MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg

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Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 894 **25 mars 2016**

SOMMAIRE

Walrus, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 165.502.

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

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

was held

an extraordinary general meeting of the shareholders (the Meeting) of Walrus (the Company), a public limited liability company (société anonyme), having its registered office at 14, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B165502 and incorporated pursuant to a deed of the notary Henri Hellinckx dated 16 December 2011, published on 31 December 2011 in the Luxembourg official gazette (Mémorial C, Recueil des Sociétés et Associations) C-N° 3225. The articles of association of the Company have not been amended since the Company's incorporation (the Articles).

The Meeting is opened. with Nicole Hoffmann, professionally residing in Luxembourg as chairman. The chairman appoints Stephane Williot, professionally residing in Luxembourg as secretary of the Meeting. The Meeting elects Nicole Pires, professionally residing in Luxembourg as scrutineer of the Meeting. The chairman, the secretary and the scrutineer are collectively referred to hereafter as the Members of the Bureau or the Bureau.

The Bureau having thus been constituted, the chairman requests the notary to record that:

1. the shareholders present or represented at the Meeting and the number of shares which they hold are recorded in an attendance list, which will be signed by the shareholders present and/or the holders of the powers of attorney who represent the shareholders who are not present and the Members of the Bureau. The said list as well as the powers of attorney, after having been signed ne varietur by the persons who represent the shareholders who are not present and the undersigned notary, will remain attached to these minutes;

2. it appears from the attendance list that out of 543 227.8488 shares without par value, 543 227.8488 shares are present or duly represented at the Meeting, representing 100% of the share capital of the Company. The Meeting is thus regularly constituted and can validly deliberate on all the items on the agenda, set out below; and

3. the agenda of the Meeting is the following:

(1) Amendment of the corporate object of the Company from that of a specialised investment fund subject to the Luxembourg act of 13 February 2007 relating specialised investment funds, as amended, to that of an undertaking for collective investment in transferable securities subject to Part I of the Luxembourg act of 17 December 2010, as amended.

(2) Amendment and replacement of article 4 “Corporate Objects” of the articles of incorporation of the Company further to the resolution above by a new article 4 “Object of the Company” to modify the corporate object of the Company, in line with the resolution above, as follows:

“The exclusive purpose of the Company is to invest the assets of the Company in Transferable Securities (as defined in article 19.4(a)) and other assets permitted by law in accordance with the principle of risk diversification, within the limits of the investment policies and restrictions determined by the Board pursuant to article 19 hereof, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfilment and implementation of the object of the Company to the full extent permitted by Part I of the act dated 17 December 2010 on undertakings for collective investment, as may be amended from time to time (the 2010 Act).”.

(3) Amendment, restatement and renumbering of the Articles in their entirety.

(4) Miscellaneous.

4. After deliberation, the Meeting passed the following resolutions:

First resolution

The Meeting resolves to amend the corporate object of the Company as follows:

“The exclusive purpose of the Company is to invest the assets of the Company in Transferable Securities (as defined in article 19.4(a)) and other assets permitted by law in accordance with the principle of risk diversification, within the limits of the investment policies and restrictions determined by the Board pursuant to article 19 hereof, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfilment and implementation of the object of the Company to the full extent permitted by Part I of the act dated 17 December 2010 on undertakings for collective investment, as may be amended from time to time (the 2010 Act).”

Second resolution

The Meeting resolves to amend and replace article 4 “Corporate Objects” of the Articles further to the resolution above by a new article 4 “Object of the Company” to modify the corporate object of the Company as follows:

4. Art. 4. Object of the company.

4.1 The exclusive purpose of the Company is to invest the assets of the Company in Transferable Securities (as defined in article 19.4(a)) and other assets permitted by law in accordance with the principle of risk diversification, within the limits of the investment policies and restrictions determined by the Board pursuant to article 19 hereof, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

4.2 The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfilment and implementation of the object of the Company to the full extent permitted by Part I of the act dated 17 December 2010 on undertakings for collective investment, as may be amended from time to time (the 2010 Act).

Third resolution

The Meeting resolves to amend, restate and renumber the Articles in their entirety as follows:

1. Art. 1. Name.

1.1 There is hereby formed among the subscribers, and all other persons who will become owners of the shares hereafter created, an investment company with variable capital (société d'investissement à capital variable) in the form of a public limited liability company (société anonyme) under the name "Walrus" (the Company).

1.2 Any reference to shareholders of the Company (Shareholders) in the articles of incorporation of the Company (the Articles) will be a reference to 1 (one) Shareholder as long as the Company will have 1 (one) Shareholder.

2. Art. 2. Registered office.

2.1 The registered office of the Company is established in Luxembourg-City, Grand Duchy of Luxembourg. It may be transferred to any other place within the Grand Duchy of Luxembourg by a resolution of the general meeting of Shareholders of the Company (the General Meeting), deliberating in the manner provided for amendments to the Articles or by the board of directors of the Company (the Board) if and to the extent permitted by law. It may be transferred within the boundaries of the municipality by a resolution of the Board.

2.2 The Board will further have the right to set up offices, administrative centres and agencies wherever it will deem fit, either within or outside of the Grand Duchy of Luxembourg.

2.3 If extraordinary events of political, economic or social nature, likely to impair the normal activity at the registered office or the easy communication between that office and foreign countries, occur or are imminent, the registered office may be provisionally transferred abroad until such time as circumstances have completely returned to normal. Such a transfer will have no effect on the nationality of the Company, which will remain a Luxembourg company. The declaration of the provisional transfer abroad of the registered office will be made and brought to the attention of third parties by the officer of the Company best placed to do so in the circumstances.

3. Art. 3. Duration. The Company is established for an unlimited duration.

4. Art. 4. Object of the company.

4.1 The exclusive purpose of the Company is to invest the assets of the Company in Transferable Securities (as defined in article 19.4(a)) and other assets permitted by law in accordance with the principle of risk diversification, within the limits of the investment policies and restrictions determined by the Board pursuant to article 19 hereof, and with the objective of paying out to Shareholders the profits resulting from the management of the assets of the Company, either through distributions or through accumulation of income in the Company.

4.2 The Company may take any measures and execute any transactions that it considers expedient with regard to the fulfilment and implementation of the object of the Company to the full extent permitted by Part I of the act dated 17 December 2010 on undertakings for collective investment, as may be amended from time to time (the 2010 Act).

5. Art. 5. Share capital, Share classes.

5.1 The capital of the Company will at all times be equal to the total net assets of the Company and will be represented by fully paid-up shares of no par value.

5.2 The minimum capital, as provided by law, is fixed at EUR1,250,000 (one million two hundred and fifty thousand euro) to be reached within a period of six months as from the authorisation of the Company by the Luxembourg supervisory authority, being provided that shares of a Target Sub-fund held by an Investing Sub-fund (as defined in article 19.10 below) will not be taken into account for the purpose of the calculation of the EUR1,250,000 minimum capital requirement. Upon the decision of the Board, the shares issued in accordance with these Articles may be of more than one share class. The proceeds from the issue of shares of a share class, less a sales commission (sales charge) (if any), are invested in Transferable Securities of all types and other legally permissible assets in accordance with the investment policy as set forth by the Board and taking into account investment restrictions imposed by law.

5.3 The Company has an umbrella structure, each compartment corresponding to a distinct part of the assets and liabilities of the Company (a Sub-fund) as defined in article 181 of the 2010 Act, and that is formed for one or more share classes of the type described in these Articles. Each Sub-fund will be invested in accordance with the investment objective and policy applicable to that Sub-fund, the investment objective, policy, as well as the risk profile and other specific features of each Sub-fund are set forth in the prospectus of the Company (the Prospectus). Each Sub-fund may have its own funding, share classes, investment policy, capital gains, expenses and losses, distribution policy or other specific features.

5.4 Within a Sub-fund, the Board may, at any time, decide to issue one or more share classes the assets of which will be commonly invested but subject to different fee structures, distribution, marketing targets, currency or other specific features, including special rights as regards the appointment of directors in accordance with article 13 of these Articles. A separate NAV (as defined in article 11 below), which may differ as a consequence of these variable factors, will be calculated for each share class.

5.5 The Company may create additional share classes whose features may differ from the existing share classes and additional Sub-funds whose investment objectives may differ from those of the Sub-funds then existing. Upon creation of new Sub-funds or share classes, the Prospectus will be updated, if necessary.

5.6 The Company is one single legal entity. However, the rights of the Shareholders and creditors relating to a Sub-fund or arising from the setting-up, operation and liquidation of a Sub-fund are limited to the assets of that Sub-fund. The assets of a Sub-fund are exclusively dedicated to the satisfaction of the rights of the Shareholder relating to that Sub-fund and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that Sub-fund, and there will be no cross liability between Sub-funds, in derogation of article 2093 of the Luxembourg Civil Code.

5.7 The Board may create each Sub-fund for an unlimited or limited period of time; in the latter case, the Board may, at the expiration of the initial period of time, extend the duration of that Sub-fund one or more times. At the expiration of the duration of a Sub-fund, the Company will redeem all the shares in the share class(es) of that Sub-fund, in accordance with article 8 of these Articles, irrespective of the provisions of article 23 of these Articles. At each extension of the duration of a Sub-fund, the registered Shareholders will be duly notified in writing, by a notice sent to their address as recorded in the Company's register of Shareholders. The Prospectus indicates the duration of each Sub-fund and, if applicable, any extension of its duration.

5.8 For the purpose of determining the capital of the Company, the net assets attributable to each share class will, if not already denominated in euro, be converted into euro. The capital of the Company equals the total of the net assets of all the share classes.

6. Art. 6. Shares.

6.1 The Company may, upon decision of the Board, issue shares in registered form or in dematerialised form on such terms and conditions as the Board will prescribe. Dematerialised shares are shares exclusively issued by book entry in an issue account (compte d'émission), held by an authorised central account holder or an authorised settlement system designated by the Company and disclosed in the Prospectus.

6.2 All registered shares issued by the Company are entered in the register of Shareholders, which is kept by the Company or by one or more persons designated by the Company. This register contains the names of the owners of registered shares, their permanent residence or elected domicile as indicated to the Company, and the number of registered shares held by them.

6.3 The entry of the Shareholder's name in the register of shares evidences the Shareholder's right of ownership to such registered shares. The Shareholder will receive a written confirmation of its shareholding.

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

6.5 In the event that a Shareholder does not provide an address, the Company may have a notice to this effect entered into the register of Shareholders. The Shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be determined by the Company from time to time, until another address is provided to the Company by that Shareholder. A Shareholder may, at any time, change the address entered in the register of Shareholders by means of a written notification to the registered office of the Company or to such other address as may be determined by the Company from time to time.

6.6 Holders of dematerialised shares must provide, or must ensure that registrar agents shall provide, the Company with information for identification purposes of the holders of such shares in accordance with applicable laws. If on a specific request of the Company, the holder of dematerialised shares does not furnish the requested information, or furnishes incomplete or erroneous information within a time period provided for by law or determined by the Board at its discretion, the Board may decide to suspend voting rights attached to all or part of the dematerialised shares held by the relevant person until satisfactory information is received.

6.7 The Company recognises only one owner per share. If one or more shares are jointly owned or if the ownership of a share or shares is disputed, all persons claiming a right to those shares will appoint one owner to represent those shares towards the Company. The failure to appoint such an attorney results in the suspension of the exercise of all rights attached to such shares.

6.8 The Company may decide to issue fractional shares. Such fractional shares do not carry voting rights, except where their number is so that they represent a whole share, but are entitled to participate in the net assets attributable to the relevant share class on a pro rata basis.

7. Art. 7. Issue of shares.

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

7.2 The Board may impose restrictions on the frequency at which shares of a certain share class are issued; the Board may, in particular, decide that shares of a particular share class will only be issued during one or more subscription periods or at such other intervals as provided for in the Prospectus.

7.3 Shares in Sub-funds will be issued at the subscription price. The subscription price for shares of a particular share class of a Sub-fund corresponds to the NAV per share of the respective share class (see articles 11 and 12 below), adjusted, as the case may be, in accordance with the price adjustment policy described in the Prospectus, plus any subscription fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The relevant subscription price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

7.4 A process determined by the Board and described in the Prospectus will govern the chronology of the issue of shares in a Sub-fund.

7.5 The subscription price is payable within a period determined by the Board, which may not exceed seven (7) business days from the relevant valuation day (the Valuation Day), determined as every such day on which the NAV per share for a given share class or Sub-fund is calculated (the NAV Calculation Day).

7.6 The Board may confer the authority upon any of its members, any managing director, officer or other duly authorised representative to accept subscription applications, to receive payments for newly issued shares and to deliver these shares.

7.7 At the entire description of the Board and subject to the terms of the Prospectus, the Company may accept subscriptions through contributions in kind of assets to a Sub-fund in lieu of cash. The contribution in kind will be valued by the auditor of the Company. These contributions in kind of assets are not subject to brokerage costs. The Board will only have recourse to this possibility (a) at the request of the relevant investor and (b) if the transfer does not negatively affect current shareholders. All costs related to a contribution in kind will be paid for by relevant the Sub-fund concerned provided that they are lower than the brokerage costs which the relevant Sub-fund would have paid if the assets concerned had been acquired on the market. If the costs relating to the contribution in kind are higher than the brokerage costs which the relevant Sub-fund concerned would have paid if the assets concerned had been acquired on the market, the exceeding portion thereof will be supported by the subscriber.

7.8 Applications for subscription are irrevocable, except - for the duration of such suspension - when the calculation of the NAV has been suspended in accordance with article 12 of these Articles.

8. Art. 8. Redemption of shares.

8.1 Any Shareholder may request redemption of all or part of his/her/its shares from the Company, pursuant to the conditions and procedures set forth by the Board in the Prospectus and within the limits provided by law and these Articles.

8.2 Subject to the provisions of article 12 of these Articles and this article 8, the redemption price per share will be paid within a period determined by the Board which may not exceed seven (7) business days from the relevant NAV Calculation Day, as determined in accordance with the current policy of the Board.

8.3 The redemption price per share for shares of a particular share class of a Sub-fund corresponds to the NAV per share of the respective share class, adjusted, as the case may be, in accordance with the price adjustment policy described in the Prospectus, less any redemption fee, if applicable. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The relevant redemption price may be rounded up or down to the nearest unit of the currency in which it is to be paid, as determined by the Board.

8.4 If as a result of a redemption application, the number or the value of the shares held by any Shareholder in any share class falls below the minimum number or value that is then determined by the Board in the Prospectus, the Company may decide to treat such an application as an application for redemption of all of that Shareholder's shares in the given share class.

8.5 If, in addition, on a NAV Calculation Day or at some time during a NAV Calculation Day, redemption applications as defined in this article and conversion applications as defined in article 9 of these Articles exceed a certain level set by the Board in relation to the shares of a given share class, the Board may resolve to reduce proportionally part or all of the redemption and conversion applications for a certain time period and in the manner deemed necessary by the Board, in the best interest of the Company. The portion of the non-proceeded redemptions will then be proceeded by priority on the NAV Calculation Day following this period, these redemption and conversion applications will be given priority and dealt with ahead of other applications (but subject always to the foregoing limit).

8.6 The Company may satisfy payment of the redemption price owed to any Shareholder, subject to such Shareholder's agreement, in specie by allocating assets to the Shareholder from the portfolio set up in connection with the share class(es) equal in value to the value of the shares to be redeemed (calculated in the manner described in article 11 below) as of the

NAV Calculation Day or the time of valuation when the redemption price is calculated if the Company determines that such a transaction would not be detrimental to the best interests of the remaining Shareholders of the relevant Sub-fund. The nature and type of assets to be transferred in such case will be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders in the given share class or share classes, as the case may be. The valuation used will be confirmed by a special report of the auditor of the Company. The costs of any such transfers are borne by the transferee.

8.7 All redeemed shares will be cancelled.

8.8 All applications for redemption of shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article 12 of these Articles, when the calculation of the NAV has been suspended or when redemption has been suspended as provided for in this article.

8.9 The Company may redeem shares of any Shareholder if:

(a) any of the representations given by the Shareholder to the Company were not true and accurate or have ceased to be true and accurate; or

(b) the Shareholder is a Restricted Person (as defined in article 10 below); or

(c) that the continuing ownership of shares by the Shareholder would cause an undue risk of adverse tax consequences to the Company or any of its Shareholders; or

(d) the continuing ownership of shares by such Shareholder may be prejudicial to the Company or any of its Shareholders; or

(e) further to the satisfaction of a redemption request received by a Shareholder, the number or aggregate amount of shares of the relevant share class held by this Shareholder is less than the minimum holding amount as is stipulated in the Prospectus.

9. Art. 9. Conversion of shares.

9.1 A Shareholder may convert shares of a particular share class of a Sub-fund held in whole or in part into shares of the corresponding share class of another Sub-fund in accordance with the provisions of the Prospectus; conversions from shares of one share class of a Sub-fund to shares of another share class of either the same or a different Sub-fund are also permitted, except otherwise decided by the Board.

9.2 The Board may make the conversion of shares dependent upon additional conditions set out in the Prospectus.

9.3 A conversion application will be considered as an application to redeem the shares held by the Shareholder and as an application for the simultaneous acquisition (issue) of the shares to be acquired. The conversion ratio will be calculated on the basis of the NAV per share of the respective share class; a conversion fee may be incurred. Additional fees may be incurred if distributors and paying agents are involved in a transaction. The prices of the conversion may be rounded up or down to the nearest unit of the currency in which they are to be paid, as determined by the Board. The Board may determine that balances of less than a reasonable amount to be set by the Board, resulting from conversions will not be paid out to Shareholders.

9.4 As a rule, both the redemption and the acquisition parts of the conversion application should be calculated on the basis of the values prevailing on one and the same NAV Calculation Day. If there are different order acceptance deadlines for the Sub-funds in question, the calculation may deviate from this, in particular depending on the sales channel. In particular either:

(a) the sales part may be calculated in accordance with the general rules on the redemption of shares (which may be older than the general rules on the issue of shares), while the purchase part would be calculated in accordance with the general (newer) rules on the issue of shares; or

(b) the sales part is not calculated until a time later in relation to the general rules on share redemption together with the purchase part calculated in accordance with the newer (in relation to the sales part) rules on the issue of shares.

9.5 Conversions may only be effected if, at the time, both the redemption of the shares to be converted and the issue of the shares to be acquired are simultaneously possible; there will be no partial execution of the application unless the possibility of issuing the shares to be acquired ceases after the shares to be converted have been redeemed.

9.6 All applications for the conversion of shares are irrevocable, except - in each case for the duration of the suspension - in accordance with article 12 of these Articles, when the calculation of the NAV of the shares to be redeemed has been suspended or when redemption of the shares to be redeemed has been suspended as provided for in article 8 above. If the calculation of the NAV of the shares to be acquired is suspended after the shares to be converted have already been redeemed, only the acquisition part of the conversion application can be revoked during this suspension.

9.7 Shares that are converted to shares of another share class will be cancelled.

10. Art. 10. Restrictions on ownership of shares - Transfer of shares.

10.1 The Company may restrict or prevent the ownership of shares in the Company by any individual or legal entity if:

(a) such person would not comply with the eligibility criteria of a given Class or Sub-fund;

(b) a holding by such person would cause or is likely to cause the Company some pecuniary, tax or regulatory disadvantage:

(c) a holding by such person would cause or is likely to cause the Company to be in breach of the law or requirements of any country or governmental authority applicable to the Company; or

(d) such person is not a FATCA Eligible Investor (as defined in the Prospectus);

(such individual or legal entities are to be determined by the Board and are defined herein as Restricted Persons).

10.2 For such purposes the Company may:

(a) decline to issue any shares and decline to register any transfer of shares, where such registration or transfer would result in legal or beneficial ownership of such shares by a Restricted Person; and

(b) at any time require any person whose name is entered in the register of Shareholders or who seeks to register the transfer of shares in the register of Shareholders to furnish the Company 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 with a Restricted Person, or whether such registration will result in beneficial ownership of such shares by a Restricted Person; and

(c) decline to accept the vote of any Restricted Person at the General Meeting; and

(d) instruct a Shareholder to sell his shares and to demonstrate to the Company that this sale was made within ten (10) business days of the sending of the relevant notice if the Company determines that a Restricted Person is the sole beneficial owner or is the beneficial owner together with other persons.

10.3 If the investor does not comply with the relevant notice, the Company may, in accordance with the procedure described below, compulsorily redeem all shares held by such a Shareholder or have this redemption carried out:

(a) The Company provides a second notice (Purchase Notice) to the investor or the owner of the shares to be redeemed, in accordance with the entry in the register of Shareholders; this Purchase Notice designates the shares to be redeemed, the procedure under which the redemption price is calculated and the name of the acquirer.

(b) Such Purchase Notice will be sent by registered mail to the last known address or to the address listed in the Company's books.

(c) Immediately upon close of business on the date designated in the Purchase Notice, the Shareholder's ownership of the shares which are designated in the Purchase Notice ends. For registered shares and dematerialised shares, the name of the Shareholder is deleted from the register of Shareholders.

(d) The price at which these shares are acquired (Sales Price) corresponds to an amount determined on the basis of the share value of the corresponding share class on a Valuation Day, or at some time during a Valuation Day, as determined by the Board, less any redemption fees incurred, if applicable. The purchase price is, less any redemption fees incurred, if applicable, the lesser of the share value calculated before the date of the Purchase Notice.

(e) The exercise of the powers by the Company in accordance with this article may in no way be called into question or declared invalid on the grounds that the ownership of shares was not sufficiently proven or that the actual ownership of shares did not correspond to the assumptions made by the Company on the date of the Purchase Notice, provided that the Company exercised the above-named powers in good faith.

10.4 Restricted Persons as defined in these Articles are neither persons who subscribe shares for the duration of their shareholding in connection with the formation of the Company nor securities dealers who subscribe shares in the Company for distribution.

10.5 The Company may decline to register a transfer of shares:

(a) if in the opinion of the Company, the transfer will be unlawful or will result or be likely to result in any adverse regulatory, tax or fiscal consequences to the Company or its Shareholders; or

(b) if the transferee is a US Person (as defined in the Prospectus) or is acting for or on behalf of a US Person; or

(c) if the transferee is a Restricted Person or is acting for or on behalf of a Restricted Person; or

(d) in relation to share classes reserved for subscription by institutional investors, if the transferee is not an institutional investor; or

(e) in circumstances where an investor engages in market trading or late trading activities; or

(f) if in the opinion of the Company, the transfer of the shares would lead to the shares being registered in a depositary or clearing system in which the shares could be further transferred otherwise than in accordance with the terms of the Prospectus or these Articles;

(g) in such additional circumstances as set out in the Prospectus.

11. Art. 11. Calculation of net asset value per share.

11.1 The Company, each Sub-fund and each share class in a Sub-fund have a net asset value (NAV) determined in accordance with these Articles. The reference currency of the Company is the Euro. The NAV of each Sub-fund and share class will be calculated in the reference currency of the Sub-fund or share class, as it is stipulated in the Prospectus, and will be determined by the administrative agent of the Company (the Administrative Agent) for each Valuation Day on each NAV Calculation Day as stipulated in the Prospectus, by calculating the aggregate of:

(a) the value of all assets of the Company which are allocated to the relevant Sub-fund and share class in accordance with the provisions of these Articles; less

(b) all the liabilities of the Company which are allocated to the relevant Sub-fund and share class in accordance with the provisions of these Articles, and all fees attributable to the relevant Sub-fund and share class, which fees have accrued but are unpaid on the relevant Valuation Day.

11.2 The NAV per share for a Valuation Day will be calculated in the reference currency of the relevant Sub-fund and will be calculated by the Administrative Agent as at the NAV Calculation Day of the relevant Sub-fund by dividing the NAV of the relevant Sub-fund by the number of shares which are in issue on the Valuation Day corresponding to such NAV Calculation Day in the relevant Sub-fund (including shares in relation to which a Shareholder has requested redemption on such Valuation Day in relation to such NAV Calculation Day).

11.3 If the Sub-fund has more than one share class in issue, the Administrative Agent will calculate the NAV per share of each share class for a Valuation Day by dividing the portion of the NAV of the relevant Sub-fund attributable to a particular share class by the number of shares of such share class in the relevant Sub-fund which are in issue on such Valuation Day (including shares in relation to which a Shareholder has requested redemption on the Valuation Day in relation to such NAV Calculation Day).

11.4 The NAV per share may be rounded up or down as set out in the Prospectus.

11.5 The allocation of assets and liabilities of the Company between Sub-funds (and within each Sub-fund between the different share classes) will be effected so that:

(a) the subscription price received by the Company on the issue of shares, and reductions in the value of the Company as a consequence of the redemption of shares, will be attributed to the Sub-fund (and within that Sub-fund, the share class) to which the relevant shares belong;

(b) assets acquired by the Company upon the investment of the subscription proceeds and income and capital appreciation in relation to such investments which relate to a specific Sub-fund (and within a Sub-fund, to a specific share class) will be attributed to such Sub-fund (or share class in the Sub-fund);

(c) assets disposed of by the Company as a consequence of the redemption of shares and liabilities, expenses and capital depreciation relating to investments made by the Company and other operations of the Company, which relate to a specific Sub-fund (and within a Sub-fund, to a specific share class) will be attributed to such Sub-fund (or share class in the Sub-fund);

(d) where the use of foreign exchange transactions, instruments or financial techniques relates to a specific Sub-fund (and within a Sub-fund, to a specific share class) the consequences of their use will be attributed to such Sub-fund (or share class in the Sub-fund);

(e) where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques relate to more than one Sub-fund (or within a Sub-fund, to more than one share class), they will be attributed to such Sub-funds (or share classes, as the case may be) in proportion to the extent to which they are attributable to each such Sub-fund (or each such share class);

(f) where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques cannot be attributed to a particular Sub-fund they will be divided equally between all Sub-funds or, in so far as is justified by the amounts, will be attributed in proportion to the relative NAV of the Sub-funds (or share classes in the Sub-fund) if the Board, in its sole discretion, determines that this is the most appropriate method of attribution; and

(g) upon payment of dividends to the Shareholders of a Sub-fund (and within a Sub-fund, to a specific share class) the net assets of this Sub-fund (or share class in the Sub-fund) are reduced by the amount of such dividend.

11.6 The assets of the Company will be valued as follows:

(a) Transferable Securities or Money Market Instruments (as defined in article 19.4(b) of these Articles) quoted or traded on an official stock exchange or any other regulated market as defined in the Council Directive 2004/39/EEC dated 21 April 2004 on markets in financial instruments or any other market established in the European Economic Area which is regulated, operates regularly and is recognised and open to the public (a Regulated Market), are valued on the basis of the last known price, and, if the securities or Money Market Instruments are listed on several stock exchanges or Regulated Markets, the last known price of the stock exchange which is the principal market for the security or Money Market Instrument in question, unless these prices are not representative.

(b) For Transferable Securities or Money Market Instruments not quoted or traded on an official stock exchange or any other Regulated Market, and for quoted Transferable Securities or Money Market Instruments, but for which the last known price as of the relevant Valuation Day is not representative, valuation is based on the probable sales price estimated prudently and in good faith by the Board.

(c) Units and shares issued by undertakings for collective investment in transferable securities (UCITS) or other undertakings for collective investment (UCIs) will be valued at their last available NAV as of the relevant Valuation Day.

(d) The liquidating value of futures, forward or options contracts that are not traded on exchanges or on other Regulated Markets will be determined pursuant to the policies established in good faith by the Board, on a basis consistently applied. The liquidating value of futures, forward or options contracts traded on exchanges or on other Regulated Markets will be based upon the last available settlement prices as of the relevant Valuation Day of these contracts on exchanges and Regulated Markets on which the particular futures, forward or options contracts are traded; provided that if a futures,

forward or options contract could not be liquidated on such Valuation Day with respect to which a NAV is being determined, then the basis for determining the liquidating value of such contract will be such value as the Board may, in good faith and pursuant to verifiable valuation procedures, deem fair and reasonable.

(e) Liquid assets and Money Market Instruments with a maturity of less than 12 months may be valued at nominal value plus any accrued interest or using an amortised cost method (it being understood that the method which is more likely to represent the fair market value will be retained). This amortised cost method may result in periods during which the value deviates from the price the relevant Sub-fund would receive if it sold the investment. The Board may, from time to time, assess this method of valuation and recommend changes, where necessary, to ensure that such assets will be valued at their fair value as determined in good faith pursuant to procedures established by the Board. If the Board believes that a deviation from the amortised cost may result in material dilution or other unfair results to Shareholders, the Board will take such corrective action, if any, as it deems appropriate, to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results.

(f) The swap transactions will be consistently valued based on a calculation of the net present value of their expected cash flows. For certain Sub-funds using over-the-counter financial derivative instruments (OTC Derivative) as part of their main investment policy, the valuation method of the OTC Derivative will be further specified in the Prospectus.

(g) Accrued interest on securities will be included if it is not reflected in the share price.

(h) Cash will be valued at nominal value, plus accrued interest.

(i) All assets denominated in a currency other than the reference currency of the respective Sub-fund/share class will be converted at the mid-market conversion rate between the reference currency and the currency of denomination.

(j) All other securities and other permissible assets as well as any of the above mentioned assets for which the valuation in accordance with the above sub-paragraphs would not be possible or practicable, or would not be representative of their probable realisation value, will be valued at probable realisation value, as determined with care and in good faith pursuant to procedures established by the Board.

11.7 The assets of the Company will include:

(a) all cash on hand or receivable or on deposit, including accrued interest;

(b) all bills and notes payable on demand and any amounts due (including the proceeds of securities sold but not yet collected);

(c) all securities, shares, bonds, debentures, swaps, options or subscription rights and any other investments and securities belonging to the Company;

(d) all dividends and distributions due to the Company in cash or in kind to the extent known to the Company provided that the Company may adjust the valuation for fluctuations in the market value of securities due to trading practices such as trading ex-dividend or ex-rights;

(e) all accrued interest on any interest bearing securities held by the Company except to the extent that such interest is comprised in the principal thereof;

(f) the preliminary expenses of the Company insofar as the same have not been written off; and

(g) all other permitted assets of any kind and nature including prepaid expenses.

11.8 The liabilities of the Company will include:

(a) all borrowings, bills and other amounts due;

(b) all administrative expenses due or accrued including but not limited to the costs of its constitution and registration with regulatory authorities, as well as legal, audit, management, custodial, paying agency and corporate and central administration agency fees and expenses, the costs of legal publications, prospectuses, financial reports and other documents made available to Shareholders, translation expenses and generally any other expenses arising from the administration of the Company;

(c) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Company for which no coupons have been presented and which therefore remain unpaid until the day these dividends revert to the Company by prescription;

(d) any appropriate amount set aside for taxes due on the date of the valuation and any other provisions of reserves; and

(e) any other liabilities of the Company of whatever kind towards third parties.

11.9 General rules

(a) all valuation regulations and determinations will be interpreted and made in accordance with Luxembourg law;

(b) the latest NAV per share may be obtained at the registered office of the Company in accordance with the terms of the Prospectus;

(c) for the avoidance of doubt, the provisions of this article 11 are rules for determining NAV per share and are not intended to affect the treatment for accounting or legal purposes of the assets and liabilities of the Company or any shares issued by the Company;

(d) to mitigate the effect of dilution, the NAV per share may be adjusted on any Valuation Day in accordance with such policy as described in the Prospectus depending on whether or not a Sub-fund is in a net subscription position or in a net redemption position on such Valuation Day to arrive at the applicable adjusted price;

(e) the NAV per share of each share class in each Sub-fund is made public at the offices of the Company and Administrative Agent. The Company may arrange for the publication of this information in the reference currency of each Sub-fund/ share class and any other currency at the discretion of the Company in leading financial newspapers. The Company cannot accept any responsibility for any error or delay in publication or for non-publication of prices;

(f) different valuation rules may be applicable in respect of a specific Sub-fund as further laid down in the Prospectus.

12. Art. 12. Frequency and temporary suspension of the calculation of share value and of the issue, redemption and conversion of shares.

12.1 The NAV of shares issued by the Company will be determined with respect to the shares relating to each Sub-fund by the Company from time to time, but in no instance less than twice monthly, as the Board may decide.

12.2 During the existence of any state of affairs which, in the opinion of the Board, makes the determination of the NAV of a Sub-fund in the reference currency either not reasonably practical or prejudicial to the Shareholders of the Company, the NAV and the subscription price and redemption price may temporarily be determined in such other currency as the Board may determine.

12.3 The Company at any time and from time to time may suspend the determination of the NAV and/or the issue and redemption of shares in any Sub-fund as well as the right to convert shares of any Sub-fund into shares relating to another Sub-fund:

(a) if several sources of quotation are (or if the only source available is) not able to provide relevant valuations to the Administrative Agent, the latter is authorised not to calculate the NAV and, consequently, not to determine subscription, redemption and conversion prices;

(b) when one or more stock exchanges or markets, which provide the basis for valuing a substantial portion of the assets of the relevant Sub-fund or share class, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the relevant Sub-fund or share class are denominated, are closed otherwise than for ordinary holidays or if dealings therein are restricted or suspended;

(c) when, as a result of political, economic, military or monetary events or any circumstances outside the responsibility and the control of the Board, disposal of the assets of the relevant Sub-fund or share class is not reasonably or normally practicable without being seriously detrimental to the interests of the shareholders;

(d) in the case of a breakdown in the normal means of communication used for the valuation of any investment of the relevant Sub-fund or share class or if, for any reason beyond the responsibility of the Board, the value of any asset of the relevant Sub-fund or share class may not be determined as rapidly and accurately as required;

(e) if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Company are rendered impracticable or if purchases and sales of the Sub-fund's assets cannot be effected at normal rates of exchange;

(f) when the Board so decides, provided that all shareholders are treated on an equal footing and all relevant laws and regulations are applied

(i) upon publication of a notice convening a general meeting of shareholders of the Company or of a Sub-fund for the purpose of deciding on the liquidation, dissolution, the merger or absorption of the Company or the relevant Sub-fund and (ii) when the Board is empowered to decide on this matter, upon their decision to liquidate, dissolve, merge or absorb the relevant Sub-fund;

(g) in case of the Company's liquidation or in the case a notice of termination has been issued in connection with the liquidation of a Sub-fund or a class of shares;

(h) where, in the opinion of the Board, circumstances which are beyond the control of the Board make it impracticable or unfair vis-à-vis the Shareholders to continue trading the Shares.

12.4 The Administrative Agent will immediately inform the Board and the Management Company if any of these situations arises.

12.5 The suspension in respect of a Sub-fund will have no effect on the calculation of the NAV and the issue, redemption and conversion of the shares of any other Sub-fund.

12.6 Any such suspension may be notified by the Company in such manner as it may deem appropriate to the persons likely to be affected thereby. The Company will notify Shareholders requesting redemption and/or conversion of their shares of such suspension.

13. Art. 13. Board of directors.

13.1 The Company will be managed by a Board of at least three (3) members (including the chairman of the Board). The directors of the Company, either Shareholders or not, are appointed for a term which may not exceed 6 (six) years, by a General Meeting. Members of the Board are selected by a majority vote of the shares present or represented at the relevant General Meeting.

13.2 The General Meeting will determine the number of directors (within the limit of article 13.1 above) and the term of their office. Members of the Board are selected by a majority vote of the shares present or represented at the relevant General Meeting.

13.3 When a legal entity is appointed as a director of the Company (the Legal Entity), the Legal Entity must designate a permanent representative in order to accomplish this task in its name and on its behalf (the Representative). The Representative is subject to the same conditions and obligations, and incurs the same liability as if he was performing this task for his own account and on his own behalf, without prejudice to the joint liability of him and the Legal Entity. The Legal Entity cannot revoke the Representative unless it simultaneously appoints a new permanent representative.

13.4 Any director may be removed with or without cause or be replaced at any time by resolution adopted by the General Meeting.

13.5 In the event of a vacancy in the office of a member of the Board, the remaining directors may temporarily fill such vacancy; the Shareholders will take a final decision regarding such nomination at their next General Meeting.

14. Art. 14. Board meetings.

14.1 The Board will elect a chairman out of the members of the Board. It may further choose a secretary, either director or not, who will be in charge of keeping the minutes of the meetings of the Board. The Board will meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

14.2 The chairman will preside at all General Meetings and all meetings of the Board. In his absence, the General Meeting or, as the case may be, the Board will appoint another member of the Board as chairman pro tempore by vote of the majority in number present in person or by proxy at such meeting.

14.3 Meetings of the Board are convened by the chairman or by any other two members of the Board.

14.4 The directors will be convened separately to each meeting of the Board. Written notice of any meeting of the Board will be given to all directors at least forty-eight (48) hours prior to the date set for such meeting, except in emergencies, in which case the nature of the emergency will be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, telefax or other similar means of communication. No separate invitation is necessary for meetings whose date and location have been determined by a prior resolution of the Board.

14.5 The meetings are held at the place, the day and the hour specified in the convening notice.

14.6 Any director may act at any meeting of the Board by appointing in writing or by telefax or telegram or telex another director as his proxy.

14.7 A director may represent more than one of his colleagues, under the condition however that at least two directors are present at the meeting.

14.8 Any director may participate in any meeting of the Board by conference call or by other similar means of communication allowing all the persons taking part in the meeting to hear and speak to one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting and is deemed to be held at the registered office of the Company.

14.9 The Board can validly debate and take decisions only if the majority of its members is present or duly represented.

14.10 Decisions are made by the majority of the votes expressed by the members present or represented. If a member of the Board abstains from voting or does not participate to a vote, this abstention or non-participation are not taken into account in calculating the majority.

14.11 In the case of a tied vote, the Chairman or the chairman pro tempore, as the case may be, will have a casting vote.

14.12 Resolutions signed by all directors will be valid and binding in the same manner as if they were passed at a meeting duly convened and held. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or telefax.

14.13 The decisions of the Board will be recorded in minutes to be inserted in a special register and signed by the chairman or by any two other directors. Any proxies will remain attached thereto.

14.14 Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise will be signed by the chairman or by any two other directors.

14.15 No contract or other transaction between the Company and any other company, firm or other entity will be affected or invalidated by the fact that any one or more of the directors or officers of the Company have a personal interest in, or are a director, associate, officer or employee of such other company, firm or other entity. Any director who is director or officer or employee of any company, firm or other entity with which the Company will contract or otherwise engage in business will not, merely by reason of such affiliation with such other company, firm or other entity be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

14.16 In the event that any director of the Company may have any personal and opposite interest in any transaction of the Company, such director will make known to the Board such personal and opposite interest and will not consider or vote upon any such transaction, and such transaction, and such director's interest therein, will be reported to the next following annual General Meeting.

14.17 The preceding paragraph does not apply to resolutions of the Board concerning transactions made in the ordinary course of business of the Company which are entered into on arm's length terms.

14.18 If, a quorum of the Board cannot be reached due to a conflict of interest, resolutions passed by the required majority of the other members of the Board present or represented at such meeting and voting will be deemed valid.

15. Art. 15. Powers of the board.

15.1 The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in article 19 of these Articles, to the extent that such powers are not expressly reserved by law or by these Articles to the General Meeting.

15.2 All powers not expressly reserved by law or by these Articles to the General Meeting lie in the competence of the Board.

16. Art. 16. Corporate signature. Vis-à-vis third parties, the Company is validly bound by the joint signature of any two members of the Board or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

17. Art. 17. Delegation of powers.

17.1 The Board 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, acting under the supervision of the Board. The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are directors of the Company and that no meeting of the committee will be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Company.

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

18. Art. 18. Indemnification.

18.1 The Company may indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Company or, at his or her request, of any other corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he or she will be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of a settlement, indemnification will be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification will not exclude other rights to which he/she/it may be entitled.

18.2 In the event of a settlement, indemnification will be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty.

19. Art. 19. Investment policies and restrictions.

19.1 The Board is vested with the broadest powers to perform all acts of administration and disposition in the Company's interest. All powers not expressly reserved by law or by these Articles to the General Meeting may be exercised by the Board.

19.2 The Board has, in particular, the power to determine the corporate policy. The course of conduct of the management and business affairs of the Company will fall under such investment restrictions as may be imposed by the 2010 Act or be laid down in the laws and regulations of those countries where the shares are offered for sale to the public or as will be adopted from time to time by resolutions of the Board and as will be described in any prospectus relating to the offer of shares.

19.3 The management of the assets of the Sub-funds will be undertaken within the following investment restrictions. A Sub-fund may be subject to different or additional investment restrictions set out in the relevant special section of the Prospectus.

19.4 Subject to compliance with all investment restrictions which apply to UCIs subject to Part I of the 2010 Act and the additional investment restrictions set out in the Prospectus, the Company may invest in:

(a) shares in companies and other securities equivalent to shares in companies (shares), bonds and other forms of securities debt and any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange (Transferable Securities);

(b) instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time (Money Market Instruments);

(c) shares or units of other UCIs, including shares or units of a master fund qualified as a UCITS;

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

(e) financial derivative instruments;

(f) shares issued by one or several other Sub-funds under the conditions provided for by the 2010 Act.

19.5 The Company may purchase Transferable Securities and Money Market Instruments on any Regulated Market of a state of Europe, being or not Member State, of America, Africa, Asia, Australia or Oceania. The Company may also invest in recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include

an undertaking that application will be made for admission to official listing on a Regulated Market and that such admission be secured within one year of issue. Each Sub-fund may also invest up to 10% of its net assets in other Transferable Securities and Money Market Instruments.

19.6 A Sub-fund may have as objective to replicate the composition of an index of securities or debt securities recognised by the Luxembourg supervisory authority.

19.7 In accordance with the principle of risk spreading, a Sub-fund may invest up to 100% of its net assets in Transferable Securities or Money Market Instruments issued or guaranteed by an EU member state, its territorial authorities, by a member state of the OECD, by certain non-member state(s) of the OECD (currently Singapore and Hong Kong) or by public international bodies of which one or more EU member states are members if (i) the relevant Sub-fund holds securities belonging to six different issues at least and (ii) the securities belonging to one issue do not represent more than 30% of the net assets of the relevant Sub-fund.

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

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

19.10 A Sub-fund (the Investing Sub-fund) may invest in one or more other Sub-funds. Any acquisition of shares of another Sub-fund (the Target Sub-fund) by the Investing Sub-fund is subject to the following conditions (and such other conditions as may be applicable in accordance with the terms of the Prospectus):

(a) the Target Sub-fund may not invest in the Investing Sub-fund;

(b) the Target Sub-fund may not invest more than 10% of its net assets in UCITS (including other Sub-funds) or other UCIs;

(c) the voting rights attached to the shares of the Target Sub-fund are suspended during the investment by the Investing Sub-fund; and

(d) the value of the share of the Target Sub-fund held by the Investing Sub-fund are not taken into account for the purpose of assessing the compliance with the EUR1,250,000 minimum capital requirement.

19.11 The Company may employ techniques and instruments relating to Transferable Securities and Money Market Instruments for hedging or efficient portfolio management purposes.

19.12 Under the conditions set forth in Luxembourg laws and regulations, the Board may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations:

(a) create any Sub-fund and/or class of shares qualifying either as a feeder UCITS or as a master UCITS;

(b) convert any existing Sub-fund and/or share class into a feeder UCITS sub-fund and/or class of shares or change the master UCITS of any of its feeder UCITS sub-fund and/or class of shares.

20. Art. 20. Auditor.

20.1 The accounting data reported in the annual report of the Company will be examined by an auditor (réviseur d'entreprises agréé) appointed by the General Meeting and remunerated by the Company.

20.2 The auditor fulfils all duties prescribed by the 2010 Act.

21. Art. 21. General meeting of shareholders of the company.

21.1 The General Meeting represents, when properly constituted, the entire body of Shareholders of the Company. Its resolutions are binding upon all the Shareholders, regardless of the share class held by them. It has the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

21.2 The General Meeting meets when called by the Board. It will be necessary to call a General Meeting within a month whenever a group of Shareholders representing at least one tenth of the subscribed capital requires so by written notice. In such case, the concerned Shareholders must indicate the agenda of the meeting.

21.3 The annual General Meeting will be held at the registered office of the Company or at such other place in the municipality of its registered office as may be specified in the notice of meeting, on the last Wednesday of April of each year at 10.30 a.m. (Luxembourg time). If this day is a legal or banking holiday in Luxembourg, the annual General Meeting will be held on the next business day.

21.4 Other General Meetings may be held at such places and times as may be specified in the respective notices of meeting.

21.5 Shareholders meet when called by the Board pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered Shareholder at the Shareholder's address in the register of Shareholders. It is not necessary to provide proof at the meeting that such notices were actually delivered to registered Shareholders. The agenda

is prepared by the Board, except when the meeting is called on the written request of the Shareholders, in which case the Board may prepare a supplementary agenda.

21.6 If all shares are in registered form or dematerialised form and if no publications are made, notices to Shareholders may be sent by registered mail only.

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

21.8 The Board may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders. To the extent permitted by law, the convening notice to a General Meeting may provide that the quorum and majority requirements will be assessed against the number of shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the relevant meeting (the Record Date) in which case, the right of any Shareholder to participate in the meeting will be determined by reference to his/her/its holding as at the Record Date. The right of a holder of dematerialised shares to attend a General Meeting and to exercise the voting rights attached to such shares will be determined by a reference to the shares held by this holder as at the time and date provided for by Luxembourg laws and regulations.

21.9 The business transacted at any meeting of the Shareholders will be limited to the matters on the agenda and transactions related to these matters.

21.10 Each share of any share class is entitled to one vote, in accordance with Luxembourg law and these Articles. A Shareholder may act at any meeting of Shareholders through a written proxy to another person, who need not be a Shareholder and who may be a member of the Board.

21.11 Unless otherwise provided by law or herein, resolutions of the General Meeting are passed by a simple majority vote of the Shareholders present or represented.

22. Art. 22. General meetings of shareholders in a sub-fund or in a share class.

22.1 The Shareholders of the share classes issued in a Sub-fund may hold, at any time, General Meetings to decide on any matters which relate exclusively to that Sub-fund.

22.2 In addition, the Shareholders of any share class may hold, at any time, General Meetings for any matters which are specific to that share class.

22.3 The provisions of article 21 of these Articles apply to such General Meetings.

22.4 Each share is entitled to one vote in accordance with Luxembourg law and these Articles. Shareholders may act either in person or through a written proxy to another person who need not be a Shareholder and may be a director.

22.5 Unless otherwise provided for by law or in these Articles, the resolutions of the General Meeting of a Sub-fund or of a share class are passed by a simple majority vote of the Shareholders present or represented.

23. Art. 23. Liquidation of sub-funds or share classes.

23.1 In the event that for any reason the net assets of a Sub-fund or of any share class fall below the equivalent of the minimum NAV as set out in the Prospectus or if a change in the economic or political environment of the relevant Sub-fund or share class may have material adverse consequences on the Sub-fund or share class' investments, or if an economic rationalisation so requires, the Board may decide on a compulsory redemption of all outstanding shares in such Sub-fund or share class(es) on the basis of the NAV per share (after taking into account current realisation prices of investments as well as realisation expenses) calculated as of the day the decision becomes effective. The Company will serve a notice to the holders of the relevant share class(es) at the latest on the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations: registered holders will be notified in writing. Unless it is otherwise decided in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Sub-fund or of the share class concerned may continue to request redemption of their shares free of redemption or conversion charge However, the liquidation costs will be taken into account in the redemption and conversion price. Any amounts unclaimed by the Shareholders at the closing of the liquidation will be deposited with the Caisse de Consignation in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they will be forfeited.

23.2 Notwithstanding the powers conferred to the Board by the preceding paragraph, the General Meeting of any one or all share classes issued in any Sub-fund may, upon proposal from the Board, decide to repurchase all the shares of the relevant share class(es) and to reimburse the Shareholders on the basis of the NAV of their shares (taking into account current realisation prices of investments and realisation expenses) calculated as of the Valuation Day on which such decision will become effective. No quorum will be required at this General Meeting and resolutions will be passed by a simple majority of the Shareholders present or duly represented and voting at such meeting, provided that the decision does not result in the liquidation of the Company.

23.3 Any amounts unclaimed by the Shareholders at the closing of the liquidation will be deposited with the Caisse de Consignation in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they will be forfeited.

23.4 All redeemed shares will be cancelled.

24. Art. 24. Merger of the company.

24.1 In accordance with the provisions of the 2010 Act and of these articles, unless such merger or consolidation triggers the liquidation of the Company in which case a General Meeting of the Company must be convened by the Board in accordance with article 30 of these Articles, the Board may decide to merge or consolidate the Company with, or transfer part of the Company's assets to, or acquire substantially all the assets of, another UCITS established in Luxembourg or another EU Member State.

24.2 A contribution of the assets and of the liabilities of the Company to another UCITS may also be decided by a General Meeting of the Company subject to applicable quorum and voting requirements applicable under Luxembourg law.

24.3 Any merger leading to termination of the Company must be approved by a resolution of the General Meeting adopted in the manner required for amendments of these Articles as set out in article 30 of these Articles. For the avoidance of doubt, this provision does not apply in respect of a merger leading to the termination of a Sub-fund.

24.4 Shareholders will receive shares of the surviving UCITS and, if applicable, a cash payment not exceeding 10% of the NAV of those shares.

24.5 The Company will provide appropriate and accurate information on the proposed merger to its Shareholders so as to enable them to make an informed judgment of the impact of the merger on their investment and to exercise their rights under this article 24 and the 2010 Act.

24.6 The Shareholders have the right to request, without any charge other than those retained by the Company to meet disinvestment costs, the redemption of their Shares.

25. Art. 25. Merger of sub-funds or share classes.

25.1 If, for any reason, the net assets of a Sub-fund or of any Class fall below the equivalent of the minimum NAV, or if a change in the economic or political environment of the relevant Sub-fund or Class may have material adverse consequences on the Sub-fund or Class's investments, or if an economic rationalisation so requires, and in accordance with the 2010 Act under the same circumstances as provided by article 23.1 above, the Board may decide to allocate the assets of a Sub-fund to those of another existing Sub-fund within the Company or to another Luxembourg UCITS or to another sub-fund within such other Luxembourg UCITS (the New Sub-fund) and to repatriate the shares of the share class or share classes concerned as shares of another share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision will be published in the same manner as described in article 29.6 one month before its effectiveness (and, in addition, the publication will contain information in relation to the New Sub-fund), in order to enable the Shareholders to request redemption of their Shares, without any charges other than those retained by the Company to meet disinvestment costs, during such period.

25.2 Notwithstanding the powers conferred to the Board by article 25.1 above, a contribution of the assets and of the liabilities of any Sub-fund to another Sub-fund within the Company may in any other circumstances be decided by a General Meeting of Shareholders of the share class or share classes issued in the Sub-fund concerned for which there will be no quorum requirements and which will decide upon such a merger by resolution taken by simple majority of those present or represented and voting at such meeting.

25.3 If the interest of the Shareholders of the relevant Sub-fund or in the event that a change in the economic or political situation relating to a Sub-fund so justifies, the Board may proceed to the reorganisation of a Sub-fund by means of a division into two or more Sub-funds. Information concerning the New Sub-fund(s) will be provided to the relevant Shareholders. Such publication will be made one month prior to the effectiveness of the reorganisation in order to permit Shareholders to request redemption of their Shares, without any charges other than those retained by the Company to meet disinvestment costs, during such one month prior period.

25.4 The Company will provide appropriate and accurate information on the proposed merger or division to its Shareholders so as to enable them to make an informed judgment of the impact of the merger on their investment and to exercise their rights under this article 25 and the 2010 Act.

26. Art. 26. Financial year. The financial year of the Company commences on 1 January of each year and terminates on 31 December of the same year.

27. Art. 27. Application of income.

27.1 The General Meeting determines, upon proposal from the Board and within the limits provided by law, how the income from the Sub-fund will be applied with regard to each existing share class, and may declare, or authorise the Board to declare, distributions.

27.2 For any share class entitled to distributions, the Board may decide to pay interim dividends in the form and under the conditions provided by law.

27.3 Payments of distributions to owners of registered shares will be made to such Shareholders at their addresses in the register of Shareholders.

27.4 Distributions may be paid in such a currency and at such a time and place as the Board determines from time to time.

27.5 The Board may decide to distribute bonus stock in lieu of cash dividends under the terms and conditions set forth by the Board.

27.6 Any distributions that has not been claimed within 5 (five) years of its declaration will be forfeited and revert to the share class(es) issued in the respective Sub-fund.

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

28. Art. 28. Depositary.

28.1 To the extent required by law, the Company will enter into a depositary agreement with a bank or credit institution as defined by the act dated 5 April 1993 on the financial sector, as amended (the Depositary).

28.2 The Depositary will fulfil its obligations in accordance with the 2010 Act.

28.3 If the Depositary indicates its intention to terminate the custodial relationship, the Board will make every effort to find a successor depositary within two months of the effective date of the notice of termination of the depositary agreement. The Board may terminate the agreement with the Depositary but may not relieve the Depositary of its duties until a successor depositary has been appointed.

29. Art. 29. Liquidation of the company.

29.1 The Company may at any time be dissolved by a resolution of the General Meeting adopted in the required manner for amendments of the Articles as set out in article 30 of these Articles.

29.2 If the assets of the Company fall below two-thirds of the minimum capital indicated in article 5 of these Articles, the Board must submit the question of the Company's dissolution to the General Meeting. The General Meeting, for which no quorum will be required, will decide by simple majority of the votes of the shares represented at the General Meeting.

29.3 The question of dissolution of the Company will further be referred to the General Meeting whenever the share capital falls below one-fourth of the minimum capital indicated in article 5 of these Articles; in such event, the General Meeting will be held without any voting quorum requirements and the dissolution may be decided by Shareholders holding one-quarter of the votes of the shares represented at the meeting.

29.4 The meeting must be convened so that it is held within a period of forty days from the ascertainment that the net assets of the Company have fallen below two-thirds or one-quarter of the legal minimum, as the case may be.

29.5 If the Company is dissolved, the liquidation will be carried out by one or several liquidators appointed in accordance with the provisions of the 2010 Act.

29.6 The decision to dissolve the Company will be published in the Mémorial and two newspapers with adequate circulation, one of which must be a Luxembourg newspaper.

29.7 The liquidator(s) will realise each Sub-fund's assets in the best interests of the Shareholders and apportion the proceeds of the liquidation, after deduction of liquidation costs, amongst the Shareholders of the relevant Sub-fund according to their respective pro rata.

29.8 Any amounts unclaimed by the Shareholders at the closing of the liquidation of the Company will be deposited with the Caisse des Consignations in Luxembourg for a duration of thirty (30) years. If amounts deposited remain unclaimed beyond the prescribed time limit, they will be forfeited.

30. Art. 30. Amendments to the articles. These Articles may be amended by a General Meeting of Shareholders subject to the quorum and majority requirements provided for by the law of 10 August 1915 on commercial companies, as amended (the 1915 Act).

31. Art. 31. Definitions. Words importing a masculine gender also include the feminine gender and words importing persons or Shareholders also include corporations, partnerships, associations and any other organised group of persons, whether incorporated or not.

32. Art. 32. Applicable law. All matters not governed by these Articles will be determined in accordance with the 1915 Act and the 2010 Act. In case of conflict between the 1915 Act and the 2010 Act, the 2010 Act will prevail.

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which shall be borne by the Company as a result of the present deed, are estimated to be approximately EUR 2,000.-.

There being no further business on the agenda of the Meeting, the Meeting is closed.

The undersigned notary, who understands and speaks English, states hereby that at the request of the above appearing persons, this notarial deed is worded in English.

This notarial deed was drawn up in Luxembourg, on the date stated at the beginning of this document.

The document having been read to the appearing persons, the said persons signed together with Us, the notary, the present original deed.

Signé: N. HOFFMANN, S. WILLIOT, N. PIRES et H. HELLINCKX.

Enregistré à Luxembourg A.C.1, le 23 décembre 2015. Relation: 1LAC/2015/41384. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 5 janvier 2016.

Référence de publication: 2016004277/857.

(160002097) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 janvier 2016.

Takeoff Luxco 2 S. à r.l., Société à responsabilité limitée.

Capital social: EUR 320.125,00.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 117.899.

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In the year two thousand fifteen, the twenty-second day of December,

Before Maître Danielle KOLBACH, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg,

were adopted the resolutions of the sole shareholder of Takeoff Luxco 2 S.à r.l., a private limited liability company (société à responsabilité limitée) organised and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, with a share capital of EUR 320,075 (three hundred twenty thousand seventy-five euro), registered with the Luxembourg Trade and Companies Register under the number B 117899 (the Company). The Company was incorporated on 13 August 2006 pursuant to a deed of Maître Paul Bettingen, notary residing in Niederanven, Grand Duchy of Luxembourg, published in the Mémorial, Recueil des Sociétés et Associations C (the Official Gazette) - N°2130 dated 15 November 2006. The articles of association of the Company (the Articles) have been amended on 8 December 2006 pursuant to a deed of Maître Henri Hellinckx, notary then residing in Mersch, Grand Duchy of Luxembourg, published in the Official Gazette - N°1084 dated 7 June 2007.

There appeared:

Takeoff Luxco 1 S.à r.l., a private limited liability company (société à responsabilité limitée) organised and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, with a share capital of EUR 250,475 (two hundred fifty thousand four hundred seventy-five euro), registered with the Luxembourg Trade and Companies Register under the number B 114541 (the Sole Shareholder),

represented by Sara Lecomte, private employee, with professional address in Redange-sur-Attert, by virtue of a power of attorney given under private seal.

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

The Sole Shareholder, represented as stated here above, has requested the undersigned notary to record the following:

I. that the Sole Shareholder holds the 12,803 (twelve thousand eight hundred three) shares of the Company, having a nominal value of EUR 25 (twenty-five euro) each, representing the entire share capital of the Company amounting to EUR 320,075 (three hundred twenty thousand seventy-five euro);

II. that the Sole Shareholder wishes to pass resolutions on the following items:

(1) Increase of the nominal share capital of the Company by an aggregate amount of EUR 50 (fifty euro) from its current amount of EUR 320,075 (three hundred twenty thousand seventy-five euro), represented by 12,803 (twelve thousand eight hundred three) shares of the Company, having a nominal value of EUR 25 (twenty-five euro) shares of the Company, up to a new amount of EUR 320,125 (three hundred twenty thousand one hundred twenty-five euro), represented by 12,805 (twelve thousand eight hundred five) shares of the Company, through the creation and issuance of 2 (two) shares of the Company with a nominal value of EUR 25 (twenty-five euro) each, all with the rights attached to the existing shares as defined in the Articles and the subscription and payment of the newly issued shares by contribution in kind;

(2) Subsequent amendment of article 5 of the Articles;

(3) Amendment of the share register of the Company in order to reflect the changes in item (1) and (2) above; and

(4) Miscellaneous.

III. that the Sole Shareholder has taken the following resolutions:

First resolution

The Sole Shareholder resolves to increase the nominal share capital of the Company by an aggregate amount of EUR 50 (fifty euro) from its current amount of EUR 320,075 (three hundred twenty thousand seventy-five euro), represented by 12,803 (twelve thousand eight hundred three) shares of the Company, up to a new amount of EUR 320,125 (three hundred twenty thousand one hundred twenty-five euro), represented by 12,805 (twelve thousand eight hundred five) shares

of the Company, through the creation and issuance of 2 (two) shares of the Company, with a nominal value of EUR 25 (twenty-five euro) each, all with the rights attached to the existing shares as defined in the Articles (the New Shares).

Intervention - Subscription - Payment

(1) Takeoff Top Luxco S.A., a public limited liability company (société anonyme) organised and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under the number B 146028 (TopCo), represented by Sara Lecomte, prenamed, by virtue of a power of attorney given under private seal, hereby expressly subscribes for 1 (one) of the New Shares (the TopCo New Share), representing an aggregate subscription price of EUR 27,612,266.46 (twenty-seven million six hundred twelve thousand two hundred sixty-six euro and forty-six cents), out of which an amount of EUR 25 (twenty-five euro) will be allocated to the credit of the share capital account (compte 101 du plan comptable normalisé luxembourgeois - Capital souscrit) of the Company, and an amount of EUR 27,612,241.46 (twenty-seven million six hundred twelve thousand two hundred forty-one euro and forty-six cents) to the share premium account (compte 111 du plan comptable normalisé luxembourgeois - Prime d'émission) of the Company.

The TopCo New Share will be fully paid up by TopCo through the completion of a contribution in kind consisting of a receivable held by TopCo against the Company (the TopCo Assets), representing an aggregate net contribution value of EUR 27,612,266.66 (twenty-seven million six hundred twelve thousand two hundred sixty-six euro and fortysix cents).

(2) The Sole Shareholder, hereby expressly subscribes for 1 (one) of the New Shares (the TL1 New Share), representing an aggregate subscription price of EUR 1,428,495,595.35 (one billion four hundred twenty-eight million four hundred ninety-five thousand five hundred ninety-five thousand euro and thirty-five cents), out of which an amount of EUR 25 (twenty-five euro) will be allocated to the credit of the share capital account (compte 101 du plan comptable normalisé luxembourgeois - Capital souscrit) of the Company, and an amount of EUR 1,428,495,570.35 (one billion four hundred twenty-eight million four hundred ninety-five thousand five hundred seventy euro and thirty-five cents) to the share premium account (compte 111 du plan comptable normalisé luxembourgeois - Prime d'émission) of the Company.

The TL1 New Share will be fully paid up by the Sole Shareholder through the completion of a contribution in kind consisting of (i) 1 (one) share of Takeoff Luxco 3 S.à r.l., a private limited liability company (société à responsabilité limitée) organised and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register under the number B 117175 (the Luxco 3 Shares) with an aggregate contribution value of EUR 886,048,449 (eight hundred eighty-six million forty-eight thousand four hundred forty-nine euro), (ii) a receivable held by the Sole Shareholder against the Company (Receivable 1), representing an aggregate contribution value of EUR 1,456,797.19 (one million four hundred fifty-six thousand seven hundred ninety-seven euro and nineteen cents) and (iii) a receivable held by the Sole Shareholder against the Company (Receivable 2, together with the TopCo Assets, the Luxco 3 Shares and Receivable 1, the Contributed Assets), for an amount of EUR 540,990,349 (five hundred forty million nine hundred ninety thousand three hundred forty-nine euro).

As a result of the preceding, an aggregate amount of EUR 50 (fifty euro) of the contribution of the Contributed Assets having an aggregate net contribution value of EUR 1,456,107,861.81 (one billion four hundred fifty-six million one hundred seven thousand eight hundred sixty-one euro and eighty-one cents), will be allocated to the share capital account (compte 101 du plan comptable normalisé luxembourgeois en date du 10 juin 2009

- Capital souscrit) of the Company in order to fully pay-up the New Shares, and the rest of the contribution of the Contributed Assets, in an aggregate amount of EUR 1,456,107,811.81 (one billion four hundred fifty-six million one hundred seven thousand eight hundred eleven euro and eighty-one cents, will be allocated to the share premium account (compte 111 du plan comptable normalisé luxembourgeois en date du 10 juin 2009 - Prime d'émission) of the Company (the Contribution).

As a result of the contribution and assignment of the TopCo Assets, Receivable 1 and Receivable 2 (the Receivables) to the Company, the Company has become the debtor and creditor of the Receivables which are as a consequence thereof extinguished by way of legal confusion (confusion) in accordance with article 1300 of the Luxembourg civil code.

Evaluation - Free transferability

The aggregate contribution value and free transferability of the Contributed Assets contributed by TopCo and the Sole Shareholder respectively (the Contributors) to the Company are also supported by two certificates issued by the Contributors (the Certificates) to the Company, which confirm inter alia that the aggregate contribution value of the Contributed Assets amounts to EUR 1,456,107,861.81 (one billion four hundred fifty-six million one hundred seven thousand eight hundred sixty-one euro and eighty-one cents) and that the legal and beneficial ownership of the Contributed Assets, with full title guarantee, may be freely transferred by the Contributors to the benefit of the Company, as such Certificates have been shown to the undersigned notary.

On the basis of the Certificates, the undersigned notary witnesses the full payment of the subscription amount in relation to the issuance of the New Shares, so that the same are therefore fully paid-up further to the completion of the Contribution.

The Sole Shareholder therefore expressly resolves to issue and hereby issues the New Shares to the Contributors, in its capacity of Sole Shareholder of the Company and subscriber for the New Shares respectively, all of which have been fully paid up by the Contributors to the Company through the Contribution.

As the result of the above, the share capital of the Company will amount to 320,125 (three hundred twenty thousand one hundred twenty-five euro), represented by 12,805 (twelve thousand eight hundred five) shares of the Company, with a nominal value of EUR 25 (twenty-five euro) each, which are held in the following proportions:

(1) TopCo holds 1 (one) shares of the Company.

(2) The Sole Shareholder holds 12,804 (twelve thousand eight hundred four) shares of the Company.

Second resolution

The shareholders of the Company resolve to amend article 5 of the Articles in order to reflect the above resolution so that it reads henceforth as follows:

" **Art. 5. Share Capital.** The capital of the Company is set at EUR 320,125 (three hundred twenty thousand one hundred twenty-five euro) represented by 12,805 (twelve thousand eight hundred five) shares with a nominal value of EUR 25 (twenty-five euro) each.

The share capital of the Company may be increased or reduced by a resolution of the general meeting of partner(s) adopted in the same manner required for amendment of the Articles."

Third resolution

The shareholders of the Company resolve (i) to amend the share register of the Company in order to record the number of shares in the Company held by the shareholders of the Company and (ii) to grant power and authority to any manager of the Company or Allen & Overy, société en commandite simple, registered on list V of the Luxembourg bar, or any lawyer practising within or employee of Allen & Overy, société en commandite simple, registered on list V of the Luxembourg bar, to individually proceed on behalf of the Company to the amendment of the share register of the Company.

The shareholders furthermore resolve to grant power and authority to any lawyer practising within or employee of Allen & Overy, société en commandite simple, registered on list V of the Luxembourg bar, to see to any formalities in connection with the issuance of the New Shares to the Sole Shareholder and TopCo with the Luxembourg Trade and Companies Register and the publication in the Mémorial, Recueil des Sociétés et Associations C and, more generally, to accomplish any formalities which may be necessary or useful in connection with the implementation of the above resolutions.

Costs

The aggregate amount of the costs, expenditures, remunerations and expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of this deed, is approximately seven thousand euros (EUR 7,000.-).

The undersigned notary who understands and speaks English, states herewith that on request of the appearing party, the present deed is worded in English followed by a French version; at the request of the same appearing party, it is stated that, in case of discrepancies between the English and the French texts, the English version shall prevail.

Whereof, the present notarial deed was drawn up in Redange-sur-Attert, on the day named at the beginning of this document.

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

Suit la version française du texte qui précède:

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

Par devant Maître Danielle KOLBACH, notaire de résidence à Redange-sur-Attert, Grand-Duché de Luxembourg,

ont été adoptées les résolutions de l'associé unique de Takeoff Luxco 2 S.à r.l., une société à responsabilité limitée constituée et existant conformément aux lois du GrandDuché de Luxembourg, ayant son siège social au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg, avec un capital social de EUR 320.075 (trois cent vingt mille soixante-quinze euros) et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro d'immatriculation B 117889 (la Société). La Société a été constituée le 13 août 2006 suivant un acte de Maître Paul Bettingen, notaire de résidence à Niederanven, Grand-Duché de Luxembourg, publié au Journal Officiel du Grand-Duché de Luxembourg, Mémorial C, Recueil des Sociétés et Associations numéro 2130 en date du 15 novembre 2006 (le Journal Officiel). Les statuts de la Société (les Statuts) ont été modifiés le 8 décembre 2006 suivant un acte de Maître Henri Hellinckx, notaire de résidence à Mersch, Grand-Duché de Luxembourg, publié au Journal Officiel, numéro 1084 en date du 7 juin 2007.

A comparu:

Takeoff Luxco 1 S.à r.l., une société à responsabilité limitée constituée et existant conformément aux lois du Grand-Duché de Luxembourg, ayant son siège social au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg, avec un capital social de EUR 250.475 (deux cent cinquante mille quatre cent soixante-quinze euros) et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro d'immatriculation B 114541 (l'Associé Unique),

dûment et valablement représentée à l'effet des présentes par Sara Lecomte, employée privée, dont l'adresse professionnelle est sise à Redange-sur-Attert, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, après avoir été paraphée ne varietur par le mandataire de l'Associé Unique et le notaire instrumentant, restera annexée au présent acte pour être soumise avec celui-ci aux formalités de l'enregistrement.

L'Associé Unique, dûment et valablement représenté comme indiqué ci-dessus, a requis le notaire instrumentant d'acter de ce que:

I. l'Associé Unique détient 12.803 (douze mille huit cent trois) parts sociales de la Société, ayant une valeur nominale de EUR 25 (vingt-cinq euros) chacune, représentant la totalité du capital social de la Société s'élevant à EUR 320.075 (trois cent vingt mille soixante-quinze euros);

II. l'Associé Unique a été convoqué à l'effet de se prononcer sur les points suivants:

(1) Augmentation du capital social de la Société d'un montant total de EUR 50 (cinquante euros) à l'effet de le porter de son montant actuel de 320.075 (trois cent vingt mille soixante-quinze euros), représenté par 12.803 (douze mille huit cent trois) parts sociales de la Société à un nouveau montant de EUR 320.125 (trois cent vingt mille cent vingt-cinq euros), représenté par 12.805 (douze mille huit cent cinq) parts sociales de la Société, par la création et l'émission de 2 (deux) parts sociales de la Société, ayant une valeur nominale de EUR 25 (vingt-cinq euros) chacune, chacune ayant les droits attachées au parts sociales existantes tels que définis dans les Statuts et la souscription et paiement de ces parts sociales nouvellement émises par contribution en nature;

(2) Modification de l'article 5 des statuts de la Société afin de refléter les changements apportés au capital social de la Société envisagés au point (1) ci-dessus;

(3) Modification du registre de parts sociales de la Société afin de refléter les changements apportés au capital social de la Société envisagés au point (1) ci-dessus; et

(4) Divers.

après avoir dûment considéré ce qui précède, l'Associé Unique adopte les résolutions suivantes:

Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société d'un montant total de EUR 50 (cinquante euros) à l'effet de le porter de son montant actuel de 320.075 (trois cent vingt mille soixante-quinze euros) représenté par 12.803 (douze mille huit cent trois) parts sociales de la Société, ayant une valeur nominale de EUR 25 (vingt-cinq euros) chacune, à un nouveau montant EUR 320.125 (trois cent vingt mille cent vingt-cinq euros), par la création et l'émission de 2 (deux) nouvelles parts sociales de la Société, ayant une valeur nominale de EUR 25 (vingt-cinq euro) chacune (les Nouvelles Parts Sociales).

Intervention - Souscription - Paiement

(1) Takeoff Top Luxco S.A., une société anonyme constituée et existant conformément aux lois du Grand-Duché de Luxembourg, ayant son siège social au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro d'immatriculation B 146028 (TopCo), dûment et valablement représentée à l'effet des présentes par Sara Lecomte, prénommée, en vertu d'une procuration donnée sous seing privé, souscrit expressément à 1 (une) des Nouvelles Parts Sociales (la Nouvelle Part Sociale TL1), représentant un prix total de souscription de EUR 27.612.266,46 (vingt-sept millions six cent douze mille deux cent soixante-six euros et quarante-six centimes) dont un montant de EUR 25 (vingt-cinq euros) sera alloué au crédit du compte de capital social (compte 101 du plan comptable normalisé luxembourgeois en date du 10 juin 2009 - Capital souscrit) de la Société et un montant de EUR 27.612.241,46 (vingt-sept millions six cent douze mille deux cent quarante-et-un euros et quarante-six centimes) sera alloué au compte de prime d'émission (compte 111 du plan comptable normalisé luxembourgeois - Prime d'émission) de la Société.

La Nouvelle Part Sociale TopCo sera entièrement libérée par TopCo par un apport en nature consistant d'une créance détenue par TopCo contre la Société (vingt-sept millions six cent douze mille deux cent soixante-six euros et quarante-six centimes) (les Actifs TopCo), représentant une valeur totale d'apport de EUR 27.612.266,46 (vingt-sept millions six cent douze mille deux cent soixante-six euros et quarante-six centimes).

(2) L'Associé Unique souscrit expressément à 1 (une) des Nouvelles Parts Sociales (la Nouvelle Part Sociale TL1), représentant un prix total de souscription de 1.428.495.595,35 (un milliard quatre cent vingt-huit millions quatre cent quatre-vingt-quinze mille cinq cent quatre-vingt-quinze euros et trente-cinq centimes) dont un montant de EUR 25 (vingt-cinq euros) sera alloué au crédit du compte de capital social (compte 101 du plan comptable normalisé luxembourgeois en date du 10 juin 2009 - Capital souscrit) de la Société et un montant de 1.428.495.570,35 (un milliard quatre cent vingt-huit millions quatre cent quatre-vingt-quinze mille cinq cent soixante-dix euros et trente-cinq centimes) sera alloué au compte de prime d'émission (compte 111 du plan comptable normalisé luxembourgeois - Prime d'émission) de la Société.

La Nouvelle Part Sociale TL1 sera entièrement libérée par l'Associé Unique par un apport en nature consistant (i) d'1 (une) part sociale de Takeoff Luxco 3 S.à r.l., une société à responsabilité limitée constituée et existant conformément aux lois du Grand-Duché de Luxembourg, ayant son siège social au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro d'immatriculation B 189971 (la Part Sociale Luxco 3) représentant une valeur d'apport totale de EUR 886.048.449 (huit cent quatre-vingt- six millions quarante-huit mille quatre cent quarante-neuf euros), (ii) d'une créance détenue par l'Associé Unique contre la Société (la Créance 1), représentant un montant total d'apport de EUR 1.456.797,19 (un million quatre

cent cinquante-six mille sept cent quatre-vingt-dix-sept euros et dix-neuf centimes) et (iii) une créance détenue par l'Associé Unique contre la Société (la Créance 2, ensemble avec les Actifs TopCo, les Parts Sociales Luxco 3 et la Créance 3, les Actifs Apportés), représentant un montant total d'apport de EUR 540.990.349 (cinq cent quarante mille neuf cent quatre-vingt-dix mille trois cent quarante-neuf euros).

En raison de ce qui précède, un montant total de EUR 50 (cinquante euros) provenant de l'apport des Actifs Apportés ayant une valeur totale d'apport de EUR 1.456.107.861,81 (un milliard quatre cent cinquante-six millions cent sept mille huit cent soixante-et-un euros et quatre-vingt-un centimes), sera alloué au crédit du compte de capital social (compte 101 du plan comptable normalisé luxembourgeois en date du 10 juin 2009 - Capital souscrit) de la Société afin de libérer intégralement les Nouvelles Parts Sociales, et un montant de EUR 1.456.107.811,81 (un milliard quatre cent cinquante-six millions cent sept mille huit cent onze euros et quatre-vingt-un centimes) sera alloué au compte de prime d'émission (compte 111 du plan comptable normalisé luxembourgeois - Prime d'émission) de la Société (l'Apport).

En raison de l'apport et de l'allocation des Actifs TopCo, de la Créance 1 et de la Créance 2 à la Société, la Société est devenue débitrice et créancière des Actifs Apportés, ce qui a pour conséquence de les éteindre par confusion légale en vertu de l'article 1300 du code civil luxembourgeois.

Evaluation - Libre transferabilité

La valeur totale et la libre transférabilité des Actifs TL1 et des Actifs TL2 apportés par TL1 et l'Associé Unique respectivement (les Apporteurs), à la Société sont aussi appuyées par deux certificats émis par les Apporteurs (les Certificats) à la Société, qui confirment, inter alia, que la valeur totale des Actifs Apportés est de EUR 1.456.107.861,81 (un milliard quatre cent cinquante-six millions cent sept mille huit cent soixante-et-un euros et quatre-vingt- un centimes) et que la pleine propriété des Actifs Apportés, avec toute garantie, peut être cédée librement par les Apporteurs à la Société, et lesdits Certificats ont été montrés au notaire instrument.

Sur la base des Certificats, le notaire instrumentant atteste de la libération intégrale du montant de souscription des Nouvelles Parts Sociales, de telle façon que celle-ci sont intégralement libérée suite à l'Apport.

L'Associé Unique décide expressément d'émettre et émet par les présentes en sa faveur les Nouvelles Parts Sociales aux Apporteurs, en sa qualité d'Associé Unique de la Société et de souscripteur des Nouvelles Parts Sociales, chacune ayant été intégralement libérées par les Apporteurs au moyen de l'Apport.

En conséquence de ce qui précède, le capital social de la Société s'élève à 320.075 (trois cent vingt mille soixante-quinze euros), représenté par 12.803 (douze mille huit cent trois) parts sociales de la Société, ayant une valeur nominale de EUR 25 (vingt-cinq euros) chacune, étant détenues de la manière suivante:

(1) TopCo détient 1 (une) part sociale de la Société; et

(2) L'Associé Unique détient 12,804 (douze mille huit cent quatre) parts sociales de la Société.

Deuxième résolution

L'Associé Unique décide de procéder à une refonte totale des Statuts qui auront désormais la teneur suivante:

« **5. Capital social.** Le capital social de la Société s'élève à 320.125 (trois cent vingt mille cent vingt-cinq euros), représenté par 12,804 (douze mille huit cent quatre) parts sociales, ayant une valeur nominale EUR 25 (vingt-cinq euros) chacune.

Le capital social de la Société peut être augmenté ou réduit au moyen de résolutions de l'assemblée générale de(s) l'associé(s) adoptés de la même manière que celle requise pour une modification des Statuts»

Troisième résolution

L'Associé Unique décide (i) de modifier le registre des parts sociales de la Société afin de refléter le nombre de parts sociales de la Société détenus par les associés de la Société et (ii) donne pouvoir et autorise tout gérant de la Société et/ou tout avocat ou employé d'Allen & Overy, société en commandite simple, inscrite à la liste V du Barreau de Luxembourg, chacun d'eux agissant individuellement, avec tous pouvoirs de substitution sous leur seule signature, afin de procéder au nom et pour le compte de la Société à l'enregistrement dans le registre des parts sociales de la Société.

L'Associé Unique décide de plus de donner pouvoir et autorité à tout avocat ou employé d'Allen & Overy, société en commandite simple, inscrite à la liste V du Barreau de Luxembourg, afin d'accomplir toutes les formalités en rapport avec l'émission des Nouvelles Parts Sociales par la Société à l'Associé Unique et à TL1, telle que décrite ci-dessus, auprès du Registre de Commerce et des Sociétés de Luxembourg et à la publication au Journal Officiel et plus généralement, afin d'accomplir toutes les formalités qui pourraient être requises, nécessaires ou simplement utiles en lien avec et pour les besoins de la mise en oeuvre des résolutions ci-dessus.

Coûts

Les dépenses, coûts, rémunérations et charges de quelque forme que ce soit, qui seront supportées par la Société en conséquence du présent acte sont estimés à approximativement sept mille euros (EUR 7.000,-).

Le notaire instrumentant, qui comprend et parle anglais, certifie qu'à la demande de la partie présente, le présent acte est rédigé en anglais suivi d'une version française. A la demande des mêmes parties présentes et en cas de divergences entre les versions anglaise et française, la version anglaise fera foi.

Le présent acte notarié a été établi à Redange sur Attert, Grand-Duché de Luxembourg, à la date indiquée au début de cet acte notarié.

Cet acte notarié, ayant été lu au mandataire de l'Associé Unique, ledit mandataire de l'Associé Unique a signé le présent acte avec le notaire.

Signé: S. LECOMTE, D. KOLBACH.

Enregistré à Diekirch Actes Civils le 24 décembre 2015. Relation: DAC/2015/22427. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): J. THOLL.

POUR EXPEDITION CONFORME, délivrée à la Société sur sa demande

Redange-sur-Attert, le 4 janvier 2016.

Référence de publication: 2016005121/288.

(160002832) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 janvier 2016.

Trebol Holdings Sàrl, Société à responsabilité limitée.

Capital social: EUR 1.000.000,00.

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

R.C.S. Luxembourg B 154.319.

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IN THE YEAR TWO THOUSAND FIFTEEN,

ON THE SEVENTEENTH DAY OF THE MONTH OF DECEMBER,

Before Maître Cosita DELVAUX, notary residing in Luxembourg,

is held

an extraordinary general meeting of the shareholders of "Trebol Holdings S.à r.l..", a société à responsabilité limitée, incorporated and governed by the laws of Luxembourg, with registered office at 20, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under section B, number 154319, pursuant to a notarial deed of Maître Jacques DELVAUX, then notary residing in Luxembourg, Grand-Duchy of Luxembourg, dated 22 June 2010, published in the Mémorial C, Recueil des Sociétés et Associations on the 24 th August 2010, number 1725, page 82761 (hereinafter referred to as the «Company»). The articles of the Company were last amended on the 26 th August 2010, by the same notary, published in the Mémorial C, Recueil des Sociétés et Associations on the 27 th October 2010, number 2304, page 110571.

The meeting is opened Mrs Stella LE CRAS, employee, residing professionally in Luxembourg.

The chairman appoints Mrs Kim REISCH, employee, residing professionally in Luxembourg, as secretary of the meeting

The meeting elects as scrutineer Mrs Stella LE CRAS, prenamed.

The chairman then states:

I.- That the agenda of the meeting is worded as follows:

Agenda:

1. Approval of the interim financial statements of the Company as at 14 th December 2015

2. Discharge given to the board of directors of the company for the performance of their duties from 1 st January 2015 until the date of putting the Company into liquidation;

3. Dissolution of the Company and decision to put the Company into liquidation;

4. Appointment of the liquidator and determination of its power.

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

(iii) That the proxies of the represented shareholders, signed ne varietur by the appearing parties will also remain annexed to the present deed.

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

(v) That the present meeting is consequently regularly constituted and may validly deliberate on all the items of the agenda.

Then the meeting, after deliberation, took unanimously the following resolutions:

First resolution

The meeting decides to approve the interim financial statements of the Company as at 14 th December 2015.

Second resolution

The meeting decides to grant full discharge to the member of the board of directors of the Company for the performance of their duties from 1 st January 2015 until the date of putting the Company into liquidation.

Third resolution

In accordance with articles 141-151 of the Law of August 10, 1915 on commercial companies, as amended (the "Law"), the meeting resolved to dissolve the Company and put it into liquidation with immediate effect.

Fourth resolution:

As a consequence of the above resolution, the meeting resolved to appoint as liquidator:

- VP Services, a société à responsabilité limitée, governed by the laws of Luxembourg, having its registered office at 291, route d'Arlon, L-1150 Luxembourg, registered with the Luxembourg Trade and Companies' Register under section B number 188.982 (the "Liquidator").

The meeting resolved that, in performing his duties, the Liquidator shall have the broadest powers as provided by Articles 144 to 148bis of the Law of August 10, 1915 on commercial companies, as amended, to carry out any act of administration, management or disposal concerning the Company, whatever the nature or size of the operation.

The Liquidator may perform all the acts provided for by Article 145 of the law of August 10, 1915, on commercial companies, as amended, without requesting the authorization of the general meeting in the cases in which it is requested.

The Liquidator shall have the corporate signature and shall be empowered to represent the Company towards third parties, including in court either as a plaintiff or as a defendant.

The Liquidator may waive all property and similar rights, charges, actions for rescission; grant any release, with or without payment, of the registration of any charge, seizure, attachment or other opposition.

The Liquidator may in the name and on behalf of the company and in accordance with the law, redeem shares issued by the company.

The Liquidator may under his own responsibility, pay advances on the liquidation profits to the shareholders.

The Liquidator may under his own responsibility grant for the duration as set by him to one or more proxy holders such part of his powers as he deems fit for the accomplishment of specific transactions.

The company in liquidation is validly bound towards third parties without any limitation by the sole signature of the Liquidator for all deeds and acts including those involving any public official or notary public.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately EUR 1,300.- .

No further item being on the agenda of the meeting and none of the shareholders present or represented asking to speak, the Chairman then closed the meeting.

The undersigned notary who knows English, states herewith that upon request of the above appearing persons, this deed is worded in English followed by a French version; on request of the same appearing persons and in case of divergences between the English and the French text, the English text will prevail.

Whereof, this deed is drawn up in Luxembourg, on the date named at the beginning of this deed.

The deed having been read to the appearing persons, who are known by the notary by their surname, first name, civil status and residence, the said persons signed together with Us, notary, this original deed.

Suit la traduction française du texte qui précède:

L'AN DEUX MILLE QUINZE,

LE DIX-SEPTIEME JOUR DU MOIS DE DECEMBRE.

Par-devant Maître Cosita DELVAUX, notaire de résidence à Luxembourg.

S'est tenue

une assemblée générale extraordinaire de «Trebol Holdings S. à r.l.», une société à responsabilité limitée, ayant son siège social au 20 avenue Monterey, L-2163 Luxembourg, inscrite au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 154319, constituée suivant acte notarié de Me Jacques DELVAUX, alors notaire de résidence à Luxembourg, Grand-duché de Luxembourg, en date du 22 juin 2010, publié au Mémorial C, Recueil des Sociétés et Associations du 24 août 2010 numéro 1725, page 82761 (la «Société»). Les statuts de la société ont été modifiés pour la dernière fois le 26 août 2010 en vertu d'un acte du même notaire, publié au Mémorial C, Recueil des Sociétés et Associations du 27 octobre 2010 numéro 2304, page 110571.

L'assemblée est présidée par Madame Stella LE CRAS, employée, demeurant à Luxembourg.

Le Président désigne comme secrétaire Madame Kim REISCH, employée, demeurant professionnellement à Luxembourg.

L'assemblée élit comme scrutateur Madame Stella LE CRAS, préqualifiée.

Le Président expose ensuite:

(i) Que l'ordre du jour de l'assemblée est le suivant:

Ordre du jour:

1. Approbation des états financiers intérimaires de la Société au 14 décembre 2015.

2. Décharge donné aux membres du conseil d'administration de la Société pour l'exercice de leur mandat du 1 er janvier 2015 jusqu'à la date de mise en liquidation de la Société;

3. Dissolution de la Société et décision de mettre la Société en liquidation;

4. Nomination d'un liquidateur et détermination des pouvoirs qui lui sont conférés;

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

(iii) Que les procurations des actionnaires représentés, après avoir été signées ne varietur par les comparants resteront pareillement annexées aux présentes.

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

(v) Que la présente assemblée est par conséquent régulièrement constituée et peut délibérer valablement sur tous les points portés à l'ordre du jour.

Ensuite l'assemblée, après délibération, a pris, à l'unanimité des voix, les résolutions suivantes:

Première résolution:

L'assemblée décide d'approuver les états financiers intérimaires de la Société au 14 décembre 2015.

Deuxième résolution:

L'assemblée décide de donner décharge aux membres du conseil d'administration pour l'exercice de leur mandat du 1 er janvier 2015 jusqu'à la date de mise en liquidation de la Société.

Troisième résolution:

Conformément aux articles 141-151 de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la «Loi»), l'assemblée a décidé la dissolution de la Société et la mise en liquidation de celle-ci, avec effet immédiat.

Quatrième résolution:

Suite à la résolution qui précède, l'assemblée a décidé de nommer comme liquidateur:

- VP Services, une société à responsabilité limitée régie par le droit luxembourgeois, ayant son siège social au 291, route d'Arlon, L-1150 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 188.982 (le «Liquidateur»).

L'assemblée a décidé que, dans l'exercice de ses fonctions, le Liquidateur disposera des pouvoirs les plus étendus prévus par les articles 144 à 148bis de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la «Loi») pour effectuer tous les actes d'administration, de gestion et de disposition intéressant la Société, quelle que soit la nature ou l'importance des opérations en question.

Le Liquidateur peut accomplir les actes prévus à l'article 145 de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, sans devoir recourir à l'autorisation de l'assemblée générale dans les cas où elle est requise.

Le Liquidateur disposera de la signature sociale et sera habilité à représenter la Société vis-à-vis des tiers, notamment en justice, que ce soit en tant que demandeur ou en tant que défendeur.

Le Liquidateur peut renoncer à des droits de propriété ou à des droits similaires, à des gages, ou actions en rescision, il peut accorder mainlevée, avec ou sans quittance, de l'inscription de tout gage, saisie ou autre opposition.

Le Liquidateur peut, au nom et pour le compte de la société et conformément à la loi, racheter des actions émises par la société.

Le Liquidateur peut, sous sa propre responsabilité, payer aux actionnaires des avances sur le boni de liquidation.

Le Liquidateur peut, sous sa propre responsabilité et pour une durée qu'il fixe, confier à un ou plusieurs mandataires des pouvoirs qu'il croit appropriés pour l'accomplissement de certains actes particuliers.

La société en liquidation est valablement et sans limitation engagée envers des tiers par la signature du Liquidateur, pour tous les actes y compris ceux impliquant tout fonctionnaire public ou notaire.

Evaluation des frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société à raison des présentes est évalué à environ EUR 1.300,-.

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

Le notaire soussigné qui connaît la langue anglaise, déclare par la présente qu'à la demande des comparants ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française et qu'à la demande des mêmes comparants et en cas de divergences entre les textes anglais et français, le texte anglais primera.

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

Lecture du présent acte faite et interprétation donnée aux comparants, connus du notaire instrumentant par leur nom, prénom usuel, état et demeure, ils ont signé avec Nous, notaire, le présent acte.

Signé: S. LE CRAS, K. RESICH, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 21 décembre 2015. Relation: 1LAC/2015/41087. Reçu douze euros 12,00 €.

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 07 janvier 2016. Me Cosita DELVAUX.

Référence de publication: 2016005136/167.

(160003465) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 janvier 2016.

Atlant Energy S.à r.l., Société à responsabilité limitée.

Siège social: L-2522 Luxembourg, 6, rue Guillaume Schneider.

R.C.S. Luxembourg B 171.909.

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

Before the undersigned, Maître Jean Seckler, notary professionally residing in Junglinster, Grand Duchy of Luxembourg (hereinafter referred to as the “Notary”).

THERE APPEARED

Atlant Real Estate S.A., a company incorporated on 18 th March 2011 under the laws of British Virgin Islands, having its registered office at OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands and being registered under BVI Business Companies Act 2004 with the number 1638475,

here represented by Mr. Max MAYER, employee, professionally residing in Junglinster, Grand-Duchy of Luxembourg by virtue of the power of attorney given on 21 December 2015 (hereinafter referred to as the "Attorney")

The said power of attorney, signed ne varietur by the Attorney of the Appearing Party (as such term is defined below) and the Notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

(hereinafter referred to as the "Appearing Party").

Such Appearing Party is the sole shareholder of Atlant Energy S.à r.l., a Luxembourg private limited liability company (“société à responsabilité limitée”), duly incorporated before Maître Emile Schlesser, notary professionally residing in Luxembourg, Grand Duchy of Luxembourg, on 27 th September 2012 and existing under the laws of Grand-Duchy of Luxembourg, having its registered office at 6, rue Guillaume Schneider, L-2522 Luxembourg, Grand-Duchy of Luxembourg and being registered with the Luxembourg Register of Commerce and Companies under number B 171.909, and whose articles of association (hereinafter referred to as the “Articles”) have been published in the Mémorial C, Recueil des Sociétés et Associations (Mémorical C) under number 2693 page 129221 on 05 th November 2012 and have been amended for the last time on 13 July 2015 (published in the Mémorial C on 11 th September 2015 under number 2469, page 118475) (hereinafter referred to as the “Company”).

The Appearing Party representing the whole corporate capital requires the Notary to act the following resolutions:

First resolution

The Appearing Party, on its quality of the sole shareholder of the Company, resolves to redeem and cancel, pursuant to the terms and conditions of the article 49-8 the law of 10 August 1915 on commercial companies, as amended, and article 6.5 of the Articles, the classes of shares as follows:

- eight thousand two hundred twenty-five (8,225) class J shares with a nominal value of one hundred euro (EUR 100) each;

- eight thousand one hundred (8,100) class I shares with a nominal value of one hundred euro (EUR 100) each;
- eight thousand one hundred (8,100) class H shares with a nominal value of one hundred euro (EUR 100) each; and
- eight thousand one hundred (8,100) class G shares with a nominal value of one hundred euro (EUR 100) each;

and subsequently decrease the share capital of the Company by three million two hundred fifty-two thousand five hundred Euros (EUR 3,252,500.-) (hereinafter referred to as the "Share Capital Reduction").

Second resolution

The Appearing Party, on its quality of the sole shareholder of the Company, further reminds that the decided Share Capital Reduction through the repurchase and the cancellation of the shares referred in the first resolution hereof, entitles, pursuant to the article 6.5 "Repurchase of Shares" of the Articles of the Company, the Appearing Party to the portion of the Total Cancellation Amount which is determined in amount of four million one hundred ninety-five thousand nine hundred sixty-eight Euros seven cents (EUR 4,195,968.07).

Third resolution

The Appearing Party, on its quality of the sole shareholder of the Company, finally and following the above referred Share Capital Reduction, resolvesto amend the articles 5, 6.5 and 24 of the Articles, which shall henceforth be read as follows:

" **Art. 5. Share Capital.** The share capital of the Company is set at four million eight hundred sixty thousand euro (EUR 4,860,000.-), divided into forty-eight thousand six hundred (48,600) shares with a nominal value of one hundred euro (EUR 100.-) each, as follows,

- eight thousand one hundred (8,100) class A shares (the "Class A Shares"), all subscribed and fully paid up;
- eight thousand one hundred (8,100) class B shares (the "Class B Shares"), all subscribed and fully paid up;
- eight thousand one hundred (8,100) class C shares (the "Class C Shares") all subscribed and fully paid up;
- eight thousand one hundred (8,100) class D shares (the "Class D Shares"), all subscribed and fully paid up;
- eight thousand one hundred (8,100) class E shares (the "Class E Shares"), all subscribed and fully paid up; and
- eight thousand one hundred (8,100) class F shares (the "Class F Shares"), all subscribed and fully paid up;

The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by the Articles or by the Act.

In addition to the share capital, a premium account and/or a capital contribution account (Apport en capitaux propres non rémunéré par des titres) for each class of shares may be set up. The Company may use the amount held in the premium account and/or the capital contribution account (as applicable) to redeem its shares, set off net losses, and make distributions to shareholders or it can allocate the funds to the Legal Reserve";

" **Art. 6.5. Repurchase of Shares.** The share capital of the Company may be reduced through the repurchase and cancellation a class of shares, in whole but not in part, as may be determined form time-to-time by the Manager or, as the case may be, the Board of Managers and approved by the sole shareholder or, as the case may be, the general meeting of shareholders, provided however that the Company may not at any time purchase and cancel the Class A Shares. In the case of any repurchase and cancellation of a whole class of shares, such repurchase and cancellation of shares shall be made in the following order:

(i) Class F Shares;

(ii) Class E Shares;

(iii) Class D Shares;

(vi) Class C Shares; and

(iv) Class B Shares.

In the event of a reduction of share capital through the repurchase and the cancellation of a whole class of shares (in the order provided for above), each such class of shares entitles the holders thereof (pro rata to their holding in such class of shares) to such portion of the Total Cancellation Amount as is determined by the Manager or, as the case may be, the Board of Managers and approved by the sole shareholder or, as the case may be, the general meeting of shareholders with respect to the class of shares to be redeemed, and the holders of shares of the repurchased and cancelled class shall receive from the Company an amount equal to the Cancellation Value Per Share for each share of the relevant class of shares held by them and cancelled.

The Company may repurchase its shares as provided herein only to the extent otherwise permitted by the Act."

" **Art. 24. Allocation of Profit.** Five percent (5%) of the Company's net annual profit shall be allocated each year to the reserve required by the Act (the "Legal Reserve"), until this reserve reaches ten percent (10%) of the Company's subscribed capital.

After allocation to the Legal Reserve, the sole shareholder or the general meeting of shareholders, as the case may be, shall determine how the remainder of the annual net profits will be disposed of by allocating the whole or part of the

remainder to a reserve or to a provision, by carrying it forward to the next following financial year or by distributing it, together with carried forward profits, distributable reserves or share premium to the shareholders as set forth hereafter.

In any year in which the Company resolves to make dividend distributions, drawn from net profits and from available reserves derived from retained earnings, including any share premium, the amount allocated to this effect shall be distributed in the following order of priority:

- First, the holders of Class A Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point sixty per cent (0.60%) of the nominal value of the Class A Shares held by them, then,

- the holders of Class B Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point fifty-five per cent (0.55%) of the nominal value of the Class B Shares held by them, then,

- the holders of Class C Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point fifty per cent (0.50%) of the nominal value of the Class C Shares held by them, then,

- the holders of Class D Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point forty-five per cent (0.45%) of the nominal value of the Class D Shares held by them, then,

- the holders of Class E Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point forty per cent (0.40%) of the nominal value of the Class E Shares held by them, then,

- the holders of Class F Shares shall be entitled to receive dividend distributions with respect to such year in an amount of zero point thirty-five per cent (0.35%) of the nominal value of the Class F Shares held by them.

Should the whole last outstanding class of shares (by alphabetical order, e.g., initially the Class F Shares) have been repurchased and cancelled in accordance with Article 6.5 hereof at the time of the distribution, the remainder of any dividend distribution shall then be allocated to the preceding last outstanding class of shares in the reverse alphabetical order (e.g., initially the Class E Shares).”

Costs and expenses

The costs, expenses, remuneration or charges of any form whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed at EUR 2,250.-

Whereof, the present deed is drawn up in Junglinster on the day stated at the beginning of this document.

The undersigned Notary who speaks and understands English, states herewith that the present deed is worded in English, followed by a French version; on request of the Appearing Party and in case of divergences between the English and the French text, the English version will prevail.

The document having been read to the Attorney of the Appearing Party known to the Notary by her name, first name, civil status and residence, the Attorney of the Appearing Party signed together with the Notary the present deed.

Suit la traduction en français du texte qui précède:

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

Par devant Maître Jean Seckler, notaire de résidence professionnelle à Junglinster, Grand-Duché de Luxembourg, soussigné (ci-après le "Notaire").

A COMPARU

Atlant Real Estate S.A., une société constituée le 18 mars 2011 selon les lois des Îles Vierges Britanniques, ayant son siège social au OMC Chambers, Wickhams Cay 1, Road Town, Tortola, Îles Vierges Britanniques, et étant enregistrée en vertu de BVI Business Companies Act 2004 sous le numéro 1638475,

ici représentée par Monsieur Max MAYER, employé, de résidence professionnelle à Junglinster, Grand-Duché de Luxembourg, en vertu du mandat octroyé le 21 décembre 2015 (ci-après le "Mandataire").

La procuration, signée ne varietur par le Mandataire de la Personne Comparante (tel que ce terme est défini ci-dessous) et par le Notaire soussigné, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

(ci-après la "Personne Comparante").

Telle Personne Comparante est l'associé unique d'Atlant Energy S.à r.l., une société à responsabilité limitée luxembourgeoise, dûment constituée par devant Maître Emile Schlesser, le notaire de résidence professionnelle à Luxembourg, Grand-Duché de Luxembourg le 27 septembre 2012 et existante selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 6, rue Guillaume Schneider, L-2522 Luxembourg, Grand-Duché de Luxembourg et étant immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 171.909, et dont les statuts (ci-après les "Statuts") ont été publié au Mémorial C, Recueil des Sociétés et Associations (Mémorial C) le 05 novembre 2012, sous numéro 2693, page 129221 et ont été modifiés pour la dernière fois le 13 juillet 2015 (publiés au Mémorial C le 11 septembre 2015 sous numéro 2469, page 118475) (ci-après la "Société").

La Personne Comparante représentant la totalité du capital social demande le Notaire d'acter les résolutions suivantes:

Première résolution

La Personne Comparante, en sa qualité de l'associé unique de la Société, décide de racheter et d'annuler, conformément aux termes et conditions de l'article 49-8 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, et l'article 6.5 des Statuts, les classes des parts sociales comme suit:

- huit mille deux cent vingt-cinq (8.225) parts sociales de classe J ayant une valeur nominale de cent euros (EUR 100,-) chacune;
- huit mille cent (8.100) parts sociales de classe I ayant une valeur nominale de cent euros (EUR 100,-) chacune;
- huit mille cent (8.100) parts sociales de classe H ayant une valeur nominale de cent euros (EUR 100,-) chacune; et
- huit mille cent (8.100) parts sociales de classe G ayant une valeur nominale de cent euros (EUR 100,-) chacune;

et subséquemment de réduire le capital social de la Société de trois millions deux cent cinquante-deux mille cinq cent euros (EUR 3.252.500,-) (ci-après la "Réduction du Capital Social").

Deuxième résolution

La Personne Comparante, en sa qualité de l'associé unique de la Société, en outre, rappelle que la Réduction du Capital Social par le rachat et l'annulation des parts sociales référés dans la première résolution ci-dessus, donne droit, en vertu de l'article 6.5 "Rachat de Parts Sociales" des Statuts de la Société, à la Personne Comparante à une partie du Montant Général d'Annulation qui est déterminée à la hauteur de quatre million cent quatre-vingt-quinze mille neuf cent soixante-huit euros sept cents (EUR 4.195.968,07) (ci-après le "Montant Général d'Annulation ").

Troisième résolution

La Personne Comparante, en sa qualité de l'associé unique de la Société, finalement et suivant la Réduction du Capital Social susmentionnée, décide de modifier les articles 5, 6.5 et 24 des Statuts, qui seront désormais rédigés comme suit:

" **Art. 5. Capital Social.** Le capital social de la Société s'élève à quatre million huit cent soixante mille euros (EUR 4.860.000,-), divisé en quarante-huit mille six cent (48.600) parts sociales ordinaires ayant une valeur nominale de cent euros (EUR 100,-) chacune, comme suit:

- huit mille cent (8'100) parts sociales de classe A (les "Parts Sociales de Classe A") entièrement souscrites et libérées;
- huit mille cent (8'100) parts sociales de classe B (les "Parts Sociales de Classe B") entièrement souscrites et libérées;
- huit mille cent (8'100) parts sociales de classe C (les "Parts Sociales de Classe C") entièrement souscrites et libérées;
- huit mille cent (8'100) parts sociales de classe D (les "Parts Sociales de Classe D") entièrement souscrites et libérées;
- huit mille cent (8'100) parts sociales de classe E (les "Parts Sociales de Classe E") entièrement souscrites et libérées;
- huit mille cent (8'100) parts sociales de classe F (les "Parts Sociales de Classe F") entièrement souscrites et libérées entièrement souscrites et libérées.

Les droits et obligations attachés aux parts sociales sont identiques sauf stipulation contraire des Statuts ou disposition contraire de la Loi.

En plus du capital social, un compte de prime d'émission et / ou un compte d'apport (Compte 115 "Apport en capitaux propres non rémunéré par des titres») peuvent être créé(s) pour chaque classe de parts sociales. La Société peut utiliser les montants présents sur le compte de prime d'émission et / ou le compte d'apport en capital (le cas échéant) afin de racheter ses parts sociales, purger ses pertes, et effectuer des distributions aux associés ou allouer ces fonds à la Réserve Légale.";

" **Art. 6.5. Rachat de parts sociales.**

Le capital social de la Société peut être réduit par le rachat et l'annulation d'une classe de parts sociales, en totalité mais pas en partie, comme cela peut être décidé, de temps à autre, par le gérant ou, le cas échéant, le conseil de gérance et approuvé par l'associé unique ou, le cas échéant, l'assemblée générale des associés, à condition toutefois que la Société ne puisse, à tout moment, racheter et annuler les Parts Sociales de Classe A. Dans le cas d'un rachat et d'une annulation de toute une classe de parts sociales, ces rachats et annulations seront effectués dans l'ordre suivant:

(i) Parts Sociales de Classe F;

(ii) Parts Sociales de Classe E;

(iii) Parts Sociales de Classe D;

(iv) Parts Sociales de Classe C; et

(v) Parts Sociales de Classe B.

Dans le cas d'une réduction du capital social par le rachat et l'annulation de toute une classe de parts sociales (dans l'ordre prévu ci-dessus), chacune de ces classe de parts sociales donnent droit à leurs porteurs (au prorata de leurs participations dans cette classe de parts sociales) à une partie du Montant Général d'Annulation qui est déterminée par le gérant ou, le cas échéant, le Conseil de Gérance et approuvé par l'associé unique ou, le cas échéant, l'assemblée générale des associé à l'égard de la classe de parts sociales devant être rachetée, et les détenteurs de parts sociales rachetées et annulées reçoivent de la Société un montant égal à la Valeur d'Annulation Par Part Sociale pour chaque part sociale de la classe de parts sociales concernée.

La Société peut racheter ses parts sociales conformément à la présente mais uniquement dans la mesure autrement permise par la Loi.";

" **Art. 24. Affectation des Bénéfices.** Cinq pour cent (5%) du bénéfice net annuel de la Société sera attribué chaque année à la réserve prévue par la Loi (la "Réserve Légale"), jusqu'à ce que cette réserve atteigne dix pour cent (10%) du capital souscrit de la Société.

Après allocation à la réserve légale, l'associé unique ou l'assemblée générale des associés, selon le cas, détermine la façon dont le reste des bénéfices annuels nets seront alloués en versant la totalité ou une partie du solde sur un compte de réserve, en reportant ce solde au compte de profits ou, le cas échéant, de pertes reportées ou en le distribuant avec les bénéfices reportés, les réserves distribuables ou les fonds présents sur le compte de prime d'émission aux associés dans l'ordre décrit ci-après.

Toute année où la Société décide de procéder à des distributions de dividendes sur base des bénéfices nets et des réserves disponibles issues de bénéfices non distribués, y compris les fonds présents sur le compte de prime d'émission, le montant alloué à cet effet doit être distribué dans l'ordre de priorité suivant:

- Premièrement, les porteurs de Parts Sociales de Classe A auront droit de recevoir des distributions de dividende sur l'année en question d'un montant de zéro virgule soixante pour cent (0,60%) de la valeur nominale des Parts Sociales de Classe A qu'ils détiennent, puis,

- les porteurs de Parts Sociales de Classe B auront droit de recevoir des distributions de dividende sur l'année en question d'un montant de zéro virgule cinquante-cinq pour cent (0,55%) de la valeur nominale des Parts Sociales de Classe B qu'ils détiennent, puis,

- les porteurs de Parts Sociales de Classe C auront droit de recevoir des distributions de dividende sur l'année en question d'un montant de zéro virgule cinquante pour cent (0,50%>) de la valeur nominale des Parts Sociales de Classe C qu'ils détiennent, puis,

- les porteurs de Parts Sociales de Classe D auront droit de recevoir des distributions de dividende sur l'année en question d'un montant de zéro virgule quarante-cinq pour cent (0,45%) de la valeur nominale des Parts Sociales de Classe D qu'ils détiennent, puis,

- les porteurs de Parts Sociales de Classe E auront droit de recevoir des distributions de dividende sur l'année en question d'un montant de zéro virgule quarante pour cent (0,40%) de la valeur nominale des Parts Sociales de Classe E qu'ils détiennent, puis,

- les porteurs de Parts Sociales de Classe F auront droit de recevoir des distributions de dividende sur l'année en question d'un montant de zéro virgule trente-cinq pour cent (0,35%) de la valeur nominale des Parts Sociales de Classe F qu'ils détiennent.

Si la totalité de la dernière classe de parts sociales en circulation (par ordre alphabétique, par exemple, d'abord les Parts Sociales de Catégorie F) ont été rachetées et annulées conformément à l'article 6.5 des Statuts au moment de la distribution, le solde restant de toute distribution de dividende sera alloué à la Classe de Parts Sociales précédente dans l'ordre alphabétique inverse (par exemple, d'abord les Parts Sociales de Classe E)."

Coûts et frais

Les coûts, frais, rémunération ou charges sous quelque forme que ce soit qui devront être supportés par la Société en conséquence du présent acte s'élèveront à approximativement 2.250,- EUR.

Sur quoi le présent acte a été établi à Junglinster, à la date mentionnée au début du présent acte.

Le Notaire soussigné qui comprend et parle la langue anglaise déclare que le présent acte est dressé en langue anglaise suivi d'une traduction française; à la demande de la Personne Comparante et en cas de divergences entre le texte français et le texte anglais, la version anglaise fera foi.

Après que lecture de l'acte a été faite au mandataire de la Personne Comparante, connu du Notaire par son nom, prénom, statut civil et lieu de résidence, ledit mandataire de la Personne Comparante a signé ensemble avec le Notaire le présent acte.

Signé: Max MAYER, Jean SECKLER.

Enregistré à Grevenmacher Actes Civils, le 31 décembre 2015. Relation GAC/2015/12.033. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Nathalie DIEDERICH.

POUR COPIE CONFORME, délivrée à la société.

Junglinster, 7 janvier 2016.

Référence de publication: 2016005254/246.

(160004141) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2016.

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

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 179.294.

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Il résulte des résolutions prises par les associés de la Société en date du 13 janvier 2016 que:

- La personne morale, Travis Management S.A., ayant son siège social au 15, rue Edward Steichen, L-2540 Luxembourg, démissionne de son poste de gérant de la Société avec effet au 1 er janvier 2016;

- Monsieur Johannes Andries van den Berg, né le 28 Décembre 1979 à Pijnacker (Pays-Bas) et ayant son adresse professionnelle au 6, Rue Dicks, L-1417 Luxembourg, Grand Duché de Luxembourg est nommé en remplacement de gérant démissionnaire avec effet au 1 er janvier 2016 et ce pour une durée indéterminée;

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

Fait à Luxembourg, le 20 janvier 2016.

Référence de publication: 2016055756/15.

(160015006) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

Audrey Scandinavian Topco S.à r.l., Société à responsabilité limitée.

Capital social: NOK 150.000,00.

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

R.C.S. Luxembourg B 201.816.

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

Before Maître Cosita DELVAUX, notary residing in Luxembourg, Grand Duchy of Luxembourg,

Was held

an extraordinary general meeting (the "Meeting") of the shareholders of Audrey Scandinavian Topco S.à r.l., a société à responsabilité limitée (private limited liability company), governed by the laws of the Grand Duchy of Luxembourg, with registered office at 2-4, rue Eugène Ruppert, L-2453 Luxembourg, having a share capital of one hundred fifty thousand Norwegian Krone (NOK 150,000) and registered with the Registre de Commerce et des Sociétés of Luxembourg under number B 201.816 (the "Company"), incorporated on 20 November 2015 pursuant to a deed of Maître Léonie GRETHEN, notary residing in Luxembourg, Grand Duchy of Luxembourg, acting in replacement of Maître Cosita DELVAUX, notary resident in Luxembourg, Grand Duchy of Luxembourg, not yet published in the Mémorial C, Recueil Spécial des Sociétés et Associations.

The articles of association of the Company (the "Articles") have never been amended.

The Meeting was opened under the chairmanship of Me Olivier Gaston-Braud, avocat, professionally residing in Luxembourg (the "Chairman"), who appointed as secretary Ms Vianney de Bagneaux, avocat, professionally residing in Luxembourg and as scrutineer Me François-Xavier Joyeux, avocat, professionally residing in Luxembourg.

After the constitution of the bureau of the Meeting, the Chairman declared and requested the notary to record:

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

II. It appears from the attendance list that all the shares in issue were represented at the Meeting. The same Meeting waives the convening notices, the shareholders represented considering themselves as duly convened and declaring having perfect knowledge of the agenda which has been communicated to them in advance

III. As a result of the foregoing, the present Meeting is regularly constituted and may validly deliberate on the items on the agenda.

IV. That the agenda of the Meeting is the following: Reclassification of the five (5) class B shares currently held by Audrey Holdco S.à. r.l. into five (5) class A shares in order to have four hundred and five (405) class A shares and ninety-five (95) class B shares in issue in the Company and subsequent amendment of article 5 of the articles of association as set forth below:

" **Art. 5. Share capital.** The issued share capital of the Company is set at one hundred fifty thousand Norwegian Krone (NOK 150,000) represented by a total of five hundred (500) shares divided into four hundred and five (405) class A shares and ninety-five (95) class B shares, each share having a nominal value of three hundred Norwegian Krone (NOK 300) and such rights and obligations as set out in the present articles of association.

The capital of the Company may be increased or reduced by a resolution of the shareholders adopted in the manner required for amendment of these articles of association and pursuant to any additional conditions as may be agreed upon from time to time by the shareholders. The Company may proceed to the repurchase of its other shares upon resolution of its shareholders.

Any available share premium shall be distributable without prejudice to any specific distribution rights (including distribution rights of share premium) between the holders of class A shares and of class B shares which may be agreed upon from time to time by the shareholders.»

Thereafter the following resolution was passed by the Meeting:

Sole resolution

The Meeting resolved to reclassify the five (5) class B shares currently held by Audrey Holdco S.à. r.l. into five (5) class A shares in order to have four hundred and five (405) class A shares and ninety-five (95) class B shares in issue in the Company and to consequently amend the article 5 of the articles of association of the Company, which shall read as follows:

" **Art. 5. Share capital.** The issued share capital of the Company is set at one hundred fifty thousand Norwegian Krone (NOK 150,000) represented by a total of five hundred (500) shares divided into four hundred and five (405) class A shares and ninety-five (95) class B shares, each share having a nominal value of three hundred Norwegian Krone (NOK 300) and such rights and obligations as set out in the present articles of association.

The capital of the Company may be increased or reduced by a resolution of the shareholders adopted in the manner required for amendment of these articles of association and pursuant to any additional conditions as may be agreed upon from time to time by the shareholders. The Company may proceed to the repurchase of its other shares upon resolution of its shareholders.

Any available share premium shall be distributable without prejudice to any specific distribution rights (including distribution rights of share premium) between the holders of class A shares and of class B shares which may be agreed upon from time to time by the shareholders.»

This resolution has been taken unanimously.

There being no further business, the meeting is closed.

Expenses

The costs, expenses, remuneration or charges in any form whatsoever which shall be borne by the Company as a result of the present deed are estimated at EUR 1,800.-.

Whereof, the present deed was drawn up in Luxembourg on the day before mentioned.

The document having been read to the appearing party, who requested that the deed should be documented in English, the said appearing party signed the present original deed together with the notary, having personal knowledge of the English language. The present deed, worded in English, is followed by a translation into German. In case of divergences between the English and the German text, the English version will prevail.

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

Es folgt die Deutsche Übersetzung des Vorstehenden Textes:

Im Jahre zweitausendfünfzehn, am fünfzehnten Tag des Monats Dezember.

Vor dem Notar, Me Cosita DELVAUX, mit Amtssitz in Luxemburg, Großherzogtum Luxemburg,

Wurde eine außerordentliche Generalversammlung der Gesellschafter (die „Versammlung") der Audrey Scandinavian Topco S.à. r.l. gehalten, eine société à responsabilité limitée (Gesellschaft mit beschränkter Haftung) luxemburgischen Rechts mit Sitz in 2-4, rue Eugène Ruppert, L-2453 Luxemburg, deren Gesellschaftskapital einhundertfünfzigtausend Norwegische Kronen (NOK 150.000,-) beträgt und die eingetragen ist im Registre du Commerce et des Sociétés, Luxembourg (Handels- und Gesellschaftsregister) von und zu Luxemburg unter der Nummer B 201.816 (die „Gesellschaft"), gegründet am 20. November 2015 gemäß Urkunde aufgenommen durch Maître Léonie GRETHEN, Notarin mit Amtssitz in Luxemburg, Großherzogtum Luxemburg, in Vertretung von Maître Cosita Delvaux, Notarin mit Amtssitz in Luxemburg, Großherzogtum Luxemburg, noch nicht im Mémorial C, Recueil Spécial des Sociétés et Associations veröffentlicht.

Die Satzung der Gesellschaft (die „Satzung") wurde noch nie abgeändert.

Die Versammlung wurde unter dem Vorsitz von Me Olivier Gaston-Braud, Anwalt, geschäftsansässig in Luxemburg (der „Vorsitzende"), eröffnet, der

Me Vianney de Bagneaux, Anwalt, geschäftsansässig in Luxemburg, zum Protokollführer und Me François-Xavier Joyeux, Anwalt, geschäftsansässig in Luxemburg, zum Stimmzähler ernannt hat.

Nachdem der Vorsitz der Versammlung ordnungsgemäß bestimmt wurde, erklärte der Vorsitzende und beauftragte den Notar, folgendes festzustellen:

I) Die Namen der anwesenden oder durch Vollmacht vertretenden Gesellschafter, die bevollmächtigten Vertreter, sowie die Anzahl der Anteile die jeder Gesellschafter hält, sind auf einer Anwesenheitsliste eingetragen, die von den anwesenden

Gesellschaftern, den bevollmächtigten Vertretern, den Mitgliedern des Versammlungsvorstandes und dem instrumentierenden Notar unterzeichnet ist. Diese Anwesenheitsliste wird diesem Protokoll als Anlage beigefügt und mit diesem registriert. Die Vollmachten werden ne variatur von den Mitgliedern des Versammlungsvorstandes und von dem obengenannten Notar unterzeichnet und sollen auf die gleiche Weise diesem Dokument als Anlage beigefügt werden.

II) Aus der Anwesenheitsliste geht hervor, dass alle ausgegebenen Gesellschaftsanteile in gegenwärtiger Versammlung vertreten waren. Diese Versammlung verzichtet auf Einberufung, da die vertretenen Gesellschafter sich selbst als rechtmäßig einberufen betrachten und bestätigen die Tagesordnung, über die sie vorher informiert wurden, zu kennen.

III) Als Ergebnis des vorgenannten, ist die gegenwärtige Versammlung ordnungsgemäß gebildet und kann rechtsgültig über die Tagesordnungspunkte beraten und beschließen.

IV) Die Tagesordnung der Versammlung ist die Folgende:

Die Umklassifizierung von fünf (5) Anteilen der Klasse B, die gegenwärtig von Audrey Holdco S.à r.l. gehalten werden, in fünf (5) Anteile der Klasse A um vierhundertfünf (405) von der Gesellschaft ausgegebene Anteile der Klasse A und fünfundneunzig (95) von der Gesellschaft ausgegebene Anteile der Klasse B zu haben und folglich die Abänderung von Artikel 5 der Gesellschaftssatzung wie nachstehend beschrieben.

Art. 5. Gesellschaftskapital. Das ausgegebene Gesellschaftskapital der Gesellschaft beläuft sich auf einhundertfünfzigtausend norwegische Kronen (NOK 150.000), dargestellt durch insgesamt fünfhundert (500) Anteile, eingeteilt in vierhundert (405) Anteile der Klasse A und einhundert (95) Anteile der Klasse B, mit einem Nennwert von je dreihundert norwegischen Kronen (NOK 300) und welche die in der vorliegenden Satzung dargelegten Rechte und Pflichten haben.

Das Gesellschaftskapital der Gesellschaft kann durch Beschluss der Gesellschafter in der für die Abänderung der Satzung vorgesehenen Art und Weise sowie infolge weiterer Umstände, wie sie von Zeit zu Zeit durch die Gesellschafter festgelegt werden können, erhöht oder verringert werden. Die Gesellschaft kann ihre anderen Gesellschaftsanteile durch Beschluss der Gesellschafter zurückkaufen.

Jegliche verfügbare Anteilsprämien sollen ausgeschüttet werden können unbeschadet jeglicher Ausschüttungsrechte (einschließlich Auschüttungsrechte in Bezug auf Anteilsprämien), die zwischen den Inhabern von Anteilen der Klasse A und Inhabern von Anteilen der Klasse B, die von Zeit zu Zeit zwischen den Inhabern vereinbart werden können.

Danach wurden folgende Beschlüsse von der Versammlung getroffen:

Einziger Beschluss

Die Versammlung hat beschlossen fünf (5) Anteile der Klasse B, die gegenwärtig von Audrey Holdco S.à r.l. gehalten werden, in fünf (5) Anteile der Klasse A umzuklassifizieren um vierhundertfünf (405) von der Gesellschaft ausgegebene Anteile der Klasse A und fünfundneunzig (95) von der Gesellschaft ausgegebene Anteile der Klasse B zu haben und folglich Artikel 5 der Gesellschaftssatzung wie nachstehend beschrieben abzuändern.

Art. 5. Gesellschaftskapital. Das ausgegebene Gesellschaftskapital der Gesellschaft beläuft sich auf einhundertfünfzigtausend norwegische Kronen (NOK 150.000), dargestellt durch insgesamt fünfhundert (500) Anteile, eingeteilt in vierhundert (405) Anteile der Klasse A und einhundert (95) Anteile der Klasse B, mit einem Nennwert von je dreihundert norwegischen Kronen (NOK 300) und welche die in der vorliegenden Satzung dargelegten Rechte und Pflichten haben.

Das Gesellschaftskapital der Gesellschaft kann durch Beschluss der Gesellschafter in der für die Abänderung der Satzung vorgesehenen Art und Weise sowie infolge weiterer Umstände, wie sie von Zeit zu Zeit durch die Gesellschafter festgelegt werden können, erhöht oder verringert werden. Die Gesellschaft kann ihre anderen Gesellschaftsanteile durch Beschluss der Gesellschafter zurückkaufen.

Jegliche verfügbare Anteilsprämien sollen ausgeschüttet werden können unbeschadet jeglicher Ausschüttungsrechte (einschließlich Auschüttungsrechte in Bezug auf Anteilsprämien), die zwischen den Inhabern von Anteilen der Klasse A und Inhabern von Anteilen der Klasse B, die von Zeit zu Zeit zwischen den Inhabern vereinbart werden können.

Dieser Beschluss wurde einstimmig getroffen.

Da es keine weitere Geschäftsangeigenheiten gibt, ist diese Sitzung geschlossen.

Kosten

Die Ausgaben, Kosten, Vergütungen und Aufwendungen jeglicher Art, welche der Gesellschaft aufgrund dieser Akte entstehen, werden ungefähr abgeschätzt auf EUR 1.800,-.

Worüber Urkunde, aufgenommen in Luxemburg, Großherzogtum Luxemburg, am Datum wie eingangs erwähnt.

Der unterzeichnende Notar, der Englisch versteht und spricht, erklärt hiermit, dass auf Ersuchen der oben erschienenen Partei, die vorliegende Urkunde in English abgefasst wird, gefolgt von einer deutschen Übersetzung.

Auf Ersuchen derselben erschienenen Partei und im Falle von Abweichungen zwischen dem englischen und dem deutschen Text, ist die englische Fassung maßgebend.

Und nach Vorlesung und Erklärung alles Vorstehenden an die erschienene Partei die dem amtierenden Notar nach Namen, Vornamen, Zivilstand und Wohnort bekannt, hat dieselbe zusammen mit dem Notar die gegenwärtige Urkunde unterschrieben.

Gezeichnet: O. GASTON-BRAUD, V. DE BAGNEAUX, F.-X. JOYEUX, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 17 décembre 2015. Relation: 1 LAC/2015/40372. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): P. MOLLING.

FUER GLEICHLAUTENDE AUSFERTIGUNG, zwecks Hinterlegung im Handels-und Gesellschaftsregister und zum Zwecke der Veröffentlichung im Mémorial C, Recueil des Sociétés et Associations.

Luxemburg, den 05. Januar 2016. Me Cosita DELVAUX.

Référence de publication: 2016005256/160.

(160004216) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2016.

FinAcc, Société à responsabilité limitée.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.

R.C.S. Luxembourg B 154.504.

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DISSOLUTION

In the year two thousand and fifteen, on the twenty-first December

Before Us Me Cosita DELVAUX, notary residing in Luxembourg (Grand-Duchy of Luxembourg), undersigned;

APPEARED:

The company Frankfurt School Services GmbH, having its registered office at Sonnemannstraße 9-11, D-60314 Frankfurt am Main, Germany, duly registered under the trade and company register of Frankfurt, under the number HRB 85388.

here represented by Emmanuelle FRATTER, lawyer, residing professionally in Luxembourg

by virtue of a proxy given under private seal dated on December 11 th , 2015; 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 said before, declares and requests the officiating notary to act:

1) That the limited liability company ("société à responsabilité limité") “FinAcc.”., (the "Company"), established and having its registered office in L-2180 Luxembourg, 5, rue Jean Monnet, inscribed in the Trade and Companies' Register of Luxembourg, section B, under the number 154.504., has been incorporated pursuant to a deed of Me Henri Hellinckx, notary residing in Luxembourg, on July, 12 th , 2010, published in the Mémorial C, Recueil des Sociétés et Associations, number 1801 of the 3 rd , September, 2010, ant that the articles of association have never been amended;

2) That the corporate capital is set at twelve thousand five hundred Euros (EUR 12,500) divided into one thousand two hundred fifty (1,250) shares of ten Euros (Eur 10) each;

3) That the appearing party, represented as said before, is the owner of all the shares of the Company (the "Sole Shareholder");

4) That the Sole Shareholder declares to have full knowledge of the articles of incorporation and the financial standing of the Company;

5) That the Sole Shareholder of the Company declares explicitly, the winding-up of the Company and the start of the liquidation process, with effect on today's date;

6) That the Sole Shareholder appoints itself as liquidator of the Company, and acting in this capacity, it has full powers to sign, execute and deliver any acts and any documents, to make any declaration and to do anything necessary or useful so to bring into effect the purposes of this deed;

7) That the Sole Shareholder, in its capacity as liquidator of the Company, requests the notary to authentify its declaration that all the liabilities of the Company have been paid or duly provisioned and that the liabilities in relation of the close down of the liquidation have been duly provisioned according to the report attached; furthermore the liquidator declares, that with respect to eventual liabilities of the Company presently unknown, and that remain unpaid, it irrevocably undertakes to pay all such eventual liabilities and that as a consequence of the above all the liabilities of the Company are paid;

8) That the Sole Shareholder declares that it takes over all the assets of the Company, and that it will assume any existing debts of the Company pursuant to point 7);

9) That according to the attached report, the declarations of the Sole Shareholder has been checked by Mr. Bjoern Schuck, born on November 27 th , 1978, and residing at Sonnemannstr. 9-11, D-60314 Frankfurt/Main, appointed as “the auditor to the liquidation” by the Sole Shareholder;

10) That the liquidation of the Company is closed;

11) That full and entire discharge is granted to the manager for the performance of their assignment;

12) That the books and documents of the Company will be kept for a period of five years at least at the former registered office of the Company in L-2180 Luxembourg, 5, rue Jean Monnet.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is evaluated at approximately EUR 1,300.-.

Statement

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

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

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

Suit la version en langue française du texte qui précède:

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

Pardevant Nous Maître Cosita DELVAUX, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), soussigné;

A COMPARU:

La société Frankfurt School Services GmbH, établie et ayant son siège social à Sonnemannstraße 9-11, D-60314 Frankfurt am Main, Germany, enrigistrée sous le registre de commerce et des sociétés de Frankfurt, sous le numéro HRB 85388.

ici représentée par Emmanuelle FRATTER, juriste, demeurant professionnellement à Luxembourg

en vertu de d'une procuration sous seing privé lui délivrée et datée du 11 décembre 2015; laquelle procuration, après avoir été signée “ne varietur” par le mandataire et le notaire, restera annexée au présent acte afin d'être enregistrée avec lui.

Laquelle partie comparante, représentée comme dit ci-avant, déclare et requiert le notaire instrumentant d'acter:

1) Que la société à responsabilité limitée «FinAcc», (la "Société"), établie et ayant son siège social à L-2180 Luxembourg, 5, rue Jean Monnet, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro B 154.504. a été constituée suivant acte reçu par Maître Henri Hellinckx, notaire de résidence à Luxembourg, le 12 juillet 2010, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1801 du 3 septembre 2010, et que les statuts n'ont jamais été modifiés;

2) Que le capital social est fixé à douze mille cinq cents euros (EUR 12.500,-) divisé en mille deux cent cinquante (1.250) parts sociales de dix euros (EUR 10,-) chacune;

3) Que la partie comparante, représentée comme dit ci-avant, est propriétaire de toutes les parts sociales de la Société (l'"Associé Unique");

4) Que l'Associé Unique déclare avoir parfaite connaissance des statuts et de la situation financière de la Société;

5) Que l'Associé Unique prononce explicitement la dissolution de la Société et sa mise en liquidation, avec effet en date de ce jour;

6) Que l'Associé Unique se désigne comme liquidateur de la Société, et agissent en cette qualité, il aura pleins pouvoirs d'établir, de signer, d'exécuter et de délivrer tous actes et documents, de faire toute déclaration et de faire tout ce qui est nécessaire ou utile pour mettre en exécution les dispositions du présent acte;

7) Que l'Associé Unique, dans sa qualité de liquidateur, requiert le notaire d'acter qu'il déclare que tout le passif de la Société est réglé ou provisionné et que le passif en relation avec la clôture de la liquidation est dûment couvert, suivant rapport en annexe; en outre il déclare que par rapport à d'éventuels passifs de la Société actuellement inconnus, et donc non payés, il assume l'obligation irrévocable de payer ce passif éventuel et qu'en conséquence de ce qui précède tout le passif de la Société est réglé;

8) Que l'Associé Unique déclare qu'il reprend tout l'actif de la Société et qu'il s'engagera à régler tout le passif de la Société indiqué au point 7);

9) Que les déclarations du liquidateur ont fait l'objet d'une vérification, suivant rapport en annexe, par Monsieur Bjoern Schuck, né le 27 novembre 1978, et demeurant à Sonnemannstr. 9-11, D-60314 Frankfurt/Main, désigné «commissaire à la liquidation» par l'actionnaire unique de la Société;

10) Que liquidation de la Société est clôturée;

11) Que décharge pleine et entière est donnée aux gérants pour l'exécution de leur mandat;

12) Que les livres et documents de la Société seront conservés pendant cinq ans au moins à Luxembourg à l'ancien siège social de la Société à L-2180 Luxembourg, 5, rue Jean Monnet.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison du présent acte, est évalué approximativement à EUR 1.300,-.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais et français, déclare par les présentes, qu'à la requête de la partie comparante le présent acte est rédigé en anglais suivi d'une version française; à la requête de la même partie comparante, et en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte au mandataire la partie comparante, agissant comme dit ci-avant, connu du notaire par nom, prénom, état civil et domicile, ledit mandataire a signé avec Nous notaire le présent acte.

Signé: E. FRATTER, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 23 décembre 2015. Relation: 1LAC/2015/41521. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 08 janvier 2016. Me Cosita DELVAUX.

Référence de publication: 2016005549/116.

(160004688) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2016.

Greeneden Topco S.C.A., Société en Commandite par Actions.

Siège social: L-1940 Luxembourg, 488, route de Longwy.

R.C.S. Luxembourg B 164.178.

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In the year two thousand and fifteen, on twenty-eighth of December,

Before the undersigned Maître Carlo WERSANDT, notary, residing at Luxembourg, Grand-Duchy of Luxembourg,

Was held

an extraordinary general meeting of the shareholders of Greeneden Topco S.C.A., a Luxembourg corporate partnership limited by shares (société en commandite par actions), having its registered office at 488, route de Longwy, L-1940 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 164.178, incorporated pursuant to a deed of Maître Martine SCHAEFFER, notary residing in Luxembourg (Grand-Duchy of Luxembourg) dated 6 October 2011, whose articles of incorporation (the "Articles") have been published in the Mémorial C, Recueil des Sociétés et Associations number 2994, page 143688 on 7 December 2011. The Articles have been amended for the last time on 25 November 2015 pursuant to a deed of the undersigned notary, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

The extraordinary general meeting of the Company (the "Meeting") elected as chairman, Mrs Rachel BERNARD, lawyer, residing professionally in Luxembourg.

The chairman appointed as secretary and the Meeting elected as scrutineer Mrs Alexia UHL, lawyer, residing professionally in Luxembourg.

The office of the Meeting having thus been constituted, the chairman requested the notary to act that:

All the shares being in nominative form, this meeting has been duly convened by notices containing the agenda and sent to the shareholders by registered mail on December 18, 2015

The names of the shareholders present at the meeting or represented at the meeting by proxies (together the "Appearing Shareholders") and the number of shares held by them are shown on an attendance list at the end of these minutes. This attendance list has been signed ne varietur with the proxy forms by the shareholders represented at the Meeting by proxies, the notary, the chairman, the scrutineer and the secretary.

The attendance list shows that the Appearing Shareholders holding 7,591,369 of the 100 unlimited shares, 4,053,180 ordinary shares, 8,237 hurdle shares, 1,013,296 class A1 shares, 1,013,296 class A2 shares, 1,013,296 class A3 shares, 1,013,296 class A4 shares, 1,013,296 class A5 shares, 1,013,296 class A6 shares and 1,013,296 class A7 shares, representing 68.06% of the share capital of the Company are present at the Meeting or represented at the Meeting by proxies.

The Meeting is therefore properly constituted and can validly consider all items of the agenda.

The agenda of the Meeting was the following:

Agenda

1. Amendment to article 5.10.1 of the Articles to amend the provisions on the call price.

After due and careful deliberation, the following resolution was unanimously approved by the Shareholders:

Sole resolution

The Meeting resolves to amend article 5.10.1 of the Articles to amend the provisions on the call price, which shall now be read as follow:

" **5.10.1.** Upon any termination of employment of an Executive, the Company shall have a call right with respect to all (but not less than all) of the Capital Shares and Hurdle Shares held by the MIV associated with any Capital Share Tracking Interests and Hurdle Share Tracking Interests held by such Executive. The Company's call right may be exercised within the six month period following such termination of employment. The call price shall be payable in a single cash lump sum or by way of a payment in kind. The call price with respect to Capital Shares and vested Hurdle Shares will equal FMV as of the date of the Executive's termination of employment, provided that (i) in the case of a Bad Leaver, the call price will be the lesser of FMV as of the date of the Executive's termination of employment and the original purchase price paid by the Executive for his capital shares plus the applicable portion of the Hurdle Purchase Price paid by such Executive and (ii) in the case of a Good Leaver within 1 year following the Closing, the call price will be the greater of FMV as of the date of the Executive's termination of employment and the original purchase price paid by the Executive for his capital shares plus the applicable portion of the Hurdle Purchase Price paid by such Executive. For Bad Leavers, the call price with respect to unvested Hurdle Shares will equal the lesser of FMV as of the date of the Executive's termination of employment and the portion of the Hurdle Purchase Price paid by the Executive for the unvested Hurdle Shares; for Good Leavers, the call price with respect to unvested Hurdle Shares will equal the portion of the Hurdle Purchase Price paid by the Executive for such unvested Hurdle Shares."

Costs and declarations

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of the present deed are estimated at approximately one thousand one hundred Euros (EUR 1,100.-).

Nothing else being on the agenda, and nobody rising to speak, the Meeting was closed.

Statement

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

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

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

Suit la traduction française du texte qui précède

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

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

S'est tenue

l'assemblée générale extraordinaire des actionnaires de Greeneden Topco S.C.A., une société en commandite par actions luxembourgeoise, ayant son siège social au 488, route de Longwy, L-1940 Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 164.178 (la "Société"), constituée en vertu d'un acte rédigé par Maître Martine SCHAEFFER, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg) en date du 6 octobre 2011, dont les statuts (les "Statuts") ont été publiés au Mémorial C, Recueil des Sociétés et Associations numéro 2994, page 143688 en date du 7 décembre 2011. Les Statuts ont été modifiés dernièrement le 6 octobre 2015 en vertu d'un acte rédigé par le notaire instrumentant, pas encore publié au Mémorial C, Recueil des Sociétés et Associations.

L'assemblée générale extraordinaire (l'"Assemblée") élit comme présidente Madame Rachel BERNARD, juriste, demeurant professionnellement à Luxembourg.

Le président nomme en qualité de secrétaire et l'Assemblée élit comme scrutatrice Madame Alexia UHL, juriste, demeurant professionnellement à Luxembourg.

Le bureau de l'Assemblée ayant été constitué, le Président déclare et requiert du notaire instrumentant de prendre acte que:

Toutes les actions étant sous la forme nominative, la présente assemblée a été convoquée par des lettres contenant l'ordre du jour, adressées par recommandé aux actionnaires en date du 18 décembre 2015.

Les noms des actionnaires présents ou représentés à l'Assemblée par des mandataires (collectivement les "Actionnaires Comparants") et le nombre d'actions qu'ils détiennent sont mentionnés sur la liste de présence à la fin de ce procès-verbal. Cette liste de présence a été signée ne varietur avec les procurations par les actionnaires représentés à l'assemblée par des mandataires, le notaire ainsi que le président, le scrutateur et le secrétaire.

La liste de présence montre que les Actionnaires Comparants détenant 7.591.369 sur les 100 actions de commandité, 4.053.180 actions ordinaires, 8.237 actions hurdle, 1.013.296 actions A1, 1.013.296 actions A2, 1.013.296 actions A3, 1.013.296 actions A4, 1.013.296 actions A5, 1.013.296 actions A6 et 1.013.296 actions A7, représentant 68,06% du capital social de la Société sont présents à l'Assemblée ou représentés par des mandataires.

L'Assemblée est donc valablement constituée et peut valablement délibérer sur l'ordre du jour.

L'ordre du jour de l'Assemblée est le suivant:

Ordre du jour

1. Décision de modifier l'article 5.10.1 des Statuts afin de modifier les dispositions sur le paiement du prix de rachat.

Après délibération, la résolution suivante a été adoptée à l'unanimité par les Associés:

Résolution unique

L'Assemblée décide de modifier l'article 5.10.1 des Statuts afin de modifier les dispositions sur le paiement du prix de rachat, qui se lira désormais comme suit:

" **5.10.1.** En cas de cessation des fonctions d'un Exécutif, la Société disposera d'un droit de rachat portant sur toutes (mais pas moins que la totalité) les Actions de Capital et les Actions Hurdle détenues par le MIV associé à tout Intérêts Traçants liés aux Actions et Intérêts Traçants liés aux Actions Hurdle détenus par ces Exécutifs. Le droit de rachat de la Société peut être exercé dans les six mois suivant la cessation de fonction. Le prix de rachat sera payable en une seule somme forfaitaire en espèce ou par un paiement en nature. Le prix de rachat en ce qui concerne les Actions de Capital et les Actions Hurdle acquises sera égal à "la Juste Valeur de Marché" à compter de la date de cessation des fonctions de l'Exécutif, à condition que (i) dans le cas d'un Mauvais Sortant, le prix de rachat soit le moindre entre "la Juste Valeur de Marché" à la date de cessation des fonctions de l'Exécutif et le prix d'achat initial payé par l'Exécutif pour les titres concernés et (ii) dans le cas d'un Bon Sortant dans l'année suivant la Clôture, le prix de rachat sera le meilleur de "la Juste Valeur de Marché" à la date de cessation des fonctions de l'Exécutif et du prix d'achat initial payé par l'Exécutif pour les titres concernés. Pour les Mauvais Sortants, le prix de rachat relatif aux Actions Hurdle non acquises, sera égal au moindre de "la Juste Valeur de Marché" à la date de cessation des fonctions de l'Exécutif et du prix d'achat initial payé par l'Exécutif pour les Actions Hurdle non acquises; pour les Bons Sortants, le prix de rachat relatif aux Actions Hurdle non acquises sera égal au prix d'achat initial payé par l'Exécutif pour ces Actions Hurdle.."

Coûts et déclarations

Les frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, incombant à la Société et mis à sa charge en raison des présentes, sont estimés à mille cent euros (EUR 1.100,-).

Plus rien n'étant à l'ordre du jour, et plus personne ne demandant plus la parole l'Assemblée est ajournée.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, constate que sur demande des parties comparantes le présent acte est rédigé en langue anglaise suivi d'une version française et qu'en cas de divergences entre le texte français et le texte anglais, le texte anglais fait foi.

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

Et après lecture faite et interprétation donnée aux parties comparantes, connues du notaire instrumentant par nom, prénom usuel, état et demeure, lesdites parties comparantes ont signé avec le notaire le présent acte.

Signé: R. BERNARD, A. UHL, C. WERSANDT.

Enregistré à Luxembourg A.C. 2, le 30 décembre 2015. 2LAC/2015/30364. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): André MULLER.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 7 janvier 2016.

Référence de publication: 2016005604/133.

(160005081) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2016.

GECGE Kosik Investors S.à r.l., Société à responsabilité limitée.

Capital social: EUR 4.632.550,00.

Siège social: L-1160 Luxembourg, 12-14, boulevard d'Avranches.

R.C.S. Luxembourg B 99.877.

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DISSOLUTION

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

Before the undersigned, Maître Henri BECK, a notary resident in Echternach, Grand Duchy of Luxembourg,

THERE APPEARED:

GE Real Estate Central European Investors, S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 12-14, boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 58514 and having a share capital of EUR 58,544,800 (the Sole Shareholder),

here represented by Peggy Simon, notary's clerk, residing professionally at L-6475 Echternach, 9, Rabatt, by virtue of a power of attorney given under private seal.

After signature ne varietur by the authorised representative of the Sole Shareholder and the undersigned notary, this power of attorney will remain attached to this deed to be registered with it.

The Sole Shareholder, represented as set out above, has requested that the undersigned notary record that:

- the Sole Shareholder holds all of the shares in GECGE Kosik Investors S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 12-14, boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 99877 and having a share capital of four million six hundred thirty-two thousand five hundred fifty Euro (EUR 4,632,550) (the Company);

- the Company was incorporated on 27 February 2004, pursuant to a deed drawn up by Maître Joseph Elvinger, a notary then resident in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations (the Mémorial) under number 516 dated 17 May 2004. Since that date, the Company's articles of association (the Articles) have been amended several times, most recently on 19 November 2015 pursuant to a deed drawn up by the undersigned notary, not yet published in the Mémorial;

- the Company's share capital is set at four million six hundred thirty-two thousand five hundred fifty Euro (EUR 4,632,550), represented by one hundred eighty-five thousand three hundred two (185,302) shares having a nominal value of twenty-five Euro (EUR 25) each, all entirely subscribed and fully paid up;

- the Sole Shareholder has full and complete knowledge of the Articles and of the Company's financial situation;

- the Sole Shareholder, in its capacity as sole shareholder of the Company, resolves to dissolve the Company with immediate effect and to put it into liquidation (liquidation volontaire);

- the Sole Shareholder resolves to act as liquidator of the Company;

- the Sole Shareholder, in its capacity as liquidator of the Company, declares that:

(i) the activity of the Company has ceased;

(ii) the liquidation accounts have been prepared and show that all the known liabilities of the Company have been settled or fully provided for;

(iii) it will receive the outstanding assets of the Company; and

(iv) it will assume all hidden or unknown liabilities (if any).

- the Sole Shareholder approves the liquidation accounts of the Company dated as at 22 December 2015;

- the Sole Shareholder waives the appointment of a liquidation auditor;

- the Sole Shareholder resolves to grant full discharge for the performance of their mandate and in connection with the liquidation accounts to the members of the board of managers of the Company;

- the Sole Shareholder resolves to confirm that the Company is hereby liquidated and the liquidation is closed;

- the Sole Shareholder resolves to keep the books, documents and records of the Company at 12-14, boulevard d'Avranches, L-1160 Luxembourg, for a period of five years after the publication of this deed in the Mémorial and to pay any and all costs associated with the liquidation;

- the Sole Shareholder resolves to grant power to any manager of the Company, any lawyer or employee of Loyens & Loeff and any employee of Maître Henri Beck, each of them acting individually:

(i) to carry-out and perform any formalities necessary to complete and file any outstanding tax returns of the Company (including, but not limited to, tax returns relating to financial years 2014 and 2015); and

(ii) to undertake any formalities necessary in connection with filing the liquidation accounts and closing the Company's liquidation,

these powers expiring one year after the closing of the Company's liquidation.

Declaration

The undersigned notary, who understands and speaks English, states at the request of the Sole Shareholder that this deed is drawn up in English and French, and that in the case of discrepancies, the English version prevails.

This notarial deed was drawn up in Echternach, on the date first stated above.

After reading this deed aloud, the notary signs it with the Sole Shareholder's authorised representative.

Suit la traduction française du texte qui précède

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

Par-devant le soussigné Maître Henri BECK, notaire de résidence à Echternach, Grand-Duché de Luxembourg.

A COMPARU:

GE Real Estate Central European Investors, S.à r.l., une société à responsabilité limitée luxembourgeoise, ayant son siège social au 12-14, boulevard d'Avranches, L-1160 Luxembourg, Grand Duché de Luxembourg, immatriculée auprès

du Registre de Commerce et des Sociétés du Luxembourg sous le numéro B 58514 et ayant un capital social de EUR 58.544.800 (l'Associé Unique),

représenté par Peggy Simon, clerc de notaire, demeurant professionnellement à L-6475 Echternach, 9, Rabatt, en vertu d'une procuration donnée sous seing privé.

Après avoir été signée ne varietur par le mandataire de l'Associé Unique et le notaire instrumentant, ladite procuration restera annexée au présent acte pour les formalités de l'enregistrement.

L'Associé Unique, représenté comme indiqué ci-dessus, a prié le notaire instrumentant d'acter ce qui suit:

- l'Associé Unique détient la totalité des parts sociales de GECGE Kosik Investors S.à r.l., une société à responsabilité limitée luxembourgeoise ayant son siège social au 12-14, boulevard d'Avranches, L-1160 Luxembourg, Grand-Duché de Luxembourg et immatriculée auprès du Registre de Commerce et des Sociétés du Luxembourg sous le numéro B 99877 et ayant un capital social de quatre millions six cent trente-deux mille cinq cent cinquante euros (EUR 4.632.550) (la Société);

- la Société a été constituée le 27 février 2004, suivant acte reçu par Maître Joseph Elvinger, notaire alors de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et des Associations (le Mémorial) numéro 516 du 17 mai 2004. Les statuts de la Société (les Statuts) ont été modifiés plusieurs fois depuis cette date, le plus récemment le 19 novembre 2015 suivant acte du notaire instrumentant, qui n'est pas encore publié au Mémorial;

- le capital social de la Société est fixé à quatre millions six cent trente-deux mille cinq cent cinquante euros (EUR 4.632.550) représenté par cent quatre-vingt-cinq mille trois cent deux (185.302) parts sociales d'une valeur nominale de vingt-cinq euros (EUR 25) chacune, toutes entièrement souscrites et libérées;

- l'Associé Unique a une connaissance parfaite et complète des Statuts, et de la situation financière de la Société;

- l'Associé Unique, en sa capacité d'associé unique de la Société, décide de dissoudre la Société avec effet immédiat et de la mettre en liquidation (liquidation volontaire);

- l'Associé Unique décide d'agir en tant que liquidateur de la Société;

- l'Associé Unique, en sa qualité de liquidateur de la Société, déclare que:

(i) l'activité de la Société a cessé;

(ii) les comptes de liquidation ont été préparés et montrent que l'ensemble du passif connu de la Société a été payé ou provisionné;

(iii) il recevra tous les actifs restants de la Société; et

(iv) il prendra à sa charge tout le passif caché ou inconnu (le cas échéant);

- l'Associé Unique approuve les comptes de liquidation de la Société datés du 22 décembre 2015;

- l'Associé Unique renonce à la nomination d'un commissaire à la liquidation;

- l'Associé Unique décide de donner pleine et entière décharge, pour l'exercice de leur mandat et, en relation avec les comptes de la liquidation, aux membres conseil de gérance;

- l'Associé Unique décide de confirmer que la Société est, par les présentes, liquidée et sa liquidation est clôturée;

- l'Associé Unique décide de conserver les livres, documents et registres de la Société au 12-14, boulevard d'Avranches, L-1160 Luxembourg, Grand-Duché de Luxembourg, durant une période de cinq ans à compter de la publication du présent acte au Mémorial et de payer tous les frais en rapport avec la liquidation;

- l'Associé Unique décide de donner pouvoir à tout gérant de la Société, à tout avocat ou employé de Loyens & Loeff et tout employé de Maître Henri BECK chacun d'eux agissant individuellement:

(i) à l'effet de faire et d'accomplir toutes les formalités nécessaires afin de compléter et d'enregistrer les déclarations fiscales manquantes de la Sociétés (y compris, mais sans être limité à, les déclarations fiscales relatives aux exercices sociaux 2014 et 2015); et

(ii) à l'effet d'accomplir toutes les formalités nécessaires afin de procéder l'enregistrement des comptes de liquidation et en relation avec la clôture de la liquidation de la Société,

ces pouvoirs expirant une (1) année après la clôture de la liquidation de la Société.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, déclare que, à la demande de l'Associé Unique, le présent acte est rédigé en langue anglaise, suivi d'une version française et que, en cas de divergences, la version anglaise prévaut.

Fait et passé à Echternach, à la date qu'en tête des présentes.

Après avoir lu le présent acte à voix haute, le notaire le signe avec le mandataire de l'Associé Unique.

Signé: P. SIMON, Henri BECK.

Enregistré à Grevenmacher Actes Civils, le 31 décembre 2015. Relation: GAC/2015/11903. Reçu soixante-quinze euros 75,00 €

Le Receveur ff. (signé): N. DIEDERICH.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 05 janvier 2016.

Référence de publication: 2016005610/126.

(160005533) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2016.

CTC S.A., Comenius Trading and Consulting S.A., Société Anonyme.

Siège social: L-8070 Bertrange, 7B, rue des Mérovingiens.

R.C.S. Luxembourg B 63.088.

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Extrait du Procès-verbal de l'Assemblée Générale Ordinaire tenue de façon exceptionnelle le 13 janvier 2016 au siège social

6 ème Résolution:

L'Assemblée Générale décide de renouveler le mandat d'Administrateur de Monsieur Michel-Ange CALLERAMI, demeurant au 6, Grand-Rue, CH1700 Fribourg, jusqu'à l'Assemblée Générale annuelle qui se tiendra en 2021.

7 ème Résolution:

L'Assemblée Générale décide nommer deux administrateurs supplémentaires, à savoir, Monsieur Olivier LEROUX, demeurant au 26 Bd Waterloo, B-1000 Bruxelles et nommer Monsieur Jérôme ALBA, demeurant au 2 lot domaine Alexia, avenue Louise Michel, F-13109 Simiane Collongue. Leur mandat prendra fin à l'issue de l'Assemblée Générale annuelle qui se tiendra en 2021.

8 ème Résolution:

L'Assemblée Générale accepte la démission en tant que Commissaire aux comptes de la société H.R.T. REVISION S.A. avec effet immédiat.

En remplacement de H.R.T. REVISION S.A., l'Assemblée Générale décide de nommer la société FASCONTROL S.à r.l., ayant son siège social au 15, rue Astrid, L-1143 Luxembourg, nouveau Commissaire aux Comptes, jusqu'à l'Assemblée Générale annuelle qui se tiendra en 2021.

COMENIUS TRADING AND CONSULTING S.A.

En abrégé CTC SA

Référence de publication: 2016055788/25.

(160015406) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

Createrra S.A., Société Anonyme.

Siège social: L-8399 Windhof, 6, rue d'Arlon.

R.C.S. Luxembourg B 82.917.

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Extrait du procès-verbal du Conseil d'Administration tenu le 17 décembre 2015

1. Réviseur externe

- Nomination de notre réviseur externe:

Le mandat de notre réviseur externe Grant Thornton Lux Audit SA est renouvelé pour l'exercice 2016.

Pour la société

Hugues DEREM / Philippe de Fays

Administrateur / Administrateur

Référence de publication: 2016055793/14.

(160016158) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

Creek Corporate S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 118.987.

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Extrait des résolutions prises par l'associé unique de la Société en date du 22 janvier 2016:

- La démission de Luxembourg Corporation Company S.A. de sa fonction de gérant de la Société a été acceptée par l'associé unique avec effet immédiat.

Est nommé gérant de la Société avec effet immédiat pour une durée indéterminée:

- Lux Business Management S.à r.l., une société à responsabilité limitée ayant son siège social au 40, Avenue Monterey, L-2163 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 79709.

Le conseil de gérance de la Société se compose dorénavant comme suit:

- Lux Business Management S.à r.l., gérant
- M. Iskandar Lalisang, gérant.

Pour extrait conforme
Pour la Société
Un mandataire

Référence de publication: 2016055794/20.

(160015306) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

CVG Global S.à r.l., Société à responsabilité limitée.

Capital social: EUR 50.000,00.

Siège social: L-2146 Luxembourg, 55-57, rue de Merl.

R.C.S. Luxembourg B 131.507.

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Extrait de l'assemblée générale extraordinaire des associés tenue en date du 19 janvier 2016

Il résulte du procès-verbal de l'Assemblée Générale Extraordinaire des Associés tenue en date du 19 janvier 2016 au siège social de la Société que (traduction libre):

«Première décision

Les Associés décident de révoquer en tant que gérant de la Société Monsieur Richard P. LAVIN (...) avec effet immédiat (...).

Deuxième décision

Les Associés (...) décident de nommer avec effet immédiat et pour une durée indéterminée Madame Stade Nicole FLEMING (...) née à Ohio, États-Unis d'Amérique, le 13 octobre 1978, demeurant professionnellement à 7800 Walton Parkway, New Albany, Ohio 43054, États-Unis d'Amérique, en tant que gérant de la Société en remplacement de Monsieur LAVIN.

Troisième décision

Les Associés décident d'augmenter le nombre de gérants de la Société de deux (2) à trois (3).

Quatrième décision

Les Associés (...) décident de nommer avec effet immédiat et pour une durée indéterminée Monsieur Terry Allen HAMMETT(...) né à Ohio, États-Unis d'Amérique, le 24 décembre 1964, demeurant professionnellement à 7800 Walton Parkway, New Albany, Ohio 43054, États-Unis d'Amérique, en tant que gérant de la Société.»

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

Luxembourg, le 20 janvier 2016.
Pour la Société
Signature
Un mandataire

Référence de publication: 2016055795/30.

(160015066) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

CABB Nordic Holding S.à.r.l., Société à responsabilité limitée.

Capital social: CHF 20.000,00.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stumper.

R.C.S. Luxembourg B 193.071.

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Par résolutions prises en date du 18 décembre 2015, l'associé unique a pris les décisions suivantes:

1. Acceptation de la démission d'Ari Tasa, avec adresse au 1, Kemirantie, 67900 Kokkola, Finlande de son mandat de gérant A, avec effet au 31 décembre 2015;

2. Nomination de Johan Henrik Lind, avec adresse au 29, Kesätie, 68660 Pietarsaari, Finlande au mandat de gérant A, avec effet au 1 er janvier 2016 et pour une durée indéterminée.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 25 janvier 2016.

Référence de publication: 2016055757/15.

(160016059) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

CAERUS Real Estate Debt Lux. S.C.A., SICAV-SIF, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1736 Sennigerberg, 5, rue Heienhaff.

R.C.S. Luxembourg B 182.873.

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EXTRAIT

Par résolutions écrites en date du 20 janvier 2016 les associés de la Société ont:

- pris connaissance du renouvellement du mandat du réviseur d'entreprise PricewaterhouseCoopers, Société coopérative, ayant son siège social au 2, rue Gerhard Mercator, L-2182 Luxembourg, pour l'exercice de la Société s'achevant le 30 septembre 2016 respectivement jusqu'à l'assemblée générale qui se tiendra en l'année 2017.

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

Référence de publication: 2016055761/14.

(160015050) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

Campimol S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 3.571.

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Veuillez noter que l'adresse professionnelle de M. Jean-Marc Ueberecken, administrateur et président, se situe désormais au 41A, Avenue J-F Kennedy, L-2082 Luxembourg.

Luxembourg, le 25 janvier 2016.
Pour avis sincère et conforme
Pour CAMPIMOL S.A.
Un mandataire

Référence de publication: 2016055763/13.

(160016109) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

Colcos S.A., Société Anonyme.

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

R.C.S. Luxembourg B 90.548.

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Extrait des décisions prises par l'assemblée générale des actionnaires et par le conseil d'administration en date du 16 décembre 2015

1. M. Julien NAZEYROLLAS a démissionné de ses mandats d'administrateur de catégorie B et de président du conseil d'administration.

2. M. David SANA, administrateur de sociétés, né le 10 avril 1974 à Forbach (France), demeurant professionnellement à L-2453 Luxembourg, 6, rue Eugène Ruppert, a été nommé comme administrateur de catégorie B de la société jusqu'à l'issue de l'assemblée générale statutaire de 2020.

3. M. David SANA a été élu comme président du conseil d'administration jusqu'à l'issue de l'assemblée générale statutaire de 2020.

Veuillez noter que le siège social de la société à responsabilité limitée COMCOLUX S. à r. l., R.C.S. Luxembourg B 58545, se situe désormais à L-2453 Luxembourg, 19, rue Eugène Ruppert.

Luxembourg, le 22 janvier 2016.
Pour extrait et avis sincères et conformes
Pour COLCOS S. A .
Un mandataire

Référence de publication: 2016055786/22.

(160015136) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

CrossLend Securities S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 196.825.

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Les décisions suivantes ont été prises par les membres du conseil d'administration de la Société en date du 8 octobre 2015:

- révocation de Monsieur Erik van Os en tant que président du conseil d'administration de la Société avec effet au 8 octobre 2015;

- nomination, en tant que nouveau président du conseil d'administration de la Société, de Monsieur Patrick van Denzen avec effet au 8 octobre 2015.

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

Luxembourg, le 21 Janvier 2016.

Pour la Société

Patrick van Denzen

Administrateur

Référence de publication: 2016055755/18.

(160015036) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 janvier 2016.

Advent Regulus & Cy S.C.A, Société en Commandite par Actions.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 167.882.

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

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

Luxembourg, le 19 janvier 2016.

Référence de publication: 2016068486/10.

(160031272) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2016.

An-Erminig Holding S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 12.500,00.

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.

R.C.S. Luxembourg B 109.333.

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

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

Pour la société

Un mandataire

Référence de publication: 2016068494/11.

(160031918) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 février 2016.

Learmonth Sàrl, Société à responsabilité limitée unipersonnelle.

Capital social: EUR 47.545.613,00.

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

R.C.S. Luxembourg B 134.762.

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Extrait des résolutions prises par les associés de la Société en date du 22 janvier 2016:

- La démission de Luxembourg Corporation Company S.A. de sa fonction de gérant de la Société a été acceptée par les associés avec effet immédiat.

Est nommé gérant de la Société avec effet immédiat pour une durée indéterminée:

- Lux Business Management S.à r.l., une société à responsabilité limitée ayant son siège social au 40, Avenue Monterey, L-2163 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 79709.

Le conseil de gérance de la Société se compose dorénavant comme suit:

- Lux Business Management S.à r.l., gérant

- M. Iskandar Lalisang, gérant.

Pour extrait conforme
Pour la Société
Un mandataire

Référence de publication: 2016056797/20.

(160016590) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

Learmonth Sàrl, Société à responsabilité limitée unipersonnelle.

Capital social: EUR 47.545.613,00.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 134.762.

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Extrait des résolutions prises par le Conseil de Gérance de la Société en date du 22 janvier 2016

Le Conseil de Gérance décide à l'unanimité des voix de transférer le siège social de la Société du 20, rue de la Poste, L-2346 Luxembourg, au 40, Avenue Monterey, L -2163 Luxembourg avec effet au 22 janvier 2016.

Pour extrait conforme
Pour la Société
Un mandataire

Référence de publication: 2016056798/14.

(160016590) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

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

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

R.C.S. Luxembourg B 191.148.

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CLÔTURE DE LIQUIDATION

Extrait de la résolution de l'actionnaire unique du 29/12/2015

L'actionnaire prend connaissance et accepte le rapport du commissaire-vérificateur, sur la bonne exécution par le Liquidateur dans le cadre de la liquidation volontaire de la Société décidée par l'assemblée générale extraordinaire des actionnaires de la Société tenue le 23/12/2015.

L'actionnaire approuve les comptes de liquidation en date du 15/12/2015

L'actionnaire prononce la clôture de la liquidation et reconnaît que la Société cesse d'exister.

L'actionnaire décide que les livres et documents sociaux de la Société seront déposés et conservés pendant cinq ans, à partir de la date de publication des présentes dans le Mémorial C, Journal Officiel du Grand-Duché de Luxembourg, Recueil Spécial des Sociétés et Associations, à l'ancien siège social de la Société.

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

Luxembourg, le 29/12/2015.
Signatures
L'agent domiciliataire

Référence de publication: 2016056801/21.

(160017166) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

Luxem Investissements, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.

R.C.S. Luxembourg B 130.046.

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Extrait des résolutions adoptées par les associés de la société en date du 23 janvier 2016:

- Yves-Alexandre Cotrel, avec adresse au 8 Avenue George V, 75008 Paris France, a démissionné de sa fonction de gérant de classe A de la Société, avec effet au 23 janvier 2016.

- Emmanuel Cotrel, avec adresse au 8 Avenue George V, 75008 Paris France, a démissionné de sa fonction de gérant de classe A de la Société, avec effet au 23 janvier 2016.

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

Pour la société
Un mandataire

Référence de publication: 2016056805/16.

(160016644) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

La One S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 49.693.

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EXTRAIT

Il résulte d'une réunion du Conseil d'Administration tenue en date du 19 janvier 2016 qu'il est mis fin au mandat de la société FIDUCENTER S.A., ayant son siège social au 18, rue de l'Eau, L-1449 Luxembourg, comme dépositaire des actions au porteur.

Pour extrait conforme
Signature

Référence de publication: 2016056807/13.

(160016765) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

Lag International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 111.026.

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Suite à l'acte par devant Me Paul DECKER en date du 7 mars 2014 actant l'absorption de la société GRANT THORNTON LUX AUDIT S.A., le réviseur d'entreprises agrée de la société est désormais le suivant:

Grant Thornton Lux Audit, inscrit au Registre du Commerce et des Sociétés sous le numéro B 183 652 et dont le siège social est au 89A, Pafebruch, L - 8308 Capellen.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 26 janvier 2016.

Référence de publication: 2016056808/13.

(160016753) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

LALUX RE, Société Anonyme de Réassurance, Société Anonyme.

Siège social: L-3372 Leudelange, 9, rue Jean Fischbach.

R.C.S. Luxembourg B 163.698.

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Extrait du Procès-Verbal de la réunion du Conseil d'Administration du 18 décembre 2015

Le conseil prend acte de la démission au 31 décembre 2015 de Pit Hentgen de ses fonctions de président et d'administrateur. Il coopte Christian Strasser (demeurant à 11, avenue Dr Klein à L-5630 Mondorf-les-Bains) comme administrateur à partir du 1 er janvier 2016, le nomme président du conseil d'administration à partir de cette même date et cela jusqu'à l'Assemblée Générale qui se tiendra en 2017.

Leudelange, le 18 décembre 2015.
Pit Hentgen
Président

Référence de publication: 2016056809/15.

(160016737) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

Lara Luxembourg Invest SA, Société Anonyme.

Siège social: L-1417 Luxembourg, 6, rue Dicks.

R.C.S. Luxembourg B 86.287.

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Il résulte des résolutions prises par le conseil d'administration de la société en date du 4 janvier 2016 que:

- Le siège social de la société a été transféré du 124, Boulevard de la Pétrusse, L-2330 Luxembourg au 6, rue Dicks, L-1417 Luxembourg avec effet au 4 janvier 2016.

- Monsieur Johannes Andries van den Berg, Trustmoore Luxembourg S.A. et Madame Corinne Shim Sophie Muller, administrateurs, sont désormais domiciliés au 6, rue Dicks, L-1417 Luxembourg avec effet au 4 janvier 2016.

Nous vous prions également de prendre note du changement d'adresse de Comissa S.à r.l., commissaire aux comptes de la Société, au 6, rue Dicks, L-1417 Luxembourg.

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

Fait à Luxembourg, le 26 janvier 2016.

Référence de publication: 2016056810/16.

(160016687) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

Larkas S.A., Société Anonyme,

(anc. Talamone S.A.).

Siège social: L-5365 Munsbach, 22, rue Gabriel Lippmann.

R.C.S. Luxembourg B 143.214.

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L'adresse exacte du siège social de la Société est:

22, rue Gabriel Lippmann

L-5365 Munsbach

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

Pour la Société

Référence de publication: 2016056811/12.

(160016723) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

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

Siège social: L-1327 Luxembourg, 4, rue Charles VI.

R.C.S. Luxembourg B 20.717.

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Extrait du procès-verbal de la résolution de l'actionnaire unique de la société Libidama International S.A. SPF en date du 20 janvier 2016 à Luxembourg

L'actionnaire unique de la société prend les résolutions suivantes:

1. Reconnaissance et transfert du siège social de la Société de 87 Allée Leopold Goebel L-1635 Luxembourg vers 4, rue Charles VI L-1327 Luxembourg avec prise d'effet lors de la signature de la présente résolution.

2. Remplacement de Madame Monique HAAS, administrateur et administrateur délégué, née à Luxembourg, le 13 février 1955, demeurant à L-2241 Luxembourg, 20, rue Tony Neuman

3. Nomination comme nouveau administrateur jusqu'à l'assemblée générale de l'année 2021 de Monsieur THIELEN Johny, administrateur, avec adresse à L-1898 Kockelscheuer, 23, rue Mathias Weistroffer.

4. L'assemblée générale décide de nommer comme administrateur-délégué jusqu'à l'assemblée générale de l'année 2021 comme suit:

a. Monsieur THIELEN Johny, administrateur-délégué, avec adresse à L-1898 Kockelscheuer, 23, rue Mathias Weistroffer. Il peut engager la société par sa seule signature.

Approuvé par la signature de l'actionnaire unique.

Référence de publication: 2016056818/21.

(160016597) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

LIHS Corporate Partner S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

Siège social: L-1528 Luxembourg, 1-3, boulevard de la Foire.

R.C.S. Luxembourg B 200.235.

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EXTRAIT

Le mandat de Vitalij Farafonov en tant que gérant de la Société a pris fin en date du 22 janvier 2016.

En date du 22 janvier 2016, Ivan Zhivago, né le 9 février 1985 à Moscou, Russie, et résidant professionnellement au 1-3, boulevard de la Foire, L-1528 Luxembourg, a été nommé gérant de la Société avec effet immédiat et pour une durée indéterminée.

En date du 22 janvier 2016, David Gould, né le 27 mai 1969 à New Jersey, États-Unis d'Amérique, et résidant professionnellement au 1-3, boulevard de, la Foire, L-1528 Luxembourg, a été nommé gérant de la Société avec effet immédiat et pour une durée indéterminée.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 26 janvier 2016.

Référence de publication: 2016056819/18.

(160016719) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

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

Capital social: EUR 252.750,00.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 187.062.

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EXTRAIT

Conformément aux contrats de cession respectifs, les parts sociales suivantes de la société LL Investments S.à r.l. ont été cédées à la société ITT S.à r.l, ayant son siège au 4, rue Albert Borschette, L-1246 Luxembourg, enregistrée au RCS sous le numéro B97649:

- en date du 1 er octobre 2015, l'intégralité des 9.000 parts sociales de catégorie 2 détenues par Monsieur Luke Flemmer;

- en date du 1 er octobre 2015, l'intégralité des 9.000 parts sociales de catégorie 2 détenues par Monsieur Vivake Gupta;

- en date du 30 octobre 2015, l'intégralité des 750 parts sociales de catégorie 2 détenues par Monsieur Alex Pirmohamed;

- en date du 13 novembre 2015, l'intégralité des 20.000 parts sociales de catégorie 2 détenues par Monsieur Santiago Alarco Canoza,

de sorte que la société ITT S.à r.l., prédésignée, devient donc le seul associé de la société LL Investments S.à r.l., détenant les 200.000 parts sociales de catégorie 1 et les 52.750 parts sociales de catégorie 2.

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

Pour extrait sincère et conforme
LL Investments S.à r.l.

Référence de publication: 2016056823/22.

(160016233) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

Locent, Société à responsabilité limitée.

Capital social: EUR 50.000,00.

Siège social: L-1637 Luxembourg, 24-28, rue Goethe.

R.C.S. Luxembourg B 82.640.

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EXTRAIT

Suivant résolutions du 18 décembre 2015, l'associé unique a pris acte de la cessation du mandat de Monsieur Nico BECKER et accepté sa démission.

L'associé unique a nommé en qualité de gérant, pour une durée indéterminée:

- Monsieur José Maria IBARGUREN, administrateur de sociétés, avec adresse professionnelle à CH-1201 Genève, 6, Place de Chevelu.

Messieurs Franco FASOLATO et Luciano DAL ZOTTO ont par ailleurs été confirmés dans leurs fonctions de gérant.

Il est rappelé que les gérants sont nommés pour une durée indéterminée.

Les gérants ont les pouvoirs les plus étendus pour agir au nom de la Société dans toutes les circonstances et pour faire et autoriser les actes et opérations relatifs à son objet.

Sauf délégation spéciale de signature, la Société sera engagée sans limitation et en toute circonstance par la signature conjointe de deux gérants, à moins qu'il n'y ait qu'un seul gérant.

Pour extrait conforme
LOCENT
Société à responsabilité limitée

Référence de publication: 2016056827/23.

(160016895) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

MCT Berlin Residential S.C.A., Société en Commandite par Actions.

Siège social: L-2163 Luxembourg, 5, avenue Monterey.

R.C.S. Luxembourg B 109.741.

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AUSZUG

1. Rücktritt von Herr André HEUSSER mit sofortiger Wirkung

2. Verlängerung der Mandate bis 2016 von:

M. Eric FISHER. 21, Dartmouth Street. GB-SW1H9BP Londres

M. Fabian NEUENSCHWANDER, 57, Zugerstraße. CH-6341 Baar/Zug

M. Maurice EPHRATI, 22, rue de Vellereuse, CH-1207 Genève

M. Patrick ERNE, 1. Rütligasse, CH-6000 Lucerne

3. Das Mandat der Gesellschaft PricewaterhouseCoopers (Société coopérative), eingetragen beim Handelsregister unter der Referenz RCS Luxembourg B65477 und mit Gesellschaftssitz in 2. rue Gerhard Mercator L - 2182 Luxembourg wird bis

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 18. März 2015.
MCT BERLIN RESIDENTIAL S.C.A.

Référence de publication: 2016056873/20.

(160016203) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

MCT Berlin Zwei S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 5, avenue Monterey.

R.C.S. Luxembourg B 114.385.

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AUSZUG

Das Mandat der Gesellschaft PricewaterhouseCoopers (Société coopérative), eingetragen beim Handelsregister unter der Referenz RCS Luxembourg B65477 und mit Gesellschaftssitz in 2, rue Gerhard Mercator L - 2182 Luxembourg wird bis 2020 verlängert.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 19. März 2014.
MCT BERLIN ZWEI S.A.

Référence de publication: 2016056874/14.

(160016201) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

Melampyre S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 160.196.

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Il résulte d'une lettre adressée à la société la démission de Monsieur Reinald LOUTSCH, à la date du 25 janvier 2016, en tant qu'administrateur de la société MELAMPYRE S.A..

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

Pour la société
Un mandataire

Référence de publication: 2016056876/12.

(160016914) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 janvier 2016.

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