

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 805

18 mars 2016

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**Wenkelhiel, Société Anonyme.**

Siège social: L-1521 Luxembourg, 123-125, rue Adolphe Fischer.  
R.C.S. Luxembourg B 105.149.

Les actionnaires sont priés de bien vouloir assister à

**L'ASSEMBLÉE GÉNÉRALE ORDINAIRE**

qui se tiendra au siège social, le *1er avril 2016* à 16.00 heures, avec l'ordre du jour suivant :

*Ordre du jour:*

1. Rapports du Conseil d'Administration et du Réviseur d'entreprises
2. Approbation des comptes annuels au 31 décembre 2015
3. Affectation des résultats
4. Décharge aux Administrateurs et au Réviseur d'entreprises
5. Décisions concernant les actions déposées
6. Nominations statutaires

Pour pouvoir assister à cette assemblée, les actionnaires sont priés d'informer le Conseil d'Administration cinq jours au moins avant l'assemblée de leur intention d'y assister.

*Le Conseil d'Administration.*

Référence de publication: 2016052675/19.

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**Imprimerie Centrale, Société Anonyme.**

Siège social: L-1351 Luxembourg, 15, rue du Commerce.  
R.C.S. Luxembourg B 104.983.

Les actionnaires sont priés de bien vouloir assister à

**L'ASSEMBLÉE GÉNÉRALE ORDINAIRE**

qui se tiendra au siège social, le *1er avril 2016* à 17.00 heures, avec l'ordre du jour suivant :

*Ordre du jour:*

1. Rapports du Conseil d'Administration et du Réviseur d'entreprises
2. Approbation des comptes annuels au 31 décembre 2015
3. Affectation des résultats
4. Décharge aux Administrateurs et au Réviseur d'entreprises
5. Décisions concernant les actions déposées
6. Nominations statutaires

Pour pouvoir assister à cette assemblée, les actionnaires sont priés d'informer le Conseil d'Administration cinq jours au moins avant l'assemblée de leur intention d'y assister.

*Le Conseil d'Administration.*

Référence de publication: 2016052676/19.

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**Vivaro Holdings S.A., Société Anonyme Holding.**

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.  
R.C.S. Luxembourg B 107.199.

Messieurs les actionnaires sont convoqués par le présent avis à

**L'ASSEMBLÉE GÉNÉRALE STATUTAIRE**

qui aura lieu vendredi *8 avr. 2016* à 09:00 heures au siège social de la société, avec l'ordre du jour suivant :

*Ordre du jour:*

1. Approbation des comptes annuels et affectation des résultats au 31/12/2015.
2. Approbation du rapport du commissaire aux comptes.
3. Renouvellement et / ou nomination des administrateurs et du commissaire aux comptes..
4. Décharge à donner aux administrateurs et au commissaire aux comptes.
5. Divers.

*Le Conseil d'Administration.*

Référence de publication: 2016080594/1267/16.

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**Eurofins Scientific SE, Société Européenne.**

**Capital social: EUR 1.538.975,90.**

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

R.C.S. Luxembourg B 167.775.

Mesdames et Messieurs les actionnaires de la Société, et uniquement avec voix consultative les porteurs d'obligations à bons de souscription et/ou d'acquisition d'actions remboursables (ISIN : FR0010891770), de Deeply Subordinated Fixed to Floating Rate Bonds (ISIN : XS0881803646 et XS1224953882) et/ou de Senior Unsecured Euro Bonds (ISIN : XS0996772876, XS1174211471 et XS1268496640) émis par la Société, sont invités à assister à

**L'ASSEMBLÉE GÉNÉRALE ORDINAIRE ANNUELLE**

et Extraordinaire des Actionnaires qui se tiendra le *19 avril 2016* à 17 heures 30 au MELIÃ LUXEMBOURG 1, Park Draï Echelen, L-1499 Luxembourg Grand-Duché de Luxembourg à l'effet de délibérer sur l'ordre du jour suivant :

*Ordre du jour:*

- De la compétence de l'Assemblée Générale statuant aux conditions de quorum et de majorité d'une Assemblée Générale Ordinaire ;
- Lecture du rapport de gestion du Conseil d'Administration, incluant le rapport sur la gestion du groupe, le rapport spécial sur les opérations réalisées au titre du capital autorisé établi en application des stipulations de l'article 8 Bis des statuts et le rapport spécial sur les rachats par la Société de ses propres actions au titre de l'exercice clos le 31 décembre 2015 tel que prévu à l'article 49-2 de la loi luxembourgeoise du 10 août 1915 concernant les sociétés commerciales telle que modifiée ;
- Lecture du rapport du Réviseur d'Entreprises Agréé sur les comptes annuels préparés en conformité avec les lois et règlements du Grand-Duché de Luxembourg, les états financiers consolidés du groupe préparés en conformité avec les normes internationales d'information financière (IFRS), pour l'exercice social 2015, et sur l'exécution de sa mission ;
- Conventions conclues au cours de l'exercice clos le 31 décembre 2015 et visées par l'article 57 de la loi luxembourgeoise du 10 août 1915 concernant les sociétés commerciales telle que modifiée ;
- Approbation des états financiers consolidés de l'exercice clos le 31 décembre 2015 ;
- Approbation des comptes sociaux annuels de l'exercice clos le 31 décembre 2015 ;
- Affectation du résultat de l'exercice clos le 31 décembre 2015 ;
- Décharge à donner aux membres du Conseil d'Administration pour leur gestion au titre de l'exercice 2015 ;
- Décharge à donner à PricewaterhouseCoopers, Réviseur d'Entreprises Agréé, pour l'exécution de sa mission au titre de l'exercice social 2015 ;
- Renouvellement du mandat d'Administrateur de Monsieur Gilles Gérard Jean Henri MARTIN ;
- Renouvellement du mandat d'Administrateur de Monsieur Yves-Loïc Jean-Michel MARTIN ;
- Renouvellement du mandat d'Administrateur de Monsieur Stuart Anthony ANDERSON ;
- Renouvellement du mandat d'Administrateur de Madame Valérie Anne-Marie HANOTE ;
- Renouvellement du mandat de PricewaterhouseCoopers ou nomination d'un nouveau Réviseur d'Entreprises Agréé de la Société ;
- Fixation des jetons de présence alloués aux administrateurs au titre de l'exercice 2016 ;
- Compte rendu des opérations sur capital réalisées par le Conseil d'Administration au titre du programme de rachat d'actions arrêté par l'Assemblée Générale extraordinaire du 16 avril 2013 ;
- Pouvoirs pour l'accomplissement des formalités.

De la compétence de l'Assemblée Générale statuant aux conditions de quorum et de majorité d'une Assemblée Générale Extraordinaire :

- Lecture du rapport du Conseil d'Administration établi conformément aux dispositions de l'article 32-3 (5) de la loi luxembourgeoise du 10 août 1915 concernant les sociétés commerciales telle que modifiée et inclus dans le rapport de gestion ;
- Renouvellement pour une nouvelle période de cinq années, à compter de la publication des résolutions de l'Assemblée Générale Extraordinaire au Mémorial C, Recueil des Sociétés et Associations, de l'autorisation donnée au Conseil d'Administration d'émettre des actions aux conditions qui lui conviendront et particulièrement sans avoir à réserver un droit préférentiel de souscription aux actionnaires existants concernant les nouvelles actions à émettre dans la limite du montant global maximal de capital autorisé aux termes de l'article 8 Bis des statuts ; maintien du montant actuel maximum du capital autorisé, précision des termes pour inclure la possibilité d'émettre tout instrument, titre, option, warrant, convertible ou échangeable, donnant un droit immédiat ou différé à des actions ordinaires (y compris le cas échéant à titre gratuit), de la Société et modification corrélatrice de l'article 8 Bis de statuts ;
- Modification de l'article 12 Bis des statuts en vue de clarifier le cadre juridique des parts bénéficiaires ;
- Ajout d'un nouvel article 12 Ter dans les statuts relatif à l'émission de parts bénéficiaires pour tout actionnaire qui justifiera d'une inscription en compte nominatif pendant cinq années consécutives ;

- Autorisation à conférer au Conseil d'Administration en vue d'attribuer gratuitement des actions aux membres du personnel salarié, et/ou aux mandataires sociaux, ou certaines catégories d'entre eux, de la Société et/ou des sociétés qui lui sont liées directement ou indirectement ;
- Pouvoirs pour l'accomplissement des formalités légales.

Seuls les actionnaires dont la qualité d'actionnaire apparaît directement ou indirectement dans le registre des actionnaires de la Société à la Date d'Enregistrement disposeront du droit de participer et de voter à l'Assemblée Générale.

**LA " DATE D'ENREGISTREMENT " EST FIXEE AU 5 AVRIL 2016 A MINUIT (24 HEURES) HEURE DE LUXEMBOURG.**

Si vous souhaitez assister à l'Assemblée Générale :

Les actionnaires qui possèdent des actions dont la propriété est enregistrée directement, en leur nom, dans le registre des actionnaires de la Société, sont invités à annoncer leur intention d'assister à l'Assemblée Générale en complétant, signant et datant le formulaire de participation puis en le renvoyant à la Société par courrier postal (Eurofins Scientific S.E., Att : Service AG, 23, Val Fleuri, L-1526 Luxembourg) ou électronique (AG2016@eurofins.com). Le formulaire de participation doit être reçu par la Société au plus tard à minuit (heure de Luxembourg) le 5 avril 2016.

Les actionnaires dont les actions sont détenues en système de compensation (clearing) ou par le biais d'un intermédiaire financier et qui choisissent d'assister et voter en personne à l'Assemblée Générale doivent obtenir de leur intermédiaire financier auprès duquel leurs actions sont en dépôt, un CERTIFICAT D'ENREGISTREMENT indiquant le nombre d'actions enregistrées à la Date d'Enregistrement qu'ils envoient à la Société accompagné du formulaire de participation par courrier postal (Eurofins Scientific S.E., Att : Service AG, 23, Val Fleuri, L-1526 Luxembourg) ou électronique (AG2016@eurofins.com), qui doit les recevoir au plus tard à minuit (heure de Luxembourg) le 14 avril 2016.

Si vous souhaitez voter par procuration ou par correspondance : La Société tient à la disposition des actionnaires des formulaires uniques de procuration et de vote par correspondance, au siège social de la Société ou sur son site internet.

Les formulaires, dûment remplis et signés, ne seront pris en compte qu'à la condition de parvenir au siège social de la Société au plus tard à minuit (24 heures) heure de Luxembourg, le 15 avril 2016.

Les porteurs d'obligations à bons de souscription et/ou d'acquisition d'actions remboursables (ISIN : FR0010891770), de Deeply Subordinated Fixed to Floating Rate Bonds (ISIN : XS0881803646 et XS1224953882) et/ou de Senior Unsecured Euro Bonds (ISIN : XS0996772876, XS1174211471 et XS1268496640) ont le droit de prendre connaissance des pièces déposées et peuvent assister à l'Assemblée Générale, mais uniquement avec voix consultative.

Le texte complet de la convocation ainsi que les documents qui doivent être communiqués à l'Assemblée Générale sont disponibles sur le site internet de la Société (<http://www.eurofins.com/en/investor-relations/aggm-2016.aspx>) et au siège social de la Société. Chaque actionnaire, sur production de son titre, peut obtenir gratuitement copie des documents dans les conditions légales applicables.

Contact :

Eurofins Scientific S.E., Att : Service AG,  
23, Val Fleuri, L-1526 Luxembourg, Grand-Duché de Luxembourg  
Tel : +352 261 85 31 Fax : +352 261 85 331  
AG2016@eurofins.com

*Le Conseil d'Administration.*

Référence de publication: 2016077611/98.

**d'Amico International Shipping S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 124.790.

The

**ANNUAL GENERAL MEETING**

of the shareholders of the Company (to the holders of shares with Common Code 029069751 and ISIN Code LU0290697514) (hereinafter, the "Meeting") will be held at the registered address of the Company, 25C boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, on *April 20th, 2016* , at 11.00 a.m., to discuss and resolve on the following

*Agenda:*

1. Consideration of the reports of the Company's board of directors and of the Company's external independent auditor ("réviseur d'entreprises agréé") on the consolidated and statutory annual accounts of the Company as at December 31st, 2015;
2. Consideration and approval of the consolidated annual accounts of the Company as at December 31st, 2015 and the Company's statutory annual accounts as at December 31st, 2015;

3. Approval of the allocation of results of the 2015 fiscal year and dividend distribution;
4. Discharge of the members of the board of directors for the year ended December 31st, 2015;
5. Approval of 2016 directors' fees;
6. 2015 report of the board of directors on remuneration (drafted in compliance with article 123-ter, clause 6, of Italian Legislative Decree 58/98): consideration and evaluation of section I of the report;
7. Approval of the stock option plan of the Company;
8. Renewal of the authorization to the board of directors to repurchase the own shares of the Company.

#### Quorum and Majority Requirements

The Meeting shall validly deliberate regardless of the percentage of the Company's corporate capital being represented. Resolutions shall be adopted by a simple majority of the votes cast by the shareholders present or represented at the Meeting.

#### Declaration of Intention to Participate in the Meeting

Shareholders must notify the Company on the day of the Record Date (as defined hereafter) of their intention to participate in the Meeting by sending a certificate (the "Certificate") indicating, inter alia, (i) the name and/or corporate name and the domicile of the shareholder and/or registered address, (ii) a confirmation of participation in the Meeting and (iii) a confirmation of the number of shares held by the shareholder after closing of the markets on the Record Date (the "Shareholder's Details"). For shareholders holding their shares through an Intermediary (as defined hereafter), the Certificate being prepared by the Intermediary with which the shares are held shall be sent to BNP Paribas Securities Services, Luxembourg branch ("BNP Paribas") in its capacity as the duly mandated agent of the Company with copy to the Company exclusively through Euroclear and Clearstream. In that respect, Intermediaries are further requested to compulsorily instruct Euroclear and Clearstream to further confirm to BNP Paribas all Shareholder's Details.

#### Voting Rights and Record Date

The rights of a shareholder to attend and speak at the Meeting and to vote in respect of his shares shall be determined with respect to the shares held by the shareholder on April 6th, 2016 at 24:00 hours Luxembourg time (the "Record Date"). Only those who are shareholders on that Record Date shall have the right to participate and vote at the Meeting.

Shareholders present or represented are requested to bring a copy of the Certificate to the Meeting in order to present it to the board of the Meeting.

#### Representation by Proxy or Voting by Ballot Paper

Each share is indivisible as far as the Company is concerned. The co-proprietors, the usufructuaries and bare-owners of shares, the creditors and debtors of pledged shares must appoint one sole person to represent them at any general meeting of shareholders.

Shareholders need not be present at the Meeting in person. In accordance with the Company's Articles of Association, a shareholder at the Record Date may act at the Meeting by appointing another person who need not be a shareholder himself, subject to the production of the original of the executed proxy to the Meeting in order to present it to the board of the Meeting. The proxy holder shall enjoy the same rights to speak and ask questions at the Meeting as those to which the shareholder thus represented would be entitled. Each shareholder shall only be represented by one proxy holder at the Meeting except that:

(i) if a shareholder has shares of the Company held in more than one securities account, he may appoint one proxy holder per securities account at the Meeting;

(ii) a shareholder acting professionally for the account of other natural or legal persons may appoint each of these natural or legal persons or third parties appointed by them.

A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. Where a proxy holder holds proxies from several shareholders, it may cast votes for a certain shareholder differently from votes cast for another shareholder.

Alternatively, in accordance with the Company's Articles of Association, a shareholder may cast his vote by a ballot paper ("formulaire") expressed in the English language.

Any ballot paper which does not bear the mentions or indications required by the Company's Articles of Association is to be considered void and shall be disregarded for quorum purposes. In case a proposed resolution is amended by the Meeting, the votes expressed on such proposed resolution pursuant to the ballot papers received shall be void.

Shareholders must instruct the commercial bank, broker, dealer, custodian, trust company, account holder, professional securities depository, financial institution or other qualified intermediary through which they hold their shares (hereinafter, the "Intermediary") who handles the management of the Company's shares by using the proxy form or the ballot paper form.

Intermediaries shall ensure that the signed and dated proxy forms with vote instructions and the ballot papers be delivered by hand with acknowledgment of receipt, by registered post with acknowledgment of receipt, by special courier service using an internationally recognised courier company, by email or by fax to BNP Paribas with copy to the Company no later than 5:00 p.m. Luxembourg time on April 15th, 2016. Beneficial owners of shares held through an Intermediary are urged

to confirm the deadline for receipt of their proxy forms with vote instructions and ballot papers by such Intermediary to ensure their onward delivery to BNP Paribas by the relevant deadline.

Shareholders acknowledge that by sending their proxy forms with their voting instructions or their ballot paper form they will be deemed to consent to having the relevant Intermediary, including but not limited to Euroclear and Clearstream, provide all details concerning their identity to BNP Paribas and to the Company.

Relevant proxy forms and/or ballot papers forms ("formulaires") may be obtained, free of charge, at the registered office of the Company, on the Company's website [www.damicointernationalshipping.com](http://www.damicointernationalshipping.com) (hereinafter, the "Website") or at BNP Paribas.

#### Documentation for the Meeting

In full compliance with the laws and regulations in force and applicable to the Company, the required supporting documentation, the convening notice, the total number of shares and voting rights, the draft resolutions and the proxy and ballot papers forms are deposited and available to the public at the Company's registered office and on the Website. The above mentioned set of documents is also filed with Borsa Italiana S.p.A. and CONSOB through the SDIR-NIS mechanism.

Shareholders may upon request obtain a copy of the full, unabridged text of the documents to be submitted to the Meeting and draft resolutions proposed to be adopted by the Meeting by electronic means at the address of the Company indicated below or by postal services at the registered office of the Company.

#### Right to Put Items on the Agenda and to Table Draft Resolutions

In accordance with the Company's Articles of Association, shareholders holding individually or collectively at least five per cent (5%) of the share capital of the Company: (a) have the right to put items on the agenda of the Meeting; and (b) have the right to table draft resolutions for items included or to be included on the agenda of the Meeting. Those rights shall be exercised upon requests of the shareholders in writing submitted to the Company by postal services or electronic means at the addresses of the Company indicated below. The requests shall be accompanied by a justification or a draft resolution to be adopted in the Meeting and shall include the electronic or mailing address at which the Company can acknowledge receipt of these requests. The requests from the shareholders shall be received by the Company at the latest on March 29th, 2016.

#### Right to Ask Questions

In accordance with the Company's Articles of Association, shareholders shall have the right to ask questions at the Meeting related to items on the agenda of the Meeting. The Company shall answer the questions put to it by shareholders. The right to ask questions and the obligation of the Company to answer are subject to the measures to be taken by the Company to ensure the identification of shareholders, the good order of general meetings and their preparation as well as the protection of confidentiality and business interests of the Company.

The contact details of the Company are as follows:

#### Company

d'Amico International Shipping S.A.

25 C, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg

Fax: + 352 26 26 24 54, Email: [ir@damicointernationalshipping.com](mailto:ir@damicointernationalshipping.com)

Attention: Mr. Marco FIORI, CEO / Mrs. Anna FRANCHIN, Investor Relations Manager

The contact details of the centralising bank mandated by the Company are as follows:

BNP Paribas Securities Services Branch Luxembourg

Corporate Trust Services

33 rue de Gasperich - Howald - Hesperange,

L-2085 Luxembourg, Grand Duchy of Luxembourg

Tel: + 352 2696 2518/2407 Fax: + 352 2696 9757

Email: [lux.ostdomiciliees@bnpparibas.com](mailto:lux.ostdomiciliees@bnpparibas.com)

Attention: Lux ost domiciliées, Sabrina DEVERSENNE / Rudolf VOIGTLANDER

March 18th, 2016

For the Board of Directors

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Paolo d'Amico

Chairman

Référence de publication: 2016080588/267/123.

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**d'Amico International Shipping S.A., Société Anonyme.**

Siège social: L-2449 Luxembourg, 25C, boulevard Royal.  
R.C.S. Luxembourg B 124.790.

The

**EXTRAORDINARY GENERAL MEETING**

of the shareholders of the Company (to the holders of shares with Common Code 029069751 and ISIN Code LU0290697514)(hereinafter, the "Meeting") will be held at the registered address of the Company, 25C boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, on *April 20th, 2016*, at 11.40 a.m., to discuss and resolve on the following:

*Agenda:*

1. To amend article 6 of the articles of association of the Company as per the wording proposed in the board of directors report tabled to the extraordinary general meeting of shareholders.

**Quorum and Majority Requirements**

The Meeting shall validly deliberate provided a quorum of half of the shares issued and outstanding is reached. If the quorum is not reached at the first meeting a second meeting may be convened at which no quorum requirement shall apply. Resolutions shall be adopted by a majority of 2/3 of the votes cast by the shareholders present or represented at the Meeting.

**Declaration of Intention to Participate in the Meeting**

Shareholders must notify the Company on the day of the Record Date (as defined hereafter) of their intention to participate in the Meeting by sending a certificate (the "Certificate") indicating, inter alia, (i) the name and/or corporate name and the domicile of the shareholder and/or registered address, (ii) a confirmation of participation in the Meeting and (iii) a confirmation of the number of shares held by the shareholder after closing of the markets on the Record Date (the "Shareholder's Details"). For shareholders holding their shares through an Intermediary (as defined hereafter), the Certificate being prepared by the Intermediary with which the shares are held shall be sent to BNP Paribas Securities Services, Luxembourg branch ("BNP Paribas") in its capacity as the duly mandated agent of the Company with copy to the Company exclusively through Euroclear and Clearstream. In that respect, Intermediaries are further requested to compulsorily instruct Euroclear and Clearstream to further confirm to BNP Paribas all Shareholder's Details.

**Voting Rights and Record Date**

The rights of a shareholder to attend and speak at the Meeting and to vote in respect of his shares shall be determined with respect to the shares held by the shareholder on April 6th, 2016 at 24:00 hours Luxembourg time (the "Record Date"). Only those who are shareholders on that Record Date shall have the right to participate and vote at the Meeting.

Shareholders present or represented are requested to bring a copy of the Certificate to the Meeting in order to present it to the board of the Meeting.

**Representation by Proxy or Voting by Ballot Paper**

Each share is indivisible as far as the Company is concerned. The co-proprietors, the usufructuaries and bare-owners of shares, the creditors and debtors of pledged shares must appoint one sole person to represent them at any general meeting of shareholders.

Shareholders need not be present at the Meeting in person. In accordance with the Company's Articles of Association, a shareholder at the Record Date may act at the Meeting by appointing another person who need not be a shareholder himself, subject to the production of the original of the executed proxy to the Meeting in order to present it to the board of the Meeting. The proxy holder shall enjoy the same rights to speak and ask questions at the Meeting as those to which the shareholder thus represented would be entitled. Each shareholder shall only be represented by one proxy holder at the Meeting except that:

(i) if a shareholder has shares of the Company held in more than one securities account, he may appoint one proxy holder per securities account at the Meeting;

(ii) a shareholder acting professionally for the account of other natural or legal persons may appoint each of these natural or legal persons or third parties appointed by them.

A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. Where a proxy holder holds proxies from several shareholders, it may cast votes for a certain shareholder differently from votes cast for another shareholder.

Alternatively, in accordance with the Company's Articles of Association, a shareholder may cast his vote by a ballot paper ("formulaire") expressed in the English language.

Any ballot paper which does not bear the mentions or indications required by the Company's Articles of Association is to be considered void and shall be disregarded for quorum purposes. In case a proposed resolution is amended by the Meeting, the votes expressed on such proposed resolution pursuant to the ballot papers received shall be void.

Shareholders must instruct the commercial bank, broker, dealer, custodian, trust company, accountholder, professional securities depository, financial institution or other qualified intermediary through which they hold their shares (hereinafter, the "Intermediary") who handles the management of the Company's shares by using the proxy form or the ballot paper form.

Intermediaries shall ensure that the signed and dated proxy forms with vote instructions and the ballot papers be delivered by hand with acknowledgment of receipt, by registered post with acknowledgment of receipt, by special courier service using an internationally recognised courier company, by email or by fax to BNP Paribas with copy to the Company no later than 5:00 p.m. Luxembourg time on April 15th, 2016. Beneficial owners of shares held through an Intermediary are urged to confirm the deadline for receipt of their proxy forms with vote instructions and ballot papers by such Intermediary to ensure their onward delivery to BNP Paribas by the relevant deadline.

Shareholders acknowledge that by sending their proxy forms with their voting instructions or their ballot paper form they will be deemed to consent to having the relevant Intermediary, including but not limited to Euroclear and Clearstream, provide all details concerning their identity to BNP Paribas and to the Company.

Relevant proxy forms and/or ballot papers forms ("formulaires") may be obtained, free of charge, at the registered office of the Company, on the Company's website [www.damicointernationalshipping.com](http://www.damicointernationalshipping.com) (hereinafter, the "Website") or at BNP Paribas.

#### Documentation for the Meeting

In full compliance with the laws and regulations in force and applicable to the Company, the required supporting documentation, the convening notice, the total number of shares and voting rights, the draft resolutions and the proxy and ballot papers forms are deposited and available to the public at the Company's registered office and on the Website. The above mentioned set of documents is also filed with Borsa Italiana S.p.A. and CONSOB through the SDIR-NIS mechanism.

Shareholders may upon request obtain a copy of the full, unabridged text of the documents to be submitted to the Meeting and draft resolutions proposed to be adopted by the Meeting by electronic means at the address of the Company indicated below or by postal services at the registered office of the Company.

#### Right to Put Items on the Agenda and to Table Draft Resolutions

In accordance with the Company's Articles of Association, shareholders holding individually or collectively at least five per cent (5%) of the share capital of the Company: (a) have the right to put items on the agenda of the Meeting; and (b) have the right to table draft resolutions for items included or to be included on the agenda of the Meeting. Those rights shall be exercised upon requests of the shareholders in writing submitted to the Company by postal services or electronic means at the addresses of the Company indicated below. The requests shall be accompanied by a justification or a draft resolution to be adopted in the Meeting and shall include the electronic or mailing address at which the Company can acknowledge receipt of these requests. The requests from the shareholders shall be received by the Company at the latest on March 29th, 2016.

#### Right to Ask Questions

In accordance with the Company's Articles of Association, shareholders shall have the right to ask questions at the Meeting related to items on the agenda of the Meeting. The Company shall answer the questions put to it by shareholders. The right to ask questions and the obligation of the Company to answer are subject to the measures to be taken by the Company to ensure the identification of shareholders, the good order of general meetings and their preparation as well as the protection of confidentiality and business interests of the Company.

The contact details of the Company are as follows:

#### Company

d'Amico International Shipping S.A.

25 C, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg

Fax: + 352 26 26 24 54, Email: [ir@damicointernationalshipping.com](mailto:ir@damicointernationalshipping.com)

Attention: Mr. Marco FIORI, CEO / Mrs. Anna FRANCHIN, Investor Relations Manager

The contact details of the centralising bank mandated by the Company are as follows:

BNP Paribas Securities Services Branch Luxembourg

Corporate Trust Services

33 rue de Gasperich - Howald - Hesperange,

L-2085 Luxembourg, Grand Duchy of Luxembourg

Tel: + 352 2696 2518/2407 Fax: + 352 2696 9757

Email: [lux.ostdomiciliees@bnpparibas.com](mailto:lux.ostdomiciliees@bnpparibas.com)

Attention: Lux ost domiciliées, Sabrina DEVERSENNE / Rudolf VOIGTLANDER

March 18th, 2016



For the Board of Directors

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Paolo d'Amico

Chairman

Référence de publication: 2016080587/267/115.

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**Dual Return Fund (Sicav), Société d'Investissement à Capital Variable.**

Siège social: L-5365 Munsbach, 1B, rue Gabriel Lippmann.

R.C.S. Luxembourg B 112.224.

Die Aktionäre des DUAL RETURN FUND ("die Gesellschaft") - einer Investmentgesellschaft mit variablem Kapital, deren ausschließlicher Zweck darin besteht, die ihr zur Verfügung stehenden Mittel in Wertpapiere und andere gesetzlich zulässige Vermögenswerte zu investieren, um das Anlagerisiko zu streuen und ihren Anteilhabern eine Beteiligung an den Ergebnissen der Verwaltung ihrer Vermögenswerte zu ermöglichen - werden hiermit zu einer

**AUSSERORDENTLICHEN GENERALVERSAMMLUNG**

der Aktionäre eingeladen, die am 7. April 2016 um 10:00 Uhr am Amtssitz des Notars Hellinckx in 101, rue Cents, L-1319 Luxembourg, stattfinden wird.

*Tagesordnung:*

Die Tagesordnung lautet wie folgt:

1. Neufassung der Satzung in deutscher Sprache unter Anpassung an die aktuelle Rechtslage und an die Voraussetzungen des deutschen Kapital und Anlagegesetzbuches (KAGB).  
Hierzu sollen die Artikel 4, 5, 7, 12, 22 der Satzung geändert bzw. ergänzt werden und - unter entsprechender Anpassung der Nummerierung der nachfolgenden Artikel - die Artikel 28 bis 36 neu eingefügt werden.
2. Verlegung des Gesellschaftssitzes von 1B, rue Gabriel Lippmann, L-5365 Munsbach zu 15, rue de Flaxweiler, L-6776 Grevenmacher.  
Hierzu soll Artikel 2 der Satzung entsprechend geändert werden.
3. Verlegung des Termins der Jahreshauptversammlung auf den dritten Freitag im April um 11:00 Uhr.  
Hierzu sollen die Artikel 23 und 24 der Satzung entsprechend geändert werden.
4. Festlegung des Rücknahmetages für Aktien und des Bewertungstages in der Satzung.  
Hierzu soll Artikel 8 der Satzung geändert werden.
5. Inkrafttreten der Satzungsänderung am 19. Mai 2016.
6. Verschiedenes

Die Aktionäre können eine änderungsmarkierte Version der neugefassten Satzung kostenfrei bei der Verwaltungsgesellschaft (15, rue de Flaxweiler, L-6776 Grevenmacher, Fax: +352 76 94 94 - 599, E-Mail: legal@axxion.lu) anfordern.

Diese außerordentliche Generalversammlung ist nur dann beschlussfähig, wenn ein Anwesenheitsquorum von mindestens 50 % des Gesellschaftskapitals eingehalten wird. Sollte ein solches Quorum nicht erreicht werden, ist nach den Vorschriften des Luxemburger Rechts eine zweite Generalversammlung einzuberufen. Ein Anwesenheitsquorum ist im Rahmen dieser zweiten Generalversammlung nicht vorgesehen. Für alle Punkte der Tagesordnung gilt auf beiden Versammlungen ein Stimmenmehrheitserfordernis von mindestens zwei Dritteln der abgegebenen Stimmen. Grundlage für die Beschlussmehrheit sind die am fünften Tag vor der außerordentlichen Generalversammlung (Stichtag) im Umlauf befindlichen Aktien gem. Art. 26 (4) des Gesetzes vom 17. Dezember 2010 über Organismen für gemeinsame Anlagen.

Die Aktionäre sind berechtigt, an der außerordentlichen Generalversammlung teilzunehmen oder sich vertreten zu lassen. Aktionäre, die sich vertreten lassen möchten, können eine entsprechende Vollmacht bei der Verwaltungsgesellschaft (15, rue de Flaxweiler, L-6776 Grevenmacher, Fax: +352 76 94 94 - 599, E-Mail: legal@axxion.lu) anfordern und werden gebeten, diese bis zum o.g. Stichtag unterschrieben an die Gesellschaft zurückzusenden.

Aktionäre, die an der außerordentlichen Generalversammlung teilnehmen möchten, müssen sich zum o.g. Stichtag vor der außerordentlichen Generalversammlung am Sitz der Verwaltungsgesellschaft anmelden.

Aktionäre, die ihren Aktienbestand in einem Depot bei einer Bank unterhalten, werden gebeten, ihre depotführende Bank mit der Übersendung einer Depotbestandsbescheinigung zu beauftragen, die bestätigt, dass die Aktien bis nach der außerordentlichen Generalversammlung gesperrt gehalten werden. Die Depotbestandsbescheinigung muss der Gesellschaft bis zum o.g. Stichtag vorliegen.

*Der Verwaltungsrat.*

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Référence de publication: 2016080591/48.

**Valau S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 35.284.

Messieurs les actionnaires sont convoqués par le présent avis à

**l'ASSEMBLEE GENERALE STATUTAIRE**

qui aura lieu jeudi *07 avr. 2016* à 10:00 heures au siège social de la société, avec l'ordre du jour suivant :

*Ordre du jour:*

1. Approbation des comptes annuels et affectation des résultats au 31/12/2015.
2. Approbation du rapport du commissaire aux comptes.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Renouvellement et / ou nomination des administrateurs et du commissaire aux comptes.
5. Divers.

*Le Conseil d'Administration.*

Référence de publication: 2016080595/1267/16.

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**Subsea 7 S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 43.172.

The Shareholders are hereby convened to the

**ANNUAL GENERAL MEETING**

(the "AGM") of the Shareholders of Subsea 7 S.A. (the "Company"), RCS Luxembourg N° B 43172, having its registered office at 412F, route d'Esch, L-2086 Luxembourg, to be held at its registered office on *14 April 2016* at 15:00 hours (local time).

*Agenda:*

1. To approve the convening of the AGM of the Company to be held on 14 April 2016, notwithstanding the date set forth in Article 24 of the Company's Articles of Incorporation.
2. To consider (i) the management reports of the Board of Directors of the Company in respect of the statutory and consolidated financial statements of the Company and (ii) the reports of Ernst & Young S.A., Luxembourg, authorised statutory auditor ("réviseur d'entreprises agréé") on the statutory financial statements and the consolidated financial statements of the Company, for the financial year ended 31 December 2015, as published on 10 March 2016 which are available on the Company's website at [www.subsea7.com](http://www.subsea7.com).
3. To approve the statutory financial statements of the Company for the financial year ended 31 December 2015, as published on 10 March 2016 which are available on the Company's website at [www.subsea7.com](http://www.subsea7.com).
4. To approve the consolidated financial statements of the Company for the financial year ended 31 December 2015, as published on 10 March 2016 which are available on the Company's website at [www.subsea7.com](http://www.subsea7.com).
5. To approve the allocation of results of the Company, without the payment of a dividend, for the financial year ended 31 December 2015, as recommended by the Board of Directors of the Company.
6. To discharge the Directors of the Company in respect of the proper performance of their duties for the financial year ended 31 December 2015.
7. To re-elect Ernst & Young S.A., Luxembourg, as authorised statutory auditor ("réviseur d'entreprises agréé") to audit the statutory and consolidated financial statements of the Company, for a term to expire at the next Annual General Meeting.
8. To re-elect Mr Kristian Siem as a Director of the Company to hold office until the Annual General Meeting to be held in 2018 or until his successor has been duly elected.
9. To re-elect Sir Peter Mason as an Independent Director of the Company to hold office until the Annual General Meeting to be held in 2018 or until his successor has been duly elected.
10. To re-elect Mr Jean Cahuzac as a Director of the Company to hold office until the Annual General Meeting to be held in 2018 or until his successor has been duly elected.
11. To re-elect Mr Eystein Eriksrud as a Director of the Company to hold office until the Annual General Meeting to be held in 2018 or until his successor has been duly elected.

The items on the AGM agenda may be validly deliberated on without any quorum requirement. The resolutions at the AGM shall be adopted by a simple majority of the votes validly cast.

The full text of the documents relating to the AGM is available online at: [www.subsea7.com](http://www.subsea7.com) and can also be obtained from the Company Secretary, Subsea 7 S.A., 412F, route d'Esch,

L-2086 Luxembourg.

15 March 2016  
Mr. Kristian Siem  
Chairman

To assure their representation at the AGM, shareholders are hereby requested to fill in, sign, date and return the Proxy Card in the return envelope provided for such purpose to the address indicated therein. The deadline for submission of votes for American Depository Receipt holders is 6 April 2016 and for holders of Common Shares is 8 April 2016.

The appointing of a proxy will not affect a shareholder's right to revoke their proxy or vote in person should they later decide to attend the meeting.

Référence de publication: 2016080593/795/51.

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**Marsan Holding S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-2138 Luxembourg, 24, rue Saint-Mathieu.  
R.C.S. Luxembourg B 39.761.

Messieurs les actionnaires sont convoqués par le présent avis à

**l'ASSEMBLEE GENERALE STATUTAIRE**

qui aura lieu jeudi *07 avr. 2016* à 17:00 heures au siège social de la société, avec l'ordre du jour suivant :

*Ordre du jour:*

1. Approbation des comptes annuels et affectation des résultats au 31/12/2015.
2. Approbation du rapport du commissaire aux comptes.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Nominations statutaires.
5. Divers.

*Le Conseil d'Administration.*

Référence de publication: 2016080596/1267/16.

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**Beauregard Capital Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1736 Senningerberg, 5, rue Heienhaff.  
R.C.S. Luxembourg B 180.391.

The Shareholder are hereby invited to attend the

**ANNUAL GENERAL MEETING**

of the Fund to be held on *13 April 2016* at 10.00 a.m. (CET) at 5, rue Heienhaff, L-1736 Senningerberg, Grand-Duchy of Luxembourg, with respect to the agenda set forth below:

*Agenda:*

1. Acknowledgement of the report of the board of directors and the report of the auditor for the financial year ended 31 December 2015;
2. Approval of the financial statements of the Fund for the financial year ended 31 December 2015;
3. Approval of the allocation of results for the financial year ended 31 December 2015;
4. Decision to grant full discharge of personal liability to all current directors of the Fund for their mandate during the financial year ended 31 December 2015;
5. Re-election of Prof. Dr. Jörg Henzler, Mr. Nevil von Tschärner and Mr. Grégoire Vaucher as directors of the Fund until the annual general meeting to be held in 2017;
6. Reappointment of PricewaterhouseCoopers Luxembourg S.à r.l. with registered address at 2, rue Gerhard Mercator, L-2182 Luxembourg as auditor of the Fund until the annual general meeting to be held in 2017; and
7. Miscellaneous.

The proxy form, the report of the board of directors, the auditor's report and the audited financial statements of the Fund are available at the registered office of the Fund.

An attendance list will be established at the Meeting recording the shareholder(s) of the Company. To be recorded in such a list, a natural or a legal person will have to prove his/her/its quality of shareholder of the Company. In case of a natural person he/she will have to prove his/her identity. In case of a legal person, its representative will have to prove that he/she is a duly authorized representative empowered to bind the legal person.

On behalf of the Chairman of the Fund

Référence de publication: 2016080598/29.

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

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 35.276.

Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu jeudi 07 avr. 2016 à 15:00 heures au siège social de la société, avec l'ordre du jour suivant :

*Ordre du jour:*

1. Approbation des comptes annuels et affectation des résultats au 31/12/2015.
2. Approbation du rapport du commissaire aux comptes.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Renouvellement et / ou nomination des administrateurs et du commissaire aux comptes.
5. Divers.

*Le Conseil d'Administration.*

Référence de publication: 2016080597/1267/16.

**Nikkei Invest Corporation S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

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

R.C.S. Luxembourg B 44.354.

Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLÉE GÉNÉRALE ORDINAIRE

de NIKKEI INVEST CORPORATION S.A., SPF Société Anonyme Société de Gestion de Patrimoine Familial 44, avenue JF Kennedy L-1855 LUXEMBOURG R.C.S. Luxembourg B 44 354 qui se tiendra le vendredi 8 avril 2016 à 15.00 heures au siège social avec pour :

*Ordre du jour:*

- Lecture du rapport de gestion du Conseil d'Administration et du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2015 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Délibération et décision sur la continuité des activités de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales,
- Nominations statutaires,
- Fixation des émoluments du commissaire aux comptes.

Pour assister ou être représentés à cette assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

*Le Conseil d'Administration.*

Référence de publication: 2016080599/755/22.

**Interfund Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1637 Luxembourg, 9-11, rue Goethe.

R.C.S. Luxembourg B 8.074.

Notice is hereby given to the shareholders of INTERFUND that the

ANNUAL ORDINARY SHAREHOLDERS' MEETING

will be held in Luxembourg at the registered office of the Company, 9-11 rue Goethe, on *March 29th*, 2016 at 10.00 am Luxembourg time with the following agenda:

*Agenda:*

- Board of Directors and External Auditors' Reports.
- Approval of Sub-Fund's Financial Statements as at 31st December, 2015.  
Presentation and approval of the SICAV's consolidated Financial Statements as at December 31st, 2015.
- Director's legal responsibilities discharge for activities rendered during 2015 Financial Year.
- Statutory Nominations.

Resolutions will be passed by a simple majority of shareholders present or represented.

Shareholders may vote by proxy. Proxies must be received at INTERFUND SICAV's registered office at least 48 hours prior to the meeting.

The Shareholders wishing to attend the Meeting may request admission ticket to Fideuram Bank (Luxembourg) S.A.

*The Board of Directors.*

Référence de publication: 2016073785/21.

**Global Advantage Funds, Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 49, avenue J.F. Kennedy.

R.C.S. Luxembourg B 42.433.

We are pleased to invite you to attend the

**ANNUAL GENERAL MEETING**

of the shareholders (the "Meeting"), of Global Advantage Funds (the "Company") which will be held on *29 March 2016* at 11.00 a.m. at the registered office, with the following agenda:

*Agenda:*

1. Allocation of results and approval of the annual report including the Chairman's Statement, the report of the Auditor and the balance sheet and profit & loss account as of 31 December 2015.
2. Discharge to be granted to the directors of the Company with respect to the performance of their duties during the financial year ended 31 December 2015.
3. Re-election of the following persons as directors of the Company until the next annual general meeting to be held in 2017:
  - Mr. Michael Keppler,
  - Mr. Wolfgang Hoetzendorfer,
  - Mr. William Derek Russell Street
4. Re-election of PricewaterhouseCoopers Société cooperative as Auditor of the Company to hold office until the next annual general meeting to be held in 2017.
5. Any others business which may be properly brought before the Meeting.

The shareholders are advised that no quorum for the items of the agenda is required and that the decisions will be taken at the majority vote of the shares represented at the Meeting. Each share is entitled to one vote. A shareholder may act at any Meeting by proxy.

The annual report including the Chairman's Statement, the report of the Auditor and the balance sheet and profit & loss account as of 31 December 2015, can be obtained upon request at the registered office of the Company by fax: + 352 46 40 10 413 or by e-mail at: Luxembourg-Finrep3@statestreet.com

Should you not be able to attend this meeting, kindly complete, date, sign and return the form of proxy no later than 72 hours before the meeting by fax to the attention of the Domiciliary Department at number +352 46 40 10 413 or/and by e-mail at Luxembourg-Domiciliary@statestreet.com , or by mail to the registered office.

*By order of the board of directors of the Company*

Référence de publication: 2016075086/755/33.

**NN (L) CMF, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 40.811.

As the value of the assets of the Company's sub-fund NN (L) CMF Euro Short Term Governments (the "Sub-Fund") has decreased to an amount determined by the board of directors to be the minimum level needed to operate the Sub-Fund in an economically efficient manner and that therefore the liquidation of the Sub-Fund would be in the best interest and to the benefit of the shareholders (the "Liquidation").

Notice is hereby given that a

**GENERAL MEETING**

of the shareholders of the Sub-Fund will be held under private deed at the registered office of the Company on *29 March 2016* at 2 PM Luxembourg time (the "Meeting") to consider and resolve upon the following agenda:

*Agenda:*

1. Acknowledgement of shareholders present or represented as being duly convened and informed of the agenda of the Meeting without specific notice in accordance with Art. 28 para. 2 of the Company's articles of association;
2. Liquidation of the Sub-Fund and subsequent cancellation of all the outstanding shares inscribed in the books of Brown Brothers Harriman (Luxembourg) S.C.A. at the date of the Liquidation.
3. Effectiveness of the Liquidation as of 31 March 2016 or any later date as may reasonably be decided by NN Investment Partners Luxembourg S.A., acting in its capacity as the Company's management company;
4. Miscellaneous.

Shareholders are informed that the board of directors has decided to suspend new subscriptions, redemption and conversion exchanges into the Sub-Fund's share classes as from 9 March 2016.

The cost related to the Liquidation will be borne by NN Investment Partners Luxembourg S.A.

Liquidation proceeds that are not payable to shareholders due to, inter alia, non-availability of the shareholder at its registered address or incorrect bank account details will be transferred to the Caisse de Consignation at the close of the liquidation.

The liquidation may not be tax neutral, and shareholders are encouraged to seek advice from their tax advisor in case of doubt regarding the potential taxation impact resulting from the liquidation.

The above changes will be reflected in the next version of the prospectus of the Company which will be available to shareholders free of charge upon request at the registered office of the Company.

Luxembourg, 9 March 2016

The Board of Directors of NN (L) CMF

Référence de publication: 2016075636/755/34.

**DB Platinum, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 104.413.

Shareholders of DB Platinum (the "Company"), are hereby invited to participate in the

**ANNUAL GENERAL MEETING**

of shareholders of the Company (the "AGM"), which will be held on *15 April 2016* at 11:00 a.m. (Luxembourg time) at the premises of the Company, 11-13, boulevard de la Foire, L-1528 Luxembourg, with the following agenda:

*Agenda:*

1. Submission of the reports of the board of directors of the Company (the "Board of Directors" and each member individually a "Director") and the approved statutory auditor (réviseur d'entreprises agréé) of the Company for the fiscal year ended 31 January 2016;
2. Approval of the audited financial statements of the Company for the fiscal year ended 31 January 2016;
3. Allocation of the net results for the fiscal year ended 31 January 2016 and ratification of the distribution of dividends, if any, in respect of the shares of distributing share classes of the sub-funds of the Company where shares of such distributing share classes have been issued;
4. Discharge to be granted to the Directors with respect to the performance of their duties during the fiscal year ended 31 January 2016;
5. Re-election of Messrs. Werner Burg, Klaus-Michael Vogel, Alexander McKenna, Ben O'Bryan, Philippe Ah-Sun and Freddy Brausch as Directors of the Company and approval of the remuneration of the independent directors until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the fiscal year ending on 31 January 2017;
6. Re-election of Ernst & Young S.A. as approved statutory auditor (réviseur d'entreprises agréé) of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the fiscal year ending on 31 January 2017;
7. Miscellaneous.

**Voting Arrangements for the AGM**

A shareholder may act at the AGM by person or by proxy.

Shareholders who wish to participate in person at the AGM, are kindly asked to inform RBC Investor Services Bank S.A. hereof, no later than 12 April 2016, 5:00 p.m. (Luxembourg time).

Shareholders who are not able to participate personally in the AGM, are permitted to have themselves represented. A proxy form for the AGM may be obtained at the registered office of the Company or from the Company's website [www.funds.db.com](http://www.funds.db.com) and has to be returned, completed and duly signed, to RBC Investor Services Bank S.A., to the attention of Fund Corporate Services (Fax No. +352 2460 3331), by 12 April 2016, 5:00 p.m. (Luxembourg time) at the latest.

Shareholders who are holding shares of the Company through a financial intermediary or clearing agent, should note that:

- the proxy form must be returned to the financial intermediary or clearing agent in good time for its onward transmission to the Company by 12 April 2016; and
- if the financial intermediary holds the shares in the Company in its own name and on the shareholder's behalf, it may not be possible for the shareholder to exercise certain rights directly in relation to the Company (as further explained in the prospectus of the Company).

Specific Rules of Voting at the AGM

The shareholders are advised that no quorum is required for the adoption of resolutions by the AGM and that the resolutions will be taken at the majority vote of the shareholders present or represented at the AGM and voting. Each share is entitled to one vote.

#### Audited Annual Report

The reports of the Board of Directors and the approved statutory auditor, as well as the annual report of the Company (including the audited financial statements) (the "Audited Annual Report") for the fiscal year ended on 31 January 2016 will be available in English at the registered office of the Company and on the Company's website [www.funds.db.com](http://www.funds.db.com) as of 31 March 2016.

Further information can be obtained from RBC Investor Services Bank S.A., acting in its capacity as Registrar and Transfer Agent (tel.: +352 2605 9815, fax: +352 2460 9500, attn. Customer Service, [CSDeutscheBank@rbc.com](mailto:CSDeutscheBank@rbc.com)) or from the local representative of the Company or from the relevant financial intermediary through whom the shares of the Company have been purchased.

DB Platinum

*The Board of Directors.*

Référence de publication: 2016080600/755/58.

#### **DB Platinum IV, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 85.828.

Shareholders of DB Platinum IV (the "Company"), are hereby invited to participate in the

#### ANNUAL GENERAL MEETING

of shareholders of the Company (the "AGM"), which will be held on *15 April 2016* at 11:00 a.m. (Luxembourg time) at the premises of the Company, 11-13, boulevard de la Foire, L-1528 Luxembourg, with the following agenda:

#### *Agenda:*

1. Submission of the reports of the board of directors of the Company (the "Board of Directors" and each member individually a "Director") and the approved statutory auditor (réviseur d'entreprises agréé) of the Company for the fiscal year ended 31 January 2016;
2. Approval of the audited financial statements of the Company for the fiscal year ended
3. Allocation of the net results for the fiscal year ended 31 January 2016 and ratification of the distribution of dividends, if any, in respect of the shares of distributing share classes of the sub-funds of the Company where shares of such distributing share classes have been issued;
4. Discharge to be granted to the Directors with respect to the performance of their duties during the fiscal year ended 31 January 2016;
5. Re-election of Messrs. Werner Burg, Klaus-Michael Vogel, Alexander McKenna, Ben O'Bryan, Philippe Ah-Sun and Freddy Brausch as Directors of the Company and approval of the remuneration of the independent directors until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the fiscal year ending on 31 January 2017;
6. Re-election of Ernst & Young S.A. as approved statutory auditor (réviseur d'entreprises agréé) of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the fiscal year ending on 31 January 2017;
7. Miscellaneous.

#### Voting Arrangements for the AGM

A shareholder may act at the AGM by person or by proxy.

Shareholders who wish to participate in person at the AGM, are kindly asked to inform RBC Investor Services Bank S.A. hereof, no later than 12 April 2016, 5:00 p.m. (Luxembourg time).

Shareholders who are not able to participate personally in the AGM, are permitted to have themselves represented. A proxy form for the AGM may be obtained at the registered office of the Company or from the Company's website [www.funds.db.com](http://www.funds.db.com) and has to be returned, completed and duly signed, to RBC Investor Services Bank S.A., to the attention of Fund Corporate Services (Fax No. +352 2460 3331), by 12 April 2016, 5:00 p.m. (Luxembourg time) at the latest.

Shareholders who are holding shares of the Company through a financial intermediary or clearing agent, should note that:

- the proxy form must be returned to the financial intermediary or clearing agent in good time for its onward transmission to the Company by 12 April 2016; and

- if the financial intermediary holds the shares in the Company in its own name and on the shareholder's behalf, it may not be possible for the shareholder to exercise certain rights directly in relation to the Company (as further explained in the prospectus of the Company).

#### Specific Rules of Voting at the AGM

The shareholders are advised that no quorum is required for the adoption of resolutions by the AGM and that the resolutions will be taken at the majority vote of the shareholders present or represented at the AGM and voting. Each share is entitled to one vote.

#### Audited Annual Report

The reports of the Board of Directors and the approved statutory auditor, as well as the annual report of the Company (including the audited financial statements) (the "Audited Annual Report") for the fiscal year ended on 31 January 2016 will be available in English at the registered office of the Company and on the Company's website [www.funds.db.com](http://www.funds.db.com) as of 31 March 2016.

Further information can be obtained from RBC Investor Services Bank S.A., acting in its capacity as Registrar and Transfer Agent (tel.: +352 2605 9815, fax: +352 2460 9500, attn. Customer Service, [CSDeutscheBank@rbc.com](mailto:CSDeutscheBank@rbc.com)) or from the local representative of the Company or from the relevant financial intermediary through whom the shares of the Company have been purchased.

DB Platinum IV

*The Board of Directors.*

Référence de publication: 2016080601/755/58.

### **DB Platinum II, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 99.199.

Shareholders of DB Platinum II the "Company"), are hereby invited to participate in the

#### ANNUAL GENERAL MEETING

of shareholders of the Company (the "AGM"), which will be held on *15 April 2016* at 11:00 a.m. (Luxembourg time) at the premises of the Company, 11-13, boulevard de la Foire, L-1528 Luxembourg, with the following agenda:

#### *Agenda:*

1. Submission of the reports of the board of directors of the Company (the "Board of Directors" and each member individually a "Director") and the approved statutory auditor (réviseur d'entreprises agréé) of the Company for the fiscal year ended 31 January 2016;
2. Approval of the audited financial statements of the Company for the fiscal year ended 31 January 2016;
3. Allocation of the net results for the fiscal year ended 31 January 2016 and ratification of the distribution of dividends, if any, in respect of the shares of distributing share classes of the sub-funds of the Company where shares of such distributing share classes have been issued;
4. Discharge to be granted to the Directors with respect to the performance of their duties during the fiscal year ended 31 January 2016;
5. Re-election of Messrs. Werner Burg, Klaus-Michael Vogel, Alexander McKenna and Freddy Brausch, Ben O'Bryan, Philippe Ah-Sun as Directors of the Company and approval of the remuneration of the independent directors until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the fiscal year ending on 31 January 2017;
6. Re-election of Ernst & Young S.A. as approved statutory auditor (réviseur d'entreprises agréé) of the Company until the next annual general meeting of shareholders of the Company that will approve the annual accounts for the fiscal year ending on 31 January 2017;
7. Miscellaneous.

#### Voting Arrangements for the AGM

A shareholder may act at the AGM by person or by proxy.

Shareholders who wish to participate in person at the AGM, are kindly asked to inform RBC Investor Services Bank S.A. hereof, no later than 12 April 2016, 5:00 p.m. (Luxembourg time).

Shareholders who are not able to participate personally in the AGM, are permitted to have themselves represented. A proxy form for the AGM may be obtained at the registered office of the Company or from the Company's website [www.funds.db.com](http://www.funds.db.com) and has to be returned, completed and duly signed, to RBC Investor Services Bank S.A., to the attention of Fund Corporate Services (Fax No. +352 2460 3331), by 12 April 2016, 5:00 p.m. (Luxembourg time) at the latest.

Shareholders who are holding shares of the Company through a financial intermediary or clearing agent, should note that:



- the proxy form must be returned to the financial intermediary or clearing agent in good time for its onward transmission to the Company by 12 April 2016; and
- if the financial intermediary holds the shares in the Company in its own name and on the shareholder's behalf, it may not be possible for the shareholder to exercise certain rights directly in relation to the Company (as further explained in the prospectus of the Company).

#### Specific Rules of Voting at the AGM

The shareholders are advised that no quorum is required for the adoption of resolutions by the AGM and that the resolutions will be taken at the majority vote of the shareholders present or represented at the AGM and voting. Each share is entitled to one vote.

#### Audited Annual Report

The reports of the Board of Directors and the approved statutory auditor, as well as the annual report of the Company (including the audited financial statements) (the "Audited Annual Report") for the fiscal year ended on 31 January 2016 will be available in English at the registered office of the Company and on the Company's website [www.funds.db.com](http://www.funds.db.com) as of 31 March 2016.

Further information can be obtained from RBC Investor Services Bank S.A., acting in its capacity as Registrar and Transfer Agent (tel.: +352 2605 9815, fax: +352 2460 9500, attn. Customer Service, [CSDeutscheBank@rbc.com](mailto:CSDeutscheBank@rbc.com)) or from the local representative of the Company or from the relevant financial intermediary through whom the shares of the Company have been purchased.

DB Platinum II

*The Board of Directors.*

Référence de publication: 2016080602/755/58.

### **Global Green Fund FCP-SIF, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.**

#### CLÔTURE DE LIQUIDATION

Par jugement en date du 10 mars 2016 rendu par la 6ème chambre du Tribunal d'Arrondissement de et à Luxembourg, siégeant en matière commerciale, ont été déclarées closes pour absence d'actif les opérations de liquidation du fonds d'investissement spécialisé GLOBAL GREEN FUND FCP-SIF, ayant eu son siège social au 51, avenue J.F. Kennedy, L-1855 Luxembourg.

Ce même jugement a mis les frais à la charge du Trésor.

Luxembourg, le 16 mars 2016

Pour extrait conforme

Laurence JACQUES

Le liquidateur

Référence de publication: 2016080592/14.

### **BlackRock (Luxembourg) S.A., Société Anonyme.**

Siège social: L-1855 Luxembourg, 35A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 27.689.

In the year two thousand fifteen, on the twenty third day in the month of December.

Before Us Maître Jean-Joseph WAGNER, notary residing in Sanem (Grand Duchy of Luxembourg),

there appeared:

“BlackRock Luxembourg Holdco S.à r.l.”, a société à responsabilité limitée (private limited liability company) governed by the laws of the Grand Duchy of Luxembourg, having its registered office at 35A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 147.978 and having a corporate subscribed capital of sixteen million pound sterling (GBP 16,000,000.-) (the “Shareholder”),

here represented by:

Mr Joel DAVIDSON, employee, residing professionally in Luxembourg,

by virtue of a proxy under private seal;

said proxy, signed “ne varietur” by the proxy holder of the Shareholder and the undersigned Notary, shall remain annexed to the present deed for the purpose of registration.

The Shareholder has requested the undersigned Notary to document that the Shareholder is the sole shareholder of “BlackRock (Luxembourg) S.A.”, a société anonyme governed by the laws of the Grand Duchy of Luxembourg, with

registered office at 35A, avenue J.F. Kennedy, L-1855 Luxembourg (Grand Duchy of Luxembourg), incorporated on 30 March 1988, the articles of incorporation of which were published in the Mémorial C, Recueil des Sociétés et Associations N° 117 on 4 May 1988 (the “Company”). The articles of incorporation of the Company have been amended for the last time on 23 March 2015 by a deed of the undersigned notary, as published in the Mémorial C, Recueil des Sociétés et Associations, N° 1307, on 20 May 2015. It is registered with the Luxembourg Register of Commerce and Companies, section B, number 27.689.

The Shareholder, represented as above mentioned, having recognised to be fully informed of the resolutions to be taken on the basis of the following agenda:

*Agenda:*

1. To change the currency of the corporate capital of the Company from Euro into United States Dollars by applying the Euro/United States dollar reference exchange rate published by the European Central Bank on 22 December 2015 with effect as of 01 January 2016.

2. To convert the existing share capital of the Company of six million five hundred twenty-three thousand nine hundred eighty-seven euro and twenty cent (EUR 6,523,987.20) divided into two hundred sixty-three thousand sixty-four (263,064) shares without a par value into seven million one hundred forty five thousand and seventy United States Dollars and seventy eight cents (USD 7,145,070.78) divided into two hundred sixty-three thousand sixty-four (263,064) shares without a par value with effect as of 01 January 2016.

3. To amend article 5 of the Company's articles of incorporation in order to reflect the foregoing with effect as of 01 January 2016.

4. Miscellaneous.

has requested the undersigned notary to document the following resolutions:

*First resolution*

The Shareholder resolves to change the currency of the corporate capital of the Company from Euro (EUR) into United States Dollars (USD) by applying the Euro/United States Dollar reference exchange rate of EUR 1 = USD 1.0952 published by the European Central Bank on 22 December 2015 with effect as of 01 January 2016.

*Second resolution*

The Shareholder resolves to convert the existing share capital of the Company of six million five hundred twenty-three thousand nine hundred eighty-seven euro and twenty cents (EUR 6,523,987.20) divided into two hundred sixty-three thousand sixty-four (263,064) shares without a par value into seven million one hundred forty-five thousand seventy United States Dollars and seventy-eight cents (USD 7,145,070.78) divided into two hundred sixty-three thousand sixty-four (263,064) shares without a par value with effect as of 01 January 2016.

*Third resolution*

The Shareholder resolves to amend article 5 of the Company's articles of incorporation with effect as of 01 January 2016, so that it reads as follows:

“The corporate capital is set at seven million one hundred forty-five thousand seventy United States Dollars and seventy-eight cents (USD 7,145,070.78) divided into two hundred sixty-three thousand sixty-four (263,064) shares without a par value.”

*Declaration*

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

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

The document having been read to the proxy holder of the appearing party, known to the notary, by his surname, first name, civil status and residence, said proxy holder signed together with Us notary this original deed.

**Suit la traduction française du texte qui précède:**

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

Par-devant Nous Maître Jean-Joseph WAGNER, notaire de résidence à Sanem (Grand-Duché de Luxembourg),

a comparu:

«BlackRock Luxembourg Holdco S.à r.l.», une société à responsabilité limitée régie par le droit luxembourgeois, ayant son siège social au 35A, avenue J.F. Kennedy, L-1855 Luxembourg (Grand-Duché de Luxembourg), immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 147.978 et ayant un capital social souscrit de seize millions de livres sterling (GBP 16,000,000.-) (l'«Actionnaire»),

représentée aux fins des présentes par Monsieur Joel DAVIDSON, employé, demeurant professionnellement à Luxembourg,

en vertu d'une procuration sous seing privé;

ladite procuration, après avoir été signée «ne varietur» par le mandataire de l'Actionnaire et le Notaire instrumentant restera annexée au présent acte pour être soumis avec lui aux formalités de l'enregistrement.

L'Actionnaire a requis le notaire instrumentant d'acter que l'Actionnaire est le seul et unique actionnaire de «BlackRock (Luxembourg) S.A.», une société anonyme régie par les lois du Grand-Duché de Luxembourg, ayant son siège social à 35A, avenue J.F. Kennedy, L-1855 Luxembourg (Grand-Duché de Luxembourg), constituée le 30 mars 1988, dont les statuts ont été publiés au Mémorial C, Recueil des Sociétés et Associations numéro 117 le 4 mai 1988 (la «Société»). Les statuts de la Société ont été modifiés la dernière fois le 23 mars 2015 par acte du notaire instrumentant, tel que publié dans le Mémorial C, Recueil des Sociétés et Association, numéro 1307 le 20 mai 2015. Elle est immatriculée au Registre de Commerce et des Sociétés de Luxembourg, section B, numéro 27.689.

L'Actionnaire, représenté comme indiqué ci-avant, reconnaissant avoir été parfaitement informé des décisions à intervenir sur la base de l'ordre du jour suivant:

*Ordre du jour:*

1. Changement de la devise du capital social de la Société de l'Euro en Dollars Américains en appliquant le taux de change Euro/Dollar Américain de référence publié par la Banque Centrale Européenne le 22 juillet 2015 avec effet au 1<sup>er</sup> janvier 2016.

2. Conversion du capital social existant de la Société de six millions cinq cent vingt-trois mille neuf cent quatre-vingt sept euros et vingt cents (EUR 6,523,987.20) divisé en deux cent soixante-trois mille soixante-quatre (263.064) actions sans valeur nominale en sept millions cent quarante-cinq mille soixante-dix Dollars Américains et soixante-dix-huit cents (USD 7,145,070.78) divisé en deux cent soixante-trois mille soixante-quatre (263.064) actions sans valeur nominale avec effet au 1<sup>er</sup> janvier 2016.

3. Modification de l'article 5 des statuts de la Société, afin de refléter les résolutions ci-dessus avec effet au 1<sup>er</sup> janvier 2016.

4. Divers.

a requis le Notaire instrumentant d'acter les résolutions suivantes:

*Première résolution*

L'Actionnaire décide de changer la devise du capital social de la Société de l'Euro (EUR) en Dollars Américains (USD) en appliquant le taux de change Euro/Dollar Américain de référence EUR 1 = USD 1.0952 publié par la Banque Centrale Européenne le 22 décembre 2015 avec effet au 1<sup>er</sup> janvier 2016.

*Deuxième résolution*

L'Actionnaire décide de convertir le capital social existant de la Société de six millions cinq cent vingt-trois mille neuf cent quatre-vingt sept euros et vingt cents (EUR 6,523,987.20) divisé en deux cent soixante-trois mille soixante-quatre (263.064) actions sans valeur nominale en sept millions cent quarante-cinq mille soixante-dix Dollars Américains et soixante-dix-huit cents (USD 7,145,070.78) divisé en deux cent soixante-trois mille soixante-quatre (263.064) actions sans valeur nominale avec effet au 1<sup>er</sup> janvier 2016.

*Troisième résolution*

L'Actionnaire décide de modifier l'article 5 des statuts de la Société comme suit avec effet au 1<sup>er</sup> janvier 2016:

«Le capital social est fixé à sept millions cent quarante-cinq mille soixante-dix Dollars Américains et soixante-dix-huit cents (USD 7,145,070.78) divisé en deux cent soixante-trois mille soixante-quatre (263.064) actions sans valeur nominale.»

*Déclaration*

Le notaire soussigné qui parle et comprend la langue anglaise, déclare par la présente qu'a la demande du mandataire de la partie comparante, le présent acte est rédigé en langue anglaise, suivi d'une version française et qu'a la demande du même mandataire et en cas de divergences entre les deux versions, la version anglaise primera.

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

Lecture du présent acte faite et interprétation donnée au mandataire de la partie comparante, connu du notaire instrumentant par ses nom, prénom usuel, état et demeure, il a signé avec Nous, notaire, le présent acte.

Signé: J. DAVIDSON, J.-J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 28 décembre 2015. Relation: EAC/2015/31253. Reçu soixante-quinze Euros (75,- EUR).

*Le Receveur (signé): SANTIONI.*

Référence de publication: 2016052769/126.

(160011731) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 janvier 2016.

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**UniInstitutional Euro Subordinated Bonds, Fonds Commun de Placement.**

Das geänderte Verwaltungsreglement, welches am 5. Februar 2016 in Kraft tritt, wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 5. Februar 2016.

Union Investment Luxembourg S.A.

Référence de publication: 2016064879/10.

(160026659) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 février 2016.

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**UniInstitutional Euro Subordinated Bonds, Fonds Commun de Placement.**

Das geänderte Sonderreglement, welches am 5. Februar 2016 in Kraft tritt, wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 5. Februar 2016.

Union Investment Luxembourg S.A.

Référence de publication: 2016064880/10.

(160026660) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 février 2016.

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**UniInstitutional Corporate Hybrid Bonds, Fonds Commun de Placement.**

Das koordinierte Sonderreglement, welches am 2. Februar 2016 in Kraft tritt, wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 2. Februar 2016.

Union Investment Luxembourg S.A.

Référence de publication: 2016064881/10.

(160026661) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 février 2016.

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**Infusive Ucits Fund, Société d'Investissement à Capital Variable.**

Siège social: L-1528 Luxembourg, 2, boulevard de la Foire.

R.C.S. Luxembourg B 203.968.

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STATUTES

In the year two thousand and fifteen, on the twenty-first day of the month of December;

Before the undersigned notary Jacques KESSELER, residing in Pétange (Grand Duchy of Luxembourg);

There appeared:

The limited liability partnership governed by the laws of the United Kingdom RUBY CAPITAL PARTNERS LLP, with registered office at 38 Berkeley Square, London, W1J 5AE, United Kingdom, registered with the Registrar of Companies for England and Wales, Companies House, Cardiff, under number OC312230, here represented by Mrs Sofia AFONSO-DA CHAO CONDE, notary clerk, residing professionally in Pétange (Grand Duchy of Luxembourg), (the "Proxy-holder"), by virtue of a proxy given under private seal; such proxy, after having been signed "ne varietur" by the Proxy-holder and the officiating notary, will remain attached to the present deed in order to be recorded with it.

Such appearing party, represented as stated before, has requested the notary to state as follows the articles of incorporation of a public limited company (société anonyme):

**Art. 1. Denomination.**

1.1 There is hereby established among the subscribers and all those who may become owners of shares hereafter issued, a company in the form of a société anonyme qualifying as société d'investissement à capital variable under the name of INFUSIVE UCITS FUND (hereinafter the "Company").

**Art. 2. Duration.**

2.1 The Company is established for an unlimited duration. The Company may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Incorporation.

**Art. 3. Object.**

3.1 The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other permitted assets with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

3.2 The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the law of 17 December 2010 on undertakings for collective investment, as amended (the "Law of 2010").

**Art. 4. Registered Office.**

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

4.2 The registered office of the Company may be transferred within the municipality of Luxembourg-City by resolution of the board of directors of the Company (the "Board of Directors") and, to the extent authorized by Luxembourg law, within the Grand Duchy of Luxembourg by resolution of the Board of Directors.

4.3 Branches, subsidiaries or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

4.4 In the event that the Board of Directors determines that extraordinary political or military events have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company.

**Art. 5. Capital - Shares - Classes, Series and Sub-Funds.**

5.1 The capital of the Company shall be represented by shares of no par value (the "Shares" and each a "Share") and shall at any time be equal to the total net assets of the Company as defined in Article 22 hereof.

5.2 The initial share capital of the Company amounts to thirty-one thousand Euro (EUR 31,000.-) divided into three hundred and ten (310) fully paid Shares of no par value.

5.3 The minimum capital of the Company shall be the minimum prescribed by Luxembourg law.

5.4 The Board of Directors is authorised without limitation to issue fully paid Shares at any time in accordance with Article 6 at a price based on the Net Asset Value (as defined in Article 22) per Share without reserving to the existing shareholders a preferential right to subscription of the Shares to be issued.

5.5 The Board of Directors may delegate to any of its members (collectively, the "Directors" and each individually, a "Director") or to any officer of the Company or to any duly authorised person, the duty to accept subscriptions and receive payment for such new Shares and to deliver these, remaining always within the provisions of the Law of 2010.

5.6 The capital of the Company, which has an umbrella structure as provided for in article 181 of the Law of 2010, may, as the Board of Directors shall determine, be divided into different portfolios of securities and other assets permitted by law with specific investment objectives and various risk or other characteristics (the "Sub-Funds" and each a "Sub-Fund"). The Sub-Funds may be denominated in different currencies as the Board of Directors shall determine. With regard to third parties, there is no cross liability between Sub-Funds and each Sub-Fund shall be exclusively responsible for all liabilities reasonably attributable to it. Within each Sub-Fund, the Board of Directors may decide to issue different classes of Shares (the "Classes" and each a "Class") and/or series of Shares which may differ, inter alia, with respect to their charging structure, dividend policies, hedging policies, investment minima, currency of denomination or other specific features, as the Board of Directors may decide to issue. The Board of Directors may decide if and from what date Shares of any such Classes or series shall be offered for sale, those Shares to be issued on the terms and conditions as shall be decided by the Board of Directors. Where the context so requires, references in these Articles of Incorporation to "Sub-Fund(s)" shall be references to "Class(es)" and series of Shares.

5.7 The assets of a specific Sub-Fund are exclusively available to satisfy the rights of creditors whose claims have arisen in connection with the creation, the operation or the liquidation of that Sub-Fund.

5.8 For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not denominated in US Dollars, be converted into US Dollars and the capital shall be the aggregate of the net assets of all the Sub-Funds. The Company shall prepare consolidated accounts in US Dollars.

#### **Art. 6. Issue of Shares.**

6.1 The Company may elect to issue Shares in both registered or bearer form. The Company shall issue statements of account to certify holdings of shareholders, which shall constitute extracts of the register of shareholders (the “Register”).

6.2 If bearer Shares are issued, certificates will be issued in such denominations as the Board of Directors shall decide. If a bearer shareholder requests the exchange of his certificates for certificates in other denominations, he will be charged the cost of such exchange. Bearer Share certificates shall be signed by two Directors. Both such signatures may be either manual, or printed, or by facsimile. However, one of such signatures may be by a person delegated to this effect by the Board of Directors. In such latter case, it shall be manual. The Company may issue temporary Share certificates in such form as the Board of Directors may from time to time determine.

6.3 Shares may be issued only upon acceptance of the subscription and after receipt of the purchase price. The subscriber will, without undue delay, upon acceptance of the subscription and receipt of the purchase price, receive title to the Shares purchased by him and upon application obtain delivery of definitive Share certificates in bearer form or a confirmation of his shareholding.

6.4 Holders of bearer Shares may at any time request switching of their Shares into registered Shares. Holders of registered Shares may only request switching of their Shares into bearer Shares if permitted by the Board of Directors and disclosed in the prospectus of the Company as the same may be amended from time to time (the “Prospectus”).

6.5 Payments of dividends will be made by bank transfer or by check to shareholders, in respect of registered Shares, at their address in the Register or to designated third parties and, in respect of bearer Shares, in the manner determined by the Board of Directors from time to time in accordance with Luxembourg law.

6.6 A dividend declared but not paid on a Share for five years cannot thereafter be claimed by the holder of such Share, shall be forfeited by the holder of such Share, and shall revert to the Company for the benefit of the relevant Sub-Fund. All issued Shares of the Company, other than bearer Shares, shall be inscribed in the Register, which shall be kept by the Company or by one or more persons designated therefor by the Company and such Register shall contain the name of each holder of registered Shares, his residence or elected domicile and the number of Shares held by him. Every transfer of a registered Share shall be entered in the Register.

6.7 Transfer of bearer Shares shall be effected by delivery of the relevant bearer Share certificates. Transfer of registered Shares shall be effected by written declaration of transfer to be inscribed in the Register, dated and signed by the transferor and if so requested by the Company, at its discretion, also signed by the transferee, or by persons holding suitable powers of attorney to act therefor.

6.8 In the case of bearer Shares, the Company may consider the bearer, and in the case of registered Shares the Company shall consider the person in whose name the Shares are registered in the Register, as full owner of the Shares.

6.9 Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will also be entered in the Register.

6.10 In the event that a shareholder identified in Article 6.9 does not provide such an address, the Company may permit a notice to that effect to be entered in the Register and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his address as entered in the Register by means of a written notification to the Company at the Company's registered office, or at such other address as may be set by the Company from time to time.

6.11 If payment made by any subscriber results in the issue of a Share fraction, the person entitled to such fraction shall not be entitled to vote but shall, to the extent the Company shall determine, in its sole discretion, as to the calculation of fractions, be entitled to dividends or other distributions on a pro rata basis. In the case of bearer Shares, only certificates evidencing full Shares will be issued.

6.12 The Company will recognise only one holder in respect of a Share in the Company unless otherwise determined by the Board of Directors and disclosed in the Prospectus. In the event of joint ownership or bare ownership and usufruct, the Company may suspend the exercise of any right deriving from the relevant Share or Shares until one person shall have been designated to represent the joint owners or bare owners and usufructuaries vis-à-vis the Company.

6.13 In the case of joint shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

#### **Art. 7. Lost and Damaged Certificates.**

7.1 If any shareholder can prove to the satisfaction of the Company that his Share certificate has been mislaid or destroyed, then, at his request, a duplicate Share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, as the Company may determine. At the issuance of the new Share certificate, which shall indicate that it is a duplicate, the original Share certificate replaced by the duplicate certificate shall become void.

7.2 Mutilated Share certificates may be exchanged for new ones by order of the Company. The mutilated certificates shall be delivered to the Company and shall be annulled immediately.

7.3 The Company may, at its election, charge the shareholder for the costs of a duplicate Share certificate and all reasonable expenses incurred by the Company in connection with the issuance and registration thereof, or in connection with the annulment of the original Share certificate(s).

#### **Art. 8. Restrictions on Shareholding.**

8.1 The Board of Directors shall have power to impose or relax such restrictions on any Shares or Sub-Fund (other than any restrictions on transfer of Shares, but including the requirement that Shares be issued only in registered form), but not necessarily on all Shares within the same Sub-Fund, as it may think necessary for the purpose of ensuring that no Shares in the Company or no Shares of any Sub-Fund in the Company are acquired or held by or on behalf of:

(A) any person in breach of the law or requirements of any country or governmental or regulatory authority, if the Board of Directors determines that any Director, the Company, any manager of the Company's assets, any of the Company's investment managers or advisers or any Connected Person (as defined in Article 16) would suffer any disadvantage as a result of such breach; or

(B) any person in circumstances which in the opinion of the Board of Directors might result in the Company or its shareholders incurring any liability to taxation or suffering any other pecuniary disadvantage which they might not otherwise have incurred or suffered, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority, or market timing and/or late trading practices.

8.2 Without limiting the generality of the foregoing, the Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, and, without limitation, by any U.S. Person (as defined in the Prospectus).

8.3 In order to restrict or prevent the ownership of Shares pursuant to the authority granted in Article 8.1 and Article 8.2, the Company may:

(A) decline to issue any Share where it appears to it that such registration would or might result in such Share being directly or beneficially owned by a person who is precluded from holding Shares in the Company (a "Precluded Person");

(B) at any time require any person whose name is entered in the Register to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's Shares rests in a Precluded Person; and/or

(C) where it appears to the Company that any person who is a Precluded Person, either alone or in conjunction with any other person is a beneficial or registered owner of Shares, the Company may compulsorily redeem from any such shareholder all Shares held by such shareholder in the following manner:

(i) the Company shall serve a notice (hereinafter called the "Redemption Notice") upon the shareholder bearing such Shares or appearing in the register of shareholders as the owner of the Shares to be redeemed, specifying the Shares to be redeemed as aforesaid, the price to be paid for such Shares, and the place at which the redemption price (as hereafter defined) in respect of such Shares is payable. Any such Redemption Notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. Upon posting of such Redemption Notice, the said shareholder shall be obliged to deliver to the Company the Share certificate or certificates (if issued) representing the Shares specified in the Redemption Notice. Immediately after the close of business on the date specified in the Redemption Notice, such shareholder shall cease to be a shareholder and the Shares previously held by him shall be cancelled;

(ii) the price at which the Shares specified in any Redemption Notice shall be redeemed shall be an amount equal to the Net Asset Value of Shares of the relevant Sub-Fund, Classes and series, determined in accordance with Article 22, less any redemption charge payable in respect thereof;

(iii) payment of the redemption price will be made to the shareholder appearing as the owner thereof in the currency of denomination of the relevant Sub-Fund, Class or series and will be deposited by the Company in Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to such person, but if a Share certificate shall have been issued, then only upon surrender of the Share certificate or certificates representing the Shares specified in such notice. The redemption price which may not be distributed to the shareholders upon the implementation of the redemption will be deposited with the custodian for a period of six months and after such period, the redemption price will be deposited in escrow with the Caisse de Consignation on behalf of the shareholders entitled thereto. Upon deposit of such 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 shareholder appearing as the owner thereof to receive the price so deposited (without interest);

(iv) the exercise by the Company of the powers conferred by this Article 8 shall not be questioned or invalidated in any case, on the ground 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; and

(v) the Company declines to accept the vote of any Precluded Person at any general meeting of shareholders of the Company.

8.4 In addition to the foregoing, the Board of Directors may restrict the issue and transfer of Shares of a Sub-Fund or Class to institutional investors within the meaning of articles 174, 175 and 176 of the Law of 2010 ("Institutional Investor

(s)"). The Board of Directors may, at its discretion, delay the acceptance of any subscription application for Shares of a Sub-Fund or Class reserved for Institutional Investors until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of Shares of a Sub-Fund or Class reserved for Institutional Investors is not an Institutional Investor, the Board of Directors will switch the relevant Shares into Shares of a Sub-Fund or Class which is not restricted to Institutional Investors (provided that there exists such a Sub-Fund or Class with similar characteristics) or compulsorily redeem the relevant Shares in accordance with the provisions set forth above in this Article 8. The Board of Directors will refuse to give effect to any transfer of Shares and consequently refuse to enter any transfer of Shares into the register of shareholders in circumstances where such transfer would result in a situation where Shares of a Sub-Fund or Class restricted to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor. In addition to any liability under applicable law, each shareholder who does not qualify as an Institutional Investor, and who holds Shares in a Sub-Fund or Class restricted to Institutional Investors, shall hold harmless and indemnify the Company, the Board of Directors, the other shareholders of the relevant Sub-Fund or Class and the Company's agents for any damages, losses and expenses resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an Institutional Investor or has failed to notify the Company of its loss of such status.

8.5 The Fund may further cause Shares to be redeemed if such Shares are held by/or for the account and/or on behalf of (i) a person that does not provide the necessary information requested by the Fund in order to comply with legal and regulatory rules such as but not limited to the FATCA provisions or (ii) a person who is deemed to cause potential financial risk for the Fund.

#### **Art. 9. Powers of the General Meeting of Shareholders.**

9.1 Any regularly constituted general meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. Resolutions passed at such general meeting(s) shall be binding upon all shareholders of the Company regardless of the Sub-Fund, Classes and series of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

#### **Art. 10. General Meetings.**

10.1 The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in the municipality of the registered office as may be specified in the notice of meeting, on the 3<sup>rd</sup> Thursday of the month of April or, if such day is not a bank business day in Luxembourg, on the next bank business day in Luxembourg thereafter, at 03:00 p.m. Luxembourg time. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

10.2 If permitted by and on the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at a date, time or place other than those set forth in the preceding Article, that date, time or place to be decided by the Board of Directors.

10.3 Other general meetings of shareholders or Sub-Fund, Class or series meetings may be held at such place and time as may be specified in the respective notices of meeting. Sub-Fund, Class or series meetings may be held to decide on any matters which relate exclusively to such Sub-Fund, Class or series. Two or more Sub-Funds, Classes or series may be treated as one single Sub-Fund, Class or series if such Sub-Funds, Classes or series, as applicable, are affected in the same way by the proposals requiring the approval of shareholders of the relevant Sub-Funds, Classes or series.

#### **Art. 11. Notices, Quorum and Votes.**

11.1 The quorum and notice periods required by law shall govern meetings of shareholders of the Company in all respects, including, without limitation, the procedures for convening and conducting such meetings, unless otherwise provided herein.

11.2 Each Share of a Sub-Fund, regardless of the Net Asset Value per Share within its Class or series, is entitled to one vote subject to the restrictions contained in these Articles of Incorporation. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing, by fax or by email. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

11.3 Shareholders may also vote by means of a dated and duly completed form which must include the information as set out herein. The Board of Directors may in its absolute discretion indicate in the convening notice that the form must include information in addition to the following information: the name of the Company; the name of the shareholder as it appears in the Register; with respect to bearer Shares, the identification number of the certificate that was issued to the shareholder; the place, date and time of the meeting; the agenda of the meeting; and an indication as to how the shareholder has voted.

11.4 In order for the votes expressed by such form to be taken into consideration for the determination of the quorum, the form must be received by the Company or its appointed agent at least three (3) Luxembourg business days before the meeting or any other period as may be indicated in the convening notice by the Board of Directors.

11.5 If so decided by the Board of Directors at its discretion and disclosed in the convening notice for the relevant meeting, shareholders may take part in a meeting by way of videoconference or by any other means of telecommunication



which allow them to be properly identified and in such case will be considered as present for the quorum and majority determination.

11.6 Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of those present and voting.

11.7 The Board of Directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

#### **Art. 12. The Board of Directors.**

12.1 The Company shall be managed by a Board of Directors composed of not less than three members. Members of the Board of Directors need not be shareholders of the Company.

12.2 The Directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify; provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

12.3 In the event of a vacancy in the office of a Director because of death, retirement or otherwise, the remaining Directors may meet and may elect, by majority vote, a Director to fill such vacancy until the next meeting of shareholders.

#### **Art. 13. Proceedings of the Board of Directors.**

13.1 The Board of Directors shall choose from among its members a chairman and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon request by the chairman or any two Directors, at the place indicated in the notice of meeting.

13.2 The chairman shall preside at all meetings of shareholders and at the Board of Directors. In his absence, the shareholders or the Board of Directors shall appoint any person as chairman pro tempore by vote of the majority present at any such meeting.

13.3 Written notice of any meeting of the Board of Directors shall be given to all Directors at least twenty-four (24) hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing, by fax or by email of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

13.4 Any Director may act at any meeting of the Board of Directors by appointing in writing, by fax or by email another Director as his proxy. Directors may also cast their vote in writing, by fax or by email.

13.5 Meetings of the Board of Directors may be held by way of conference call, video conference or by any similar means of communication enabling thus several persons participating therein to simultaneously communicate with each other. Such participation shall be deemed equal to a physical presence at the meeting.

13.6 Any meeting held by means of communication described in Article 13.5 shall be deemed to have taken place at the registered office of the Company.

13.7 The Directors may only act at duly convened meetings of the Board of Directors. Directors may not bind the Company by their individual acts, except as specifically permitted by resolution of the Board of Directors.

13.8 The Board of Directors can deliberate or act validly only if at least two Directors are present 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. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman or, in his absence, the chairman pro tempore shall have a deciding vote.

13.9 Resolutions of the Board of Directors may also be passed in the form of a written consent resolution in identical terms which may be signed on one or more counterparts by all the Directors.

13.10 The Board of Directors from time to time may appoint the officers of the Company, including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Company. Any such appointment may be revoked at any time by the Board of Directors. Officers need not be Directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in these Articles of Incorporation, shall have the powers and duties given them by the Board of Directors.

13.11 The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the Board of Directors. The Board of Directors may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether such person(s) is a member of the Board of Directors or not) as the Board of Directors thinks fit.

#### **Art. 14. Minutes of Board of Directors Meetings.**

14.1 The minutes of any meeting of the Board of Directors shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

14.2 Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, the secretary or by any two Directors.

#### **Art. 15. Determination of the Investment Policies.**

15.1 The Board of Directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of the management and business affairs of the Company and of each Sub-Fund.

15.2 The Board of Directors shall also determine any restrictions which shall, from time to time, be applicable to the investments of the Company and of each Sub-Fund, in accordance with part I of the Law of 2010 including, without limitation, restrictions in respect of:

(A) the borrowings of the Company and of each Sub-Fund and the pledging of its assets, and

(B) the maximum percentage of assets which the Company and of each Sub-Fund may invest in any form or class of security and the maximum percentage of any form or class of security which it may acquire.

15.3 The Board of Directors may decide that investments of the Company and of each Sub-Fund be made:

(A) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Law of 2010;

(B) in transferable securities and money market instruments dealt in on another market in a member state of the European Union which is regulated, operates regularly and is recognised and open to the public;

(C) transferable securities and money market instruments admitted to official listing on a stock exchange in any other country in Europe, Asia, Oceania (including Australia), the American continents and Africa, or dealt in on another market in the countries referred to above; provided, that such market is regulated, operates regularly and is recognised and open to the public;

(D) in recently issued transferable securities, and money market instruments; provided, that the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of issue; and

(E) in any other transferable securities, instruments or other assets within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations and disclosed in the sales documents of the Company and for each Sub-Fund in the relevant appendix to the Company's sales documents.

15.4 The Board of Directors of the Company may decide to invest up to one hundred percent (100%) of the net assets of the Company and of each Sub-Fund in different transferable securities and money market instruments issued or guaranteed by any member state of the European Union; its local authorities; a non-member state of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Company and for each Sub-Fund in the relevant appendix to the Company's sales documents; public international bodies of which one or more of such member states are members; or by any other member state of the Organisation for Economic Cooperation and Development, provided, that in the case where the Company decides to make use of this provision it must hold, on behalf of the Sub-Fund concerned, securities from at least six different issues and securities from any one issue may not account for more than thirty percent (30%) of the total net assets of such Sub-Fund.

15.5 The Board of Directors may decide that investments of the Company and of each Sub-Fund be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the Law of 2010 and/or financial derivative instruments dealt in over-the-counter markets; provided, that, among others, the underlying instrument consists of instruments covered by article 41 (1) of the Law of 2010, financial indices, interest rates, foreign exchange rates or currencies, in which the Company and each Sub-Fund may invest according to its investment objectives as disclosed in the sales documents of the Company and for each Sub-Fund in the relevant appendix to the Company's sales documents.

15.6 The Board of Directors may decide that investments of the Company and of a Sub-Fund be made so as to replicate stock indices and/or debt securities indices to the extent permitted by the Law of 2010 provided that the relevant index is recognised as having a sufficiently diversified composition, is an adequate benchmark and is published in any appropriate manner.

15.7 The Company will not invest more than 10% of the net assets of any Sub-Fund in undertakings for collective investment as defined in article 41 (1) (e) of the Law of 2010.

15.8 The Board of Directors may invest and manage all or any part of the assets of two or more Classes, series or Sub-Funds on a pooled basis, as described in Article 23, where it is appropriate with regard to their respective investment sectors to do so.

15.9 When investments of the Company are made in the capital of subsidiary companies which, exclusively on the Company's behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, with regard to the redemption of Shares at the request of shareholders, paragraphs (1) and (2) of article 48 of the Law of 2010 do not apply.

15.10 The Board of Directors can decide that a Sub-Fund may subscribe, acquire and/or hold Shares to be issued or issued by one or more other Sub-Funds without the Company being subject to the requirements of the law of 10 August 1915 on commercial companies, as amended, with respect to the subscription, acquisition and/or the holding of its own Shares, under the conditions set out under article 181 (8) of the Law of 2010.

**Art. 16. Director's Interest.**

16.1 No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a director, associate officer or employee of such other company or firm (a "Connected Person").

16.2 In the event that any Director or officer of the Company has a personal interest in any transaction of the Company, such Director or officer shall make known to the Board of Directors such personal interest, shall not consider or vote on any such transactions, and such Director's or officer's interest shall be reported to the next succeeding meeting of shareholders.

16.3 The term "personal interest" shall not include any relationship with or interest in any matter, position or transaction involving Ruby Capital Partners LLP, or any parent, subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board of Directors unless such a "personal interest" is considered to be a conflicting interest by applicable laws and regulations.

**Art. 17. Indemnity.**

17.1 Subject to the exceptions and limitations listed below, every person who is, or has been a Director or officer of the Company shall be indemnified by the Company to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any claim, action, suit or proceeding in which he becomes involved as a party or otherwise by virtue of his being or having been such Director or officer and against amounts paid or incurred by him in the settlement thereof.

17.2 The words "claim", "actions", "suit", or "proceeding", shall apply to all claims, actions, suits or proceedings (civil, criminal or other including appeals), actual or threatened, and the words "liability" and "expenses" shall include, without limitation, attorney's fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities.

17.3 No indemnification shall be provided hereunder to a Director or officer:

(A) against any liability to the Company or its shareholders by reason of wilful misfeasance, bad faith, negligence or reckless disregard of the duties involved in the conduct of his office;

(B) with respect to any matter as to which he shall have been finally adjudicated not to have acted in good faith and in the reasonable belief that his action was in the best interests of the Company; or

(C) in the event of a settlement, unless there has been a determination that such Director or officer did not engage in wilful misfeasance, bad faith, negligence or reckless disregard of the duties involved in the conduct of his office:

(i) by a court or other body approving the settlement; or

(ii) by vote of two thirds (2/3) of those members of the Board of Directors of the Company constituting at least a majority of such Board of Directors who are not themselves involved in the claim, action, suit or proceeding; or

(iii) by written opinion of independent counsel.

17.4 The right of indemnification provided by this Article 17 may be insured against by policies maintained by the Company, shall be severable, shall not affect any other rights to which any Director or officer may now or hereafter be entitled, shall continue as to a person who has ceased to be such Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than Directors and officers may be entitled by contract or otherwise under law.

17.5 Expenses in connection with the preparation and presentation of a defense to any claim, action, suit or proceeding of the character described in this Article 17 may be advanced by the Company, prior to final disposition thereof upon receipt of any undertaking by or on behalf of the officer or Director, to repay such amount if it is ultimately determined that he is not entitled to indemnification under this Article 17.

**Art. 18. Administration.**

18.1 The Company will be bound by the joint signature of any two Directors or by the joint or single signature of any Director or officer to whom authority has been delegated by the Board of Directors.

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

**Art. 19. Auditor.**

19.1 The Company shall appoint an independent auditor who shall carry out the duties prescribed by the Law of 2010. The independent auditor shall be elected by the annual general meeting of shareholders and serve until its successor shall have been elected.

**Art. 20. Redemption and Switching of Shares.**

20.1 Without limiting the provisions provided in this Article 20, the Company has the power to redeem its own Shares at any time within the sole limitations set forth by law.

20.2 Any shareholder may request the redemption of all or part of his Shares by the Company; provided, that:

(A) in the case of a request for redemption of part of his Shares, the Company may redeem all of the remaining Shares held by such shareholder, if compliance with such redemption request would result in the aggregate Net Asset Value of

the outstanding Shares of any one Sub-Fund or Class being less than such amount or number of Shares as determined by the Board of Directors and disclosed in the Prospectus from time to time; and

(B) the Company may limit the total number of Shares of any Sub-Fund which may be redeemed on a dealing day to a number representing a percentage (as set out in the Prospectus) of the net assets of a same Sub-Fund or a percentage (as set out in the Prospectus) of the net assets of Classes or series related to a single pool of assets in the Company.

20.3 If redemption is deferred pursuant to Article 20.2, the relevant Shares shall be redeemed at the Share price based on the Net Asset Value per Share prevailing at the date on which the redemption is effected, less any redemption charge in respect thereof.

20.4 The redemption price shall be paid normally, within a period as determined by the Board of Directors and disclosed in the Prospectus following the later of the date on which the applicable Share price was determined or on the date the Share certificates (if issued) have been received by the Company and shall be based on the Share price for the relevant Class or series of the relevant Sub-Fund as determined in accordance with the provisions of Article 22 hereof, less any redemption charge in respect thereof. If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the Shares being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

20.5 Any such request must be filed or confirmed by such shareholder in written form at the registered office of the Company in Luxembourg or with any other person or entity appointed by the Company as its agent for redemption of Shares. The certificate or certificates for such Shares in proper form and accompanied by proper evidence of transfer or assignment must be received by the Company or its agent appointed for that purpose before the redemption price may be paid.

20.6 The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder requesting redemption of any of his Shares (but subject to the consent of the shareholder) in specie by allocating to the holder investments from the portfolio of the relevant Sub-Fund equal in value (calculated in the manner described in Article 22 hereof) to the value of the holding 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 holders of Shares in the relevant Sub-Fund and the valuation used shall be confirmed by a special report by the Company's auditor. The specific costs for such redemptions in specie will be borne by the redeeming shareholder.

20.7 Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

20.8 Unless otherwise determined by the Board of Directors and disclosed in the Prospectus, any shareholder may request switching of the whole or part of his Shares of one Class or series of a Sub-Fund into Shares of a Class or series of another Sub-Fund or in another Class or series of the same Sub-Fund based on a switching formula as determined from time to time by the Board of Directors and disclosed in the Prospectus provided that the Board of Directors may impose such restrictions as to, inter alia, frequency of switching, and may make switching subject to payment of such charge, as it shall determine and disclose in the current Prospectus.

#### **Art. 21. Valuations and Suspension of Valuations.**

21.1 For the purpose of determining the issue, switching, and redemption price, the Net Asset Value of Shares in the Company, Sub-Fund, Class and series shall be determined from time to time, but no less than two (2) times per month, as the Board of Directors by resolution may direct (every such day or time for determination of Net Asset Value being referred to herein as a "Valuation Day").

21.2 The Company may suspend the determination of the Net Asset Value of Shares of one or more Sub-Funds, Classes or series and/or the issue, redemption and/or switching of Shares in the circumstances disclosed in the Prospectus from time to time.

21.3 The Board of Directors may, in any of the circumstances disclosed in the Prospectus pursuant to Article 21.2 above, suspend the issue, redemption and/or switching of Shares without suspending the calculation of the Net Asset Value.

21.4 A notice of the beginning and of the end of any period of suspension pursuant to Article 21.2 will be published in a Luxembourg newspaper and in any other newspaper(s) selected by the Board of Directors, if, in the opinion of the Board of Directors, it is likely to exceed seven (7) Luxembourg business days.

21.5 Notice will likewise be given to any applicant or shareholder, as applicable, applying for purchase, redemption, or switching of Shares in the Sub-Fund(s) concerned. Such shareholders may give notice that they wish to withdraw their application for subscription, redemption and switching of Shares. If no such notice is received by the Company such application for redemption or switching as well as any application for subscription will be dealt with on the first Valuation Day following the end of the period of suspension.

21.6 The suspension of the Net Asset Value calculation of a Sub-Fund, Class or series shall have no effect on the calculation of the Net Asset Value, the issue, sale, redemption and switching of Shares of any other Sub-Fund or Class for which the Net Asset Value calculation is not suspended.

#### **Art. 22. Determination of Net Asset Value.**

22.1 The net asset value (the "Net Asset Value") of Shares of each Sub-Fund shall be expressed as a per Share figure in the currency of the relevant Class as determined by the Board of Directors and shall be determined in respect of any

Valuation Day in accordance with such Valuation policies as the Board of Directors may determine from time to time and as disclosed in the Prospectus. Unless otherwise determined, the Net Asset Value per Share is obtained by dividing the Net Asset Value of the relevant Class or series by the number of Shares in that Class or series in issue on the relevant Valuation Day.

22.2 The Net Asset Value of the Company is expressed in US Dollars.

(A) The assets of the Company shall be deemed to include:

- (i) all cash on hand or on deposit, including any interest accrued thereon;
- (ii) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);
- (iii) all bonds, time notes, shares, stock, debenture stocks, units/shares in undertakings for collective investment, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company;
- (iv) all stock, stock dividends, cash dividends and cash distributions receivable by the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights or similar practices);
- (v) all interest accrued on any interest-bearing securities owned by the Company except to the extent that the same is included or reflected in the principal amount of such security;
- (vi) the preliminary expenses of the Company insofar as the same have not been written off; and
- (vii) all other assets of every kind and nature, including prepaid expenses.

22.3 The liabilities of the Company shall be deemed to include:

- (A) all loans, bills and accounts payable;
- (B) all accrued or payable administrative expenses (including but not limited to investment advisory fee, performance or management fee, custody fees and corporate agents' fees);
- (C) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;
- (D) an appropriate provision for future taxes based on capital and income on the Valuation Day, as determined from time to time by the Company, and other provisions if any authorized and approved by the Board of Directors covering among others liquidation expenses; and
- (E) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares in the Company. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company comprising formation expenses, the remuneration and expenses of its Directors, conducting persons and officers, including their insurance cover, fees payable to its investment advisers or investment managers, fees and expenses payable to its service providers and officers, accountants, custodian and its correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Company, fees and expenses incurred in connection with the listing of the Shares of the Company at any stock exchange or to obtain a quotation or another regulated market, fees and expenses in respect of premises and information technology costs for the conducting persons, fees for legal and tax advisers in Luxembourg and abroad, fees for auditing services, printing, reporting and publishing expenses, including the cost of preparing, translating, distributing and printing of the prospectuses, notices, rating agencies, explanatory memoranda, registration statements, or of interim and annual reports taxes or governmental charges, shareholders servicing fees and distribution fees payable to distributors of Shares in the Company, currency conversion costs, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

22.4 The Board of Directors shall establish a portfolio of assets for each Sub-Fund, and if applicable, for each Class and series in the following manner:

- (A) the proceeds from the allotment and issue of Shares in each Sub-Fund, Class or series shall be applied in the books of the Company to the portfolio of assets established for that Sub-Fund, Class or series, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such portfolio subject to the provisions of this Article;
- (B) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same portfolio as the assets from which it was derived and on each re-evaluation of an asset, the increase or diminution in value shall be applied to the relevant portfolio;
- (C) where the Company incurs a liability which relates to any asset of a particular Class, series or Sub-Fund or to any action taken in connection with an asset of a particular Class, series or Sub-Fund, such liability shall be allocated to the relevant Class, series or Sub-Fund;
- (D) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class, series or Sub-Fund, such asset or liability shall be allocated to all the Classes, series or Sub-Funds pro rata based on the Net Asset Values of each portfolio; provided, that all liabilities attributable to a Class, series or Sub-Fund shall be binding on that Class, series or Sub-Fund; and

(E) upon the record date for the determination of the person entitled to any dividend declared on any Class, series or Sub-Fund, the Net Asset Value of such Class, series or Sub-Fund shall be reduced by the amount of such dividends.

22.5 Each Sub-Fund shall consist of a portfolio of transferable securities, money market instruments and other assets in which the Company is authorised to invest, and the entitlement of each Class or series which is issued by the Company in relation to such Sub-Fund will change in accordance with the rules set out below.

22.6 In addition there may be held within each Sub-Fund on behalf of one specific Class or series or several specific Classes or series, assets which are Class or series specific and kept separate from the portfolio which is common to all Classes and series related to such Sub-Fund and there may be assumed on behalf of such Class or series specific liabilities.

22.7 The proportion of the portfolio which shall be common to each of the Classes or series related to a Sub-Fund which shall be allocable to each Class or series shall be determined by taking into account issues, redemptions, distributions, as well as payments of Class or series specific expenses or contributions of income or realisation proceeds derived from Class or series specific assets, whereby the valuation rules set out below shall be applied *mutatis mutandis*.

22.8 The percentage of the Net Asset Value of the common portfolio of any Sub-Fund to be allocated to each Class and series shall be determined as follows:

(A) the percentage of the net assets of the common portfolio to be initially allocated to each Class and series shall be in proportion to the respective value (converted to US Dollar at the middle market rate on the relevant day) of the Shares of each Class and series at the time of the first issuance of Shares of that Class and series;

(B) the issue price received upon the issue of Shares of a specific Class or series shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant Class or series;

(C) if, with respect to one Class or series, the Company acquires specific assets or pays Class or series specific expenses (including any portion of expenses in excess of those payable by other Classes or series and including any Class or series specific fees) or makes specific distributions or pays the redemption price in respect of Shares of a specific Class or series, the proportion of the common portfolio attributable to such Class or series shall be reduced by the acquisition cost of such Class or series specific assets, the specific expenses or fees paid on behalf of such Class or series, the distributions made on the Shares of such Class or series or the redemption price paid upon redemption of Shares of such Class or series;

(D) the value of Class or series specific assets and the amount of Class or series specific liabilities are attributed only to the Class or series to which such assets or liabilities relate and this shall increase or decrease the Net Asset Value per Share of such specific Class or series.

22.9 For the purposes of this Article:

(A) Shares for which a subscription request has been accepted but payment has not yet been received shall be deemed to be existing as from the close of business on the Valuation Day on which they have been allotted and the price therefor, until received by the Company, shall be deemed a debt due to the Company;

(B) Shares of the Company to be redeemed under Article 20 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until paid the price therefor shall be deemed to be a liability of the Company;

(C) all investments, cash balances and other assets of the Company not expressed in the currency in which the Net Asset Value of any Sub-Fund is denominated, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value; and

(D) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable.

22.10 If the Board of Directors so determines, the Net Asset Value of the Shares of each Sub-Fund may be converted at the middle market rate into such other currencies than the currency of denomination of the relevant Sub-Fund, Class or series, and in such case the issue and redemption price per Share of such Sub-Fund may also be determined in such currency based upon the result of such conversion.

### **Art. 23. Pooling.**

23.1 The Board of Directors may invest and manage all or any part of the pools of assets established for each Sub-Fund (hereafter referred to as "Participating Funds") on a pooled basis where it is applicable with regard to their respective investment sectors to do so. Any such enlarged asset pool ("Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter the Board of Directors may from time to time make further transfers to the Enlarged Asset Pool. It may also transfer assets from the Enlarged Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Enlarged Asset Pool only where they are appropriate to the investment sector of the Enlarged Asset Pool concerned. A Participating Fund will have rights against all the cash and other assets included in the Enlarged Asset Pool.

23.2 A Participating Fund's participation in an Enlarged Asset Pool shall be measured by reference to notional units ("Units") of equal value in the Enlarged Asset Pool. On the formation of an Enlarged Asset Pool, the Board of Directors shall in its discretion determine the initial value of a Unit which shall be expressed in such currency as the Board of Directors considers appropriate, and shall allocate to each Participating Fund Units having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Fractions of Units, calculated to three decimal places, may be allocated

as required. Thereafter the value of a Unit shall be determined by dividing the net asset value of the Enlarged Asset Pool (calculated as provided below) by the number of Units subsisting.

23.3 When additional cash or assets are contributed to or withdrawn from an Enlarged Asset Pool, the allocation of Units of the Participating Fund concerned will be increased or reduced, as applicable, by a number of Units determined by dividing the amount of cash or value of assets contributed or withdrawn by the current value of a Unit. Where a contribution is made in cash it may be treated for the purpose of this calculation as reduced by an amount which the Board of Directors considers appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned; in the case of a cash withdrawal a corresponding reduction may be made to reflect costs which may be incurred in realising securities or other assets of the Enlarged Asset Pool.

23.4 The value of assets contributed to, withdrawn from, or forming part of an Enlarged Asset Pool at any time and the net asset value of the Enlarged Asset Pool shall be determined in accordance with the provisions (mutatis mutandis) of Article 22 provided that the value of the assets referred to above shall be determined on the day of such contribution or withdrawal.

23.5 Dividends, interests and other distributions of an income nature received in respect of the assets in an Enlarged Asset Pool will be immediately credited to the Participating Funds, in proportion to their respective entitlements to the assets in the Enlarged Asset Pool at the time of receipt.

#### **Art. 24. Issue of Shares.**

24.1 Whenever the Company shall offer Shares for subscription, the price per Share at which such Shares shall be offered and sold shall be based on the Net Asset Value per Share for the relevant Class or series of the relevant Sub-Fund plus an initial sales charge of up to 3% of the Net Asset Value per Share. The price so determined shall be payable within a period as determined by the Board of Directors and disclosed in the Prospectus. The Share price (not including the sales commission) may, upon approval of the Board of Directors and subject to all applicable laws, including the requirement to prepare a special audit report by the Company's auditor confirming the value of any assets contributed in specie, be paid by contributing to the Company securities acceptable to the Board of Directors consistent with the investment policy and investment restrictions of the Company. The subscriber will be responsible for all custody and other costs (including the cost of the special audit report by the auditor involved in the transfer of the relevant assets).

#### **Art. 25. Distributors.**

25.1 The Board of Directors may permit any company or other person appointed for the purpose of distributing Shares of the Company to charge any applicant for Shares a sales commission of such amount as such company or other person may determine but not exceeding 5% of the amount which the relevant applicant may decide to invest in Shares and such company may differentiate between applicants as to the amount of such sales commission (within the permitted limit); the Company may not pay from its own assets any brokerage or commission to agents in relation to the issue or sale of Shares.

#### **Art. 26. Accounting Year.**

26.1 The accounting year of the Company shall begin on 1 January of each year and shall terminate on 31 December of the same year. The accounts of the Company shall be expressed in US Dollars or such other currency as the Board of Directors may determine. Where there shall be different Sub-Funds as provided for in Article 5 hereof, and if the accounts within such Sub-Funds are expressed in different currencies, such accounts shall be converted into US Dollars and aggregated for the purpose of determining the accounts of the Company.

#### **Art. 27. Custodian.**

27.1 The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the Law of 2010 (the "Custodian"). All securities, cash and other assets of the Company are to be held by or to the order of the Custodian who shall assume, in its role as Custodian to the Company and its shareholders, the responsibilities provided by law.

27.2 In the event that the Custodian provides notice of its intent to resign, the Board of Directors shall use its best efforts to find within two (2) months a corporation to act as custodian and, upon doing so, the Board of Directors shall appoint such corporation to be custodian in place of the retiring Custodian. The Board of Directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this provision to act in the place thereof.

#### **Art. 28. Investment Manager.**

28.1 The Company or its management company authorised under chapter 15 of the Law of 2010, as applicable, shall enter into an investment management agreement with Ruby Capital Partners LLP or any affiliated or associated company thereof (the "Investment Manager(s)") for the management of the assets of the Company and assistance with respect to its portfolio selection. The Board of Directors may authorise the Investment Manager(s) to delegate from time to time the power to implement the investment policy and manage the assets of the Company. In the event of termination of said agreements in any manner whatsoever, the Company will, if applicable, change its name forthwith upon the request of any Investment Manager(s) to another name not resembling the one specified in Article 1 hereof.

#### **Art. 29. Term, Liquidation, Merger and Division.**

29.1 If the Company's share capital falls below two-thirds of the minimum capital required by law, the Board of Directors must refer the matter of the dissolution to a general meeting of shareholders, deliberating without any quorum and deciding by a simple majority of the Shares represented at the meeting. If the Company's share capital is less than a quarter of the minimum capital required by law, the Board of Directors must refer the matter of dissolution of the Company to a general meeting of shareholders, deliberating without any quorum and the dissolution may be decided by shareholders holding a quarter of the Shares represented at the meeting. In the event of a dissolution of the Company, liquidation must be carried out by one or more liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine the liquidator(s)'s powers and their compensation. The net proceeds of liquidation corresponding to each Class or series (within each Sub-Fund) will be distributed by the liquidators to the holders of Shares of each Class or series of each Sub-Fund in proportion to the number of Shares held by each the holder in such category of such Class or series.

29.2 The liquidation must be completed, in principle, within a period of nine (9) months from the date of the decision relating to the liquidation. Where the liquidation of the Company cannot be fully completed within nine (9) months, a written request for exemption shall be submitted to the Commission de Surveillance du Secteur Financier ("CSSF") detailing the reasons why the liquidation cannot be completed.

29.3 As soon as it has been determined that the liquidation of the Company is complete, whether this decision is taken before the nine (9) month period has expired or at a later date, any residual funds not claimed by shareholders prior to the completion of the liquidation shall be deposited as soon as possible at the Caisse de Consignation.

29.4 A Sub-Fund, Class or series may be terminated by resolution of the Board of Directors if (i) the Net Asset Value of a Sub-Fund, Class or series is below such amount as determined by the Board of Directors and disclosed in the Prospectus from time to time; (ii) in the event of special circumstances beyond its control, such as political, economic, or military emergencies; or (iii) if the Board of Directors should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Sub-Fund, Class or series to operate in an economically efficient manner, and with due regard to the best interests of shareholders, that a Sub-Fund, Class or series should be terminated. In such event, the assets of the Sub-Fund will be realized, the liabilities discharged and the net proceeds of realization distributed to shareholders in proportion to their holding of Shares in that Sub-Fund, Class or series against such evidence of discharge as the Board of Directors may reasonably require. Shareholders shall be notified of any decision made pursuant to this Article as required. No Shares shall be redeemed after the date of the decision to liquidate the Sub-Fund, Class or series.

29.5 The liquidation of a Sub-Fund, Class or series must be completed, in principle, within a period of nine (9) months from the date of decision of the Board of Directors relating to the liquidation. Where the liquidation of a Sub-Fund, Class or series cannot be fully completed within a period of nine (9) months, a written request for exemption shall be submitted to the CSSF detailing the reasons why the liquidation cannot be completed.

29.6 As soon as it has been determined that the liquidation of the Company is complete, whether this decision is taken before the nine (9) month period has expired or at a later date, any residual funds not claimed by shareholders prior to the completion of the liquidation shall be deposited as soon as possible at the Caisse de Consignation.

29.7 The Company may be merged in accordance with the provisions of the Law of 2010. In the event the Company is involved in a merger as the surviving undertaking for collective investment in transferable securities ("UCITS"), the Board of Directors, in its sole discretion, will decide on the merger and the effective date thereof; in the event the Company is involved in a merger as the absorbed UCITS and thereafter ceases to exist, a general meeting of shareholders will be required to approve and decide on the effective date of such merger by a resolution adopted with no quorum requirement and at the simple majority of the votes validly cast at such meeting. Each shareholder shall be given the option, within a period to be determined by the Board of Directors (but not being less than one (1) month, unless otherwise authorised by the regulatory authorities, and specified in said notice), to request free of any redemption charge the repurchase of its Shares. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

29.8 The Board of Directors may resolve to proceed with a merger (within the meaning of the Law of 2010) of any Sub-Fund, either as receiving or absorbed Sub-Fund, with (i) another existing Sub-Fund within the Company or another sub-fund within another Luxembourg or foreign UCITS; or (ii) a new Luxembourg or foreign UCITS, and as appropriate, to re-designate the Shares of the Sub-Fund concerned as Shares of the new Sub-Fund or of the new UCITS as applicable. Shareholders shall be notified of any decision made pursuant to this Article as required. Each shareholder shall be given the option, within a period to be determined by the Board of Directors (but not being less than one (1) month, unless otherwise authorised by the regulatory authorities, and specified in said notice), to request free of any redemption charge the repurchase of its Shares. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

29.9 A Class or series may merge with one or more other Classes or series by resolution of the Board of Directors if the Net Asset Value of a Class or series is below such amount as determined by the Board of Directors and disclosed in the Prospectus from time to time or in the event of special circumstances beyond its control, such as political, economic, or military emergencies, or if the Board of Directors should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Class or series to operate in an economically efficient manner,



and with due regard to the best interests of shareholders, that a Class or series should be merged. Shareholders shall be notified of any decision made pursuant to this Article as required. Each shareholder of the relevant Class or series shall be given the option, within a period to be determined by the Board of Directors (but not being less than one (1) month, unless otherwise authorised by the regulatory authorities, and specified in said notice), to request free of any redemption charge either the repurchase of its Shares or the exchange of its Shares against Shares of any Class or series not concerned by the merger. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

29.10 A Class or series may be contributed to another investment fund by resolution of the Board of Directors in the event of special circumstances beyond its control, such as political, economic, or military emergencies, or if the Board of Directors should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Class or series to operate in an economically efficient manner, and with due regard to the best interests of shareholders, that a Class or series should be contributed to another fund. Shareholders shall be notified of any decision made pursuant to this Article as required. Each shareholder of the relevant Class or series shall be given the option within a period to be determined by the Board of Directors (but not being less than one (1) month, unless otherwise authorised by the regulatory authorities, and specified in said notice) and specified in said notices, to request, free of any redemption charge, the repurchase of its Shares. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due. Where the holding of units in another undertaking for collective investment does not confer voting rights, the contribution will be binding only on shareholders of the relevant Class or series who expressly agree to the contribution.

29.11 If the Board of Directors determines that it is in the interests of the shareholders of the relevant Sub-Fund, Class or series or that a change in the economic or political situation relating to the Sub-Fund, Class or series concerned has occurred which would justify it, the reorganisation of one Sub-Fund, Class or series, by means of a division into two or more Sub-Funds, Classes or series, may take place. Shareholders shall be notified of any decision made pursuant to this Article as required. The notification will also contain information regarding the new Sub-Funds, Classes or series. The notification will be made at least one (1) month before the date on which the reorganization becomes effective in order to enable the shareholders to request the repurchase of their Shares, free of charge, before the operation involving division into two or more Sub-Funds, Classes or series becomes effective. Any applicable contingent deferred sales charges are not to be considered as redemption charges and shall therefore be due.

### **Art. 30. Amendment of Articles of Incorporation.**

30.1 These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and majority requirements provided by the laws of Luxembourg. Any amendment affecting the rights of the holders of Shares of any Class, series or Sub-Fund vis-à-vis those of any other Class, series or Sub-Fund shall be subject, to the said quorum and majority requirements in respect of each such relevant Class or Sub-Fund.

### **Art. 31. General.**

31.1 All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies, as amended, and the Law of 2010.

#### *Transitory provisions*

(1) The first accounting year shall begin on the date of incorporation of the Company and terminate on 31 December 2016.

(2) The first annual general meeting of shareholders shall be held on 20 April 2017.

#### *Subscription and payment*

(1) The articles of incorporation of the Company having thus been drawn up by the appearing party, the appearing party has subscribed and entirely paid up in cash the following Shares:

Shareholder	Subscribed Capital	Number of Shares
RUBY CAPITAL PARTNERS LLP .....	EUR 31,000.-	310

(2) The subscribed capital has been fully paid up in cash. The result is that as of now the company has at its disposal the sum of thirty-one thousand Euros (EUR 31,000.-) as was certified to the notary executing this deed.

#### *Declaration*

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

#### *Resolutions taken by the sole shareholder*

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

*First resolution:*

The following persons are appointed Directors of the Company for a period ending on the date of the annual general meeting to be held on 20 April 2017:

(a) Mr. Stephen RUBENS, born in Birmingham, United Kingdom, on 20 June 1965, with professional address at 38 Berkeley Square, London, W1J 5AE;

(b) Mr. Marc TOWERS, born in Fremantle, Western Australia, Australia, on 9 May 1970, with professional address at Towers Fiduciary Pte. Ltd., 4 Shenton Way #28-01, SGX Centre II, Singapore 068807; and

(c) Mr. Carlo MONTAGNA, born in Pavia, Italy, on 27 February 1964, with professional address at c/o The Directors' Office, 19, rue de Bitbourg, L-1273 Luxembourg, Hamm - Luxembourg.

*Second resolution:*

The following party has been appointed licensed registered auditor ("réviseur d'entreprises agréé") of the Company for a period ending on the date of the annual general meeting to be held on 20 April 2017:

The cooperative company ("société coopérative") existing under the laws of the Grand Duchy of Luxembourg "Price-waterhouseCoopers", having its registered office in L-2182 Luxembourg, 2, rue Gerhard Mercator, registered with the Trade and Companies Register of Luxembourg under number B 65477.

*Third resolution:*

The registered office of the Company is fixed at 2 Boulevard de la Foire, L-1528 Luxembourg (Grand Duchy of Luxembourg).

*Statement*

The undersigned notary who understands and speaks English, states herewith that the present deed is worded in English with no need of further translation in accordance with article 189(2) of the Law of December 17, 2010 on undertakings for collective investments

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

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

Signé: Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 31 décembre 2015. Relation: EAC/2015/31534. Reçu soixante-quinze euros 75,00 €

*Le Receveur (signé): Santioni A.*

POUR EXPEDITION CONFORME

Référence de publication: 2016068129/795.

(160030351) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 février 2016.

**UniInstitutional Corporate Hybrid Bonds, Fonds Commun de Placement.**

Das koordinierte Verwaltungsreglement, welches am 2. Februar 2016 in Kraft tritt, wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxembourg, den 2. Februar 2016.

Union Investment Luxembourg S.A.

Référence de publication: 2016064882/10.

(160026662) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 février 2016.

**Northgate Luxembourg Holdings GP S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 204.393.

STATUTES

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

Before the undersigned, Maître Jacques Kessler, a notary resident in Pétange, Grand Duchy of Luxembourg.

THERE APPEARED:

1. Broad Street Principal Investments, L.L.C., a limited liability company organised and existing under the laws of the State of Delaware, United States of America, having its registered office at c/o The Corporation Trust Company, 1209

Orange Street, Wilmington, County of New Castle, Delaware 19801, United States of America, registered with the Division of Corporations, State of Delaware, under number 5225144 (BSPI),

2. GSLP I Offshore A S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, rue du Fossé, L-1536 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 138.747 and having a share capital of EUR 12,500 (GSLP I Offshore A),

3. GSLP I Offshore B S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, rue du Fossé, L-1536 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 138.748 and having a share capital of EUR 12,500 (GSLP I Offshore B),

4. GSLP I Offshore C S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, rue du Fossé, L-1536 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 138.749 and having a share capital of EUR 12,500 (GSLP I Offshore C),

5. GSLP I Onshore S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, rue du Fossé, L-1536 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 138.795 and having a share capital of EUR 12,500 (GSLP I Onshore),

6. GSMP V Institutional S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, rue du Fossé, L-1536 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 135.829 and having a share capital of EUR 12,500 (GSMP V Institutional),

7. GSMP V Offshore S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, rue du Fossé, L-1536 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 116.400 and having a share capital of EUR 12,500 (GSMP V Offshore),

8. GSMP V Onshore S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, rue du Fossé, L-1536 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 116.396 and having a share capital of EUR 12,500 (GSMP V Onshore),

9. Mezzanine Finance Europe S.A., a public limited liability company (société anonyme) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 80, route d'Esch, L-1470 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 116.353 (Mezzanine),

10. Park Square Capital I, S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 3, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 104.706 and having a share capital of EUR 12,500 (PSC I),

11. Park Square Capital II Parallel, S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 3, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 159.424 and having a share capital of EUR 12,500 (PSC II Parallel), and

12. Park Square Capital II S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 3, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 145.659 and having a share capital of EUR 12,500 (PSC II),

all represented by Mrs Sofia AFONSO-DA CHAO CONDE, notary clerk, whose professional address is at Pétange, by virtue of a power of attorney given under private seal,

After signature *in varietur* by the authorised representative of the appearing parties and the undersigned notary, the powers of attorney will remain attached to this deed to be registered with it.

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

### **I. Name - Registered office - Object - Duration**

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

## **Art. 2. Registered office.**

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

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

## **Art. 3. Corporate object.**

3.1. The Company's object is to act as a managing shareholder (actionnaire commandité) in any partnership limited by shares (société en commandite par actions) and the acquisition and disposal of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever, and the management of those participations. The Company may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

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

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

3.4. The Company may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property which, directly or indirectly, favours or relates to its corporate object.

## **Art. 4. Duration.**

4.1. The Company is formed for an unlimited period.

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

## **II. Capital - Shares**

### **Art. 5. Capital.**

5.1. The share capital is set at thirty thousand pound sterling (GBP 30,000.-), represented by three million (3,000,000) shares in registered form, having a nominal value of one penny (GBP 0.01) each.

5.2. The share capital may be increased or reduced once or more by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

### **Art. 6. Shares.**

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

6.2. The shares are freely transferable between shareholders.

6.3. When the Company has a sole shareholder, the shares are freely transferable to third parties.

6.4. When the Company has more than one shareholder, the transfer of shares (inter vivos) to third parties is subject to prior approval by shareholders representing at least three-quarters of the share capital.

6.5. A share transfer shall only be binding on the Company or third parties following notification to, or acceptance by, the Company in accordance with article 1690 of the Luxembourg Civil Code.

6.6. A register of shareholders shall be kept at the registered office and may be examined by any shareholder on request.

6.7. The Company may redeem its own shares, provided:

(i) it has sufficient distributable reserves for that purpose; or

(ii) the redemption results from a reduction in the Company's share capital.

### III. Management - Representation

#### Art. 1. Appointment and removal of managers.

1.1. The Company shall be managed by one or more managers appointed by a resolution of the shareholders, which sets the term of their office. The managers need not be shareholders.

1.2. The managers may be removed at any time, with or without cause, by a resolution of the shareholders.

**Art. 2. Board of managers.** If several managers are appointed, they shall constitute the board of managers (the Board). The shareholders may decide to appoint managers of two different classes, i.e. one or several class A managers and one or several class B managers.

#### 2.1. Powers of the board of managers

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

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

#### 2.2. Procedure

(i) The Board shall meet at the request of any two (2) managers, at the place indicated in the convening notice, which in principle shall be in Luxembourg.

(ii) Written notice of any Board meeting shall be given to all managers at least twenty-four (24) hours in advance, except in the case of an emergency, in which case the nature and circumstances of such shall be set out in the notice.

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

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

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

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

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

#### 2.3. Representation

(i) The Company shall be bound towards third parties in all matters by the joint signature of any two (2) managers provided that if the shareholders have appointed one or several class A managers and one or several class B the Company shall only be bound by the joint signature of any class A manager and any class B manager.

(ii) The Company shall also be bound towards third parties by the signature of any persons to whom special powers have been delegated by the Board.

**Art. 3. Sole manager.** If the Company is managed by a sole manager, all references in the Articles to the Board, the managers or any manager are to be read as references to the sole manager, as appropriate.

**Art. 4. Liability of the managers.** The managers shall not be held personally liable by reason of their office for any commitment they have validly made in the name of the Company, provided those commitments comply with the Articles and the Law.

### IV. Shareholders

#### Art. 1. General meetings of shareholders and shareholders' written resolutions.

#### 1.1. Powers and voting rights

(i) Unless resolutions are taken in accordance with article 11.1.(ii), resolutions of the shareholders shall be adopted at a general meeting of shareholders (each a General Meeting).

(ii) If the number of shareholders of the Company does not exceed twenty-five (25), resolutions of the shareholders may be adopted in writing (Written Shareholders' Resolutions).

(iii) Each share entitles the holder to one (1) vote.

#### 1.2. Notices, quorum, majority and voting procedures

(i) The shareholders may be convened to General Meetings by the Board. The Board must convene a General Meeting following a request from shareholders representing more than half of the share capital.

(ii) Written notice of any General Meeting shall be given to all shareholders at least eight (8) days prior to the date of the meeting, except in the case of an emergency, in which case the nature and circumstances of such shall be set out in the notice.

(iii) When resolutions are to be adopted in writing, the Board shall send the text of such resolutions to all the shareholders. The shareholders shall vote in writing and return their vote to the Company within the timeline fixed by the Board. Each manager shall be entitled to count the votes.

(iv) General Meetings shall be held at the time and place specified in the notices.

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

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

(vii) Resolutions to be adopted at General Meetings shall be passed by shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting, the shareholders shall be convened by registered letter to a second General Meeting and the resolutions shall be adopted at the second General Meeting by a majority of the votes cast, irrespective of the proportion of the share capital represented.

(viii) The Articles may only be amended with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital.

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

(x) Written Shareholders' Resolutions are passed with the quorum and majority requirements set forth above and shall bear the date of the last signature received prior to the expiry of the timeline fixed by the Board.

**Art. 2. Sole shareholder.** When the number of shareholders is reduced to one (1):

(i) the sole shareholder shall exercise all powers granted by the Law to the General Meeting;

(ii) any reference in the Articles to the shareholders, the General Meeting, or the Written Shareholders' Resolutions is to be read as a reference to the sole shareholder or the sole shareholder's resolutions, as appropriate; and

(iii) the resolutions of the sole shareholder shall be recorded in minutes or drawn up in writing.

## V. Annual accounts - Allocation of profits - Supervision

### Art. 1. Financial year and approval of annual accounts.

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

1.2. Each year, the Board must prepare the balance sheet and profit and loss accounts, together with an inventory stating the value of the Company's assets and liabilities, with an annex summarising the Company's commitments and the debts owed by its managers and shareholders to the Company.

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

1.4. The balance sheet and profit and loss accounts must be approved in the following manner:

(i) if the number of shareholders of the Company does not exceed twenty-five (25), within six (6) months following the end of the relevant financial year either (a) at the annual General Meeting (if held) or (b) by way of Written Shareholders' Resolutions; or

(ii) if the number of shareholders of the Company exceeds twenty-five (25), at the annual General Meeting.

### Art. 2. Auditors.

2.1. When so required by law, the Company's operations shall be supervised by one or more approved external auditors (réviseurs d'entreprises agréés). The shareholders shall appoint the approved external auditors, if any, and determine their number and remuneration and the term of their office.

2.2. If the number of shareholders of the Company exceeds twenty-five (25), the Company's operations shall be supervised by one or more commissaires (statutory auditors), unless the law requires the appointment of one or more approved external auditors (réviseurs d'entreprises agréés). The commissaires are subject to re-appointment at the annual General Meeting. They may or may not be shareholders.

### Art. 3. Allocation of profits.

3.1. Five per cent (5%) of the Company's annual net profits must be allocated to the reserve required by law (the Legal Reserve). This requirement ceases when the Legal Reserve reaches an amount equal to ten per cent (10%) of the share capital.

3.2. The shareholders shall determine the allocation of the balance of the annual net profits. They may decide on the payment of a dividend, to transfer the balance to a reserve account, or to carry it forward in accordance with the applicable legal provisions.

3.3. Interim dividends may be distributed at any time, subject to the following conditions:

(i) the Board must draw up interim accounts;

(ii) the interim accounts must show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed the profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by profits carried forward and distributable reserves, and reduced by losses carried forward and sums to be allocated to the Legal Reserve;

(iii) within two (2) months of the date of the interim accounts, the Board must resolve to distribute the interim dividends; and

(iv) taking into account the assets of the Company, the rights of the Company's creditors must not be threatened by the distribution of an interim dividend.

If the interim dividends paid exceed the distributable profits at the end of the financial year, the Board has the right to claim the reimbursement of dividends not corresponding to profits actually earned and the shareholders must immediately refund the excess to the Company if so required by the Board.

## VI. Dissolution - Liquidation

16.1. The Company may be dissolved at any time by a resolution of the shareholders adopted with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital. The shareholders shall appoint one or more liquidators, who need not be shareholders, to carry out the liquidation, and shall determine their number, powers and remuneration. Unless otherwise decided by the shareholders, the liquidators shall have full power to realise the Company's assets and pay its liabilities.

16.2. The surplus (if any) after realisation of the assets and payment of the liabilities shall be distributed to the shareholders in proportion to the shares held by each of them.

## VII. General provisions

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

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

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

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

### *Subscription and payment*

The appearing parties, represented as stated above, declare to subscribe for the following number of shares and to pay up such shares as indicated in the below table:

Name of Subscriber	Number of shares	Payment in GBP and in cash
BSPI . . . . .	774,927	7,749.27
GSLP I Offshore A . . . . .	45,091	450.91
GSLP I Offshore B . . . . .	45,091	450.91
GSLP I Offshore C . . . . .	45,091	450.91
GSLP I Onshore . . . . .	12,397	123.97
GSMP V Institutional . . . . .	55,578	555.78
GSMP V Offshore . . . . .	797,007	7,970.07
GSMP Onshore . . . . .	526,742	5,267.42
Mezzanine . . . . .	32,315	323.15
PSC I . . . . .	563,831	5,638.31
PSC II Parallel . . . . .	12,215	122.15
PSC II . . . . .	89,715	897.15
Total . . . . .	3,000,000	30,000

The amount of thirty thousand pound sterling (GBP 30,000) is at the Company's disposal and evidence of such amount has been given to the undersigned notary.

*Costs*

The expenses, costs, fees and charges of any kind whatsoever to be borne by the Company in connection with its incorporation are estimated at approximately 1,700.- euros.

*Resolutions of the shareholders*

Immediately after the incorporation of the Company, its shareholders, representing the entire subscribed capital, adopted the following resolutions:

(i) The following are appointed as managers of the Company for an indefinite period:

- Marielle Stijger, born on 10 December 1969 in Capelle aan den IJssel, the Netherlands, with professional address at 2, rue du Fossé, L-1536 Luxembourg;

- Alexis de Montpellier, born on 22 March 1979 in Namur, Belgium, with professional address at 2, rue du Fossé, L-1536 Luxembourg;

- GS Lux Management Services S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, rue du Fossé, L-1536 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 88.045 and having a share capital of EUR 15,000;

- Emilie Railhac, born on 13 September 1979 in Nancy, France, with professional address at 133 Fleet Street, Peterborough Court, London EC4A 2BB, United Kingdom; and

- Carole Pace Bonello, born on 28 July 1961 in Barnet, United Kingdom, with professional address at 3, boulevard Royal, L-2449 Luxembourg.

(ii) The registered office of the Company is located at 2, rue du Fossé, L-1536 Luxembourg.

*Declaration*

The undersigned notary, who understands and speaks English, states at the request of the appearing parties that this deed is drawn up in English, followed by a French version, and that in the case of discrepancies, the English version prevails.

This notarial deed is drawn up in Pétange, on the date stated above.

After reading this deed aloud, the notary signs it with the authorised representative of the appearing parties.

**Suit la traduction française du texte qui précède:**

L'an deux mille seize, le vingt-huitième jour de janvier.

Par-devant le soussigné, Maître Jacques Kessler, notaire de résidence à Pétange, Grand-Duché de Luxembourg.

**ONT COMPARU:**

1. Broad Street Principal Investments, L.L.C., une société à responsabilité limitée organisée et existant en vertu des lois de l'Etat du Delaware, Etats-Unis d'Amérique, dont le siège social se situe à c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, County of Newcastle, Delaware 19801, Etats-Unis d'Amérique, immatriculée à la Division des Sociétés, Etat du Delaware sous le numéro 5225144 (BSPI),

2. GSLP I Offshore A S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 138.747 et disposant d'un capital social de EUR 12.500 (GSLP Offshore A),

3. GSLP I Offshore B S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 138.748 et disposant d'un capital social de EUR 12.500 (GSLP Offshore B),

4. GSLP I Offshore C S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 138.749 et disposant d'un capital social de EUR 12.500 (GSLP Offshore C),

5. GSLP I Onshore S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 138.795 et disposant d'un capital social de EUR 12.500 (GSLP Onshore),

6. GSMP V Institutional S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 135.829 et disposant d'un capital social de EUR 12.500 (GSMP V Institutional),

7. GSMP V Offshore S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg,



immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 116.400 et disposant d'un capital social de EUR 12.500 (GSMP V Offshore),

8. GSMP V Onshore S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 116.396 et disposant d'un capital social de EUR 12.500 (GSMP V Onshore),

9. Mezzanine Finance Europe S.A., une société anonyme constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 80, route d'Esch, L-1470 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 116.353 (Mezzanine),

10. Park Square Capital I S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 3, boulevard Royal, L-2449 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 104.706 et disposant d'un capital social de EUR 12.500 (PSC I),

11. Park Square Capital II Parallel S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 3, boulevard Royal, L-2449 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 159.424 et disposant d'un capital social de EUR 12.500 (PSC II Parallel), et

12. Park Square Capital II S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 3, boulevard Royal, L-2449 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 145.659 et disposant d'un capital social de EUR 12.500 (PSC II),

toutes représentées par Madame Sofia AFONSO-DA CHAO CONDE, clerc de notaire, avec adresse professionnelle à Pétange, en vertu de procurations données sous seing privé.

Après avoir été signées ne varietur par le mandataire des parties comparantes et le notaire instrumentant, lesdites procurations resteront annexées au présent acte pour les formalités de l'enregistrement.

Les parties comparantes, représentées comme indiqué ci-dessus, ont prié le notaire instrumentant d'acter de la façon suivante les statuts d'une société à responsabilité limitée qui est ainsi constituée:

### **I. Dénomination - Siège social - Objet - Durée**

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

#### **Art. 2. Siège social.**

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

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

#### **Art. 3. Objet social.**

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

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

état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

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

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

#### **Art. 4. Durée.**

4.1. La Société est formée pour une durée indéterminée.

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

### **II. Capital - Parts sociales**

#### **Art. 5. Capital.**

5.1. Le capital social est fixé à trente mille livres sterling (GBP 30.000,-), représenté par trois millions (3.000.000) de parts sociales sous forme nominative, ayant une valeur nominale de un penny (GBP 0,01) chacune.

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

#### **Art. 6. Parts sociales.**

6.1. Les parts sociales sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par part sociale.

6.2. Les parts sociales sont librement cessibles entre associés.

6.3. Lorsque la Société a un associé unique, les parts sociales sont librement cessibles aux tiers.

6.4. Lorsque la Société a plus d'un associé, la cession des parts sociales (inter vivos) à des tiers est soumise à l'accord préalable des associés représentant au moins les trois-quarts du capital social.

6.5. Une cession de parts sociales ne sera opposable à l'égard de la Société ou des tiers, qu'après avoir été notifiée à la Société ou acceptée par celle-ci conformément à l'article 1690 du Code Civil luxembourgeois.

6.6. Un registre des associés est conservé au siège social et peut être consulté à la demande de tout associé.

6.7. La Société peut racheter ses propres parts sociales à condition:

- (i) qu'elle dispose des réserves distribuables suffisantes à cet effet; ou
- (ii) que le rachat résulte de la réduction du capital social de la Société.

### **III. Gestion - Représentation**

#### **Art. 7. Nomination et révocation des gérants.**

7.1. La Société est gérée par un ou plusieurs gérants nommés par une résolution des associés, qui fixe la durée de leur mandat. Les gérants ne doivent pas nécessairement être des associés.

7.2. Les gérants sont révocables à tout moment, avec ou sans raison, par une décision des associés.

**Art. 8. Conseil de gérance.** Si plusieurs gérants sont nommés, ils constitueront le conseil de gérance (le Conseil). Les associés peuvent décider de nommer des gérants de deux différentes classes, à savoir un ou plusieurs gérants de classe A et un ou plusieurs gérants de classe B.

##### **8.1. Pouvoirs du conseil de gérance**

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

(ii) Le Conseil peut déléguer des pouvoirs spéciaux ou limités pour des tâches spécifiques à un ou plusieurs agents.

##### **8.2. Procédure**

(i) Le Conseil se réunit sur convocation de deux (2) gérants au lieu indiqué dans l'avis de convocation, qui en principe, sera au Luxembourg.

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

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

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

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

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

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

### 8.3. Représentation

(i) La Société est engagée vis-à-vis des tiers en toutes circonstances par les signatures conjointes de deux (2) gérants, à la condition que lorsque les associés ont nommé un ou plusieurs gérants de classe A et un ou plusieurs gérants de classe B la Société n'est engagée vis-à-vis des tiers que par les signatures conjointes d'un gérant de classe A et d'un gérant de classe B.

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

**Art. 9. Gérant unique.** Si la Société est gérée par un gérant unique, toute référence dans les Statuts au Conseil, aux gérants ou à un gérant, doit être considérée, le cas échéant, comme une référence au gérant unique.

**Art. 10. Responsabilité des gérants.** Les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle concernant les engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont conformes aux Statuts et à la Loi.

## IV. Associés

### Art. 11. Assemblées générales des associés et résolutions écrites des associés.

#### 11.1. Pouvoirs et droits de vote

(i) Sauf lorsque des résolutions sont adoptées conformément à l'article 11.1. (ii), les résolutions des associés sont adoptées en assemblée générale des associés (chacune une Assemblée Générale).

(ii) Si le nombre des associés de la Société ne dépasse pas vingt-cinq (25), les résolutions des associés peuvent être adoptées par écrit (Résolutions Ecrites des Associés).

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

#### 11.2. Convocations, quorum, majorité et procédure de vote

(i) Les associés peuvent être convoqués aux Assemblées Générales à l'initiative du Conseil. Le Conseil doit convoquer une Assemblée Générale à la demande d'associés représentant plus de la moitié du capital social.

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

(iii) Lorsque des résolutions sont adoptées par écrit, le Conseil communique le texte des résolutions à tous les associés. Les associés votent par écrit et envoient leur vote à la Société dans le délai fixé par le Conseil. Chaque gérant est autorisé à compter les votes.

(iv) Les Assemblées Générales sont tenues au lieu et heure précisés dans les convocations.

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

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

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

(viii) Les Statuts ne peuvent être modifiés qu'avec le consentement de la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social.

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

(x) Des Résolutions Ecrites des Associés sont adoptées avec le quorum de présence et de majorité détaillés ci-dessus. Elles porteront la date de la dernière signature reçue avant l'expiration du délai fixé par le Conseil.

**Art. 12. Associé unique.** Dans le cas où le nombre des associés est réduit à un (1):

- (i) l'associé unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale;
- (ii) toute référence dans les Statuts aux associés, à l'Assemblée Générale ou aux Résolutions Ecrites des Associés est considérée, le cas échéant, comme une référence à l'associé unique ou aux résolutions de ce dernier; et
- (iii) les résolutions de l'associé unique sont consignées dans des procès-verbaux ou rédigées par écrit.

## V. Comptes annuels - Affectation des bénéfices - Contrôle

**Art. 13. Exercice social et approbation des comptes annuels.**

13.1. L'exercice social commence le premier (1<sup>er</sup>) janvier et se termine le trente et un (31) décembre de chaque année.

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

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

13.4. Le bilan et le compte de profits et pertes doivent être approuvés de la façon suivante:

(i) si le nombre des associés de la Société ne dépasse pas vingt-cinq (25), dans les six (6) mois de la clôture de l'exercice social en question, soit (a) par l'Assemblée Générale annuelle (si elle est tenue), soit (b) par voie de Résolutions Ecrites des Associés; ou

(ii) si le nombre des associés de la Société dépasse vingt-cinq (25), par l'Assemblée Générale annuelle.

**Art. 14. Commissaires / réviseurs d'entreprises.**

14.1. Les opérations de la Société sont contrôlées par un ou plusieurs réviseurs d'entreprises agréés, dans les cas prévus par la loi. Les associés nomment les réviseurs d'entreprises agréés, s'il y a lieu, et déterminent leur nombre, leur rémunération et la durée de leur mandat.

14.2. Si la Société compte plus de vingt-cinq (25) associés, ses opérations sont surveillées par un ou plusieurs commissaires, à moins que la loi n'exige la nomination d'un ou plusieurs réviseurs d'entreprises agréés. Les commissaires sont sujets au renouvellement de leur mandat par l'Assemblée Générale annuelle. Ils peuvent être des associés ou non.

**Art. 15. Affectation des bénéfices.**

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

15.2. Les associés décident de l'affectation du solde des bénéfices nets annuels. Ils peuvent décider du versement d'un dividende, l'affecter le solde à un compte de réserve ou le reporter en respectant les dispositions légales applicables.

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

(i) Le Conseil établit des comptes intérimaires;

(ii) ces comptes intérimaires doivent faire apparaître que suffisamment de bénéfices et autres réserves (y compris la prime d'émission) sont disponibles pour une distribution, étant entendu que le montant à distribuer ne peut pas dépasser le montant des bénéfices réalisés depuis la fin du dernier exercice social dont les comptes annuels ont été approuvés, le cas échéant, augmenté des bénéfices reportés et des réserves distribuables, et réduit des pertes reportées et des sommes à affecter à la Réserve Légale;

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

(iv) compte tenu des actifs de la Société, les droits des créanciers de la Société ne doivent pas être menacés par la distribution d'un versement intérimaire.

Si les dividendes intérimaires qui ont été distribués dépassent les bénéfices distribuables à la fin de l'exercice social, le Conseil a le droit de réclamer la répétition des dividendes ne correspondant pas à des bénéfices effectivement réalisés et les associés doivent immédiatement reverser l'excès à la Société sur demande du Conseil.

## VI. Dissolution - Liquidation

16.1. La Société peut être dissoute à tout moment, par une résolution des associés adoptée par la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social. Les associés nommeront un ou plusieurs liquidateurs, qui n'ont pas besoin d'être des associés, pour réaliser la liquidation et détermineront leur nombre, pouvoirs et rémunération. Sauf décision contraire des associés, les liquidateurs sont investis des pouvoirs les plus étendus pour réaliser les actifs et payer les dettes de la Société.

16.2. Le boni de liquidation après la réalisation des actifs et le paiement des dettes, s'il y en a un, est distribué aux associés proportionnellement aux parts sociales détenues par chacun d'entre eux.

## VII. Dispositions générales

17.1. Les convocations et communications, ainsi que les renonciations à celles-ci, peuvent être faites, et les Résolutions Circulaires des Gérants ainsi que les Résolutions Ecrites des Associés peuvent être établies par écrit, par télécopie, e-mail ou tout autre moyen de communication électronique.

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

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

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

### *Souscription et libération*

Les parties comparantes, représentées comme indiqué ci-dessus, déclarent souscrire au nombre de parts sociales suivant et les libérer intégralement tel qu'indiqué dans le tableau ci-dessous:

Nom du souscripteur	Nombre de parts sociales	Libération en GBP et en numéraire
BSPI	774.927	7.749,27
GSLP I Offshore A	45.091	450,91
GSLP I Offshore B	45.091	450,91
GSLP I Offshore C	45.091	450,91
GSLP I Onshore	12.397	123,97
GSMP V Institutional	55.578	555,78
GSMP V Offshore	797.007	7.970,07
GSMP Onshore	526.742	5.267,42
Mezzanine	32.315	323,15
PSC I	563.831	5.638,31
PSC II Parallel	12.215	122,15
PSC II	89.715	897,15
Total	3.000.000	30.000

Le montant de trente mille livres sterling (GBP 30.000) est à la disposition de la Société, comme il a été prouvé au notaire instrumentant.

### *Frais*

Les dépenses, coûts, honoraires et charges de quelque nature que ce soit qui incombent à la Société du fait de sa constitution s'élèvent approximativement à 1.700,- euros.

### *Résolutions des associés*

Immédiatement après la constitution de la Société, ses associés, représentant l'intégralité du capital social souscrit, ont pris les résolutions suivantes:

(i) Les personnes suivantes sont nommées en qualité de gérants de la Société pour une durée indéterminée:

- Marielle Stijger, née le 10 décembre 1969 à Capelle aan den IJssel, les Pays-Bas, avec adresse professionnelle au 2, rue du Fossé, L-1536 Luxembourg;

- Alexis de Montpellier, né le 22 mars 1979 à Namur, Belgique, avec adresse professionnelle au 2, rue du Fossé, L-1536 Luxembourg;

- GS Lux Management Services S.à r.l., une société à responsabilité limitée constituée et existant en vertu des lois du Grand-Duché de Luxembourg, dont le siège social se situe au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 88045 et disposant d'un capital social de EUR 15.000;

- Emilie Railhac, née le 13 septembre 1979 à Nancy, France, avec adresse professionnelle au 133 Fleet Street, Peterborough Court, London EC4A 2BB, Royaume-Uni;

- Carole Pace Bonello, née le 28 juillet 1961 à Barnet, Royaume Uni, avec adresse professionnelle au 3, boulevard Royal, L-2449 Luxembourg.

(ii) Le siège social de la Société est établi au 2, rue du Fossé, L-1536 Luxembourg.

### Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la requête des parties comparantes le présent acte est rédigé en anglais, suivi d'une traduction française et qu'en cas de divergences, la version anglaise fait foi.

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

Après avoir lu le présent acte à voix haute, le notaire le signe avec le mandataire des parties comparantes.

Signé: Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 05 février 2016. Relation: EAC/2016/3256. Reçu soixante-quinze euros (75,00 €).

*Le Receveur (signé): Santioni A.*

POUR EXPEDITION CONFORME.

Référence de publication: 2016076040/625.

(160040708) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 mars 2016.

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#### **Nordea Asset Allocation Fund, Fonds Commun de Placement.**

La nouvelle version du règlement de gestion du Fonds Commun de Placement Nordea Asset Allocation Fund a été déposée auprès du Registre du Commerce et des Sociétés, Luxembourg.

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

Luxembourg, le 26 février 2016.

Nordea Investment Funds S.A.

Référence de publication: 2016072353/10.

(160036200) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 février 2016.

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#### **Nordea International Fund, Fonds Commun de Placement.**

La nouvelle version du règlement de gestion du Fonds Commun de Placement Nordea International Fund a été déposée au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 26 février 2016.

Nordea Investment Funds S.A.

Référence de publication: 2016072354/10.

(160036201) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 février 2016.

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#### **Hogepa S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 139.508.

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

Par-devant Maître Edouard DELOSCH, notaire de résidence à Diekirch (Grand-Duché de Luxembourg).

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme HOGEPa S.A., ayant son siège social à L-2557 Luxembourg, 18, Rue Robert Stümper, inscrite au Registre de Commerce et des Sociétés de Luxembourg, à la section B, sous le numéro 139.508 (la "Société"), constituée suivant acte reçu par Maître Gérard Lecuit, notaire de résidence à Luxembourg, en date du 5 juin 2008, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1700 du 10 juillet 2008. Les statuts de la Société n'ont pas encore été modifiés depuis sa constitution.

L'assemblée est présidée par Frédéric Cipolletti, employé privé, et demeurant professionnellement à L-2557 Luxembourg, 18, rue Robert Stümper.

Le président désigne comme secrétaire Teresa GANINO, employée privée, et demeurant professionnellement à L-2557 Luxembourg, 18, rue Robert Stümper.

L'assemblée choisit comme scrutateur Frédéric Cipolletti, employé privé, et demeurant professionnellement à L-2557 Luxembourg, 18, rue Robert Stümper.

Le président déclare et prie le notaire d'acter que:

I. Les actionnaires représentés et le nombre des actions qu'ils détiennent sont renseignés sur une liste de présence, signée par le président, le secrétaire, le scrutateur et le notaire instrumentant.

Cette liste et les procurations signées ne varietur seront annexées au présent acte afin d'être soumises aux formalités d'enregistrement avec le présent acte.

II. Tous les actionnaires représentés ont déclaré avoir été préalablement suffisamment informés de l'ordre du jour de l'assemblée générale et ont renoncé à leurs droits à un avis de convocation y relatif, de sorte que l'assemblée générale peut se prononcer valablement sur tous les points inscrits à l'ordre du jour.

III. Il ressort de la liste de présence que toutes les cent (100) actions de la Société sont représentées à la présente assemblée de sorte que la présente assemblée est régulièrement constituée et peut valablement délibérer sur l'ordre du jour tel qu'il suit:

#### *Ordre du jour*

1. Dissolution de la Société et mise en liquidation de la Société;
2. Nomination de Monsieur Valerio CESANO, comme liquidateur et détermination de ses pouvoirs;
3. Divers.

Après délibération, les résolutions suivantes ont été prises à l'unanimité par les actionnaires de la Société:

#### *Première résolution*

Conformément à la loi du 10 août 1915 concernant les sociétés commerciales, telle qu'elle a été modifiée, l'assemblée générale décide la dissolution anticipée de la Société et décide sa mise en liquidation à compter de ce jour.

#### *Deuxième résolution*

Suite à la résolution qui précède, l'assemblée générale décide de nommer en qualité de liquidateur:

- Monsieur Valerio CESANO, né le 10 janvier 1957 à Torino, domicilié à F-57016 Paris, 46, avenue de New York.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 à 148 bis de la loi du 10 août 1915 concernant les sociétés commerciales, telle qu'elle a été modifiée.

Il peut accomplir tous les actes prévus à l'article 145 sans devoir recourir à l'autorisation des actionnaires dans les cas où elle est requise.

Il peut dispenser le conservateur des hypothèques de prendre inscription d'office; renoncer à tous droits réels, privilèges, hypothèques, actions résolutoires; donner mainlevée, avec ou sans paiement de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisies, oppositions ou autres empêchements.

Le liquidateur est dispensé de l'inventaire et peut se référer aux comptes de la Société.

Il peut, sous sa responsabilité, pour des opérations spéciales ou déterminées, déléguer à un ou plusieurs mandataires telle partie de ses pouvoirs qu'il détermine et pour la durée qu'il fixera.

Plus rien ne figurant à l'ordre du jour, la séance est levée.

#### *Estimation des frais*

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison des présentes, s'élève approximativement au montant de mille deux cents euros (EUR 1.200,-).

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

Et après lecture faite et interprétation donnée aux membres du Bureau, connus du notaire instrumentant par leurs noms, prénoms usuels, états et demeures, ils ont signé le présent acte avec le notaire.

Signé: F. CIPOLLETTI, T. GANINO, DELOSCH.

Enregistré à Diekirch Actes Civils, le 29 décembre 2015. Relation: DAC/2015/22536. Reçu soixante-quinze (75,-) euros.

*Le Receveur (signé): THOLL.*

Pour expédition conforme, délivrée, sur demande à la société prénommé par Maître Pierre PROBST, notaire de résidence à Ettelbruck, en tant que dépositaire provisoire des minutes de Maître Edouard DELOSCH, alors notaire de résidence à Diekirch.

Diekirch, le 5 janvier 2016.

Référence de publication: 2016003797/68.

(160002004) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2016.

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**Ergeco (SPF) S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 29.220.

*Extrait des résolutions prises par le Conseil d'Administration du 11 janvier 2016*

Le Conseil d'Administration décide de nommer en qualité de dépositaire des actions au porteur de la société Ergeco (SPF) S.A., la fiduciaire FGA (Luxembourg) S.A., 53 Route d'Arlon L-8211 Mamer, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 61.096, inscrite à l'Ordre des Expert-comptable de Luxembourg.

Référence de publication: 2016051206/11.

(160009702) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 janvier 2016.

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**HSH Nordbank Securities S.A., Société Anonyme.**

Siège social: L-2180 Luxembourg, 2, rue Jean Monnet.

R.C.S. Luxembourg B 14.784.

*Auszug aus dem Beschluss der außerordentlichen Generalversammlung vom 4. Dezember 2015*

Aus dem Beschluss der außerordentlichen Generalversammlung geht hervor, dass Herr Thomas Rabehl, Managing Director, Global Head Compliance der HSH Nordbank AG, Hamburg/Kiel, geboren am 10. Mai 1965 in Hamburg, mit beruflichem Wohnsitz in Deutschland, 20095 Hamburg, Gerhart-Hauptmann-Platz 50, mit Wirkung zum 4. Dezember 2015 zum Mitglied des Verwaltungsrates der HSH Nordbank Securities SA. bestellt wurde.

Die EZB hat der Ernennung mit Schreiben vom 26.11.2015 zugestimmt.

Dauer des Mandats: Begrenzt: Bis zur Generalversammlung, die im Jahre 2017 stattfinden wird.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxembourg, den 15.01.2016.

Für gleichlautenden Auszug

Franz-Josef Glaben / Carsten Bäcker

*Managing Director / Managing Director*

Référence de publication: 2016051304/19.

(160010149) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 janvier 2016.

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**EDU Luxco S.à r.l., Société à responsabilité limitée.**

Siège social: L-1661 Luxembourg, 31, Grand-Rue.

R.C.S. Luxembourg B 153.763.

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: 2016051192/10.

(160009343) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 janvier 2016.

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**EEC Investments S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 107.469.

*Extrait des résolutions prises lors de l'assemblée générale ordinaire du 18 décembre 2015*

L'Assemblée Générale accepte la démission de Monsieur Jean LAMBERT, administrateur, avec effet au 18 décembre 2015.

Extrait sincère et conforme

EEC INVESTMENTS S.A.

*Un mandataire*

Référence de publication: 2016051193/13.

(160009997) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 janvier 2016.

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