SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

MEMORIAL
Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL
Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 466 **18 février 2016**

SOMMAIRE

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

Siège social: L-8030 Strassen, 163, rue du Kiem.

R.C.S. Luxembourg B 174.170.

—

Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

des Actionnaires qui aura lieu le mercredi *07 mars 2016* à 14.00 heures au 163, rue du Kiem, L-8030 Strassen avec l'ordre du jour suivant :

Ordre du jour:

- Constatation et approbation de la tenue anticipée de l'Assemblée Générale Statutaire ayant pour objet d'approuver les comptes annuels de l'exercice clôturé au 31 décembre 2015.
- Présentation et approbation du rapport de contrôle du Commissaire relatif à l'exercice clôturé au 31 décembre 2015.
- Approbation du bilan arrêté au 31 décembre 2015 et du compte de profits et pertes y relatif; affectation du résultat.
- Décharge aux Administrateurs et au Commissaire pour l'exercice de leur mandat durant l'exercice clôturé au 31 décembre 2015.
- Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi coordonnée du 10 août 1915 sur les sociétés commerciales.
- Divers.

Le Conseil d'Administration.

Référence de publication: 2016065675/21.

Sync Invest S.A., Société Anonyme.

Siège social: L-1526 Luxembourg, 50, Val Fleuri.

R.C.S. Luxembourg B 118.094.

—

Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

des Actionnaires qui aura lieu le mercredi *07 mars 2016* à 15.00 heures au 163, rue du Kiem, L-8030 Strassen avec l'ordre du jour suivant :

Ordre du jour:

- Constatation et approbation de la tenue anticipée de l'Assemblée Générale Statutaire ayant pour objet d'approuver les comptes annuels de l'exercice clôturé au 31 décembre 2015.
- Présentation et approbation du rapport de contrôle du Commissaire relatif à l'exercice clôturé au 31 décembre 2015.
- Approbation du bilan arrêté au 31 décembre 2015 et du compte de profits et pertes y relatif ; affectation du résultat.
- Décharge aux Administrateurs et au Commissaire pour l'exercice de leur mandat durant l'exercice clôturé au 31 décembre 2015.
- Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi coordonnée du 10 août 1915 sur les sociétés commerciales.
- Divers.

Le Conseil d'Administration.

Référence de publication: 2016065676/21.

BIP Investment Partners S.A., Société Anonyme.

Siège social: L-1356 Luxembourg, 1, rue des Coquelicots.

R.C.S. Luxembourg B 75.324.

—

Les actionnaires de BIP Investment Partners S.A. sont invités à

l'ASSEMBLEE GENERALE ANNUELLE

qui se tiendra au siège de BGL BNP Paribas S.A., 50, avenue J.F. Kennedy, L - 2951 Luxembourg, le vendredi *26 février 2016* à 11.00 heures, pour délibérer sur l'ordre du jour suivant :

Ordre du jour:

1. Approbation des comptes annuels statutaires et consolidés de l'exercice 2015 sur base du rapport de gestion du conseil d'administration pour l'année 2015 et du rapport du réviseur d'entreprises agréé pour l'année 2015
2. Affectation des résultats
3. Décharge à donner aux administrateurs pour l'exercice 2015

4. Fixation de la rémunération du conseil d'administration pour l'exercice 2016
5. Désignation du réviseur d'entreprises agréé pour contrôler les comptes de l'exercice 2016
   A la demande d'un actionnaire disposant de plus de cinq (5) pourcent du capital souscrit de la Société et conformément à l'article 14.14 des statuts de la Société, il est ajouté le nouveau point suivant à l'ordre du jour :
6. Déclaration d'un dividende supplémentaire d'un montant tel que le dividende déclaré au titre de l'affectation des résultats sous le point 2 de l'ordre du jour et sous le présent point représente en tout quarante euros (EUR 40,-) par action avec paiement de la partie supplémentaire dudit dividende au plus tard le 15 août 2016.

Pour les détails concernant les formalités de participation, les demandes d'inscription de points à l'ordre du jour, le dépôt de projets de résolutions, les documents et formulaires à disposition des actionnaires et le droit de poser des questions, les actionnaires sont priés de consulter le site internet de la Société (www.bip.lu) rubrique " Shareholders". Alternativement, ils peuvent demander à la Société d'envoyer une note contenant ces informations par e-mail (info@bip.lu), par téléphone (+352 26 00 26 1), par fax (+352 26 00 26 50) ou par lettre postale à l'adresse du siège de la Société (1 rue des Coquelicots, L-1356 Luxembourg).

Luxembourg, le 18 février 2016 *Le Président du Conseil d'administration*

Référence de publication: 2016067146/29.

Editions Letzeburger Journal S.A., Société Anonyme.

Siège social: L-2561 Luxembourg, 51, rue de Strasbourg.

R.C.S. Luxembourg B 5.056.

—

Les actionnaires sont invités à

l'ASSEMBLEE GENERALE ANNUELLE

qui se tiendra vendredi, le *11 mars 2016* , à 11 heures au siège social à Luxembourg, 51, rue de Strasbourg (2e étage).

Ordre du jour:

1. Rapports du conseil d'administration et du commissaire aux comptes sur l'exercice 2015
2. Approbation du bilan au 31 décembre 2015 et du compte de profits et pertes de l'exercice 2015
3. Affectation des résultats
4. Décharge à donner aux administrateurs et au commissaire aux comptes
5. Nominations statutaires
6. Divers

Pour assister ou être représentés à cette assemblée, les actionnaires sont priés de se conformer à l'article 16 des statuts.

Le Conseil d'Administration.

Référence de publication: 2016067144/18.

BNP Paribas Flexi I, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 117.580.

—

An

EXTRAORDINARY GENERAL MEETING

of shareholders will be held at 11.30 a.m. CET on Wednesday *16 March 2016* , at the office of BNP Paribas Investment Partners Luxembourg, building H2O, block A, ground floor, 33 rue de Gasperich, L-5826 Hesperange, Grand Duchy of Luxembourg, to deliberate on the following agenda:

Agenda:

Update of the Articles of Association as follows with effect as of 25 April 2016:

1. Article 4:
   Transfer of the registered office of the Company in the commune of Luxembourg;
2. Article 8:
   a) Addition of the possibility for the Board of Directors to issue dematerialised shares as described by the Act of 6 April 2013;
   b) Registered shares shall be issued as described by articles 39 and 40 of the Companies Act of 10 August 1915 as amended;
   c) Bearer shares shall be issued in immobilised form as described by article 42 of the Companies Act of 10 August 1915 as amended.
3. Article 14(c):
   Replacement of "the closing price on the order acceptance date" by "the last known closing price on the valuation day" for the listed assets valuation price;

Replacement of the term "Most recent price" by "the last known closing price"

4. Article 16:
   Rewording of the possibility for the Board of Directors to fill the vacancy of the office of a Director by using the same terms as those of article 51 of the Companies Act of 10 August 1915 as amended;
5. Article 19:
   Cancellation of the possibility to manage jointly the assets of a sub-fund with the assets of other sub-funds of the Company or other UCI.
   Consequently, removal of the second paragraph of the article.
6. Article 20:
   Cancellation of the following condition, relating to the investment of a sub-fund into another sub-fund of the Company, to be compliant with article 181 (8) of the law of 17 December 2010 concerning UCI as amended by the law of 12 July 2013:
   There shall be no duplication of management/subscription commissions or redemption between these commissions at the level of the sub-fund that invested in the target sub-fund and this target sub-fund.
7. Article 22:
   replacement of the title of the article "invalidation clause" by "conflict of interest"

In accordance with Article 67-1 of the Companies Act of 10 August 1915 as amended, the Shareholders' Meeting shall not validly deliberate unless at least one half of the Company's capital is represented. Decisions shall be taken by at least two-thirds of the votes cast.

Shareholders wishing to attend or to be represented at the Meeting are admitted upon proof of their identity and share-blocking certificate. Their intention to participate shall be known at least five business days before the Meeting.

The draft new Articles of Association, as well as the current prospectus and the latest interim report are available from the bodies listed in the prospectus.

The Board of Directors.

Référence de publication: 2016067649/755/49.

Parworld, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 77.384.

—

An

EXTRAORDINARY GENERAL MEETING

of shareholders will be held at 9.30 a.m. CET on Wednesday *16 March 2016* at the office of BNP Paribas Investment Partners Luxembourg, building H2O, block A, ground floor, 33 rue de Gasperich, L-5826 Hesperange, Grand Duchy of Luxembourg, to deliberate on the following agenda:

Agenda:

Update of the Articles of Association as follows with effect as of 25 April 2016:

1. Article 4:
   Transfer of the registered office of the Company in the commune of Luxembourg.
2. Article 8:
   a) Addition of the possibility for the Board of Directors to issue dematerialised shares as described by the Act of 6 April 2013;
   b) Registered shares shall be issued as described by articles 39 and 40 of the Companies Act of 10 August 1915 as amended;
   c) Bearer shares shall be issued in immobilised form as described by article 42 of the Companies Act of 10 August 1915 as amended.
3. Article 14(c):
   Replacement of "the closing price on the order acceptance date" by "the last known closing price on the valuation day" for the listed assets valuation price;
   Replacement of "the most recent price" by "the last known closing price".
4. Article 16:
   Rewording of the possibility for the Board of Directors to fill the vacancy of the office of a Director by using the same terms as those of article 51 of the Companies Act of 10 August 1915 as amended.
5. Article 19:
   Cancellation of the possibility to manage jointly the assets of a sub-fund with the assets of other sub-funds of the Company or other UCI.
   Consequently, removal of the second paragraph of the article.
6. Article 20:

Cancellation of the following condition, relating to the investment of a sub-fund into another sub-fund of the Company, to be compliant with article 181 (8) of the law of 17 December 2010 concerning UCI as amended by the law of 12 July 2013:
There shall be no duplication of management/subscription commissions or redemption between these commissions at the level of the sub-fund that invested in the target sub-fund and this target sub-fund.

7. Article 22:
replacement of the title of the article "invalidation clause" by "conflict of interest".

In accordance with Article 67-1 of the Companies Act of 10 August 1915 as amended, the Shareholders' Meeting shall not validly deliberate unless at least one half of the Company's capital is represented. Decisions shall be taken by at least two-thirds of the votes cast.

Shareholders wishing to attend or to be represented at the Meeting are admitted upon proof of their identity and share-blocking certificate. Their intention to participate shall be known at least five business days before the Meeting.

The draft new Articles of Association, as well as the current prospectus and the latest interim report are available from the bodies listed in the prospectus.

The Board of Directors.

Référence de publication: 2016067742/755/49.

Fundquest International, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 127.751.

—

An

EXTRAORDINARY GENERAL MEETING

of shareholders will be held at 11.00 a.m. CET on Wednesday *16 March 2016* , at the office of BNP Paribas Investment Partners Luxembourg, building H2O, block A, ground floor, 33 rue de Gasperich, L-5826 Hesperange, Grand Duchy of Luxembourg, to deliberate on the following agenda:

Agenda:

Update of the Articles of Association as follows with effect as of 25 April 2016:

1. Article 4:
Transfer of the registered office of the Company in the commune of Luxembourg;
2. Article 8:
a) Addition of the possibility for the Board of Directors to issue dematerialised shares as described by the Act of 6 April 2013;
b) Registered shares shall be issued as described by articles 39 and 40 of the Companies Act of 10 August 1915 as amended;
c) Bearer shares shall be issued in immobilised form as described by article 42 of the Companies Act of 10 August 1915 as amended.
3. Article 14(c):
Replacement of "the closing price on the order acceptance date" by "the last known closing price on the valuation day" for the listed assets valuation price;
Replacement of the term "most recent price" by "last known closing price";
4. Article 16:
Rewording of the possibility for the Board of Directors to fill the vacancy of the office of a Director by using the same terms as those of article 51 of the Companies Act of 10 August 1915 as amended;
5. Article 19:
Cancellation of the possibility to manage jointly the assets of a sub-fund with the assets of other sub-funds of the Company or other UCI.
Consequently, removal of the second paragraph of the article.
6. Article 20:
Cancellation of the following condition, relating to the investment of a sub-fund into another sub-fund of the Company, to be compliant with article 181 (8) of the law of 17 December 2010 concerning UCI as amended by the law of 12 July 2013:
There shall be no duplication of management/subscription commissions or redemption between these commissions at the level of the sub-fund that invested in the target sub-fund and this target sub-fund.
7. Article 22:
replacement of the title of the article "invalidation clause" by "conflict of interest"

In accordance with Article 67-1 of the Companies Act of 10 August 1915 as amended, the Shareholders' Meeting shall not validly deliberate unless at least one half of the Company's capital is represented. Decisions shall be taken by at least two-thirds of the votes cast.

Shareholders wishing to attend or to be represented at the Meeting are admitted upon proof of their identity and share-blocking certificate. Their intention to participate shall be known at least five business days before the Meeting.

The draft new Articles of Association, as well as the current prospectus and the latest interim report are available from the bodies listed in the prospectus.

The Board of Directors.

Référence de publication: 2016067743/755/49.

BNP Paribas InstiCash, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 65.026.

—

An

EXTRAORDINARY GENERAL MEETING

of shareholders will be held at 10.30 a.m. CET on Wednesday *16 March 2016* at the office of BNP Paribas Investment Partners Luxembourg, building H2O, block A, ground floor, 33 rue de Gasperich, L-5826 Hesperange, Grand Duchy of Luxembourg, to deliberate on the following agenda:

Agenda:

Update of the Articles of Association as follows with effect as of 25 April 2016:

1. Article 4:
   Transfer of the registered office of the Company in the commune of Luxembourg;
2. Article 8:
   a) Addition of the possibility for the Board of Directors to issue dematerialised shares as described by the Act of 6 April 2013;
   b) Registered shares shall be issued as described by articles 39 and 40 of the Companies Act of 10 August 1915 as amended;
   c) Bearer shares shall be issued in immobilised form as described by article 42 of the Companies Act of 10 August 1915 as amended.
3. Article 14(c):
   Replacement of "the closing price on the order acceptance date" by "the last known closing price on the valuation day" for the listed assets valuation price;
   Replacement of the term "the most recent price" by "the last known closing price".
4. Article 16:
   Rewording of the possibility for the Board of Directors to fill the vacancy of the office of a Director by using the same terms as those of article 51 of the Companies Act of 10 August 1915 as amended;
5. Article 19:
   Cancellation of the possibility to manage jointly the assets of a sub-fund with the assets of other sub-funds of the Company or other UCI.
   Consequently, removal of the second paragraph of the article.
6. Article 20:
   Cancellation of the following condition, relating to the investment of a sub-fund into another sub-fund of the Company, to be compliant with article 181 (8) of the law of 17 December 2010 concerning UCI as amended by the law of 12 July 2013:
   There shall be no duplication of management/subscription commissions or redemption between these commissions at the level of the sub-fund that invested in the target sub-fund and this target sub-fund.
7. Article 22:
   Replacement of the title of the article "invalidation clause" by "conflict of interest"

In accordance with Article 67-1 of the Companies Act of 10 August 1915 as amended, the Shareholders' Meeting shall not validly deliberate unless at least one half of the Company's capital is represented. Decisions shall be taken by at least two-thirds of the votes cast.

Shareholders wishing to attend or to be represented at the Meeting are admitted upon proof of their identity and share-blocking certificate. Their intention to participate shall be known at least five business days before the Meeting.

The draft new Articles of Association, as well as the current prospectus and the latest interim report are available from the bodies listed in the prospectus.

The Board of Directors.

Référence de publication: 2016067745/755/49.

SSDC S.A., Sopura Sustainable Development Company S.A., Société Anonyme.

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

R.C.S. Luxembourg B 157.688.

—

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLÉE GÉNÉRALE STATUTAIRE

qui se tiendra le *7 mars 2016* à 17:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2015
3. Ratification de la cooptation d'un Administrateur
4. Décharge aux Administrateurs et au Commissaire aux Comptes
5. Nominations Statutaires
6. Divers

Le Conseil d'Administration.

Référence de publication: 2016067707/795/17.

Worldselect One, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 101.897.

—

An

EXTRAORDINARY GENERAL MEETING

of shareholders will be held at 10.00 a.m. CET on Wednesday *16 March 2016* at the office of BNP Paribas Investment Partners Luxembourg, building H2O, block A, ground floor, 33 rue de Gasperich, L-5826 Hesperange, Grand Duchy of Luxembourg, to deliberate on the following agenda:

Agenda:

Update of the Articles of Association as follows with effect as of 25 April 2016:

1. Article 4:
   Transfer of the registered office of the Company in the commune of Luxembourg;
2. Article 8:
   a) Addition of the possibility for the Board of Directors to issue dematerialised shares as described by the Act of 6 April 2013;
   b) Registered shares shall be issued as described by articles 39 and 40 of the Companies Act of 10 August 1915 as amended;
   c) Bearer shares shall be issued in immobilised form as described by article 42 of the Companies Act of 10 August 1915 as amended.
3. Article 14(c):
   Replacement of "the closing price on the order acceptance date" by "the last known closing price on the valuation day" and replacement of "the most recent price" by "the last known closing price" for the listed assets valuation price;
4. Article 14 (f):
   Deletion of this paragraph as the linear amortization is not used.
5. Article 16:
   Rewording of the possibility for the Board of Directors to fill the vacancy of the office of a Director by using the same terms as those of article 51 of the Companies Act of 10 August 1915 as amended;
6. Article 19:
   Cancellation of the possibility to manage jointly the assets of a sub-fund with the assets of other sub-funds of the Company or other UCI.
   Consequently, removal of the second paragraph of the article.
7. Article 20:
   Cancellation of the following condition, relating to the investment of a sub-fund into another sub-fund of the Company, to be compliant with article 181 (8) of the law of 17 December 2010 concerning UCI as amended by the law of 12 July 2013:
   There shall be no duplication of management/subscription commissions or redemption between these commissions at the level of the sub-fund that invested in the target sub-fund and this target sub-fund.
8. Article 22:
   replacement of the title of the article "invalidation clause" by "conflict of interest"

In accordance with Article 67-1 of the Companies Act of 10 August 1915 as amended, the Shareholders' Meeting shall not validly deliberate unless at least one half of the Company's capital is represented. Decisions shall be taken by at least two-thirds of the votes cast.

Shareholders wishing to attend or to be represented at the Meeting are admitted upon proof of their identity and share-blocking certificate. Their intention to participate shall be known at least five business days before the Meeting.

The draft new Articles of Association, as well as the current prospectus and the latest interim report are available from the bodies listed in the prospectus.

The Board of Directors.

Référence de publication: 2016067747/755/50.

Karal S.A., Société Anonyme.

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

R.C.S. Luxembourg B 106.897.

—

Les Actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra extraordinairement au siège social de la société, le *4 mars 2016* à 15h30 avec l'ordre du jour suivant :

Ordre du jour:

1. Présentation et approbation des rapports de gestion du conseil d'administration.
2. Présentation et approbation des rapports du commissaire.
3. Présentation et approbation des bilans et des comptes de profits et pertes arrêtés au 31 décembre 2014 et au 31 décembre 2015.
4. Affectation des résultats.
5. Décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 Août 1915 sur les sociétés commerciales.
6. Décharge à donner aux Administrateurs et au Commissaire.
7. Divers.

Le Conseil d'Administration.

Référence de publication: 2016066483/20.

Leudelange Fund, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 150.537.

—

The shareholders of Leudelange Fund are invited to the

ANNUAL GENERAL MEETING

of the Company that will take place at its registered office on *11 March 2016* at 9.30 a.m. (Luxembourg time) with the following agenda ("Annual General Meeting"):

Agenda:

1. Report of the Board of Directors and of the Auditor
2. Approval of the annual accounts as of 30 September 2015
3. Decision on allocation of the results
4. Discharge to be given to the members of the Board of Directors
5. Statutory elections
6. Auditor's mandate
7. Miscellaneous

The annual report is available free of charge during normal office hours at the registered office of the Company in Luxembourg. Each shareholder may request that the annual report is sent to him.

The majority at the Annual General Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five days prior to the Annual General Meeting (referred to as "Record Date"). There will be no requirement as to the quorum in order for the Annual General Meeting to validly deliberate and decide on the matters listed in the agenda; resolutions will be passed by the simple majority vote of the shares present or represented at the meeting. At the Annual General Meeting, each share entitles to one vote. The rights of the shareholders to attend the Annual General Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

If you cannot attend this meeting and if you want to be represented by the chairman of the Annual General Meeting, please return a proxy (a standard proxy form may be obtained by simple request at the following address), dated and signed

by fax and/or mail and/or e-mail at the latest five days prior to the Annual General Meeting (i.e. 6 March 2016) to the attention of the company secretary at UBS FUND SERVICES (LUXEMBOURG) S.A., 33 A, avenue J.F. Kennedy, L-1855 Luxembourg, fax number +352 441010 6248 (e-mail: sh-ubsfsl-corporate-secretary@ubs.com).

Upon receipt of the proxy, the shares will be blocked until the day after the Annual General Meeting. Without specific instruction in writing to the company secretary (see above for contact details), any valid proxy which was returned for attendance at the Annual General Meeting will remain valid in case of another shareholders' meeting of the Company with the same agenda ("referred to as "Adjourned General Meeting") if the conditions for its validity are still met at the record date of the Adjourned General Meeting (i.e. five days prior to the Adjourned General Meeting). Similar blocking procedures as for the Annual General Meeting would be followed for the Adjourned General Meeting.

A valid new proxy returned on time for the Adjourned General Meeting shall be deemed to constitute a revocation of any proxy returned with respect to the Annual General Meeting.

Shareholders, or their representatives, wishing to participate in the Annual General Meeting in person are requested to notify the Company of their attendance at least five days prior to the Annual General Meeting.

The proxy form will only be valid if it includes the shareholder's and his/her/its legal representative's first name, surname and number of shares held at the Record Date and official address and signature as well as voting instructions and is received in due time. Incomplete or erroneous proxy forms or proxy forms, which do not comply with the formalities described therein, will not be taken into account.

The Board of Directors.

Référence de publication: 2016067746/755/47.

L.S.H. S.A., Société Anonyme.

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

R.C.S. Luxembourg B 86.734.

—

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLÉE GÉNÉRALE STATUTAIRE

qui se tiendra exceptionnellement le *26 février 2016* à 10:00 heures au siège social, avec l'ordre du jour suivant :

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapports du Commissaire
2. Approbation des comptes annuels et affectation des résultats aux 31 décembre 2014 et 2015
3. Ratification de la cooptation d'Administrateurs
4. Décharge aux Administrateurs et au Commissaire
5. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2016062721/795/18.

New2DM S.A., Société Anonyme.

Siège social: L-6691 Moersdorf, 4, Um Kiesel.

R.C.S. Luxembourg B 108.012.

—

Par la présente, le conseil d'administration de la Société convoque et invite les actionnaires de la Société à

l'ASSEMBLÉE GÉNÉRALE ORDINAIRE ANNUELLE

des actionnaires de la Société qui se tiendra le 26 février 2016 à 11 heures au cabinet d'avocats AMMC Law, S.A., 2-4, rue Eugène Ruppert, L-2453 Luxembourg, qui se tiendra au lieu et place de l'assemblée générale annuelle devant se tenir statutairement le troisième mardi du mois de février de chaque année et ce afin de se prononcer sur les points portés à l'ordre du jour suivant:

Ordre du jour:

1. Présentation et discussion des comptes pour l'exercice social clos le 31 décembre 2015
2. Lecture du rapport du Conseil d'Administration
3. Lecture du rapport du Commissaire
4. Approbation des comptes pour l'exercice social clos le 31 décembre 2015 ;
5. Affectation du résultat de l'exercice clos le 31 décembre 2015 ;
6. Election définitive de M. Pascal Robinet en tant qu'administrateur de la société ;
7. Déclaration des administrateurs MM. Theis et Chantereau aux actionnaires quant à l'exercice de leur mandat ;

8. Vote quant au quitus à donner aux administrateurs en fonctions pour l'exercice de leurs fonctions au cours de l'exercice clos le 31 décembre 2015
9. Autorisation de l'assemblée des actionnaires au conseil d'administration aux fins d'engager toutes actions en responsabilité contre M. Duchamp du fait de fautes commises lors de l'exercice de ses fonctions d'administrateur de la société ;
10. Divers.

Il est rappelé aux actionnaires de la Société que conformément à l'article 10 de ses statuts, le propriétaire d'actions doit en effectuer le dépôt cinq (5) jours francs avant la date fixée pour la réunion, étant précisé que ce dépôt doit s'effectuer au siège social de la société.

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

Le Conseil d'Administration.

Référence de publication: 2016062720/31.

Planigest S.A., Société Anonyme.

Siège social: L-5380 Ubersyren, 51, rue de Mensdorf.

R.C.S. Luxembourg B 140.544.

—

EXTRAIT

Il ressort du procès-verbal de la réunion du conseil d'administration du 12 février 2016 que

BDO Tax & Accounting
2, avenue Charles de Gaulle
L-1653 Luxembourg
R.C.S. Luxembourg B 147 571

a été nommée en tant que dépositaire des actions au porteur de la Société PLANIGEST S.A. pour une durée indéterminée, en application de l'article 42 de la loi modifiée du 10 août 1915 concernant les sociétés commerciales.

Pour extrait conforme

Luxembourg, le 12 février 2016

Signature

Référence de publication: 2016065497/18.

(160027526) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 février 2016.

NAEV-Immo S.C.S. SICAV-FIS, Société en Commandite simple sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-6776 Grevenmacher, 15, rue de Flaxweiler.

R.C.S. Luxembourg B 203.847.

—

STATUTEN

Es ergibt sich aus dem Protokoll der außerordentlichen Gründungsversammlung der Gesellschafter eine Gesellschaftsgründung in Form einer Société en commandite simple - Société d'investissement à capital variable.. fonds d'investissement spécialisé mit Datum vom 18. Januar 2016 wie folgt beschlossen wurde:

Bezeichnung der Gesellschaft oder Firmenname:	NAEV-Immo S.C.S. SICAV-FIS
Rechtsform:	Société en commandite simple
Zusätzliche Angaben:	Société d'investissement à capital variable - fonds d'investissement spécialisé
Solidarisch Haftender Anteilshaber:	Universal 3 Alternative Management S.à r.l.
Zweck der Gesellschaft:	Der ausschließliche Zweck des Fonds besteht darin, sein Vermögen innerhalb der Bedingungen und Beschränkungen des Gesetzes von 2007 in Vermögenswerte anzulegen, um die Anlagerisiken zu streuen und unter Berücksichtigung der im Emissionsdokument näher beschriebenen Anlagepolitik und Anlagebeschränkungen zu investieren sowie seinen Gesellschaftern die Ergebnisse der Verwaltung seines Vermögens zu Gute kommen zu lassen.
Gesellschaftssitz:	15, rue de Flaxweiler, L-6776 Grevenmacher
Geschäftsführer:	Universal 3 Alternative Management S.à r.l.
Ernennung:	18. Januar 2016

Befugnisse des Geschäftsführers:	Dritten gegenüber wird der Fonds rechtsgültig durch die gemeinsame Unterschrift von zwei Geschäftsführern des Komplementärs vertreten oder durch die gemeinsame oder alleinige Unterschrift von Personen, die durch den Komplementär mit entsprechender Vertretungsbefugnis ausgestattet sind.
Kapital : veränderlich:	Veränderliches Kapital
Einrichtungsdatum, Dauer:	18. Januar 2016 Begrenzt: 25. November 2060
Geschäftsjahr:	Geschäftsjahr: 1. Januar bis 31. Dezember desselben Jahres.
Prüfungsbeauftragter der Geschäftsbuchführung:	KPMG Luxembourg Société Coopérative 39, Avenue John F. Kennedy L-1855 Luxembourg Großherzogtum Luxemburg
Ernennung:	18. Januar 2016

FÜR ENTSPRECHENDEN AUSZUG zwecks Eintragung im Firmenregister und Veröffentlichung im Amtsblatt.

Luxembourg, den 27. Januar 2016.
Für die Gesellschaft, per Auftrag

Référence de publication: 2016066232/41.

(160027939) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Racine Investissement S.A., Société Anonyme.

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

R.C.S. Luxembourg B 108.298.

—

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLÉE GÉNÉRALE STATUTAIRE

qui se tiendra le *7 mars 2016* à 10:00 heures au siège social, avec l'ordre du jour suivant :

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2015
3. Décharge aux Administrateurs et au Commissaire
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
5. Divers

Le Conseil d'Administration.

Référence de publication: 2016067744/795/17.

Delhaize Distribution Luxembourg S.A., Société Anonyme.

Siège social: L-8281 Kehlen, 51, rue d'Olm, Z.I..

R.C.S. Luxembourg B 70.512.

—

Extrait du Procès-verbal de l'Assemblée Générale Spéciale des Actionnaires du 21 septembre 2015

Décisions

1. Démission et nomination d'un administrateur

L'assemblée constate que la personne suivante démissionne de sa fonction d'administrateur à partir du 25 septembre 2015:

- Monsieur Geert Verellen, né le 21 septembre 1971 à Brasschaat, demeurant à 2630 Aartselaar, Acaclalaan 24

L'assemblée décide de nommer Monsieur Jorge BulleraIch, né le 24 janvier 1974 à Buenos Aires, demeurant a 1050 Ixelles, Rue du Tabellion 37, comme nouvel administrateur, pour une période qui expirera à l'Issue de l'assemblée générale de 2020.

Pour DELHAIZE DISTRIBUTION LUXEMBOURG S.A.
Denis Knoops / Marc Debussche
Administrateur / Administrateur

Référence de publication: 2015199247/19.

(150223818) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2015.

OptoFlex, Fonds Commun de Placement.

Le règlement de gestion du fonds commun de placement «OptoFlex» 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.

LRI Invest S.A.

Référence de publication: 2016065353/9.

(160027485) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 février 2016.

Wiz Invest S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 174.383.

Rectificatif du dépôt N° 150238738 du 29 décembre 2015

L'an deux mille seize, le onzième jour du mois de janvier.

Par-devant Maître Léonie GRETHEN, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

A comparu:

Monsieur Mustafa NEZAR, juriste, demeurant professionnellement à Luxembourg,

agissant en sa qualité de mandataire des associés détenant l'intégralité du capital social de la société à responsabilité limitée de droit luxembourgeois Wiz Invest S.à r.l., ayant son siège social à L-1882 Luxembourg, 5, rue Guillaume Kroll, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 174383 (ci-après «la Société Absorbante» ou la «Société»), constituée le 28 décembre 2012, suivant acte reçu par Maître Francis Kesseler, alors notaire de résidence à Esch-sur-Alzette, publié au Mémorial C, Recueil de Sociétés et Associations, numéro 515 en date du 1 mars 2013, dont les statuts ont été modifiés pour la dernière fois suivant acte de Maître Francis Kesseler, alors notaire de résidence à Esch-sur-Alzette, en date du 17 décembre 2013, publié au Mémorial au Mémorial C, Recueil de Sociétés et Associations, numéro 466 en date du 22357,

en vertu de procurations données sous seing privé, lesquelles sont restées annexées à l'acte dont question ci-après.

Lequel comparant a requis le notaire soussigné que lors de l'assemblée générale contenant approbation de la fusion de la Société avec la société de droit français Horinvest, suivant acte reçu par Maître Cosita DELVAUX, notaire de résidence à Luxembourg agissant en remplacement du notaire instrumentant, en date du 29 décembre 2015, acte enregistré à Luxembourg Actes Civils, le 29 décembre 2015, sous la Relation: 1LAC/2015/42020, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 3482 du 31 décembre 2015 (ci-après l'Acte),

qu'une erreur matérielle s'est immiscée dans la première phrase de l'Acte.

Au lieu de lire

«L'an deux mille quinze, le vingt-quatrième jour du mois de décembre»

il fallait lire:

«L'an deux mille quinze, le vingt-neuvième jour du mois de décembre.».

Le mandataire déclare au nom et pour le compte des comparants que toutes les autres dispositions de l'Acte restent inchangées et prie le notaire de faire mention de la présente rectification partout où besoin sera.

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

Lecture du présent acte faite et interprétation donnée au mandataire des comparants, connu du notaire instrumentant par ses nom, prénom, état et demeure, il a signé avec Nous, notaire, le présent acte.

Signé: Nezar, GRETHEN.

Enregistré à Luxembourg Actes Civils 1, le 14 janvier 2016. Relation: 1LAC/2016/1153. Reçu douze euros (12,00 €)

Le Receveur (signé): Paul MOLLING.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Luxembourg, le 21 janvier 2016.

Référence de publication: 2016066465/41.

(160028315) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

New2DM S.A., Société Anonyme.

Siège social: L-6691 Moersdorf, 4, Um Kiesel.

R.C.S. Luxembourg B 108.012.

—

Conformément aux résolutions du conseil d'administration de la Société prises le 25 janvier 2016, il a été mis fin au mandat de la société Intercorp S.A. comme dépositaire des titres au porteur de la Société et de nommer la société Corfi S.A., une société anonyme ayant son siège social 18, rue Robert Stümper, L-2557 Luxembourg, R.C.S. Luxembourg B 30.356 en tant que nouveau dépositaire des titres au porteur de la Société.

Le 12 février 2016.

Pour extrait conforme
Un mandataire

Référence de publication: 2016066225/14.

(160027644) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

New2DM S.A., Société Anonyme.

Siège social: L-6691 Moersdorf, 4, Um Kiesel.

R.C.S. Luxembourg B 108.012.

—

Conformément aux résolutions des administrateurs de la Société restant en fonctions, suite à la révocation avec effet immédiat de Monsieur Cyril DUCHAMP de son poste d'administrateur de la Société décidée le même jour, il a été décidé, le 25 janvier 2016, de procéder à la cooptation de Monsieur Pascal ROBINET, directeur de sociétés, né le 21 mai 1950 à Charleville, France, demeurant professionnellement à L-2212 Luxembourg, 6, place de Nancy, en tant qu'administrateur avec effet immédiat en remplacement de Monsieur Cyril DUCHAMP et ce pour la durée du mandat de ce dernier restant à courir (2017). L'élection définitive de Monsieur Pascal ROBINET sera soumise au vote de la prochaine assemblée générale des actionnaires de la Société.

En conséquence de ce qui précédé, les administrateurs de la Société sont:

- Monsieur Jean-Marc THEIS, également administrateur-délégué;

- Monsieur Philippe CHANTEREAU; et

- Monsieur Pascal ROBINET.

Le 11 février 2016.

Pour extrait conforme
Un mandataire

Référence de publication: 2016065412/21.

(160026875) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 février 2016.

F.L.Q.-Sport S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-4737 Pétange, 52, rue Pierre Hamer.

R.C.S. Luxembourg B 169.161.

—

RECTIFICATIF

Il y a lieu de rectifier comme suit l'adresse du siège social figurant dans l'en-tête de la publication parue dans le Mémorial C n° 434 du 16 février 2016 à la page 20788:

au lieu de:

"L-4737 Pétange, 52, rue Pierre Hammer.",

lire:

"L-4737 Pétange, 52, rue Pierre Hamer.".

Référence de publication: 2016067147/13.

Delhaize Luxembourg S.A., Société Anonyme.

Siège social: L-8281 Kehlen, 51, rue d'Olm, Z.I..

R.C.S. Luxembourg B 97.993.

—

Extrait du Procès-verbal de l'Assemblée Générale Spéciale des Actionnaires du 21 septembre 2015

Décisions

1. Démission et nomination d'un administrateur

L'assemblée Constate que la personne suivante démissionne de sa fonction d'administrateur à partir du 25 septembre 2015:

- Monsieur Geert Verellen, né le 21 septembre 1971 à Brasschaat, demeurant a 2630 Aartselaar, Acacialaan 14

L'assemblée décide de nommer Monsieur Jorge Bulleralch, né le 24 janvier 1974 à Buenos Aires, demeurant à 1050 Ixelles, Rue du Tabellion 27, comme nouvel Administrateur pour une période qui expirera à l'issue de l'assemblée générale de 2020.

Pour DELHAIZE LUXEMBOURG S.A.
Denis Knoops / Marc Debussche
Administrateur / Administrateur

Référence de publication: 2015199256/19.

(150223836) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2015.

Nemesis Galt S.à r.l., Société à responsabilité limitée.

Siège social: L-2611 Luxembourg, 51, route de Thionville.

R.C.S. Luxembourg B 196.612.

—

In the year two thousand and sixteen, on the twenty-ninth day of January,

Before the undersigned Maître Roger ARRENSDORFF, notary residing in Luxembourg, Grand Duchy of Luxembourg.

There appeared:

Eduardo Tkacz, Brazilian entrepreneur, born on 1 July 1976 in Rio de Janeiro, residing at Rua Fonte Da Saudade, 197 AP 401, Lagoa, 22471-210 Rio de Janeiro, Brazil;

David Klabin, Brazilian business administrator, born on 9 September 1982 in Rio de Janeiro, residing at Rua Cosme Velho, 276, Cosme Velho, 22241-090, Rio de Janeiro, Brazil; and

S.A.M. Nemesis, a public limited liability company, having its registered office at 38, Boulevard des Moulins, L'Ambassador N° 75 - 3E & 4E ETG, MC 98000 Monte-Carlo, Monaco, registered with the repertoire du Commerce et de l'Industrie under number 08S04742.

being the Shareholders of Nemesis Galt S.à r.l., a private limited liability company organized under the laws of Luxembourg, with registered office at 51, Route de Thionville, L-2611 Luxembourg, Grand Duchy of Luxembourg, with a share capital of EUR 12,500.-, registered with the Registre de Commerce et des Sociétés, under number B.196.612 (the "Company"), incorporated on 28 April 2015 by a notarial deed of Maître Roger Arrensdorff, prenamed, published with the Mémorial C, Recueil Spécial des Sociétés et Associations number 1678 on 7 July 2015. The articles of incorporation of the Company have not been amended since its incorporation,

hereby represented by Cécile Rechstein, lawyer, with professional address in Luxembourg, Grand Duchy of Luxembourg by virtue of proxies given under private seal on 27 January 2016 which, initialed ne varietur by the appearing person and the undersigned notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

The aforementioned parties are referred to hereafter as the «Shareholders», Such appearing parties, acting in the herein above stated capacity, have requested the notary to state that:

I. The Shareholders present or represented represent one hundred percent (100%) of the share capital of the Company.

II. The Shareholders declare having been informed of the agenda of the meeting beforehand and consider being validly convened. The meeting is thus regularly constituted and can validly deliberate and vote on all items of the agenda.

III. The agenda of the meeting is the following:

Agenda

1. Report of the auditor of the liquidation (commissaire à la liquidation);
2. Discharge to the liquidator and to the auditor of the liquidation (commissaire à la liquidation);
3. Discharge to the managers of the Company;
4. Closing of the liquidation of the Company; and

5. Designation of the place where the Company's documents and books shall be kept, for a period of 5 years from the date of publication of the closing of the liquidation;

6. Miscellaneous.

After due and careful deliberation, the following resolutions are taken unanimously:

First resolution

It is reminded that the Company has been put into voluntary liquidation by its Shareholders at the extraordinary general meeting held on 23 December 2015.

It is reminded that the Shareholders of the Company have appointed (i) Mrs Vanessa Backovic, Client Relationship Manager, born on 4 January 1976 in St-Maur-des-Fosses (France), residing at 654 Chemin du Braousch, 06320 La Turbie, France, as "Liquidator" on 23 December 2015 and (ii) Allgemeine Management Gesellschaft G.m.b.H. with registered office at 24 rue de la Fontaine, L-1532 Luxembourg, Grand Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés, under number B.145.584, ("AMG") as auditor of the liquidation (commissaire à la liquidation), by resolutions taken under private seal on 28 January 2016.

During the meeting held on 28 January 2016 the Shareholders have considered and approved the liquidation accounts and the report of the Liquidator dated 25 January 2016.

The meeting now resolves to approve the report of the auditor of the liquidation (commissaire à la liquidation) as attached to these resolutions as Annex 1.

Second resolution

The Shareholders resolve to grant full discharge to Mrs Vanessa Backovic as Liquidator of the Company and to AMG as auditor of the liquidation (commissaire à la liquidation), for the performance of their duties during their respective mandates.

Third resolution

The Shareholders resolve, to the extent necessary, to grant full discharge to Pier Alberto Furno, Vanessa Backovic, Eduardo Tkacz, Guillherme Gallart Zaczac and Franck Willaime as managers of the Company for the performance of their duties during until 29 January 2016.

Fourth resolution

The Shareholders note that the outstanding liabilities of the Company have all been discharged and that no liquidation proceeds are outstanding.

The Shareholders declare that the liquidation is completed and closed as of the date of this deed.

Fifth resolution

The Shareholders resolve that the Company's books and documents will be kept during five years after the publication of the close of the liquidation with the Luxembourg official gazette (Memorial C, Recueil des Sociétés et Associations) at 51, Route de Thionville, L-2611 Luxembourg, Grand Duchy of Luxembourg.

Costs

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 eight hundred fifty euro (EUR 850,-).

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

Whereof the present notarial deed was prepared in Luxembourg, on the day mentioned at the beginning of this document.

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

Suit la traduction française du texte qui précède:

L'an deux mille seize, le vingt-neuvième jour du mois de janvier,

Par-devant le notaire soussigné, Maître Roger ARRENSDORFF, résidant à Luxembourg, Grand-Duché de Luxembourg,

Ont comparu:

Eduardo Tkacz, entrepreneur brésilien, né le 1 er juillet 1976 à Rio de Janeiro, résidant à Rua Fonte Da Saudade, 197 AP 401, Lagoa, 22471- 210 Rio de Janeiro, Brésil;

David Klabin, administrateur d'entreprise brésilien, né le 9 septembre 1982 à Rio de Janeiro, résidant à Rua Cosme Velho, 276, Cosme Velho, 22241-090, Rio de Janeiro, Brésil; et

S.A.M. Nemesis, une société anonyme, ayant son siège social sis 38, Boulevard des Moulins, L'Ambassador N° 75 - 3E & 4E ETG, MC 98000 Monte-Carlo, Monaco, et enregistrée au répertoire du Commerce et de l'Industrie sous le numéro 08S04742,

Etant les associés de Nemesis Galt S.à r.l., une société à responsabilité limitée luxembourgeoise ayant son siège social au 51, route de Thionville, L-2611 Luxembourg, Grand-Duché de Luxembourg, ayant un capital social de EUR 12,500, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B196.612 (la «Société»), constituée le 28 avril 2015 suivant acte notarié de Roger Arrensdorff, susmentionné, publié au Mémorial C, Recueil Spécial des Sociétés et Associations numéro 1678, du 7 juillet 2015. Les statuts de la Société n'ont pas été modifiés depuis la constitution, Représentés par Cécile Rechstein, Avocat à la Cour, avec adresse professionnelle à Luxembourg, Grand-Duché de Luxembourg, en vertu de procurations données par acte sous seing privé le 27 janvier 2016 qui, paraphées «ne varietur» par la mandataire et le notaire instrumentant, resteront annexées au présent acte pour être enregistrées avec lui.

Les parties susmentionnées sont désignées ci-après comme les «Associés».

Lesquelles parties comparantes, agissant en-dite qualité, ont requis le notaire instrumentant qu'il acte que:

I.- Les Associés présents ou représentés représentent cent pourcent (100%) du capital social de la Société.

II. Les Associés déclarent avoir été informés de l'ordre du jour de la présente réunion avant la tenue de celle-ci et se considèrent valablement convoqués. La réunion est dès lors régulièrement constituée et peut valablement délibérer sur tous les points de l'ordre du jour.

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

Agenda

1. Rapport du commissaire à la liquidation;

2. Décharge du liquidateur et du commissaire à la liquidation;

3. Décharge des gérants de la Société;

4. Clôture de la liquidation de la Société; et

5. Désignation du lieu où les documents et les livres de la Société seront déposés pour une période de 5 ans à partir de la date de publication de la clôture de la liquidation;

6. Divers.

Après délibération, l'assemblée a adopté, à l'unanimité, les résolutions suivantes:

Première résolution

Il est rappelé que la Société a été mise en liquidation volontaire par les Associés, lors de l'assemblée générale extraordinaire du 23 décembre 2015.

Il est rappelé que les Associés de la Société ont nommé (i) Mme Vanessa Backovic, Directrice des Relations Clients, née le 4 janvier 1976 à St-Maur-des-Fosses (France), résidant au 654 Chemin du Braousch, 06320 La Turbie, France, comme «Liquidateur» le 23 décembre 2015 et (ii) Allgemeine Management Gesellschaft G.m.b.H. avec siège social sis au 24 rue de la Fontaine, L-1532 Luxembourg, Grand Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B.145.584, («AMG») comme commissaire à la liquidation, par des résolutions signées sous seing privé, le 28 janvier 2016.

Lors de la réunion tenue le 28 janvier 2016, les Associés ont pris en considération et approuvé les comptes de liquidation et le rapport du Liquidateur du 25 janvier 2016.

L'assemblée décide, en ce jour, d'approuver le rapport du commissaire à la liquidation, en annexe de ces résolutions (Annexe 1).

Deuxième résolution

Les Associés décident d'accorder décharge pleine et entière à Mme Vanessa Backovic en tant que liquidateur de la Société et à AMG en tant que commissaire à la liquidation pour l'exécution de leurs fonctions pendant leurs mandats respectifs.

Troisième résolution

Les Associés décident, pour autant que de besoin, d'accorder décharge pleine et entière à Pier Alberto Furno, Vanessa Backovic, Eduardo Tkacz, Guillherme Gallart Zaczac et Franck Willaime, en tant que gérants de la Société pour l'exécution de leurs fonctions jusqu'au 29 janvier 2016.

Quatrième résolution

Les Associés prennent note que les engagements et dettes restants de la Société ont tous été payés et qu'il n'y a pas de revenus de liquidation restants.

Les Associés décident de déclarer la liquidation clôturée à la date du présent acte.

Cinquième résolution

Les Associés décident que les livres et les documents de la Société seront déposés pendant cinq ans à partir de la publication de la clôture de la liquidation dans le journal officiel Mémorial C, Recueil des Sociétés et Associations, au 51 Route de Thionville, L-2611 Luxembourg, Grand Duché de Luxembourg.

Frais

Les dépenses, coûts, rémunérations ou charges, quelle que soit la forme, supportés par la Société comme résultat du présent acte sont estimés à environ huit cent cinquante euros (EUR 850,-).

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête des parties comparantes le présent acte est rédigé en anglais suivis d'une version française, à la requête des mêmes personnes et en cas de divergence entre le texte anglais et le texte français la version anglaise fera foi.

Le présent acte notarial a été rédigé au Luxembourg, le même jour que celui du début de ce document.

Le document ayant été lu à la mandataire des parties comparantes, connue par lui par son nom, prénom état civil et résidence, a signé avec le notaire instrumentant le présent acte.

Signé: RECHSTEIN, ARRENSDORFF.

Enregistré à Luxembourg Actes Civils 1, le 5 février 2016. Relation: 1LAC / 2016 / 4161. Reçu soixante-quinze euros 75,00 €

Le Receveur (signe): MOLLING.

POUR EXPEDITION CONFORME, délivrée à des fins administratives

Luxembourg, le 12 février 2016.

Référence de publication: 2016066223/158.

(160028084) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Fair Finance S.à r.l. S.C.A., Société en Commandite par Actions.

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.

R.C.S. Luxembourg B 161.816.

—

Il résulte des décisions écrites prises par le gérant commandité de la Société en date du 4 février 2016 que CA INDOSUEZ WEALTH (EUROPE) (anciennement CREDIT AGRICOLE LUXEMBOURG), une société anonyme de droit luxembourgeois, ayant son siège social au 39 Allée Scheffer, L-2520 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 91986, a été nommée agent dépositaire des actions au porteur de la Société.

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

Luxembourg, le 15 février 2016.

Un mandataire

Référence de publication: 2016065940/15.

(160028389) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Magnetar Intermediate Solar Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.

R.C.S. Luxembourg B 187.361.

—

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: 2016002188/9.

(160000179) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Makemake Holding S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 175.895.

—

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: 2016002189/9.

(160000473) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Oxus Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 130.590.

—

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 décembre 2015.

Signatures

Un mandataire

Référence de publication: 2016002268/12.

(160000536) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Lucky Investments S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 45.496.

—

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

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

LUCKY INVESTMENTS S.A.

Alexis DE BERNARDI / Robert REGGIORI

Administrateur / Administrateur

Référence de publication: 2016002181/12.

(160000144) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

R.H. Invest, Société à responsabilité limitée.

Siège social: L-1470 Luxembourg, 66, route d'Esch.

R.C.S. Luxembourg B 146.920.

—

Les comptes annuels arrêtés 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: 2016002311/10.

(150241268) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

R.H.T., Société à responsabilité limitée.

Siège social: L-9991 Weiswampach, 29, Gruuss-Strooss.

R.C.S. Luxembourg B 176.703.

—

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.

Weiswampach, le 4 janvier 2016.

Référence de publication: 2016002312/10.

(160000251) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

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

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

R.C.S. Luxembourg B 154.520.

—

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.

Un Mandataire

Référence de publication: 2016002360/10.

(160000457) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

S.I.A., SOCIETE INTERNATIONALE D'ARCHITECTURE, société d'architectes interprofessionnelle, Société Anonyme.

Siège social: L-8049 Strassen, 2, rue Marie Curie.

R.C.S. Luxembourg B 52.229.

—

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

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

Luxembourg, le 31 décembre 2015.

Pour la société

Marie-Eve Marchand

Comptable

Référence de publication: 2016002397/14.

(150241209) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

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

Siège social: L-1430 Luxembourg, 6, Boulevard Pierre Dupong.

R.C.S. Luxembourg B 156.486.

—

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

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

Signature.

Référence de publication: 2016002370/10.

(150241216) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Schreinerei Jodocy AG, Société Anonyme.

Siège social: L-9911 Troisvierges, 9, rue de Drinklange.

R.C.S. Luxembourg B 92.547.

—

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.

Troisvierges, le 4 janvier 2016.

Référence de publication: 2016002374/10.

(160000256) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

SIM1, Société à responsabilité limitée.

Siège social: L-1508 Howald, 4, rue Joseph Felten.

R.C.S. Luxembourg B 159.288.

—

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: 2016002385/10.

(150241248) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Sirio Holding Luxembourg S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1260 Luxembourg, 92, rue de Bonnevoie.

R.C.S. Luxembourg B 139.195.

—

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

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

Luxembourg, le 31 décembre 2015.

Référence de publication: 2016002387/10.

(150241270) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

EdR Private Equity Select Access Fund S.A., SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 203.838.

—

STATUTES

In the year two thousand and sixteen, on the second day of February.

Before the undersigned Maître Henri Hellinckx, Notary, residing in Luxembourg, Grand Duchy of Luxembourg,

There appeared:

Edmond de Rothschild Private Equity S.A., a public limited liability company, incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 16, boulevard Emmanuel Servais, L- 2535 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B186334,

here represented by Dayana Bert, lawyer, professionally residing in Luxembourg, by virtue of a proxy given.

The said proxy initialled ne varietur by the appearing party and the Notary will remain annexed to this deed to be filed at the same time with the registration authorities.

Such appearing party, acting in its hereabove stated capacities, has required the officiating Notary to enact the deed of incorporation of a Luxembourg public limited company ("société anonyme") with variable capital, qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé (SICAV-SIF), which it declares organised among itself and the articles of incorporation of which shall be as follows:

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

Art. 1. Name and form. There exists a public limited company (société anonyme) qualifying as a specialised investment fund in the form of an investment company with variable share capital (société d'investissement à capital variable - fonds d'investissement spécialisé) under the name "EdR Private Equity Select Access Fund S.A., SICAV-SIF" (hereinafter the "Company") which shall be governed by the law of 13 February 2007 relating to specialised investment funds, as amended (the "Law of 13 February 2007"), the law of 10 August 1915 concerning commercial companies, as amended (the "Law of 10 August 1915"), as well as by the present articles of incorporation.

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

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

Art. 3. Purpose. The purpose of the Company is the investment of the funds available to it in securities of all types, undertakings for collective investment or any other permissible assets, with a view to spreading investment risks and enabling its shareholders to benefit from the results of the management thereof.

The Company may take any measures and conduct any operations it sees fit for the purpose of achieving or developing its purpose in accordance with the Law of 13 February 2007.

Art. 4. Registered office. The registered office of the Company shall be in Luxembourg (Grand Duchy of Luxembourg). Branches, subsidiaries or other offices may be established, either in the Grand Duchy of Luxembourg or abroad by a decision of the board of directors. Within the same borough, the registered office may be transferred through simple resolution of the board of directors.

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

Chapter II. - Capital

Art. 5. Share capital. The share capital of the Company shall be represented by shares of no nominal value and shall at any time be equal to the total value of the net assets of the Company and its Sub-Funds (as defined in article 7 hereof).

The minimum share capital of the Company cannot be lower than the level provided for by the Law of 13 February 2007. Such minimum capital must be reached within a period of twelve (12) months after the date on which the Company has been authorised as a specialised investment fund under Luxembourg law.

The Company is incorporated with an initial share capital of thirty-one thousand Euro (EUR 31,000.-) fully paid-up represented by thirty-one thousand (31,000.-) A shares, with the features described under article 9 hereof.

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

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

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

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

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

Chapter III. - Shares

Art. 8. Form of shares. The shares of the Company may be issued in registered form only.

All shares of the Company shall be registered in the register of shareholders kept by the Company or by one or more persons designated therefore by the Company, and such register shall contain the name of each owner of registered shares, his residence or elected domicile as indicated to the Company, the number of registered shares held by him and the amounts paid.

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares. The board of directors shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

The share certificates, if any, shall be signed by any two (2) members of the board of directors. Such signatures shall be either manual, or printed, or in facsimile. The Company may issue temporary share certificates in such form as the board of directors may determine.

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

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

A duplicate share certificate may be issued under such conditions and guarantees as the board of directors may determine, including but not restricted to a bond issued by an insurance company, if a shareholder so requests and proves to the satisfaction of the Company that his share certificate has been lost, damaged or destroyed. The new share certificate shall specify that it is a duplicate. Upon its issuance, the original share certificate shall become void.

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

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

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

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

Art. 9. Classes of shares. The shares of the Company are reserved to institutional, professional or well-informed investors within the meaning of the Law of 13 February 2007 and the Company will refuse to issue shares to the extent the legal or beneficial ownership thereof would belong to persons or companies which are not eligible under the Law of 13 February 2007.

In addition to the A shares reserved to the founding shareholders of the Company and granting specific rights and powers to the holders thereof, the board of directors may decide to issue one or more classes of shares for the Company or for each Sub-Fund.

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

Within each class, there may be capitalisation share-type and one or more distribution share-types.

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

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

The board of directors may, in the future, offer new classes of shares without approval of the shareholders. Such new classes of shares may be issued on terms and conditions that differ from the existing classes of shares, including, without limitation, the amount of the management fee attributable to those shares, and other rights relating to liquidity of shares. In such a case, the issuing documents of the Company shall be updated accordingly.

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

The board of directors will adopt such provisions as necessary to ensure that any preferential treatment accorded by the Company, or the AIFM with respect to the Company, to a shareholder will not result in an overall material disadvantage to other shareholders, as further disclosed in the Company's issuing documents.

Art. 10. Issue of shares. Subject to the provisions of the Law of 13 February 2007, and with the exception of A shares, the board of directors is authorised without limitation to issue an unlimited number of shares at any time without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued, except when such issue in a specific share class bearing specific distribution rights would have a material dilution effect for the existing holders of such shares. In this latter case, no additional shares in the relevant class shall be issued without preferential right to subscribe for existing shareholders without the approval of two-thirds (2/3) of the votes attached to the relevant shares of such existing shareholders in the relevant Sub-Fund.

The board of directors may impose restrictions on the frequency at which shares shall be issued in any class of shares and/or in any Sub-Fund; the board of directors may, in particular, decide that shares of any class and/or of any Sub-Fund shall only be issued during one or more offering periods or at such other periodicity as provided for in the issuing documents of the Company.

A shares have been issued upon incorporation of the Company. No further A shares shall be issued thereafter without reserving to the existing holders thereof a preferential right to subscribe for the A shares to be issued in any Sub-Fund, unless such resolution is approved by two-thirds (2/3) of the votes attached to the existing holders of A shares of the relevant Sub-Funds.

In addition to the restrictions concerning the eligibility of investors as foreseen by the Law of 13 February 2007, the board of directors may determine any other subscription and holding conditions such as the minimum amount of subscription/commitments, the minimum amount of the aggregate net asset value of the shares of a Sub-Fund to be initially subscribed, the minimum amount of any additional shares to be issued, the application of default interest payments on shares subscribed and unpaid when due, restrictions on the ownership of shares and the minimum amount of any holding of shares. Such other conditions shall be disclosed and more fully described in the issuing documents of the Company.

Whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be determined in compliance with the rules and guidelines fixed by the board of directors and reflected in the issuing documents of the Company. The price so determined shall be payable within a period as determined by the board of directors and reflected in the issuing documents of the Company.

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

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

Art. 11. Redemption. The board of directors shall determine whether shareholders of any particular class of shares or any Sub-Fund may request the redemption of all or part of their shares by the Company or not, and reflect the terms and procedures applicable in the issuing documents of the Company and within the limits provided by law and these articles of incorporation.

The Company shall not proceed to redemption of shares in the event the net assets of the Company would fall below the minimum capital foreseen in the Law of 13 February 2007 as a result of such redemption.

The redemption price and payment modalities shall be determined in accordance with the rules and guidelines determined by the Company and reflected in the issuing documents of the Company. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the board of directors shall determine.

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

Furthermore, if, with respect to any given Valuation Day (as defined under article 15 hereof) redemption requests pursuant to this article and conversion requests pursuant to article 13 hereof exceed a certain level determined by the board of directors in relation to the number of shares in issue in a specific Sub-Fund or class, the board of directors may decide

that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the board of directors considers to be in the best interests of the Company. Following that period, with respect to the next relevant Valuation Day, these redemption and conversion requests will be met in priority to later requests.

The Company may redeem shares whenever the board of directors considers a redemption to be in the best interests of the Company or a Sub-Fund.

In addition, the shares may be redeemed compulsorily in accordance with article 14 "Limitation on the ownership of shares" herein.

The Company shall have the right, if the board of directors so determines, to satisfy in specie payment of the redemption price to any shareholder who agrees by allocating to the shareholder investments from the portfolio of assets of the Company or the relevant Sub-Fund equal to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other shareholders of the Company or the relevant Sub-Fund(s) and the valuation used shall be confirmed by a special report of a Luxembourg independent auditor. The costs of any such transfers shall be borne by the transferee.

Art. 12. Transfer of shares. The shares are, as a rule, freely transferable in accordance with the provisions of the law and the issuing documents. When a shareholder has outstanding obligations vis-à-vis the Company, by virtue of its subscription agreement or otherwise, shares held by such a shareholder may only be transferred, pledged or assigned with the written consent from the board of director, which consent shall not be unreasonably withheld. In such event, any transfer or assignment of shares is subject to the purchaser or assignee thereof fully and completely assuming in writing prior to the transfer or assignment, all outstanding obligations of the seller under the subscription agreement and/or shareholders agreement entered into by the seller or otherwise.

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

Art. 13. Conversion. Unless otherwise determined by the board of directors for certain classes of shares or with respect to specific Sub-Funds in the issuing documents of the Company and with the exception of A shares, shareholders are not entitled to require the conversion of whole or part of their shares of any class of a Sub-Fund into shares of the same class in another Sub-Fund or into shares of another existing class of that or another Sub-Fund. When authorised, such conversions shall be subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the board of directors shall determine.

The price for the conversion of shares shall be determined in accordance with the rules and guidelines fixed by the board of directors and reflected in the issuing documents of the Company.

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

Art. 14. Limitations on the ownership of shares. The board of directors may, in its sole discretion and on a discretionary basis, i) restrict or reject any application for shares in the Company by any person and ii) may cause any shares to be subject to compulsory redemption if the Company considers that this ownership violates the subscription and holding conditions set forth by the board of directors for a given class, involves a violation of the law of the Grand Duchy or abroad, causes the Company to be subject to taxation in a country other than the Grand Duchy, or may in some other manner be detrimental to the Company.

To that end, the board of directors may:

a) restrict or reject, on a discretionary basis, all or part of any application for shares in the Company;

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

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

1. the board of directors shall send a notice (the "Redemption Notice") to the relevant shareholder possessing the shares to be redeemed; the Redemption Notice shall specify the shares to be redeemed, the price to be paid, and the place where this price shall be payable. The Redemption Notice may be sent to the shareholder by recorded delivery letter to his last known address. The shareholder in question shall be obliged without delay to deliver to the Company the certificate or certificates, if there are any, representing the shares to be redeemed specified in the Redemption Notice. From the closing of the offices on the day specified in the Redemption Notice, the shareholder shall cease to be the owner of the shares

specified in the Redemption Notice and the certificates representing these shares shall be rendered null and void in the books of the Company;

2. the price at which the shares specified in the Redemption Notice shall be redeemed (the "Redemption Price") shall be determined in accordance with the rules fixed by the board of directors and reflected in the issuing documents of the Company. Payment of the Redemption Price will be made to the owner of such shares in the reference currency of the relevant class, except during periods of exchange restrictions, and will be deposited by the Company with a bank in the Grand Duchy of Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to such owner upon surrender of the share certificate or certificates, if issued, representing the shares specified in such notice. Upon deposit of such Redemption Price as aforesaid, no person interested in the shares specified in such Redemption Notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholders appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective surrender of the share certificate or certificates, if issued, as aforesaid. The exercise by the Company of this power shall not be questioned or invalidated in any case, on the grounds that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any Redemption Notice, provided that in such case the said powers were exercised by the Company in good faith.

In particular, the Company may restrict or block the ownership of shares in the Company by any "US Person" unless such ownership is in compliance with the relevant US laws and regulations. The term "US Person" means any resident or person with the nationality of the United States of America or one of their territories or possessions or regions under their jurisdiction, or any other company, association or entity incorporated under or governed by the laws of the United States of America or any person falling within the definition of "US Person" under such laws.

Art. 15. Net asset value. The net asset value of the shares in every Sub-Fund, class, type or sub-type of share of the Company shall be determined at least once a year and expressed in the currency(ies) decided upon by the board of directors. The board of directors shall decide the days by reference to which the assets of the Company or Sub-Funds shall be valued (each a "Valuation Day") and the appropriate manner to communicate the net asset value per share, in accordance with the legislation in force.

I. The assets of the Company shall include:

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

- all bills and promissory notes and accounts receivable, including outstanding proceeds of any sale of securities;

- all securities, shares, bonds, time notes, debenture stocks, options or subscription rights, warrants, money market instruments, and all other investments and transferable securities belonging to the relevant Sub-Fund;

- all dividends and distributions payable to the relevant Sub-Fund either in cash or in the form of stocks and shares (the Company may, however, make adjustments to account for any fluctuations in the market value of transferable securities resulting from practices such as ex-dividend or ex-claim negotiations);

- all outstanding accrued interest on any interest-bearing securities belonging to the Sub-Fund, unless this interest is included in the principal amount of such securities;

- the preliminary expenses of the Company or of the relevant Sub-Fund, to the extent that such expenses have not already been written off;

- the other fixed assets of the Company or of the relevant Sub-Fund, including office buildings, equipment and fixtures;

- all other assets whatever their nature, including the proceeds of swap transactions and advance payments.

II. The liabilities of the Company shall include:

- all borrowings, bills, promissory notes and accounts payable;

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

- a provision for any tax accrued to the Valuation Day and any other provisions authorised or approved by the board of directors; and

- all other liabilities of the Company of any kind, with respect to each Sub- Fund, except liabilities represented by shares in the Company. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company including, but not limited to: preliminary expenses/formation expenses/start-up costs; expenses in connection with and fees payable to the AIFM, advisors(s), accountants, custodian and correspondents, registrar, transfer agents, paying agents, brokers, distributors, permanent representatives in places of registration and auditors; administration, domiciliary services, promotion, printing, reporting, publishing (including advertising or preparing and printing of issuing documents of the Company, explanatory memoranda, registration statements, financial reports) and other operating expenses; the cost of buying and selling assets (transaction costs); interest and bank charges as well as taxes and other governmental charges.

The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated basis yearly or for other periods in advance and may accrue the same in equal proportions over any such period.

III. The value of the assets of the each Sub-Fund shall be made in compliance with article 17 of the Law of 12 July 2013 and shall be determined as follows:

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

- the value of all portfolio securities and money market instruments or derivatives that are listed on an official stock exchange or traded on any other market functioning regularly, which is regulated, recognised and open to the public, as defined in Directive 2004/39/EC on markets in financial instruments as amended or supplemented from time to time (the "Regulated Market") will be based on the last available price on the principal market on which such securities, money market instruments or derivatives are traded, as supplied by a recognised pricing service approved by the AIFM. If such prices are not representative of the fair value, such securities, money market instruments or derivatives as well as other permitted assets may be appraised at a fair value at which it is expected that they may be resold, as determined in good faith under the direction of the AIFM;

- the value of securities and money market instruments which are not quoted or traded on a Regulated Market will be valued at a fair value at which it is expected that they may be resold, as determined in good faith under the direction of the AIFM;

- investments in private equity securities will be appraised at a fair value under the direction of the AIFM in accordance with appropriate professional standards, such as, for example, and without limitation, the International Private Equity and Venture Capital Valuation Guidelines published by the European Private Equity and Venture Capital Association (EVCA);

- investments in real estate assets shall be valued with the assistance of one or several independent valuer(s) designated by the AIFM for the purpose of appraising, where relevant, the fair value of a property investment in accordance with the Law of 12 July 2013 and its/their applicable standards, such as, for example, and without limitation, the edition of the Appraisal and Valuations Standards published by the Royal Institution of Chartered Surveyors (RICS);

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

- the value of the participations in investment funds shall be based on the last available valuation. Generally, participations in investment funds will be valued in accordance with the methods provided by the instruments governing such investment funds. These valuations shall normally be provided by the fund administrator or valuation agent of an investment fund. To ensure consistency within the valuation of each Sub-Fund, if the time at which the valuation of an investment fund was calculated does not coincide with the valuation time of any Sub-Fund, and/or if such valuation is determined to have changed materially since it was calculated, then the Net Asset Value may be adjusted to reflect the change as determined in good faith under the direction of the AIFM. Moreover, if the valuation reported for an investment fund is not appraised at fair value, it may be adjusted to reflect fair value in accordance with appropriate professional standards as also determined in good faith under the direction of the AIFM;

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

- the valuation of derivatives traded over-the-counter (OTC), such as futures, forward or option contracts not traded on exchanges or on other recognised markets, will be based on their net liquidating value determined, pursuant to the policies established under the direction of the AIFM on the basis of recognised financial models in the market and in a consistent manner for each category of contracts. The net liquidating value of a derivative position is to be understood as being equal to the net unrealised profit/loss with respect to the relevant position;

- the value of other assets will be determined prudently and in good faith under the direction of the AIFM in accordance with generally accepted valuation principles and procedures.

The AIFM, at its discretion, may authorise the use of other methods of valuation if it considers that such methods would enable the fair value of any asset of the Company to be determined more accurately.

Where necessary, the fair value of an asset is determined by the AIFM, or by a committee appointed by the AIFM, or by a designee of the AIFM.

All valuation regulations and determinations shall be interpreted and made in accordance with the valuation/accounting principles specified in the issuing documents of the Company.

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

For each Sub-Fund and for each class, the net asset value per share shall be calculated in the relevant reference currency with respect to each Valuation Day by dividing the net assets attributable to such Sub-Fund or class (which shall be equal to the assets minus the liabilities attributable to such Sub-Fund or class) by the number of shares issued and in circulation in such Sub-Fund or class; assets and liabilities expressed in foreign currencies shall be converted into the relevant reference currency, based on the relevant exchange rates.

The Company's net assets shall be equal to the sum of the net assets of all its Sub-Funds.

In the absence of bad faith, willful default, gross negligence or manifest error, every decision to determine the net asset value taken by the AIFM or by any bank, company or other organisation which the AIFM may appoint for such purpose, shall be final and binding on the Company and present, past or future shareholders.

Art. 16. Allocation of assets and liabilities among the sub-funds. For the purpose of allocating the assets and liabilities between the Sub-Funds, the board of directors shall establish a portfolio of assets for each Sub- Fund in the following manner:

- the proceeds from the issue of each share of each Sub-Fund are to be applied in the books of the Company to the portfolio of assets established for that Sub- Fund and the assets and liabilities and income and expenditure attributable thereto are applied to such portfolio subject to the following provisions;

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

- where the Company incurs a liability which relates to any asset of a particular portfolio or to any action taken in connection with an asset of a particular portfolio, such liability is allocated to the relevant portfolio;

- in the case where any asset or liability of the Company cannot be considered as being attributable to a particular portfolio, such asset or liability is allocated to all the portfolios in equal parts or, if the amounts so justify, pro rata to the net asset values of the relevant Sub-Funds;

- upon the payment of dividends to the holders of shares in any Sub-Fund, the net asset value of such Sub-Fund shall be reduced by the amount of such dividends.

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

Art. 17. Suspension of calculation of the net asset value. The Company may suspend the determination of the net asset value and/or, where applicable, the subscription, redemption and/or conversion of shares, for one or more Sub-Funds, in the following cases:

- when the stock exchange(s) or market(s) that supplies/supply prices for a significant part of the assets of one or several Sub-Funds is/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;

- when the information or calculation sources normally used to determine the value of a Sub-Fund's assets are unavailable, or if the value of a Sub- Fund's investment cannot be determined with the required speed and accuracy for any reason whatsoever;

- when exchange or capital transfer restrictions prevent the execution of transactions of a Sub-Fund or if purchase or sale transactions of a Sub- Fund cannot be executed at normal rates;

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

- when, for any other reason, the prices of any significant investments owned by a Sub-Fund cannot be promptly or accurately ascertained;

- when the Company or any of the Sub-Funds is/are 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;

- when there is a suspension of redemption or withdrawal rights by several investment funds in which the Company or the relevant Sub-Fund is invested;

- in exceptional circumstances, whenever the Company considers it necessary in order to avoid irreversible negative effects on one or more Sub-Funds, in compliance with the principle of equal treatment of shareholders in their best interest.

In the event of exceptional circumstances which could adversely affect the interest of the shareholders or insufficient market liquidity, the board of directors reserves its right to determine the net asset value of the shares of a Sub-Fund only after it shall have completed the necessary purchases and sales of securities, financial instruments or other assets on the Sub-Fund's behalf.

When shareholders are entitled to request the redemption or conversion of their shares, if any application for redemption or conversion is received in respect of any relevant Valuation Day (the "First Valuation Day") which either alone or when aggregated with other applications so received, is above the liquidity threshold determined by the board of directors for any one Sub-Fund, the board of directors reserves the right in its sole and absolute discretion (and in the best interests of the remaining shareholders) to scale down pro rata each application with respect to such First Valuation Day so that not

more than the corresponding amounts be redeemed or converted on such First Valuation Day. To the extent that any application is not given full effect on such First Valuation Day by virtue of the exercise of the power to pro-rate applications, it shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the shareholder in respect of the next Valuation Day and, if necessary, subsequent Valuation Days, until such application shall have been satisfied in full. With regard to any application received in respect of the First Valuation Day, to the extent that subsequent applications shall be received in respect of following Valuation Days, such later applications shall be postponed in priority to the satisfaction of applications relating to the First Valuation Day, but subject thereto shall be dealt with as set out in the preceding sentence.

The suspension of the calculation of the net asset value and/or where applicable, of the subscription, redemption and/or conversion of shares, shall be notified to the relevant persons through all means reasonably available to the Company, unless the board of directors is of the opinion that a publication is not necessary considering the short period of the suspension.

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

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

Chapter IV. - Administration and management of the company

Art. 18. Administration. The Company shall be managed by a board of directors composed of not less than three (3) members, with a majority of class A directors, who need not be shareholders of the Company.

They shall be elected by the general meeting of shareholders, which shall further determine the number of directors, their remuneration and the term of their office.

The holders of A shares are entitled to propose to the general meeting of shareholders a list containing the names of candidates for the position of directors of the Company, out of which a number of directors equal to the strict majority must be chosen by the general meeting of shareholders, as class A directors.

The list of candidates submitted by the holders of A shares shall indicate a number of candidates equal to at least twice the number of directors to be appointed as class A directors. Shareholders may not express their votes for a number of candidates exceeding the number of directors to be appointed as class A directors. The candidates of the list having received the highest number of votes will be elected.

In addition, any shareholder intending to propose a candidate for the position of director of the Company to the general meeting of shareholders must submit such application to the Company in writing at least fourteen (14) calendar days prior to the date of such general meeting. For the avoidance of doubt, the list of candidates proposed by the holders of A shares must comply with such requirement.

In the event of a vacancy in the office of director because of death, retirement or otherwise, the remaining directors must call an extraordinary general meeting of shareholders without delay in order to fill such vacancy. For the avoidance of doubt, a vacancy in the office of a class A director must be filled with a new class A director.

Directors shall remain in office for a term not exceeding six (6) years and until their successors are elected and qualify. However a director may be removed with or without cause and/or replaced at any time by a resolution adopted by the general meeting of shareholders.

In the event that, in any meeting of the board of directors, the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Art. 19. Operation and meetings. The board of directors shall choose a chairman from among its members and may elect one or more vice-chairmen from among them. The board of directors may also appoint a secretary, who need not be a director and who shall be responsible for writing and keeping the minutes of the meetings of the board of directors as well as of the meetings of shareholders.

The board of directors shall meet when convened by the chairman or any two (2) directors, at the place indicated in the notice of the meeting.

The chairman shall preside over all the meetings of the board of directors and of the shareholders. In his absence the shareholders or the board of directors may appoint another director, and in respect of shareholders' meetings any other person, as chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any board meeting shall be given to all directors at least twenty-four (24) hours prior to the time set for the meeting, except in circumstances of emergency, in which case the nature of and reasons for this emergency shall be stated in the convening notice of the meeting. This notice may be waived by the consent in writing or by cable or telegram or telefax or telex of each director. A special notice shall not be required for a meeting of the board of directors being held at a time and a place determined in a prior resolution adopted by the board of directors.

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

Any director may participate in a meeting of the board of directors by videoconference, 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.

The board of directors can deliberate or act validly only if at least a majority of class A directors is present or represented at a meeting of the board of directors. Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting with the consent of the majority of the class A directors present or represented.

Notwithstanding the foregoing, a resolution of the board of directors may also be unanimously passed in writing and may consist of one or several documents containing the resolutions and signed by each and every director.

Art. 20. Minutes. The minutes of the meetings of the board of directors shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided over such meeting or by any two (2) directors including at least one (1) class A director jointly.

Copies of or extracts of the minutes, which may be used for legal or other purposes, shall be signed by the chairman or any two (2) directors including at least one (1) class A director jointly.

Art. 21. Powers of the board of directors. The board of directors is vested with the widest powers to manage the business of the Company and to take all actions of disposal and administration which are in line with the objectives of the Company. All powers not expressly reserved by law or by these articles of incorporation to the general meeting of shareholders are in the competence of the board of directors.

The board of directors shall determine, applying the principle of risk spreading, the investment policies and strategies of the Company and of each Sub-Fund, as well as the course of conduct of the management and business affairs of the Company, as set forth in the issuing documents of the Company, in compliance with applicable laws and regulations.

The board of directors may appoint investment advisers and managers, as well as any other management or administrative agents. The board of directors may enter into agreements with such persons or companies for the provision of their services, the delegation of powers to them, and the determination of their remuneration to be borne by the Company.

The board of directors may also appoint an alternative investment fund manager ("AIFM") in accordance with the provisions of the law of 12 July 2013 on alternative investment fund managers, as amended (the "Law of 12 July 2013"). In such case, it shall provide investment management services and such other services as agreed from time to time and in accordance with the Law of 12 July 2013, subject to the investment policies and objectives set out in the issuing documents of the Company.

Art. 22. Corporate signature. Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two (2) directors including at least one (1) class A director or by the joint or single signature of any officer(s) of the Company or of any other person(s) to whom authority has been delegated by the board of directors.

Art. 23. Delegation of power. The board of directors may delegate, under its overall responsibility and control, its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to directors or officers of the Company or to one or several natural persons or corporate entities, which need not be members of the board of directors. Such delegated persons shall have the powers determined by the board of directors and may be authorised to sub-delegate their powers.

Art. 24. Conflict of interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm.

For the avoidance of doubt, any director or officer of the Company who serves as a director, executive, authorised representative or employee of a company or firm with which the Company shall contract or otherwise engage in business relations, shall not, by reason of such affiliation with such company or firm, be prevented from considering and voting or acting upon any matters related to such contracts or business dealings.

In the event that any director or officer of the Company has any personal interest in any transaction of the Company, such director or officer shall inform the board of directors of such personal interest and shall not consider or vote upon any such transaction. Such director's or officer's interest therein shall be reported to the next general meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving Edmond de Rothschild (Suisse) S.A. and/or Edmond de Rothschild Private Equity S.A. and/or Edmond de Rothschild (Europe) S.A. and/or Edmond de Rothschild Private Equity (France) S.A. and/or Compagnie Benjamin de Rothschild Management (Luxembourg) S.A. and/or Compagnie Benjamin de Rothschild Conseil S.A. or any of its subsidiaries, parent or affiliated companies or such other company or entity as may from time to time be determined by the board of directors in its discretion.

Art. 25. Indemnification. Each member of the board of directors, manager, partner, shareholder, director, officer, or employee agent or controlling person of the Company and/or the AIFM ("Indemnified Persons") will be exculpated and entitled to indemnification to the fullest extent permitted by law by the Company against any cost, expense (including attorneys' fees), judgment and/or liability, reasonably incurred by, or imposed upon such person in connection with any action, suit or proceeding (including any proceeding before any administrative or legislative body or agency) to which such person may be made a party or otherwise involved or with which such person will be threatened by reason of being or having been an Indemnified Person; provided, however, that any such person will not be so indemnified with respect to

any matter as to which such person is determined not to have acted in good faith in the best interests of the Company and the relevant Sub- Funds or with respect to any manner in which such person acted in a grossly negligent manner or in material breach of the constitutive documents of the Company or any provisions of relevant service agreement. Notwithstanding the foregoing, advances from funds of the Company to a person entitled to indemnification hereunder for legal expenses and other costs incurred as a result of a legal action will be made only if the following three conditions are satisfied: (1) the legal action relates to the performance of duties or services by such person on behalf of the Company; (2) the legal action is initiated by a third party to the Company; and (3) such person undertakes to repay the advanced funds in cases in which it is finally and conclusively determined that it would not be entitled to indemnification hereunder.

The Company shall not indemnify the Indemnified Persons in the event of claim resulting from legal proceedings between the Company, the AIFM and each member, manager, partner, shareholder, director, officer, employee, agent or controlling person of the same.

Chapter V. - General meetings

Art. 26. General meetings of the company. The general meeting of shareholders shall represent all the shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The annual general meeting of shareholders shall be held in the Grand Duchy of Luxembourg, either at the Company's registered office or at any other location in the Grand Duchy of Luxembourg, to be specified in the notice of the meeting, at 2 p.m. (Luxembourg time) on the last Wednesday of the month of June. If this day is not a banking day in the Grand Duchy of Luxembourg, the annual general meeting of shareholders shall be held on the next banking day. The annual general meeting of shareholders may be held abroad if the board of directors, acting with sovereign powers, decides that exceptional circumstances so require.

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

General meetings of shareholders shall be convened by the board of directors pursuant to a notice setting forth the agenda and sent by registered letter at least eight (8) calendar days prior to the meeting to each registered shareholder at the shareholder’s address recorded in the register of shareholders. The board of directors needs not justify to the general meeting of shareholders that such notice has been sent.

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

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

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

Shareholders may take part in meetings by designating in writing or by facsimile, telegram or telex, other persons to act as their proxy.

The requirements for participation, the quorum and the majority at each general meeting are those outlined in articles 67 and 67-1 of the Law of 10 August 1915.

Any resolution of a meeting of shareholders to the effect of amending these articles of incorporation must be passed with (i) a presence quorum of fifty percent (50%) of the shares issued by the Company at the first call and, if not achieved, with no quorum requirement for the second call, and (ii) the approval of a majority of at least two-thirds (2/3) of the votes validly cast by the shareholders present or represented at the meeting.

In accordance with article 68 of the Law of 10 August 1915, any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any Sub-Fund, class or type vis-à-vis the rights of the holders of shares of any other Sub-Fund or Sub-Funds, class or classes, type or types shall be subject to a resolution of the general meeting of shareholders of such Sub-Fund or Sub-Funds, class or classes, type or types. Notwithstanding the provisions of article 28 below, the resolutions, in order to be valid, must be adopted in compliance with the quorum and majority requirements referred herein, with respect to each Sub- Fund or Sub-Funds, class or classes, type or types concerned.

Art. 27. General meetings in a sub-fund or in a class of shares. The provisions of article 26 shall apply, mutatis mutandis, to such general meetings.

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

Art. 28. Termination and amalgamation of sub-funds or classes of shares. In the event that, for any reason whatsoever, the value of the total net assets in any Sub-Fund or the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such Sub-Fund, or such class of shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalisation, the board of directors may decide to redeem all the shares of the relevant class or classes at the net asset value (taking into account actual realisation prices of investments and realisation expenses) calculated with reference to the Valuation Day in respect of which such decision shall be effective. The board of directors shall serve a notice to the shareholders of the relevant class or classes prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption ope-

rations. Where applicable and unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the class of shares concerned may continue to request redemption of their shares free of charge (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption.

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

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the depositary of the Company until they are remitted with the caisse de consignation on behalf of the persons entitled thereto, in compliance with the deadlines foreseen under the applicable legal and/or regulatory requirements.

Under the same circumstances as provided by the first paragraph of this article, the board of directors may decide to allocate the assets of any Sub-Fund to those of another existing Sub-Fund within the Company, or to another Luxembourg undertaking for collective investment organised under the provisions of the Law of 13 February 2007 or the law dated 17 December 2010 concerning undertakings for collective investment, as amended, or to another sub-fund within such other undertaking for collective investment (the "new sub-fund") and to redesignate the shares of the class or classes concerned as shares of the new sub-fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this article one month before its effectiveness (and, in addition, the publication will contain information in relation to the new sub-fund), in order to enable shareholders to request redemption of their shares, free of charge, during such period. Shareholders who have not requested redemption will be transferred de jure to the new sub-fund.

Notwithstanding the powers conferred to the board of directors by the preceding paragraph, a contribution of the assets and of the then-current and determined liabilities attributable to any Sub-Fund to another Sub-Fund within the Company may be decided upon by a general meeting of the shareholders of the class or classes of shares issued in the Sub-Fund concerned for which there shall be no quorum requirements and which will decide upon such an amalgamation by resolution taken by simple majority of those present or represented and voting at such meeting.

Furthermore, in other circumstances than those described in the first paragraph of this article, a contribution of the assets and of the then current and determined liabilities attributable to any Sub-Fund to another undertaking for collective investment referred to in the fourth paragraph of this article or to another sub-fund within such other undertaking for collective investment shall require a resolution of the shareholders of the class or classes of shares issued in the Sub- Fund concerned. There shall be no quorum requirements for such general meeting of shareholders, which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting, except when such an amalgamation is to be implemented with a Luxembourg undertaking for collective investment of the contractual type ("fonds commun de placement") or a foreign based undertaking for collective investment, in which case resolutions shall be binding only on such shareholders who have voted in favour of such amalgamation.

Chapter VI. - Annual accounts

Art. 29. Financial year. The financial year of the Company shall start on 1 st January and end on 31 st December of each year.

The Company shall publish an annual report in accordance with the legislation in force.

Art. 30. Distributions. The general meeting of shareholders shall, upon proposal of the board of directors and within the limits provided by law and these articles of incorporation, determine how the results of the Company and its Sub-Funds shall be disposed of, and may from time to time declare, or authorise the board of directors to declare, distributions of dividends in compliance with the issuing documents of the Company.

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

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders.

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

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

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

Chapter VII. - Auditor

Art. 31. Auditor. The Company shall have the accounting information contained in the annual report inspected by a Luxembourg independent auditor ("réviseur d'entreprises agréé") appointed by the general meeting of shareholders. The auditor shall fulfil all duties prescribed by law.

Chapter VIII. - Depositary

Art. 32. Depositary. The Company will appoint a depositary in accordance with the provisions of the Law of 13 February 2007, and which meets the requirements of the Law of 12 July 2013 as applicable.

The depositary shall fulfil the duties and responsibilities as provided for by the Law of 13 February 2007 or the Law of 12 July 2013 as applicable. In carrying out its role as depositary, the depositary must act solely in the interests of the investors.

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 Law of 12 July 2013, a discharge of liability of the depositary shall only be allowed to the extent the depositary has been authorised by the Company or the AIFM to do so provided that the conditions of article 19 (14) of the Law of 12 July 2013 are met.

Chapter IX. - Winding-up / Liquidation / Merger of classes

Art. 33. Winding-up / Liquidation. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements necessary for the amendments to these articles of incorporation.

Whenever the share capital falls below two-thirds (2/3) of the minimum capital provided for by the Law of 13 February 2007, the question of the dissolution of the Company shall be referred to the general meeting of shareholders by the board of directors. The general meeting of shareholders, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting of shareholders whenever the share capital falls below one-fourth (1/4) of the minimum capital provided for by the Law of 13 February 2007. In such an event, the general meeting of shareholders shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth (1/4) of the votes of the shares represented at the meeting.

The general meeting of shareholders must be convened so that it is held within a period of forty (40) calendar days from ascertainment that the net assets of the Company have fallen below two-thirds (2/3) or one-fourth (1/4) of the legal minimum, as the case may be.

Liquidation shall be carried out by one or several liquidators, who may be natural persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation.

Liquidation will take place in accordance with applicable Luxembourg law. The net proceeds of the liquidation will be distributed to shareholders in proportion to their rights.

At the end of the liquidation process of the Company, any amounts that have not been claimed by the shareholders will be paid into the caisse de consignation, which keep them available for the benefit of the relevant shareholders for the duration provided for by law. After this period, the balance will return to the Grand Duchy of Luxembourg.

Chapter X. - General provisions

Art. 34. Applicable law. In respect of all matters not governed by these articles of incorporation, the parties shall refer to the provisions of the Law of 10 August 1915, and the relevant law and regulations applicable to Luxembourg undertakings for collective investment, notably the Law of 13 February 2007 and the Law of 12 July 2013.

Transitional provisions

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

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

The first annual report of the Company will be dated 31 December 2016.

Subscription and payment

The shares have been subscribed as follows:

Name of subscriber	Number of subscribed shares	Value
Edmond de Rothschild Private Equity S.A.	31,000.- A shares	EUR 31,000.-

Upon incorporation, all shares were fully paid, 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, 26-3 and 26-5 of the Law of 10 August 1915 and expressly states that they have been complied with.

Expenses

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

Resolutions of the sole shareholder

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

First resolution

The address of the registered office of the Company is set at 20, boulevard Emmanuel Servais, L - 2535 Luxembourg, Grand Duchy of Luxembourg.

Second resolution

The following persons are appointed as directors of the Company until the general meeting of shareholders convened to approve the Company's annual accounts of 2020:

- Marilyne Requier, born in Verviers, Belgium, on 4 June 1982, professionally residing at 21, rue Léon Laval, L - 3372 Leudelange, Grand Duchy of Luxembourg, who is appointed as class A director;

- Olivier Wibratte born in Metz, France, on 2 October 1978, professionally residing at 20, boulevard Emmanuel Servais, L - 2535 Luxembourg, Grand Duchy of Luxembourg, who is appointed as class A director;

- Emilio Valle, born in Lausanne, Switzerland, on 24 October 1976, professionally residing at 29, route de Pré-Bois, 1215 Genève 15, Switzerland, who is appointed as class A director.

Third resolution

The following person is appointed as independent auditor ("réviseur d'entreprises agréé") until the general meeting of shareholders convened to approve the Company's annual accounts for the first financial year:

- PricewaterhouseCoopers, Société coopérative, existing under the laws of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B65477, having its registered office at 2, rue Gerhard Mercator, L - 2182 Luxembourg, Grand Duchy of Luxembourg.

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

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

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

Signé: D. BERT et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 4 février 2016. Relation: 1LAC/2016/3998. Reçu soixante-quinze euros (75.- EUR)

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 12 février 2016.

Référence de publication: 2016065165/720.

(160027602) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 février 2016.

Sequoia Infrastructure Debt S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 203.659.

—

STATUTES

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

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

THERE APPEARED:

Sequoia Infrastructure Debt Fund, a special limited partnership (société en commandites spéciale) established under the laws of Luxembourg, whose registered office is situated at 2-4, rue Eugène Ruppert, L-2453, Luxembourg registered with the RCS Luxembourg under number B 201.692, acting through its general partner Sequoia Infrastructure Debt GP S.à r.l., a private limited liability company (société à responsabilité limitée) established under the laws of Luxembourg whose registered office is situated at 2-4, rue Eugène Ruppert, L-2453, Luxembourg, having a share capital of EUR 12,500 and registered with the RCS Luxembourg under number B 201.645 (the General Partner),

hereby represented by Mrs Sofia AFONSO-DA CHAO CONDE, private employee, residing professionally at 13, route de Luxembourg, L-4701 Pétange, by virtue of a power of attorney given under private seal.

The said proxy after having been signed ne varietur by the proxy-holder of the appearing party and the undersigned notary will remain annexed to the present deed for the purpose of registration.

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

1. Corporate form. There exists among the subscriber(s) and all those who may become legal owners of the shares hereafter created a company (the Company) in the form of a private limited liability company (société à responsabilité limitée), which is governed by the laws of the Grand- Duchy of Luxembourg pertaining to such an entity, and in particular the law dated 10 August 1915 on commercial companies, as amended from time to time (the Law) and by the present articles of association (the Articles).

2. Name. The Company will have the name "Sequoia Infrastructure Debt S.à r.l.".

3. Duration.

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

3.2 The Company may be dissolved at any time if the sole Shareholder, owning the entire issued share capital of the Company, so decides. If there is more than one Shareholder, the Company may be dissolved at any time by a resolution of the Shareholders adopted in the manner required for the amendment of these Articles.

4. Corporate object.

4.1 The purpose of the Company is the acquisition, sale and/or holding of ownership interests, participations or claims, in Luxembourg or abroad, in or relating to any companies or other enterprises in any form whatsoever and the administration, development and management of such ownership interests, participations or claims. The Company may in particular acquire by transfer, subscription, purchase, exchange or in any other manner any units, stock, shares, membership interests, equity securities or co-ownership interests, debt, loans, bonds, claims, debentures, certificates of deposit, debt securities, financial and other debt instruments, convertible or not, whether downgraded, performing, non-performing, distressed, or represented by claims in bankruptcy and any other property whether movable or immovable, tangible or intangible, in each case whether readily marketable or not, issued by any public or private entity whatsoever, including partnerships. It may further participate in the creation, development, management and control of any company, enterprise or interest.

4.2 The Company may also, directly or indirectly, invest in, acquire, hold, manage, develop, let and dispose of real estate, real estate related investments and intellectual property rights.

4.3 Except as otherwise restricted herein, the Company may borrow in any manner or form and privately issue bonds, notes, securities and other debt instruments, whether convertible or not, except by way of public offer and within the limits of the Law, this list being not exhaustive. The Company may grant guarantees, pledge, transfer, encumber, or otherwise create security over, some or all of its assets either to secure its own obligations or the obligations of any other party.

4.4 Except as otherwise restricted herein, the Company may provide any financial assistance to the undertakings in which the Company has a participating interest or which form a part of the group of companies to which the Company belongs such as, among others, the providing of loans and the granting of guarantees or securities in any kind of form and under any applicable law.

4.5 In a general fashion the Company may take any management, controlling and supervisory measures and carry out any commercial, industrial or financial operation, such as loan acquisition and/or, on an ancillary basis, loan provision, which it may deem useful in the accomplishment and development of its corporate object.

4.6 The corporate object of the Company as specified in the preceding paragraphs shall be construed in the widest sense, and the Company is authorized to enter into and to perform all legal, commercial, technical and financial instruments or operations and in general, all transactions which are necessary to fulfil its object as well as all operations connected directly or indirectly to facilitating the accomplishment of its purpose in all areas described above, it being understood that the Company will not enter into any transaction which would cause it to be engaged in any activity that would be considered a regulated activity of the financial sector.

5. Registered office.

5.1 The Company has its registered office in the city of Luxembourg, Grand-Duchy of Luxembourg.

5.2 The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of Shareholders deliberating in the manner provided for amendments to the Articles. The address of the registered office may be transferred within the municipality by simple decision of the Board of Managers.

5.3 Branches or other offices may be established either in the Grand-Duchy of Luxembourg or abroad by resolution of the Board of Managers.

5.4 In the event that in the view of the Board of Managers, extraordinary political, economic or social developments occur or are imminent that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office or between such office and persons abroad, it may temporarily transfer the

registered office abroad, until the complete cessation of these abnormal circumstances. Such temporary measures will have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, will remain a company governed by the laws of the Grand-Duchy of Luxembourg.

6. Share capital.

6.1 The share capital of the Company is set at twelve thousand five hundred Euro (EUR 12,500) divided into twelve thousand five hundred (12,500) shares (parts sociales), each with a nominal value of one Euro (EUR 1) (the Shares), all of which have been subscribed for and are fully paid up.

6.2 Holders of Shares in the Company are individually referred to as a Shareholder or collectively as the Shareholders. References in these Articles to the Shareholders shall be read as referring, whilst the Company has a sole Shareholder, to that sole Shareholder and, whilst the Company has more than one sole Shareholder, to those Shareholders as a body.

6.3 The share capital of the Company may be changed at any time by a decision of the Shareholders, in accordance with Article 17 of these Articles and Articles 199 and 200-2 of the Law.

6.4 Each Share entitles its holder to a fraction of distributable profits of the Company in direct proportion to the number of Shares in existence. Distributions shall be made to the Shareholders in proportion to the number of Shares they hold in the Company.

6.5 Ownership of a Share carries implicit acceptance of the Articles and the resolutions of the Shareholders from time to time.

7. Share premium and other contributions.

7.1 The Board of Managers may create such capital reserves as it may deem fit (in addition to those required by law or these Articles) and shall create special reserves from funds received by the Company as share premium or as other equity contributions which may be used by the Board of Managers, in its sole discretion, to provide for payment of any redemption price payable in respect of any Shares which the Company may redeem from its Shareholder(s) in accordance with these Articles, to allocate funds to the legal reserve, to set off any realised or unrealised capital losses or for the payment of any dividends or other distributions.

7.2 The Company may, without limitation, accept equity or other contributions from Shareholder(s) with or without issuing Shares or other securities in consideration for such contributions and may credit the contributions to one or more accounts including (without limitation) the account 115 (capital contribution without the issuance of new shares) of the Company.

7.3 Any share premium, assimilated premium or other distributable reserve may be freely distributed to the Shareholder (s) on resolution of the Board of Managers subject to the provisions of the Law and these Articles.

8. Registration and indivisibility of Shares.

8.1 The Shares are issued in registered form only, in the name of a specific person and recorded in the Shareholders' register in accordance with Article 185 of the Law. The Shareholders' register shall be kept at the registered office of the Company. Each holder of Shares will notify the Company in writing its address and any change thereof. The Company will be entitled to rely on the last address thus communicated.

8.2 Towards the Company, the Shares are indivisible, since the Company recognizes only one owner per Share. If one or more Shares are jointly owned or if the ownership of such Share(s) is disputed, all persons claiming a right to such Share (s) shall be obliged to appoint a single attorney to represent them in all dealings with the Company in such capacity. The failure to appoint such an attorney will immediately suspend all rights attached to such Share(s).

9. Transfer and redemption of Shares.

9.1 In the case of a sole Shareholder, the Shares held by the sole Shareholder are freely transferable.

9.2 In the case of plurality of Shareholders, the Shares held by each Shareholder may be transferred in compliance with the requirements of Articles 189 and 190 of the Law. Shares may not be transferred inter vivos to non-shareholders unless Shareholders representing at least three-quarters (3/4) of the issued share capital shall have agreed thereto in a general meeting of Shareholders.

9.3 Transfers of Shares must be recorded either by a notarial deed or a private written instrument. Transfers shall not be valid in relation to the Company or third parties until they have been notified to the Company or accepted by it in accordance with the provisions of Article 1690 of the Luxembourg Civil Code.

9.4 The Company shall have the power to acquire Shares in its own share capital, provided that the Company has sufficient distributable reserves to that effect. Subject to the Law, the Board of Managers may determine the terms, conditions and manner of the acquisition and redemption of any such Shares.

10. Board of Managers.

10.1 The Company is managed by one or more managers (gérants), who need not to be Shareholders. If a single manager is appointed, such manager shall act as the sole manager of the Company. If several managers have been appointed, they will constitute a board of managers (conseil de gérance). References in these Articles to the Board of Managers shall be read as referring to either the sole manager or the conseil de gérance as applicable from time to time.

10.2 The Board of Managers shall be elected by the Shareholders, which will determine the number of managers and their respective mandate periods. All managers are eligible for re-election, but each may be removed at any time, with or without cause (ad nutum), by a resolution of the Shareholders.

10.3 The Shareholders may decide to appoint one or several class A manager(s) and one or several class B manager(s).

10.4 The death, incapacity, bankruptcy, insolvency, resignation, removal or any other similar event affecting any manager will not cause the Company to fall into liquidation.

10.5 Each manager incurs, by reason solely of such appointment, no personal liability in relation to any commitment validly made by the Board of Managers in the name and on behalf of the Company.

11. Powers of the Board of Managers. The Board of Managers is vested with full powers and authority to engage the Company in any contract, instrument or arrangement and to perform all acts considered necessary or useful by the Board of Managers for the purpose of accomplishing the Company's object. All powers not expressly reserved by Law or by the Articles to the Shareholders fall within the competence, power and authority of the Board of Managers.

12. Meetings of the Board of Managers.

12.1 The effective place of management of the Company shall be [Luxembourg City].

12.2 The Board of Managers may appoint from among its members a chairperson (the Chairperson). It may also appoint a secretary, who need not be a manager, who is responsible for keeping the minutes of the meetings of the Board of Managers and of the Shareholders.

12.3 The Board of Managers shall meet as often as the Company's interest so requires or upon the call of any manager at the place indicated in the convening notice.

12.4 Written notice of any meeting of the Board of Managers (with a proposed agenda for the meeting) shall be given to all managers at least twenty-four (24) hours in advance of the date set for such meeting, except in case of urgency, in which case such urgency shall be referred to in the convening notice of the meeting of the Board of Managers.

12.5 No such convening notice is required if all members of the Board of Managers are present or represented at the meeting and if they state to have been duly informed, and to have had full knowledge of the agenda of the meeting. The notice may be waived by the consent of each member of the Board of Managers. Separate written notices shall not be required for meetings that are held at times and places prescribed in a schedule previously adopted by resolution of the Board of Managers.

12.6 Resolutions made by the Board of Managers will be recorded in the minutes of the relevant meeting to be signed either by the managers present or by the Chairperson and the secretary (if any), or by a notary public (as the case may be), and recorded in the corporate books. No delay in obtaining such signatures shall affect the validity of resolutions of the Board of Managers from the time of being passed at the relevant meeting.

12.7 Copies or extracts of such minutes, which may be produced in judicial proceedings or otherwise will be signed by such Chairperson or by the secretary (if any) or by any manager.

12.8 Any manager may act at any meeting of the Board of Managers by appointing another manager as his/her/its proxy. One manager may represent a plurality of other managers at a meeting of the Board of Managers and at such meeting may exercise, whether together or severally, the votes held by all such represented managers in addition to the present manager's own vote.

12.9 The Board of Managers can deliberate or act validly only if at least a majority of the managers is present or represented at the relevant meeting of the Board of Managers, and if the Shareholders have appointed one or several class A manager(s) and one or several class B manager(s), if at least one class A manager and one class B manager are present or represented at that meeting.

12.10 In the case of a plurality of managers, resolutions shall be passed by a simple majority of managers present and/or represented at such meeting, and provided that, if the Shareholders have appointed one or several class A manager(s) and one or several class B manager(s), at least one class A manager and one class B manager vote in favour of the resolutions.

12.11 Managers may participate in any meeting of the Board of Managers by telephone call, video conference or by any similar means of communication enabling all participating persons to simultaneously communicate with each other. Any participation through these means to a meeting initiated and chaired by a manager located in Luxembourg shall be deemed to be a participation in person at such meeting and the meeting held in such form is deemed to be held in Luxembourg.

12.12 Resolutions of the Board of Managers may be passed in the form of circular resolutions in writing. Circular resolutions signed by all the members of the Board of Managers, are proper and valid as though they had been adopted at a meeting of the Board of Managers which was duly convened as the case may be, and validly held. Circular resolutions can be documented in a single document or in several separate documents having the same content and each of them signed by one or several members of the Board of Managers.

13. Representation of the Company. Subject as provided by the Law and these Articles, the following are authorised to act on behalf of and/or to validly bind the Company:

(a) if the Company has a sole manager, the sole manager; or

(b) if the Company has more than one manager, by the joint signature of two (2) managers, provided that, where one or several class A manager(s) and one or several class B manager(s) have been appointed, the Company will be bound towards third parties by the joint signature of one (1) class A manager and one (1) class B manager; or

(c) any one or several person(s) (who may or may not be managers) to whom such power has been delegated (in whatever form) by the Board of Managers but only within the limits of such delegation.

14. Delegation of powers.

14.1 The Board of Managers may delegate its powers for specific tasks, including the delegation of the performance of specific day-to-day management powers pertaining to transactions effected in the normal course of business:

(a) to such person or committee;

(b) to such ad hoc agents;

(c) by such means (including by power of attorney);

(d) to such an extent;

(e) in relation to such matters or territories;

(f) for such duration (being a limited duration);

(g) for such remuneration (if any or appropriate); and

(h) on such terms and conditions,

as the Board of Managers may determine.

14.2 If the Board of Managers so specifies, any such delegation may authorise further, subdelegation of the delegated powers by any person to whom they are delegated.

14.3 The Board of Managers may revoke any delegation in whole or part, or alter its terms and conditions in its sole discretion from time to time.

15. Auditor(s). Where the number of Shareholders exceeds twenty-five (25), the operations of the Company shall be supervised by one or more statutory auditors (commissaire(s) aux comptes) in accordance with Article 200 of the Law, who need not to be Shareholder(s). If there is more than one statutory auditor, the statutory auditors shall act collegiately and form the board of auditors.

16. Powers of the Shareholders.

16.1 The Shareholders shall have such powers as are vested in them pursuant to the Articles and the Law. In the case of a sole Shareholder, the sole Shareholder assumes all powers conferred by the Law and these Articles to the general meeting of Shareholders. In such case, any reference in these Articles to the "general meeting of Shareholders" shall be construed as a reference to the sole Shareholder, as applicable in the circumstances, and powers conferred upon the general meeting of Shareholders shall be exercised by the sole Shareholder.

16.2 Any properly constituted general meeting of Shareholders represents the entire body of Shareholders.

17. Meetings of Shareholders.

17.1 In case of a plurality of Shareholders, each Shareholder may take part in collective decisions irrespective of the number of Shares he/she/it owns. Each Shareholder shall hold a number of votes equal to the number of Shares held by him/her/it. Collective decisions are only validly taken insofar as Shareholders owning more than half (50%) of the issued share capital of the Company adopt them.

17.2 However, resolutions to amend the Articles, except in case of a change of nationality of the Company, which requires a unanimous vote, may only be adopted by a majority of the Shareholders owning at least three-quarters (75%) of the Company's issued share capital, in accordance with the provisions of the Law.

17.3 Any Shareholder may act at any general meeting of Shareholders by appointing in writing or by fax as his/her/its proxy another person who need not to be a Shareholder himself/herself/itself.

17.4 The holding of general meetings of Shareholders shall not be mandatory where the number of Shareholders does not exceed twenty-five (25). In such case, each Shareholder may receive the precise wording of the text of the resolutions proposed to be adopted and may give his vote in writing.

17.5 Where the number of Shareholders exceeds twenty-five (25), an annual general meeting of Shareholders shall be held, in accordance with Article 196 of the Law at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting on the first day (1 st) of the month of June at 2 p.m. Central European Time (CET). If such day is not a business day in Luxembourg, the annual general meeting of Shareholders shall be held on the next following business day.

17.6 Other general meetings of Shareholders may be held at such place in Luxembourg and at such time as may be specified the Board of Managers in the convening notices of such meetings.

17.7 General meetings of Shareholders, including the annual general meeting, may be held abroad if, in the sole discretion of the Board of Managers, exceptional circumstances of force majeure so require.

18. Liability of Shareholders. The liability of each Shareholder is limited to the amount of share capital for which such Shareholder has subscribed (including share premium, as the case may be).

19. Financial year. The Company's financial year begins on the first (1 st) day of January of each year and ends on the last day (31 st) of December of the same year.

20. Annual accounts.

20.1 At the end of each financial year the Board of Managers shall draw up an inventory of the Company's assets and liabilities, the balance sheet and the profit and loss account in accordance with the Law.

20.2 Each Shareholder either personally or through an appointed agent may consult at the registered office of the Company the above mentioned documents and, if applicable, the report of the statutory auditor(s) (if any) in accordance with the Law.

21. Allocation of profits and reserve.

21.1 From the annual net profits of the Company, five percent (5%) shall be allocated to the reserve required by the Law. This allocation will cease to be required as soon and as long as such reserve amounts to ten percent (10%) of the subscribed share capital of the Company.

21.2 Sums contributed to a reserve of the Company by a Shareholder may also be allocated to the legal reserve if the contributing Shareholder agrees to such allocation.

21.3 In case of a share capital reduction, the Company's legal reserve may be reduced in proportion so that it does not exceed ten per cent (10%) of the share capital of the Company.

21.4 Upon recommendation of the Board of Managers, the Shareholders shall determine how the remainder of the annual net profits will be allocated. It may be decided to allocate the whole or part of the remainder to a reserve or to a provision account, to carry it forward to the next following financial year or to distribute it to the Shareholders as an annual dividend in cash or in kind in proportion to their respective shareholdings in the Company.

21.5 The Board of Managers may decide to pay interim dividends in cash or in kind on the basis of a statement of accounts showing that sufficient funds are available for distribution comprising (and not exceeding) profits realized since the expiry of the Company's immediately preceding financial year, increased by carried-forward profits and distributable reserves, but decreased by carried-forward losses and sums to be allocated to reserves required to be established by Law or by the Articles.

21.6 In relation to any assets distributed in kind pursuant to any annual dividend, the Board of Managers shall propose the valuation and division of such assets between Shareholders. In relation to any interim dividend, the Board of Managers shall decide the valuation and division of such assets between Shareholders.

22. Dissolution and liquidation.

22.1 The Company shall not be dissolved by reason of the death, suspension of civil rights, insolvency or bankruptcy or any other similar event affecting any Shareholder.

22.2 Except in the case of dissolution by Court order, the dissolution of the Company may take place only pursuant to a decision of the general meeting of Shareholders voting with the same quorum and majority requirements as for the amendments of the Articles.

22.3 At the time of dissolution of the Company, the liquidation will be carried out by one or more liquidators (whether Shareholder(s) or not) appointed by a general meeting of Shareholders who will determine their powers.

22.4 The Company's assets shall be applied in its liquidation to the satisfaction of the Company's liabilities pari passu. Any remaining assets of the Company following satisfaction of its liabilities in full, shall be distributed to the Shareholders in cash or in kind in proportion to the number of Shares that they hold in the Company. In relation to any assets distributed in kind as a liquidation distribution, the liquidator shall decide the valuation and division of such assets between Shareholders.

23. Applicable law. All matters not governed by the Articles shall be determined in accordance with the Law.

24. Transitional provision. By way of exception, the first financial year of the Company shall begin on the date of the incorporation of the Company and shall terminate on 31 December 2016.

Subscription

The Articles having thus been established, the appearing party declares that such party subscribes for the entire share capital of the Company as follows:

Subscriber	Number of Shares	Subscribed amount	% of share capital of the Company
Sequoia Infrastructure Debt Fund	12,500	EUR 12,500	100%

All the Shares have been fully paid-up by payment in cash, so that the amount of twelve thousand five hundred Euro (EUR 12,500) is now available to the Company.

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 its incorporation are estimated at approximately 1,500.- euro.

Resolutions of the sole shareholder

The sole shareholder has immediately passed the following resolutions:

1 The sole shareholder resolved to set at three (3) the number of managers of the Company and further resolved to appoint the following persons as managers of the Company for an unlimited period:

Class A manager(s):

(a) Greg Taylor, born in Louisville, Kentucky, USA on 5 August 1963, professionally residing at 11-13 Market Place, London W1W 8AH.

Class B manager(s):

(a) Daniel Richards, born in Cardiff, Wales, United Kingdom, on 8 October 1973, professionally residing at 2-4 rue Eugène Ruppert, L-2453, Luxembourg; and

(b) Gosia Kramer, born in Sztum, Poland, on 3 February 1981, professionally residing at 7, rue Ernie Reitz, L-4151, Esch-sur-Alzette.

2 The sole shareholder resolved to establish the registered office of the Company at 2-4 rue Eugène Ruppert, L-2453 Luxembourg.

Declaration

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

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

The document having been read to the appointed agent (acting by power of attorney) of the appearing party, who is known to the notary by surname, first name, civil status and residence, he signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

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

Par-devant Nous, Maître Jacques Kesseler, notaire de résidence à Pétange (Grand-Duché de Luxembourg).

A COMPARU:

Sequoia Infrastructure Debt Fund, une société en commandites spéciale constituée sous les lois du Grand-Duché de Luxembourg, dont le siège social est situé au 2-4 rue Eugène Ruppert, L-2453 Luxembourg, ayant un capital social de 12.500 EUR et enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 201.692, agissant par l'intermédiaire de son associé commandité Sequoia Infrastructure Debt GP S.à r.l., une société à responsabilité limitée régie par le droit du Grand-Duché de Luxembourg, ayant son siège social situé au 2-4, rue Eugène Ruppert, L-2453, Luxembourg, avec un capital social de 12.500 EUR (douze mille cinq cents Euros) et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 201.645 (l'«Associé Unique»),

ici représenté par Madame Sofia AFONSO DA CHAO CONDE, employée privée, demeurant professionnellement au 13, route de Luxembourg, L-4701 Pétange en vertu d'une procuration donnée sous seing privé.

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 être soumise avec lui à l'enregistrement.

Cette partie comparante, représentée comme dit ci-avant, a requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée dont il a arrêté les statuts comme suit:

1. Forme sociale. Il existe entre les souscripteurs et tous ceux qui deviendront propriétaires des parts sociales ainsi créées une société (la Société) en la forme d'une société à responsabilité limitée qui sera régie par les lois du Grand-Duché de Luxembourg y relatives, et en particulier la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée au fil du temps (la Loi), ainsi que par les présents statuts (les Statuts).

2. Dénomination sociale. La Société aura la dénomination sociale "Sequoia Infrastructure Debt S.à r.l.".

3. Durée.

3.1 La Société est constituée pour une durée illimitée.

3.2 La Société peut être dissoute à tout moment si l'Associé unique, détenant la totalité du capital social souscrit, le décide. S'il y a plusieurs Associés, la Société peut être dissoute à tout moment par une résolution des Associés adoptée conformément aux conditions requises pour la modification des présents Statuts.

4. Objet social.

4.1 La Société a pour objet la prise, la cession et/ou la détention d'intérêts, de participations ou de créances, tant au Luxembourg qu'à l'étranger, dans ou en relation avec toutes sociétés ou autres entreprises sous quelque forme que ce soit et l'administration, le développement et la gestion de ces intérêts, participations ou créances. La Société pourra en particulier acquérir par transfert, souscription, achat, échange ou de toute autre manière tout/tous/toutes unités, capital, actions, titres de fonds propres ou co-participations, dettes, prêts, obligations, créances, certificats de dépôt, titres de dette, instruments financiers et autres instruments de dette, convertibles ou non, avec une décote, performants ou non performants, ou représentés par des créances sur des sociétés en faillite ("distressed debt") et tout autre actif, mobilier ou immobilier, corporel ou incorporel, dans chaque cas qu'il soit on non facilement négociable, émis par toute entité publique ou privée, y compris des sociétés de personnes. Elle pourra aussi participer à la création, au développement, à la gestion et au contrôle de toute société, entreprise ou intérêt.

4.2 La Société peut également, directement ou indirectement, investir dans, acquérir, détenir, gérer, développer, louer et céder des biens immobiliers, ainsi que des investissements liés à des biens immobiliers et des droits de propriété intellectuelle.

4.3 Sauf si les présents Statuts y contreviennent, la Société peut emprunter sous toutes formes que ce soit et procéder à l'émission privée d'obligations, de billets à ordre, de titres et d'autres instruments de dette, convertibles ou non, excepté par le biais d'une offre au public et dans les limites de la Loi, cette liste n'étant pas exhaustive. La Société peut donner des garanties, gager, transférer, grever, ou autrement créer des garanties sur, tout ou partie de ses actifs soit pour couvrir ses propres obligations soit les obligations de toute autre partie.

4.4 Sauf si les présents Statuts y contreviennent, la Société peut accorder toute assistance financière à des sociétés dans lesquelles la Société détient une participation ou qui font partie du même groupe de sociétés que la Société, notamment par le biais de l'octroi de prêts, garanties ou sûretés sous quelque forme que ce soit et sous toute loi applicable.

4.5 D'une façon générale la Société peut prendre toute mesure de gestion, de contrôle et de supervision et mener toute opération commerciale, industrielle ou financière, tel que l'acquisition de prêts et/ou, à titre accessoire, l'octroi de prêts, qu'elle peut juger utile à l'accomplissement et au développement de son objet social.

4.6 Les objets de la Société comme spécifiés aux paragraphes précédents doivent être considérés dans le sens le plus large, et la Société est autorisée à s'engager dans tout instrument et à réaliser toutes opérations légales, commerciales, techniques et financières et en général toutes transactions nécessaires à l'accomplissement de son objet social et toutes opérations liées pouvant directement ou indirectement faciliter la réalisation de son objet dans les domaines décrits ci-dessus, étant entendu que la Société ne conclura aucune opération qui ferait qu'elle soit engagée dans toute activité qui serait considérée comme une activité réglementée du secteur financier.

4.7 such as loan acquisition and/or, on an ancillary basis, loan provision,

5. Siège social.

5.1 Le siège social est établi dans la ville de Luxembourg, Grand-Duché de Luxembourg.

5.2 Le siège social peut être transféré à tout autre endroit du Grand-Duché de Luxembourg par une délibération de l'assemblée générale extraordinaire des Associés délibérant comme en matière de modification des Statuts. L'adresse du siège social peut être transférée à l'intérieur de la commune par simple décision du Conseil de Gérance.

5.3 Des succursales ou autres bureaux peuvent être établis soit au Grand-Duché de Luxembourg, soit à l'étranger par décision du Conseil de Gérance.

5.4 Dans le cas où le Conseil de Gérance estimerait que des événements extraordinaires d'ordre politique, économique ou social compromettent l'activité normale de la Société à son siège social ou la communication aisée avec ce siège ou entre ce siège et des personnes à l'étranger ou que de tels événements sont imminents, il pourra temporairement transférer le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales. Ces mesures temporaires n'auront aucun effet sur la nationalité de la Société, laquelle, nonobstant ce transfert provisoire du siège social, restera régie par les lois du Grand-Duché de Luxembourg.

6. Capital social.

6.1 Le capital social de la Société est fixé à douze mille cinq cents euros (EUR 12.500) divisé en douze mille cinq cents (12.500) parts sociales, chacune avec une valeur nominale de un euro (EUR 1) (les Parts Sociales) et toutes entièrement souscrites et libérées.

6.2 Les détenteurs de Parts Sociales pris individuellement sont définis comme un Associé ou lorsqu'ils sont pris collectivement comme les Associés. Une référence dans ces Statuts aux Associés devra être lue comme une référence, lorsque le Société à un Associé unique, à cet Associé unique, et, lorsque la Société à plus d'un Associé, à ces Associés en tant qu'assemblée.

6.3 Le capital social de la Société peut être modifié à tout moment par une décision des Associés conformément à l'Article 17 des présents Statuts et aux Articles 199 et 200-2 de la Loi.

6.4 Chaque Part Sociale donne droit à son propriétaire à une fraction, proportionnelle au nombre des Parts Sociales existantes, des bénéfices distribuables de la Société. Les distributions seront faites aux Associés en proportion du nombre de Parts Sociales qu'ils détiennent dans la Société.

6.5 La propriété d'une Part Sociale emporte adhésion implicite aux Statuts et aux décisions des Associés au fil du temps.

7. Prime d'émission et autres apports.

7.1 Le Conseil de Gérance peut créer toutes réserves de capital qu"il estime opportun (en plus de celles prévues par la loi ou ces Statuts) et pourra créer des réserves spéciales à partir des fonds reçus par la Société comme prime d'émission ou comme autres apports de fonds propres, lesquels pourront être utilisés par le Conseil de Gérance, à sa seule discrétion, pour effectuer le paiement de tout prix de rachat payable en rapport avec toute Part Sociale que la Société pourrait racheter de son ou de ses Associé(s) en accord avec les présents Statuts, pour être affectés à la réserve légale, pour compenser des pertes en capital réalisées ou non ou pour le paiement de tout dividende ou autre distribution.

7.2 La Société peut, sans limitation, accepter des capitaux ou d'autres apports d'Associé(s) avec ou sans émission de Parts Sociales ou autres titres en contrepartie desdits apports et peut créditer les apports à un ou à plusieurs comptes incluant (sans limitation) le Compte 115 (apport en capitaux propres non rémunérés par des titres nouveaux) de la Société.

7.3 Toute prime d'émission, prime assimilée ou autre réserve distribuable peut être librement distribuée aux Associés sur décision du Conseil de Gérance sous réserve des dispositions de la Loi et des présents Statuts.

8. Enregistrement et indivisibilité des Parts Sociales.

8.1 Les Parts Sociales sont émises exclusivement sous forme nominative, au nom d'une personne déterminée et inscrites sur le registre des Associés conformément à l'Article 185 de la Loi. Le registre des Associés devra être conservé au siège social de la Société. Chaque détenteur de Parts Sociales notifiera à la Société par écrit son adresse et tout changement de celle-ci. La Société sera en droit de se fier à la dernière adresse ainsi communiquée.

8.2 Envers la Société les Parts Sociales sont indivisibles, car la Société ne reconnaît qu'un seul propriétaire par Part Sociale. Dans l'hypothèse où une ou plusieurs Part(s) Sociale(s) sont détenues conjointement ou si la propriété de ces Parts Sociales est contestée, toutes les personnes se prévalant d'un droit sur ces Parts Sociales devront nommer une seule personne pour les représenter auprès de la Société en cette qualité. A défaut d'une telle nomination, les droits attachés aux Parts Sociales concernées seront immédiatement suspendus.

9. Transfert et rachat de Parts Sociales.

9.1 Dans l'hypothèse où il n'y a qu'un seul Associé, les Parts Sociales détenues par celui-ci sont librement transférables.

9.2 Dans l'hypothèse où il y a plusieurs Associés, les Parts Sociales détenues par chaque Associé sont transférables sous réserve du respect des dispositions prévues aux Articles 189 et 190 de la Loi. Les Parts Sociales ne peuvent être transférées inter vivos à des tiers non-associés qu'après approbation préalable de l'assemblée générale des Associés représentant au moins trois quarts (3/4) du capital social émis.

9.3 Les transferts de Parts Sociales doivent s'effectuer soit par un acte notarié soit par un acte sous seing privé. Les transferts ne peuvent être opposables à l'égard de la Société ou des tiers qu'à partir du moment de leur notification à la Société ou de son acceptation sur base des dispositions de l'Article 1690 du Code Civil luxembourgeois.

9.4 La Société peut acquérir ses propres Parts Sociales pourvu que la Société dispose à cette fin de réserves distribuables suffisantes. Sous réserve des dispositions de la Loi, le Conseil de Gérance peut déterminer les termes, les conditions et la forme du rachat desdites Parts Sociales.

10. Conseil de Gérance.

10.1 La Société est gérée par un ou plusieurs gérants, Associés ou non. Si un seul gérant est nommé, ce gérant devra agir en tant que gérant unique de la Société. Si plusieurs gérants sont nommés, ils constitueront un conseil de gérance. Une référence dans ces Statuts au Conseil de Gérance devra être lue comme une référence au gérant unique ou au conseil de gérance le cas échéant au fil du temps.

10.2 Le Conseil de Gérance sera nommé par les Associés qui détermineront le nombre de gérants ainsi que la durée de leurs mandats respectifs. Tous les gérants sont rééligibles, mais chacun est révocable à tout moment, avec ou sans justification (ad nutum), par une résolution des Associés.

10.3 Les Associés peuvent décider de nommer un ou plusieurs gérant(s) de classe A et un ou plusieurs gérant(s) de classe B.

10.4 Le décès, l'incapacité, la faillite, l'insolvabilité, la démission, la révocation ou tout autre évènement similaire affectant n'importe quel gérant n'entraînera pas la liquidation de la Société.

10.5 Aucun gérant n'engage en raison de sa nomination de responsabilité personnelle en rapport aux engagements régulièrement pris par le Conseil de Gérance au nom et pour le compte de la Société.

11. Pouvoirs du Conseil de Gérance. Le Conseil de Gérance est investi des pouvoirs et de l'autorité les plus larges pour engager la Société dans tout contrat, instrument ou arrangement et pour effectuer tous les actes considérés comme nécessaires ou utiles par le Conseil de Gérance à l'accomplissement de l'objet social de la Société. Tous les pouvoirs non expressément réservés par la Loi ou les présents Statuts aux Associés relèvent de la compétence, du pouvoir et de l'autorité du Conseil de Gérance.

12. Réunions du Conseil de Gérance.

12.1 Le lieu effectif de gestion de la Société est Luxembourg-ville.

12.2 Le Conseil de Gérance peut choisir parmi ses membres un président (le Président). Il peut aussi désigner un secrétaire, gérant ou non, qui sera chargé de la tenue des procès-verbaux des réunions du Conseil de Gérance et des assemblées générales des Associés.

12.3 Le Conseil de Gérance se réunira aussi souvent que l'intérêt de la Société l'exige ou sur convocation de tout gérant au lieu indiqué dans l'avis de convocation.

12.4 Il sera donné à tous les gérants une convocation écrite (comprenant l'ordre du jour proposé pour la réunion) de toute réunion du Conseil de Gérance au moins vingt-quatre (24) heures avant la date prévue pour la réunion, sauf en cas d'urgence, auquel cas cette urgence devra être mentionnée dans la convocation de la réunion du Conseil de Gérance.

12.5 Cette convocation écrite n'est pas nécessaire si tous les membres du Conseil de Gérance sont présents ou représentés à la réunion et s'ils déclarent avoir été dûment informés de, et avoir parfaite connaissance de l'ordre du jour de la réunion. Il peut aussi être renoncé à la convocation écrite avec l'accord de chaque membre du Conseil de Gérance. Des convocations écrites séparées ne seront pas exigées pour des réunions se tenant à une heure et à un endroit prévus dans un calendrier préalablement adopté par résolution du Conseil de Gérance.

12.6 Les résolutions prises par le Conseil de Gérance seront constatées par des procès-verbaux de la réunion en question, qui seront signés soit par les gérants présents soit par le Président et le secrétaire (le cas échéant), ou par un notaire (le cas échéant), et seront déposés dans les livres de la Société. Aucun retard dans l'obtention des signatures n'affectera la validité des résolutions du Conseil de Gérance à partir du moment où elles auront été prises à la réunion en question.

12.7 Les copies ou extraits de ces procès-verbaux qui pourraient être produits en justice ou autrement seront signés par le Président ou par le secrétaire (le cas échéant) ou par n'importe quel gérant.

12.8 Tout gérant peut se faire représenter au Conseil de Gérance par un autre gérant par le biais d'une procuration. Un gérant peut représenter une pluralité d'autres gérants à une réunion du Conseil de Gérance, et à cette réunion peut exercer les votes de ces gérants représentés soit collectivement soit séparément en plus du propre vote de ce gérant présent.

12.9 Le Conseil de Gérance ne peut délibérer et agir valablement que si au moins la majorité des gérants est présente ou représentée à la réunion en question du Conseil de Gérance, et si les Associés ont nommé un ou plusieurs gérant(s) de classe A et un ou plusieurs gérant(s) de classe B, si au moins un gérant de classe A et un gérant de classe B sont présents ou représentés à cette réunion.

12.10 En cas de pluralité de gérants, les résolutions seront prises à la majorité simple des voix exprimées par les gérants présents ou représentés à ladite réunion, et sous réserve que, si les Associés ont nommé un ou plusieurs gérant(s) de classe A et un ou plusieurs gérant(s) de classe B, au moins un gérant de classe A et un gérant de classe B aient voté en faveur des dites résolutions à cette réunion.

12.11 Les gérants peuvent participer à une réunion du Conseil de Gérance par téléphone, conférence téléphonique ou par tout autre moyen similaire de communication permettant à toutes les personnes participant à la réunion de communiquer simultanément les unes avec les autres. Toute participation par ce biais à une réunion initiée et présidée par un gérant situé au Luxembourg est réputée équivalente à une participation en personne à une telle réunion et une réunion tenue sous cette forme est réputée être tenue au Luxembourg.

12.12 Les résolutions du Conseil de Gérance peuvent également être prises sous forme de résolutions circulaires par écrit. Les résolutions circulaires signées par tous les membres du Conseil de Gérance sont valables et produisent les mêmes effets que les résolutions prises à une réunion du Conseil de Gérance dûment convoquée et tenue. De telles résolutions circulaires peuvent être documentées sur un document unique ou sur des documents séparés ayant un contenu identique, chacun d'eux étant signé par un ou plusieurs membres du Conseil de Gérance.

13. Représentation de la Société. Sous réserve de ce qui est prévu par la Loi et les présents Statuts, les personnes suivantes sont autorisées à agir au nom de et/ou à engager valablement la Société:

(a) si la Société est gérée par un gérant unique, le gérant unique; ou

(b) si la Société a plus d'un gérant, par la signature conjointe de deux (2) gérants, sous réserve que lorsque un ou plusieurs gérant(s) de classe A et un ou plusieurs gérant(s) de classe B ont été nommés, la Société sera engagée envers les tiers par la signature conjointe d'un (1) gérant de classe A et d'un (1) gérant de classe B; ou

(c) par la signature de toute(s) personne(s) (gérantes ou non) à laquelle des pouvoirs spéciaux ont été délégués (sous quelque forme que ce soit) par le Conseil de Gérance, mais seulement dans les limites d'une telle délégation.

14. Délégation des pouvoirs.

14.1 Le Conseil de Gérance peut déléguer ses pouvoirs pour des tâches spécifiques, y compris la délégation de l'exécution de pouvoirs spécifiques pour la gestion quotidienne portant sur les transactions effectuées dans le déroulement normal des affaires:

(a) à une personne ou un comité;

(b) à des représentants spéciaux;

(c) par les moyens (y compris par procuration);

(d) dans la mesure;

(e) par rapport à des questions ou territoires;

(f) pour une durée (étant une durée limitée);

(g) pour une rémunération (le cas échéant ou si nécessaire); et

(h) selon les conditions générales,

que le Conseil de Gérance détermine.

14.2 Si le Conseil de Gérance le précise, une telle délégation peut autoriser des subdélégations des pouvoirs délégués par toute personne à qui ceux-ci sont délégués.

14.3 Le Conseil de Gérance peut révoquer toute délégation, dans sa totalité ou en partie, ou en modifier ses conditions générales, à sa seule discrétion au fil du temps.

15. Commissaire(s). Si le nombre des Associés est supérieur à vingt-cinq (25), les opérations de la Société sont contrôlés par un ou plusieurs commissaires aux comptes conformément à l'Article 200 de la Loi, lequel ne requiert pas qu'il(s) soi (en)t Associé(s). S'il y a plus d'un (1) commissaire, les commissaires aux comptes doivent agir de façon collégiale et former le conseil de commissaires aux comptes.

16. Pouvoirs des Associés.

16.1 Les Associés ont les pouvoirs qui leurs sont conférés conformément aux Statuts et à la Loi. En cas d'Associé unique, celui-ci exerce tous les pouvoirs conférés par la Loi et les présents Statuts aux assemblées générales des Associés. Dans ce cas, toute référence dans ces Statuts à «l'assemblée générale des Associés» sera interprétée comme une référence à l'Associé unique, selon le cas en fonction des circonstances, et les pouvoirs conférés à l'assemblée générale des Associés seront exercés par l'Associé unique.

16.2 Toute assemblée générale des Associés valablement constituée représente l'entièreté des Associés.

17. Assemblées des Associés.

17.1 En cas de pluralité d'Associés, chaque Associé peut prendre part aux décisions collectives, quel que soit le nombre de Parts Sociales qu'il/elle détient. Chaque Associé possède un nombre de votes égal au nombre de Parts Sociales qu'il/elle détient. Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des Associés détenant plus de la moitié (50%) du capital social émis de la Société.

17.2 Toutefois, les résolutions modifiant les Statuts, sauf en cas de changement de nationalité de la Société, pour lequel un vote à l'unanimité des Associés est exigé, ne peuvent être adoptées que par une majorité d'Associés détenant au moins les trois quarts (75%) du capital social émis de la Société, conformément aux dispositions de la Loi.

17.3 Chaque Associé peut agir à toute assemblée générale des Associés en nommant par écrit ou par fax un mandataire en tant que son représentant, qu'il/elle soit Associé ou non.

17.4 La tenue d'assemblées générales des Associés n'est pas obligatoire lorsque le nombre des Associés n'est pas supérieur à vingt-cinq (25). Dans ce cas, chaque Associé pourra recevoir le texte des résolutions ou décisions proposées à adopter et pourra émettre son vote par écrit.

17.5 Si le nombre des Associés est supérieur à vingt-cinq (25), une assemblée générale annuelle des Associés doit être tenue, conformément à l'Article 196 de la Loi, au siège social de la Société ou à tout autre endroit à Luxembourg tel que précisé dans la convocation de l'assemblée, le premier jour du mois de juin à 14:00 Heure d'Europe Centrale (CET). Si ce jour devait être un jour non ouvrable à Luxembourg, l'assemblée générale annuelle des Associés se tiendra le jour ouvrable suivant.

17.6 D'autres assemblées des Associés pourront être tenues à l'endroit au Luxembourg et à l'heure tels que précisés par le Conseil de Gérance dans les convocations relatives à ces assemblées.

17.7 Les assemblées générales des Associés, y compris l'assemblée générale annuelle, pourront se tenir à l'étranger, si de l'avis discrétionnaire du Conseil de Gérance, des circonstances exceptionnelles de force majeure le requièrent.

18. Responsabilité des Associés. La responsabilité de chaque Associé est limitée au montant du capital social que tel Associé a souscrit (y compris la prime d'émission, le cas échéant).

19. Exercice social. L'exercice social de la Société commence le premier jour de janvier de chaque année, et finit le dernier jour de décembre de la même année.

20. Comptes annuels.

20.1 A la fin de chaque exercice social, le Conseil de Gérance établit un inventaire des actifs et des passifs de la Société, le bilan et le compte de résultats conformément à la Loi.

20.2 Chaque Associé pourra personnellement, ou par le biais d'un fondé de pouvoir, examiner au siège social de la Société les documents susmentionnés et, tel qu'applicable, le rapport du ou des commissaire(s) (le cas échéant) établi conformément à la Loi.

21. Répartition des bénéfices et réserve.

21.1 Sur les bénéfices annuels nets de la Société, il sera prélevé cinq pour cent (5%) pour la réserve requise par la Loi. Ce prélèvement cesse d'être obligatoire lorsque et aussi longtemps que la réserve légale atteint dix pour cent (10%) du capital social souscrit de la Société.

21.2 Les sommes allouées à une réserve de la Société par un Associé peuvent être également affectées à la réserve légale si l'Associé ayant effectué cet apport accepte cette affectation.

21.3 En cas de réduction du capital social, la réserve légale de la Société peut être réduite en proportion de telle sorte qu'elle n'excède pas dix pour cent (10 %) du capital social de la Société.

21.4 Sur recommandation du Conseil de Gérance, les Associés décideront de l'affectation du solde des bénéfices annuels nets. Il pourra être décidé de verser la totalité ou une partie du solde sur un compte de réserve ou de provision, de le reporter à nouveau au prochain exercice social ou de le distribuer à ou aux Associé(s) comme dividende annuel en numéraire ou en nature proportionnellement à leur participation respective dans la Société.

21.5 Le Conseil de Gérance peut décider de payer des dividendes intérimaires en numéraire ou en nature sur base d'un état comptable montrant que des fonds suffisants sont disponibles pour distribution, comprenant (et n'excédant pas) les bénéfices réalisés depuis la fin du dernier exercice social augmenté des bénéfices reportés et des réserves distribuables, mais diminué des pertes reportées et des sommes à porter à ou aux réserve(s) devant être établie(s) de par la Loi ou les Statuts.

21.6 En ce qui concerne tout actif distribué en nature dans le cadre de tout dividende annuel, le Conseil de Gérance devra proposer l'évaluation et la répartition de cet actif entre les Associés. En ce qui concerne tout dividende intérimaire, le Conseil de Gérance devra décider de l'évaluation et la répartition de cet actif entre les Associés.

22. Dissolution et liquidation.

22.1 La Société ne sera pas dissoute par suite du décès, de la suspension des droits civils, de l'insolvabilité ou de la faillite ou de tout autre évènement similaire affectant n'importe lequel des Associés.

22.2 Sauf en cas de dissolution judiciaire, la dissolution de la Société ne peut se faire que sur décision adoptée par l'assemblée générale des Associés dans les conditions de quorum et de majorité exigées pour la modification des Statuts.

22.3 Au moment de la dissolution de la Société, la liquidation sera effectuée par un ou plusieurs liquidateurs (qu'ils soient Associés ou non) nommés par l'assemblée générale des Associés qui déterminera leurs pouvoirs.

22.4 L'actif social de la Société devra être utilisé durant sa liquidation en vue du paiement des dettes de la Société pari passu. Tout actif restant de la Société, suite au paiement complet de ses dettes, sera distribué aux Associés en numéraire ou en nature proportionnellement au nombre de Parts Sociales qu'ils détiennent dans la Société. En ce qui concerne tout actif distribué en nature dans le cadre d'une distribution en période de liquidation, le liquidateur devra décider de l'évaluation et la répartition de cet actif entre les Associés.

23. Loi applicable. Tous les points qui ne sont pas régis par les Statuts seront réglés conformément à la Loi.

24. Disposition transitoire. Par dérogation, le premier exercice social de la Société débutera à la date de la constitution de la Société et se terminera le 31 décembre 2016.

Souscription

Les Statuts ainsi établis, la partie comparante déclare que cette partie souscrit à l'entièreté du capital social de la Société comme suit:

Souscripteur	Nombre de Parts Sociales	Montant souscrit	% du capital social de la Société
Sequoia Infrastructure Debt Fund	12.500	EUR 12.500	100%

Toutes les Parts Sociales ont été intégralement libérées par un versement en numéraire, de sorte que le montant de douze mille cinq cents euros (EUR 12.500) se trouve dès maintenant à la disposition de la Société.

Estimation des frais

Les dépenses, rémunérations, frais et charges, sous quelque forme que ce soit, qui incombent à la Société à raison de sa constitution sont estimés à environ 1.500,- euros.

Résolutions de l'associé unique

L'associé unique a immédiatement pris les résolutions suivantes:

1. L'associé unique a décidé de fixer à trois (3) le nombre de gérants de la Société et a aussi décidé de nommer les personnes suivantes comme gérants de la Société pour une durée illimitée:

Gérant(s) de classe A:

(a) Monsieur Greg Taylor, né le 5 août 1963, à Louisville, Kentucky, les Etats-Unis résidant professionnellement au 11-13 Market Place, London W1W 8AH.

Gérant(s) de classe B:

(a) Monsieur Daniel Richards, né le 8 octobre 1973, à Cardiff, Pays de Galles, Royaume-Uni résidant professionnellement au 2-4 rue Eugène Ruppert, L-2453, Luxembourg; et

(b) Madame Gosia Kramer, né le 3 février 1981, à Sztum, Pologne, résidant professionnellement au 7, rue Ernie Reitz, L-4151, Esch-sur-Alzette.

2. L'associé unique a décidé d'établir le siège social de la Société au 2-4 rue Eugène Ruppert, L- 2453 Luxembourg.

Déclaration

Le notaire soussigné, qui comprend et parle la langue anglaise, constate que la partie comparante a requis de documenter le présent acte en langue anglaise, suivi d'une version française et qu'en cas de divergence entre le texte anglais et le texte français, le texte anglais prévaudra.

DONT ACTE fait et passé à Pétange, à la date figurant en tête des présentes.

Après lecture faite et interprétation donnée au mandataire nommé (agissant par procuration) de la partie comparante, connu du notaire par son nom, prénom, état civil et résidence, celui-ci a signé le présent acte avec le notaire.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 31 décembre 2015. Relation: EAC/2015/31610. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME

Référence de publication: 2016063331/642.

(160024387) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 février 2016.

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

Siège social: L-2449 Luxembourg, 3, boulevard Royal.

R.C.S. Luxembourg B 106.582.

—

In the year two thousand and sixteen, on the fourth day of the month of February.

Before Maître Jean-Joseph WAGNER, notary, residing in Sanem (Luxembourg).

was held

an extraordinary general meeting of the shareholders of "QS Italy SICAR S.A." (the "Company"), a société d'investissement en capital à risque in the form of a public limited liability company having its registered office in L-2449 Luxembourg, 3, Boulevard Royal, registered with the Registre de Commerce et des Sociétés under the number RCS Luxembourg B 106 582, incorporated by deed of the undersigned notary on 8 March 2005, published in the Memorial C, Recueil des Sociétés et Associations, number 674 of 8 July 2005, which articles of Incorporation have been amended for the last time pursuant to a deed of the undersigned notary on 23 February 2015,published in the Memorial C, Recueil des Sociétés et Associations, number 649 of 10 March 2015.

The meeting was presided by Mr Daniel Dine, employee, professionally residing in 3 Boulevard Royal, L-2449 Luxembourg.

The chairman appointed as secretary Mr Vrenne Anthony, employee, professionally residing in 3 Boulevard Royal, L-2449 Luxembourg.

The meeting elected as scrutineer Mr Portier Adrien, employee professionally residing in 3 Boulevard Royal, L-2449 Luxembourg.

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

I. The shareholders present and represented and the number of shares held by them are shown on an attendance list signed by the proxy holders, the chairman, the secretary, the scrutineer and the undersigned notary. The said list as well as the proxies will remain attached to this deed to be filed with the registration authorities.

II. It appears from the said attendance list that out of seven million three hundred and forty-three thousand four hundred and thirty-two shares (7,343,432) shares in issue, six million four hundred one thousand five hundred and ninety point six six three (6,401,590.663) shares were present or represented at the present meeting.

III. The extraordinary general meeting was duly convened by convening notices, containing the agenda, sent by registered mail on January 19, 2016, to all the shareholders inscribed on the shareholders register of the Company, so that the meeting can validly decide on all items of the agenda as set out below:

Agenda

- Reduction of the issued share capital of the Company by an amount of two million euro (2,000,000.- EUR) so as to bring it from to its former amount of seven million three hundred and forty three thousand and four hundred thirty two euro (7,343,432.- EUR) to five million three hundred and forty three thousand and four hundred thirty two euro (5,343,432.- EUR) by the cancellation of two million (2,000,000.-) shares of a nominal value of one euro (1.- EUR) each, against payment

to the shareholders of an amount of two million euro (2,000,000.- EUR) corresponding to the nominal value of the shares cancelled, noting the cancellation of the shares in the register of shareholders of the Company thereupon;

- Consequential amendment of Article 5. "Capital - Shares" of the articles of association of the Company to reflect the situation of the share capital of the Company after the decrease of the share capital.

After the foregoing was approved by the general meeting, the following resolutions were adopted.

First resolution

It was decided to reduce the share capital of the Company by the amount of two million euro (2,000,000.- EUR) so as to bring it from to its former amount of seven million three hundred and forty three thousand and four hundred thirty two euro (7,343,432.- EUR) to five million three hundred and forty three thousand and four hundred thirty two euro (5,343,432.- EUR) by the cancellation of two million (2,000,000.-) shares of a nominal value of one euro (1.- EUR)each, against the payment to the shareholders of the amount of two million euro (2,000,000.- EUR) corresponding to the nominal value of the shares cancelled.

For: all

Against: none

Abstention: none

Second resolution

As a result of the resolution here above, it was resolved to amend the first paragraph Article 5. "Capital - Shares" of the articles of association of the Company so that it reads as follows:

Art. 5. Capital - Shares.

(a) "The subscribed share capital is set at five million three hundred and forty three thousand and four hundred thirty two euro (5,343,432.- EUR) divided into five million three hundred and forty three thousand and four hundred thirty two (5,343,432) shares with a par value of one euro (1.- EUR) per share."

For: all

Against: none

Abstention: none

The item of the agenda having been resolved upon, the meeting was closed.

Expenses

The costs, expenses, remunerations or charges in any form whatsoever which shall be borne by the Company are estimated at two thousand euro.

There being no further business, the meeting was closed.

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

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

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

Suit la traduction française du texte qui précède

L'an deux mille seize, le quatre février.

Par-devant Maître Jean-Joseph WAGNER, notaire de résidence à Sanem,

a été tenue

une Assemblée Générale Extraordinaire des actionnaires de QS Italy S.A. SICAR, une société d'investissement en capital risque ayant son siège social au 3, Boulevard Royal, L-2449 Luxembourg et inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 106 582, constituée le 8 mars 2005 suivant acte du notaire soussigné, publié au Mémorial C, Recueil des Sociétés et Associations numéro 674 du 8 juillet 2005, dont les statuts ont été modifiés pour la dernière fois suivant acte reçu par le notaire soussigné en date du 23 février 2015, publié au Mémorial C, Recueil des Sociétés et Associations numéro 649 du 10 mars 2015.

L'assemblée a été présidée par Monsieur Dine Daniel, employé privé, demeurant professionnellement au 3 Boulevard Royal, L-2449 Luxembourg.

Le président a désigné comme secrétaire Vrenne Anthony, employé privé, demeurant professionnellement au 3 Boulevard Royal, L- 2449 Luxembourg.

L'assemblée a élu comme scrutateur Portier Adrien, employé privé, demeurant professionnellement au 3 Boulevard Royal, L-2449 Luxembourg.

Le bureau ayant été ainsi constitué, le Président expose et prie le notaire d'acter que:

I. Les actionnaires présents et représentés et le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence signée par les mandataires, le président, le secrétaire, le scrutateur et le notaire soussigné. Cette liste ainsi que les procurations resteront annexées au présent acte pour être soumises aux formalités d'enregistrement.

II. Il résulte de ladite liste de présence que sur les sept millions trois cent quarante-trois mille quatre cent trente-deux (7.343.432) actions en circulation, six millions quatre cent un mille cinq cent quatre-vingt- dix virgule six six trois (6.401.590,663) actions étaient présentes ou représentées à la présente assemblée.

III. L'assemblée générale extraordinaire a été dûment convoquée par convocations envoyées par courrier recommandé, contenant l'agenda, le 19 janvier 2016, à tous les actionnaires inscrits sur le registre des actionnaires de la Société, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour ci-après:

Ordre du jour

I. Réduction du capital social de la Société d'un montant de deux millions d'euros (2.000.000,- EUR) afin de le porter de son montant précédent de sept millions trois cent quarante-trois mille quatre cent trente deux euros (7.343.432,- EUR) à cinq millions trois cent quarante-trois mille quatre cent trente deux euros (5.343.432,- EUR) par l'annulation de deux millions (2.000.000) d'actions d'une valeur nominale d'un euro (1,- EUR) chacune, contre paiement aux actionnaires d'un montant de deux millions d'euros (2.000.000,- EUR) correspondant à la valeur nominale des actions rachetées et annulées, cette annulation étant inscrite au registre des actionnaires de la Société;

II. Modification corrélative de l'article 5. "Capital - Actions" des statuts de la Société, pour refléter la situation du capital par actions de la Société.

Après que ce qui précède ait été approuvé par l'assemblée générale, les résolutions suivantes ont été adoptées.

Première résolution

Il a été décidé de réduire le capital social émis de la Société d'un montant de deux millions d'euros (2.000.000,- EUR) afin de le porter de son montant précédent de sept millions trois cent quarante-trois mille quatre cent trente deux euros (7.343.432,- EUR) à cinq millions trois cent quarante-trois mille quatre cent trente deux euros (5.343.432,- EUR) par l'annulation de deux millions (2.000.000) d'actions d'une valeur nominale d'un euro (1,- EUR) chacune, contre paiement aux actionnaires d'un montant de deux millions d'euros (2.000.000,- EUR), correspondant à la valeur nominale des actions annulées.

Pour: toutes les voix

Contre: aucune voix

Abstention: aucune

Deuxième résolution

En conséquence de la résolution précédente, il a été décidé de modifier l'article 5. «Capital - Actions» des statuts de la Société afin qu'il se lise comme suit:

Art. 5. Capital - actions.

(a) «Le capital social émis est fixé à cinq millions trois cent quarante-trois mille quatre cent trente deux euros (5.343.432,- EUR) divisé en cinq millions trois cent quarante-trois mille quatre cent trente-deux (5.343.432) actions d'une valeur nominale d'un euro (1,- EUR) par action.»

Pour: toutes les voix

Contre: aucune voix

Abstention: aucune

Les points fixés à l'ordre du jour ayant fait l'objet des décisions précitées, la séance est levée.

Frais

Les frais, dépenses, rémunérations et charges, sous quelque forme que ce soit qui incombent à la Société sont estimés à deux mille euros.

Plus rien ne figurant à l'ordre du jour, l'Assemblée a été clôturée.

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

Le notaire soussigné, qui parle et comprend l'anglais, déclare par les présentes que le présent procès-verbal est rédigé en anglais suivi d'une version française; à la demande des mêmes parties comparantes, en cas de divergences entre les deux versions, la version anglaise fera foi.

Après lecture faite à l'assemblée, les membres de l'assemblée, tous connus du notaire par leurs noms, prénoms, états civils et demeures, ont signé avec Nous, notaire, le présent acte original, aucun actionnaire n'ayant exprimé son souhait de signer.

Signé: D. DINE, A. VRENNE, A. PORTIER, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 5 février 2016. Relation: EAC/2016/3372. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2016065503/147.

(160026951) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 février 2016.

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

Siège social: L-1260 Luxembourg, 92, rue de Bonnevoie.

R.C.S. Luxembourg B 169.469.

—

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

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

Luxembourg, le 31 décembre 2015.

Référence de publication: 2016002128/10.

(150241273) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Jardinier Paysagiste F&S S. à r.l., Société à responsabilité limitée.

Siège social: L-3830 Schifflange, 89, rue des Fleurs.

R.C.S. Luxembourg B 162.670.

—

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

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

Signature.

Référence de publication: 2016002129/10.

(150241232) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Global Multimedia Associates SA, Société Anonyme.

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

R.C.S. Luxembourg B 97.228.

—

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.

Signature.

Référence de publication: 2016002064/10.

(160000538) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Gomboc S.A., Société Anonyme.

Siège social: L-1740 Luxembourg, 20, rue d'Hollerich.

R.C.S. Luxembourg B 179.882.

—

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: 2016002066/10.

(160000353) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Gérald ORIGER S.à r.l., Société à responsabilité limitée.

Siège social: L-2180 Luxembourg, 6, rue Jean Monnet.

R.C.S. Luxembourg B 167.223.

—

Les comptes annuels au 31 août 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: 2016002042/10.

(160000517) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 janvier 2016.

Compagnie Générale de Cosmétique, en abrégé C.G.C., Société Anonyme.

R.C.S. Luxembourg B 165.410.

—

Nous CH INTERNATIONAL (Luxembourg) SA, domiciliataire de la société Compagnie Générale de Cosmétique, en abrégé C.G.C. (RCS Luxembourg B165410) sise 25A, boulevard Royal L-2449 Luxembourg, dénonçons avec effet immédiat le siège social de la société Compagnie Générale de Cosmétique, en abrégé C.G.C. (RCS Luxembourg B165410) sise 25A, Boulevard Royal L-2449 Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 08/12/2015.

Référence de publication: 2015198502/12.

(150222593) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2015.

Roeser SA, Société Anonyme.

Siège social: L-1618 Luxembourg, 2, rue des Gaulois.

R.C.S. Luxembourg B 105.649.

—

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: 2016001552/10.

(150240432) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 janvier 2016.

S.A.B. Lux Sàrl, Société à responsabilité limitée.

Siège social: L-4847 Rodange, 14, rue Michel Rodange.

R.C.S. Luxembourg B 102.090.

—

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: 2016001556/10.

(150240404) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 janvier 2016.

S.D.B. S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 151.947.

—

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: 2016001557/10.

(150240367) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 janvier 2016.

Rito Sàrl, Société à responsabilité limitée.

Siège social: L-8010 Strassen, 224, route d'Arlon.

R.C.S. Luxembourg B 100.505.

—

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: 2016001549/10.

(150240204) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 janvier 2016.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck