GIM Specialist Funds 157978
Global Long Short Partners Holdings Offshore Luxembourg S.à r.l. 158008
GreenBox S.A. 158014
Invista European Real Estate Trust SICAF 157970
Lear North European Operations GmbH 158001
Masterplan International S.A. 157984
Myra 157985
Nomura International Equity Umbrella Fund 158001
Quest Diagnostics Holdings S.à.r.l. 158010
Russel S.A. 157977
Sidera Funds SICAV 157987
Société Civile Immobilière Rebelo Antunes . . 158015
Société des Cadres EIS S.A. 157978
SPQR Capital Holding S.A. 157979
West Investment Holding S.A. 157981

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Dynex Energy S.A., Société Anonyme.

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

R.C.S. Luxembourg B 164.435.

The Shareholders are invited to attend an

EXTRAORDINARY GENERAL MEETING

that will be held on *December 28, 2015* at 11.00 p.m. at the registered office of the notary Jean SECKLER at 3 route de Luxembourg, 6130 Junglinster, Luxembourg with the following agenda:

Agenda:

1. Transfer of the registered office of the Company to L-8308 Capellen (Grand-Duchy of Luxembourg), 75, Parc d'Activités and subsequent amendment of article 1 alinea 2 of the Articles of Association;
2. Acknowledgment of the resignation of Mr. Ludovico PEIRCE CHIANESE as director of the Company and granting of discharge;
3. Appointment of Mrs. Sobia KHAN as director of the Company;
4. Appointment of Client Audit Services S.A. as statutory auditor of the Company;
5. Discharge of liability to SG AUDIT S.à r.l for the performance of his duties as former domiciliary agent of the Company;
6. Miscellaneous.

The Board of Directors.

Référence de publication: 2015197429/21.

Invista European Real Estate Trust SICAF, Société Anonyme sous la forme d'une Société d'Investissement à Capital Fixe.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 108.461.

Recommended proposals for a voluntary winding-up of the Company

Notice of Adjourned Extraordinary General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO INVISTA EUROPEAN REAL ESTATE TRUST SICAF (THE "COMPANY") ON WHICH YOU ARE BEING ASKED TO VOTE.

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other appropriately qualified independent financial adviser, authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Shares in the Company, please send this circular (the "Circular"), but not the accompanying form of proxy (the "Form of Proxy"), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into the United States, Australia, Canada, Japan, New Zealand, South Africa and any other jurisdiction if to do so would constitute a violation of the relevant laws and regulations in such other jurisdiction. If you have sold or transferred only part of your holding of Shares please consult the bank, stockbroker or other agent through which the sale or transfer was effected.

The Extraordinary General Meeting of the Company convened for 26 November 2015 was adjourned for four weeks by decision of the board of directors of the Company in accordance with the provisions of article 67 (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, as a result of certain convening notice and other requirements not having been complied with. The

ADJOURNED EXTRAORDINARY GENERAL MEETING

will be held on *28 December 2015* at 1:30pm CET at 20, rue de la Poste, L-2346 Luxembourg. The Proposals described in this Circular are conditional on Shareholder approval, which is being sought at the Adjourned Extraordinary General Meeting of the Company to be held at 20, rue de la Poste, L-2346 Luxembourg, at 1.30 p.m. on 28 December 2015. Notice of the Adjourned Extraordinary General Meeting is set out at the end of this Circular.

Shareholders are requested to complete, sign and return the Form of Proxy accompanying this Circular, in accordance with the instructions printed thereon, so as to be received by post or by hand by Mr Jorrit Crompvoets, Citco REIF Services (Luxembourg) S.A., 20 Rue de la Poste, L-2346 Luxembourg (fax: +352 47 24 73) as soon as possible but in any event so as to arrive not later than 14 December 2015. Proxy forms correctly submitted for the Extraordinary General Meeting held on 26 November 2015 will remain valid without further action by the relevant Shareholder being necessary. The lodging of a Form of Proxy will not prevent Shareholders from attending, speaking and voting in person at the Extraordinary General Meeting if they so wish.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

If you are a Depository Interest holder, you will find enclosed a Form of Direction, which should be completed and sent to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU to be received no later than 1.30 p.m. (CET) on 11 December 2015.

The Company is registered pursuant to part II of the Luxembourg law of 17 December 2010 on undertakings for collective investments. Notification of the Proposals has been made to the Commission de Surveillance du Secteur Financier ("CSSF").

This Circular should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out on pages 2 to 5 of this Circular and which recommends that you vote in favour of the Resolutions. Your attention is drawn to the section entitled "Action to be Taken by Shareholders" on page 5 of this Circular.

Defined terms used in this Circular have the meanings given to them in the section headed "Definitions" on page [6] of this Circular.

EXPECTED TIMETABLE OF EVENTS

The anticipated dates and sequence of events relating to the implementation of the Proposals are set out below:

Record date for participation and voting at the adjourned EGM	6 p.m. on 14 December 2015
Latest time and date for receipt of Form of Proxy for the adjourned EGM	Close of business on 14 December 2015
Last time and date for receipt of the Form of Direction for the adjourned EGM	1.30 p.m. (CET) on 11 December 2015
Adjourned EGM	1.30 p.m. on 28 December 2015
Liquidator appointed	28 December 2015
Announcement of results of the adjourned EGM on the Company's website	28 December 2015
Announcement of results of the adjourned EGM to the London Stock Exchange	29 December 2015
Closing of the Company's register and Record Date for participation in liquidation distributions (if any)	6 p.m. on 29 December 2015
Cancellation of listings and admission of the Shares to trading on the Main Market	8 a.m. on 30 December 2015

All references are to Central European Time (CET) unless otherwise stated.

LETTER FROM THE CHAIRMAN

INVISTA EUROPEAN REAL ESTATE TRUST SICAF

(a company organised under the laws of the Grand Duchy of Luxembourg as a société d'investissement à capital fixe ("SICAF"), under the form of a société anonyme ("SA") with registered office at 11-13, Boulevard de la Foire, L-1528 Luxembourg and registered with the registry of commerce and commercial companies under number B108.461)

Directors:	Registered office:
Tom Chandos (Chairman)	11-13, Boulevard de la Foire
Michael Chidiac	L-1528
Robert DeNormandie	Luxembourg

7 December 2015

Voluntary Liquidation of the Company

Notice of Adjourned Extraordinary General Meeting

1. INTRODUCTION AND BACKGROUND

The Company announced on 14 September 2015 that, following the expiry of the standstill agreement in relation to certain ongoing events of default with regard to the mezzanine loan facility provided by Islay Investment S.à r.l., an affiliate of Blackstone Real Estate Debt Strategies, ("Islay" or the "Mezzanine Lender") to Invista European Real Estate Holdings S.à r.l. ("IEREH"), Islay had called for repayment of the mezzanine loans by IEREH.

IEREH was not able to repay the loans and Islay called on the guarantee of the loans by the Company. The Company, in turn, was not able to pay the amounts guaranteed.

In accordance with its rights under the mezzanine loan facility documentation (including the related guarantee and security documentation), on 14 September 2015 Islay enforced its security by way of a sale of the Company's entire interests in IEREH, Invista European Real Estate Finance S.à r.l. and Invista European RE Pocking PropCo S.à r.l. (the "Subsidia-

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

ries") and any other interests (including intra-group loans) to Artillery Investments S.à r.l., TTNYR Limited, TTNYR Artillery LLP and DPK Artillery LLP (together, the "Purchasers") (the "Enforcement"). The Enforcement involved the transfer of the shares and all debt interests held by the Company in each Subsidiary to the Purchasers.

The Enforcement was conducted in such a way that, although the Company has been released from any further liability under its guarantee and remains solvent, the Board expects that there will be no value for distribution to either the Ordinary or Preference Shareholders. The Company therefore stated in its announcement of 14 September 2015 that it intended, in due course, to publish a shareholder circular convening an extraordinary general meeting at which Shareholder approval would be sought for the delisting and voluntary liquidation of the Company.

Furthermore, following the Enforcement, the Company has continued to meet its ongoing operating costs. On 30 September 2015, the net asset value of the Company was estimated to be less than €833,333. The Company's Articles and applicable law provide that if the total net assets of the Company falls below two-thirds of the Company's prescribed minimum capital (being €1.25 million), then the Board must submit the question of the Company's dissolution to a general meeting of the Shareholders for which no quorum is prescribed and which shall pass resolutions by simple majority of the Shares represented at the meeting.

Accordingly, following the adjournment of the Extraordinary General Meeting on 26 November 2015 as a result of certain convening and other requirements not having been complied with, by the Notice of the Adjourned Extraordinary General Meeting set out at the end of this Circular, the Board is giving notice of the adjourned general meeting of the Company at which the question of the Company's dissolution will be put to the Ordinary and Preference Shareholders.

In light of the Company's financial circumstances, the Board believes that it is in the best interests of the Company and the Shareholders for the Company to be placed into voluntary liquidation and for the Company's Shares to be delisted from the Official List and their admission to trading on the Main Market to be cancelled. I am therefore writing to you to outline the Board's Proposals, which require the approval of the Shareholders, and further details of which are set out in section 2 below.

This Circular sets out details of, and seeks your approval for, the Proposals and explains why your Board is recommending that you vote in favour of the Resolutions.

2. PROPOSALS

The purpose of this Circular is to give notice to Ordinary Shareholders and Preference Shareholders of the Adjourned Extraordinary General Meeting of the Company to be held at 20 rue de la Poste, L-2346 Luxembourg, at 1.30 p.m. on 28 December 2015, to seek approval from the Shareholders of the Proposals, in accordance with applicable law.

The Board proposes to:

(i) put the Company into liquidation and dissolve it; and

(ii) appoint Fund Solutions SCA, a partnership limited by shares (société en commandite par actions), incorporated and existing under the laws of Luxembourg, having its registered office at 1 Cote d'Eich, L-1450 Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 154626 and represented for the purposes of the liquidation of the Company by Mr Christophe Cahuzac, residing professionally in Luxembourg and Mr Marek Domagala, residing professionally in Luxembourg, as liquidator to the Company (the "Liquidator") and grant to the Liquidator the broadest powers to manage the Company for the purposes of its liquidation, including those powers contained in articles 144 et sequentia of the Law of 10th August 1915 on commercial companies (as amended),

(together, the "Proposals").

The Proposals set out in this Circular are subject to the approval of Shareholders. Notice of the Adjourned Extraordinary General Meeting at which the resolutions to approve the Proposals (the "Resolutions") will be considered, is set out at the end of this Circular. The Resolutions will, if approved, result in the voluntary liquidation of the Company pursuant to which the Shareholders will realise their Shareholdings in the Company in an orderly and efficient way.

As set out in further detail in section 3 below, only surplus funds (if any) remaining after the Liquidator has settled all liabilities, costs and expenses (including the costs of the Company's liquidation) will be available for distribution to the Shareholders at the conclusion of the liquidation. It should be noted, however, that, as stated in section 1 above, following the Enforcement the Board expects that no value remains in the Company for distribution to the Shareholders and any such surplus is therefore expected to be minimal.

In the event that the Resolutions are not passed at the Adjourned Extraordinary General Meeting, the Board will consider and put forward alternative proposals for the future of the Company. However, it is anticipated that if the Company continues to subsist then its ongoing operating costs will result in the Company becoming insolvent in the near future. The Company would then be highly likely to face mandatory liquidation proceedings, further reducing the prospect of any recovery for the Shareholders.

3. APPOINTMENT OF LIQUIDATOR AND LIQUIDATION

Subject to Shareholder approval of the Resolutions, the Liquidator will be appointed as liquidator to the Company and their remuneration shall be determined by the Company. The appointment of the Liquidator will take effect immediately upon the passing of the Resolutions. Upon the appointment of the Liquidator, all powers of the Board will cease and the Liquidator will be responsible for the affairs of the Company until it is wound up. The Liquidator will wind up the Company

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

in accordance with Luxembourg law, discharge the liabilities of the Company and, following satisfaction of all the creditors of the Company, will divide the surplus assets (if any) of the Company among the Shareholders according to their respective rights and interests in the Company.

After the liquidation of the Company and the distribution of surplus assets (if any) to Shareholders, existing certificates in respect of the Shares will cease to be of value and any existing credit of the Shares in any stock account in CREST will be redundant.

The Liquidator will establish a reserve of such amount as they consider appropriate to meet the Company's liabilities and estimated costs and expenses whilst in liquidation (the "Retention"). The Liquidator estimates that the Retention will amount to approximately €250,000. Any surplus funds remaining from the Retention after the Liquidator has settled all liabilities, costs and expenses, will be distributed to Shareholders at the conclusion of the liquidation. Payment will be made by cheque.

4. COSTS OF THE PROPOSALS

It is anticipated that the expenses incurred in relation to the Proposals (including professional advice and the Liquidator's fees) will amount to approximately €100,000, which excludes the fees and expenses of service providers in the ordinary course of business up to the date of the Liquidator's appointment in accordance with the terms of their engagement.

5. CANCELLATION OF LISTINGS AND THE ADMISSION OF THE SHARES TO TRADING ON THE MAIN MARKET

Subject to the passing of the Resolutions, the Board has made an application to the London Stock Exchange to cancel the admission of the Shares to trading on the Main Market and application to the UKLA to cancel the listing of the Shares on the Official List, with effect from 30 December 2015.

6. ADJOURNED EXTRAORDINARY GENERAL MEETING

The Proposals are subject to Shareholder approval. Notice to the Adjourned Extraordinary General Meeting, to be held at 20 rue de la Poste, L-2346 Luxembourg at 1.30 p.m. on 28 December 2015, is set out at the end of this Circular. The Notice includes the full text of the Resolutions.

The Extraordinary General Meeting was convened pursuant to Article 30 of the Articles because the total net assets of the Company are below two-thirds (€833,333) of the minimum capital prescribed by the Luxembourg act dated 20 December 2002 on undertakings for collecting investment, as amended (being €1,250,000).

In accordance with Article 30, no quorum is prescribed for the meeting and the meeting may pass the Resolutions by simple majority.

For the avoidance of doubt, holders of both Ordinary and Preference Shares shall be entitled to attend, speak and vote at the Extraordinary General Meeting on the Resolutions. All Shareholders shall have one vote per Ordinary or Preference Share held.

7. LUXEMBOURG REGULATORY NOTIFICATIONS

Pursuant to the Luxembourg law of 11 January 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market as amended (the "Transparency Law"), this Circular and any notices in connection with the Extraordinary General Meeting shall be filed with the Luxembourg Stock Exchange in its capacity as officially appointed mechanism ("OAM") under the Transparency Law and notified to the CSSF.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

If you are a Shareholder, you will find enclosed with this Circular the Form of Proxy for use at the Adjourned Extraordinary General Meeting. Whether or not you intend to be present at the Adjourned Extraordinary General Meeting, you are asked to complete the Form of Proxy in accordance with the instructions printed thereon and to return the Form of Proxy to the Company's Registrar, Mr Jorrit Crompvoets, Citco REIF Services (Luxembourg) S.A., 20 Rue de la Poste, L-2346 Luxembourg, to arrive by the time and date specified on the Form of Proxy. Proxy forms correctly submitted for the Extraordinary General Meeting held on 26 November 2015 will be valid without further action by the Shareholder concerned being necessary.

The completion and return of the Form of Proxy will not preclude you from attending, speaking and voting at the Extraordinary General Meeting if you wish to do so.

If you are a Depository Interest holder, you will find enclosed a Form of Direction, which should be completed and sent to, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU to be received no later than 1.30 p.m. (CET) on 11 December 2015.

9. RECOMMENDATION

The Board unanimously considers that the Proposals are in the best interests of Shareholders as a whole. The Board recommends that Shareholders vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings of Shares which, in aggregate, amount to 261,000 Ordinary Shares and 10,200 Preference Shares, representing approximately 0.1 per cent. of the issued Shares of the Company.

Tom Chandos

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Chairman

DEFINITIONS

"Articles"	the articles of the Company in force from time to time
"Board" or "Directors"	the board of directors of the Company whose names are set out on page 2 of this Circular
"Circular"	this document
"Company"	Invista European Real Estate Trust SICAF
"CREST"	the system for paperless settlement of trades and the holding of uncertificated securities administered by Euroclear
"Depository"	Capita IRG Trustees Limited
"Depository Interest Holder"	a holder of a Depository Interest
"Depository Interests"	interest in the Shares held through the Depository
"Extraordinary General Meeting" or "EGM"	the extraordinary general meeting of the Company convened for 11.30 am on 26 November 2015 at 20 rue de la Poste, L-2346 Luxembourg, which has been adjourned until 28 December 2015, notice of which is set out at the end of this Circular
"Form of Direction"	the form of direction for use at the Adjourned Extraordinary General Meeting
"Form of Proxy"	the form of proxy for use at the Adjourned Extraordinary General Meeting
"HMRC"	HM Revenue & Customs
"Liquidator"	Fund Solutions SCA, a partnership limited by shares (société en commandite par actions), incorporated and existing under the laws of Luxembourg, having its registered office at 1 Cote d'Eich, L-1450 Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 154626 and represented for the purposes of the liquidation of the Company by Mr Christophe Cahuzac, residing professionally in Luxembourg and Mr Marek Domagala, residing professionally in Luxembourg
"London Stock Exchange" or "LSE"	London Stock Exchange plc
"Notice of Extraordinary General Meeting"	the notice of the Adjourned Extraordinary General Meeting, as set out at the end of this Circular
"Main Market"	the Main Market of the London Stock Exchange
"Official List"	the official list of the UKLA
"Ordinary Shares"	all shares in the capital of the Company other than Preference Shares
"Preference Shares"	the non-voting preference shares issued from time to time in accordance with, and with such specific rights as set out in, Article 8 of the Articles
"Registrar"	Citco REIF Services (Luxembourg) S.A.
"Resolutions"	the resolutions to be proposed at the EGM in relation to the Proposals
"Retention"	has the meaning given on page 4 of this Circular
"Shareholders"	holders of Shares
"Shares"	the Ordinary and Preference Shares of no par value in the capital of the Company
"UKLA"	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000

INVISTA EUROPEAN REAL ESTATE TRUST SICAF

(a company organised under the laws of the Grand Duchy of Luxembourg as a société d'investissement à capital fixe ("SICAF"), under the form of a société anonyme ("SA") with registered number B108.461)

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

EXTRAORDINARY GENERAL MEETING

of the Company originally convened for 26 November 2015 has been adjourned until 1:30pm on *28 December 2015* , when it will be held at 20 rue de la Poste, L-2346 Luxembourg to consider and, if thought fit, to pass the following Resolutions:

RESOLUTIONS

THAT:

1) The Company be put into liquidation and dissolved.

2) Fund Solutions SCA, a partnership limited by shares (société en commandite par actions), incorporated and existing under the laws of Luxembourg, having its registered office at 1 Cote d'Eich, L-1450 Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 154626 and represented for the purposes of the liquidation of the Company by Mr Christophe Cahuzac, residing professionally in Luxembourg and Mr Marek Domagala, residing professionally in Luxembourg, be appointed as liquidator to the Company and granted the broadest powers to manage the Company for the purposes of its liquidation, including those powers contained in articles 144 et sequentia of the Law of 10th August 1915 on commercial companies (as amended).

Save where the context requires otherwise, the definitions contained in the Circular shall have the same meanings where used in the Resolution.

By order of the Board
Citco REIF Services (Luxembourg) S.A.
Secretary

Registered office:
11-13, Boulevard de la Foire
L-1528
Luxembourg

7 December 2015

Explanatory Notes:

1) The Resolutions require a simple majority of those Shareholders voting in person or by proxy at the EGM to be passed.

2) The "Vote Withheld" option is provided to enable Shareholders to abstain on any particular Resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution

3) A Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a Shareholder. Completion and return of the Form of Proxy will not preclude Shareholders from attending, speaking or voting at the EGM, if they so wish.

4) More than one proxy may be appointed provided each proxy is appointed to exercise the rights attached to different Shares.

5) To be valid the Form of Proxy, together with the original power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of authority) must be returned by post or by hand to the Company's Registrar, Mr Jorrit Crompvoets, Citco REIF Services (Luxembourg) S.A., 20 Rue de la Poste, L-2346 Luxembourg, as soon as possible but in any event so as to arrive not later than 14 December 2015. A Form of Proxy is enclosed with this Notice.

6) All persons recorded on the register of Shareholders as holding Shares in the Company as at close of business on the 14 December 2015, shall be entitled to attend, speak and vote (either in person or by proxy) at the EGM and shall be entitled to one vote per Share held.

7) Where there are joint registered holders of any Shares such persons shall not have the right of voting individually in respect of such Shares but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of Shareholders shall alone be entitled to vote. Where there are joint participants in respect of any Share such persons shall not have the right of voting individually in respect of such Share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the participant whose interests are first notified to the Company shall alone be entitled to vote.

8) Where the Shareholder is a corporation, the Form of Proxy must be executed under its common seal or under the hand of its duly authorised officer or attorney.

9) On a poll, votes may be given either personally or by proxy and a Shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

10) Any corporation which is a Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at this meeting. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual Shareholder.

11) If you are a Depository Interest holder, please complete and send the enclosed Form of Direction to, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU to be received no later than 1.30 p.m.. (CET) on 11 December 2015. Depository Interest holders wishing to attend the Extraordinary General Meeting should

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

request a Letter of Representation by contacting The Depository, Capita IRG Trustees Limited, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU no later than 1.30 p.m. (CET) on 11 December 2015.

Référence de publication: 2015197942/755/320.

Fame International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 129.738.

We hereby give you notice of the

ANNUAL GENERAL MEETING

of Shareholders of the Company that will be held extraordinarily on Thursday *17th December 2015* at 10:00 o'clock (local time) at the following address :

Hôtel Sofitel Luxembourg
4, rue du Fort Niedergrunewald
Quartier Européen Nord
L-2015 Luxembourg

at which the following Agenda will be considered :

Agenda:

1. Acknowledgment and acceptance of the proposal of the Executive Board of the Company to hold the annual general meeting of the Shareholders in respect of the financial year ended on June 30, 2015 on a date which is different than the date provided for in the Company's Articles, and discharge to the Company's Executive Board in respect thereof.
2. Presentation of the reports of the Executive Board and the Founding Board.
3. Presentation of the reports of statutory accounts auditor ("commissaire aux comptes") and of the consolidated accounts auditors.
4. Approval of the statutory annual accounts as at June 30, 2015.
5. Approval of the audited consolidated financial statements as at June 30, 2015.
6. Discharge to the Executive Board, the Founding Board, the statutory auditor and the consolidated auditors for the June 30, 2015 financial statements.
7. Re-election of the statutory auditor, Mr Marco RIES, for a new term of one year.
8. Re-election of the consolidated accounts auditors, PricewaterhouseCoopers, Luxembourg for a new term of one year.
9. Miscellaneous.

The Annual General Meeting will be immediately followed by an

EXTRAORDINARY GENERAL MEETING

of Shareholders of the Company at which the following Agenda will be considered :

Agenda:

1. Continuation of the activities of the Company in accordance with Article 100 of the law of August 10, 1915 on commercial companies as amended, notwithstanding the cumulated losses exceeding 75 % of the Company's share capital suffered by the Company as at June 30, 2015.

The Executive Board

Référence de publication: 2015189946/37.

C.T. - A & A S.A., Société Anonyme.

Siège social: L-1611 Luxembourg, 49-51, avenue de la Gare.

R.C.S. Luxembourg B 74.654.

The shareholders shall convene to the

EXTRAORDINARY GENERAL MEETING

To be held in its offices at 49-51, Avenue de la Gare, L-1611 LUXEMBOURG, on *December 18, 2015* at 05.15 p.m. with the following agenda :

Agenda:

1. Resignation of the Liquidator;
2. Discharge to the Liquidator;
3. Appointment of a new Liquidator;
4. Miscellaneous.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Shareholders are advised that no quorum is required for the items of the agenda of the Extraordinary General Meeting and that decisions will be taken on simple majority of the shares present or represented at the Meeting.

Luxembourg, November 24, 2015

The Liquidator :

Luca DI FINO

Référence de publication: 2015189064/20.

Russel S.A., Société Anonyme.

Capital social: EUR 75.000,00.

Siège social: L-1249 Luxembourg, 15, rue du Fort Bourbon.

R.C.S. Luxembourg B 16.704.

The Shareholders are invited, in accordance with the Company's articles of association and the law of 10th August on commercial companies as amended, to the

ANNUAL ORDINARY GENERAL MEETING

of Shareholders to take place on *17 December 2015* at 15.00 hours.

Agenda:

1. Report of the Board of Directors and the Auditor on the financial statements for the financial year as per 31 December 2012.
2. Approval of the balance sheet as per 31 December 2012 and the profit and loss statement as well as the notes.
3. Discharge of the Board of Directors from their function executed for the financial year that elapsed.
4. Ratification of appointment of Mr. Bertrand Moupfouma as director of the Company.
5. Ratification of appointment of Mr. Diogo Machado Da Silva Pereira Coutinho as director of the Company.
6. Ratification of appointment of Mr. Vasco Machado Da Silva Pereira Coutinho as director of the Company.
7. Appointment of Mr. Jérôme Girault as statutory auditor ("commissaire aux comptes") of the Company.
8. Miscellaneous.

For the proper execution of the voting rights at the Annual Ordinary General Meeting of Shareholders, the Shareholders will have to deposit their shares at least one day before this meeting and submit written notice of the deposit of the Company.

Each Shareholder may be represented by a person who is duly authorized by proxy. A proxy need not be a Shareholder. If you wish to vote at the Annual Ordinary General Meeting of Shareholders, would you please sign the proxy form and return to us before 15 December 2015. Please send it by post to Themis Lex, 15, rue du Fort Bourbon, L-1249 Luxembourg, and in advance either by email to info@themis-lex.com or by fax: +352 26 12 02 26. Proxy forms can be obtained upon request.

Luxembourg, 25 November 2015 — *By order of the Board of Directors*

Référence de publication: 2015189949/29.

C&MI Holding, Société Anonyme.

Siège social: L-2453 Luxembourg, 19, rue Eugène Ruppert.

R.C.S. Luxembourg B 173.393.

Mesdames et Messieurs les actionnaires sont priés d'assister à une

ASSEMBLÉE GÉNÉRALE ORDINAIRE

qui se tiendra vendredi *18 décembre 2015* à 11.00 heures au Sofitel Luxembourg Europe, 4, rue du Fort Niedergrunewald, Quartier Européen Nord, Plateau de Kirchberg, L-2015 Luxembourg, avec ordre du jour suivant :

Ordre du jour:

1. Examen des comptes annuels, du rapport du commissaire et du rapport de gestion du Conseil d'Administration.
2. Approbation des comptes annuels au 30 juin 2015.
3. Affectation des résultats au 30 juin 2015.
4. Décharge aux administrateurs et au commissaire quant à l'exercice sous revue.
5. Nominations statutaires.

Le Conseil d'Administration.

Référence de publication: 2015191594/29/17.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Société des Cadres EIS S.A., Société Anonyme.

Capital social: EUR 2.293.620,00.

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

R.C.S. Luxembourg B 111.693.

Conformément aux dispositions de l'article 70 de la loi sur les sociétés commerciales du 10 aout 1915, nous avons l'honneur de vous informer qu'une

ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE

de notre société se tiendra le *18 décembre 2015* à 11:30, heure locale, en l'étude de Me Danielle KOLBACH, Notaire, domicilié 66 Grand'Rue, L-8510 REDANGE-SUR-ATTERT, à l'effet de délibérer sur l'ordre du jour suivant :

Ordre du jour:

a. Attribution gratuite d'actions au profit des salariés ; détermination des conditions et modalités de cette attribution ; délégation de pouvoirs au Conseil d'administration ;
b. Divers.

Chaque action donne droit à une voix. Les actionnaires sont invités à participer à l'assemblée et à procéder au vote. Les actionnaires peuvent mandater par écrit une autre personne pour assister à l'assemblée et voter en leur nom. Ce mandataire ne doit pas être nécessairement un actionnaire de la société.

Pour être valables les procurations doivent arriver au siège de la société le 14 décembre 2015 au plus tard.

Le 26 novembre 2015

Sur instructions du Conseil d'Administration

Référence de publication: 2015191601/22.

GIM Specialist Funds, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 151.450.

GIM Specialist Funds

The meeting will be held at the location and time stated in the right-hand column. All appointments being voted on are for terms that end at the next annual general meeting.

1. Presentation of the report from Auditors and Board for the past fiscal year.
2. Should shareholders adopt the Audited Annual Report for the past fiscal year?
3. Should shareholders agree to discharge the Board for the performance of its duties for the past fiscal year?
4. Should shareholders approve the Directors' fees?
5. Should the following Directors be reappointed to the Board?
   Jacques Elvinger,Jean Frijns, Trevor Ash, Peter Schwicht
6. Should shareholders confirm the appointment of Mr Christoph Bergweiler, co-opted by the Board of Directors with effect from 17 December 2014, in replacement of Nicholas Deblauwe, and his election to serve as a Director of the Company?
7. Should shareholders re-appoint PricewaterhouseCoopers Société cooperative as its Auditors?
8. Should shareholders approve the payment of any distributions shown in the Audited Annual Report for the past fiscal year?

To vote by proxy, use the proxy form at jpmorganassetmanagement.com/ extra. Your form must arrive at the registered office, via post or fax, by 1800 CET on Tuesday, 15 December 2015.

To vote in person, attend the meeting in person.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

THE MEETING
Location Registered office of the Fund (see below)
Date and time Wednesday,16 December 2015 at 14:00 CET
Quorum None required
Voting Agenda items will be resolved by a simple majority of the votes cast
THE FUND
Name GIM Specialist Funds
Legal form SICAV
Fund type SIF
Auditors PricewaterhouseCoopers
Société coopérative
Registered office
6 route de Trèves
L-2633 Senningerberg, Luxembourg
Fax +352 3410 8000
Registration number (RCS
Luxembourg) B 151450
Past fiscal year 12 months
ended 30 June 2015

Référence de publication: 2015191608/755/43.

SPQR Capital Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 150.334.

We herewith inform the Shareholders that an

EXTRAORDINARY SHAREHOLDERS' MEETING

of SPQR CAPITAL HOLDINGS is scheduled on *17th December 2015* at 12am and will be held at the office of the law firm Turk & Prum, 13A avenue Guillaume, L-1651 Luxembourg.

The shareholders' meeting will consider the agenda which is as follows:

Agenda:

1. Removal of Mr. Christian Kruppa as member of the board of directors of the Company
2. Presentation of potential candidatures and appointment of a new director
3. miscellaneous

Any shareholder may participate to the shareholders' meeting by conference call (00352.45.07.32.1) or other means of telecommunication allowing their identification.

Any shareholder may act at any General Meeting by appointing another person as his proxy in writing whether in original, by telefax or e-mail to which an electronic signature, which is valid under Luxembourg law, is affixed.

Alessandro Benedetti	Bertrand des Pallières
Director	Director

Référence de publication: 2015192409/2199/21.

AMM Finance Sicav, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 99.080.

Les actionnaires de AMM FINANCE SICAV sont convoqués à

l'ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE

de la Société qui aura lieu à l'étude de Me Hellinckx le *21 décembre 2015* , à 10h00 afin de prendre connaissance et voter sur l'ordre du jour suivant:

Ordre du jour:

1. Changement de nom de la Société de "AMM Finance Sicav" en "Asset Management Model Sicav" et refonte complète des statuts afin de les soumettre à la Loi du 17 décembre 2010 concernant les Organismes de Placement Collectif.

VOTE

Les actionnaires sont informés que cette assemblée ne peut délibérer valablement que si la moitié au moins du capital est représentée et que les résolutions ne peuvent être adoptées à la majorité des deux tiers au moins des voix des actionnaires présents ou représentés.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

En cas de défaut de quorum lors de cette première Assemblée Générale Extraordinaire, une deuxième Assemblée sera convoquée et aura lieu le 1er février 2016 à 11h00 à la même adresse avec le même ordre du jour. Cette deuxième Assemblée délibérera valablement quelle que soit la portion du capital représentée et les résolutions seront adoptées à la majorité des deux tiers au moins des voix des actionnaires présents ou représentés.

Les actionnaires peuvent voter en personne ou par procuration.

Les actionnaires désirant assister à cette assemblée doivent confirmer leur présence par fax au +352.26.39.60.02 ou par email à domiciliation@lemanik.lu en précisant leurs coordonnées au moins deux jours francs avant la tenue de l'assemblée.

Les actionnaires qui souhaitent se faire représenter à cette Assemblée Générale doivent remplir et retourner le formulaire de procuration ci-joint au numéro de fax suivant: +352. 26.39.60.02, deux jours ouvrables au moins avant la date de la réunion de l'Assemblée Générale.

Les actionnaires peuvent obtenir le texte complet des modifications aux statuts sur simple demande et sans frais au siège social du Fonds.

Le Conseil d'Administration.

Référence de publication: 2015191609/755/30.

Bull Fund, Société d'Investissement à Capital Variable (en liquidation).

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 91.846.

Shareholders of the SICAV are invited to attend the

EXTRAORDINARY GENERAL MEETING

to be held at the registered office of the SICAV on *17 December 2015* at 02:00 p.m. (the "Meeting") to deliberate on the following agenda :

Agenda:

a. Approve the audited financial statements for the period from 1 January 2015 to 18 March 2015 (date of beginning of the liquidation);
b. Approve the final Liquidator's report and closing liquidation accounts for the period from 18 March 2015 (date of beginning of the liquidation) to 20 August 2015;
c. Approve the Report of the "Réviseur d'entreprises agréé" on the Liquidator's report and closing liquidation accounts for the period from 18 March 2015 (date of beginning of the liquidation) to 20 August 2015;
d. Release from their duties and give discharge to the outgoing Board of Directors and the Liquidator;
e. Resolve to close the liquidation proceedings;
f. Instruct the Liquidator to proceed with the payment of the final liquidation bonus;
g. Resolve that all books and records of the SICAV be archived for a period of at least 5 years with Banque de Luxembourg, SA, 14 Boulevard Royal, L-2449 Luxembourg;
h. Resolve that liquidation proceeds that could not be distributed to the persons entitled thereto at the closure of the liquidation will be deposited with the " Caisse de Consignations ".

Shareholders are advised that no quorum is required for the Meeting and that decisions will be taken by simple majority of the votes cast. Shareholders may vote in person or by proxy. Proxies are available free of charge at the registered office of the SICAV. Shareholders who wish to attend the Meeting must inform the Liquidator (ifs.fds@bdl.lu) at least five calendar days prior to the Meeting.

The Liquidator

Référence de publication: 2015192415/755/29.

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

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

R.C.S. Luxembourg B 165.483.

Die Gesellschaft hat nur einen einzigen Aktionär, welcher sein Vermögen nach und nach aus der Gesellschaft abziehen möchte. Aus Sicht des Verwaltungsrates besteht aufgrund von fehlenden weiteren Aktionären kein Grund, die Gesellschaft weiterbestehen zu lassen.

Der Verwaltungsrat hat daher entscheiden, die Liquidation der Gesellschaft den Aktionären vorzulegen und eine

AUSSERORDENTLICHE GENERALVERSAMMLUNG

(die "Generalversammlung"), welche am *17. Dezember 2015* um 16:00 Uhr in 101, rue Cents, L-1319 Luxemburg abgehalten wird, einzuberufen und über folgende Tagesordnung zu beschließen

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Agenda:

1. Beschluss über die Auflösung und Liquidation der Gesellschaft.
2. Bestellung von VP Fund Solutions (Luxembourg) SA, vertreten durch Herrn Ralf Funk, als Liquidator und Festlegung seiner Befugnisse und Vergütung.
3. Bestellung von KPMG Luxembourg, société cooperative, als Wirtschaftsprüfer der Liquidation.
4. Verschiedenes.

Die in Verbindung mit der Liquidation der Gesellschaft entstandenen Ausgaben werden von der Gesellschaft getragen und mit dem Datum des 17. Dezember 2015 berechnet.

Die Aktionäre werden gebeten, VP Fund Solutions (Luxembourg) SA für zusätzliche Informationen in Bezug auf die Generalversammlung zu kontaktieren.

Die Aktionäre werden gebeten, einen Identitätsnachweis mit sich zu führen, um Zutritt zur Generalversammlung erhalten zu können. Sofern einem Aktionär die persönliche Teilnahme an der Generalversammlung nicht möglich ist, kann dieser sich durch eine Person seiner Wahl oder anhand einer Vollmacht vertreten lassen. Für diesen Fall kann ein entsprechendes Vollmachtsformular bei der VP Bank (Luxembourg) SA unter folgender Nummer +352404770284 beantragt werden. Um in Betracht gezogen werden zu können, muss die Vollmacht ausgefüllt und unterschrieben vierundzwanzig Stunden vor der Generalversammlung zur Hand der VP Bank (Luxembourg) SA, 26, Avenue de la Liberté, L-1930 Luxembourg per Fax unter folgender Nummer +352-404770284 oder per Post zugehen.

Die Generalversammlung kann nur wirksam abgehalten werden, wenn mindestens 50% des Gesellschaftskapitals bei der Generalversammlung vertreten sind.

Beschlüsse können nur mit einer Mehrheit von zwei Dritteln der wirksam abgegebenen Stimmen wirksam gefasst werden.

Der Verwaltungsrat

Référence de publication: 2015192416/755/35.

West Investment Holding S.A., Société Anonyme Soparfi.

Siège social: L-8009 Strassen, 19-21, route d'Arlon.

R.C.S. Luxembourg B 70.813.

—

L'an deux mille quinze, le onze novembre.

Pardevant Maître Joëlle BADEN, notaire de résidence à Luxembourg,

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme West Investment Holding S.A. avec siège social à L-1855 Luxembourg, 44,avenue JF Kennedy, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 70.813 constituée suivant acte notarié en date du 30 juin 1999, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 478 du 8 octobre 1999.

Les statuts ont été modifiés pour la dernière fois suivant acte reçu par le notaire soussigné, en date du 15 septembre 2015 non encore publié.

L'assemblée est ouverte sous la présidence de Madame Sara PUTTEMANS, employée, demeurant professionnellement à L-1855 Luxembourg, 44, avenue JF Kennedy,

qui désigne comme secrétaire Madame Carole SABINOT, employée, demeurant professionnellement à L-1855 Luxembourg, 44, avenue JF Kennedy.

L'assemblée choisit comme scrutateur Monsieur Martin MANTELS, employé, demeurant professionnellement à L-1855 Luxembourg, 44, avenue JF Kennedy.

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. Approbation du projet de fusion du 29 septembre 2015 par absorption de la société Bridge Investment Holding S.A.

2. Augmentation du capital social à concurrence de EUR 3.500.000,-par création de 6.444.511 actions nouvelles et libération par apport de l'ensemble du patrimoine actif et passif au 30 septembre 2015 de la société Bridge Investment Holding S.A à la Société.

3. Attribution aux actionnaires de la société Bridge Investment Holding S.A des actions nouvelles émises avec jouissance à la date de réalisation définitive de la fusion.

4. Modification subséquente de l'article 5 des statuts.

5. Transfert du siège social à L-8009 Strassen, 19-21, route d'Arlon.

6. Démissions d'administrateurs.

7. Nomination aux fonctions d’administrateur jusqu’à l’assemblée qui approuvera les comptes annuels de 2015, de Monsieur Joris CLAEYS et de Monsieur Noël DIDIER.

8. Divers

II.- Que les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence; cette liste de présence, après avoir été signée par les actionnaires présents, les mandataires des actionnaires représentés ainsi que par les membres du bureau, restera annexée au présent procès-verbal pour être soumise avec lui à la formalité de l'enregistrement.

Resteront pareillement annexées aux présentes les procurations des actionnaires représentés, après avoir été paraphées "ne varietur" par les comparants.

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

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

V.- Que les dispositions de la loi du 10 août 1915, telle que modifiée, relatives aux fusions ont été respectées savoir:

1. Publication du projet de fusion du 29 septembre 2015 établi par les Conseils d’Administration des sociétés qui fusionnent au Mémorial C, Recueil des Sociétés et Associations, numéro 2788 du 9 octobre 2015 soit un mois au moins avant la réunion des assemblées générales appelées à se prononcer sur le projet de fusion.

2. Qu'il a été renoncé aux rapports prévus aux articles 265 et 266 de la loi du 10 août 1915.

3. Dépôt des documents exigés par l’article 267 de la loi sur les sociétés commerciales au siège social des sociétés un mois avant la date de la réunion des assemblées générales en vue de leur inspection par les actionnaires.

Une attestation certifiant le dépôt de ces documents signée par deux administrateurs restera annexée aux présentes.

L’assemblée générale, après avoir discuté le projet de fusion, prend à l’unanimité des voix les résolutions suivantes:

Première résolution:

L‘assemblée approuve le projet de fusion entre la société anonyme West Investment Holding S.A. (ci-après la "Société ") et la société anonyme Bridge Investment Holding S.A. (ci-après la "Société absorbée"), avec siège social à L-1855 Luxembourg, 44avenue JF Kennedy tel que ce projet de fusion a été publié et approuvé par les conseils d'administration de la Société et de la Société absorbée.

Conformément à l’article 26-1 de la loi du 10 août 1915, telle que modifiée, sur les sociétés commerciales, le projet de fusion a fait l’objet d’un examen et d'un rapport établi en date du 10 novembre 2015 par Van Cauter-Snauwaert & Co S.à r.l.Réviseur d’entreprises agréé.

Ce rapport conclut comme suit:

«Sur base de nos diligences aucun fait n’a été porté à notre attention qui nous laisse à penser que la valeur globale de l’apport autre qu'en numéraire d’un montant de 26.423.703,51 EUR correspondant à l’actif net au 30 juin 2015 de Bridge Investment Holding S.A. (société absorbée) ne correspond pas au moins au nombre des 6.444.511 nouvelles actions sans désignation de valeur nominale de West Investment Holding S.A. à émettre en contrepartie.»

Un exemplaire de ce rapport restera annexé au présente acte pour être enregistré en même temps.

Deuxième résolution

L’assemblée décide d’augmenter le capital social à concurrence de trois millions cinq cent mille euros (EUR 3.500.000,-), pour le porter de son montant actuel de trente six millions trois cent mille euros (EUR 36.300.000,-) à trente neuf millions huit cent mille euros (EUR 39.800.000,-), par l’émission de six millions quatre cent quarante quatre mille cinq cent onze (6.444.511) actions nouvelles sans désignation de valeur nominale. Les actions nouvelles sont libérées par la transmission universelle de l'ensemble du patrimoine actif et passif de la Société absorbée à la Société étant précisé que la Société reprend à son compte toutes les opérations réalisées par la Société absorbée au point de vue comptable à partir du 30 septembre 2015 et qu'elle en supporte tout le passif, ainsi que les frais, impôts et autres charges à résulter de la fusion.

L'ensemble du patrimoine actif et passif est apporté à la Société pour une valeur de vingt-six millions quatre cent vingt-trois mille sept cent sept euros et sept cents (EUR 26.423.707,07) ainsi qu'il résulte d’un état comptable au 30 juin 2015.

Une copie dudit état comptable restera annexée au présent acte pour être enregistrée en même temps.

L’assemblée décide d’affecter trois millions cinq cent mille euros (EUR 3.500.000,-) au capital, et que la différence entre cette somme et l’actif net ainsi apporté sera allouée comptablement comme suit: trois cent cinquante mille euros (EUR 350.000,-) à la réserve légale, vingt millions quatre cent soixante dix-neuf mille huit cent quatre vingt quatorze euros (EUR 20.479.894,-) aux résultats reportés et deux millions quatre vingt treize mille huit cent treize euros et sept cents (EUR 2.093.813,07) à son résultat en cours.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Troisième résolution

L'assemblée décide qu'en échange de l'apport par la Société absorbée de l'ensemble de son patrimoine actif et passif, les actions nouvellement émises sont attribuées aux actionnaires de la Société absorbée proportionnellement à leur participation actuelle dans le capital de la Société absorbée.

Quatrième résolution

L'assemblée charge le conseil d'administration de la Société de procéder, conformément à l'article 273, alinéa 2, aux formalités de publicité et autres mesures exigées par la loi et d'inscrire dans le registre des actionnaires les actions nouvelles de la Société au nom des actionnaires de la Société absorbée.

Cinquième résolution

Suite aux résolutions prises ci-dessus, l'assemblée décide de modifier le premier paragraphe de l'article 5 des statuts de la Société pour lui donner désormais la teneur suivante:

« **Art. 5. Paragraphe premier.** Le capital social est fixé à trente neuf millions huit cent mille euros (EUR 39.800.000,-) représenté par six millions sept cent quatre vingt douze mille cinq cent douze (6.792.512) actions sans désignation de valeur nominale.»

Constatation

L'assemblée constate que les actionnaires de la Socité absorbée ont approuvé la fusion par assemblée générale en date d'aujourd'hui.

Le notaire soussigné, conformément à l'article 27l, alinéa 2, de la loi sur les sociétés commerciales, a vérifié et atteste par les présentes l'existence et la légalité des actes et formalités incombant à la Société et du projet de fusion.

Sixième résolution

L'assemblée décide en outre de transférer le siège social à L-8009 Strassen, 19-21, route d'Arlon, et de modifier en conséquence l'article 2 des statuts pour lui donner la teneur suivante:

« **Art. 2.** Le siège social est établi à Strassen.

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.»

Septième résolution

L'assemblée prend acte de la démission de leurs fonctions d'administrateurs à compter de ce jour de Monsieur Koen LOZIE et Monsieur Jean-Charles THOUAND.

Huitième résolution

L'assemblée décide de nommer aux fonctions d'administrateurs supplémentaires à compter de ce jour:

- Monsieur Joris CLAEYS, né à Roeselare (Belgique), le 14 janvier 1985, demeurant à B-8500 Kortrijk, 103 Doormiksewijk.

- Monsieur Noël DIDIER, demeurant professionnellement à L-1855 Luxembourg, 44,avenue JF Kennedy

Leur mandat prendra fin lors de l'assemblée générale annuelle qui approuvera les comptes de 2015.

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.

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

Signé: S. PUTTEMANS, C. SABINOT, M. MANTELS et J. BADEN.

Enregistré à Luxembourg A.C 1, le 16 novembre 2015. 1LAC / 2015 / 35991. Reçu soixante quinze euros € 75,-

Le Receveur (signé): MOLLING Paul.

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

Luxembourg, le 1 er décembre 2015.

Référence de publication: 2015193921/132.

(150217127) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er décembre 2015.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Masterplan International S.A., Société Anonyme.

Siège social: L-6637 Wasserbillig, 84, Esplanade de la Moselle.

R.C.S. Luxembourg B 90.097.

Im Jahre zweitausendfünfzehn,

Den sechsten Oktober,

Vor dem unterzeichneten Notar Carlo GOEDERT, mit dem Amtswohnsitz in Düdelingen,

fand statt die ausserordentliche Generalversammlung der Aktionäre der Aktiengesellschaft (société anonyme) „MASTERPLAN INTERNATIONAL S.A.“, mit Sitz in L-6637 Wasserbillig, 84, Esplanade de la Moselle, eingetragen im Handels- und Gesellschaftsregister Luxemburg unter der Nummer B 90 097.

Die Gesellschaft wurde gegründet laut Urkunde aufgenommen durch Notar Paul BETTINGEN, mit Amtssitz in Niederanven, am 29. November 2002, veröffentlicht im Mémorial C, Recueil Spécial des Sociétés et Associations, Nummer 14, vom 8. Januar 2003.

Die ausserordentliche Generalversammlung wird um 9:00 Uhr eröffnet unter dem Vorsitz von Frau Angelika HOFFMANN, Verwalterin, berufsansässig in L-6783 Grevenmacher, 31, Op der Heckmill.

Die Vorsitzende bestimmt zur Schriftführerin Frau Isabelle EILENS, Privatangestellte, berufsansässig in L-6783 Grevenmacher, 31, Op der Heckmill, und zum Stimmenzähler Herr Philippe STANKO, Verwalter, berufsanssässig in L-6783 Grevenmacher, 31, Op der Heckmill.

Der Versammlungsvorstand ist hiermit gebildet.

Der Vorsitzende bittet den Notar Folgendes festzuhalten:

I. Tagesordnung

Die Versammlung hat über die folgende Tagesordnung zu befinden:

1) vorzeitige Auflösung der Gesellschaft

2) Ernennung und Befugnisse des Liquidators

3) Entlastung der Verwaltungsratsmitglieder und des Rechnungsprüfers

II. Die anwesenden oder vertretenen Aktionäre, die Bevollmächtigten der vertretenen Aktionäre, sowie die Anzahl ihrer Aktien sind in einer Anwesenheitsliste eingetragen. Diese Anwesenheitsliste wird, nach Unterzeichnung durch die Aktionäre, Bevollmächtigten und den Versammlungsvorstand, dieser notariellen Urkunde beigefügt, um zusammen mit derselben einregistriert zu werden.

Die Vollmachten werden nach „ne varietur" Unterzeichnung durch den Versammlungsvorstand und den unterzeichneten Notar gegenwärtiger Urkunde ebenfalls als Anlagen beigefügt.

III. Es geht aus der Anwesenheitsliste hervor, dass zweihundertachtundsechzig (268) Aktien, die 67% des Aktienkapitals von vierzigtausend Euro (40.000.- €) darstellen, in gegenwärtiger Versammlung anwesend beziehungsweise gültig vertreten sind. Die Versammlung gilt daher als ordnungsgemäss einberufen und ist dazu ermächtigt, mit vollem Rechte über die oben genannte Tagesordnung zu verhandeln und zu entscheiden. Alle anwesenden oder vertretenen Aktionäre wurden vor Beginn der Versammlung über die Tagesordnung in Kenntnis gesetzt.

Nach Beratung fasst die Versammlung einstimmig folgende Beschlüsse:

Erster Beschluss

Die Generalversammlung beschließt die Aktiengesellschaft MASTERPLAN INTERNATIONAL S.A. vorzeitig aufzulösen und ab dem heutigen Tage in Liquidation zu setzen. Sie besteht nur mehr für den Zweck der Liquidation.

Zweiter Beschluss

Die Generalversammlung beschliesst

Herrn Hermann SPERBER, Ingenieur, wohnhaft in D-54295 Trier, Kronprinzenstrasse 17,

zum Liquidator der Gesellschaft zu ernennen.

Befugnisse

Die Generalversammlung überträgt dem Liquidator die ausgedehntesten Befugnisse, besonders diejenigen die erwähnt sind in den Artikeln 144 bis 149 einschliesslich, des Gesetzes vom 10. August 1915 betreffend die Handelsgesellschaften, so wie dieses Gesetz abgeändert wurde, ohne, dass es für die in Artikel 145 und 148, Absatz 2, des vorgenannten Gesetzes vorgesehenen Rechtsakte einer Genehmigung durch die Generalversammlung bedarf. Er wird von der Pflicht entbunden, ein Inventar vorzunehmen und kann auf die Bücher und Buchungen der Gesellschaft zurückgreifen.

Er kann seine Befugnisse für bestimmte Zwecke an Drittpersonen übertragen.

Alle Akte die die Gesellschaft verpflichten, werden vom Liquidator unterzeichnet, sofern keine Weiterübertragung von Vollmachten erteilt wurde; er braucht sich keiner Drittperson gegenüber zu rechtfertigen.

Die Generalversammlung setzt das Gehalt des Liquidators fest.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Dritter Beschluss

Die Generalversammlung gibt den Verwaltungsratsmitgliedern und dem Rechnungsprüfer die volle Entlastung für die Ausübung ihrer Mandate, ohne Einschränkung noch Vorbehalt.

Da hiermit die Tagesordnung erschöpft ist, wird die Versammlung geschlossen um 09.30 Uhr.

Die Kosten und Honorare dieser Urkunde welche auf neunhundert Euro (900.-€) abgeschätzt werden, obliegen zu Lasten der in Liquidation gesetzten Gesellschaft.

WORÜBER URKUNDE, Aufgenommen wurde in Grevenmacher, Datum wie eingangs erwähnt.

Und nach Vorlesung und Erläuterung an die dem Notar nach Namen, gebräuchlichen Vornamen, Stand und Wohnort bekannten Komparenten, haben dieselben mit Uns Notar gegenwärtige Urkunde unterschrieben.

Signé: A. HOFFMANN, I. EILENS, P. STANKO, C. GOEDERT.

Enregistré à Esch/Alzette Actes Civils, le 12 octobre 2015. Relation: EAC/2015/23548. Reçu soixante-quinze euros 75,00 €

Le Receveur ff. (signé): M. HALSDORF.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés et aux fins de publication au Mémorial C, Recueil des Sociétés et Associations.

Dudelange, le 13 octobre 2015. C. GOEDERT.

Référence de publication: 2015172648/73.

(150190923) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2015.

Myra, Fonds Commun de Placement.

Das Verwaltungsreglement, betreffend den Fonds MYRA, welcher von der Universal-Investment- Luxembourg S.A. verwaltet wird, wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Grevenmacher, den 09. Dezember 2015.

Für den MYRA
Universal-Investment-Luxembourg S. A.
Marc-Oliver Scharwath / Eva-Maria Wimmer

Référence de publication: 2015189877/14.

(150212286) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 novembre 2015.

Bridge Investment Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 70.792.

L'an deux mille quinze le onze novembre.

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

S'est réunie:

L'assemblée générale extraordinaire des actionnaires de la société anonyme Bridge Investment Holding S.A., avec siège social à L-1855 Luxembourg, 44, avenue JF Kennedy, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 70.792, constituée suivant acte notarié en date du 30 juin 1999, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 746 du 8 octobre 1999.

Les statuts de la Société ont été modifiés pour la dernière fois suivant acte notarié en date du 23 décembre 2014, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 548 du 27 février 2005.

L'assemblée est ouverte sous la présidence de Madame Sara PUTTEMANS, employée, demeurant professionnellement à L-1855 Luxembourg, 44, avenue JF Kennedy,

qui désigne comme secrétaire Madame Carole SABINOT, employée, demeurant professionnellement à L-1855 Luxembourg, 44, avenue JF Kennedy.

L'assemblée choisit comme scrutateur Monsieur Martin MANTELS, employé, demeurant professionnellement à L-1855 Luxembourg, 44, avenue JF Kennedy.

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. Approbation du projet de fusion du 29 septembre 2015;

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

2. Transmission universelle par la Société de l'ensemble de son patrimoine actif et passif;

3. Décharge aux administrateurs et au commissaire de la Société;

4. Dissolution sans liquidation de la Société;

5. Divers.

II.- Que les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence; cette liste de présence, après avoir été signée par les actionnaires présents, les mandataires des actionnaires représentés ainsi que par les membres du bureau, restera annexée au présent procès-verbal pour être soumise avec lui à la formalité de l'enregistrement.

Resteront pareillement annexées aux présentes, les procurations des actionnaires représentés, après avoir été paraphées ne varietur par les comparants.

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

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

.- Que les dispositions de la loi du 10 août 1915, telle que modifiée (la «Loi»), relatives aux fusions ont été respectées savoir:

1. Publication du projet de fusion établi par les Conseils d'Administration des sociétés qui fusionnent au Mémorial C, Recueil des Sociétés et Associations, numéro 2788 du 9 octobre 2015, soit un mois au moins avant la réunion des assemblées générales appelées à se prononcer sur le projet de fusion.

2. Les actionnaires des sociétés fusionantes ont renoncé à l'examen et à l'établissement des rapports écrits sur le projet de fusion prévus par les articles 265 et 266 de la Loi.

Les lettres de renonciation des actionnaires resteront annexées aux présentes.

3. Dépôt des documents exigés par l'article 267 de la loi sur les sociétés commerciales au siège social des sociétés un mois avant la date de la réunion des assemblées générales en vue de leur inspection par les actionnaires.

Une attestation certifiant le dépôt de ces documents signée par deux administrateurs restera annexée aux présentes.

L'assemblée générale, après avoir délibéré, prend à l'unanimité des voix les résolutions suivantes:

Première résolution:

L'assemblée générale approuve le projet de fusion entre la Société, en tant que société absorbée, et la société anonyme West Investment Holding S.A. avec siège social à L-1855 Luxembourg, 44,avenue JF Kennedy, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 70.813, en tant que société absorbante, tel que ce projet de fusion a été approuvé et publié par le Conseil d'Administration de la Société et par le Conseil d'Administration de la société anonyme West Investment Holding S.A. S.A. conformément à l'article 278 de la Loi.

Deuxième résolution:

L'assemblée générale constate que, sous réserve d'approbation du projet de fusion par l'assemblée générale de la société anonyme West Investment Holding S.A., la fusion a les effets suivants:

a. l'ensemble du patrimoine actif et passif de la Société est transféré à la Société Absorbante avec effet comptable en date du 30 septembre 2015 comme indiqué dans le projet de fusion;

b. les actionnaires de la Société deviennent actionnaires de la Société Absorbante;

c. la Société cesse d'exister.

Troisième résolution:

L'assemblée générale donne décharge aux administrateurs et au commissaire de la Société pour l'exécution de leurs mandats jusqu'à ce jour. Cette décharge aux administrateurs et au commissaire de la Société sera confirmée pour le compte de la société absorbante lors de la prochaine assemblée générale annuelle de la société absorbante.

Quatrième résolution:

L'assemblée générale déclare que les documents sociaux de la Société resteront pendant le délai légal au siège de West Investment Holding S.A..

Constatation:

Le notaire soussigné, conformément à l'article 27l, alinéa 2, de la loi du 10 août 1915, telle que modifiée, sur les sociétés commerciales, a vérifié et atteste par les présentes l'existence et la légalité des actes et formalités incombant à la Société et du projet de fusion.

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.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

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

Signé: S. PUTTEMANS, C. SABINOT, M. MANTELS et J. BADEN.

Enregistré à Luxembourg A.C 1, le 16 novembre 2015. 1LAC / 2015 / 35990. Reçu soixante quinze euros € 75,-

Le Receveur (signé): MOLLING Paul.

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

Luxembourg, le 1 er décembre 2015.

Référence de publication: 2015195889/85.

(150218187) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2015.

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

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 201.846.

STATUTES

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

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

THERE APPEARED:

ARCA SGR S.p.A., a public limited liability company (società per azioni) incorporated and existing under the laws of Italy, registered with the Camera di Commercio, Industria, Artigianato e Agricoltora di Milano under number 07155680155, having its registered office at Via Disciplini 3, I-20123 Milan, Italy,

here represented by Michael Kirsch, lawyer, professionally residing in Luxembourg, by virtue of a proxy, given in Milan, Italy, on 12 October 2015.

The said proxy, initialled ne varietur by the proxyholder of the appearing party and the notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

Such appearing party has requested the officiating notary to enact the deed of incorporation of a public limited company (société anonyme) which it wishes to incorporate with the following articles of association:

A. Name - Purpose - Duration - Registered office

Art. 1. Name and form. There exists a public limited company (société anonyme) qualifying as an investment company with variable share capital (société d'investissement à capital variable) under the name Sidera Funds SICAV (the "Company") which shall be governed by Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended (the "2010 Law"), the law of 10 August 1915 concerning commercial companies, as amended (the "1915 Law") to which the 2010 Law refers, as well as by the present articles of association.

Art. 2. Purpose.

2.1 The purpose of the Company is the investment of the funds available to it in transferable securities of all types and other assets permitted by the 2010 Law, with a view to spreading investment risks and enabling its shareholders to benefit from the results of the management thereof.

2.2 The Company may take any measures and conduct any operations it sees fit for the purpose of achieving or developing its purpose in accordance with the 2010 Law.

Art. 3. Duration.

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

3.2 It may be dissolved at any time with or without cause by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.

Art. 4. Registered office.

4.1 The registered office of the Company is established in the City of Luxembourg, Grand Duchy of Luxembourg.

4.2 Within the same municipality, the registered office may be transferred by means of a 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 these articles of association.

4.3 Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the board of directors.

B. Share Capital - Shares - Net asset value

Art. 5. Share capital.

5.1 The share capital of the Company shall be represented by fully paid up shares of no par value and shall at all times be equal to the total net asset value of the Company. The share capital of the Company shall thus vary ipso iure, without

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

any amendment to these articles of association and without compliance with measures regarding publication and entry into the Trade and Companies Register.

5.2 The minimum share capital of the Company may not be less than the level provided for by the 2010 Law, i.e. one million two hundred and fifty thousand euros (EUR 1,250,000.-). Such minimum capital must be reached within a period of six (6) months after the date on which the Company has been authorised as an undertaking for collective investment under Luxembourg law.

5.3 The Company is incorporated with an initial share capital of thirty-one thousand euros (EUR 31,000.-) represented by three hundred and ten (310) shares of no par value.

Art. 6. Form of shares - Register of shares - Transfer of shares.

6.1 The shares of the Company are in registered form.

6.2 A register of registered shares shall be kept at the registered office of the Company, where it shall be available for inspection by any shareholder. The register shall contain all the information required by the 1915 Law. Ownership of shares is established by registration in said share register. Certificates of such registration shall be issued upon request and at the expense of the relevant shareholder.

6.3 The Company will recognise only one holder per share. In case a share is owned by several persons, they shall appoint a single representative who shall represent them towards the Company. The Company has the right to suspend the exercise of all rights attached to that share until such representative has been appointed.

6.4 The shares are, as a rule, freely transferable in accordance with the provisions of the law subject however to Article 12 au-dessous and to any additional restriction disclosed in the prospectus of the Company (the “Prospectus”).

6.5 Any transfer of registered shares shall become effective towards the Company and third parties (i) through the recording of a declaration of transfer into the register of shares, signed and dated by the transferor and transferee or their representatives, and (ii) upon notification of the transfer to, or upon the acceptance of the transfer by the Company.

Art. 7. Classes of shares.

7.1 The board of directors may decide to issue one or more classes of shares for each Sub-Fund.

7.2 Each class of shares may differ from the other classes with respect to its cost structure, the initial investment required, the currency in which the net asset value is expressed or any other feature as may be determined by the board of directors from time to time. The board of directors may further, at its discretion, decide to change any of these characteristics as well as the name of any class of shares. In such a case, the Prospectus shall be updated accordingly.

7.3 The board of directors may create each class of shares for an unlimited or limited duration; in the latter case, upon expiry of the term, the board of directors may extend the duration of the relevant class of shares once or several times. At the expiry of the duration of the class of shares, the Company shall redeem all the shares in the class of shares, in accordance with Article 10 au-dessous.

7.4 At each extension of the duration of a class of shares, the shareholders shall be duly notified in writing, by a notice sent to them. The Prospectus shall indicate the duration of each class and if appropriate, its extension.

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

7.6 The Company may, in the future, offer new classes of shares without the approval of the shareholders. Such new classes of shares may be issued on terms and conditions that differ from the existing classes of shares.

Art. 8. Sub-Funds.

8.1 The board of directors may, at any time, create different sub-funds within the meaning of article 181 of the 2010 Law corresponding to a distinct part of the assets and liabilities of the Company (hereinafter referred to as a “Sub-Fund”). In such event, it shall assign a particular name to them.

8.2 As between shareholders, each portfolio of assets corresponding to a specific Sub-Fund shall be invested for the exclusive benefit of such Sub-Fund(s). The Company constitutes one single legal entity. However, with regard to third parties, in particular towards the Company’s creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

8.3 Each Sub-Fund may be created for an unlimited or limited period of time; in the latter case, Article 7.3 au-dessus and Article 7.4 au-dessus shall apply mutatis mutandis.

8.4 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 (EUR), be converted into euro (EUR) and the capital shall be the total of the net assets of all Sub-Funds including all classes of shares.

Art. 9. Issue of shares.

9.1 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.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

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

9.3 The board of directors may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant class of shares on a pro rata basis. If the sum of the fractional shares so held by the same shareholder in the same class of shares represents one or more entire share(s), such shareholder benefits from the corresponding voting right.

9.4 The subscription price per share shall be equal to the net asset value per share of the relevant class of shares as determined in accordance with Article 13 au-dessous. The Company may also levy any applicable charges, expenses and commissions upon subscription, as provided for in the Prospectus. The subscription price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine.

9.5 The subscription price per share so determined shall be payable within a maximum period of time as provided in the Prospectus and which shall not exceed ten (10) business days as defined in the Prospectus after the relevant valuation day as defined under Article 13 au-dessous.

9.6 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 shares to be issued and to deliver them.

9.7 The board of directors may reject subscription requests in whole or in part at its full discretion.

9.8 The issue of shares may be suspended under the terms of Article 14 au-dessous or at the board of director's discretion in the best interests of the Company notably under other exceptional circumstances.

9.9 The Company may, if a prospective shareholder requests and the board of directors so agrees, satisfy any application for subscription of shares which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the board of directors and must correspond to the investment policy and restrictions of the Company or the Sub-Fund being invested in. A report relating to the contributed assets must be delivered to the Company by an approved statutory auditor (réviseur d'entreprises agréé) save as otherwise provided for under applicable laws. All costs associated with such contribution in kind shall be borne by the shareholder making the contribution, or by such other third party as agreed by the Company or in any other way which the board of directors considers fair to all shareholders of the Sub-Fund.

Art. 10. Redemption of shares.

10.1 Any shareholder may request the redemption of all or part of his shares by the Company, under the terms, conditions and procedures set forth by the board of directors in the Prospectus.

10.2 The redemption price per share shall be equal to the net asset value per share of the relevant class of shares on the relevant valuation day, as determined in accordance with Article 13 au-dessous. The Company may also levy any applicable charges, expenses and commissions upon redemption, as provided for in the Prospectus. The redemption price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine.

10.3 The redemption price per share so determined shall be payable within a period of time as provided in the Prospectus which shall in principle not exceed ten (10) business days as defined in the Prospectus after the relevant valuation day as defined under Article 13 au-dessous.

10.4 The board of directors may delegate to any director, manager, officer, or other duly authorised agent the power to accept requests for redemption and effect the payment of redemption proceeds.

10.5 When there is insufficient liquidity or in other exceptional circumstances, the board of directors reserves the right to postpone the payment of redemption proceeds.

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

10.7 Furthermore, if, with respect to any given valuation day, redemption requests exceed a certain percentage of the net asset value of the Sub-Fund or class of shares as determined by the board of directors, the board of directors may decide that part or all of such requests for redemption will be deferred for a period and in a manner that the board of directors considers to be in the best interests of the Company and its shareholders as further described in the Prospectus. Following that period, with respect to the next relevant valuation day, these redemption requests will be met in priority to later requests, if necessary on a prorata basis among involved shareholders.

10.8 If with respect to any given valuation day, redemption requests amount to the total number of shares in issue in any class(es) of shares or Sub-Funds or if the remaining number of shares in issue in that Sub-Fund or class of shares after such redemptions would represent a total net asset value below the minimum level of assets under management required for such Sub-Fund or class of shares to be operated in an efficient manner, the board of directors may decide to terminate and liquidate the Sub-Fund or class of shares in accordance with Article 39 audessous. For the purpose of determining the redemption price, the calculation of the net asset value per share of the relevant Sub-Funds or class(es) of shares shall take into consideration all liabilities that will be incurred in terminating and liquidating said class(es) of shares or Sub-Funds.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

10.9 The redemption of shares may be suspended under the terms of Article 14 au-dessous or in other exceptional cases where the circumstances and the best interests of the shareholders so require.

10.10 In addition, the shares may be redeemed compulsorily whenever this is required in the best interests of the Company and notably in the circumstances provided for in the Prospectus and under Article 12 au-dessous and Article 39 au-dessous.

10.11 The Company shall have the right, if the board of directors so determines, to satisfy in kind the payment of the redemption price to any shareholder who agrees by allocating to the shareholder investments from the portfolio of assets of the Company or the relevant Sub-Fund(s) equal to the value of the shares to be redeemed. The 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 Company or the relevant Sub-Fund(s) and the valuation used shall be confirmed by a special report of an approved statutory auditor. All costs associated with a redemption in kind shall be borne, by the shareholder requesting the redemption or by such other party as agreed by the Company or in any other way which the board of directors considers fair to all shareholders of the Sub-Fund.

10.12 All redeemed shares may be cancelled.

Art. 11. Conversion of shares.

11.1 Unless otherwise determined by the board of directors for certain classes of shares or Sub-Funds, any shareholder may request the conversion of all or part of his shares of one class into shares of the same or another class, within the same or another Sub-Fund under the terms, conditions and procedures set forth by the board of directors in the Prospectus. The conversion request may not be accepted until any previous transaction involving the shares to be converted has been fully settled.

11.2 The price for the conversion of shares shall be computed by reference to the respective net asset value of the two classes of shares, calculated at the respective valuation day as defined under Article 13 au-dessous. The Company may also levy any applicable charges, expenses and commissions upon conversion, as provided for in the Prospectus.

11.3 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 class of shares would fall below such number or such value as determined by the board of directors, the board of directors may then 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 of shares.

Art. 12. Restrictions and prohibitions on the ownership of shares.

12.1 The board of directors may restrict or prevent the legal or beneficial ownership of shares or prohibit certain practices as disclosed in the Prospectus such as late trading and market timing by any person (individual, corporation, partnership or other entity), if in the opinion of the board of directors such ownership or practices may (i) result in a breach of any provisions of these articles of association, the Prospectus or law or regulations of any jurisdiction, or (ii) require the Company, its management company or its investment manager to be registered under any laws or regulations whether as an investment fund or otherwise, or cause the Company to be required to comply with any registration requirements in respect of any of its shares, whether in the United States of America or any other jurisdiction; or (iii) may cause the Company, its management company, its investment managers or shareholders any legal, regulatory, taxation, administrative or financial disadvantages which they would not have otherwise incurred (such person being herein referred to as "Prohibited Person").

For such purposes the board of directors may:

a) decline to issue any shares and to accept any transfer of shares, where it appears that such issue or transfer would or might result in legal or beneficial ownership of such shares by a Prohibited Person;

b) require at any time any person entered in the register of shares, or any person seeking to register a transfer of shares therein, to furnish the Company with any information, supported by affidavit, which the Company may consider necessary for the purpose of determining whether such registry results in beneficial ownership of such shares by a Prohibited Person;

c) compulsorily redeem or cause to be redeemed all shares held by a Prohibited Person. To that end, the Company will notify the Prohibited Person of the reasons which justify the compulsory redemption of shares, the number of shares to be redeemed and the indicative valuation day on which the compulsory redemption will occur. The redemption price shall be determined in accordance with Article 10.2 au-dessus; and

d) grant a grace period to the shareholder for remedying the situation causing the compulsory redemption as described in the Prospectus and/or propose to convert the shares held by any shareholder who fails to satisfy the investor’s eligibility requirements for such class of shares into shares of another class available for such shareholder to the extent that the investor’s eligibility requirements would then be satisfied.

12.2 The Company reserves the right to require the Prohibited Person to indemnify the Company against any losses, costs or expenses arising as a result of any compulsory redemption of shares due to the shares being held by, or for the benefit of, such Prohibited Person. The Company may pay such losses, costs or expenses out of the proceeds of any compulsory redemption and/or redeem all or part of the Prohibited Person’s shares in order to pay for such losses, costs or expenses.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Art. 13. Net asset value.

13.1 The net asset value of the shares in every Sub-Fund or class of shares shall be determined at least twice a month and expressed in the currency(ies) decided upon by the board of directors. The board of directors shall determine and disclose in the Prospectus the days by reference to which the assets of the Company or Sub-Funds shall be valued (each a "valuation day"). For each Sub-Fund and for each class of shares, the net asset value per share shall be calculated in the relevant reference currency with respect to each valuation day by dividing the net assets attributable to such Sub-Fund or class of shares (which shall be equal to the assets minus the liabilities attributable to such Sub-Fund or class of shares) by the number of shares issued and in circulation in such Sub-Fund or class of shares. The net asset value per share may be rounded up or down to the nearest ten thousandth of the relevant currency as the board of directors shall determine.

13.2 The Company's net asset value shall be equal at all times to the total net asset value of all its Sub-Funds.

13.3 Subject to the rules on the allocation to Sub-Funds and classes of shares of Article 13.6 au-dessous, the assets of the Company shall include:

1) all cash on hand or on deposit, including any outstanding accrued interest;

2) all bills and any types of notes or accounts receivable, including outstanding proceeds of any disposal of financial instruments;

3) all securities and financial instruments, including shares, bonds, notes, certificates of deposit, debenture stocks, options or subscription rights, warrants, money market instruments and all other investments belonging to the Company;

4) all dividends and distributions payable to the Company either in cash or in the form of stocks and shares (which will normally be recorded in the Company's books as of the ex-dividend date, provided that the Company may adjust the value of the security accordingly);

5) all outstanding accrued interest on any interest-bearing instruments belonging to the Company, unless this interest is included in the principal amount of such instruments;

6) the formation expenses of the Company or a Sub-Fund, to the extent that such expenses have not already been written off; and

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

13.4 Subject to the rules on the allocation to Sub-Funds and classes of shares of Article 13.6 au-dessous, the liabilities of the Company shall include:

1) all loans, bills or accounts payable, accrued interest on loans (including accrued fees for commitment for such loans);

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

3) a provision for any tax accrued to the valuation day and any other provisions authorised or approved by the Company; and

4) all other liabilities of the Company of any kind recorded in accordance with applicable accounting rules, except liabilities represented by shares in the Company. In determining the amount of such liabilities, the Company shall take into account all expenses, fees, costs and charges payable by the Company including, but not limited to: management fees, investment management fees (including performance fees), fees of the depositary, fees of the administrator and other agents of the Company, directors' fees and expenses, operating and administrative expenses, transaction costs, formation expenses and extraordinary expenses, each as may be further detailed in the Prospectus.

13.5 The value of the assets of the Company shall be determined as follows:

1) The value of any cash on hand or on deposit, bills or notes payable, accounts receivable, prepaid expenses, cash dividends and interest accrued but not yet received shall be equal to the entire nominal or face amount thereof, unless the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the board of directors may consider appropriate in such case to reflect the true value thereof.

2) Transferable securities and money market instruments which are quoted, listed or traded on an exchange or regulated market will be valued, unless otherwise provided under paragraphs 3) and 6) below, at the last available market price or quotation, prior to the time of valuation, on the exchange or regulated market where the securities or instruments are primarily quoted, listed or traded. Where securities or instruments are quoted, listed or traded on more than one exchange or regulated market, the board of directors will determine on which exchange or regulated market the securities or instruments are primarily quoted, listed or traded and the market prices or quotations on such exchange or regulated market will be used for the purpose of their valuation. Transferable securities and money market instruments for which market prices or quotations are not available or representative, or which are not quoted, listed or traded on an exchange or regulated market, will be valued at their probable realisation value estimated with care and in good faith by the board of directors using any valuation method approved by the board of directors.

3) Notwithstanding paragraph 2) above, where permitted under applicable laws and regulations, money market instruments may be valued using an amortisation method whereby instruments are valued at their acquisition cost as adjusted for amortisation of premium or accrual of discount on a constant basis until maturity, regardless of the impact of fluctuating interest rates on the market value of the instruments. The amortisation method will only be used if it is not expected to

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

result in a material discrepancy between the market value of the instruments and their value calculated according to the amortisation method.

4) Financial derivative instruments which are quoted, listed or traded on an exchange or regulated market will be valued at the last available closing or settlement price or quotation, prior to the time of valuation, on the exchange or regulated market where the instruments are primarily quoted, listed or traded. Where instruments are quoted, listed or traded on more than one exchange or regulated market, the board of directors will determine on which exchange or regulated market the instruments are primarily quoted, listed or traded and the closing or settlement prices or quotations on such exchange or regulated market will be used for the purpose of their valuation. Financial derivative instruments for which closing or settlement prices or quotations are not available or representative will be valued at their probable realisation value estimated with care and in good faith by the board of directors using any valuation method approved by the board of directors.

5) Financial derivative instruments which are traded 'over-the-counter' (OTC) will be valued daily at their fair market value, on the basis of valuations provided by the counterparty which will be approved or verified on a regular basis independently from the counterparty. Alternatively, OTC financial derivative instruments may be valued on the basis of independent pricing services or valuation models approved by the board of directors which follow international best practice and valuation principles. Any such valuation will be reconciled to the counterparty valuation on a regular basis independently from the counterparty, and significant differences will be promptly investigated and explained.

6) Notwithstanding paragraph 2) above, shares or units in target investment funds (including, UCITS and UCI) will be valued at their latest available official net asset value, as reported or provided by or on behalf of the investment fund or at their latest available unofficial or estimated net asset value if more recent than the latest available official net asset value, provided that the board of directors is satisfied of the reliability of such unofficial net asset value. The net asset value calculated on the basis of unofficial net asset value of the target investment fund may differ from the net asset value which would have been calculated, on the same valuation day, on the basis of the official net asset value of the target investment fund. Alternatively, shares or units in target investment funds which are quoted, listed or traded on an exchange or regulated market may be valued in accordance with the provisions of paragraph 2) above.

7) The value of any other asset not specifically referenced above will be the probable realisation value estimated with care and in good faith by the board of directors using any valuation method approved by the board of directors.

13.6 Assets and liabilities of the Company will be allocated to each Sub-Fund and class of shares, as set out below and in the Prospectus:

1) The proceeds from the issue of shares of a Sub-Fund or class of shares, all assets in which such proceeds are invested or reinvested and all income, earnings, profits or assets attributable to or deriving from such investments, as well as all increase or decrease in the value thereof, will be allocated to that Sub-Fund or class of shares and recorded in its books. The assets allocated to each class of shares of the same Sub-Fund will be invested together in accordance with the investment objective, policy and strategy of that Sub-Fund, subject to the specific features and terms of issue of each class of shares of that Sub-Fund, as specified in the Prospectus.

2) All liabilities of the Company attributable to the assets allocated to a Sub-Fund or class of shares or incurred in connection with the creation, operation or liquidation of a Sub-Fund or class of shares will be charged to that Sub-Fund or class of shares and, together with any increase or decrease in the value thereof, will be allocated to that Sub-Fund or class of shares and recorded in its books. In particular and without limitation, the costs and any benefit of a specific feature of a class of shares will be allocated solely to the class of shares to which the specific feature relates.

3) Any assets or liabilities not attributable to a particular Sub-Fund or class of shares may be allocated by the board of directors in good faith and in a manner which is fair to shareholders generally and will normally be allocated to all Sub-Funds or classes of shares pro rata to their net asset value. Subject to the above, the board of directors may at any time vary the allocation of assets and liabilities previously allocated to a Sub-Fund or class of shares.

13.7 In calculating the net asset value of each Sub-Fund or class of shares the following principles will apply:

1) Each share agreed to be issued by the Company on each valuation day will be deemed to be in issue and existing immediately after the time of valuation on the valuation day as further described in the Prospectus. From such time and until the subscription price is received by the Company, the assets of the SubFund or class of shares concerned will be deemed to include a claim of that Sub-Fund or class of shares for the amount of any cash or other property to be received in respect of the issue of such shares. The net asset value of the Sub-Fund or class of shares will be increased by such amount immediately after the time of valuation on the valuation day.

2) Each share agreed to be redeemed by the Company on each valuation day will be deemed to be in issue and existing until and including the time of valuation on the valuation day as further described in the Prospectus. Immediately after the time of valuation and until the redemption price is paid by the Company, the liabilities of the Sub-Fund or class of shares concerned will be deemed to include a debt of that Sub-Fund or class of shares for the amount of any cash or other property to be paid in respect of the redemption of such shares. The net asset value of the Sub-Fund or class of shares will be decreased by such amount immediately after the time of valuation on the valuation day.

3) Following a declaration of dividends for distribution shares on a valuation day determined by the Company to be the distribution accounting date, the net asset value of the Sub-Fund or class of shares will be decreased by such amount as of the time of valuation on that valuation day.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

4) Where assets have been agreed to be purchased or sold but such purchase or sale has not been completed at the time of valuation on a given valuation day, such assets will be included in or excluded from the assets of the Company, and the gross purchase price payable or net sale price receivable will be excluded from or included in the assets of the Company, as if such purchase or sale had been duly completed at the time of valuation on that valuation day, unless the Company has reason to believe that such purchase or sale will not be completed in accordance with its terms. If the exact value or nature of such assets or price is not known at the time of valuation on the valuation day, its value will be estimated by the Company in accordance with the valuation principles described in Article 13.5 au-dessus.

5) The value of any asset or liability denominated or expressed in a currency other than the reference currency of the Company or a particular Sub-Fund or class of shares will be converted, as applicable, into the relevant reference currency at the prevailing foreign exchange rate at the time of valuation on the valuation day concerned which the board of directors considers appropriate.

13.8 The board of directors may apply other valuation principles or alternative methods of valuation that it considers appropriate in order to determine the probable realisation value of any asset if applying the above rules appears inappropriate or impracticable. The board of directors may adjust the value of any asset if the board of directors determines that such adjustment is required to reflect the fair value thereof. The net asset value may also be adjusted to reflect certain dealing charges if need be as more fully described in the Prospectus.

13.9 Adequate provisions shall be made for unpaid administrative and other expenses of a regular or recurring nature based on an estimated amount accrued for the applicable period. Any off-balance sheet liabilities shall duly be taken into account in accordance with fair and prudent criteria.

13.10 In the absence of fraud, bad faith, gross negligence or manifest error, any decision to determine the net asset value taken by the board of directors or by any agent appointed by the board of directors for such purpose, shall be final and binding on the Company and all shareholders.

Art. 14. Suspension of calculation and publication of the net asset value per share, and/or the issue, redemption and conversion of shares.

14.1 The board of directors may temporarily suspend the calculation and publication of the net asset value per share of any class of shares in any Sub-Fund and/or where applicable, the issue, redemption and conversion of shares of any class of shares in any Sub-Fund in the following cases:

1) when any exchange or regulated market that supplies the price of the assets of the Company or a Sub-Fund is closed, or in the event that transactions on such exchange or market are suspended, subject to restrictions, or impossible to execute in volumes allowing the determination of fair prices;

2) when the information or calculation sources normally used to determine the value of the assets of the Company or a Sub-Fund are unavailable;

3) during any period when any breakdown or malfunction occurs in the means of communication network or IT media normally employed in determining the price or value of the assets of the Company or a Sub-Fund, or which is required to calculate the net asset value per share;

4) when exchange, capital transfer or other restrictions prevent the execution of transactions of the Company or a Sub-Fund or prevent the execution of transactions at normal rates of exchange and conditions for such transactions;

5) when exchange, capital transfer or other restrictions prevent the repatriation of assets of the Company or a Sub-Fund for the purpose of making payments on the redemption of shares or prevent the execution of such repatriation at normal rates of exchange and conditions for such repatriation;

6) when the legal, political, economic, military or monetary environment, or an event of force majeure, prevents the Company from being able to manage the assets of the Company or a Sub-Fund in a normal manner and/or prevent the determination of their value in a reasonable manner;

7) when there is a suspension of the net asset value calculation or of the issue, redemption or conversion rights by the investment fund(s) in which the Company or a Sub-Fund is invested;

8) following the suspension of the net asset value calculation and/or the issue, redemption and conversion at the level of a master fund in which the Company or a Sub-Fund invests as a feeder fund;

9) when, for any other reason, the prices or values of the assets of the Company or a Sub-Fund cannot be promptly or accurately ascertained or when it is otherwise impossible to dispose of the assets of the Company or a Sub-Fund in the usual way and/or without materially prejudicing the interests of shareholders;

10) in the event of a notice to shareholders convening an extraordinary general meeting of shareholders for the purpose of dissolving and liquidating the Company or informing them about the termination and liquidation of a Sub-Fund or class of shares, and more generally, during the process of liquidation of the Company, a Sub-Fund or class of shares;

11) during the process of establishing exchange ratios in the context of a merger, a contribution of assets, an asset or share split or any other restructuring transaction;

12) during any period when the dealing of the shares of the Company or Sub-Fund or class of shares on any relevant stock exchange where such shares are listed is suspended or restricted or closed; and

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

13) in exceptional circumstances, whenever the board of directors considers it necessary in order to avoid irreversible negative effects on the Company ,a Sub-Fund or class of shares, in compliance with the principle of fair treatment of shareholders in their best interests.

14.2 In the event of exceptional circumstances which could adversely affect the interests of the shareholders or where significant requests for subscription, redemption or conversion of shares are received for a Sub-Fund or class of shares, the board of directors reserves the right to determine the net asset value per share for that Sub-Fund or class of shares only after the Company has completed the necessary investments or disinvestments in securities or other assets for the Sub-Fund or class of shares concerned.

14.3 The suspension of the calculation of the net asset value and/or, where applicable, of the issue, redemption and/or conversion of shares, shall be published and/or communicated to shareholders as required by applicable laws and regulations.

14.4 The suspension of the calculation of the net asset value and/or, where applicable, of the issue, redemption and/or conversion of shares in any Sub-Fund or class of shares shall have no effect on the calculation of the net asset value and/or, where applicable, of the issue, redemption and/or conversion of shares in any other Sub-Fund or class of shares.

14.5 Suspended subscription, redemption and conversion applications will be treated as deemed applications for subscriptions, redemptions or conversions in respect of the first valuation day following the end of the suspension period unless the shareholders have withdrawn their applications for subscription, redemption or conversion by written notification received by or on behalf of the Company before the end of the suspension period.

C. General meetings of shareholders

Art. 15. Powers of the general meeting of shareholders. The shareholders exercise their collective rights in the general meeting of shareholders. Any regularly constituted general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. The general meeting of shareholders is vested with the powers expressly reserved to it by the 1915 Law and by these articles of association.

Art. 16. Convening of general meetings of shareholders.

16.1 The general meeting of shareholders of the Company may at any time be convened by the board of directors.

16.2 It must be convened by the board of directors upon written request of shareholders representing at least ten percent (10%) of the Company's share capital. In such case, the general meeting of shareholders shall be held within a period of one (1) month from the receipt of such request.

16.3 The convening notice for every general meeting of shareholders shall contain at least the date, time, place, and agenda of the meeting and shall be made through announcements published twice, with a minimum interval of eight (8) days, and eight (8) days before the meeting, in the Mémorial C, Recueil des Sociétés et Associations and in a Luxembourg newspaper. Notices by mail shall be sent eight (8) days before the meeting to the registered shareholders, but no proof that this formality has been complied with need be given. Where all the shares are in registered form, the convening notices may be made by registered letter only and shall be dispatched to each shareholder by registered mail at least eight (8) days before the date scheduled for the meeting.

16.4 If all of the shareholders are present or represented at a general meeting of shareholders and have waived any convening requirements, the meeting may be held without prior notice or publication.

Art. 17. Conduct of general meetings of shareholders.

17.1 The annual general meeting of shareholders shall be held each year in Luxembourg at the registered office of the Company or at such other place in Luxembourg as may be specified in the convening notice of such meeting, on the second Wednesday of May at 5.00 pm. If such day is not a business day or is a legal or banking holiday, the annual general meeting shall be held on the next business day. Other meetings of shareholders may be held at such place and time as may be specified in the respective convening notices.

17.2 A board of the meeting shall be formed at every general meeting of shareholders, composed of a chairman, a secretary, and a scrutineer, who need neither be shareholders nor members of the board of directors. If all the shareholders present or represented at the general meeting decide that they can control the regularity of the votes, the shareholders may unanimously decide to only appoint (i) a chairman and a secretary or (ii) a single person who will assume the role of the board and in such case there is no need to appoint a scrutineer. Any reference made herein to the "board of the meeting" shall in such case be construed as a reference to the "chairman and secretary" or, as the case may be to the "single person who assumes the role of the board", depending on the context and as applicable. The board of the meeting shall especially ensure that the meeting is held in accordance with applicable rules and, in particular, in compliance with the rules in relation to convening, majority requirements, vote tallying and representation of shareholders.

17.3 An attendance list must be kept at all general meetings of shareholders.

17.4 Shareholders taking part in a meeting by conference call, through video conference or by any other means of communication which allow (i) them to be identified, (ii) all persons taking part in the meeting to hear one another on a continuous basis, and (iii) an effective participation of all such persons in the meeting, are deemed to be present for the computation of the quorums and votes, subject to such means of communication being made available at the place of the meeting.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

17.5 A shareholder may act at any general meeting of shareholders by appointing another person as his proxy in writing or by facsimile, electronic mail or any other similar means of communication. One person may represent several or even all shareholders.

17.6 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 by the Company which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposals submitted for decision to 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. Voting forms which, for a proposed resolution, fail to show (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 to which they relate.

17.7 The board of directors may determine further conditions that must be fulfiled by shareholders for them to take part in any general meeting of shareholders.

Art. 18. Quorum and vote.

18.1 Each shareholder is entitled to as many votes as he holds shares subject to the rule on fractional shares in 9.3 au-dessus.

18.2 Except as otherwise required by the 1915 Law or these articles of association, resolutions at a general meeting of shareholders duly convened shall not require any presence quorum and shall be adopted at a simple majority of the votes validly cast regardless of the portion of capital represented. Abstentions and nil votes shall not be taken into account.

Art. 19. Amendments of the articles of association. Except as otherwise provided herein, these articles of association may be amended by a majority of at least two-thirds (2/3) of the votes validly cast at a general meeting at which a quorum of more than half (1/2) of the Company's share capital is present or represented. If no quorum is reached in a meeting, a second meeting may be convened in accordance with the 1915 Law and these articles of association which may deliberate regardless of the quorum and at which resolutions are taken at a majority of at least two-thirds (2/3) of the votes validly cast. Abstentions and nil votes shall not be taken into account.

Art. 20. Adjournment of general meetings of shareholders. Subject to the provisions of the 1915 Law, the board of directors may, during any general meeting of shareholders, adjourn such general meeting of shareholders for four (4) weeks. The board of directors shall do so at the request of shareholders representing at least twenty percent (20%) of the share capital of the Company. In the event of an adjournment, any resolution already adopted by the general meeting of share-holders shall be cancelled.

Art. 21. Minutes of general meetings of shareholders.

21.1 The board of any general meeting of shareholders shall draw up minutes of the meeting which shall be signed by the members of the board of the meeting as well as by any shareholder upon its request.

21.2 Any copy and excerpt of such original minutes to be produced in judicial proceedings or to be delivered to any third party, shall be certified as a true copy of the original by the notary having had custody of the original deed, in case the meeting has been recorded in a notarial deed, or shall be signed by the chairman of the board of directors or by any two (2) of its members.

Art. 22. General meetings of a Sub-Fund or class of shares.

22.1 The shareholders of any Sub-Fund or class of shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund or class of shares.

22.2 The provisions of this Chapter C shall apply, mutatis mutandis, to such general meetings.

D. Management

Art. 23. Composition and powers of the board of directors.

23.1 The Company shall be managed by a board of directors composed of at least three (3) members.

23.2 The board of directors is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by the 1915 Law or by these articles of association to the general meeting of shareholders.

Art. 24. Daily management and delegation of power.

24.1 The daily management of the Company as well as the representation of the Company in connection with such daily management may, be delegated to one or more directors, officers or other agents, being shareholders or not, acting individually or jointly. Their appointment, removal and powers shall be determined by a resolution of the board of directors.

24.2 The Company may also grant special powers by notarised proxy or private instrument.

Art. 25. Election, removal and term of office of directors.

25.1 The directors shall be elected by the general meeting of shareholders. The general meeting of shareholders shall determine their remuneration and term of office.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

25.2 The term of office of a director may not exceed six (6) years. Directors may however be re-elected for successive terms.

25.3 Each director is elected by the general meeting of shareholders by a simple majority of the votes validly cast.

25.4 Any director may be removed from office at any time with or without cause by the general meeting of shareholders by a simple majority of the votes validly cast.

25.5 If a legal entity is appointed as director of the Company, such legal entity must designate a physical person as permanent representative who shall perform this role in the name and on behalf of the legal entity. The relevant legal entity may only remove its permanent representative if it appoints a successor at the same time. An individual may only be a permanent representative of one (1) director of the Company and may not be a director of the Company at the same time.

Art. 26. Vacancy in the office of a director. In the event of vacancy in the office of a director because of death, legal incapacity, bankruptcy, resignation or otherwise, this vacancy may be filled on a temporary basis and for a period of time not exceeding the initial mandate of the replaced director by the remaining directors until the next meeting of shareholders which shall resolve on his permanent appointment in compliance with the applicable legal provisions.

Art. 27. Convening meetings of the board of directors.

27.1 The board of directors shall meet upon call by the chairman, or by any director. Meetings of the board of directors shall be held at the registered office of the Company unless otherwise indicated in the notice of meeting.

27.2 Written notice of any meeting of the board of directors must be given to directors twenty-four (24) hours at least in advance of the time scheduled for the meeting, except in case of emergency, in which case the nature and the reasons of such emergency must be mentioned in the notice. Such notice may be omitted in case of assent of each director in writing, by facsimile, electronic mail or any other similar means of communication, a copy of such signed document being sufficient proof thereof. No prior notice shall be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of directors which has been communicated to all directors.

27.3 No prior notice shall be required in case all the members of the board of directors are present or represented at a board meeting and waive any convening requirements or in the case of resolutions in writing approved and signed by all members of the board of directors.

Art. 28. Conduct of meetings of the board of directors.

28.1 The board of directors shall elect among its members a chairman. It may also choose a secretary who does not need to be a director and who shall be responsible for keeping the minutes of the meetings of the board of directors.

28.2 The chairman shall chair all meetings of the board of directors, but in his absence, the board of directors may appoint another director as chairman pro tempore by vote of the majority of directors present at such meeting.

28.3 Any director may act at any meeting of the board of directors by appointing another director as his proxy in writing, or by facsimile, electronic mail or any other similar means of communication, a copy of the appointment being sufficient proof thereof. A director may represent one or more, but not all of the other directors.

28.4 Meetings of the board of directors may also be held by conference call or video conference or by any other means of communication allowing all persons participating at such meeting to hear one another on a continuous basis and allowing an effective participation in the meeting. The participation in a meeting by these means is equivalent to participation in person at such meeting and the meeting is deemed to be held at the registered office of the Company.

28.5 The board of directors can deliberate or act validly only if at least a majority of the directors are present or represented at a meeting of the board of directors.

28.6 Decisions shall be taken by a majority vote of the directors present or represented at such meeting. The chairman shall [not] have a casting vote.

28.7 The board of directors may, unanimously, pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each director may express his consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature.

Art. 29. Minutes of meetings of the board of directors. The minutes of any meeting of the board of directors shall be signed by the chairman or, in his absence, by the chairman pro tempore, or by any two (2) directors present. Copies or excerpts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman or by any two (2) directors.

Art. 30. Conflict of interest.

30.1 Save as otherwise provided by the 1915 Law, any director who has, directly or indirectly, an interest in a transaction submitted to the approval of the board of directors which conflicts with the Company's interest, must inform the board of directors of such conflict of interest and must have his declaration recorded in the minutes of the board of directors meeting. The relevant director may not take part in the discussions on and may not vote on the relevant transaction. Any such conflict of interest must be reported to the next general meeting of shareholders prior to such meeting taking any resolution on any other item.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

30.2 The conflict of interest rules shall not apply where the decision of the board of directors relates to current operations entered into under normal conditions.

Art. 31. Dealing with third parties.

31.1 The Company shall be bound towards third parties in all circumstances by the joint signature of any two (2) directors, or by the joint signature or the sole signature of any person(s) to whom such power may have been delegated by the board of directors within the limits of such delegation.

31.2 Within the limits of the daily management, the Company shall be bound towards third parties by the signature of any person(s) to whom such power may have been delegated, acting individually or jointly, within the limits of such delegation.

Art. 32. Indemnification.

32.1 Each director, officer and employee of the Company (the "Indemnified Persons") shall be indemnified to the fullest extent permitted by law against any liability, and against all expenses reasonably incurred or paid by him in connection with any claim, action, suit or proceeding in which he becomes involved as a party or otherwise by virtue of his being or having been such a director, officer or employee of the Company. The words "claim", "action", "suit" or "proceeding" shall apply to all claims, actions, suits or proceedings (civil, criminal or otherwise including appeals) actual or threatened and the words "liability" and "expenses" shall include without limitation attorneys' fees, costs, judgments, amounts paid in settlement and other liabilities.

32.2 No indemnification shall be provided to any director or officer (i) against any liability to the Company or its shareholders by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office (ii) with respect to any matter as to which he shall have been finally adjudicated to have acted in bad faith and not in the interests of the Company or (iii) in the event of a settlement, unless the settlement has been approved by a court of competent jurisdiction.

32.3 The right of indemnification herein provided shall be severable, shall not affect any other rights to which any director or officer may now or hereafter be entitled, shall continue as to a person who has ceased to be such director or officer.

32.4 Expenses in connection with the preparation and representation of a defense of any claim, action, suit or proceeding of the character described in this article shall be advanced by the Company prior to final disposition thereof upon receipt of any undertaking by or on behalf of the officer or director, to repay such amount if it is ultimately determined that he is not entitled to indemnification under this article.

32.5 The Company shall not indemnify the Indemnified Persons in the event of claim resulting from legal proceedings among the Indemnified Persons.

Art. 33. Investment policy and restrictions.

33.1 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.

33.2 In compliance with the requirements set forth by the 2010 Law and detailed in the Prospectus, each Sub-Fund may invest in:

(i) transferable securities or money market instruments;

(ii) shares or units of other UCITS and UCIs within the limits set forth in the Prospectus, including, where it is intended that a Sub-Fund acts as a feeder fund, shares or units of a master fund qualified as a UCITS;

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

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

(v) financial derivative instruments;

(vi) other assets to the extent permitted by the 2010 Law.

33.3 The Company may in particular purchase the above mentioned assets on any regulated market in Europe, America, Africa, Asia and Oceania.

33.4 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 as referred to Article 33.3 au-dessus and that such admission be secured within one year of issue.

33.5 No Sub-Fund will invest more than 10% in aggregate of its net asset value in shares or units of other UCITS and UCIs unless otherwise explicitly stated in the Prospectus in respect to any specific Sub-Fund(s). In particular, the Prospectus may allow the investment in units of a master fund qualifying as a UCITS provided that the relevant Sub-Fund invests at least 85% of its net asset value in shares or units of such master fund and that such master fund shall neither itself be a feeder fund nor hold units or shares of a feeder fund.

33.6 In accordance with the principle of risk-spreading the Company is authorised to invest up to 100% of the assets attributable to each Sub-Fund in different transferable securities and money market instruments issued or guaranteed by a

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Member State of the EU, by one or more of its local authorities, by a member state of the OECD or the Group of twenty (G20), the Republic of Singapore, by the Hong Kong Special Administrative Region of the People's Republic of China or by any non-Member State of the EU as accepted by the CSSF and disclosed in the Prospectus or by a public international body of which one or more Member States of the EU are members provided that if the Company uses the possibility described above, it shall hold on behalf of each relevant Sub-Fund securities from at least six different issues. The securities from any single issue shall not account for more than 30% of the total assets attributable to that Sub-Fund.

33.7 The board of directors, acting in the best interests 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.

33.8 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.

33.9 The Company is authorised to employ techniques and instruments relating to transferable securities and money market instruments.

33.10 The board of directors may impose more stringent investment restrictions, as disclosed in the Prospectus.

E. Audit and supervision

Art. 34. Auditor. The Company shall have the accounting information contained in the annual report inspected by a Luxembourg approved statutory auditor (réviseur d'entreprises agréé) appointed by the general meeting of shareholders, which shall determine his remuneration.

Art. 35. Depositary.

35.1 The Company will appoint a depositary which meets the requirements of the 2010 Law.

35.2 The depositary shall fulfil the duties and responsibilities as provided for by the 2010 Law. In carrying out its role as depositary, the depositary must act solely in the interests of the investors.

F. Financial year - Annual accounts - Allocation of profits - Distributions

Art. 36. Financial year. The financial year of the Company shall begin on the first of January of each year and shall end on the thirty-first of December of the same year.

Art. 37. Annual accounts. At the end of each financial year, the accounts are closed and the board of directors draws up an inventory of the Company's assets and liabilities, the balance sheet and the profit and loss accounts in accordance with the law.

Art. 38. Distributions.

38.1 Distributions of dividends may be decided from time to time in accordance with applicable laws and the Prospectus.

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

38.3 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 and subject to the shareholder's approval.

38.4 Any distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the class(es) of shares issued by the Company or by the relevant Sub-Fund.

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

G. Dissolution - Liquidation - Merger - Amalgamation

Art. 39. Termination and liquidation of Sub-Funds or classes of shares.

39.1 In the event that for any reason the net asset value of any Sub-Fund or class of shares has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such Sub-Fund or class to be operated in an efficient manner or for any reason determined by the board of directors and disclosed in the Prospectus, the board of directors may decide to terminate such Sub-Fund or class of shares and redeem compulsorily all the shares of the relevant Sub-Fund or class at the applicable net asset value per share for the valuation day determined by the board of directors.

39.2 The shareholders will be informed of the decision of the board of directors to terminate a Sub-Fund or class of shares by way of a notice and/or in any other way as required or permitted by applicable laws and regulations. The notice will indicate the reasons for and the process of the termination and liquidation.

39.3 Notwithstanding the powers conferred on the board of directors by the preceding paragraph, the shareholders of any Sub-Fund or class of shares, as applicable, may also decide to terminate such Sub-Fund or class of shares at a general meeting of such shareholders and have the Company redeem compulsory all the shares of the Sub-Fund or class(es) at the net asset value per share for the applicable valuation day. The convening notice to the general meeting of shareholders of the Sub-fund or class of shares will indicate the reasons for and the process of the proposed termination and liquidation.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

39.4 Actual realisation prices of investments, realisation expenses and liquidation costs will be taken into account in calculating the net asset value applicable to the compulsory redemption. Shareholders in the Sub-Fund or class of shares concerned will generally be authorised to continue requesting the redemption or conversion of their shares prior to the effective date of the compulsory redemption, unless the board of directors determines that it would not be in the best interests of the shareholders in that Sub-Fund or class of shares or could jeopardise the fair treatment of the shareholders.

39.5 Redemption proceeds which have not been claimed by the shareholders upon the compulsory redemption will be deposited, in accordance with applicable laws and reguations, in escrow at the "Caisse de Consignation" on behalf of the persons entitled thereto. Proceeds not claimed within the statutory period will be forfeited in accordance with laws and regulations.

39.6 All redeemed shares may be cancelled.

39.7 The termination and liquidation of a Sub-Fund or class of shares shall have no influence on the existence of any other Sub-Fund or class of shares. The decision to terminate and liquidate the last Sub-Fund existing in the Company will result in the dissolution and liquidation of the Company.

Art. 40. Merger of the Company or its Sub-Fund.

40.1 The board of directors may decide to proceed with a merger (within the meaning of the 2010 Law) of the Company with one or several other Luxembourg or foreign UCITS, or sub-fund thereof. The board of directors may also decide to proceed with a merger (within the meaning of the 2010 Law) of one or several Sub-Fund(s) with one or several other Sub-Fund(s) within the Company, or with one or several other Luxembourg or foreign UCITS or sub-funds thereof. Such mergers shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the common draft terms of the merger to be established by the board of directors and the information to be provided to the shareholders. Such a merger does not require the prior consent of the shareholders except where the Company is the absorbed entity which, thus, ceases to exist as a result of the merger; in such case, the general meeting of shareholders of the Company must decide on the merger and its effective date. Such general meeting will decide by resolution taken with no quorum requirement and adopted by a simple majority of the votes validly cast.

40.2 The board of directors may decide to proceed with the absorption by the Company or one or several Sub-Funds of (i) one or several sub-funds of another Luxembourg or a foreign UCI, irrespective of their form, or (ii) any Luxembourg or foreign UCI constituted under a non-corporate form. The exchange ratio between the relevant shares of the Company and the shares or units of the absorbed UCI or of the relevant sub-fund thereof will be calculated on the basis of the relevant net asset value per share or unit as of the effective date of the absorption.

40.3 Notwithstanding the powers conferred on the board of directors by the preceding paragraphs, the shareholders of the Company or any Sub-Fund may also decide on any of the mergers or absorptions described above and on their effective date thereof. The convening notice to the general meeting of shareholders will indicate the reasons for and the process of the proposed merger or absorption.

40.4 In addition to the above, the Company may also absorb another Luxembourg or foreign UCI incorporated under a corporate form in compliance with the 1915 Law and any other applicable laws and regulations.

Art. 41. Reorganisation of classes of shares.

41.1 In the event that for any reason the net asset value of a class of shares has decreased to, or has not reached an amount determined by the board of directors (in the interests of shareholders) to be the minimum level for such class to be operated in an efficient manner or for any other reason disclosed in the Prospectus, the board of directors may decide to re-allocate the assets and liabilities of that class to those of one or several other classes within the Company and to re-designate the shares of the class(es) concerned as shares of such other share class or share classes (following a split or consolidation, if necessary, and the payment to shareholders of the amount corresponding to any fractional entitlement). The shareholder of the class of shares concerned will be informed of the reorganisation by way of a notice and/or in any other way as required or permitted by applicable laws and regulations.

41.2 Notwithstanding the powers conferred on the board of directors by the preceding paragraph, the shareholders may decide on such reorganisation by resolution taken by the general meeting of shareholders of the share class concerned. The convening notice to the general meeting of shareholders will indicate the reasons for and the process of the reorganisation.

Art. 42. Dissolution and liquidation of the Company.

42.1 The Company may at any time be dissolved in accordance with applicable laws.

42.2 Liquidation proceeds which have not been claimed by shareholders at the time of the closure of the liquidation shall be deposited in escrow at the "Caisse de Consignation" in Luxembourg. Proceeds not claimed within the statutory period shall be forfeited in accordance with applicable laws and regulations.

H. Final provisions - Applicable law

Art. 43. Statement. Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships associations and any other organised group of persons whether incorporated or not.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Art. 44. Applicable law. All matters not governed by these articles of association shall be determined in accordance with the 1915 Law and the 2010 Law.

Transitional provisions

1. The first financial year shall begin on 23 rd November 2015 of the Company and terminate on 31 st December 2016.

2. The first annual general meeting of shareholders shall be held in 2017.

Subscription and payment

The three hundred and ten (310) shares issued have been subscribed as follows:

- three hundred and ten shares have been subscribed by Arca SGR S.p.A., aforementioned, for the price of one hundred euro (EUR 100) each.

Declaration

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

Expenses

The expenses, costs, remunerations or charges in any form whatsoever incurred by the Company or which shall be borne by the Company in connection with its incorporation are estimated at approximately EUR 3,000.-.

Resolutions of the sole shareholder

The incorporating shareholder, representing the entire share capital of the Company and having waived any convening requirements, has thereupon passed the following resolutions:

1. The address of the registered office of the Company is set at 33A, avenue J. F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg;

2. The following persons are appointed as directors of the Company until the general meeting of shareholders convened to approve the Company's annual accounts for the first financial year;

Cornelius Bechtel, born in Emmerich, Federal Republic of Germany, on 11 March 1968, professionally residing at 5, avenue Gaston Diderich, L-1420 Luxembourg, Grand Duchy of Luxembourg;

Andrea Daniele Marchesi, born in Monza, Italy, on 18 December 1970, professionally residing at Via Disciplini 3, I-20123 Milan, Italy;

Marco Vicinanza, born in Naples, Italy, on 18 October 1961, professionally residing at Via Disciplini 3, I-20123 Milan, Italy;

Alberto Zorzi, born in Milan, Italy, on 11 November 1965, professionally residing at Via Disciplini 3, I-20123 Milan, Italy; and

Sophie Mosnier, born in Paris, France, on 3 May 1979, professionally residing at 24, rue Beaumont, L-1219 Luxembourg, Grand Duchy of Luxembourg.

3. The following person is appointed as approved statutory auditor until the general meeting of shareholders convened to approve the Company's annual accounts for the first financial year:

Deloitte Audit S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, registered with the R.C.S. Luxembourg under number B.67.895, having its registered office at 560, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg.

4. The three hundred ten (310) shares subscribed by ARCA SGR S.pA.. shall be shares of the Class of shares B Acc of the sub-fund Sidera Funds - Euro Credit Alpha.

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

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

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

Gezeichnet: M. KIRSCH et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 24 novembre 2015. Relation: 1LAC/2015/36954. Reçu soixante-quinze euros (75.- EUR)

Le Receveur (signé): P. MOLLING.

- FÜR GLEICHLAUTENDE AUSFERTIGUNG - Der Gesellschaft auf Begehr erteilt.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Luxemburg, den 1. Dezember 2015.

Référence de publication: 2015194566/778.

(150217744) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 décembre 2015.

Lear North European Operations GmbH, Société à responsabilité limitée.

Siège social: L-1911 Luxembourg, 9, rue du Laboratoire.

R.C.S. Luxembourg B 133.583.

Le soussigné Maître Henri Hellinckx, notaire de résidence à Luxembourg, certifie conformément à l'article 273 de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la Loi de 1915) et sur base des résolutions du Conseil de gérance de la société Lear North European Operations GmbH, prises le 30 novembre 2015 à 10h00 du matin (CET):

1. que le projet commun de fusion entre la société Lear North European Operations GmbH, une société à responsabilité limitée établie et existante selon les lois du Grand-Duché de Luxembourg, ayant son siège social à 9, rue du Laboratoire, L-1911 Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 133.583 (la Société Absorbante), et la société Lear Luxembourg Holdings S.à r.l, une société à responsabilité limitée établie et existante selon les lois du Grand-Duché de Luxembourg, ayant son siège social à 9, rue du Laboratoire, L-1911 Luxembourg et immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 156.560, (la Société Absorbée et collectivement avec la Société Absorbante, les Sociétés Fusionnantes) signé en la forme notariée devant le notaire soussigné en date du 23 septembre 2015, a été régulièrement publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2961 du 29 octobre 2015 (le Projet de Fusion);

2. que les documents repris à l'article 267 paragraphe (1) a), b) et c) de la Loi de 1915 ont été mis à la disposition des associés de la Société Absorbante au siège social de cette dernière en date du 23 septembre 2015;

3. que le point III. dudit Projet de Fusion prévoit que la fusion sera considérée comme définitivement réalisée et prendra effet entre les Sociétés Fusionnantes un mois après la publication au Mémorial C, Recueil des Sociétés et Associations du Projet de Fusion, en l'occurrence le 30 novembre 2015 à 10h00 du matin (CET), et produira les effets prévus à l'article 274 de la Loi de 1915 à l'exception de ceux du paragraphe (1)b);

4. qu'aucun associé de la Société Absorbante n'a dans le délai d'un mois à partir de la publication du Projet de Fusion au Mémorial demandé la convocation d'une assemblée générale;

5. que la Société Absorbée peut dès lors être rayée du Registre de commerce et des sociétés.

Fait à Luxembourg, le 30 novembre 2015.

Référence de publication: 2015196141/30.

(150219426) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2015.

Nomura International Equity Umbrella Fund, Fonds Commun de Placement.

NOTICE OF DISSOLUTION

The Fund has ceased to exist by the repurchase of all outstanding units with effect on 8 December 2015. The books of accounts and the documents of the Fund have been lodged and will be retained for a period of five years by the Company at 33, rue de Gasperich, L-5826 Hesperange, Grand Duchy of Luxembourg.

Luxembourg, 4 December 2015

Global Funds Management S.A.

For the board of directors of the Company

Référence de publication: 2015196423/260/11.

Alainé Luxembourg S.A., Société Anonyme.

Siège social: L-3378 Livange, 251, route de Luxembourg.

R.C.S. Luxembourg B 200.671.

STATUTS

L'an deux mille quinze, le six octobre.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster (Grand-Duché de Luxembourg),

Ont comparu:

1. La société anonyme de droit luxembourgeois SOTALUX S.A., établie et ayant son siège social à L-3378 Livange, 251, route de Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 67.612,

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

2. La société par actions simplifiée de droit français ALAINE FORWARDING, établie et ayant son siège social à F-71 000 Mâcon, Rue de la Grosne - Zone Industrielle Sud, immatriculée au Registre du Commerce et des Sociétés de Mâcon sous le numéro 418 114 351,

ici représentées par Madame Laure SINESI, demeurant professionnellement à L-2529 Howald, 45, rue des Scillas, en vertu de deux (2) procurations sous seing privé lui délivrées.

Lesquelles procurations, après avoir été signées «ne varietur» par la mandataire des comparantes et le notaire instrumentant, restera annexée au présent acte afin d'être enregistrée avec lui.

Lesquelles parties comparantes, représentées ainsi qu'il a été dit, ont requis le notaire instrumentant de dresser l'acte constitutif d'une société anonyme dont elles ont arrêté les statuts comme suit:

Titre I er . Dénomination, Siège social, Objet, Durée

Art. 1 er . Il est formé une société anonyme sous la dénomination de «Alainé Luxembourg S.A.» (ci-après la «Société»), régie par les lois du Grand-Duché de Luxembourg, notamment par la loi du 10 août 1915 concernant les sociétés commerciales telle que modifiée, ainsi que par les présents statuts.

Art. 2. Le siège de la Société est établi dans la commune de Roeser. Il pourra être transféré dans tout autre lieu de la commune par simple décision du Conseil d'Administration.

Au cas où des événements extraordinaires d'ordre politique ou économique 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, jusqu'à cessation complète de ces circonstances anormales.

Une telle décision n'aura aucun effet sur la nationalité de la Société. La déclaration de transfert de siège sera faite et portée à la connaissance des tiers par l'organe de la Société qui se trouvera le mieux placé à cet effet dans les circonstances données.

Art. 3. La Société est constituée pour une durée illimitée.

Art. 4. La Société a pour objet le transport par tous moyens de toutes marchandises, l'exercice de commissionnaire de transports, ainsi que la location de véhicules de toutes sortes avec ou sans chauffeur.

Dans cette optique, la Société pourra faire le commerce, importer et exporter, acheter et vendre, donner et prendre à bail des moyens de transport de tous genres, ainsi que des matériels d'exploitation.

La Société peut également acquérir, gérer, mettre en valeur et aliéner des participations, de quelque manière que ce soit, dans d'autres sociétés luxembourgeoises et/ou étrangères. Elle peut aussi contracter des emprunts et accorder aux sociétés, dans lesquelles elle a une participation directe ou indirecte, toutes sortes d'aides, de prêts, d'avances et de garanties.

Par ailleurs, la Société peut acquérir et aliéner toutes autres valeurs mobilières par souscription, achat, échange, vente ou autrement. Elle peut également acquérir, mettre en valeur et aliéner des brevets et licences, ainsi que des droits en dérivant ou les complétant.

De plus, la Société peut, dans le cadre de la gestion et mise en valeur de son propre patrimoine immobilier, effectuer à titre accessoire des opérations d'acquisition et de vente d'immeubles situés tant au Luxembourg qu'à l'étranger.

D'une façon générale, la Société peut faire toutes opérations commerciales, industrielles et financières, de nature mobilière et immobilière, susceptibles de favoriser ou de compléter la réalisation de son objet social tel que défini ci-avant.

Elle pourra également effectuer, tant au Luxembourg qu'à l'étranger, toutes opérations de quelque nature qu'elles soient, économiques ou juridiques, financières, civiles ou commerciales, pouvant se rattacher, directement ou indirectement, à cet objet ou à tous objets similaires, connexes ou complémentaires.

Et, plus généralement, la Société pourra participer, de façon directe ou indirecte à toutes activités ou opérations industrielles, commerciales ou financières, mobilières ou immobilières, au Luxembourg ou à l'étranger, sous quelque forme que ce soit, dès lors que ces activités ou opérations peuvent se rattacher, directement ou indirectement, à l'objet social ou à tous objets similaires, connexes ou complémentaires.

La Société pourra également réaliser toutes prestations de services auprès des sociétés de son groupe, ainsi que mettre à leur disposition des moyens et conseils.

Enfin, la Société pourra facturer aux sociétés indiquées ci-dessus la réalisation de toutes prestations de services et d'assistance qu'elle pourrait être amenée à leur rendre.

Titre II. Capital, Actions

Art. 5. Le capital social est fixé à EUR 100'000,- (cent mille euros) représenté par 100 (cent) actions d'une valeur nominale de EUR 1'000,- (mille euros) chacune.

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

Les titres peuvent aussi être nominatifs ou au porteur au gré de l'actionnaire.

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

Le capital souscrit pourra être augmenté ou réduit dans les conditions légales requises.

Lorsque, et aussi longtemps qu'un actionnaire réunit toutes les actions entre ses seules mains, la Société est une société anonyme unipersonnelle au sens de la loi du 25 août 2006 concernant la société européenne (SE), la société anonyme à directoire et conseil de surveillance et la société anonyme unipersonnelle.

Lorsque la Société ne comporte qu'une seule personne, celle-ci est dénommée «associé unique». La Société peut avoir un associé unique lors de sa constitution, ainsi que par la réunion de toutes ses actions en une seule main. Le décès ou la dissolution de l'associé unique n'entraîne pas la dissolution de la Société.

Titre III. Administration

Art. 6. La Société est administrée par un Conseil composé de trois membres au moins, associés ou non, nommés pour un terme qui ne peut excéder six ans, par l'assemblée générale des actionnaires, et toujours révocables par elle. Toutefois, lorsque la Société est constituée par un associé unique ou que, à une assemblée générale des actionnaires, il est constaté que celle-ci n'a plus qu'un associé unique, la composition du conseil d'administration peut être limitée à un membre dénommé administrateur unique jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un associé.

Le nombre des administrateurs ainsi que leur rémunération et la durée de leur mandat sont fixés par l'assemblée générale de la Société.

Art. 7. Le Conseil d'Administration choisit parmi ses membres un Président et, le cas échéant, un vice-président. En cas d'empêchement de l'un et de l'autre, ils sont remplacés par l'administrateur le plus âgé.

Le Conseil d'Administration se réunit sur la convocation du Président, ou en cas d'empêchement de celui-ci, du vice-président, ou à leur défaut, de l'administrateur le plus âgé, aussi souvent que l'intérêt de la Société l'exige. Il doit être convoqué chaque fois que deux administrateurs le demandent et les décisions y sont valablement et régulièrement prises à la majorité simple des voix exprimées.

Lorsque le Conseil d'Administration est limité à un Administrateur Unique, cet article n'est pas d'application. Toutes les décisions prises par l'Administrateur Unique seront retranscrites dans un procès-verbal signé par l'Administrateur Unique.

Art. 8. Le Conseil d'Administration est investi des pouvoirs les plus étendus pour faire tous actes d'administration et de disposition qui rentrent dans l'objet social. Il a dans sa compétence tous les actes qui ne sont pas réservés expressément par la loi et les statuts à l'assemblée générale. De plus, il est autorisé à verser des acomptes sur dividendes, aux conditions prévues par la loi.

Art. 9. La Société est engagée en toutes circonstances par les signatures conjointes de deux administrateurs ou par la signature individuelle d'un administrateur-délégué ou par la signature de l'administrateur unique, sans préjudice des décisions à prendre quant à la signature sociale en cas de délégation de pouvoirs et mandats conférés par le Conseil d'Administration en vertu des dispositions de l'article 10 des statuts.

Art. 10. Le Conseil d'Administration peut déléguer la gestion journalière de la Société à un ou plusieurs administrateurs qui prendront la dénomination d'administrateurs-délégués.

Il peut aussi confier la direction de l'ensemble ou de telle partie ou branche spéciale des affaires sociales à un ou plusieurs directeurs, et donner des pouvoirs spéciaux pour des affaires déterminées à un ou plusieurs fondés de pouvoirs, choisis dans ou hors son sein, associés ou non.

Art. 11. Les actions judiciaires, tant en demandant qu'en défendant, sont valablement introduites au nom de la Société par le Conseil d'Administration, poursuites et diligences de son Président, d'un administrateur délégué à ces fins ou de l'administrateur unique.

Titre IV. Surveillance

Art. 12. La Société est surveillée par un ou plusieurs commissaires nommés par l'assemblée générale, qui fixe leur nombre et leur rémunération, ainsi que la durée de leur mandat, qui ne peut excéder six ans.

Dans le cas où la Société dépasserait deux des trois critères de l'article 35 de la loi modifiée du 19 décembre 2002 concernant le Registre de Commerce et des Sociétés ainsi que la comptabilité et les comptes annuels des entreprises, l'institution du commissaire aux comptes sera supprimée et un ou plusieurs réviseurs d'entreprises, choisis parmi les membres de l'Institut des réviseurs d'entreprises, seront désignés par l'Assemblée Générale, qui fixera la durée de leur mandat qui ne pourra pas excéder six années.

Titre V. Assemblée générale

Art. 13. L'Assemblée Générale Annuelle se réunit au siège social ou à tout autre endroit indiqué dans les convocations, le troisième vendredi du mois de décembre à 10.00 heures.

Si ce jour est un jour férié légal, l'assemblée générale a lieu le premier jour ouvrable suivant.

Lorsque la Société compte un associé unique, il exerce les pouvoirs dévolus à l'assemblée générale.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Titre VI. Année sociale, Répartition des bénéfices

Art. 14. L'année sociale commence le premier octobre de chaque année et se termine le trente septembre de l'année suivante.

Art. 15. L'excédent favorable du bilan, défalcation faite des charges sociales et des amortissements, forme le bénéfice net de la Société. Sur ce bénéfice, il est prélevé cinq pour cent (5,00 %) pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint le dixième du capital social, mais devrait toutefois être repris jusqu'à entière reconstitution, si à un moment donné et pour quelque cause que ce soit, le fonds de réserve avait été entamé.

Le solde est à la disposition de l'assemblée générale.

Titre VII. Dissolution, Liquidation

Art. 16. La Société peut être dissoute par décision de l'assemblée générale.

Lors de la dissolution de la Société, la liquidation s'effectuera par les soins d'un ou plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale, qui détermine leurs pouvoirs et leurs émoluments respectifs.

Titre VIII. Dispositions générales

Art. 17. Pour tout ce qui ne fait pas l'objet d'une disposition spécifique dans les présents statuts, il est fait référence aux dispositions de la loi luxembourgeoise du 10 août 1915 sur les sociétés commerciales et ses lois modificatives.

Dispositions transitoires

1.- Le premier exercice social commence le jour de la constitution et se termine le 30 septembre 2016.

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

3.- Exceptionnellement, le premier président du conseil d'administration et le premier administrateur-délégué peuvent être nommés par la première assemblée générale des actionnaires, désignant le premier conseil d'administration.

Souscription et libération

Les statuts de la Société ayant été ainsi arrêtés, les parties comparantes représentées ainsi qu'il a été dit, déclarent souscrire à l'entièreté du capital de la Société, c'est-à-dire à 100 (cent) actions d'une valeur nominale de EUR 1'000,- (mille euros) chacune, comme suit:

1. SOTALUX S.A. préqualifiée, quatre-vingt-dix-neuf actions	99 actions
2. ALAINE FORWARDING préqualifiée, une action	1 action
TOTAL: cent actions	100 actions

Toutes les actions ont été intégralement libérées, de sorte que la somme de EUR 100'000,- (cent mille euros) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire.

Constatation

Le notaire instrumentant a constaté que les conditions exigées par l'article 26 de la loi modifiée du 10 août 1915 sur les sociétés commerciales ont été accomplies.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison de sa constitution, est évalué à environ 1.350,- EUR.

Assemblée générale extraordinaire

Immédiatement après la constitution de la Société, les parties comparantes représentées comme pré-indiqué, représentant l'intégralité du capital social, se sont réunies en assemblée générale extraordinaire, à laquelle elles se reconnaissent dûment convoquées et en toute connaissance de l'ordre du jour, ont pris les résolutions suivantes à l'unanimité des voix:

Première résolution

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

Deuxième résolution

Sont nommés administrateur de la Société:

- Monsieur Renaud PAULAT, dirigeant, né le 4 mai 1968 à Le Creusot (France), demeurant à F-71 960 Berzé-la-Ville, Les Sauzets,

- La société anonyme de droit luxembourgeois SOTALUX S.A., établie et ayant son siège social à L-3378 Livange, 251, route de Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 67.612, représentée en application de l'article 51bis de la loi sur les sociétés commerciales par Monsieur Michel ALAINÉ,

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

dirigeant, né le 19 décembre 1946 à Mâcon (France), demeurant professionnellement à L-3378 Livange, 251 route de Luxembourg,

- La société par actions simplifiée de droit français ALAINE FORWARDING, établie et ayant son siège social à F-71 000 Mâcon, Rue de la Grosne - Zone Industrielle Sud, immatriculée au Registre du Commerce et des Sociétés de Mâcon sous le numéro 418 114 351, représentée en application de l'article 51bis de la loi sur les sociétés commerciales par Monsieur Renaud PAULAT, dirigeant, né le 4 mai 1968 à Le Creusot (France), demeurant à F-71 960 Berzé-la-Ville, Les Sauzets.

Troisième résolution

Monsieur Frank ALAINÉ, né le 3 juin 1971 à Mâcon (France) demeurant à F-71570 Saint-Amour-Bellevue, Le Clos des Carrières, est appelé aux fonctions de commissaire aux comptes.

Quatrième résolution

Le mandat des administrateurs et du commissaire ainsi nommés prendra fin à l'assemblée générale ordinaire statutaire de 2021.

Cinquième résolution

Le siège social de la Société est établi à L-3378 Livange, 251 route de Luxembourg.

Sixième résolution

Faisant usage de la faculté offerte par la disposition transitoire (3), Monsieur Renaud PAULAT est nommé, jusqu'à l'assemblée générale ordinaire statutaire de l'année 2021, aux fonctions:

- de Président du Conseil d'Administration, et

- d'administrateur-délégué avec pouvoir d'engager valablement la Société par sa seule signature dans le cadre de la gestion journalière.

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

Et après lecture faite et interprétation donnée à la mandataire des parties comparantes, connue du notaire instrumentant par nom, prénom usuel, état et demeure, celle-ci a signé avec le notaire le présent acte.

Signé: Laure SINESI, Jean SECKLER.

Enregistré à Grevenmacher Actes Civils, le 08 octobre 2015. Relation GAC/2015/8565. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

Référence de publication: 2015168760/197.

(150186815) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 octobre 2015.

Cresco Capital Urban Yurt 3 S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 191.410.

—

In the year two thousand and fifteen, on the twenty-ninth of September.

Before us Maître Martine Schaeffer, notary residing in Luxembourg, Grand-Duchy of Luxembourg.

There appeared:

Mr. Liridon ELSHANI, private employee, residing professionally in L-1750 Luxembourg, 74, avenue Victor Hugo,

acting in the name and on behalf of Cresco Capital Urban Yurt Holdings S.à r.l., a company formed and existing under the laws of Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, registered with the Company Register of Luxembourg under number B 184.916 (the Managing Shareholder) itself acting as sole general partner and manager of Cresco Capital Urban Yurt 3 S.C.A., a société en commandite par actions organised under the law of Luxembourg, with registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, registered with the Register of Commerce and Companies of Luxembourg under number B 191.410 (hereafter the Company),

pursuant to the resolutions taken by the Managing Shareholder of the Company on July 3, 2015 (the Resolutions).

A copy of the minutes of the Resolutions, signed "ne 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 Managing Shareholder pursuant to the Resolutions, requested the notary to record the following statements:

1. That the Company was incorporated pursuant to a deed of the undersigned notary on October 16 th , 2014, published in the Mémorial, Recueil des Sociétés et Associations (the "Mémorial"), N°3617 on November 28 th , 2014. The articles of association of the Company (the Articles) were amended pursuant to a deed ofthe undersigned notary, on June 18 th , 2015, published in the Mémorial, N°2268 on August 26 th , 2015.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

2. That the article 5. paragraph 4, 5, 6 and 7 of the Articles reads in its relevant parts as follows:

"The authorised capital is fixed at two million and one euro (EUR 2,000,001.-) represented by one (1) Unlimited Share and two millions (2,000,000.-) ordinary shares having a nominal value of one Euro (EUR 1.-) each.

The authorised capital and the subscribed capital of the Company may be increased or reduced by a resolution of the Shareholders adopted in the manner required for amendment of the Articles.

The General Partner is authorised and empowered, within the limits of the authorised capital, to (i) realise any increase of the issued capital in one or several successive tranches, following, as the case may be, the exercise of the subscription and/or conversion rights granted by the General Partner within the limits of the authorised capital under the terms and conditions of warrants (which may be separate or attached to shares, bonds, notes or similar instruments), convertible bonds, notes or similar instruments as from time to time issued by the Company, by the issuing of new shares, with or without share premium, against payment in cash or in kind, by conversion of claims on the Company or in any other manner; (ii) determine the place and date of the issue or successive issues, the issue price, the terms and conditions of the subscription of and paying up on the new shares; and (iii) remove or limit the preferential subscription right of the shareholders in the case of issue of shares against payment in cash. This authorisation is valid during a period ending on 7 April 2019 and it may be renewed by a resolution of the general meeting of shareholders adopted in compliance with the quorum and majority rules set by the Articles of Association or, as the case may be, the Laws for any amendment of the Articles of Association.

Following each increase of the issued capital within the limits of the authorised capital, realised and duly stated in the form provided for by the Laws, article 5 will be modified so as to reflect the actual capital increase. Such modification will be recorded in a notarial deed upon the instructions of the General Partner or of any person duly authorised and empowered by the General Partner for this purpose. The Company may acquire its own shares (other than the Unlimited Share) within the limits laid down by the Law. In no circumstances may a shareholder request the Company for the redemption of its shares."

3. That the Managing Shareholder resolved pursuant to the Resolutions to inter alia:

(a) to increase the share capital of the Company by an amount of fifty-seven thousand three hundred seventy-five Euro (EUR 57,375.-), so as to bring the current share capital of thirty-one thousand and one Euro (EUR 31,001.-) to the amount of eighty-eight thousand three hundred seventy-six Euro (EUR 88,376.-),

by creating and issuing fifty-seven thousand three hundred seventy-five Euro (EUR 57,375.-) new ordinary shares with a nominal value of one Euro (EUR 1.-) each, having the same rights and obligations as the already existing tracker shares of the Company of the relevant class (the New Ordinary Shares) to subscribers, having subscribed for and paid up such New Shares as detailed in the Resolutions, by suppressing partially the preferential subscription right to the existing Limited Shareholder as foreseen in the article 5 paragraph 6 of the Articles; and

(b) to approve and to accept the subscription of three thousand eight hundred twenty-five (3,825) new ordinary shares by the existing Limited Shareholder and fifty-three thousand five hundred fifty (53,550) new ordinary shares by new subscribers in the proportion as indicated in the Resolutions of the Managing Shareholder dated July 3, 2015.

4. That all the New Ordinary Shares have been paid up in cash up to 100% so that the aggregate amount of fifty-seven thousand three hundred seventy-five Euro (EUR 57,375.-) was received by the Company.

5. That the contribution in cash so made in an aggregate amount of fifty-seven thousand three hundred seventy-five Euro (EUR 57,375.-) to the Company was allocated to the share capital account of the Company.

6. As a consequence of the increase of the subscribed capital of the Company, article 5, first paragraph of the Articles is amended so that it reads as follows:

" **Art. 5. Capital.** The subscribed capital is set at eighty-eight thousand three hundred seventy-six Euro (EUR 88,376.-), represented by one (1) share of the General Partner (the "Unlimited Share") having a nominal value of one Euro (EUR 1.-) and eighty-eight thousand three hundred seventy-five (88,375) ordinary shares (the "Ordinary Shares") having a nominal value of one Euro (EUR 1.-) each."

Estimate

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company in relation to this deed are estimated at approximately one thousand six hundred Euro (EUR 1,600.-).

Declaration

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

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

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

Traduction française du texte qui précède:

L'an deux mille quinze, le vingt-neuf septembre.

Par-devant Nous, Maître Martine Schaeffer, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

A comparu:

Monsieur Liridon ELSHANI, employé privé, résidant professionnellement à L-1750 Luxembourg, 74, avenue Victor Hugo,

agissant au nom et pour compte de, Cresco Capital Urban Yurt Holdings S.à r.l., une société de droit Luxembourgeois, ayant son siège social au 5, rue Guillaume Kroll enregistrée auprès du Registre du Commerce et des Sociétés, sous le numéro B 184.916 (l'Associé Commandité) elle-même agissant en sa qualité d'associé commandité et gérant de Cresco Capital Urban Yurt 3 S.C.A. une société en commandite par actions de droit luxembourgeois, ayant son siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 191.410 (ci-après la Société),

en vertu des décisions prises par l'Associé Commandité de la Société en date du 3 juillet 2015 (les Résolutions).

Une copie du procès-verbal desdites Résolutions, signée «ne varietur» par la comparante et le notaire instrumentant, restera annexée au présent acte pour les besoins de l'enregistrement.

La personne comparante, représentant l'Associé Commandité conformément aux Résolutions, a requis le notaire d'acter les déclarations suivantes:

1. Que la Société a été constituée suivant acte reçu par le notaire instrumentaire en date du 16 octobre 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro 3617 du 28 novembre 2014. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois suivant un acte reçu par le notaire instrumentaire en date du 18 juin 2015, publié au Mémorial, numéro 2268 le 26 août 2015.

2. Que l'article 5, paragraphe 4, 5, 6 et 7 des Statuts dans a la teneur suivante:

"Le capital autorisé est fixé à deux millions et un euros (EUR 2.000.001.-) représenté par une (1) Action de Commandité et deux millions (2.000.000) d'Actions Ordinaires d'une valeur nominale d'un Euro (EUR 1.-) chacune.

Le capital autorisé et le capital souscrit de la Société pourront être augmentés ou réduits par décision des Actionnaires adoptée dans les conditions requises pour la modification des Statuts.

L'Associé Gérant Commandité est autorisé et mandaté, dans les limites du capital autorisé, à (i) réaliser toute augmentation du capital émis en une ou plusieurs fois, à la suite, le cas échéant, de l'exercice de droits de souscription et/ou aux droits de conversion accordés par l'Associé Gérant Commandité à concurrence du capital autorisé conformément aux termes et conditions des bons de souscription (qui peuvent être séparés ou attachés aux actions, obligations, billets à ordre ou instruments similaires), d'obligations convertibles, de billets à ordre ou instruments similaires émis de temps à autre par la Société, en émettant de nouvelles actions, avec ou sans prime d'émission, contre des apports en numéraire ou en nature, par conversion de créances de la Société, ou de toute autre manière; (ii) fixer le lieu et la date de l'émission ou des émissions successives, le prix d'émission, les conditions de la souscription et de la libération des actions nouvelles; et (iii) supprimer ou limiter le droit préférentiel de souscription des actionnaires dans le cas d'une émission d'actions contre apport en numéraire. Cette autorisation est valable pendant une période se terminant le 16 octobre 2019 et peut être renouvelée par une décision de l'assemblée générale des actionnaires délibérant aux conditions de quorum et de majorité exigées par les Statuts ou, le cas échéant, par les Lois pour toute modification des Statuts.

A la suite de chaque augmentation du capital émis dans le cadre du capital autorisé, réalisée et dûment constatée dans les formes prévues par les Lois, l'article 5 sera modifié afin de refléter l'augmentation du capital. Une telle modification sera constatée sous forme authentique par l'Associé Gérant Commandité ou par toute personne dûment autorisée et mandatée à cet effet par l'Associé Gérant Commandité. La Société peut acquérir ses propres actions (autres que l'Action de Commandité) dans les limites définies par la Loi. En aucun cas, un actionnaire ne peut demander à la société le rachat de ses actions."

3. Que l'Associé Commandité a décidé, conformément aux Résolutions, entre autres:

(a) d'augmenter le capital social de la Société d'un montant de cinquante-sept mille trois cents soixante-quinze euros (EUR 57.375,-) afin de porter le capital social actuel de trente et un mille et un euros (EUR 31.001.-) à un montant de quatre-vingt-huit mille trois cent soixante-seize euros (EUR 88.376,-),

par la création et l'émission de cinquante-sept mille trois cents soixante-quinze (57.375) nouvelles actions ordinaires d'une valeur nominale de un euro (EUR 1,-) chacune, ayant les mêmes droits et obligations que les actions traçantes de la Société déjà existantes (les Nouvelles Actions Ordinaires) des classes correspondantes aux souscripteurs, qui ont souscrit et entièrement libéré les Nouvelles Actions tel que décrit dans les Résolutions, tout en ayant supprimé partiellement le droit de souscription préférentiels de l'Actionnaire Commanditaire conformément à l'article 5 paragraphe 6 des statuts; et

(b) d'approuver et d'accepter la souscription de trois mille huit cent vingt-cinq (3.825) nouvelles actions par l'Actionnaire Commanditaire existant et cinquante-trois mille cinq cent cinquante (53.550) nouvelles actions ordinaires par des nouveaux souscripteurs dans les proportions telles qu'indiquées dans les susdites Résolutions prises par l'Associé Commandité au 3 juillet 2015.

4. Que toutes les Nouvelles Actions Ordinaires ont été libérées en espèces à hauteur de 100% de sorte que la somme totale de cinquante-sept mille trois cent soixante-quinze euros (EUR 57.375,-) a été versée à la Société.

5. Que l'apport en numéraire d'un montant total de cinquante-sept mille trois cent soixante-quinze euros (EUR 57.375,-) versé à la Société a été alloué au compte de capital social nominal de la Société.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

6. En conséquence de l'augmentation du capital social de la Société, l'article 5, premier paragraphe des Statuts est modifié pour avoir la teneur suivante:

" **Art. 5. Capital.** Le capital souscrit de la Société est fixé à quatre-vingt-huit mille trois cent soixante-seize euros (EUR 88.376,-), représenté par une (1) action de l'Associé Gérant Commandité (l'«Action de Commandité») d'une valeur nominale de un euro (EUR 1.-) et quatre-vingt-huit mille trois cent soixante-quinze (88.375) actions ordinaires (les «Actions Ordinaires») d'une valeur nominale de un euro (EUR 1.-) chacune."

Estimation des frais

Le montant des frais, dépenses, honoraires et charges de quelque nature que ce soit, qui incombent à la Société en rapport avec le présent acte est estimé à environ mille six cents euros (EUR 1.600,-).

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, constate par la présente qu'à la requête de la comparante susnommée le présent acte est rédigé en anglais suivi d'une version française et en cas de divergences entre le texte anglais et français, la version anglaise fera foi.

EN FOI DE QUOI, le présent acte a été rédigé au Luxembourg, à la date stipulée en tête des présentes.

Le document ayant été lu à la comparante, elle a signé avec le notaire instrumentant le présent acte.

Signé: L. Elshani et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 7 octobre 2015. Relation: 2LAC/2015/22509. Reçu soixante-quinze euros Eur 75.-

Le Receveur (signé): André MULLER.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins d'inscription au Registre de Commerce.

Luxembourg, le 14 octobre 2015.

Référence de publication: 2015168867/162.

(150186765) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 octobre 2015.

Global Long Short Partners Holdings Offshore Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-1536 Luxembourg, 2, rue du Fossé.

R.C.S. Luxembourg B 134.963.

In the year two thousand and fifteen, on the thirtieth of September.

Before the undersigned, Maître Carlo WERSANDT, notary residing in Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED

“Global Long Short Partners Master L.P.”, a limited partnership company formed and existing under the laws of the Cayman Islands, registered with the Registrar of Companies of the Cayman Islands under registration number WK-20843, having its registered office at c/o Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands,

here represented by Me Michaël KITAI, lawyer, with professional address in Luxembourg, by virtue of a proxy given under private seal.

The said proxy, signed “ne varietur” by the proxyholder of the appearing party and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Such appearing party is the sole shareholder of “Global Long Short Partners Holdings Offshore Luxembourg S.à r.l.”, (hereinafter the "Company") a société à responsabilité limitée incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, Rue du Fossé L-1536 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register of Luxembourg under number B134.963, incorporated pursuant to a notarial deed of Maître Paul FRIEDERS, then notary residing in Luxembourg, Grand Duchy of Luxembourg, dated 3 December 2007, published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the "Mémorial C") dated 31 January 2008, number 254, page 12146. The articles of association have been amended for the last time pursuant to a notarial deed dated 30 September 2015, not yet published in the Mémorial C.

The appearing party representing the whole corporate capital requires the notary to act the following resolutions:

First resolution

The sole shareholder decides to dissolve and to put the Company into liquidation as of the date of the present deed.

Second resolution

The sole shareholder decides to appoint, as liquidator of the Company, GS Lux Management Services S.à r.l., a limited liability company formed and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

2 rue du Fossé, L-1536 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B88.045, represented here and who declares to accept that mandate.

Third resolution

The sole shareholder decides that the liquidator shall receive the powers and compensations as determined hereafter.

The liquidator has the broadest powers as provided for by articles 144 to 148 bis of the law of August 10, 1915 on commercial companies, as amended (the "1915 Law").

The liquidator may accomplish all the acts provided for by article 145 of the 1915 Law, without requesting the authorization of the general meeting in the cases in which it is requested.

The liquidator may exempt the registrar of mortgages from proceeding with any automatic registration; renounce all in rem rights, preferential rights, mortgages, actions for rescission; remove any attachment, with or without payment of all the preferential or mortgaged registrations, transcriptions, attachments, oppositions or other encumbrance.

The liquidator is relieved from inventory and may refer to the accounts of the Company.

The liquidator may, under his responsibility, for special or specific operations, delegate to one or more proxies such part of its powers it determines and for the period it will fix.

The liquidator may distribute the Company's assets to the sole shareholder in cash or in kind to its willingness.

Nothing else being on the agenda, and nobody rising to speak, the meeting is closed.

Statement

The undersigned notary who understands and speaks English, states herewith that at the request of the appearing party, the present deed is worded in English, followed by a French version, at the request of the same appearing party, and in case of divergences between the English and the French texts, the English version will be preponderant;

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 proxyholder of the appearing party, known to the notary by his name, first name, civil status and residence, the said proxyholder has signed together with Us, the notary, the present deed.

Suit la traduction en français du texte qui précède

L'an deux mille quinze, le trente septembre.

Par-devant Maître Carlo WERSANDT, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

A COMPARU

«Global Long Short Partners Master L.P.», une «limited partnership» constituée et régie selon les lois des Iles Caymanes immatriculée auprès du Registre des Sociétés des Iles Caymanes sous le numéro WK-20843, ayant son siège social au c/o Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Iles Caymanes,

ici représentée par Maître Michaël KITAI, avocat, en vertu d'une procuration sous seing privée lui délivrée.

La procuration signée ne varietur par le mandataire de la partie comparante et par le notaire soussigné restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Laquelle partie comparante est l'associé unique de «Global Long Short Partners Holdings Offshore Luxembourg S.à r.l.» (ci après la "Société"), une société à responsabilité limitée constituée et existant selon les lois du Grand-Duché de Luxembourg, ayant son siège social 2, Rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du registre de Commerce et des Sociétés de Luxembourg sous le numéro B134.963, constituée suivant acte notarié de Maître Paul FRIEDERS, alors notaire de résidence à Luxembourg, en date du 3 décembre 2007, publié au Mémorial C, Recueil des Sociétés et Associations (le "Mémorial C") le 31 janvier 2008, numéro 254, page 12146. Les statuts de la Société ont été modifiés pour la dernière fois suivant acte notarié en date du 30 septembre 2015, non encore publiés au Mémorial C.

Laquelle partie comparante, représentant l'intégralité du capital social, a requis le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

L'associé unique décide de dissoudre et de mettre la Société en liquidation en date du présent acte.

Deuxième résolution

L'associé unique décide de nommer en tant que liquidateur, GS Lux Management Services S.à r.l., une société à responsabilité limitée constituée et régie selon les lois du Grand-Duché du Luxembourg, ayant son siège social au 2, Rue du Fossé L-1536 Luxembourg, immatriculée auprès du registre de Commerce et des Sociétés de Luxembourg sous le numéro B88.045, représentée ici et qui déclare accepter ce mandat.

Troisième résolution

L'associé unique décide que le liquidateur recevra les pouvoirs et rémunérations comme déterminés ci-après.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Le liquidateur a les pouvoirs les plus étendus ainsi que prévu aux articles 144 à 148 bis de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la «Loi de 1915»).

Le liquidateur peut accomplir tous les actes visés à l'article 145 de la Loi de 1915, sans demander l'autorisation de l'assemblée générale dans les cas où cette autorisation serait requise.

Le liquidateur peut exempter le registre des hypothèques de faire une inscription automatique; renoncer à tous les droits réels, droits préférentiels, hypothèques, actions en rescision; enlever les charges, avec ou sans paiement de toutes les inscriptions préférentielles ou hypothécaires, transcriptions, charges, oppositions ou autres empêchements.

Le liquidateur n'a pas à faire l'inventaire et peut se référer aux comptes de la Société.

Le liquidateur pourra, sous sa responsabilité, pour des opérations spéciales ou spécifiques, déléguer à un ou plusieurs mandataires une partie de ses pouvoirs dans une étendue et pour une durée qu'il fixera.

Le liquidateur pourra distribuer les actifs de la Société à l'associé unique en numéraire ou en nature selon sa volonté.

Plus rien n'étant à l'ordre du jour et personne ne prenant la parole, l'assemblée est close.

Déclaration

Le notaire soussigné qui comprend et parle anglais déclare qu'à la demande de la comparante le présent acte est dressé en langue anglaise suivi d'une traduction française. A la demande de cette même partie comparante et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

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, connu du notaire par nom, prénom, état civil et domicile, ledit comparant a signé avec Nous, notaire, le présent acte.

Signé: M. KITAI, C. WERSANDT.

Enregistré à Luxembourg A.C. 2, le 02 octobre 2015. 2LAC/2015/22145. Reçu douze euros 12,00 €.

Le Receveur (signé): André MULLER.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 09 octobre 2015.

Référence de publication: 2015168989/108.

(150186998) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 octobre 2015.

Quest Diagnostics Holdings S.à.r.l., Société à responsabilité limitée.

Capital social: USD 300.322,00.

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

R.C.S. Luxembourg B 193.387.

In the year two thousand and fifteen, on the first day of October.

Before Maître Jacques Kesseler, notary residing in Pétange, Grand-Duchy of Luxembourg.

There appeared:

Quest Diagnostics Holdings Incorporated, a company with business address at 3 Giralda Farms, Madison, New Jersey 07940, United States of America, registered with the Secretary of State of the State of Delaware under number 2046008, hereby represented by Mrs. Sofia Afonso-Da Chao Conde, private employee, with professional address at 13, Route de Luxembourg, L-4761 Pétange, Grand-Duchy of Luxembourg, by virtue of a proxy given under private seal.

Such proxy having been signed "ne varietur" by the proxy holder acting on behalf of the appearing party and the undersigned notary, shall remain attached to this deed and shall be filed together with such deed with the registration authorities.

The appearing party, represented as stated above, has requested the undersigned notary to record as follows:

I. The appearing party is the sole shareholder of Quest Diagnostics Holdings S.à r.l., a Luxembourg private limited liability company ("société à responsabilité limitée"), having its registered office at 2-8 avenue Charles de Gaulle, L-1653 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 193.387, incorporated by a deed enacted by Maître Francis Kesseler, on 2 December 2014, published in the Mémorial C, Recueil des Sociétés et Associations number 344 on 9 February 2015 (the "Company"). The articles of association have been amended lastly by a deed enacted by Maître Francis Kesseler on 29 December 2014, published in the Mémorial C, Recueil des Sociétés et Associations number 911 on 3 April 2015.

II. The 298,820 (two hundred and ninety-eight thousand eight hundred and twenty) shares with a nominal value of USD 1 (One United States Dollar) each, 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 expressly states having been duly informed beforehand.

III. The agenda of the meeting is the following:

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Agenda

1. Waiving of notice right;

2. Increase of the share capital of the Company by an amount of USD 1,502 (one thousand five hundred two United States Dollars) so as to raise it from its current amount of USD 298,820 (two hundred ninety-eight thousand eight hundred and twenty United States Dollars) to USD 300,322 (three hundred thousand three hundred twenty-two United States Dollars) by the issuance of 1,502 (one thousand five hundred two) new shares, each having a nominal value of USD 1 (one United States Dollar), subject to the payment of a share premium amounting to USD 8,513.81 (eight thousand five hundred thirteen United States Dollars and eighty-one Cents), payable on the share premium account of the Company, out of which an amount of USD 150.20 (one hundred fifty United States Dollars and twenty cents) shall be allocated to the legal reserve account of the Company, the whole to be fully paid up through a contribution in kind;

3. Subscription and payment by the sole shareholder of the new shares by way of a contribution in kind;

4. New composition of the shareholding of the Company;

5. Subsequent amendment of the first paragraph of article 8 of the articles of association of the Company; and

6. Miscellaneous.

After the foregoing was approved by the sole shareholder of the Company, the following resolutions have been taken:

First resolution:

the sole shareholder waives his right to the prior notice of the current meeting; the sole shareholder acknowledges being sufficiently informed about the agenda and considers the current meeting validly convened and therefore agrees to deliberate and vote upon all the items of the agenda. It further resolves that all the relevant documentation has been put at its disposal within a sufficient period of time in order to allow it to examine carefully each document.

Second resolution:

the sole shareholder resolves to increase the share capital of the Company by an amount of USD 1,502 (one thousand five hundred two United States Dollars) so as to raise it from its current amount of USD 298,820 (two hundred ninety-eight thousand eight hundred and twenty United States Dollars) to USD 300,322 (three hundred thousand three hundred twenty-two United States Dollars) by the issuance of 1,502 (one thousand five hundred two) new shares, each having a nominal value of USD 1 (one United States Dollar) (the "New Shares"), subject to the payment of a global share premium amounting to USD 8,513.81 (eight thousand five hundred thirteen United States Dollars and eighty-one Cents) payable on the share premium account of the Company (the "Share Premium"), out of which an amount of USD 150.20 (one hundred fifty United States Dollars and twenty Cents) shall be allocated to the legal reserve account of the Company, the whole to be fully paid up through a contribution in kind by the sole shareholder of a global amount of USD 10,015.81 (ten thousand fifteen United States Dollars and eighty-one Cents) (the "Contribution").

Third resolution:

the sole shareholder resolves to subscribe and fully pay the New Shares and the Share Premium through the Contribution.

Intervention - Subscription - Payment

Thereupon intervenes the sole shareholder, here represented by Mrs. Sofia Afonso-Da Chao Conde, prenamed, by virtue of a proxy given under private seal and declares to subscribe for the New Shares. The issue of the New Shares is also subject to the payment of the Share Premium. The New Shares as well as the Share Premium have been fully paid up by the sole shareholder through the Contribution.

Description of the Contribution

The Contribution consists of a claim held by the sole shareholder.

Valuation

The net value of the Contribution amounts to USD 10,015.81 (ten thousand fifteen United States Dollars and eighty-one Cents).

Such valuation has been approved by the managers of the Company pursuant to a statement of contribution value, which shall remain annexed to this deed to be submitted with it to the formality of registration.

Evidence of the Contribution's existence

A proof of the Contribution has been given to the Company.

Managers' intervention

Thereupon intervene:

Mr. Stephen Andrew Calamari, manager, with professional address at 3 Giralda Square Farms, Madison, New Jersey, NJ 07940, United States of America;

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Mr. Paul Robert Berry, manager, with professional address at 125-135 Staines Road, Hounslow, Middlesex, TW3 3JB, United Kingdom; and

Mr. Robert-Jan Jacob Herman Bertina, with professional address at Carré Bonn, 20 rue de la Poste, L-2346 Luxembourg;

all represented here by Mrs. Sofia Afonso-Da Chao Conde, prenamed, by virtue of a proxy contained in the above statement of contribution value.

All acknowledge, having been previously informed of the extent of their responsibility, legally bound as managers of the Company by reason of their approval of the Contribution, and expressly agree with the description of this Contribution, with its valuation, and confirm the validity of the subscription and payment.

Fourth resolution:

As a consequence of the foregoing statements and resolutions, the shareholding of the Company is now composed of:

- Quest Diagnostics Holdings Incorporated: 300,322 (three hundred thousand three hundred twenty-two) shares.

The notary acknowledges that all the shares mentioned above, representing the whole share capital of the Company, are represented so that the meeting can validly decide on the resolution to be taken below.

Fifth resolution:

As a consequence of the foregoing statements and resolutions and the Contribution having been fully carried out, it is resolved to amend the first paragraph of article 8 of the Company's articles of association so that to read as follows:

“ **Art. 8.** The Company's share capital is set at USD 300,322 (three hundred thousand three hundred twenty-two United States Dollars), represented by 300,322 (three hundred thousand three hundred twenty-two) shares with a nominal value of USD 1 (one United States Dollar) each.”

No other amendment is to be made to this article.

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

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

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

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

Traduction française du texte qui précède

L'an deux mille quinze, le premier jour du mois d'octobre.

Par devant Maître Jacques Kesseler, notaire établi à Pétange, Grand-Duché de Luxembourg.

A comparu:

Quest Diagnostics Holdings Incorporated, une société ayant son siège social au 3 Giralda Farms, Madison, New Jersey 07940, Etats-Unis d'Amérique, immatriculé auprès de Secrétariat d'Etat de l'Etat du Delaware ("Secretary of State of the State of Delaware") sous le numéro 2046008, ici représentée par Mme Sofia Afonso-Da Chao Conde, employé privée, résidant professionnellement au 13, Route de Luxembourg, L-4761 Pétange, Grand-Duché de Luxembourg en vertu d'une procuration donnée sous seing privé.

Ladite procuration ayant été paraphée "ne varietur" par le mandataire agissant pour le compte de la partie comparante et le notaire soussigné, demeurera annexée au présent acte pour être soumise avec celui-ci aux formalités de l'enregistrement.

La partie comparante, représentée tel que décrit ci-dessus, a requis du notaire soussigné d'acter ce qui suit:

I. La partie comparante est l'associé unique de Quest Diagnostics Holdings S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social sis au 2-8 avenue Charles de Gaulle, L-1653 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg ("R.C.S. Luxembourg") sous le numéro B 193.387, constituée par acte notarié reçu par Maître Francis Kesseler, le 2 décembre 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro 344 le 9 février 2015 (la “Société”). Les statuts ont été modifiés pour la dernière fois par acte reçu par Maître Francis Kesseler le 29 décembre 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro 911 le 3 avril 2015.

II. Les 298.820 (deux cent quatre-vingt-dix-huit mille huit cent vingt) parts sociales ayant une valeur nominale de 1 USD (un Dollar américain) chacune, représentant la totalité du capital social de la Société, sont représentées de sorte que l'assemblée peut valablement se prononcer sur tous les points de l'ordre du jour, dont l'associé unique reconnaît avoir été dûment préalablement informé.

III. L'ordre du jour de l'assemblée est le suivant:

Ordre du jour

1. Renonciation au droit de convocation préalable;

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

2. Augmentation du capital social de la Société d'un montant de 1.502 USD (mille cinq cent deux Dollars américains) afin de le porter de son montant actuel de 298.820 USD (deux cent quatre-vingt-dix huit mille huit cent vingt Dollars américains) à 300.322 USD (trois cent mille trois cent vingt-deux Dollars américains) par l'émission de 1.502 (mille cinq cent deux) nouvelles parts sociales, chacune ayant une valeur nominale de 1 USD (un Dollar américain), moyennant le paiement d'une prime d'émission d'un montant de 8.513,81 USD (huit mille cinq cent treize Dollars américains et quatre-vingt-un Cents), payable sur le compte de prime d'émission de la Société, duquel un montant de 150,20 USD (cent cinquante Dollars américains et vingt Cents) sera alloué à la réserve légale de la Société, le tout devant être payé au moyen d'un apport en nature;

3. Souscription et paiement par l'associé unique des nouvelles parts sociales au moyen d'un apport en nature;

4. Nouvelle composition de l'actionnariat de la Société;

5. Modification subséquente du premier paragraphe de l'article 8 des statuts de la Société; et

6. Divers.

Suite à l'approbation de ce qui précède par l'associé unique de la Société, les résolutions suivantes ont été adoptées:

Première résolution:

l'associé unique renonce à son droit de recevoir la convocation préalable afférente à la présente assemblée, et reconnaît avoir été suffisamment informé de l'ordre du jour, considère avoir été valablement convoqué et en conséquence accepte de délibérer et voter sur tous les points figurant à l'ordre du jour. Il est en outre décidé que toute la documentation pertinente a été mise à la disposition de l'associé unique dans un délai suffisant afin de lui permettre un examen attentif de chaque document.

Deuxième résolution:

l'associé unique décide d'augmenter le capital social de la Société d'un montant de 1.502 USD (mille cinq cent deux Dollars américains) afin de le porter de son montant actuel de 298.820 USD (deux cent quatre-vingt-dix huit mille huit cent vingt Dollars américains) à 300.322 USD (trois cent mille trois cent vingt-deux Dollars américains) par l'émission de 1.502 (mille cinq cent deux) nouvelles parts sociales, chacune ayant une valeur nominale de 1 USD (un Dollar américain) (les "Nouvelles Parts Sociales"), moyennant le paiement d'une prime d'émission d'un montant total de 8.513,81 USD (huit mille cinq cent treize Dollars américains et quatre-vingt-un Cents), payable sur le compte de prime d'émission de la Société (la "Prime d'Emission"), duquel un montant de 150,20 USD (cent cinquante Dollars américains et vingt Cents) sera alloué à la réserve légale de la Société, le tout devant être entièrement libéré au moyen d'un apport en nature d'un montant total de 10.015,81 USD (dix mille quinze Dollars américains et quatre-vingt-un Cents) (l'"Apport").

Troisième résolution:

l'associé unique décide de souscrire et de libérer les Nouvelles Parts Sociales et la Prime d'Emission au moyen de l'Apport.

Intervention - Souscription - Paiement

Intervient ensuite l'associé unique, représenté par Mme Sofia Afonso-Da Chao Conde, prénommée, en vertu d'une procuration donnée sous seing privé et qui déclare souscrire aux Nouvelles Parts Sociales. L'émission des Nouvelles Parts Sociales est également soumise au paiement de la Prime d'Emission. Les Nouvelles Parts Sociales ainsi que la Prime d'Emission ont été entièrement libérées par l'associé unique au moyen de l'Apport.

Description de l'Apport

L'Apport est composé d'une créance détenue par l'associé unique.

Evaluation

L'Apport est évalué à un montant net de 10.015,81 USD (dix mille quinze Dollars américains et quatre-vingt-un Cents).

Une telle évaluation a été approuvée par les gérants de la Société conformément à une déclaration de valeur de l'apport, qui devra rester annexée à cet acte pour être soumise avec celui-ci aux formalités de l'enregistrement.

Preuve de l'existence de l'Apport

Une preuve de l'existence de l'Apport a été donnée à Société.

Intervention des gérants

Interviennent alors:

M. Stephen Andrew Calamari, gérant, résidant professionnellement au 3 Giralda Square Farms, Madison, New Jersey, NJ 07940, Etats-Unis d'Amérique;

M. Paul Robert Berry, gérant, résidant professionnellement au 125-135 Staines Road, Hounslow, Middlesex, TW3 3JB, Royaume-Uni; et

M. Robert-Jan Jacob Herman Bertina, résidant professionnellement au Carré Bonn, 20 rue de la Poste, L-2346 Luxembourg;

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

tous représentés par Mme Sofia Afonso-Da Chao Conde, prénommée, en vertu d'une procuration contenue dans la déclaration sur la valeur de l'apport visée ci-dessus.

Reconnaissant avoir été préalablement informés de l'étendue de leur responsabilité, légalement responsables en tant que gérants de la Société en raison de l'Apport, s'accordent expressément avec la description de l'Apport, avec son évaluation, et confirment la validité de la souscription et du paiement.

Quatrième résolution:

En conséquence des déclarations et résolutions qui précèdent, l'actionnariat de la Société est désormais composé de:

- Quest Diagnostics Holdings Incorporated: 300.322 (trois cent mille trois cent vingt-deux) parts sociales.

Le notaire reconnaît que toutes les parts sociales mentionnées ci-dessus, représentant la totalité du capital social de la Société, sont représentées de sorte que l'assemblée peut valablement se prononcer sur les résolutions ci-dessous.

Cinquième résolution:

En conséquence des déclarations et résolutions qui précédent, et l'Apport ayant été entièrement libéré, l'associé unique décide de modifier le premier paragraphe de l'article 8 des statuts de la Société de la manière qui suit:

" **Art. 8.** Le capital de la Société est fixé à 300.322 USD (trois cent mille trois cent vingt-deux Dollars américains), représenté par 300.322 (trois cent mille trois cent vingt-deux) parts sociales d'une valeur nominale de 1 USD (un Dollar américain) chacune."

Aucune autre modification n'est apportée à cet article.

Aucun autre point n'ayant à être traité devant l'assemblée, celle-ci a été ajournée.

Dont acte, fait et passé à Pétange, Grand-Duché de Luxembourg, au jour fixé au début de ce document.

Lecture ayant été faite de ce document au mandataire de la personne présente, le mandataire a signé avec nous, notaire, l'original du présent acte.

Le notaire soussigné, qui comprend et parle anglais, déclare que sur demande des personnes présentes à l'assemblée, le présent acte est établi en anglais suivi d'une traduction en français. Sur demande des mêmes personnes présentes, en cas de divergences entre les textes anglais et français, la version anglais prévaudra.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 05 octobre 2015. Relation: EAC/2015/23094. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME

Référence de publication: 2015169190/216.

(150186423) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 octobre 2015.

GreenBox S.A., Société Anonyme.

Siège social: L-9911 Troisvierges, 2, rue de Drinklange.

R.C.S. Luxembourg B 158.116.

Auszug aus dem Protokoll der Außerordentlichen Generalversammlung vom 19. März 2015

Die Außenordentliche Generalversammlung beschließt einstimmig:

- den Rücktritt der Gesellschaft „EDCO S.A." von Ihrem Mandat als Verwaltungsratsmitglied, mit Wirkung zum 1. Februar 2015, anzunehmen.

- die Ernennung von Frau Désirée KLEIS, geboren am 5. Dezember 1989 in Sankt Vith (B), wohnhaft in B-4780 Recht, Bergstraße 52, als Verwaltungsratsmitglied der Gesellschaft

Ihr Mandat endet mit der Ordentlichen Generalversammlung des Jahres 2016.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Weiswampach, den 13. Oktober 2015.

Für GREENBOX S.A.

FIDUNORD S.à r.l.

Référence de publication: 2015168369/18.

(150185991) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 octobre 2015.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Société Civile Immobilière Rebelo Antunes, Société Civile.

Siège social: L-7473 Schoenfels, 8, rue du Village.

R.C.S. Luxembourg E 3.009.

L'an deux mille quinze, le cinq octobre.

Pardevant Maître Jean SECKLER, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), soussigné;

ONT COMPARU:

1.- Madame Herminia REBELO CAMPOS, née à Populo/Alijo (Portugal) le 20 avril 1972, demeurant à L-8537 Hostert, Chemin de Rambrouch,

2.- Madame Simone MARTINHO MACEDO, née à Vreia de Jales (Portugal) le 2 février 1978, épouse de Manuel REBELO CAMPOS, demeurant à L-7432 Gosseldange, 6, route de Schoenfels, et

3.- Monsieur Manuel REBELO CAMPOS, né à Populo/Alijo (Portugal) le 3 décembre 1972, demeurant à L-7432 Gosseldange, 6, route de Schoenfels.

Lesquels comparants agissant en leur qualité d'associés représentant l'intégralité du patrimoine de la société civile "Société Civile Immobilière Rebelo Antunes", ayant son siège social à L-8527 Hostert, 14, Chemin de Rambrouch, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section E, sous le numéro 3.009, (numéro d'identification national 2005 70 02 116) constituée suivant acte sous seing privé, en date du 4 novembre 2005, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 493 du 8 mars 2006

Lesquels comparants ont requis le notaire instrumentant d'acter ce qui suit:

Première résolution

Madame Herminia REBELO CAMPOS, préqualifiée, cède:

- dix-neuf (19) de ses parts d'intérêts qu'elle détient dans la Société à Madame Simone MARTINHO MACEDO, préqualifiée, pour un montant de 150.000,- EUR (cent cinquante mille euros), suivant conditions stipulés entre parties, et

- dix-neuf (19) de ses parts d'intérêts qu'elle détient dans la Société à Monsieur Manuel REBELO CAMPOS, préqualifié, pour un montant de 150.000,- EUR (cent cinquante mille euros), suivant conditions stipulés entre parties.

Ces cessions de parts d'intérêts sont approuvées conformément à l'article 9 des statuts et l'associée et gérante Madame Herminia REBELO CAMPOS, préqualifiée, les considèrent comme dûment signifiées à la société, conformément à l'article 1690 du code civil.

Les cessionnaires sont propriétaires des parts d'intérêts leur cédées à partir de la date de ce jour.

Déclaration

La comparante Madame Herminia REBELO CAMPOS, préqualifiée, en sa qualité de gérante, déclare que la société civile «Société Civile Immobilière Rebelo Antunes», est propriétaire d'une maison d'habitation et de commerce, avec privilège de cabaretage y afférent, avec place et toutes ses appartenances et dépendances, le tout sis à Schoenfels, Rue du Village, inscrit au cadastre comme suit:

Commune de MERSCH, section H de Schoenfels

numéro 66/1224, lieu-dit «Rue du Village», place (occupée), bâtiment à habitation, contenant 04 ares 88 centiares, et

numéro 67/1226, lieu-dit «Rue du Village», place (occupée), bâtiment à habitation, contenant 23 ares 04 centiares.

Evaluation:

L'immeuble est évalué à sept cent quatre-vingt-neuf mille cinq cents euros . . . . 789.500,- EUR

Titre de propriété

La Société a acquis le prédit immeuble suivant acte reçu par Maître Urbain THOLL, notaire de résidence à Mersch, en date du 17 novembre 2005, transcrit au premier bureau des hypothèques de et à Luxembourg, le 27 décembre 2005, volume 1965, numéro 3.

Deuxième résolution

En conséquence de ce qui précède l'assemblée générale décide de modifier l'article 5 des statuts pour lui donner la teneur suivante:

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

« **Art. 5.** Le capital est fixé à 2.500,- EUR (deux mille cinq cents euros) représenté par 100 (cent) parts d'intérêts d'une valeur nominale de 25,- EUR (vingt-cinq euros) chacune, détenues comme suit:

Associé	Nombre de parts d'intérêts
1.- Madame Simone MARTINHO MACEDO, née à Vreia de Jales (Portugal) le 2 février 1978, épouse de Manuel REBELO CAMPOS, demeurant à L-7432 Gosseldange, 6, route de Schoenfels	50
2.- Monsieur Manuel REBELO CAMPOS, né à Populo/Alijo (Portugal) le 3 décembre 1972, demeurant à L-7432 Gosseldange, 6, route de Schoenfels	50
Total:	100

Troisième résolution

L'assemblée générale décide de:

a.- accepter la démission de la gérante unique Madame Herminia REBELO CAMPOS,

b.- nommer Monsieur Manuel REBELO CAMPOS, né à Populo/Alijo (Portugal) le 3 décembre 1972, demeurant à L-7432 Gosseldange, 6, route de Schoenfels, à la fonction de gérant unique.

Quatrième résolution

L'assemblée générale décide de transférer l'adresse du siège social vers L-7473 Schoenfels, 8, rue du Village et en conséquence de modifier l'article 4 des statuts pour lui donner la teneur suivante:

« **Art. 4.** Le siège social est établi dans la Commune de Mersch.

Il pourra être transféré (i) endéans les limites de la Commune par simple décision de la gérance de la Société, (ii) en tout autre endroit du Grand-Duché de Luxembourg par simple décision de l'Assemblée générale des Associés de la Société, décidant avec le quorum de majorité pour la modification des statuts.»

Cinquième résolution

L'assemblée générale décide d'élargir l'objet social de la Société en ajoutant un nouvel alinéa, de sorte que l'article 2 des statuts aura la teneur suivante:

« **Art. 2.** La société a pour objet l'acquisition, la construction et la gestion d'un ou de plusieurs immeubles à l'exclusion de toute activité commerciale.

La société pourra dans le cadre de son activité accorder notamment hypothèque ou se porter caution réelle d'engagement en faveur de tiers, dans les limites des dispositions légales afférentes. La société pourra emprunter avec ou sans garantie ou se porter caution pour d'autres personnes morales et physiques, dans les limites des dispositions légales afférentes.»

Frais

Tous les frais et honoraires du présent acte incombant à la société sont évalués à la somme de 21.100,- EUR.

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par nom, prénom usuel, état et demeure, ils ont tous signé avec Nous notaire le présent acte.

Signé: Herminia REBELO CAMPOS, Simone MARTINHO MACEDO, Manuel REBELO CAMPOS, Jean SECKLER.

Enregistré à Grevenmacher, le 08 décembre 2015. Relation GRE/2015/8560. Reçu vingt-quatre mille cinq cent soixante-dix euros 300.010,00 € à 0,50 % = 15.000,50 € + 2/10 = 3.000,10 € 18.000,60 €

Le Receveur (signé): G. SCHLINK.

POUR COPIE CONFORME, délivrée à la société.

Junglinster, le 12 octobre 2015.

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