MEMORIAL

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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° 3453 **28 décembre 2015**

SOMMAIRE

Platinum S.A., Société Anonyme.

Capital social: EUR 150.000,00.

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

R.C.S. Luxembourg B 137.754.

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Les actionnaires sont invités à prendre part à

l'ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE

de la société qui se tiendra le vendredi *15 janvier 2016* à 16h au siège social de la société, L-2449 Luxembourg, 8, boulevard Royal, pour délibérer sur les points portés à l'ordre du jour fixé comme suit :

Ordre du jour:

1. Demande de fonds pour couverture des dettes y compris envers les participées.
2. Proposition de réduction du capital social avec une éventuelle mise à zéro.
3. Rétablissement nouveau capital social avec éventuelle ouverture à tiers pour la souscription.
4. Divers.

Luxembourg, le 23 décembre 2015

PLATINUM S.A.

Le Conseil d'Administration.

Référence de publication: 2015207516/19.

NGM S.A., Société Anonyme.

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.

R.C.S. Luxembourg B 184.842.

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Nous avons l'honneur d'informer les actionnaires qu'ils sont convoqués, le *6 janvier 2016* , quinze heures, au siège social, en

ASSEMBLÉE GÉNÉRALE ORDINAIRE TENUE EXTRAORDINAIREMENT

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

Ordre du jour

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

* Affectation du résultat,

* Examen de la situation des mandats (remplacement d'un administrateur démissionnaire)

* Questions diverses

Le Conseil d'Administration.

Référence de publication: 2015203252/17.

Prentel Holding S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.

R.C.S. Luxembourg B 28.969.

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

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

Référence de publication: 2015175350/9.

(150195285) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

Promotions Immo-Nord S.A., Société Anonyme.

Siège social: L-9160 Ingeldorf, 8, route d'Ettelbruck.

R.C.S. Luxembourg B 122.704.

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Les comptes annuels au 31.12.2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2015175351/9.

(150194025) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

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.

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Mesdames et Messieurs 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 *1er février 2016* , à 11h00 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 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: 2015208710/755/26.

RBS Market Access, Société d'Investissement à Capital Variable.

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 78.567.

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The Royal Bank of Scotland plc ("RBS plc") has notified the board of directors of the Fund of its decision to resign as investment manager and global distributor of the Fund. The board of directors, with the assistance of RBS plc, has already selected a suitable replacement, in the best interest of the Fund and its shareholders.

As a result, it is proposed to remove the reference to "RBS" in the name of the Fund to reflect this strategic decision and revert to a more neutral denomination.

Further communication will be sent to the shareholders in due course, once this successor investment manager and global distributor is approved by the CSSF.

As a result of the above, you are invited to attend the

EXTRAORDINARY GENERAL MEETING

of shareholders of the Fund (the "Extraordinary General Meeting") for the purpose of voting on the proposed modifications to the articles of incorporation of the Fund (the "Articles"), that will be held, before notary, at the premises of RBC Investor Services Bank S.A., 14, Porte de France, L-4360 Esch-sur-Alzette on *15 January 2016* at 3 p.m. Luxembourg time with the following agenda:

Agenda:

1. Report on declared conflicts of interest as per article 57 of the amended law of 10 August 1915 on commercial companies
2. Change of name of the Fund into "Market Access" and subsequent amendment of Article 1 of the Articles, as follows: "Among the shareholders and all those who shall become holders of the shares in the future, there exists a company in the form of a public limited company ("société anonyme") qualifying as an investment company with variable capital ("société d'investissement à capital variable") under the name of "Market Access" (hereafter the "Fund")."
3. Miscellaneous

ORGANISATION OF THE EXTRAORDINARY GENERAL MEETING

Shareholders are advised that, as per the provisions of Article 67-1 (2) of the law of 10 August 1915 on commercial companies, as amended (the "Law of 1915"), and in accordance with the provisions of Article 33 of the Articles, a quorum of at least fifty per cent (50%) of the subscribed share capital of the Fund is required to be present or represented at the

Extraordinary General Meeting to decide on the matters mentioned under items 2 and 3 of the above agenda and the resolutions on such items have to be passed by the affirmative vote of at least two third (2/3) of the shares present or presented and voting at the Extraordinary General Meeting.

If the abovementioned quorum is not reached at the first call of the Extraordinary General Meeting, the Extraordinary General Meeting will be reconvened with the same agenda, in accordance with the provisions of Article 67-1 (2) of the Law of 1915. At such second call of the Extraordinary General Meeting, no quorum will be required to decide on the matters mentioned under items 2 and 3 of the above agenda and the resolutions on such items will be passed by the affirmative vote of at least two third (2/3) of the shares present or presented and voting at the Extraordinary General Meeting.

If you cannot be personally present at the Extraordinary General Meeting and want to be represented, please sign and date the enclosed proxy form and return it, at least 5 days before the Extraordinary General Meeting, to RBC Investor Services Bank S.A., 14 porte de France, L-4360 Esch-sur-Alzette, Grand Duchy of Luxembourg, to the attention of Christina Kipper.

If you want to attend the Extraordinary General Meeting in person, please inform us by post, at least 5 days before the Extraordinary General Meeting, at the address mentioned above.

The Board of Directors of the Fund.

Référence de publication: 2015208712/755/46.

Beckmann & Jörgensen Holding S.A., Société Anonyme.

Siège social: L-1143 Luxembourg, 15, rue Astrid.

R.C.S. Luxembourg B 43.101.

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Due to a lack of quorum for the Annual General Meeting of the Shareholders of the Company convened on December 1st, 2015, the Shareholders are convened a second time to attend the

EXTRAORDINARY GENERAL MEETING

to be held on *January 12, 2015* , at 10 a.m. at the registered office of the Company with the following agenda:

Agenda:

1. Noticing and approval of the postponement of the Annual General Meeting of Shareholders approving the annual accounts of the Company as at December 31, 2014.
2. Submission and approval of the Statutory Auditor's report for the financial year ended December 31, 2014.
3. Approval of the annual accounts and allocation of the results as at December 31, 2014.
4. Discharge to the Directors and the Statutory Auditor.
5. Action on a motion relating to the possible winding-up of the company as provided by Article 100 of the Luxembourg law on commercial companies of August 10, 1915.
6. Ratification of the co-option of one Director.
7. Miscellaneous.

Notice is given to the Shareholders that this second Meeting shall validly deliberate regardless of the proportion of the capital represented according to Article 67 of the amended law of August 10, 1915 on commercial companies.

Information to shareholders owning shares/units in bearer form

pursuant to the law of 28 July 2014 into force since August 18, 2014

It is reminded that the Board of Directors of the Company appointed FASCOLUX S.A., with registered seat at 15, rue Astrid, L-1143 Luxembourg as depositary of the Company on February 17, 2015 as provided by the law of 28 July 2014 concerning the compulsory deposit and immobilization of shares and units in bearer form.

It is reminded that the voting and financial rights of shareholders which have failed to deposit their bearer shares/units with the designated depositary by February 18, 2015 have been automatically suspended, respectively deferred, together with their right to assist to shareholders' meetings, until the bearer shares/units have been duly deposited with the designated depositary.

It is reminded that bearer shares/units which are not deposited with the designated depositary before February 18, 2016 shall be cancelled, which will result in a reduction of the Company's subscribed share capital and the funds being deposited with the Luxembourg State Treasury ("Caisse de Consignation").

Shareholders can contact the depositary, FASCOLUX S.A., for further information.

The Board of Directors.

Référence de publication: 2015197428/36.

Pareturn, Société d'Investissement à Capital Variable.

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 47.104.

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Notice is hereby given that the

ANNUAL GENERAL MEETING

of the Company (the "Meeting") will be held at the registered office office of the Company, as set out above, on *15 January 2016* at 11 :00 a.m. in order to deliberate and vote on the following agenda :

Agenda:

1. Presentation of the management report of the Board of Directors and of the report of the Réviseur d'Entreprises Agréé for the accounting year ended on September 30, 2015;
2. Approval of the annual accounts for the accounting year ended on September 30, 2015;
3. Allocation of the results;
4. Discharge to the Directors for the accounting year ended on September 30, 2015;
5. Statutory appointments:
   a. Board of Directors;
   b. Réviseur d'Entreprises Agréé;
6. Directors' fees;
7. Miscellaneous.

The resolutions submitted to the Meeting do not require any quorum. They are adopted by the simple majority of the shares present or represented at the Meeting.

The shareholders who would like to be present or represented at the Meeting are kindly requested to deposit their share certificates five clear days before the Meeting at the office of BNP Paribas Securities Services, Luxembourg Branch, 33, rue de Gasperich, L-5826 Hesperange, where forms of proxy are available.

Registered shareholders who would like to be present or represented at the Meeting are requested to complete, sign and return the proxy form, available upon request at the registered office, to the attention of Nathalie Finet by fax (+352 26 96 97 16) or by e-mail (lux_funds_domiciliation@bnpparibas.com) followed by the original by post at BNP Paribas Securities Services, Luxembourg Branch, 33, rue de Gasperich, Howald-Hesperange, L-2085 Luxembourg, by 8 January 2016 at the latest.

The annual report as at 30 September 2015 will be available upon request at the registered office.

For the Board of Directors

Référence de publication: 2015208711/755/33.

Secured Growth Finance Opportunities, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1150 Luxembourg, 287-289, route d'Arlon.

R.C.S. Luxembourg B 162.681.

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You are invited in your capacity as shareholder of the Company to attend an

EXTRAORDINARY GENERAL MEETING

of the shareholders of the Company (the Meeting), to be held on *29th January 2016* at 10.00 a.m., at Me Schaeffer's office, 74, avenue Victor Hugo, L-1750 Luxembourg, Grand Duchy of Luxembourg, with the following agenda:

Agenda:

1. Amendment of articles 5 and 11 of the Articles in connection with the base currency of the Company, to be modified from EUR to GBP;
2. Amendment of articles 25 and 30 of the Articles in connection with the financial year of the Company, to be modified to state that the financial year shall start on 1 January of each year and end on 31 December of the same year and clarify that the financial year for the year that started on 1 April 2015 shall end on 31 December 2015;
3. Deletion of the French translation of the Articles; and
4. Miscellaneous.

The present Meeting follows a first extraordinary general meeting of the shareholders held on 23rd December 2015, where the quorum required under article 67-1 (2) of the Luxembourg law dated 10 August 1915 on commercial companies, as amended (the Law) was not met.

In order to be adopted, resolutions must be carried by at least two-thirds of the votes cast. If you cannot be present at the Meeting, but wish to vote on the resolutions to be adopted, you may

(i) participate by conference call, video conference or similar means of communication; or

(ii) fill in, execute and return the power of attorney attached to this convening notice to the address of the Company (Schedule 1); or

(iii) fill in, execute and return the voting bulletin attached to this convening notice to the address of the Company (Schedule 2).

On behalf of the Company

Robert McGregor
Chairman of the Board

Référence de publication: 2015208714/32.

Canta S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1836 Luxembourg, 23, rue Jean Jaurès.

R.C.S. Luxembourg B 178.847.

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CLÔTURE DE LIQUIDATION

L'an deux mille quinze, le neuvième jour du mois de décembre;

Pardevant Nous Maître Danielle KOLBACH, notaire de résidence à Redange-sur-Attert (Grand-Duché de Luxembourg), soussignée;

S'est réunie

l'assemblée générale extraordinaire des actionnaires (l'"Assemblée") de la société anonyme, qualifiée comme société de gestion de patrimoine familial au sens des dispositions de la loi du 11 mai 2007, régie par les lois du Grand-Duché de Luxembourg "CANTA S.A. SPF", en liquidation volontaire, établie et ayant son siège social à L-1836 Luxembourg, 23, rue Jean Jaurès, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 178847, (la "Société"), constituée suivant acte reçu par Maître Carlo WERSANDT, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), en date du 10 juillet 2013, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2140 du 3 septembre 2013,

et dont les statuts (les "Statuts") n'ont plus été modifiés depuis lors.

La Société a été mise en liquidation et Monsieur Stéphane WARNIER, employé privé, né à Watermael-Boitsfort (Belgique), le 25 mars 1966, demeurant professionnellement à L-1836 Luxembourg, 23, rue Jean Jaurès, a été nommée en tant que liquidateur (le "Liquidateur") suivant acte reçu par le notaire instrumentant, en date du 4 décembre 2015, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

La séance est ouverte sous la présidence de Madame Virginie PIERRU, clerc de notaire, demeurant professionnellement à L-8510 Redange-sur-Attert, 66, Grand-Rue.

La Présidente désigne Madame Anaïs DEYGLUN, clerc de notaire, demeurant professionnellement à L-8510 Redange-sur-Attert, 66, Grand-Rue, comme secrétaire.

L'Assemblée choisit Monsieur Christian DOSTERT, clerc de notaire, demeurant professionnellement à L-8510 Redange-sur-Attert, 66, Grand-Rue, comme scrutateur.

Le bureau ayant ainsi été constitué, la Présidente expose et prie le notaire instrumentaire d'acter ce qui suit:

A) Que l'assemblée générale extraordinaire tenue en date du 7 déecembre 2015, a approuvé le rapport du liquidateur daté du 7 décembre 2015 (le "Rapport du Liquidateur") ainsi que les comptes de liquidation établis au 30 novembre 2015 (les "Comptes de Liquidation"), a nommé "CHESTER & JONES S.à r.l.", une société à responsabilité limitée de droit luxembourgeois, établie et ayant son siège social à L-1711 Luxembourg, 14, rue Bernard Haal, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 120602, en tant que commissaire à la liquidation (le "Commissaire à la Liquidation") chargé de l'établissement des comptes de clôture (les "Comptes de Clôture") et du rapport du commissaire à la liquidation (le "Rapport du Commissaire à la Liquidation") et qui a fixé à ces jour, heure et lieu la présente Assemblée;

B) Que la présente Assemblée a pour ordre du jour:

Ordre du jour

1. Examen et approbation du Rapport du Commissaire à la Liquidation;

2. Approbation des Comptes de Clôture;

3. Décharge à accorder au Liquidateur et au Commissaire à la Liquidation pour l'exécution de leurs mandats en relation avec la liquidation de la Société;

4. Approbation du transfert de tous les actifs et passifs de la Société conformément à ce qu'il ressort des Comptes de Clôture de la Société;

5. Conservation des livres et documents de la Société;

6. Approbation de la clôture de la liquidation de la Société avec effet à la date de ce jour;

7. Divers.

C) Que les actionnaires, présents ou représentés, ainsi que le nombre d'actions possédées par chacun d'eux, sont portés sur une liste de présence; laquelle, signée “ne varietur” par les actionnaires présents, les mandataires de ceux représentés, les membres du bureau de l’Assemblée et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

D) Que les procurations des actionnaires représentés, signées “ne varietur” par les membres du bureau de l’Assemblée et le notaire instrumentant, resteront annexées au présent acte pour être formalisée avec lui.

E) Que l’intégralité du capital social étant présente ou représentée et que les actionnaires, présents ou représentés, déclarent avoir été dûment notifiés et avoir eu connaissance de l’ordre du jour préalablement à cette Assemblée et renoncer aux formalités de convocation d'usage, aucune autre convocation n'était nécessaire.

F) Que la présente Assemblée, réunissant l’intégralité du capital social, est régulièrement constituée et peut délibérer valablement sur les objets portés à l’ordre du jour.

Ensuite l’Assemblée, après délibération, a pris à l’unanimité les résolutions suivantes:

Première résolution

Ayant eu communication du Rapport du Commissaire à la Liquidation, l’Assemblée approuve ledit rapport qui conclut à la conformité du Rapport du Liquidateur aux lois et obligations légales luxembourgeoises et à un exposé sincère et véritable des opérations de liquidations de la Société.

Le Rapport du Commissaire à la Liquidation, après avoir été signé “ne varietur” par les comparants et le notaire instrumentant, restera annexé au présent acte afin d'être enregistré avec lui.

Deuxième résolution

Confirmant par les présentes les conclusions contenues dans le Rapport du Commissaire à la Liquidation, l’Assemblée décide d’approuver les Comptes de Clôture.

Troisième résolution

L’Assemblée donne décharge pleine et entière au Liquidateur et au Commissaire à la Liquidation pour l’exécution de leurs mandats en rapport avec les opérations de liquidation de la Société.

Quatrième résolution

L’Assemblée décide d’approuver le transfert de tous les actifs et passifs de la Société, conformément à ce qu’il ressort des Comptes de Clôture, avec effet à la date du présent acte.

Cinquième résolution

L'Assemblée décide que les livres et autres documents de la Société resteront déposés pendant une période de cinq ans au moins à l’ancien siège social à L-1836 Luxembourg, 23, rue Jean Jaurès, et que toutes les sommes et valeurs éventuelles revenant aux actionnaires et aux créanciers qui ne se seraient pas présentés à la clôture de la liquidation seront déposés au même endroit au profit de qui il appartiendra.

Sixième résolution

L'Assemblée décide de procéder à la clôture de la liquidation de la Société avec effet à la date de ce jour.

Aucun autre point n'étant porté à l’ordre du jour de l’Assemblée et aucun des actionnaires présents ou représentés ne demandant la parole, la Présidente a ensuite clôturé l’Assemblée.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison des présentes, est évalué approximativement à mille cent euros.

DONT ACTE, passé à Redange-sur-Attert, à la date indiquée en tête des présentes.

Après lecture du présent acte aux comparants, connus du notaire par noms, prénoms, état civil et domiciles, lesdits comparants ont signé avec Nous, notaire, le présent acte.

Signé: V. PIERRU, A. DEYGLUN, C. DOSTERT, D. KOLBACH.

Enregistré à Diekirch A.C., le 10 décembre 2015. Relation: DAC/2015/21354. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Jeannot THOLL.

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

Redange-sur-Attert, le 18 décembre 2015.

Référence de publication: 2015206389/97.

(150233405) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 décembre 2015.

Golden Opportunities, Fonds Commun de Placement.

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Der Fonds Golden Opportunities wurde zum 13. November 2015 liquidiert und von der offiziellen Liste für Organismen für gemeinsame Anlagen gestrichen. Die Liquidation ist abgeschlossen, alle Investoren wurden ausbezahlt. Es wurden keine Gelder an die Caisse de Consignation gezahlt.

Hinweis zur Bekanntmachung im Mémorial, Recueil des Sociétés et Association.

Luxemburg, im Dezember 2015

VP Fund Solutions (Luxembourg) SA

Référence de publication: 2015208713/755/10.

Morgan Stanley Money Market Family, Fonds Commun de Placement.

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The consolidated version of the management regulations with respect to the common fund MORGAN STANLEY MONEY MARKET FAMILY has been filed with the Luxembourg Trade and Companies Register.

La version consolidée du règlement de gestion concernant le fonds commun de placement MORGAN STANLEY MONEY MARKET FAMILY a été déposée au registre de commerce et des sociétés de Luxembourg.

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

MORGAN STANLEY ASSET MANAGEMENT S.A.

Signature

Référence de publication: 2015207054/12.

(150232867) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 décembre 2015.

Invesco Immobilien Fonds, Fonds Commun de Placement.

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Die konsolidierte Fassung des Verwaltungsreglements in Bezug auf den Anlagefonds Invesco Immobilien Fonds zum 14. Dezember 2015 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

INVESCO Real Estate Management S.à r.l.

Unterschrift

Référence de publication: 2015205565/10.

(150231043) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 décembre 2015.

Toitures Mutsch SA, Société Anonyme.

Siège social: L-9940 Asselborn, Maison 51.

R.C.S. Luxembourg B 97.090.

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

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

Fiduciaire Arbo S.A.

Signature

Référence de publication: 2015175458/11.

(150193979) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

Royal Ebony Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 153.547.

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Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 26 octobre 2015.

SG AUDIT SARL

Référence de publication: 2015175378/11.

(150194195) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

VF Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 79.198.

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Le Bilan consolidé de la société mère (VF Corporation) au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 21 Septembre 2015.

VF Investments S.à.r.l.

Fabrice Rota

Gérant A

Référence de publication: 2015175480/14.

(150194123) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

TMLH 1970 SA, SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 187.715.

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

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

Signature.

Référence de publication: 2015175457/10.

(150194660) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

A.F.I. Luxembourg s.à r.l., Société à responsabilité limitée.

Siège social: L-3514 Dudelange, 170, route de Kayl.

R.C.S. Luxembourg B 147.052.

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

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

Luxembourg. Signature.

Référence de publication: 2015175525/10.

(150194790) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 octobre 2015.

Woodimmo S.A., Société Anonyme.

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.

R.C.S. Luxembourg B 94.198.

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

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

Signature.

Référence de publication: 2015175493/10.

(150194699) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

Winpa 1 S.à r.l., Société à responsabilité limitée.

Siège social: L-6143 Junglinster, 3, rue Jean-Pierre Ries.

R.C.S. Luxembourg B 178.918.

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

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

Junglinster, le 27 octobre 2015.

Référence de publication: 2015175492/10.

(150194107) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

RC II S.à r.l., Société à responsabilité limitée.

Siège social: L-2417 Luxembourg, 10, rue de Reims.

R.C.S. Luxembourg B 137.968.

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Les comptes annuels au 31 décembre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la Société
Un gérant

Référence de publication: 2015177048/11.
(150195972) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

International Trade Real Estate Développement S.A., Société Anonyme.

Siège social: L-2557 Luxembourg, 18, rue Robert Stümper.

R.C.S. Luxembourg B 98.888.

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Les comptes annuels au 31 mai 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature
Un Mandataire

Référence de publication: 2015176792/11.
(150195922) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

RigNet Luxembourg Holdings, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 173.931.

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Les comptes annuels au 31 décembre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour RigNet Luxembourg Holdings
Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2015177039/11.
(150196071) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

RigNet Global Holdings, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 169.270.

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Les comptes annuels au 31 décembre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour RigNet Global Holdings
Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2015177038/11.
(150196072) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

RCP 4 (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 120.374.

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Les comptes annuels au 30 avril 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 29 octobre 2015.

Référence de publication: 2015177050/10.
(150196679) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

Serge BORSI et Cie Sàrl, Société à responsabilité limitée.

Siège social: L-2172 Luxembourg, 45, rue Alphonse München.

R.C.S. Luxembourg B 31.177.

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Le bilan au 31.12.2014 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 29 octobre 2015.

Pour ordre
EUROPE FIDUCIAIRE (Luxembourg) S.A.
Boîte Postale 1307
L - 1013 Luxembourg

Référence de publication: 2015177082/14.

(150196157) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

RCP 2 (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 120.372.

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Les comptes annuels au 30 avril 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 28 octobre 2015.

Référence de publication: 2015177049/10.

(150196675) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

RCP 5 (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 124.015.

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Les comptes annuels au 30 avril 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 29 octobre 2015.

Référence de publication: 2015177051/10.

(150196687) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

YOLE, Société Luxembourgeoise de Réassurances, Société Anonyme.

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

R.C.S. Luxembourg B 46.682.

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Extrait des résolutions du conseil d'administration datées du 20 octobre 2015

5. Mandat des Administrateurs

Le conseil est informé que l'adresse de M, Frank LELY, Président est désormais

135, rue Sadi Carnot

CS 0001

59790 RONCHIN, France.

Pour la Société
Aon Insurance Managers (Luxembourg) S.A.

Référence de publication: 2015175499/15.

(150194375) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

VF Sourcing Asia S.à r.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 145.048.

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Les comptes consolidés de la société mère (VF Corporation) au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 21 Septembre 2015.

VF Sourcing Asia S.à r.l.

Fabrice Rota

Gérant A

Référence de publication: 2015175481/14.

(150194126) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

Natha-Line S.à r.l., Société à responsabilité limitée.

Siège social: L-4760 Pétange, 30, route de Luxembourg.

R.C.S. Luxembourg B 170.997.

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

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

Luxembourg. Signature.

Référence de publication: 2015176954/10.

(150196359) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

Nesselrath S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 70, Grand-Rue.

R.C.S. Luxembourg B 86.037.

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

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

Luxembourg, le 29 octobre 2015.

Référence de publication: 2015176955/10.

(150196232) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

Multiflex Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1661 Luxembourg, 25, Grand-rue.

R.C.S. Luxembourg B 130.982.

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Les comptes annuels au 30 Juin 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 28 Octobre 2015. Signature.

Référence de publication: 2015176928/10.

(150196300) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

MS Automatenservice s.à r.l., Société à responsabilité limitée.

Siège social: L-6468 Echternach, Zone Industrielle Op Der Gleicht.

R.C.S. Luxembourg B 100.552.

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Les comptes annuels du 01/01/2014 au 31/12/2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2015176926/10.

(150196539) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 octobre 2015.

CCP IV E Building S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.520,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 201.944.

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STATUTES

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

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

THERE APPEARED:

CCP IV Luxembourg JV S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of Luxembourg, having its registered office at 16, avenue Pasteur L-2310 Luxembourg, not yet registered with the Trade and Companies Register of Luxembourg with a share capital of twelve thousand five hundred euros (EUR 12,500.-) (the Sole Shareholder),

hereby represented by Mrs Isabel DIAS, private employee, whose professional address is at L-1750 Luxembourg, 74, avenue Victor Hugo, by virtue of a power of attorney given in Luxembourg, on November 26 th , 2015,

The power of attorney, after signature ne varietur by the representative of the appearing party and the undersigned notary, will remain attached to this deed for the purpose of registration.

The appearing party, represented as above, has requested the undersigned notary, to state as follows the articles of incorporation of a private limited liability company (société à responsabilité limitée), which is hereby incorporated:

I. Name - Registered office - Object - Duration

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

Art. 2. Registered office.

2.1. The Company's registered office is established in the municipality of Luxembourg, Grand Duchy of Luxembourg. It may be transferred within that municipality by a resolution of the board of managers. It may be transferred to any other location in the Grand Duchy of Luxembourg by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the board of managers. If the board of managers determines that extraordinary political or military developments or events have occurred or are imminent, and that those developments or events may interfere with the normal activities of the Company at its registered office, or with ease of communication between that office and persons abroad, the registered office may be temporarily transferred abroad until the developments or events in question have completely ceased. Any such temporary measures do not affect the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg incorporated company.

Art. 3. Corporate object.

3.1. The purpose of the Company is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and in any real estate properties, and the management of such participations. The Company may in particular acquire by subscription, purchase and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin. The Company may invest in real estate whatever the acquisition modalities including but not limited to the acquisition by way of sale or enforcement of security.

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

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

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

Art. 4. Duration.

4.1. The Company is formed for an unlimited period.

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

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital of the Company is fixed at twelve thousand five hundred and twenty euros (EUR 12,520.-) represented by:

(i) twelve thousand and five hundred (12,500) ordinary shares (the Ordinary Shares);

(ii) ten (10) class A redeemable shares (the Class A Shares); and

(iii) ten (10) class B redeemable shares (the Class B Shares).

all in registered form with a par value of one euro (EUR 1.-) each, all subscribed and fully paid-up, and each having the specific distribution rights as determined in the present Articles.

5.2. The Class A Shares and the Class B Shares are collectively hereafter referred to as the Redeemable Shares, and the Redeemable Shares, collectively with the Ordinary Shares, are hereafter referred to as the Shares.

5.3. Each holder of an Ordinary Share is hereinafter individually referred to as an Ordinary Shareholder and the holders of Ordinary Shares are hereinafter collectively as the Ordinary Shareholders.

5.4. Each holder of a Redeemable Share is hereinafter individually referred to as a Redeemable Shareholder. The Ordinary Shareholders and the Redeemable Shareholders are hereinafter collectively referred to as the Shareholders.

5.5. The Company may maintain a special capital reserve account and/or share premium account in respect of the Shares and there shall be recorded to such accounts, the amount or value of any contribution/premium paid up in relation to the Shares. Amounts so recorded to such accounts will constitute freely distributable reserves of the Company and will be available for distribution to the Shareholders, as set out in these Articles.

5.6. The amount of the special capital reserve account and/or share premium account may be used for the purpose of redeeming and/or repurchasing each Class of Shares as per article 7 of these Articles, to offset any net realised losses, to make distributions to the Shareholders or to allocate funds to the legal reserve of the Company.

5.7. If the Shareholders resolve to distribute any profits, the profits are to be distributed by the Company as follows:

(i) the holders of the Ordinary Shares shall, on pro rata basis, be entitled to all the distributable profits derived by the Company from income in respect of the Company's assets and investments (including, but not limited to dividends, interest and any gains, which constitute income for United Kingdom tax purposes) (together the Income Profits).

(ii) all the distributable profits derived by the Company from capital gains in respect of the Company's assets and investments, being amounts other than Income Profits (including but, not limited to capital gains, liquidation profits and sale proceeds) (together the Capital Gain Profits) may be distributed only to the holders of the Redeemable Shares in accordance with the following payment priorities and modalities:

(a) first, an amount equal to 0.50% of the aggregate nominal value of the Class A Shares to the holders of the Class A Shares annually on pro rata basis; and

(b) second, any remaining Capital Gain Profits will be paid to the holders of the Class B Shares annually on pro rata basis. If all the Class B Shares are redeemed and cancelled, all Capital Gain Profits remaining after the payments pursuant to step (a) will be paid to the holders of the Class A Shares on pro rata and pari passu basis.

(iii) any profits other than Income Profits and Capital Gain Profits (the Remaining Profits) shall be distributed to the holders of the Ordinary Shares on pro rata basis.

5.8. For the avoidance of doubt, profits may be distributed to the shareholders only if the shareholders resolve such distribution.

Art. 6. Shares.

6.1. Each Share entitles its owner to one vote at the general meetings of Shareholders. Ownership of a share carries implicit acceptance of these Articles and the resolutions of the sole shareholder or the general meeting of shareholders.

6.2. Each Share is indivisible as far as the Company is concerned.

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

6.4. The sole shareholder may transfer freely its Shares when the Company is composed of a sole shareholder. The Shares may be transferred freely amongst Shareholders when the Company is composed of several shareholders. The Shares may be transferred to non-shareholders only with the authorisation of the general meeting of shareholders representing at least three quarters of the share capital.

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

Art. 7. Redemption and/or repurchase of Shares.

7.1. In the course of any given financial year, the Company may redeem and/or repurchase, at the option of its sole shareholder or shareholders, any class of Shares at a redemption/repurchase price as determined by the Board and approved by the sole shareholder or the Shareholders (the Redemption Price).

7.2. The redemption and/or the repurchase of the Shares in accordance with article 7 of these Articles is permitted provided that:

(i) A class of Shares are always redeemed and/or repurchased in full at the same time, it being understood that the Ordinary Shares may be redeemed and/or repurchased in full only after the redemption and/or repurchase of all the Redeemable Shares;

(ii) the net assets of the Company, as evidenced in the interim accounts of the Company to be prepared by the board of managers, are not, or following the redemption would not become, lower than the amount of the share capital of the Company plus the reserves which may not be distributed under the laws of the Grand Duchy of Luxembourg and / or these Articles;

(iii) the Redemption Price does not exceed the amount of profits of the current financial year plus any profits carried forward and any amounts drawn from the Company's reserves available for such purpose, less any losses of the current financial year, any losses carried forward and sums to be allocated in reserve under the laws of the Grand Duchy of Luxembourg and these Articles; and

(iv) the redemption and/or repurchase is made on the context of a reduction of the capital of the Company. The redemption and/or repurchase shall be decided by the shareholders in accordance with article 12 of these Articles. For the avoidance of doubt, the amount of the share capital reduction shall be paid to the holders of the class of shares subject to such redemption and/or repurchase.

7.3. In case of redemption and/or repurchase of Redeemable Shares, such redemption and/or repurchase should be made in the reverse alphabetical order (i.e. starting with the Class B Shares and ending with the Class A Shares). The Ordinary Shares may be redeemed and/or repurchased only after the redemption and/or repurchase of all the Redeemable Shares.

7.4. In the event of a reduction of share capital through the redemption and/or repurchase and the cancellation of a class of Shares, such class of Shares give right to the holders thereof pro rata to their holding in such class to the Available Amount (or any other amount resolved by the General Meeting in accordance with the conditions prescribed for the amendment of the Articles provided however that such other amount shall never be higher than such Available Amount), in each case determined on the basis of interim accounts of the Company on a date no earlier than eight (8) days before the date of the redemption and/or repurchase and cancellation of the relevant class of Shares.

7.5. The Available Amount in relation to the Redeemable Shares will be equal to the total amount of Capital Gain Profits of the Company (including carried forward Capital Gain Profits) to the extent the shareholders and/or the board of managers would have been entitled to dividend distributions according to Article 16 of the Articles, increased by (i) any freely distributable reserves (including special capital reserve account and/or share premium account) and (ii) as the case may be by the amount of the share capital reduction relating to the Redeemable Shares to be cancelled but reduced by (i) any losses (including carried forward losses) and (ii) any sums to be placed into reserve(s) pursuant to the requirements of law or of the Articles, each time as set out in the relevant interim accounts (without any double counting).

7.6. For the avoidance of doubt, the Available Amount may not include any Income Profits (including carried forward Income Profits).

7.7. In case of redemption and/or repurchase of the Ordinary Shares, the Redemption Price may include Income Profits (including carried forward Income Profits) and Remaining Profits (including carried forward Remaining Profits), but may not include Capital Gain Profits.

7.8. In case of redemption and/or repurchase of the Redeemable Shares, the Redemption Price may include Capital Gain Profits (including carried forward Capital Gain Profits), but may not include Income Profits.

7.9. The amount of the special capital reserve account and/or share premium account may be used for the purpose of redeeming/repurchasing each class of Shares.

III. Management - Representation

Art. 8. Appointment and removal of managers.

8.1. The Company is managed by one manager (the sole manager) or in case of plurality of managers, by at least three (3) managers appointed by a resolution of the shareholders, which sets the term of its mandate. The managers need not be shareholders.

8.2. The managers and any additional or replacement manager appointed to the Company, may be removed at any time, with or without cause, by a resolution of the shareholders.

Art. 9. Board of managers.

9.1. If several managers are appointed, they constitute the board of managers (the Board), which will be constituted by one manager of category A (the A Manager) and two or more managers of category B (the B Manager) (the A Manager and the B Managers are collectively referred to herein as Managers).

9.2. Powers of the board of managers

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

(ii) The Board may delegate special and limited powers to one or more agents for specific matters.

9.3. Procedure

(i) The Board meets at the request of any one (1) manager, at the place indicated in the convening notice, which in principle is in Luxembourg.

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

(iii) No notice is required if all members of the Board are present or represented and state that know the agenda for the meeting. A manager may also waive notice of a meeting, either before or after the meeting. Separate written notices are not required for meetings which are held at times and places indicated in a schedule previously adopted by the Board.

(iv) A manager may grant another manager power of attorney in order to be represented at any Board meeting.

(v) The Board may only validly deliberate and act if a majority of its members are present or represented and at least one (1) A manager and at least one (1) B manager are present or represented. Board resolutions are validly adopted by a majority of the votes by the managers present or represented and at least one (1) A manager and at least one (1) B manager are present or represented. Board resolutions are recorded in minutes signed by the chairperson of the meeting or, if no chairperson has been appointed, by all the managers present or represented.

(vi) Any manager may participate in any meeting of the Board by telephone or video conference, or by any other means of communication which allows all those taking part in the meeting to identify, hear and speak to each other. Participation by such means is deemed equivalent to participation in person at a duly convened and held meeting.

(vii) Circular resolutions signed by all the managers (the Managers' Circular Resolutions) are valid and binding as if passed at a duly convened and held Board meeting, and bear the date of the last signature.

9.4. Representation

(i) The Company is bound towards third parties in all matters by the sole signature of its A Manager or by the joint signature of any two B Managers.

(ii) The Company is also bound towards third parties by the signature of any person to whom special powers have been delegated.

Art. 10. Sole manager.

10.1. If the Company is managed by a sole manager, all references in the Articles to the Board or the managers are to be read as references to the sole manager, as appropriate.

10.2. The Company is bound towards third parties by the signature of the sole manager.

10.3. The Company is also bound towards third parties by the signature of any person to whom the sole manager has delegated special powers.

Art. 11. Liability of the managers.

11.1. The managers may not, be held personally liable by reason of their mandate for any commitment they have validly made in the name of the Company, provided those commitments comply with the Articles and the Law.

IV. Shareholder(s)

Art. 12. General meetings of shareholders and shareholders' circular resolutions.

12.1. Powers and voting rights

(i) Resolutions of the shareholders are adopted at a general meeting of shareholders (the General Meeting) or by way of circular resolutions (the Shareholders' Circular Resolutions).

(ii) When resolutions are to be adopted by way of Shareholders' Circular Resolutions, the text of the resolutions is sent to all the shareholders, in accordance with the Articles. Shareholders' Circular Resolutions signed by all the shareholders are valid and binding as if passed at a duly convened and held General Meeting, and bear the date of the last signature.

(iii) Each share gives entitlement to one (1) vote.

12.2. Notices, quorum, majority and voting procedures

(i) The shareholders are convened to General Meetings or consulted in writing on the initiative of any managers or shareholders representing more than one-half of the share capital.

(ii) Written notice of any General Meeting is given to all shareholders at least eight (8) days prior to the date of the meeting, except in the case of an emergency whose nature and circumstances are set forth in the notice.

(iii) General Meetings are held at the time and place specified in the notices.

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

(v) A shareholder may grant written power of attorney to another person, shareholder or otherwise, in order to be represented at any General Meeting.

(vi) Resolutions to be adopted at General Meetings or by way of Shareholders' Circular Resolutions are passed by shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting or first written consultation, the shareholders are convened by registered letter to a second General Meeting or consulted a second time, and the resolutions are adopted at the second General Meeting or by Shareholders' Circular Resolutions by a majority of the votes cast, irrespective of the proportion of the share capital represented.

(vii) The Articles are amended with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital.

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

Art. 13. Sole shareholder.

13.1. When the number of shareholders is reduced to one (1), the sole shareholder exercises all powers granted by the Law to the General Meeting.

13.2. Any reference in the Articles to the shareholders and the General Meeting or to Shareholders' Circular Resolutions is to be read as a reference to the sole shareholder or the shareholder's resolutions, as appropriate.

13.3. The resolutions of the sole shareholder are recorded in minutes or drawn up in writing.

V. Annual accounts - Allocation of profits - Supervision

Art. 14. Financial year and approval of annual accounts.

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

14.2. The Board prepares the balance sheet and profit and loss account annually, together with an inventory stating the value of the Company's assets and liabilities, with an annex summarising its commitments and the debts owed by its manager (s) and shareholders to the Company.

14.3. Any shareholder may inspect the inventory and balance sheet at the registered office.

14.4. The balance sheet and profit and loss account are approved at the annual General Meeting or by way of Shareholders' Circular Resolutions within six (6) months following the closure of the financial year.

Art. 15. Auditors.

15.1. When so required by law, the Company's operations are supervised by one or more approved external auditors (réviseurs d'entreprises agréés).

15.2. The shareholders appoint the approved external auditors, if any, and determine their number and remuneration and the term of their mandate, which may not exceed six (6) years but may be renewed.

Art. 16. Allocation of profits.

16.1. From the annual net profits of the Company, five per cent (5%) shall be allocated to the legal reserve required by the Law (the Legal Reserve). That allocation to the Legal Reserve will cease to be required as soon and as long as such Legal Reserve amounts to ten per cent (10%) of the subscribed share capital of the Company. Any amounts attributed to the Legal Reserve may be distributed only to the holders of the Ordinary Shares.

16.2. The sole shareholder or the general meeting of shareholders shall determine how the remainder of the annual net profits will be disposed of. It may decide to allocate the whole or part of the remainder to a reserve or to a provision reserve, to carry it forward to the next following financial year or to distribute it to the shareholders. If profits are to be distributed to the shareholders, then the Income Profits and the Remaining Profits will be distributed only to the holders of the Ordinary Shares and the Capital Gain Profits will be distributed only to the holders of the Redeemable Shares.

16.3. The sole shareholder or the shareholder's meeting may decide to pay interim dividends on the basis of the interim accounts prepared by the Board of Managers showing sufficient funds available for distribution provided that:

(i) the amount to be distributed does not exceed profits realized since the end of the financial year increased by profits carried forward and distributable reserves and decreased by losses carried forward and any sums to be allocated to the reserves required by the Law or by these Articles;

(ii) the Board must make the decision to distribute interim dividends within two (2) months from the date of the interim accounts; and

(iii) the rights of the Company's creditors are not threatened, taking the assets of the Company.

16.4. The Income Profits will be distributed only to the holders of the Ordinary Shares, Capital Gain Profits will be distributed only to the holders of the Redeemable Shares and the Remaining Profits will be distributed only to the holders of the Ordinary Shares, in each case in accordance with the provisions of article 5.7.

VI. Dissolution - Liquidation

17.1 The Company may be dissolved by a decision of the sole shareholder or by a decision of the general meeting voting with the same quorum and majority as for the amendment of these Articles, unless otherwise provided by the Law.

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

17.3 After payment of all the debts of and charges against the Company and of the expenses of liquidation, the net assets shall be distributed equally to the holders of the Shares on pro rata basis, provided that:

(i) the Income Profits may be distributed only to the holders of the outstanding Ordinary Shares on pro rata and pari passu basis;

(ii) the Capital Gain Profits may be distributed only to the holders of the outstanding Redeemable Shares on pro rata and pari passu basis;

(iii) the Remaining Profits may be distributed only to the holders of the outstanding Ordinary Shares on pro rata and pari passu basis; and

(iv) the amounts allocated to the Legal Reserve may be distributed only to the holders of the outstanding Ordinary Shares on pro rata and pari passu basis.

VII. General provisions

18.1 Notices and communications may be made or waived, and Managers' and Shareholders' Circular Resolutions may be evidenced, in writing, by fax, email or any other means of electronic communication.

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

18.3 Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements for being deemed equivalent to handwritten signatures. Signatures of the Managers' Circular Resolutions, the resolutions adopted by the Board by telephone or video conference or the Shareholders' Circular Resolutions, as the case may be, are affixed to one original or several counterparts of the same document, all of which taken together constitute one and the same document.

18.4 All matters not expressly governed by these Articles are determined in accordance with the applicable law and, subject to any non-waivable provisions of the law, with any agreement entered into by the shareholders from time to time.

Transitional provision

The first financial year begins on the date of this deed and ends on December 31 st , 2016.

Subscription and payment

The Sole Shareholder, represented as stated above, subscribes to twelve thousand five hundred (12,500) shares in registered form, to ten (10) class A redeemable shares and to ten (10) class B redeemable shares each one having a nominal value of one euro (EUR 1,-), and agrees to pay them in full by a contribution in cash of twelve thousand five hundred twenty euros (EUR 12,520.-),

The amount of twelve thousand five hundred twenty euros (EUR 12,520.-) is at the Company's disposal and evidence thereof has been given to the undersigned notary.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately one thousand four hundred euro (EUR 1,400.-).

Resolutions of the sole shareholder

Immediately after the incorporation of the Company, the Sole Shareholder, representing the entire subscribed capital, adopted the following resolutions:

1. The following are appointed as managers of the Company for an indefinite period:

is appointed as A Manager:

- Mr. Yves BARTHELS, born on October 10 th , 1973 in Luxembourg, Grand Duchy of Luxembourg, residing professionally at 16, avenue Pasteur, L-2310 Luxembourg; and

are appointed as B Managers:

- Mr. Romain DELVERT, born on June 26 th , 1973, in Tours, France, residing professionally at 16, avenue Pasteur, L-2310 Luxembourg;

- Mr. Mark TERRY, born on January 10 th , 1977, in Arawa, Papua New Guinea, residing professionally at Berkeley Square, Berkeley Square House, 8 th floor, GB-W1J 6DB London.

2. The registered office of the Company is located at 16, avenue Pasteur, L- 2310 Luxembourg.

Declaration

The undersigned notary who understands and speaks English, states that at request of the above appearing party, the present deed is drawn up in English, followed by a French version and that in the case of divergences between the English text and the French text, the English text prevails.

WHEREOF, the present notarial deed is drawn in Luxembourg, on the year and day stated above written.

This deed has been read to the representative of the appearing party, who have signed it together with the undersigned notary.

Suit la traduction française du texte qui précède:

L'an deux mille quinze, le vingt-six novembre,

Par-devant Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

A COMPARU

CCP IV Luxembourg JV S.à r.l., une société à responsabilité limitée de droit Luxembourgeois, ayant son siège social au 16, avenue Pasteur L-2310 Luxembourg, Grand-Duché de Luxembourg, pas encore enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg, ayant un capital social de douze mille cinq cents euro (EUR 12.500.-) (l'Associé Unique),

représentée par Madame Isabel DIAS, employée privée, avec adresse professionnelle à L-1750 Luxembourg, 74, avenue Victor Hugo, en vertu d'une procuration donnée à Luxembourg, le 26 novembre 2015,

Ladite procuration, après avoir été signée ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour les formalités de l'enregistrement.

La partie comparante, représentée comme indiqué ci-dessus, a prié le notaire instrumentant d'acter de la façon suivante les statuts d'une société à responsabilité limitée qui est ainsi constituée:

I. Dénomination - Siège social - Objet - Durée

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

Art. 2. Siège social.

2.1. Le siège social de la Société est établi dans la commune de Luxembourg-ville, Grand-Duché de Luxembourg. Il peut être transféré dans cette même commune par décision du conseil de gérance. Le siège social peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une résolution des associés, selon les modalités requises pour la modification des Statuts.

2.2. Il peut être créé des succursales, filiales ou autres bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger par décision du conseil de gérance. Lorsque le conseil de gérance estime que des développements ou événements extraordinaires d'ordre politique ou militaire se sont produits ou sont imminents, et que ces développements ou évènements sont de nature compromettre les activités normales de la Société à son siège social, ou la communication aisée entre le siège social et l'étranger, le siège social peut être transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances. Ces mesures provisoires n'ont aucun effet sur la nationalité de la Société qui, nonobstant le transfert provisoire de son siège social, reste une société luxembourgeoise.

Art. 3. Objet social.

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

3.2. La Société peut emprunter sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de billets à ordre, d'obligations et de titres et instruments de toute autre nature. La Société peut prêter des fonds, y compris notamment, les revenus de tous emprunts, à ses filiales, sociétés affiliées ainsi qu'à toutes autres sociétés. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations

et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

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

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

Art. 4. Durée.

4.1. La Société est formée pour une durée indéterminée.

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

II. Capital - Parts sociales

Art. 5. Capital.

5.1. Le capital social de la Société est fixé à douze mille cinq cent vingt euros (EUR 12.520,-) représenté par:

(i) douze mille cinq cents (12.500) parts sociales ordinaires (les Parts Sociales Ordinaires),

(ii) dix (10) parts sociales remboursables de classe A (les Parts Sociales de Classe A); et

(iii) dix (10) parts sociales remboursables de classe B (les Parts Sociales de Classe B).

toutes sous forme nominative ayant une valeur nominale d'un euro (EUR 1.-) chacune, toutes souscrites et entièrement libérées et toutes ayant des droits de distribution spécifique comme déterminé dans les présents Statuts.

5.2. Les Parts Sociales de Classe A et les Parts Sociales de Classe B sont collectivement désignées ci-après comme les Parts Sociales Remboursables, et les Parts Sociales Remboursables, collectivement avec les Parts Sociales Ordinaires, sont ci-après désignées comme les Parts Sociales.

5.3. Chaque détenteur d'une Part Sociale Ordinaire est ci-après individuellement désigné comme un Associé Ordinaire et les détenteurs des Parts Sociales Ordinaires sont ci-après collectivement désignés comme les Associés Ordinaires.

5.4. Chaque détenteur de Parts Sociales Remboursables est ci-après individuellement désigné comme un Associé PSR. Les Associés Ordinaires et les Associés PSR sont ci-après collectivement désignés comme les Associés.

5.5. La Société peut maintenir un compte spécial de réserve de capital et/ou un compte de prime d'émission à l'égard des Parts Sociales et tout montant ou valeur de tout apport/prime payé(e) en relation avec les Parts Sociales sera enregistré sur ce compte. Les montants ainsi enregistrés sur ces comptes constitueront des réserves librement distribuables de la Société et seront disponibles pour distribution aux Associés, tel qu'indiqué dans ces Statuts.

5.6. Le montant du compte spécial de réserve de capital et/ou le compte de prime d'émission peut être utilisé aux fins de remboursement et/ou de rachat de chaque Classe de Parts Sociales conformément à l'article 7 des présents Statuts, pour compenser toutes pertes nettes réalisées, pour effectuer des distributions aux Associés ou pour affecter des fonds à la réserve légale de la Société.

5.7. Au cas où les Associés décident de distribuer des bénéfices, les bénéfices devront être distribués de la manière suivante:

(i) les détenteurs des Parts Sociales Ordinaires auront droit, au pro rata, à tous les bénéfices distribuables réalisés par la Société provenant de revenus en relation avec les actifs et investissements de la Société (en ce compris mais non limité aux dividendes, intérêts et autres gains constituant un revenu aux fins de considérations fiscales au Royaume-Uni) (ensemble les Profits de Revenu).

(ii) tous les bénéfices distribuables réalisés par la Société provenant de plus-values en relation avec les actifs et investissements de la Société, c'est-à-dire les montants autres que les Profits de Revenu (en ce compris mais non limité aux plus-values, boni de liquidation et produits de vente) (ensemble les Profits de Plus-Value) peuvent uniquement être distribués aux détenteurs de Parts Sociales Remboursables en conformité avec les priorités et modalités de paiement suivantes:

(a) premièrement, un montant égal à 0,50% de la valeur nominale globale des Parts Sociales de Classe A aux détenteurs des Parts Sociales de Classe A annuellement au pro rata et sur base pari passu;

(b) deuxièmement, les Profits de Plus-Value restants seront payés aux détenteurs des Parts Sociales de Classe B annuellement au pro rata et sur base pari passu;

Si toutes les Parts Sociales de Classe B sont remboursées et annulées, tous les Profits de Plus-Value après les paiements effectués en vertu de l'étape (a) seront payés aux détenteurs des Parts Sociales de Classe A au pro rata et sur base pari passu.

(iii) tous profits autres que les Profits de Revenu et Profits de Plus- Value (les Profits Restants) seront distribués aux détenteurs des Parts Sociales Ordinaires au pro rata.

5.8. En tout état de cause, les bénéfices peuvent être distribués aux associés uniquement si ces derniers décident d'une telle distribution.

Art. 6. Parts sociales.

6.1. Chaque Part Sociale donne à son détenteur le droit à un vote aux assemblées générales des Associés. De la détention d'une part sociale découle implicitement l'acceptation de ces Statuts et les résolutions de l'associé unique ou de l'assemblée générale des associés.

6.2. Les parts sociales sont indivisibles en ce qui concerne la Société.

6.3. Les co-détenteurs de Parts Sociales doivent être représentés envers la Société par un mandataire, nommé parmi eux ou non.

6.4. L'associé unique peut transférer librement ses Parts Sociales lorsque la Société est composée d'un associé unique. Les Parts Sociales peuvent être transférées librement entre les Associés lorsque la Société est composée de plusieurs associés. Les Parts Sociales peuvent être transférées à des non-associés uniquement avec l'accord préalable de l'assemblée générale des associés représentant au moins trois quarts du capital social.

6.5. Une cession de Parts Sociales doit être constaté par un acte notarial ou par un acte sous seing privé. Une telle cession n'est opposable à l'égard de la Société ou des tiers, qu'après avoir été notifiée à la Société ou acceptée par celle-ci conformément à l'article 1690 du Code Civil.

Art. 7. Remboursement et/ou rachat de Parts Sociales.

7.1. Au cours de tout exercice social, la Société peut rembourser et/ou racheter, au choix de son associé unique ou de ses associés, toutes les Parts Sociales Remboursables (et, par suite, toutes les Parts Sociales Ordinaires) au prix de rachat déterminé par le Conseil et approuvé par l'associé unique ou par les Associés (le Prix de Remboursement).

7.2. Le remboursement et/ou rachat des Parts Sociales conformément au présent article 7 de ces Statuts, est permis à condition que:

(i) toute classe de Parts Sociales soit toujours remboursée et/ou rachetée en intégralité au même moment, étant entendu que les Parts Sociales Ordinaires peuvent être remboursées et/ou rachetées en intégralité uniquement après le remboursement et/ou le rachat de toutes les Parts Sociales Remboursables;

(ii) les actifs nets de la Société, tel que montré par les comptes intérimaires de la Société à préparer par le conseil de gérance, ne soient pas ou ne tombent pas, suite au rachat, en-dessous du montant du capital social de la Société augmenté des réserves qui ne sont pas distribuables en vertu des lois du Grand-Duché de Luxembourg et/ou des présents Statuts;

(iii) le Prix de Remboursement n'excède pas le montant des bénéfices de l'exercice social en cours augmenté de tous les bénéfices reportés et de tous montants prélevés des réserves disponibles de la Société à cette fin, diminués de toutes pertes de l'exercice social en cours, de toutes pertes reportées et des sommes devant être affectées à la réserve conformément aux lois du Grand-Duché de Luxembourg et des présents Statuts; et

(iv) le remboursement et/ou le rachat est faite dans le contexte d'une réduction du capital social de la Société. Le remboursement et/ou rachat devra être décidé par les associés conformément à l'article 12 des présents Statuts. Aux fins de clarification, le montant de la réduction de capital sera payé aux détenteurs de la classe de parts sociales sujettes à un tel remboursement et/ou au rachat.

7.3. En cas de remboursement et/ou de rachat des Parts Sociales Remboursables, ce remboursement et/ou ce rachat devra s'effectuer dans l'ordre alphabétique inversé (c'est-à-dire en commençant par les Parts Sociales de Classe B et en terminant par les Parts Sociales de Classe A). Les Parts Sociales Ordinaires peuvent être remboursées et/ou rachetées uniquement après le remboursement et/ou le rachat de toutes les Parts Sociales Remboursables.

7.4. En cas de réduction du capital social par remboursement et/ou rachat et annulation d'une classe de Parts Sociales, cette classe de Parts Sociales donnent droit à leurs détenteurs, au pro rata de leur détention, au Montant Disponible (ou tout autre montant décidé par l'Assemblée Générale en conformité avec les conditions prescrites pour la modification des Statuts à condition cependant que cet autre montant ne soit jamais supérieur au Montant Disponible), déterminé dans chaque cas sur base des comptes intérimaires de la Société à une date au plus tôt huit (8) jours avant la date de remboursement et/ou de rachat et d'annulation de cette classe de Parts Sociales.

7.5. Le Montant Disponible en relation avec les Parts Sociales Remboursables sera égal au montant total des Profits de Plus-Values de la Société (en ce compris tous Profits de Plus-Value reporté) dans la mesure où les associés et/ou le conseil de gérance ait/aient droit aux distribution de dividendes conformément à l'article 16 des Statuts, augmenté par (i) toutes réserves librement distribuable (incluant le compte spécial de réserve et/ou le compte de prime d'émission) et (ii) le cas échéant, par le montant de la réduction du capital social en relation avec les Parts Sociales Remboursables devant être annulées, mais réduit par (i) toutes pertes (en ce compris les pertes reportées) and (ii) toutes sommes devant être placées dans la/les réserve(s) conformément aux conditions requises par la loi ou par les Statuts, dans chaque cas conformément aux comptes intérimaires en question (sans double comptage).

7.6. A des fins de clarification, le Montant Disponible n'inclut aucun Profits de Revenu (en ce compris les Profits de Revenu reporté).

7.7. En cas de remboursement et/ou de rachat des Parts Sociales Ordinaires, le Prix de Remboursement pourra inclure les Profits de Revenu (incluant les Profits de Revenu reportés) et les Profits Restants (incluant les Profits Restants reportés), mais non les Profits de Plus-Values.

7.8. En cas de remboursement et/ou de rachat des Parts Sociales Remboursables, le Prix de Remboursement pourra inclure les Profits de Plus-Values (en ce compris les Profits de Plus-Values reportés), mais non les Profits de Revenu.

7.9. Le montant du compte spécial de réserve et/ou le compte de prime d'émission peut être utilisé(s) aux fins de remboursement/rachat de chaque classe de Parts Sociales.

III. Gestion - Représentation

Art. 8. Nomination et révocation des gérants.

8.1. La Société est gérée par un gérant (le gérant unique) ou en cas de pluralité de gérants, par au moins trois (3) gérants nommés par une résolution des Associés, qui fixe la durée de leur mandat. Les gérants ne doivent pas nécessairement être associés.

8.2. Les gérants et tout gérant supplémentaire ou de remplacement nommé à la Société, peut être révoqué à tout moment, avec ou sans cause, par une résolution des associés.

Art. 9. Conseil de gérance.

9.1. Si plusieurs gérant sont nommés, ils constituent le conseil de gérance (le Conseil), constitué d'un gérant de catégorie A (le Gérant A) et de deux gérants de catégorie B ou plus (les Gérants B) (le Gérant A et les Gérants B sont collectivement désignés ici comme les Gérants).

9.2. Pouvoirs du conseil de gérance

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

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

9.3. Procédure

(i) Le Conseil se réunit sur convocation d'au moins un gérant au lieu indiqué dans l'avis de convocation, qui en principe, est au Luxembourg.

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

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

(iv) Un gérant peut donner une procuration à un autre gérant afin de le représenter à toute réunion du Conseil.

(v) Le Conseil ne peut délibérer et agir valablement que si la majorité de ses membres sont présents ou représentés et au moins un (1) gérant A et au moins un (1) gérant B sont présents ou représentés. Les décisions du Conseil sont valablement adoptées à la majorité des voix des gérants présents ou représentés et au moins un (1) gérant A et au moins un (1) gérant B sont présents ou représentés. Les décisions du Conseil sont consignées dans des procès-verbaux signés par le président de la réunion ou, si aucun président n'a été nommé, par tous les gérants présents ou représentés.

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

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

9.4. Représentation

(i) La Société est engagée vis-à-vis des tiers en toutes circonstances par la seule signature de son Gérant A ou par la signature conjointe de deux Gérants B.

(ii) La Société est également engagée vis-à-vis des tiers par la signature de toutes personnes à qui des pouvoirs spéciaux ont été délégués.

Art. 10. Gérant unique.

10.1. Si la Société est gérée par un gérant unique, toute référence dans les Statuts au Conseil ou aux gérants doit être considérée, le cas échéant, comme une référence au gérant unique.

10.2. La Société est engagée vis-à-vis des tiers par la signature du gérant unique.

10.3. La Société est également engagée vis-à-vis des tiers par la signature de toutes personnes à qui des pouvoirs spéciaux ont été délégués.

Art. 11. Responsabilité des gérants.

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

IV. Associé(s)

Art. 12. Assemblées générales des associés et résolutions circulaires des associés.

12.1. Pouvoirs et droits de vote

(i) Les résolutions des associés sont adoptées en assemblée générale des associés (l'Assemblée Générale) ou par voie de résolutions circulaires (les Résolutions Circulaires des Associés).

(ii) Dans le cas où les résolutions sont adoptées par Résolutions Circulaires des Associés, le texte des résolutions est communiqué à tous les associés, conformément aux Statuts. Les Résolutions Circulaires des Associés signées par tous les associés sont valables et engagent la Société comme si elles avaient été adoptées lors d'une Assemblée Générale valablement convoquée et tenue et portent la date de la dernière signature.

(iii) Chaque part sociale donne droit à un (1) vote.

12.2. Convocations, quorum, majorité et procédure de vote

(i) Les associés sont convoqués aux Assemblées Générales ou consultés par écrit à l'initiative de tout gérant ou des associés représentant plus de la moitié du capital social.

(ii) Une convocation écrite à toute Assemblée Générale est donnée à tous les associés au moins huit (8) jours avant la date de l'assemblée, sauf en cas d'urgence, auquel cas, la nature et les circonstances de cette urgence sont précisées dans la convocation à ladite assemblée.

(iii) Les Assemblées Générales seront tenues au lieu et heure précisés dans les convocations.

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

(v) Un associé peut donner une procuration écrite à toute autre personne, associé ou non, afin de le représenter à toute Assemblée Générale.

(vi) Les décisions à adopter par l'Assemblée Générale ou par Résolutions Circulaires des Associés sont adoptées par des associés détenant plus de la moitié du capital social. Si cette majorité n'est pas atteinte à la première Assemblée Générale ou première consultation écrite, les associés sont convoqués par lettre recommandée à une seconde Assemblée Générale ou consultés une seconde fois, et les décisions sont adoptées par l'Assemblée Générale ou par Résolutions Circulaires des Associés à la majorité des voix exprimées, sans tenir compte de la proportion du capital social représenté.

(vii) Les Statuts sont modifiés avec le consentement de la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social.

(viii) Tout changement de nationalité de la Société ainsi que toute augmentation de l'engagement d'un associé dans la Société exige le consentement unanime des associés.

Art. 13. Associé unique.

13.1. Dans le cas où le nombre des associés est réduit à un (1), l'associé unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale.

13.2. Toute référence dans les Statuts aux associés et à l'Assemblée Générale ou aux Résolutions Circulaires des Associés doit être considérée, le cas échéant, comme une référence à l'associé unique ou aux résolutions de ce dernier.

13.3. Les résolutions de l'associé unique sont consignées dans des procès-verbaux ou rédigées par écrit

V. Comptes annuels - Affectation des bénéfices - Contrôle

Art. 14. Exercice social et approbation des comptes annuels.

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

14.2. Chaque année, le Conseil dresse le bilan et le compte de profits et pertes, ainsi qu'un inventaire indiquant la valeur des actifs et passifs de la Société, avec une annexe résumant les engagements de la Société ainsi que les dettes du ou des gérants et des associés envers la Société.

14.3. Tout associé peut prendre connaissance de l'inventaire et du bilan au siège social.

14.4. Le bilan et le compte de profits et pertes sont approuvés par l'Assemblée Générale annuelle ou par Résolutions Circulaires des Associés dans les six (6) mois de la clôture de l'exercice social.

Art. 15. Réviseurs d'entreprises.

15.1. Les opérations de la Société sont contrôlées par un ou plusieurs réviseurs d'entreprises agréés, dans les cas prévus par la loi.

15.2. Les associés nomment les réviseurs d'entreprises agréés, s'il y a lieu, et déterminent leur nombre, leur rémunération et la durée de leur mandat, lequel ne peut dépasser six (6) ans. Les réviseurs d'entreprises agréés peuvent être renommés.

Art. 16. Affectation des profits.

16.1. Cinq pour cent (5 %) des bénéfices nets annuels de la Société sont affectés à la réserve requise par la Loi (la Réserve Légale). Cette affectation à la Réserve Légale cesse d'être exigée si tôt et aussi longtemps que la réserve légale atteint dix pour cent (10 %) du capital social souscrit de la Société. Tout montant affecté à la Réserve Légale peut uniquement être distribué aux détenteurs des Parts Sociales Ordinaires.

16.2. L'associé unique ou l'assemblée générale des Associés déterminent l'affectation du solde des bénéfices nets annuels. Il pourra être décidé d'allouer l'entièreté ou une partie de ce solde à une réserve ou à une réserve de provision, de le reporter au prochain exercice social ou de le distribuer aux associés. Lorsque les bénéfices sont à distribuer aux associés, les Profits de Revenu et les Profits Restants seront alors uniquement distribués aux détenteurs des Parts Sociales Ordinaires et les Profits de Plus-Values seront eux uniquement distribués aux détenteurs des Parts Sociales Remboursables.

16.3. L'associé unique ou l'assemblée générale des associés peut décider de payer des dividendes intérimaires sur base des comptes intérimaires établis par le Conseil attestant de fonds disponibles suffisant aux fins de distributions, aux conditions suivantes:

(i) le montant à distribuer ne peut excéder le montant des profits réalisés depuis la fin du dernier exercice social, augmenté des profits reportés et des réserves distribuables, et réduit par les pertes reportées et les sommes à affecter aux réserves telles que prescrites par la Loi ou par les présents Statuts;

(ii) le Conseil doit prendre la décision de distribuer des dividendes intérimaires dans les deux (2) mois suivant la date des comptes intérimaires; et

(iii) les droits des créanciers de la Société ne sont pas menacés, compte tenu des actifs de la Société.

16.4. Les Profits de Revenu seront distribués uniquement aux détenteurs des Parts Sociales Ordinaires, les Profits de Plus-Values uniquement aux détenteurs des Parts Sociales Remboursables et les Profits Restants uniquement aux détenteurs de Parts Sociales Ordinaires, dans chaque cas conformément aux dispositions de l'Article 5.7.

VI. Dissolution - Liquidation

17.1. La Société peut être dissoute à tout moment, par une résolution de l'associé unique ou de l'assemblée générale des associés, adoptée par le même quorum et la même majorité que pour les modifications de Statuts, sauf dispositions contraires de la Loi.

17.2. En cas de liquidation de la Société, la liquidation sera effectuée par un ou plusieurs liquidateurs (qui peuvent être des personnes naturelles ou des personnes morales), nommés par l'associé unique ou par l'assemblée générale des associés, qui détermine leur pouvoirs et rémunération.

17.3. Le boni de liquidation, après le paiement des dettes, des charges de la Société et des frais de liquidation, est distribué de manière égale aux détenteurs des Parts Sociales au pro rata, à condition que:

(i) les Profits de Revenu peuvent uniquement être distribués aux détenteurs des Parts Sociales Ordinaires en circulation, au pro rata et sur base pari passu;

(ii) les Profits de Plus-Values peuvent uniquement être distribués aux détenteurs de Parts Sociales Remboursables en circulation, au pro rata et sur base pari passu;

(iii) les Profits Restants peuvent uniquement être distribués aux détenteurs de Parts Sociales Ordinaires en circulation, au pro rata et sur base pari passu;

(iv) les montants alloués à la Réserve Légale peuvent uniquement être distribués aux détenteurs de Parts Sociales Ordinaires en circulation, au pro rata et sur base pari passu.

VII. Dispositions générales

18.1. Les convocations et communications, respectivement les renonciations à celles-ci, sont faites, et les Résolutions Circulaires des Gérants ainsi que les Résolutions Circulaires des Associés sont établies par écrit, téléfax, e-mail ou tout autre moyen de communication électronique.

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

18.3. Les signatures peuvent être sous forme manuscrite ou électronique, à condition de satisfaire aux conditions légales pour être assimilées à des signatures manuscrites. Les signatures des Résolutions Circulaires des Gérants, des résolutions adoptées par le Conseil par téléphone ou visioconférence et des Résolutions Circulaires des Associés, selon le cas, sont apposées sur un original ou sur plusieurs copies du même document, qui ensemble, constituent un seul et unique document.

18.4. Pour tous les points non expressément prévus par les Statuts, il est fait référence à la loi et, sous réserve des dispositions légales d'ordre public, à tout accord présent ou futur conclu entre les associés.

Disposition transitoire

Le premier exercice social commence à la date du présent acte et s'achève le 31 décembre 2016.

Souscription et libération

L'Associé Unique, représenté comme indiqué ci-dessus, déclare souscrire à douze mille cinq cents (12.500) parts sociales sous forme nominative, à dix (10) parts sociales remboursables de classe A et à dix (10) parts sociales remboursables de classe B, chacune d'une valeur nominale d'un euro (EUR 1,-) chacune par un apport en numéraire de douze mille cinq cent vingt euro (EUR 12.520,-).

Le montant de douze mille cinq cent vingt euro (EUR 12.520,-) est à la disposition de la Société, comme il a été prouvé au notaire instrumentant.

Estimation des frais

Le comparant a évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison de sa constitution à environ mille quatre cents Euros (EUR 1.400.-).

Résolutions de l'associé unique

Immédiatement après la constitution de la Société, son Associé Unique, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes:

1. Les personnes suivantes sont nommées en qualité de gérants de la Société pour une durée indéterminée:

Est nommé Gérant A:

- M. Yves BARTHELS, né le 10 octobre 1973 à Luxembourg, Grand- Duché de Luxembourg, demeurant professionnelle au 16, avenue Pasteur, L-2310 Luxembourg; et

Sont nommés Gérants B:

- M. Romain DELVERT, né le 26 juin 1973, à Tours, France, demeurant professionnellement au 16, avenue Pasteur, L-2310 Luxembourg; et

- M. Mark TERRY, né le 10 janvier 1977 à Arawa, Papouasie-Nouvelle-Guinée, demeurant professionnellement au Berkeley Square, Berkeley Square House, 8 th floor, GB-W1J 6DB Londres.

2. Le siège social de la Société est établi au 16, avenue Pasteur, L-2310 Luxembourg.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, constate que sur demande du comparant, le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

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

Et après lecture faite et interprétation donnée au mandataire du comparant, le mandataire du comparant a signé le présent acte avec le notaire.

Signé: I. Dias et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 27 novembre 2015. Relation: 2LAC/2015/27064. 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 4 décembre 2015.

Référence de publication: 2015195932/695.

(150220042) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2015.

Allianz Renewable Energy Fund II, S.A. SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 202.468.

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STATUTES

In the year two thousand and fifteen, on the fifteenth of December.

Before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED:

Allianz Global Investors GmbH, an investment management company incorporated under the laws of the Federal Republic of Germany, having its registered office at Bockenheimer Landstrasse 42 - 44, D- 60323 Frankfurt/Main, registered with the Trade Register of Frankfurt am Main under number HRB 9340,

here represented by Mr Oliver EIS, residing professionally in the Grand Duchy of Luxembourg, by virtue of a proxy given under private seal in Frankfurt/Main (Germany) on November 5 th , 2015.

Said proxy, after having been initialled and signed "ne varietur" by the proxy-holder and the undersigned notary, shall remain attached to the present deed to be filed at the same time with the registration authorities.

Such appearing party has requested the officiating notary to enact the following articles of association (the Articles) of a public limited liability company (société anonyme) which it declares to establish as follows:

Title I - Name - duration - purpose - registered office

Art. 1. Name. There exists between the subscriber and between all those who may become holders of shares (the "Shareholders"), a closed-ended investment company with variable share capital (société d'investissement à capital variable) in the form of a public limited liability company (société anonyme) organized as a specialized investment fund (fonds d'investissement spécialisé) pursuant to the law of 13 February 2007 relating to specialized investment funds, as amended from time to time (the "2007 Law"), qualifying as an alternative investment fund ("AIF") within the meaning of Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 relating to alternative investment fund managers and amending Directives 2003/41/EC and 2009/65/EC and regulations (EC) n° 1060/2009 and (EU) n° 1095/2010 (the "AIFMD") and articles 1 (39) and 4 of the Luxembourg Law of 12 July 2013 on alternative investment fund managers, transposing the AIFMD into Luxembourg law (the "AIFM Law") in conjunction with article 80 of the 2007 Law, and having appointed an external alternative investment fund manager (the "AIFM") in compliance with articles 4 of the AIFM Law and article 80 of the 2007 Law, under the name of Allianz Renewable Energy Fund II, S.A. SICAV-SIF (hereafter the "Fund"). The Fund is subject to these Articles as well as the terms of the issuing document of the Fund, as amended from time to time (the "Issuing Document").

Art. 2. Duration. The Fund is established for a limited duration, which shall end on 31 December 2041, subject to three (3) one-year-extensions by decision of the general meeting of Shareholders (the "General Meeting") in accordance with the quorum and majority requirements to amend the Articles, unless the Fund is dissolved sooner for any of the specific causes set forth in the 2007 Law as amended, the 1915 Law, as amended and/or the Issuing Document.

Art. 3. Object. The purpose of the Fund is to invest the funds available to it in any kind of assets eligible under the 2007 Law with the aim of spreading the investment risks and affording its Shareholders with the results of the management of its assets, each time in accordance with the Issuing Document as developed in further detail in the Issuing Document.

The Fund may take any measures and carry out any transaction which it may deem useful for the accomplishment and development of its purpose to the fullest extent permitted under the 2007 Law and the relevant law of the jurisdiction where the AIFM of the Fund is established transposing the AIFMD, as such laws may be amended, supplemented or rescinded from time to time.

Art. 4. Registered office. The registered office of the Fund is established in Senningerberg, in the Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors of the Fund (the "Board").

Title II - Share capital - shares - net asset value

Art. 5. Share Capital.

5.1 The share capital of the Fund shall be represented by fully paid-up shares (the "Shares") of no par value and shall at any time be equal to the total net assets of the Fund as defined in Art. 12 hereof. The initial capital of the Fund is thirty-one thousand euro (EUR 31,000) divided into thirty-one (31) Shares of no par value, entirely subscribed and fully paid-up. The founding shareholder(s) may be authorised to keep one or several Shares issued at incorporation without being required to make a further Commitment.

5.2 The minimum capital of the Fund shall be one million two hundred and fifty thousand euro (EUR 1,250,000). The Fund shall be required to establish this level of minimum capital within twelve months after the date on which the Fund has been registered on the official list of specialized investment funds subject to the supervision of the Commission de Surveillance du Secteur Financier in accordance with the 2007 Law.

5.3 Subject to Article 28.4 hereof, the Board is authorized without any limitation to issue additional Shares at any time in accordance with Article 8 hereof at an offer price to be determined by the Board in accordance with the terms and conditions foreseen in the Issuing Document and without having to reserve to the existing Shareholder(s) a preferential right to subscription of the Shares to be issued.

Art. 6. Classes of Shares.

6.1 The Board may, at any time, issue different classes of Shares (each a "Class" or"Classes" as appropriate), which carry different obligations inter alia with regard to the income and profit entitlements, and/or fee and cost features or of the relevant Shareholder, each time as provided for in the Issuing Document. Those Shares shall be issued, in accordance with Article 8 hereof, on the terms and conditions set by the Board in accordance with the Issuing Document.

6.2 Whenever dividends are distributed, the portion of net assets of the Class of Shares to be allotted to all 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 Shares.

6.3 The Board will adopt such provisions as necessary to ensure that any preferential treatment accorded by the Fund, or the AIFM with respect to the Fund, to a Shareholder will not result in an overall material disadvantage to other Shareholders, as further disclosed in the Issuing Document.

Art. 7. Form of Shares.

7.1 The Fund shall issue Shares in uncertificated registered form only.

7.2 All issued Shares or fractions thereof shall be registered in the register of Shareholders which shall be kept by the Fund or by one or more persons designated thereto by the Fund, and such register shall contain the name of each owner of Shares, his residence or elected domicile as indicated to the Fund, the number of Shares held by him and the amount paid-up (the "Register").

7.3 The inscription of the Shareholder's name in the Register evidences his right of ownership on such Shares. The Fund will not issue certificates for such inscription, but each Shareholder shall receive a written confirmation of his shareholding.

7.4 The transfer of Shares shall be effected by a written declaration of transfer to be inscribed in the Register, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act on their behalf. Subject to the provisions of Articles 7 and 11 hereof, any transfer of registered Shares shall be entered into the Register; such inscription shall be signed by any director or any officer of the Fund or by any other person duly authorized thereto by the Board.

7.5 Shareholders shall provide the Fund with an address to which all notices and announcements may be sent. Such address will also be entered in the Register.

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

7.7 The Fund recognizes only one owner per Share. If one or more Shares are jointly owned or if the ownership of such Shares(s) is disputed, all persons claiming a right to such Share(s) must appoint a sole agent to represent such shareholding in dealings with the Fund. The failure to appoint such agent shall result in a suspension of all rights attached to such Shares (s). Moreover, in the case of joint Shareholders, the Fund reserves the right to pay any distributions or other payments to the first registered holder only, whom the Fund may consider to be the representative of all joint holders, or to all joint Shareholders together, at its absolute discretion.

7.8 The Fund may issue fractional Shares for up to two decimals. Such fractional Shares shall not be entitled to vote but shall be entitled to participate pro rata in the net assets attributable in respect of each entire Share.

7.9 Payments of dividends, if any, will be made to Shareholders by bank transfer as indicated in the Register.

Art. 8. Issue of Shares.

8.1 The Board may impose conditions on the issue of Shares (including without limitation the execution of such subscription documents and the provision of such information as the Board may determine to be appropriate) and may fix a minimum subscription level. The Board may also levy a subscription charge and has the right to waive partly or entirely this subscription charge. Any conditions to which the issue of Shares may be submitted to shall be detailed in the Issuing Document.

8.2 Unless otherwise determined in the Issuing Document, the issue price of Shares to be issued is based on the applicable net asset value per Share of the relevant Class, if any, as determined in compliance with Article 12 hereof plus any additional premium or fees, as determined in the Issuing Document.

8.3 Shares shall be issued only upon acceptance of the subscription and payment of the issue price. The issue price must be received before the Shares can be issued. The payment will be made under the conditions and within the time limits as determined by the Board and as set forth in the Issuing Document.

8.4 The Board or any of its appointed agents may delegate to any duly authorized director, manager, officer or to any other duly authorized agent the power to accept subscriptions, to receive payment of the issue price of any Shares to be issued and to deliver them.

Art. 9 Conversions of Shares. Unless otherwise set forth in the Issuing Document, Shares of one Class may not be converted into Shares of another Class, if any.

Art. 10. No Redemption of Shares.

10.1 The Fund is a closed ended fund. Redemptions of Shares at the request of a Shareholders is excluded. For the avoidance of doubt, any exclusion due to a default of an investor shall not be considered as a redemption and provided further that the founding Shareholders may request that the Shares subscribed at incorporation may be redeemed at the last net asset value upon (but no later than) the first closing of the Fund.

10.2 The Fund may, at its discretion, either annually or on an interim basis decide to redeem shares in lieu of a dividend distribution each time within the limits of any amounts available for distribution as set out in more detail in the Issuing Document. The Fund shall exercise this redemption option only with respect to all Shareholders and on a prorata basis.

10.3 The Fund shall not proceed with the redemption of shares in the event that the net assets of the Fund would fall below the minimum capital foreseen in the 2007 Law as a result of such redemption.

10.4 The redemption price and payment modalities shall be determined in accordance with the rules and guidelines determined by the Fund as reflected in the Issuing Document. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board shall determine.

Art. 11. Restrictions on Ownership of Shares - Defaulting Shareholders.

11.1 The Fund may restrict or prevent the ownership of Shares in the Fund by any person, firm or corporate body, namely any person in breach of any law or requirement of any country or governmental authority and any person which is not qualified to hold such Shares by virtue of such law or requirement or if in the opinion of the Fund such holding may be detrimental to the Fund or if the holding of Shares by such person results in a breach of law or regulations whether Luxembourg or foreign, or if as a result thereof the Fund may become subject to laws (including without limitation tax laws) other than those of the Grand Duchy of Luxembourg.

11.2 Any proposed transfer of Shares in the Fund must first be notified to the Board. The Board, subject to any requirements as set forth in the Issuing Document, has discretionary rights to refuse or to approve a proposed transfer in circumstances where, inter alia, the transfer of Shares could result in legal, monetary, competitive, regulatory, tax or material administrative disadvantage to the Fund or its Shareholders.

11.3 Notwithstanding the above, any disposal (and for the purposes of this article ("Disposal") shall include in particular any transfer, exchange, sale, assignment) of Shares in the Fund belonging to the tied assets of a Shareholder which is (by law or otherwise) subject to the provisions of such as e.g. the German Insurance Supervisory Act or a similar legal or regulatory framework of any other jurisdiction, where the transfer of tied assets may not be unduly restricted (a "VAG Shareholder") shall only be valid upon the prior written consent of the nominee appointed pursuant to the German Insurance Supervisory Act for the tied assets of the VAG Shareholder, or its deputy.

11.4 The prior written consent of the Fund or the AIFM on behalf of the Fund shall not be required for any Disposal of Shares in the Fund by a VAG Shareholder to an eligible transferee. For the purposes of this article ("Eligible Transferee") shall mean only well-informed investors as defined in article 2 of the 2007 Law (as amended from time to time), which are financial intermediaries, including insurance companies, social security institutions, pension funds, registered investment companies, foundations, banks and similar entities with an investment grade rating or offering sufficient collateral. A VAG Shareholder's Disposal shall be valid upon agreement on the Disposal between the transferring VAG Shareholder and the Eligible Transferee. The Fund's right to take the statutory remedies in the event any such transfer violates mandatory statutory provisions or constitutes good cause because of substantially detrimental consequences for the Fund shall remain unaffected. In these instances, the transfer shall remain valid until the objections against the validity of the transfer or other disposition were established in a non-appealable court decision or were accepted by the transferring VAG Shareholder. Unless otherwise agreed upon between the transferring VAG Shareholder and the Eligible Transferee, the obligation to pay the Undrawn Commitment as defined in the Issuing Document of the transferring VAG Shareholder shall be assumed by the Eligible Transferee and the VAG Shareholder's liability shall cease to exist.

11.5 If a Shareholder fails to pay any part of its subscription when due and payable, it shall be in default and potentially suffer the consequences, as provided for in the Issuing Document.

Art. 12. Calculation of the Net Asset Value.

12.1 The net asset value per Share of each Class, as the case may be, results from dividing the total net assets of the Fund attributable to each Class of Shares, being the value of the portion of assets less the portion of liabilities attributable to such Class, on such valuation day, by the number of Shares in the relevant Class then outstanding. The net assets are equal to the difference between the asset value and its liabilities. The net asset value per Share is calculated in the base currency of the relevant Share Class and may be expressed in such other currencies as the Board may decide.

12.2 The total net assets of the Fund are expressed in Euros and correspond to the sum of the net assets of the Fund.

12.3 The assets of the Fund shall include:

- all cash in hand, receivable or on deposit, including any interest accrued thereon;

- any interest of any kind or nature in any undertaking for collective investment or assimilated entity, without any limitation as to its form or legal status, whether with or without legal personality;

- all bills and notes payable on demand and any account due (including the proceeds of securities sold but not delivered);

- all securities, shares, bonds, time notes, debentures, debenture stocks, subscription rights, warrants and other securities, money market instruments and similar assets owned or contracted for by the Fund;

- all interest accrued on any interest-bearing assets, except to the extent that the same is included or reflected in the principal amount of such assets;

- all stock dividends, cash dividends and cash distributions receivable by the Fund to the extent information thereon is reasonably available to the Fund;

- the liquidating value of all forward contracts and all call or put options the Fund has an open position in; and

- all other assets of any kind and nature.

12.4 The value of such assets shall be determined at fair value with due regard to the following principles:

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

(ii) securities listed and traded primarily on one or more recognized securities exchanges shall be valued at their last known prices on the valuation date;

(iii) investments in underlying undertakings for collective investment are taken at their last official net asset value known in Luxembourg at the time of calculating the net asset value of the Fund. If such price is not representative of the fair value of such assets, then the price shall be determined by the Board on a fair value basis;

(iv) investments subject to bid and offer prices are valued at their mid-price, if not otherwise determined by the Fund;

(v) unlisted securities for which over-the-counter market quotations are readily available (including listed securities for which the primary market is believed to be the over-the-counter-market) shall be valued at a price equal to the last reported price as supplied by recognized quotation services or broker-dealers;

(vi) all other non-publicly traded securities, other securities or instruments or investments for which reliable market quotations are not available, and securities, instruments or investments which the Fund determines in its absolute discretion that the foregoing valuation methods do not fairly represent the fair value of such securities, instruments or investments, will be valued by the Fund at their fair market value having regard to applicable market standards as applied from time to time such as European Venture Capital and Private Equity Association (”EVCA”) guidelines for valuation (implementing the valuation guidelines of the International Private Equity and Venture Capital Association (“IPEV”), as amended from time to time);

(vii) any other assets of any kind or nature, including real estate assets, including instruments and techniques used for hedging purposes, will be valued at their fair market value having regard to applicable market standards as applied from time to time such as EVCA/IPEV guidelines for valuation; for the purpose of determining the fair value of the assets under this item (vii) the Fund may have regard to all factors that it reasonably considers relevant in relation to such assets;

(viii) non-listed investments (in particular participations) may be valued using the discounted cash flow approach; and

(ix) properties under construction shall be valued at cost until substantial completion upon which they will be valued on a fair market value basis in accordance with item (vii).

12.5 Assets expressed in a currency other than the reference currency of the Fund shall be converted on the basis of the rate of exchange ruling on the relevant valuation day. If such rate of exchange is not available, the rate of exchange will be determined in good faith by or under procedures established by the Board.

12.6 The Board has adopted a policy of valuing its investments at fair value.

12.7 The Board, in its discretion and in good faith, may permit some other method of valuation to be used, if it considers that such valuation better reflects the fair value of any asset of the Fund.

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

12.9 If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments of the Fund are dealt in or quoted, the Fund may, in order to safeguard the interests of the Shareholders and the Fund, cancel the first valuation and carry out a second valuation.

12.10 In the absence of bad faith, negligence or manifest error, every decision in calculating the net asset value taken by the Board or by the corporate agent which the Board has appointed for the purpose of calculating the net asset value, shall be final and binding on the Fund and present, past or future Shareholders.

12.11 The liabilities of the Fund shall include:

- all loans, bills and accounts payable;

- all accrued interest on loans (including accrued fees for commitment for such loans);

- all known liabilities, present or future, unconditional and contingent, including all matured contractual obligations for payment of money, including the amount of any unpaid distributions declared by the Fund;

- an appropriate provision for future taxes based on capital and income to the valuation day, as determined from time to time by the Fund, and other reserves (if any) authorized and approved by the Board, as well as such amount (if any) as the Board may consider to be an appropriate allowance in respect of any contingent liabilities of the Fund; and

- all other liabilities of whatsoever kind and nature reflected in accordance with Luxembourg GAAP.

In determining the amount of such liabilities the AIFM shall, with due regard to the costs and expenses borne by the Fund, [out of the revenues of the Fund, if any, take into account all costs and expenses payable by the Fund which shall include formation expenses, fees, expenses, charges (e.g. negative interest), disbursements and out-of-pocket expenses payable to the AIFM, the depositary, its correspondents, the, as well as any other agent appointed by the Fund and/or the AIFM and/or the AIFM, the remuneration of any officers and their reasonable out-of-pocket expenses, insurance coverage

and reasonable travelling costs in connection with Board meetings and committee meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Fund with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, licensing fees for the use of the various indexes, reporting and publishing expenses, including the cost of preparing, translating, printing, advertising and distributing the Issuing Document, further explanatory sales documents, periodical reports or registration statements, the costs of publishing the net asset value and any information relating to the fair value of the Fund, the cost of printing certificates, if any, and the costs of any reports to Shareholders, the cost of convening and holding Shareholders' general meetings and committee meetings, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, transaction fees, the cost of publishing the issue prices, interests, bank charges and brokerage, postage, insurance, telephone and telex. The Fund may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount ratably for yearly or other periods.

12.12 For the purposes of the net asset value computation:

- Shares of the Fund to be redeemed or recovered under Article 11 hereof shall be treated as existing and taken into account until immediately after the time specified by the Board on the relevant valuation day with respect to which the Shares are being redeemed or recovered and from such time and until paid by the Fund the price therefore shall be deemed to be a liability of the Fund;

- Shares to be issued by the Fund shall be treated as being in issue as from the time specified by the Board on the valuation day, with respect to which Shares are being issued and from such time and until received by the Fund the price therefore shall be deemed to be a debt due to the Fund;

- all investments, cash balances and other assets expressed in currencies other than the reference currency of the Fund shall be converted on the basis of the rate of exchange ruling on the relevant valuation day.

Where on any valuation day the Fund has contracted to:

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

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

Art. 13. Frequency and Temporary Suspension of the Calculation of the Net Asset Value per Share and of the Issue and Conversion of Shares.

13.1 The net asset value of Shares and the price for the issue, conversion of the Shares shall be calculated from time to time by the Fund or any agent appointed thereto by the Fund, at the frequency as determined in the Issuing Document.

13.2 The Board may impose restrictions on the frequency at which Shares shall be issued; the Board may, in particular, decide that Shares shall only be issued during one or more offering periods or at such other periodicity as provided for in Article 8 and/or elsewhere in these Articles and/or in the Issuing Document.

13.3 The Fund may suspend the determination of the net asset value per Share and the issue and conversion of Shares:

(a) during any period when the stock exchange(s) or market(s) that supplies/supply prices for a significant part of the assets are closed, or in the event that transactions on such a market are suspended, or are subject to restrictions, or are impossible to execute in volumes allowing the determination of fair prices; or

(b) when the information or calculation sources normally used to determine the value of assets are unavailable, or if the value of an investment cannot be determined with the required speed and accuracy for any reason whatsoever; or

(c) when exchange or capital transfer restrictions prevent the execution of transactions or if purchase or sale transactions cannot be executed at normal rates; or

(d) when the political, economic, military, regulatory or monetary environment, or an event of force majeure, prevent the Fund from being able to manage normally its assets or its liabilities and prevent the determination of their value in a reasonable manner; or

(e) when, for any other reason, the prices of any significant investments cannot be promptly or accurately ascertained; and

(f) when the Fund is in the process of establishing exchange parities in the context of a merger, a contribution of assets, an asset or Share split or any other restructuring transaction.

No Shares shall be issued during such a suspension. Where possible all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

Title III - Administration and supervision

Art. 14. Board of Directors.

14.1 The Fund shall be managed by a Board composed of not less than three members who need not be Shareholders of the Fund. They shall be elected for a renewable term not exceeding six years.

14.2 The directors shall be elected by the Shareholders at a general meeting of Shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

14.3 Any director may be removed with or without cause or be replaced at any time by resolution approved by a simple majority vote of the Shareholders present or represented at a general meeting of Shareholders.

14.4 In the event of a vacancy in the office of a director the remaining directors may resolve to temporarily fill such vacancy. The Shareholders shall take a final decision regarding such vacancy at their next general meeting of Shareholders.

Art. 15. Board Meetings.

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

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

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

Art. 16. Board Resolutions.

16.1 Notwithstanding Article 20.1 hereof, the directors may only act at duly convened meetings of the Board. The directors may not bind the Fund by their individual signatures, except if specifically authorized thereto by a resolution of the Board.

16.2 Notwithstanding Article 20.1 hereof, the Board can deliberate and act validly only if at least the majority of the directors is present or represented. Resolutions are taken by a majority vote of the directors present or represented at such meeting.

16.3 Any director may act at any meeting by appointing in writing or by telegram, telex, or telefax or any other similar means of communication another director as his proxy.

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

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

16.6 Resolutions of the Board will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

Art. 17. Powers of the Board.

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

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

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

Art. 19. Delegation of Powers.

19.1 The Board may delegate its powers to conduct the daily management and affairs of the Fund (including the right to act as an authorized signatory for the Fund) to one or several physical persons or corporate entities, which need not to be members of the Board, who shall have the powers determined by the Board and who may, if so authorized by the Board, sub-delegate their powers. The appointment of any of the Fund's service providers, including an alternative investment fund manager, if any, will be decided by a majority of the Directors present or represented.

19.2 The Board may appoint in compliance with the provisions of the 2007 Law and, if applicable, the AIFM Law, the Commission Delegated Regulations based on the AIFMD and any relevant law transposing the AIFMD and relevant regulations into national law, any officers, including a general manager or AIFM and any assistant general managers as well as any other officers that the Fund deems necessary for the operation and management of the Fund. Such appointments may be terminated by the Board in accordance with the terms of any agreement entered into. The officers need not be directors or Shareholders of the Fund. Unless otherwise stipulated by these Articles, the officers shall have the rights and duties conferred upon them by the Board. The Board may furthermore appoint other agents, who need not to be members of the Board and who will have the powers determined by the Board.

19.3 The Fund, by virtue of the AIFM's appointment as AIFM of the Fund, gives authority to the AIFM to enter, in the name and on behalf of the Fund and for the account of the Fund, into any agreements in connection with, and with the purpose of, carrying out and fulfilling the AIFM's functions and duties as an alternative investment fund manager. This shall, for the avoidance of doubt, include the exercising of any shareholder rights of the Fund in any of the Fund's subsidiaries and other affiliates.

19.4 The Board may create from time to time one or several committees composed of Board members and/or external persons and to which it may delegate powers and roles as appropriate.

Art. 20. Investment Policies and Restrictions.

20.1 The Board, based upon the principle of risk diversification, has the power to determine the investment policies and strategies of the Fund and the course of conduct of the management and business affairs of the Fund, within the restrictions as shall be set forth by the Board in compliance with applicable laws and regulations as well as the Issuing Document.

20.2 The Fund may employ techniques and instruments relating to transferable securities, currencies or any other financial assets or instruments in the context of its investment policy or for the purpose of hedging or efficient portfolio management.

Art. 21. Conflict of Interests.

21.1 No contract or other transaction between the Fund and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Fund is interested in, or is a director, associate, officer or employee of such other company or firm. Any director or officer of the Fund who serves as a director, officer or employee of any company or firm, with which the Fund shall contract or otherwise engage in business shall, by reason of such affiliation with such other company or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

21.2 In the event that any director or officer of the Fund may have in any transaction of the Fund an interest different to the interests of the Fund, such director or officer shall make known to the Board such conflict of interest and shall not consider or vote on any such transaction and such transaction, and such director's or officer's interest therein shall be reported to the next succeeding meeting of Shareholders. In addition, the relevant director or officer shall apply any specific rules relating to conflicts of interest as such rules may be implemented for time to time and set out in the Issuing Document.

21.3 The term "conflict of interests", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving an investment manager, an investment advisor, the depositary, the administrative agent, a distributor as well as any other person, company or entity as may from time to time be determined by the Board on its discretion.

Art. 22. Indemnification.

22.1 The Fund shall indemnify the Board, each member of the Board, including any officers and heirs, executors and administrators (each an "Indemnified Person") against expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of them being or having been a member of the Board, or, at its request, being or having been a member of any other entity of which the Fund is an investor or creditor and from which they are not entitled to be indemnified, except, in each case, in relation to matters in respect of which they may be finally declared to be liable for wilful misconduct, bad faith or gross negligence. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Fund is advised by counsel that the act or omission of the Indemnified Person did not comprise wilful misconduct, bad faith or gross negligence. The indemnification shall be provided only where such Indemnified Person has acted pursuant to the receipt of proper instructions and within the terms and conditions of any contractual agreement in full force and in effect between the Indemnified Person and the Fund. The foregoing right of indemnification shall not exclude other rights to which the Indemnified Person may be entitled.

22.2 An Indemnified Person seeking indemnification pursuant to this article shall, upon reasonable request, be advanced by the Fund, expenses (including legal fees and costs) reasonably incurred by such Indemnified Person in defence of any proceeding against such Indemnified Person prior to the final disposition thereof; provided that such Indemnified Person has agreed in writing to repay such amount to the Fund within three (3) months of the date it is ultimately determined that such Indemnified Person is not entitled to be indemnified as authorised in this article.

22.3 The foregoing right of indemnification shall not exclude other rights to which any director or officer may be entitled.

Art. 23. Auditor.

23.1 The accounting data related in the annual report of the Fund shall be examined by a réviseur d'entreprises agréé appointed by the Board and remunerated by the Fund.

23.2 The auditor shall fulfill the duties prescribed by the 2007 Law.

Title IV - General meetings

Art. 24. Powers.

24.1 The general meeting of Shareholders shall represent the entire body of Shareholders of the Fund.

24.2 Its resolutions shall be binding upon all the Shareholders of the Fund. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Fund.

Art. 25. Annual General Meetings of Shareholders.

25.1 The annual general meeting shall be held at the registered office of the Fund or at such other place as specified in the notice of meeting, on every fourth Tuesday in April at 2.00 p.m. (Luxembourg time). If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following bank business day in Luxembourg.

25.2 The annual general meeting may be held abroad if, in the absolute and final judgment of the Board, exceptional circumstances beyond the scope of the Fund's or of its Shareholder's control will so require.

Art. 26. Other General Meetings of Shareholders. The Board may convene other general meetings of Shareholders. Shareholders representing one tenth of the share capital may also request the Board to call a general meeting of Shareholders. Such other general meetings of Shareholders may be held at such places and times as may be specified in the respective notices of the meeting.

Art. 27. Procedure.

27.1 The general meetings of Shareholders shall be convened by the Board pursuant to a notice setting forth the agenda and sent to the Shareholders by registered letter at least eight (8) calendar days prior to the meeting. If all Shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of the meeting.

27.2 Notices to Shareholders may be mailed by registered mail only.

27.3 The Board may determine all other conditions, which must be fulfilled by the Shareholders in order to attend a general meeting of Shareholders.

27.4 The chairman of the Board shall preside at all general meetings of Shareholders, but, in his absence, the general meeting of Shareholders may appoint a director or any other person as chairman pro tempore, by vote of a majority of Shares present or represented at any such meeting. The chairman of such meeting of Shareholders shall designate a secretary who may be instructed to keep the minutes of the meetings of the general meeting of Shareholders as well as to carry out such administrative and other duties as directed from time to time by the chairman.

Art. 28. Vote.

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

28.2 Each Share is entitled to one vote in compliance with Luxembourg law and these Articles. Only full Shares are entitled to vote. A Shareholder may act at any meeting of Shareholders by giving a written proxy to another person, who needs not to be a Shareholder.

28.3 Unless otherwise provided by law or herein, resolutions of the general meeting of Shareholders are passed by a simple majority vote of the Shareholders present or represented.

28.4 The consent of the Fund to approve the delegation of core duties (portfolio management, risk management) by the AIFM as well as the issuance of Shares for the admittance of new investors is subject to an unanimous resolution of the general meeting of Shareholders.

Title V - Accounting year - distributions

Art. 29. Accounting Year. The accounting year of the Fund shall commence each year on the first of January and shall terminate on the thirty-first of December of the same year.

Art. 30. Distributions.

30.1 Distributions shall be paid in accordance with any order of payments set forth in the Issuing Document, if any. The general meeting of Shareholders, within the limits provided for by law and the Issuing Document, shall determine how the profits, if any, of the Fund shall be treated, and from time to time may declare dividends, provided, however, that the capital of the Fund does not fall below the prescribed minimum capital.

30.2 The Board may in its discretion decide to pay interim dividends at any point in time unless otherwise provided for in the Issuing Document.

30.3 Distributions shall be paid in Euro (EUR) or in the base currency of a Share Class and at such time and place that the Board shall determine from time to time.

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

30.5 A dividend declared but not paid on a Share cannot be claimed by the holder of such Share after a period of five years from the notice given thereof, unless the Board has waived or extended such period in respect of all Shares, and shall otherwise revert after expiry of the period to the Fund. The Board shall have power from time to time to take all steps necessary and to authorize such action on behalf of the Fund to perfect such reversion.

30.6 Dividends may only be declared and paid in accordance with the provisions of this Article with respect to distribution Shares and no dividends will be declared and paid with respect to capitalization Shares, if any.

30.7 Distributions in kind may only be made in the event that the Fund is terminated and/or with the agreement of the Shareholders which shall receive such distributions in kind.

30.8 The Board may at its discretion decide that in lieu of a dividend distribution, if and when possible, it will proceed with a redemption of shares pro rata from all Shareholders and within the limits of any amounts available for distribution with each share class, as applicable.

Art. 31. Depositary.

31.1 The Fund and the AIFM shall enter into a depositary agreement with a banking institution as defined by the law of 5 April 1993 on the financial sector (herein referred to as the"Depositary").

31.2 The Depositary shall fulfill the duties and responsibilities as provided for by the 2007 Law and the 2013 Law. In carrying out its role as depositary, the depositary must act solely in the interests of the investors.

31. 3 Where the law of a third country requires that certain financial instruments be held in custody by a local entity and there are no local entities that satisfy the delegation requirements under the 2013 Law, the Fund shall be expressly authorized to discharge in writing the Depositary from its liability with respect to the custody of such financial instruments to the extent it has been instructed by the Fund or the AIFM to delegate the custody of such financial instruments to such local entity, and provided that the conditions of article 19 (14) of the 2013 Law are met.

31.3 If the Depositary wishes to retire, the Board shall use its best endeavors to find a successor Depositary within two months of such retirement. The Board may terminate the appointment of the Depositary but shall not remove the Depositary unless and until a successor depositary shall have been appointed in to act in its place.

Art. 32. Dissolution.

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

32.2 Whenever the share capital falls below the two thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Fund shall be referred to the general meeting of Shareholders by the Board. The general meeting of Shareholders, for which no quorum shall be required, shall decide by a simple majority of the votes of the Shares present and represented at the meeting.

32.3 The question of the dissolution of the Fund shall further be referred to the general meeting of Shareholders whenever the share capital falls below one fourth of the minimum capital set by Article 5 hereof; in such an event, the general meeting of Shareholders shall be held without any quorum requirements and the dissolution may be decided by the votes of the Shareholders holding one fourth of the Shares represented at the meeting.

32.4 The meeting must be convened so that it is held within a period of forty (40) days from the discovery that the net assets of the Fund have fallen below two thirds or one fourth of the legal minimum, as the case may be.

32.5 In the event of a dissolution of the Fund, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation. The operations of liquidation will be carried out pursuant to law.

32.6 The net proceeds of liquidation corresponding to each Class if any shall be distributed by the liquidators to the holders of Shares of each Class in proportion to their holding in the respective Class.

32.7 Any liquidation proceeds that cannot be distributed to their beneficiaries upon the implementation of the liquidation will be deposited with the Depositary for a period not exceeding nine (9) months after the date of the decision of the liquidation of the Fund. After such period, the assets will be deposited with the "Caisse de Consignation" on behalf of the persons entitled thereto.

Art. 33. Amendments to the Articles. These Articles may be amended by a general meeting of Shareholders subject to the quorum requirements provided for by the 1915 Law.

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

Art. 35. Applicable Law. All matters not governed by these Articles shall be determined in accordance with the 1915 Law, the 2007 Law as such laws have been or may be amended from time to time and the Issuing Document.

Transitional Provisions

1. The first financial year shall begin on the date of incorporation of the Fund and terminate on 31 December 2016.

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

3. Interim dividends may also be distributed during the Fund's first financial year.

Subscription and payment

The thirty-one (31) issued shares have been subscribed as follows:

- 31 shares have been subscribed by Allianz Global Investors GmbH, aforementioned, for the price of thirty-one thousand euro (EUR 31,000);

Total: thirty-one thousand euro (EUR 31,000) paid for thirty-one (31) shares.

The shares subscribed have been paid up by a contribution in cash.

All the shares so subscribed are fully paid-up in cash so that the amount of thirty-one thousand euro (EUR 31,000) is as of now available to the Fund, as it has been justified to the undersigned notary.

Declaration

The undersigned notary herewith declares having verified the existence of the conditions provided for or referred to in articles 26 of the Law and expressly states that they have been complied with.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever incurred by the Fund or which shall be borne by the Fund in connection with this deed are estimated at approximately two thousand seven hundred euro (EUR 2,700)

Resolutions of the sole shareholder

The incorporating shareholder representing the entire share capital of the Fund and considering itself as duly convened has thereupon passed the following resolutions:

1. The address of the registered office of the Fund is set at 6A, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg;

2. The following persons are appointed as directors of the Fund until the annual general meeting held in 2017;

- Mr Markus NILLES (Chairman), Director, Branch Manager of Allianz Global Investors GmbH, Luxembourg Branch, born in Mettlach (Germany) on 2 September 1967, professionally residing at 6A, route de Trèves, L-2633 Senningerberg (Grand Duchy of Luxembourg);

- Mr Oliver DRISSEN, Director, Head of Provider Management Luxembourg, Allianz Global Investors GmbH, Luxembourg Branch, born in Aalen (Germany) on 13 July 1978, professionally residing at 6A, route de Trèves, L-2633 Senningerberg (Grand Duchy Luxembourg);

- Mr Martin EWALD, Director, Head of Investment Strategy at Allianz Global Investors GmbH, born in Koblenz (Germany) on 12 November 1978, professionally residing at Seidlstrasse 24-24a, D-80802 Munich (Germany).

3. The following auditor is elected until the annual general meeting held in 2017:

KPMG Luxembourg, Société coopérative, having its registered office at 39, Avenue John F. Kennedy, L-1885 Luxembourg (Grand Duchy of Luxembourg) and registered with the Luxembourg Trade and Companies Register under number B 149.133.

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

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

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

Signé: O. Eis et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 16 décembre 2015. Relation: 2LAC/2015/28910. 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 22 décembre 2015.

Référence de publication: 2015206146/560.

(150233422) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 décembre 2015.

BNP Paribas Easy, Société d'Investissement à Capital Variable,

(anc. FTSE Epra Eurozone Theam Easy Ucits ETF).

Siège social: L-2540 Luxembourg, 10, rue Edward Steichen.

R.C.S. Luxembourg B 202.012.

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L'an deux mille quinze, le vingt-trois novembre.

Par-devant nous, Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

S'est réunie

une assemblée générale extraordinaire des porteurs de parts (l'Assemblée) de FTSE EPRA Eurozone THEAM EASY UCITS ETF, un fonds commun de placement de droit luxembourgeois, géré par BNP Paribas Investment Partners Luxembourg, une société anonyme de droit luxembourgeois, ayant son siège social au 33, rue de Gasperich, L-5826

Hesperange, Grand-Duché de Luxembourg et enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 27605 (la Société de Gestion), et créé le 7 juillet 2004 (le Fonds).

L'Assemblée est présidée par M. Arnaud Peraire Mananga, employé privé, demeurant professionnellement à Hesperange, qui désigne comme Secrétaire Mme Fabienne Veronese, employée privé, résidant professionnellement à Hesperange.

L'Assemblée élit comme Scrutateur M. Guillaume Debauve, employé privé, demeurant professionnellement à Hesperange.

Le bureau ainsi constitué, le Président a exposé et prié le notaire instrumentant d'acter que:

I. Les porteurs de parts présents ou représentés et le nombre de parts détenues par chacun d'entre eux sont indiqués sur une liste de présence signée par le Président, le Secrétaire, le Scrutateur et le notaire instrumentant. Ladite liste ainsi que les procurations signées ne varietur seront annexées au présent acte pour être soumises aux formalités de l'enregistrement;

II. La présente Assemblée a été dûment convoquée par voie de notices, comprenant l'ordre du jour, publiées dans le Luxemburger Wort et le Mémorial, Recueil des Sociétés et Associations en dates des 3 et 12 novembre 2015;

Le notaire rend l'attention aux comparants au fait que dans la convocation qui a été publiée au Mémorial, il a été omis de mettre le nom du Fonds. Malgré cette omission les comparants déclarent vouloir procéder à la tenue de l'Assemblée.

III. L'ordre du jour de la présente Assemblée est le suivant:

1) Changement de forme juridique du Fonds: Transformation d'un fonds commun de placement (FCP) de type classique en société d'investissement à capital variable (SICAV) sous la forme d'une société anonyme à compartiments multiples;

2) Changement de dénomination sociale du Fonds en «BNP Paribas Easy»;

3) Transfert de siège social;

4) Changement de la langue officielle du Fonds;

5) Nomination d'un conseil d'administration;

6) Approbation des statuts du Fonds en remplacement du règlement de gestion;

7) Reprise des divers engagements et contrats;

8) Divers.

IV. Il apparaît de cette liste de présence qu'une (1) part est représentée à la présente Assemblée. En application de l'article 180 de la loi du 17 décembre 2010 concernant les organismes de placement collectif (la Loi), aucun quorum n'est nécessaire pour que l'Assemblée soit validement tenue.

Ces faits ayant été approuvés par l'Assemblée, cette dernière a pris à l'unanimité des voix les résolutions suivantes, préalablement approuvées par la Commission de Surveillance du Secteur Financier:

Première résolution

Conformément à l'article 180 (2) de la Loi, l'Assemblée prend acte de la recommandation de la Société de Gestion et décide de procéder au changement de forme juridique du Fonds. Dès lors, le FCP de type classique est transformé en SICAV sous la forme d'une société anonyme à compartiments multiples, avec effet au 28 décembre 2015.

Dans ce cadre, l'Assemblée approuve la création d'un capital social et confirme, sur base des états financiers du Fonds au 30 juin 2015 soumis au notaire, que le capital social sera au moins égal au montant minimum requis à l'article 27 de la Loi.

De ce fait, les parts de FCP du Fonds seront transformées en actions de SICAV de même valeur. Chaque détenteur de part recevra, à la date de transformation du Fonds, un nombre d'actions égal au nombre de parts détenues. Les porteurs de parts deviendront ainsi actionnaires de la SICAV. Tout actionnaire aura un droit de vote aux assemblées générales de celle-ci. Toutes décisions prises pendant ces assemblées générales engageront tous les actionnaires de la SICAV, même ceux n'ayant pas pris part au vote.

Le règlement de gestion du Fonds sera remplacé par des statuts qui sont à approuver dans une résolution ci-dessous et le prospectus du Fonds sera révisé afin de remplacer les caractéristiques actuelles du FCP en celles d'une SICAV.

Deuxième résolution

L'Assemblée approuve le changement de dénomination sociale du Fonds de «FTSE EPRA Eurozone THEAM EASY UCITS ETF» en «BNP Paribas Easy», avec effet au 28 décembre 2015.

Troisième résolution

L'Assemblée approuve le transfert du siège social du Fonds, actuellement au «33, rue de Gasperich, L-5826 Hesperange, Grand-Duché de Luxembourg», au «10, rue Edward Steichen, L-2540 Luxembourg, Grand-Duché de Luxembourg», avec effet au 28 décembre 2015.

Quatrième résolution

L'Assemblée approuve le changement de la langue officielle du Fonds de français à anglais, avec effet au 28 décembre 2015.

Cinquième résolution

L'Assemblée décide de remplacer la Société de Gestion, en tant qu'entité de gestion du Fonds, et de nommer les personnes suivantes en tant qu'administrateurs de la SICAV, avec effet au 28 décembre 2015 et jusqu'à l'assemblée générale annuelle de la SICAV statuant sur les états financiers au 31 décembre 2015:

- Denis Panel, Président Directeur Général, THEAM S.A.S., Paris, né le 07/12/1970 à Grenoble (France), ayant son adresse professionnelle au 14, rue Bergère, F-75009 Paris, France,

- Benoit Picard, Responsable de la Structuration, THEAM S.A.S., Paris, né le 03/02/1966 à Pithiviers (France) ayant son adresse professionnelle au 14, rue Bergère, F-75009 Paris, France,

- Laurent Gaude, Directeur Général Délégué, THEAM S.A.S., Paris, né le 18/04/1968 à Bourg-en-Bresse (France) ayant son adresse professionnelle au 14, rue Bergère, F-75009 Paris, France,

- Anthony Finan, Responsable adjoint «Distributors Business Line», BNP Paribas Investment Partners, Paris, né le 26/06/1961 à Tunis (Tunisie) ayant son adresse professionnelle au 14, rue Bergère, F-75009 Paris, France,

- Marc Raynaud, Responsable «Global Fund Solutions», BNP Paribas Investment Partners, Paris, né le 29/09/1951 à Toulouse (France) ayant son adresse professionnelle au 14, rue Bergère, F-75009 Paris, France.

L'Assemblée donne décharge à la Société de Gestion pour l'exercice de son mandat jusqu'à la date de son remplacement par le conseil d'administration.

Sixième résolution

L'Assemblée décide d'approuver les statuts sous leur version anglaise, comme suit, avec effet au 28 décembre 2015:

Chapter I - Company name - Term - Objects - Registered office

Art. 1. Legal form and company name. A limited company (société anonyme) in the form of an open-end investment company (société d'investissement à capital variable - "SICAV") named “BNP Paribas Easy” (the “Company”) has been established pursuant to these Articles of Association (the “Articles of Association”).

Art. 2. Term. The Company has been established for an indefinite term.

Art. 3. Object. The Company's sole object is to invest the funds that it has at its disposal in transferable securities and/or other liquid financial assets with the aim of spreading the investment risks and of sharing the results of its asset management activities with its shareholders.

In general, the Company may take all measures and carry out, at its discretion, all transactions to further its object in the broadest sense of the term in the scope of the Act of 17 December 2010 on collective investment undertakings (the “Act”).

Art. 4. Registered office. The Company's registered office is located in Luxembourg, Grand Duchy of Luxembourg.

In the case where the Board of Directors considers that extraordinary political, economic or social events might compromise the Company's normal operations at the registered office or ease of communication with said registered office or by said office with other countries have occurred or are imminent, it may temporarily transfer the registered office abroad until said abnormal situation no longer exists. However, any such temporary measure shall have no effect on the Company's nationality, which, notwithstanding the above mentioned temporary transfer of the registered office, shall continue to be a Luxembourg company.

The Company may, by simple decision of the Board of Directors, open branches or offices in the Grand Duchy of Luxembourg or elsewhere.

The registered office may be moved by simple decision of the Board of Directors, either within the commune or, within the limits authorised by Luxembourg law, to another commune of the Grand Duchy of Luxembourg.

Chapter II - Capital - Share features

Art. 5. Capital. The capital shall be represented by fully paid up shares without par value, which shall at all times be equal to the Company's net asset value.

The minimum capital is the amount provided for under the Act.

Art. 6. Sub-Funds. The Board of Directors may create several Sub-Funds within the Company, each corresponding to a separate part of the Company's assets. Each Sub-Fund shall have an investment policy and a reference currency that shall be specific to it as determined by the Board of Directors.

Art. 7. Share Categories and Classes. Within a Sub-Fund, the Board of Directors may create different share Categories, which shall be distinguished from each other by (i) the target investors and/or (ii) the specific cost structure and/or (iii) the currency or currencies in which the shares shall be offered, and/or (iv) the use of exchange rate or any other risk hedging techniques, and/or (v) any other characteristics determined by the Board of Directors

The shares within a Category shall be of different Classes as decided by the Board of Directors: (i) distribution shares granting entitlement to dividends, and/or (ii) capitalization shares not granting entitlement to dividends.

Art. 8. Share form. All shares, regardless of the Sub-Fund, Category or Class to which it belongs, may be in registered, bearer or dematerialized form, as decided by the Board of Directors.

Registered shares shall be issued as described by articles 39 and 40 of the companies Act of 10 August 1915 (the "Companies Act").

Bearer shares shall be issued in immobilised form as described by article 42 of the Companies Act.

Dematerialised shares shall be issued as described by the Act of 6 April 2013 on dematerialised securities.

Within the limits and conditions set by the Board of Directors, shares issued in one of these three forms may be converted into another form. The shareholder requesting the conversion may have to pay the costs of such operation.

The Company acknowledges only one shareholder per share. If a share is jointly owned, if title is split or if the share is disputed, individuals or legal entities claiming a right to the share shall appoint a sole representative to represent the share with regard to the Company. The Company shall be entitled to suspend the exercise of all rights attached to the share until said representative has been appointed.

Art. 9. Issue of shares. The Board of Directors may issue new shares at any time and without limitation, without granting current shareholders a preferential subscription right to the shares to be issued. Any new shares issued must be fully paid up. It may, at its discretion, reject any share subscription. When the Company offers shares for subscription, the price per share offered shall be equal to the net asset value of the shares of the Sub-Fund, Category and Class in question (or where applicable, the initial subscription price specified in the prospectus), increased, where applicable, by the costs and fees set by the Board of Directors.

The subscription price shall be paid within a time frame to be determined by the Board of Directors but which may not exceed seven bank business days in Luxembourg after the date on which the applicable net asset value has been calculated.

Subscription applications may be suspended on the terms and conditions provided for in these Articles of Association.

The Board of Directors may delegate responsibility for accepting subscriptions, receiving payment of the price of the new shares to be issued and for issuing same to any director, executive director or other representative duly authorised for this purpose.

Further to a decision by the Board of Directors, fractional shares may be issued. Said fractional shares shall grant entitlement to dividends on a pro rata basis.

The Board of Directors may agree to issue shares in consideration of a contribution in kind of securities, in compliance with the current legislation and in particular with the obligation to produce a valuation report by the Company's auditor and provided that such securities correspond to the sub-fund's investment policy and investment restrictions as described in the Company's prospectus.

Art. 10. Restrictions on holding of the Company's shares. The Company may restrict or prohibit the ownership of the Company's shares by any individual or legal entity if such possession constitutes a breach of current law or is harmful to the Company in other ways.

Art. 11. Conversion of shares. Save for specific restrictions decided by the Board of Directors and mentioned in the prospectus, all shareholders may request that all or part of their shares of a certain Category/Class be converted into shares of a same or another Category/Class within the same Sub-Fund or in a different Sub-Fund.

The conversion price of the shares shall be calculated on the basis of the respective net asset value of both share Categories/Classes in question calculated on the same calculation date, factoring in, where applicable, costs and fees set by the Board of Directors.

If a share conversion causes the number or total net asset value of shares that a shareholder owns in a given share Category/Class to fall below the minimum number or value determined by the Board of Directors, the Company may compel said shareholder to convert all his shares in said Category/Class.

Converted shares shall be cancelled.

Conversion applications may be suspended in accordance with the terms and conditions of these Articles of Association.

Art. 12. Redemption of shares. All shareholders may request the Company to redeem all or part of his shares in accordance with the terms and conditions set by the Board of Directors in the prospectus and within the limits imposed by law and these Articles of Association.

The redemption price shall be paid within a time frame to be determined by the Board of Directors but which may not exceed seven bank business days in Luxembourg after the date on which the applicable net asset value has been calculated.

The redemption price shall be equal to the net asset value per share of the subfund, category/class concerned, less, where applicable, any costs and fees set by the Board of Directors. This redemption price may be rounded off to the next higher or lower unit or fraction of the currency in question, as determined by the Board of Directors.

If a redemption request causes the number or total net asset value of the shares that a shareholder owns in a share Category/Class to fall below such minimum number or value set by the Board of Directors, the Company may compel said shareholder to redeem all of his shares in said share Category/Class.

The Board of Directors may pay the redemption price to any consenting shareholder by allocation in kind of the securities of the Sub-Fund in question, provided that the other shareholders do not sustain a loss and a valuation report is drawn up

by the Company's auditor. The nature or type of assets to be transferred in such case shall be determined by the manager in compliance with the Sub-Fund's investment policy and restrictions.

All redeemed shares shall be cancelled.

Redemption applications may be suspended in accordance with the terms and conditions set forth in these Articles of Association.

Art. 13. Share splitting/consolidation. The Board of Directors may decide at any time to split up or consolidate the shares issued within one same Class, Category or Sub-Fund, according to the conditions set by it.

Art. 14. Net asset value. The Company shall calculate the net asset value of each Sub-Fund, the net asset value per share for each Category and Class and the issue, conversion and redemption prices at least twice per month, at to a frequency to be set by the Board of Directors.

The net asset value of each Sub-Fund shall be equal to the total value of the assets of said Sub-Fund less the Sub-Fund's liabilities.

The net asset value per share is obtained by dividing the net assets of the Sub-Fund in question by the number of shares issued for said Sub-Fund, considering, where applicable, the breakdown of the net assets of said Sub-Fund between the various Categories and Classes of such Sub-Fund.

Said net value shall be expressed in the currency of the Sub-Fund in question or in any other currency that the Board of Directors may choose.

The day on which the net asset value is dated shall be referred to in these Articles of Association as the “Calculation Date”.

The valuation methods shall be as follows:

The Company's assets include:

(1) cash in hand and cash deposits, including interest accrued but not yet received and interest accrued on these deposits until the payment date;

(2) all notes and bills payable on demand and amounts receivable (including the results of sales of securities before the proceeds have been received);

(3) all securities, units, shares, bonds, option or subscription rights and other investments and securities which are the property of the Company;

(4) all dividends and distributions to be received by the Company in cash or securities that the Company is aware of;

(5) all interest accrued but not yet received and all interest generated up to the payment date by securities which are the property of the Company, unless such interest is included in the principal of these securities;

(6) the Company's formation expenses, insofar as these have not been written down;

(7) all other assets, whatever their nature, including prepaid expenses.

Without prejudice to the specific provisions applicable to any Sub-Fund, Category and/or Class, the value of these assets shall be determined as follows:

(1) the value of cash in hand and cash deposits, bills and drafts payable at sight and amounts receivable, prepaid expenses, and dividends and interest due but not yet received, shall comprise the nominal value of these assets, unless it is unlikely that this value could be received; in that event, the value will be determined by deducting an amount which the Company deems adequate to reflect the actual value of these assets;

(2) the value of shares, or units in undertakings for collective investment shall be determined on the basis of the last net asset value available on the valuation day;

(3) the valuation of all securities listed on a stock exchange or any other regulated market which functions regularly, is recognised and accessible to the public, is based on the last known closing price on the valuation day, and, if the securities concerned are traded on several markets, on the basis of the last known closing price on the major market on which they are traded. If the last known closing price is not a true reflection, the valuation shall be based on the probable sale price estimated by the Board of Directors in a prudent and bona fide manner.

(4) unlisted securities or securities not traded on a stock exchange or another regulated market which functions in a regular manner, is recognised and accessible to the public, shall be valued on the basis of the probable sale price estimated in a prudent and bona fide manner by a qualified professional appointed for this purpose by the Board of Directors.

(5) securities denominated in a currency other than the currency in which the Sub-Fund concerned is denominated shall be converted at the exchange rate prevailing on the valuation day.

(6) the Board of Directors is authorised to draw up or amend the rules in respect of the relevant valuation rates. Decisions taken in this respect shall be included in the prospectus.

(7) derivative financial instruments shall be valued according to the rules decided by the Board of Directors and described in the prospectus. These rules shall have been approved in advance by the Company's auditor and the supervisory authorities.

The Company's liabilities include:

(1) all loans, matured bills and accounts payable;

(2) all known liabilities, whether or not due, including all contractual obligations due and relating to payment in cash or kind, including the amount of dividends announced by the Company but yet to be paid;

(3) all reserves, authorised or approved by the Board of Directors, including reserves set up in order to cover a potential capital loss on certain of the Company's investments;

(4) any other undertakings given by the Company, except for those represented by the Company's equity. For the valuation of the amount of these other liabilities, the Company shall take account of all the charges for which it is liable, including, without restriction, the costs of amendments to the Articles of Association, the prospectus and any other documents relating to the Company, management, performance and other fees and extraordinary expenses, any taxes and duties payable to government departments and stock exchanges, the costs of financial charges, bank charges or brokerage incurred upon the purchase and sale of assets or otherwise. When assessing the amount of these liabilities, the Company shall take account of regular and periodic administrative and other expenses on a pro rata temporis basis.

The assets, liabilities, expenses and fees not allocated to a Sub-Fund, Category or Class shall be apportioned to the various Sub-Funds, Categories or Classes in equal parts or, subject to the amounts involved justifying this, proportionally to their respective net assets. Each of the shares which is in the process of being redeemed shall be considered as a share issued and existing until closure on the valuation day relating to the redemption of such share and its price shall be considered as a liability of the Company as from closing on the date in question until such time as the price has been duly paid. Each share to be issued by the Company in accordance with subscription applications received shall be considered as issued as from closing on the calculation date of its issue price and its price shall be considered as being an amount due to the Company until such time as it has been duly received by the Company. As far as possible, account shall be taken of any investment or disinvestment decided by the Company until the valuation day.

The total amount of annual fees payable by a Sub-Fund, Category or Class shall never exceed 5% (five per cent) of its average net assets.

If it considers that the net asset value calculated is not representative of the real value of the shares, or if since the calculation there have been significant developments on the markets concerned, the Board of Directors may decide to have it updated on that same day, and shall determine a new net asset value in a prudent and bona fide manner.

Art. 15. Suspension of the calculation of the net asset value and the issue, conversion and redemption of the shares. Without prejudice to legal causes for suspension, the Board of Directors may at any time temporarily suspend the calculation of the net asset value of shares of one or more Sub-Funds as well as the issue, conversion and redemption of shares in the following cases:

(a) during any period when one or more currency markets or a stock exchange, which are the main markets or exchanges where a substantial portion of a Sub-Fund's investments at a given time are listed, is/are closed, except for normal closing days, or during which trading is subject to major restrictions or is suspended;

(b) when the political, economic, military, currency, social situation or any event of force majeure beyond the responsibility or power of the Company makes it impossible to dispose of one assets by reasonable and normal means, without seriously harming the shareholders' interests;

(c) during any failure in the means of communication normally used to determine the price of any of the Company's investments or the going prices on a particular market or exchange;

(d) when restrictions on foreign exchange or transfer of capital prevents transactions from being carried out on behalf of the Company or when purchases or sales of the Company's assets cannot be carried out at normal exchange rates;

(e) as soon as a decision has been taken to either liquidate the Company or one or more Sub-Funds, Categories or Classes;

(f) to determine an exchange parity under a merger, partial business transfer, splitting or any restructuring operation within, by or in one or more Sub-Funds, Categories, or Classes;

(g) for a “feeder” sub-fund, when the net asset value, issue, conversion, or redemption of units, or shares of the “master” sub-fund are suspended;

(h) any other cases when the Board of Directors estimates by a justified decision that such a suspension is necessary to safeguard the general interests of the shareholders concerned.

In the event the calculation of the net asset value is suspended, the Company shall immediately and in an appropriate manner inform the shareholders who requested the subscription, conversion or redemption of the shares of the Sub-Fund (s) in question.

In the event the total net redemption/conversion applications received for a given Sub-Fund on the valuation day equals or exceeds a percentage determined by the Board of Directors, the Board of Directors may decide to reduce and/or defer the redemption/conversion applications on a pro rata basis so as to reduce the number of shares redeemed/converted to date to the percentage of the net assets of the sub-fund in question determined by it. Any redemption/conversion applications thus deferred shall be given priority in relation to redemptions/conversion applications received on the next valuation day, again subject to the limit set by the Board of Directors.

In exceptional circumstances which could have a negative impact on shareholders' interests, or in the event of subscription, redemption or conversion applications exceeding a percentage of a Sub-Fund's net assets as determined by the Board of Directors, the Board of Directors reserves the right not to determine the value of a share until such time as the required

purchases and sales of securities have been made on behalf of the Sub-Fund. In that event, subscription, redemption and conversion applications in the pipeline will be processed simultaneously on the basis of the net asset value so calculated.

Pending subscription, conversion and redemption applications may be withdrawn by written notification provided that such notification is received by the Company prior to lifting of the suspension. Pending applications will be taken into account on the first Calculation Date following lifting of the suspension. If all pending applications cannot be processed on the same Calculation Date, the earliest applications shall take precedence over more recent applications.

Chapter III - Management and supervision of the company

Art. 16. Directors. A Board of Directors comprised of at least three members shall manage the Company. Board members do not need to be shareholders. The General Meeting of shareholders shall appoint them for a term of office of six years at most, which shall be renewable.

The General Meeting may remove a director from office at will.

In case of vacancy of the office of a director appointed by the General Meeting of shareholders, the remaining directors so appointed may fill the vacancy on a provisional basis. In such circumstances, the next General Meeting of shareholders shall make the final appointment.

Art. 17. Chairmanship and Board Meetings. The Board of Directors shall appoint a Chairman and possibly one or more Vice-Chairmen from amongst its members. It may also appoint a secretary who does not need to be a director.

The Board of Directors shall meet at the request of the Chairman or, if he is unable to act, a Vice-Chairman or two directors whenever this is in the Company's best interests, at the place, date and time specified in the notice of meeting. Any director who is unable to attend a Board meeting may appoint another director, in writing, telex, fax or any other means of electronic transmission, to represent him and to vote in his stead. A director may represent one or more of his colleagues.

Save for an emergency, all directors shall be given at least 24 hours' notice in writing of any Board meeting. In the event of an emergency, the nature and the reasons thereof shall be mentioned in the notice of meeting. There shall be no need for such notice of meeting if each director consents in writing or by cable, telegram, telex or fax to such waiver of notice. A specific notice of meeting shall not be required for a Board meeting held at a time and venue specified in a resolution that has already been adopted by the Board of Directors.

Board meetings shall be chaired by the Chairman or, in his absence, the eldest of the Vice-Chairmen, if any, or in their absence, the delegated director, if any, or in his absence, the eldest director attending the meeting.

The Board of Directors may conduct business and act only if the majority of directors are present or represented. Decisions shall be taken by a simple majority of votes cast by the directors attending the meeting or represented. The votes cast shall not include those of directors who did not take part in the voting, abstained, or cast a blank or void vote. If, during a Board meeting, there is a tie in voting for or against a decision, the person chairing the meeting shall have a casting vote.

All directors may participate at a Board meeting by telephone conference or by other like means of communications where all individuals attending said meeting can hear one another. Participation at a meeting by these means amounts to attendance in person at said meeting.

Notwithstanding the foregoing provisions, a Board decision may also be taken by circular letter. Such decision shall be approved by all directors who sign a single document or multiple copies thereof. Such decision shall have the same validity and force as if it had been taken at a meeting that had been duly convened and held.

The Chairman or the person who chairs the meeting in his absence shall sign the minutes of Board meetings.

Art. 18. Board powers. The Board of Directors shall have the broadest powers to carry out all acts of management or disposal in the Company's best interests. All powers not expressly reserved to the General Meeting under current law or these Articles of Association shall be the remit of the Board of Directors.

With regard to third parties, the Company shall be validly committed by the joint signature of two directors or the sole signature of all individuals to whom powers of signature have been delegated by the Board of Directors.

Art. 19. Daily management. The Company's Board of Directors may delegate its powers relating to the daily management of the Company's business (including the right to act as the Company's authorised signatory) and to represent it for said management either to one or more directors or to one or more agents who need not necessarily be Company shareholders. Said individuals shall have the powers conferred on them by the Board of Directors. They may sub-delegate their powers, if authorised by the Board of Directors. The Board of Directors may also grant all special mandates by notarised power of attorney or by private power of attorney.

Art. 20. Investment policy. The Board of Directors, applying the principle of the spreading of risks, shall be fully empowered to determine the investment policy and restrictions of the Company and each of its Sub-Funds, and the guidelines to be followed for the management of the Company, in compliance with the law and subject to the following conditions:

a) The Company may invest in any transferable securities, financial derivative instruments and money market instruments officially listed on a stock exchange or traded on a regulated market, operating regularly, that is recognised and open to the public, in any country;

b) Overall, the Company may not invest more than 10% of the assets of each Sub-Fund in UCITS and other undertakings for collective investment, apart for certain Sub-Funds if mentioned in their investments policy;

c) The Board of Directors may specify that a Sub-Fund's investment policy should be the replication of the composition of an equity or bond index within the limits authorised by law and the supervisory authorities;

d) The Company may invest, in accordance with the principle of risk-spreading, at least 35% and up to 100% of its assets in different issues of transferable securities and money market instruments issued or guaranteed by a Member State of the European Union, by its local authorities, or by a state that is not part of the European Union or by international public organisations to which one or more Member States of the European Union belong. These securities must come from at least six different issues, and the securities belonging to a single issue must not account for more than 30% of the net asset value of the Sub-Fund.

e) A Sub-Fund may subscribe, acquire and/or hold shares of one or more other Sub-Funds (referred to as "target sub-funds") of the Company provided that:

- the target sub-funds do not in turn invest in this Sub-Fund;

- the proportion of assets that each target sub-fund invests in other target-sub-funds of the Company does not exceed 10%;

- any voting rights attached to the shares of the target sub-funds are suspended for as long as they are held by the Sub-Fund and without prejudice to the appropriate processing in the accounts and the periodic reports; and

- in any events, for as long as these target sub-fund's shares are held by the Company, their value shall not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of net assets required by the law;

f) The Board of Directors may create "feeder sub-funds" under the conditions provided for by law.

Art. 21. Delegation of Management and Advice. The Company may enter into one or more management agreement(s), in the broadest sense of the term within the meaning of the Act, or consultancy agreements with any Luxembourg or foreign company within the limits and subject to the conditions authorised by law.

Art. 22. Conflict of Interest. No contract and transaction that the Company may enter into with other companies or firms may be affected or invalidated by the fact that one or more directors or executive directors of the Company has/have any interest whatsoever in such other company or firm or by the fact that he is a director, shareholder or partner, executive director or employee thereof.

The director or executive director of the Company who is a director, executive director or employee of a company or firm with which the Company signs contracts or otherwise does business shall not thereby be deprived of the right to deliberate, vote and act in connection with matters related to such contracts or such business. In the event a director or an executive director has a personal interest in a Company transaction, said director or executive director shall inform the Board of Directors of his personal interest and shall not deliberate or take part in the vote on said transaction. A report on said transaction and on the personal interest of such director or non-executive director shall be submitted at the next meeting of shareholders.

Art. 23. Company auditor. The accounting data set forth in the annual report drawn up by the Company shall be audited by an authorised company auditor who shall be appointed by the General Meeting for the term of office that it shall set and who shall be remunerated by the Company.

Chapter IV - General meetings

Art. 24. Representation. The duly formed meeting of the shareholders shall represent all shareholders of the Company. It shall have the broadest powers to order, carry out or ratify all acts relating to the Company's operations. Resolutions voted at such meetings shall be binding on all shareholders, regardless of the Category or Class they own. However, if the decisions concern exclusively the specific rights of shareholders of a Sub-Fund, a Category or Class or if there is a risk of conflict of interest between the various Sub-Funds, said decisions must be taken by a general meeting representing the shareholders of said Sub-Fund, said Category or Class.

Art. 25. General Meeting of shareholders. The Annual General Meeting of shareholders will be held at the Company's registered office or at any other place in the Grand Duchy of Luxembourg specified in the notice of meeting, on April 26 at 2.30 p.m CET. If said day is a legal public or banking holiday in Luxembourg, the Annual General Meeting shall be held on the next bank business day. The Annual General Meeting may be held abroad if the Board of Directors records, at its sole discretion, that this change of venue is necessary on account of exceptional circumstances.

All other General Meetings of shareholders shall be convened at the request either of the Board of Directors, or of shareholders representing at least one-tenth of the capital. They shall be held at the date, time and place specified in the notice of meeting.

Meetings shall be chaired by the Chairman of the Board of Directors or, in his absence, the eldest Vice-Chairman, if any, or in his absence, a delegated Director, if any, or, in his absence, one of the directors or any other person appointed by the Meeting.

Art. 26. Votes. Votes shall be on a one-share one-vote basis and all shares, regardless of the Sub-Fund to which they belong shall take an equal part in decision-making at the General Meeting. Fractional shares shall have no voting right.

All shareholders may attend meetings either in person or by appointing any other individual as a representative in writing, by cable, telegram, telex or fax.

Art. 27. Quorum and majority conditions. Unless otherwise provided for under current law or these Articles of Association, the General Meeting of shareholders shall validly deliberate, regardless of the portion of capital represented. Resolutions shall be adopted by a simple majority of votes cast. The votes cast shall not include those attached to shares for which the shareholder did not take part in the voting, abstained, or cast a blank or void vote.

Chapter V - Financial year

Art. 28. Financial year. The financial year starts on 1 January and ends on 31 December.

Art. 29. Allocation of the annual profit/loss. Dividends may be distributed provided that the Company's net assets at all times exceed the minimum capital provided for by law.

Following a proposal by the Board of Directors, the General Meeting of shareholders shall decide, for each Category/Class, on a dividend and the amount of the dividend to be paid to the distribution shares.

If it is in the interests of shareholders not to distribute a dividend, in view of market conditions, no distribution will be made.

The Board of Directors may, in accordance with current law, distribute interim dividends.

The Board of Directors may decide to distribute dividends in the form of new shares instead of dividends in cash, in accordance with the terms and conditions that it sets.

Dividends shall be paid in the currency of the Sub-Fund, unless the Board of Directors decides otherwise.

Chapter VI - Dissolution - Liquidation - Merger - Contribution

Art. 30. Dissolution. The Company may be dissolved at any time by decision of the General Meeting of shareholders, ruling as for the amendment of the Articles of Association.

If the Company's capital falls below two thirds of the minimum legal capital, the directors may submit the question of the Company's dissolution to the General Meeting, which shall deliberate without a quorum by a simple majority of the shareholders in attendance or represented at the Meeting; account shall not be taken of abstentions. If the capital falls below one quarter of the minimum legal capital, the General Meeting shall also deliberate without a quorum, but the dissolution may be decided by the shareholders owning one quarter of the shares represented at the Meeting.

The Meeting must be convened to ensure that it is held within a forty-day period as from the date on which the net assets are recorded to be respectively less than two thirds or one quarter of the minimum capital.

Art. 31. Liquidation. In the event of the dissolution of the Company, it shall be liquidated by one or more liquidators, natural persons or legal entities that the General Meeting shall appoint and whose powers and fees it shall set.

The liquidators shall allocate the net proceeds of the liquidation of each Sub-Fund, Category/Class between the shareholders of said Sub-Fund, Category/Class in proportion to the number of shares they own in said Sub-Fund or Category/Class.

In the case of straightforward liquidation of the Company, the net assets will be distributed to the eligible parties in proportion to the shares held in the Company. Any assets not distributed within a time period set by the regulations in force will be deposited at the Public Trust Office (Caisse de Consignation) until the end of the legally specified limitation period.

Art. 32. Liquidation, merger, transfer, splitting of Sub-Funds, Categories and/or Classes. The Board of Directors shall have sole authority to decide on the effectiveness and terms of the following, under the limitations and conditions prescribed by law:

1) either the pure and simple liquidation of a Sub-Fund,

2) or the closure of a Sub-Fund by transfer to another Sub-Fund of the Company,

3) or the closure of a Sub-Fund by transfer to another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union,

4) or the transfer to a Sub-Fund a) of another Sub-Fund of the Company, and/or b) of a sub-fund of another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union, and/or c) of another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union;

5) or the splitting of a Sub-Fund.

A feeder sub-fund shall be liquidated under the conditions provided for by law when the master sub-fund itself is liquidated or merged or split.

As an exception to the foregoing, if the Company should cease to exist as a result of such a merger, the effectiveness of this merger must be decided by a General Meeting of shareholders of the Company resolving under the conditions provided for in Article 28 of these Articles of Association.

In the event of the pure and simple liquidation of a Sub-Fund, the net assets shall be distributed between the eligible parties in proportion to the assets they own in said Sub-Fund. The assets not distributed within a time period set by the

regulations in force shall be deposited with the Public Trust Office (Caisse de Consignation) until the end of the legally specified limitation period.

Pursuant to this article, the decisions adopted at the level of a Sub-Fund may be adopted similarly at the level of a Category and/or Class.

Chapter VII - Final provisions

Art. 33. Deposit of Company assets. Insofar as required by law, the Company shall enter into a depository agreement with a bank or savings institution within the meaning of the Amended Act of 5 April 1993 relating to the supervision of the financial sector (the "Depositary").

The Depositary shall have the powers and responsibilities provided for by law.

If the Depositary wishes to withdraw, the Board of Directors shall endeavour to find a replacement within two months as from the date when the withdrawal became effective. The Board of Directors may terminate the depository agreement but may only terminate the Depositary's appointment if a replacement has been found.

Art. 34. Amendments of the Articles of Association. These Articles of Association may be amended by a General Meeting of shareholders, subject to the quorum and voting criteria required under current law and the requirements of these Articles of Association.

Art. 35. Statutory provisions. For all matters not governed by these Articles of Association, the parties refer to the Companies Act and to the Act.

Septième résolution

L'Assemblée décide que tous les contrats et engagements, encore en vigueur, signés et pris par la Société de Gestion au nom et pour le compte du Fonds jusqu'à la date de sa transformation, seront repris par la SICAV.

Huitième résolution

L'Assemblée constate que l'exercice social qui a commencé le 1 er janvier 2015 se terminera la 31 décembre 2015.

Plus rien n'étant à l'ordre du jour, le Président lève la séance.

Frais

Les frais, dépenses, honoraires et charges relatifs au présenta acte qui s'élèvent à envrion EUR 3.500.-. sont payables par le Fonds.

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

Lecture du présent acte faite et interprétation donnée aux membres du bureau, connus par leur nom, prénom usuel, état et demeure par le notaire soussigné, qui ont signé avec ce dernier le présent acte.

Signé: A. PERAIRE MANANGA, F. VERONESE, G. DEBAUVE et H. HELLINCKX.

Enregistré à Luxembourg A.C.1, le 25 novembre 2015. Relation: 1LAC/2015/37130. Reçu soixante-quinze euros (75.- EUR)

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 8 décembre 2015.

Référence de publication: 2015197589/494.

(150222651) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 décembre 2015.

ArcelorMittal Dommeldange S.à r.l., Société à responsabilité limitée.

Capital social: EUR 6.200.000,00.

Siège social: L-1160 Luxembourg, 24-26, boulevard d'Avranches.

R.C.S. Luxembourg B 17.594.

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Avec date d'effet au 12 novembre 2014, la société ArcelorMittal Luxembourg, société anonyme, inscrite au Registre de Commerce et des Sociétés Luxembourg sous le numéro B 6990, a transféré son siège social du 19, avenue de la Liberté, L-2930 Luxembourg, au 24-26, boulevard d'Avranches, L-1160 Luxembourg.

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

Le 27 octobre 2015.

Référence de publication: 2015175545/13.

(150194722) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 octobre 2015.

Generali Investments Luxembourg S.A., Société Anonyme.

Siège social: L-2180 Luxembourg, 4, rue Jean Monnet.

R.C.S. Luxembourg B 188.432.

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In the year two thousand and fifteen, on the fourteenth of December,

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

was held

an extraordinary general meeting of shareholders of the public limited liability company (société anonyme) established and existing in the Grand Duchy of Luxembourg under the name Generali Investments Luxembourg S.A. (the "Company"), with registered office at L-5826 Hesperange, 33, rue de Gasperich and registered with the Luxembourg Trade and Companies Register under number B 188.432.

The Company has been incorporated pursuant to a deed of the undersigned notary dated July 1, 2014, published in the Mémorial C, Recueil des Sociétés et des Associations, number 1899 on July 22, 2008, and articles of incorporation of which have not been amended since.

The meeting is opened at 11.00 a.m. and elects as chairman Mr Frank Stolz-Page, with professional address in Mondorf-les-Bains (the "Chairman");

The Chairman designates as secretary Mr Chris Oberhag, with professional address in Mondorf-les-Bains.

The meeting elects as scrutineer Mrs Karola Böhm, Mr Frank Stolz-Page, with professional address in Mondorf-les-Bains.

The office of the meeting having thus been constituted, the Chairman declares and requests the notary to state that:

I. The shareholders present or represented and the number of shares held by them, are shown on an attendance list signed by their proxyholder, by the office of the meeting and the notary. The said list as well as the proxies signed, ne varietur, will be registered with the deed.

II. Pursuant to the attendance list, the whole share capital is represented in this extraordinary general meeting.

III. The present meeting can validly deliberate on the following agenda:

Agenda

1. Transfer of the registered office of the Company from L-5826 Hesperange, 33, rue de Gasperich to L-2180 Luxembourg, 4, rue Jean Monnet;

2. Subsequent amendment of the 1 st sentence of the 1 st paragraph and of the 2 nd paragraph of article 2 of the articles of incorporation of the Company;

3. Appointment of Mr Christian Delaire as new director of the Company;

4. Miscellaneous.

After having discussed on the above items, the meeting, unanimously, takes the following resolutions:

First resolution

The meeting resolves to change the registered office of the Company from its current address L-5826 Hesperange, 33, rue de Gasperich to L-2180 Luxembourg, 4, rue Jean Monnet.

Second resolution

As a consequence of the preceding resolution, the meeting resolves to amend the 1 st sentence of the 1 st paragraph and the 2 nd paragraph of article 2 of the articles of incorporation of the Company which will read henceforth as follows:

1 st sentence, 1 st paragraph, article 2:

"The registered office of the Company is established in the City of Luxembourg."

2 nd paragraph, article 2:

"The address of the registered office may be transferred within the same municipality by simple resolution of the board of directors (the "Board of Directors")."

Third resolution

The meeting resolves to appoint Mr Christian Delaire, born on July 8, 1967 in Neuilly sur Seine, France, with professional address at F-75309 Paris, 2, rue Pillet Will, as new director of the Company with effect as of 14 December, 2015, approved by the CSSF (Commission de Surveillance du Secteur Financier) on 30 November 2015 and for a period expiring with the annual general meeting of shareholders to be held in 2016.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of the present deed are estimated at approximately one thousand three euro (EUR 1,300).

There being no further business, the meeting is closed at 11.15 a.m..

WHEREOF, the present deed is drawn up in Mondorf-les-Bains, at the office of the undersigned notary, on the day named at the beginning of this document.

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

The document having been read to the appearing persons, said persons appearing signed together with the notary this original deed.

Suit la traduction en français du texte qui précède:

L'an deux mille quinze, le quatorze décembre,

par devant Nous, Maître Marc Loesch, notaire de résidence à Mondorf-les-Bains, Grand-Duché de Luxembourg,

s'est réunie

une assemblée générale extraordinaire des actionnaires de la société anonyme établie au Grand-Duché de Luxembourg sous la dénomination Generali Investments Luxembourg S.A. (la «Société»), ayant son siège social au L-5826 Hesperange, 33, rue de Gasperich et enregistrée au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 188.432.

La Société a été constituée suivant un acte reçu par le notaire soussigné en date du 1 er juillet 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1899 du 22 juillet 2014, et dont les statuts n'ont pas été modifiés depuis.

L'assemblée est ouverte à 11.00 heures et a choisi comme président Monsieur Frank Stolz-Page, avec adresse professionnelle à Mondorf-les-Bains (le «Président»);

Le Président a désigné comme secrétaire Monsieur Chris Oberhag, avec adresse professionnelle à Mondorf-les-Bains.

L'assemblée élit comme scrutateur Madame Karola Böhm, avec adresse professionnelle à Mondorf-les-Bains.

Le bureau de l'assemblée ainsi constitué, le Président a exposé et prié le notaire soussigné d'acter que:

I. Les actionnaires présents ou représentés et le nombre d'actions détenues par ceux-ci sont montrés sur la liste de présence signée par leur mandataire, par le bureau de l'assemblée et par le notaire. Ladite liste de présence ainsi que les procurations, seront enregistrés avec le présent acte.

II. Il apparaît de la liste de présence que l'intégralité du capital social est représentée à cette assemblée générale extraordinaire.

III. La présente assemblée peut valablement délibérer sur l'ordre du jour suivant:

Ordre du jour

1. Transfert du siège social de la Société de L-5826 Hesperange, 33, rue de Gasperich vers L-2180 Luxembourg, 4, rue Jean Monnet;

2. Modifications subséquentes de la 1 ère phrase du 1 er alinéa et du 2 e alinéa de l'article 2 des statuts de la Société;

3. Nomination de Monsieur Christian Delaire comme nouvel administrateur de la Société;

4. Divers.

Après avoir discuté des points mentionnés à l'ordre du jour ci-dessus, l'assemblée, à l'unanimité, prend les résolutions suivantes:

Première résolution

L'assemblée décide de transférer le siège social de la Société de son adresse actuelle L-5826 Hesperange, 33, rue de Gasperich vers L-2180 Luxembourg, 4, rue Jean Monnet.

Seconde résolution

En conséquence de la résolution qui précède, l'assemblée décide de modifier la 1 ère phrase du 1 er alinéa et le 2 e alinéa de l'article 2 des statuts de la Société afin de leurs donner désormais la teneur suivante:

1 ère phrase, alinéa 1, article 2:

«Le siège social de la Société est établi dans le ville de Luxembourg.»

2 e alinéa, article 2:

«L'adresse du siège social peut être déplacée dans les limites de la même commune par simple décision du conseil d'administration de la Société (le «Conseil d'Administration»).»

Troisième résolution

L'assemblée décide de nommer Monsieur Christian Delaire, né le 8 juillet 1967 à Neuilly sur Seine, France, avec adresse professionnelle au F-75309 Paris, 2, rue Pillet Will, en tant que nouvel administrateur de la Société avec effet à partir du 14 décembre, 2015, approuvé par la CSSF (Commission de Surveillance du Secteur Financier) en date du 30 novembre 2015 et pour une période expirant à l'assemblée générale annuelle des actionnaires qui se tiendra en 2016.

Dépenses

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge en raison du présent acte, s'élève approximativement à mille trois cents euros (EUR 1.300).

Plus rien étant à l'ordre du jour, l'assemblée est clôturée à 11.15 heures.

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

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande des comparants, le présent acte est rédigé en langue anglaise suivi d'une version française; sur demande des mêmes comparants et en cas de divergences entre le texte anglais et le texte française, le texte anglais fait foi.

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

Signé: F. Stolz-Page, C. Oberhag, K. Böhm, M. Loesch.

Enregistré à Grevenmacher A.C., le 16 décembre 2015. GAC/2015/11139. Reçu soixante-quinze euros. 75,00 €.

Le Receveur (signé): G. SCHLINK.

Pour expédition conforme,

Mondorf-les-Bains, le 21 décembre 2015.

Référence de publication: 2015206656/121.

(150232228) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 décembre 2015.

Xilco Holding S.à r.l., Société à responsabilité limitée.

Siège social: L-1748 Findel, 7, rue Lou Hemmer.

R.C.S. Luxembourg B 147.146.

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Les statuts coordonnés au 2 octobre 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Marc Loesch

Notaire

Référence de publication: 2015175494/11.

(150194193) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

Whittaker Participations S.A., Société Anonyme.

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.

R.C.S. Luxembourg B 90.080.

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

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

Signature.

Référence de publication: 2015175490/10.

(150194156) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 octobre 2015.

Steeg S.A., Société Anonyme.

Siège social: L-4963 Clemency, 9bis, rue Basse.

R.C.S. Luxembourg B 116.815.

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Extrait des résolutions prises lors de l'Assemblée Générale annuelle tenue en date du 7 septembre 2015.

Le Conseil d'Administration prend acte de la dissolution au 30 janvier 2015 du Commissaire aux comptes de la société, à savoir ACCOUNTIS S.A. En son remplacement, le Conseil d'Administration propose de nommer comme nouveau Commissaire aux comptes, avec effet au 1 er janvier 2014, la société ACCOUNTIS S.à r.l., Société à responsabilité limitée, ayant son siège social au 63-65, rue de Merl, L-2146 Luxembourg, enregistrée auprès du registre de commerce et des sociétés de Luxembourg sous le numéro RCS B60219. Son mandat viendrait à échéance lors de l'Assemblée Générale Annuelle de 2017.

Le mandat d'Administrateur-délégué de Monsieur Michel ANTOLINOS né le 24/11/1941 à Lyon (France), demeurant au 21, Quai du Mont Blanc à CH-1201 Genève est également reconduit pour une durée indéterminée.

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

Pour extrait sincère et conforme

Référence de publication: 2015176309/18.

(150194770) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 octobre 2015.

Poland Retail Topco S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 160.771.

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Il résulte d'un contrat de transfert de parts, signé en date du 1 er octobre 2015, que l'associé unique de la Société, Blackstone Real Estate Partners Europe III L.P., a transféré la totalité des 500 parts sociales qu'il détenait dans la Société de la manière suivante:

1. BRE/Europe 5Q-C S.à r.l. Société à responsabilité limitée constituée et régie selon les lois du Luxembourg, ayant son siège social à l'adresse suivante: 2-4 rue Eugène Ruppert, L-2453, Luxembourg, et immatriculée auprès du Registre de Commerce et des Sociétés sous le numéro B 192.356

Les parts de la Société sont désormais réparties comme suit:

1. BRE/Europe 5Q-C S.à r.l. . . . . 500 parts sociales

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

Luxembourg, le 23 octobre 2015.

Pour la Société

Signature

Référence de publication: 2015176152/20.

(150195547) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 octobre 2015.

Po Selector S.à r.l., Société à responsabilité limitée.

Capital social: EUR 24.675,00.

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

R.C.S. Luxembourg B 123.245.

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En date du 2 décembre 2014, les cessions de parts suivantes ont eu lieu:

- l'associé Vision Capital Partners VI S L.P., avec siège social à Trafalgar Court, Les Banques, GYI 3QL St. Peter Port, Guernesey, a cédé la totalité de ses 362 parts sociales à Vision Shell LP, avec siège social au Trafalgar Court, Les Banques, GY1 3QL St. Peter Port, Guernesey, qui les acquiert;

- l'associé Vision Capital Partners VI L.P., avec siège social à La Plaiderie House, La Plaiderie, St Peter Port, Guernesey, a cédé la totalité de ses 625 parts sociales à Vision Shell LP, précité, qui les acquiert;

En conséquence, l'associé unique de la société est Vision Shell LP, précité, avec 987 parts sociales.

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

Luxembourg, le 27 octobre 2015.

Référence de publication: 2015176151/17.

(150194687) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 octobre 2015.

Ares Management Limited, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 188.675.

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Le siège social de la succursale luxembourgeoise de la société de droit anglais Ares Management Limited ayant son siège social au 10 Burlington Street, Level 6, W15 3BE Londres, Royaume-Uni, immatriculée auprès du Registre des Sociétés pour l'Angleterre et le Pays de Galles (Register of Companies for England and Wales) sous le numéro 05837428, est transféré au 2, rue Albert Borschette, L-1246 Luxembourg, Grand Duché de Luxembourg.

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

Ares Management Limited

Michael Thomas

Représentant permanent

Référence de publication: 2015175546/15.

(150194938) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 octobre 2015.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
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