SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

MEMORIAL

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MEMORIAL

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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° 1138 **16 avril 2016**

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SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

PrimaCom Finance (Lux) S.A., Société Anonyme.

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

R.C.S. Luxembourg B 174.965.

EXTRAIT

En date du 05 février 2016, les actionnaires ont pris la résolution suivante:

- La société International Audit Services S.à r.l. ayant son siège social au 15, rue Edward Steichen, L-2540 Luxembourg, est nommée réviseur d'entreprises de la société avec effet au 21 août 2015 et ce jusqu'à l'assemblée générale approuvant les comptes au 31 décembre 2015.

Pour extrait conforme.

Luxembourg, le 12 février 2016.

Référence de publication: 2016066273/14.

(160027842) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Project Station S.à r.l., Société à responsabilité limitée.

Siège social: L-3564 Dudelange, 47, rue Schortgen.

R.C.S. Luxembourg B 199.108.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Remich, le 12 février 2016.

Référence de publication: 2016066274/10.

(160028020) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Pfizer PFE Italy Holdco 2 S.à.r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 192.945.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Senningerberg, le 15 février 2016.

Référence de publication: 2016066266/10.

(160028713) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Pfizer PFE Norway Holding S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 196.050.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Senningerberg, le 15 février 2016.

Référence de publication: 2016066267/10.

(160028434) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Pfizer PFE Norway Holding S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 196.050.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Senningerberg, le 15 février 2016.

Référence de publication: 2016066268/10.

(160028437) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Ravena Investment SA, Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 180.813.

Extrait du procès-verbal de l'assemblée générale ordinaire du 25 janvier 2016

L'Assemblée générale décide de remplacer au poste de commissaire la société HMS Fiduciaire Sàrl par la société Fiduciaire Internationale S.A. ayant son siège social à 7, route d'Esch à L-1470 Luxembourg, inscrite au Registre de Commerce et des Sociétés sous le numéro B34.813. Son mandat débutera avec les comptes annuels clôturés au 31 décembre 2014 et prendra fin lors de l'Assemblée Générale de 2019 approuvant les comptes annuels clôturés au 31 décembre 2018.

L'assemblée prend acte de la modification de la dénomination sociale de Ayam Services S.A. (anciennement Ayam Holding SA) ayant son siège social à Bohey, 24, L-9647 Doncols (anciennement 7, Route d'Esch, L-1470 Luxembourg).

Enfin, l'assemblée prend acte de la modification de la dénomination sociale de Ambrym Services S.A. (anciennement Ambrym Investment SA) ayant son siège social à Bohey, 24, L-9647 Doncols (anciennement 7, Route d'Esch, L-1470 Luxembourg).

Pour extrait conforme

Référence de publication: 2016066304/18.

(160028531) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

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

Capital social: EUR 12.500,00.

Siège social: L-2661 Luxembourg, 40, rue de la Vallée.

R.C.S. Luxembourg B 129.061.

L'associé unique a mis à jour sa nouvelle adresse au niveau du RCS de Luxembourg comme suit:

21, Route de la Moubra, bâtiment Résidence des Pierres CH-3963 Crans-Montana.

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

Le mandataire

Référence de publication: 2016066305/12.

(160027994) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Renascor Holding S.A., Société Anonyme.

Siège social: L-2330 Luxembourg, 124, boulevard de la Pétrusse.

R.C.S. Luxembourg B 155.363.

La société Fiduciaire Cabexco S.à r.l., avec siège social à L-8399 Windhof, 2, route d'Arlon, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 139.890 démissionne de son mandat de commissaire aux comptes avec effet rétroactif au 1 er janvier 2016, de la société RENASCOR HOLDING S.A., ayant son siège social à L-2330 Luxembourg, 124, Boulevard de la Pétrusse, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 155.363.

Windhof, le 12 février 2016.

Fiduciaire Cabexco S.à r.l.

Référence de publication: 2016066306/14.

(160028229) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Pfizer PFE Italy Holdco S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 192.869.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Senningerberg, le 15 février 2016.

Référence de publication: 2016066264/10.

(160028702) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Onidy S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 79, route d'Arlon.

R.C.S. Luxembourg B 65.798.

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CLÔTURE DE LIQUIDATION

Extrait

Il résulte d'un acte de clôture de liquidation reçu par le notaire Maître Martine SCHAEFFER, de résidence à Luxembourg, en date du 31 décembre 2015, enregistré à Luxembourg Actes Civils 2, le 08 janvier 2016, 2LAC/2016/519, aux droits de soixante-quinze euro (75,- EUR), que la société anonyme ONIDY S.A. (en liquidation), ayant son siège social à 79, route d'Arlon, L-1140 Luxembourg, inscrite au Registre de Commerce et des Sociétés sous le numéro B 65.798, constituée en date du 5 août 1998 par acte de Maître Joseph ELVINGER, notaire alors de résidence à Luxembourg, publié au Mémorial C, numéro 1571du 31 octobre 1998.

La société a été mise en liquidation par acte de Maître Martine SCHAEFFER notaire de résidence à Luxembourg en date du 17 décembre 2013, non encore publié au Mémorial C.

En prenant note des rapports du liquidateur et du commissaire à la liquidation, l'assemblée générale approuve les comptes de liquidation et donne décharge au liquidateur Madame Inna Bubova, demeurant à Mozhaiskoe Schosse, h-70, FL 116 Odinto Sovo,RU 143 000 Mouscou, Russie, et au commissaire Benoy Kartheiser Management S.à r.l., ayant son siège à 47, route d'Arlon, L-1140 Luxembourg, pour l'exécution de leurs mandats en rapport avec la procédure de liquidation de la Société.

En conséquence, l'assemblée générale prononce la clôture de la liquidation de la société ONIDY S.A. (en liquidation) et décide de conserver les livres et documents sociaux pour une période de cinq ans (5) à partir du jour de la liquidation, à l'ancien siège à 79, route d'Arlon, L-1140 Luxembourg.

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

Luxembourg, le 12 février 2016.

Référence de publication: 2016066254/27.

(160027996) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Oscaria, Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 113.994.

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Statuts coordonnés 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 12 février 2016.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2016066260/14.

(160028066) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Sama Madar (Luxembourg), Société à responsabilité limitée.

Siège social: L-2562 Luxembourg, 2, Place de Strasbourg.

R.C.S. Luxembourg B 191.935.

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Extrait de la décision de l'associé unique de Sama Madar S.à r.l.

En date du 15 février 2016, l'associé unique de Sama Madar S.à.r.l. (la «Société») a pris la résolution suivante:

transférer le siège social de la société du 9B, Boulevard Prince Henri L-1724 Luxembourg au 2, Place de Strasbourg L-2562 Luxembourg, avec effet au 15 Février 2016

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

Luxembourg, le 15 février 2016.

Référence de publication: 2016066326/13.

(160028568) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

SERVICE CENTRAL DE LÉGISLATION
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RPO Co-Investment Venari SCA, Société en Commandite par Actions.

Siège social: L-1136 Luxembourg, 1, place d'Armes.

R.C.S. Luxembourg B 189.201.

Extrait des résolutions de l'assemblée générale des actionnaires prises en date du 18 Septembre 2015

Les Actionnaires décident de nommer la société Mazar Luxembourg, société anonyme, ayant son siège social au 10A, rue Henri M. Schnadt, L-2530 Luxembourg, RCS Luxembourg n° B 159962 en qualité de Réviseur d'Entreprises avec effet immédiat, jusqu'à l'issue de l'assemblée Générale Ordinaire approuvant les comptes annuels qui se tiendra en 2016.

Pour extrait sincère et conforme
Pour RPO CO-INVESTMENT VENARI S.C.A.
Un mandataire

Référence de publication: 2016066320/14.

(160028357) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

RW Voss S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 39, avenue John F. Kennedy.

R.C.S. Luxembourg B 203.452.

En vertu de l'acte de transfert de parts, daté du 4 Février 2016, Reignwood Europe Holdings S.à r.l.», une société de droit luxembourgeois, ayant son siège social au Avenue John F. Kennedy, L-1855 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 184820, a transféré la totalité de ses parts détenues dans la société de la manière suivante:

- 18000 parts sociales d'une valeur de 1 Euro chacune, à Reignwood International Investment (Group) Company Limited, une société de droit hongkongais, ayant son siège social au Level 96 International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, immatriculée auprès du Registre de Commerce et des Sociétés de Hong Kong sous le numéro 428581,

- 2000 parts sociales d'une valeur de 1 Euro chacune, à LGN Limited, une société de droit hongkongais, ayant son siège social au 1401 Hutchison House, 10 Harcourt Road, Central, Hong Kong, immatriculée auprès du Registre de Commerce et des Sociétés de Hong Kong sous le numéro 2104664.

Luxembourg, le 11 Février 2016.

Référence de publication: 2016066324/19.

(160028391) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

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

Siège social: L-1466 Luxembourg, 4, rue Jean Engling.

R.C.S. Luxembourg B 172.264.

Les statuts coordonnés 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 12 février 2016.

Référence de publication: 2016066330/10.

(160027947) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

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

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

R.C.S. Luxembourg B 175.052.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Junglinster, le 12 février 2016.

Pour copie conforme

Référence de publication: 2016066332/11.

(160027814) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Special One S.à r.l., Société à responsabilité limitée.

Siège social: L-1150 Luxembourg, 100A, roue d'Arlon.

R.C.S. Luxembourg B 197.570.

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EXTRAIT

L'associé unique de la société a pris la résolution suivante:

1) Révocation de l'ancien gérant unique;

2) Nomination du nouveau gérant unique:

- Monsieur Daniele TASCIOTTI, né le 08 janvier 1981 à Roma (Italie) demeurant à Via Giorgio Vasari, n° 5, I-00012 Guidonia Montecelio (RM) (Italie).

Le mandat de nouveau gérant unique prendra fin le 31 décembre 2021.

Luxembourg, le 30 septembre 2015.

Référence de publication: 2016066336/15.

(160028267) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

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

Capital social: EUR 12.500,00.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 203.386.

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Il est porté à la connaissance de qui de droit que l'Associé Unique de la société Strategia S.à r.l., à savoir Orangefield (Luxembourg) S.A., ayant son siège social au 40, Avenue Monterey, L-2163 Luxembourg,

a cédé en date du 22 janvier 2016, le nombre des 100 parts sociales qu'elle détenait dans la société Sarbacane S.à r.l., ayant son siège social au 40, Avenue Monterey, L-2163 Luxembourg.

Luxembourg, le 11 février 2016.

Pour la société
Un mandataire

Référence de publication: 2016066342/15.

(160028500) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

RE Alpha S.à r.l., Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 5, rue Eugène Ruppert.

R.C.S. Luxembourg B 180.739.

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Les statuts coordonnés 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 15 février 2016.

Référence de publication: 2016066315/10.

(160028397) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Rpo AvePoint SCA, Société en Commandite par Actions.

Siège social: L-1136 Luxembourg, 1, place d'Armes.

R.C.S. Luxembourg B 189.504.

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Extrait des résolutions de l'assemblée générale des actionnaires prises en date du 18 Septembre 2015

Les Actionnaires décident de renouveler le mandat de Réviseur d'Entreprises de la société Mazar Luxembourg, société anonyme, ayant son siège social au 10A, rue Henri M. Schnadt, L-2530 Luxembourg, RCS Luxembourg n° B 159962 avec effet immédiat, jusqu'à l'issue de l'assemblée Générale Ordinaire approuvant les comptes annuels qui se tiendra en 2016.

Pour extrait sincère et conforme
Pour RPO AVEPOINT S.C.A.
Un mandataire

Référence de publication: 2016066319/14.

(160028359) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Solutions 30 SE, Société Européenne.

Siège social: L-1417 Luxembourg, 6, rue Dicks.

R.C.S. Luxembourg B 179.097.

Statuts coordonnés 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 15 février 2016.

Maître Léonie GRETHEN

Notaire

Référence de publication: 2016066375/12.

(160028565) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Soor S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 169.692.

Statuts coordonnés 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 12 février 2016.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2016066377/14.

(160028225) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Soparef S.A., Société Anonyme de Titrisation.

Siège social: L-1220 Luxembourg, 8, rue de Beggen.

R.C.S. Luxembourg B 96.715.

Extrait du procès-verbal de la réunion du Conseil d'Administration tenue le 11 février 2016 à Luxembourg

Résolution:

Le Conseil d'Administration décide, à l'unanimité des voix, de transférer le siège social de la Société de son adresse actuelle au 8, rue de Beggen, L-1220 Luxembourg, avec effet immédiat.

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

SOPAREF S.A.

Signature

Référence de publication: 2016066378/14.

(160027846) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Seastemia S.A., Société Anonyme.

Siège social: L-8272 Mamer, 4, rue Jean Schneider.

R.C.S. Luxembourg B 182.429.

Statuts coordonnés 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 12 février 2016.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2016066352/14.

(160028035) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

SFGD S.A., Société Anonyme.

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

R.C.S. Luxembourg B 154.119.

Lors du conseil d'administration tenu en date du 26 juin 2015, les administrateurs ont pris les décisions suivantes:

1. Acceptation de la démission de Bruno Bagnouls, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg de son mandat d'administrateur-délégué, avec effet immédiat;

2. Nomination de Philippe Salpetier, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg au mandat d'administrateur-délégué, avec effet immédiat et pour une période venant à échéance le 28 juin 2018;

3. Nomination de Philippe Salpetier, administrateur de classe B, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg au mandat de Président permanent du Conseil d'administration, avec effet immédiat et pour une période venant à échéance le 28 juin 2018;

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

Luxembourg, le 11 février 2016.

Référence de publication: 2016066357/17.

(160028159) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

SGG Holdings S.A., Société Anonyme.

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

R.C.S. Luxembourg B 152.013.

Statuts coordonnés 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 12 février 2016.

Pour copie conforme
Pour la société
Maître Carlo WERSANDT
Notaire

Référence de publication: 2016066359/14.

(160027915) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

SGG Holdings S.A., Société Anonyme.

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

R.C.S. Luxembourg B 152.013.

Statuts coordonnés 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 12 février 2016.

Pour copie conforme
Pour la société
Maître Carlo WERSANDT
Notaire

Référence de publication: 2016066360/14.

(160028737) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Marcredo Investment Advisory S.à r.l., Société à responsabilité limitée.

Siège social: L-2562 Luxembourg, 2, place de Strasbourg.

R.C.S. Luxembourg B 189.331.

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

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

Référence de publication: 2016076211/9.

(160041166) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2016.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Mandarine Funds, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 60, avenue J.F. Kennedy.

R.C.S. Luxembourg B 151.691.

Extrait de la résolution circulaire datée du 8 janvier 2016

La Conseil prend note de la démission de M. Philippe Verdier en tant qu'administrateur de la Société à partir du 08 janvier 2016.

Le Conseil décide de coopter Mme Isabelle Kintz résidant professionnellement au 2, Boulevard de la Foire, L-1528 Luxembourg, en tant qu'administrateur de la Société à partir du 08 janvier 2016 pour une durée déterminée qui prendra fin à l'issue de l'Assemblée Générale Ordinaire qui se tiendra en 2016.

Référence de publication: 2016066185/13.

(160028374) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Masselotte S.A., Société Anonyme.

Siège social: L-5670 Altwies, route de Luxembourg, Le Moulin.

R.C.S. Luxembourg B 171.379.

Nous soussignons, VERICOM S.A., vous informons par la présente de la démission de notre poste de commissaire de la société MASSELOTTE SA immatriculée au registre de commerce et des sociétés de et à Luxembourg sous le numéro B171379 et établie L-5670 Altwies, route de Luxembourg, le Moulin avec effet rétro actif au 1 er septembre 2015

Luxembourg, le 12 février 2016.

Pour VERICOM S.A.
Geneviève REGIS
Administrateur unique

Référence de publication: 2016066187/14.

(160027888) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

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

Siège social: L-2120 Luxembourg, 16, allée Marconi.

R.C.S. Luxembourg B 19.264.

Par décisions de l'Assemblée Générale et du Conseil d'Administration en date du 04 février 2016 ont été nommés jusqu'à l'assemblée générale statuant sur les comptes annuels clôturant au 31 décembre 2017:

- Luc BRAUN, 16, Allée Marconi, L-2120 Luxembourg, Administrateur, Administrateur-Délégué et Président;
- Jean-Marie POOS, 16, Allée Marconi, L-2120 Luxembourg, Administrateur et Administrateur-Délégué;
- FIDESCO S.A., 16, Allée Marconi, L-2120 Luxembourg, Administrateur;

Conformément à l'article 51bis de la loi modifiée du 10 août 1915 sur les sociétés commerciales, l'assemblée a nommé comme représentante permanente de FIDESCO S.A., Madame Evelyne GUILLAUME 16, Allée Marconi, L-2120 Luxembourg:

- EURAUDIT Sàrl, 16, Allée Marconi, L-2120 Luxembourg, Commissaire.

Pour extrait conforme
Signature

Référence de publication: 2016066188/18.

(160028674) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

M&G Real Estate Finance 3 Co. S.à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 172.632.

Les statuts coordonnés suivant l'acte n° 2205 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2016066170/9.

(160028535) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

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Millenium Finance S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-3372 Leudelange, 15, rue Léon Laval.

R.C.S. Luxembourg B 111.449.

Extrait des résolutions de l'associé unique prises au siège social lors de l'assemblée générale ordinaire du 17 décembre 2015

Il résulte du procès-verbal de l'assemblée générale ordinaire du 17 Décembre 2015 que:

Le mandat de commissaire aux comptes de Kohnen & Associés S.à r.l., société ayant son siège social au 62, Avenue de la Liberté, L-1930 Luxembourg, enregistrée au registre de commerce et des sociétés de Luxembourg, sous le numéro B 114190, a été renouvelé jusqu'à l'Assemblée Générale Extraordinaire devant statuer sur les comptes au 31 décembre 2015.

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

Luxembourg, le 15 Février 2016.

Pour Millenium Finance S.à r.l.
Signature
Mandataire

Référence de publication: 2016066179/19.

(160028744) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Moonray European Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-1246 Luxembourg, 2A, rue Albert Borschette.

R.C.S. Luxembourg B 111.376.

Résolution de l'actionnaire unique en date du 20 Janvier 2016

Il est

RESOLU d'accepter la démission de M. Simon Fisk en qualité de Gérant de Moonray European Investments S.à r.l. avec effet au 1 er Janvier 2016.

RESOLU de nommer M. Mark Takeuchi, ayant son adresse professionnelle à Master Samuelsgatan 20, Stockholm, 103 95 Suède, en qualité de Gérant de Moonray European Investments S.à r.l. avec effet au 1 er Janvier 2016.

Luxembourg, le 2 Février 2016.

L'actionnaire unique

Référence de publication: 2016066180/15.

(160028069) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

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

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

R.C.S. Luxembourg B 106.582.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Belvaux, le 12 février 2016.

Référence de publication: 2016066297/10.

(160027683) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

Pfizer PFE Italy Holdco 2 S.à.r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 192.945.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Senningerberg, le 15 février 2016.

Référence de publication: 2016066265/10.

(160028710) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

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MCF SICAV S.A., Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé, (anc. MCF Sicav-Sif S.A.).

Siège social: L-1118 Luxembourg, 11, rue Aldringen.

R.C.S. Luxembourg B 183.104.

In the year two thousand sixteen, on the fifteenth of February.

Before us Maître Henri HELLINCKX, notary residing in Luxembourg.

Was held

an extraordinary general meeting of the shareholders of MCF SICAV-SIF S.A., a company in the form of a public limited liability company (société anonyme), qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé, with registered office at 11, rue Aldringen, L-1118 Luxembourg, duly registered with the Luxembourg Trade Register under section B number 183.104, incorporated by a deed of the undersigned notary, on December 18, 2013, published in the Mémorial, Recueil des Sociétés et Associations C 106 of January 13, 2014.

The meeting is opened at 3.00 p.m., Mrs. Annick Braquet, private employee, residing professionally in Luxembourg is elected chairman of the meeting.

Mrs. Annick Braquet, private employee, residing professionally in Luxembourg is appointed scrutineer.

The chairman and the scrutineer agreed that Mrs. Arlette Siebenaler, private employee, residing professionally in Luxembourg, is appointed to assume the role of secretary.

The chairman then declared and requested the notary to declare the following:

I.- The shareholders present or represented and the number of shares held by each of them are shown on an attendance list, signed by the chairman, the secretary, the scrutineer and the undersigned notary. The said list as well as the proxies will be annexed to this document to be filed with the registration authorities.

II.- It appears from the attendance list, that all shares are present or represented at the present extraordinary general meeting, so that the meeting could validly decide on all the items of the agenda.

IV.- That the agenda of the meeting is the following:

Agenda

1. To convert the Company established pursuant to a "société d'investissement à capital variable - fonds d'investissement spécialisé" governed by the Luxembourg law of 13 February 2007 relating to specialised investment funds, to an undertaking for collective investment (UCI) governed by Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the 2010 Law) (the Conversion).

2. To amend article 1 of the Articles of Incorporation to read as follows:

"There exists among the existing shareholders and those who may become owners of shares in the future, a company in the form of a public limited liability company ("société anonyme") under the name of "MCF SICAV" (hereinafter the "Company")."

3. To amend article 3 of the Articles of Incorporation to read as follows:

"The purpose of the Company is the investment of the funds available to it in transferable securities and in other assets referred to in the Part I of the Law of 17 December 2010 relating to undertakings for collective investment (hereafter the "2010 Law") in accordance with the provisions of the investment policy and restrictions established by the board of directors (hereafter the "Board of Directors"), with a view to spreading investment risks and enabling its shareholders to benefit from the results of the management thereof.

The Company may take any measures and conduct any operations it sees fit for the purpose of achieving or developing its object to the full extent permitted by the 2010 Law."

4. To amend article 5 of the Articles of Incorporation by amending the third paragraph to read as follows:

"The minimum subscribed capital of the Company can not be lower than the minimum provided for by the 2010 Law."

5. To amend article 28 of the Articles of Incorporation as follows:

"The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Thursday of June at 11 a.m.(Luxembourg time) If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day in Luxembourg. If permitted by Luxembourg laws and regulations, the annual general meeting of Shareholders may be held at a date, time or place other than those set forth in the preceding paragraph that date, time or place to be decided by the Board of Directors. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require."

6. To amend the article 22 of the Articles of Incorporation in accordance with the 2010 Law in regards to the investment restrictions.

7. To amend article 33 of the Articles of Incorporation to read as follows:

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"The Company shall have the accounting data contained in the annual report inspected by an authorised auditor ("réviseur d'entreprises agréé") appointed by the shareholders' general meeting. The auditor shall fulfil all duties prescribed by law.

The incumbent approved auditor may be replaced at any time and with or without cause by the Company."

8. As permitted by the 2010 Law, to include provisions enabling (i) the Company to set-up master-feeder sub-funds within the Company, (ii) the convening of the annual general meeting of shareholders at another date, time and place as set-out in the Articles of Incorporation, (iii) to fix a record date by reference to which attendance and voting rights, quorum and majority requirements for shareholders' meetings may be determined, (iv) cross investments between sub-funds of the Company, and to update the provisions relating to the mergers of sub-funds of the Company.

9. Adoption of the coordinated version of the Articles of Incorporation in accordance with the amendments mentioned here above.

10. To fix the effective date of the Conversion as of the date of this EGM.

After the foregoing was approved by the meeting, the meeting unanimously took the following resolutions:

First resolution

The general meeting decides to convert the Company established pursuant to a "société d'investissement à capital variable - fonds d'investissement spécialisé" governed by the Luxembourg law of 13 February 2007 relating to specialised investment funds, to an undertaking for collective investment (UCI) governed by Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the 2010 Law) (the Conversion).

Second resolution

The general meeting decides to amend article 1 of the Articles of Incorporation to read as follows:

"There exists among the existing shareholders and those who may become owners of shares in the future, a company in the form of a public limited liability company ("société anonyme") under the name of "MCF SICAV" (hereinafter the Company)."

Third resolution

The general meeting decides to amend article 3 of the Articles of Incorporation to read as follows:

"The purpose of the Company is the investment of the funds available to it in transferable securities and in other assets referred to in the Part I of the Law of 17 December 2010 relating to undertakings for collective investment (hereafter the "2010 Law") in accordance with the provisions of the investment policy and restrictions established by the board of directors (hereafter the "Board of Directors"), with a view to spreading investment risks and enabling its shareholders to benefit from the results of the management thereof.

The Company may take any measures and conduct any operations it sees fit for the purpose of achieving or developing its object to the full extent permitted by the 2010 Law."

Fourth resolution

The general meeting decides to amend article 5 of the Articles of Incorporation by amending the third paragraph to read as follows:

"The minimum subscribed capital of the Company can not be lower than the minimum provided for by the 2010 Law."

Fifth resolution

The general meeting decides to amend article 28 of the Articles of Incorporation as follows:

"The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Thursday of June at 11 a.m.(Luxembourg time) If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day in Luxembourg. If permitted by Luxembourg laws and regulations, the annual general meeting of Shareholders may be held at a date, time or place other than those set forth in the preceding paragraph that date, time or place to be decided by the Board of Directors. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require."

Sixth resolution

The general meeting decides to amend article 22 of the Articles of Incorporation in accordance with the 2010 Law in regards to the investment restrictions.

Seventh resolution

The general meeting decides to amend article 33 of the Articles of Incorporation to read as follows:

"The Company shall have the accounting data contained in the annual report inspected by an authorised auditor ("réviseur d'entreprises agréé") appointed by the shareholders' general meeting. The auditor shall fulfil all duties prescribed by law.

The incumbent approved auditor may be replaced at any time and with or without cause by the Company."

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Eighth resolution

The general meeting decides, as permitted by the 2010 Law, to include provisions enabling (i) the Company to set-up master-feeder sub-funds within the Company, (ii) the convening of the annual general meeting of shareholders at another date, time and place as set-out in the Articles of Incorporation, (iii) to fix a record date by reference to which attendance and voting rights, quorum and majority requirements for shareholders' meetings may be determined, (iv) cross investments between sub-funds of the Company, and to update the provisions relating to the mergers of sub-funds of the Company.

Ninth resolution

The general meeting decides to adopt the coordinated version of the Articles of Incorporation in accordance with the amendments mentioned here above:

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

Art. 1. Name and form. There exists among the existing shareholders and those who may become owners of shares in the future, a company in the form of a public limited liability company (société anonyme) under the name of "MCF SICAV" (hereinafter the Company).

Art. 2. Duration. The Company is incorporated for an unlimited period of time. The Company may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these Articles of incorporation, as prescribed in Article 34 hereof.

Art. 3. Purpose. The purpose of the Company is the investment of the funds available to it in transferable securities and in other assets referred to in the Part I of the Law of 17 December 2010 relating to undertakings for collective investment (hereafter the "2010 Law") in accordance with the provisions of the investment policy and restrictions established by the board of directors (hereafter the "Board of Directors"), with a view to spreading investment risks and enabling its shareholders to benefit from the results of the management thereof.

The Company may take any measures and conduct any operations it sees fit for the purpose of achieving or developing its object to the full extent permitted by the 2010 Law.

Art. 4. Registered office. The registered office of the Company shall be in Luxembourg, Grand-Duchy of Luxembourg. Branches, subsidiaries or other offices may be established, either in the Grand Duchy of Luxembourg or abroad by a decision of the Board of Directors. The registered office of the Company may be transferred within the municipality of Luxembourg by a resolution of the Board of Directors.

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

Chapter II - Capital

Art. 5. Share capital. The capital of the Company shall be represented by shares of no nominal value and shall at any time be equal to the total value of the net assets of the Company and its Sub-Funds (as defined below), if any. The minimum subscribed capital of the Company can not be lower than the minimum provided for by the 2010 Law. At incorporation, the initial capital of the Company is EUR 31,000,- represented by 310 capitalisation shares of the sub-fund: MCF SICAVSIF S.A.- BABU Capital.

For the purposes of the consolidation of the accounts the reference currency of the Company shall be EURO (EUR).

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

Art. 7. Sub-funds. Such shares may, as the Board of Directors shall determine, be of different sub funds (the Sub-Funds) and the proceeds of the issue of each Sub-Fund shall be invested, pursuant to Article 3 hereof, in securities or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, as the Board of Directors shall from time to time determine in respect of each Sub-Fund.

Within each Sub-Fund, the Board of Directors is entitled to create different classes of shares that may be characterized by their distribution policy (distribution shares, capitalization shares), their reference currency, their fee level, and/or by any other feature to be determined by the Board of Directors.

All the rules applicable to the Sub-Funds are also applicable mutatis mutandis to the classes of shares.

As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund or Sub-Funds. The Company shall be considered as one single legal entity.

However, with regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

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The Board of Directors, acting in the corporate interest of the Company, may decide, in the manner described in the prospectus of the shares of the Company (the Prospectus), that 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.

The Board of Directors is entitled to proceed to a "split" or a "reverse split" of the shares of one Sub-Fund of the Company.

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

Chapter III - Shares

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

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

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

The share certificates, if any, shall be signed by the Board of Directors. Such signatures shall be either handwritten, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorized therefore by the Board of Directors; in this latter case, the signature shall be handwritten. The Company may issue temporary share certificates in such form as the Board of Directors may determine.

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

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

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

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

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

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

Art. 9. Classes of shares. Each class of shares may differ from the other classes of shares with respect to its cost structure, the initial investment required or the currency in which the net asset value is expressed or any other feature. Within each class of shares, there may be capitalization share-type and distribution share-types.

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

The Board of Directors may decide not to issue or to cease issuing classes/sub-classes of shares in one or more Sub-Funds.

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

Art. 10. Issue of shares. Subject to the provisions of the Law of 10 August 1915, the Board of Directors is authorized without limitation to issue an unlimited number of shares at any time, without granting to the existing shareholders a preferential right to subscribe for the shares to be issued.

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

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Furthermore, the Board of Directors may determine any other subscription conditions such as the minimum amount of subscriptions, the minimum amount of the aggregate net asset value of the shares of a Sub-Fund to be initially subscribed, the minimum amount of any additional shares to be issued, restrictions on the ownership of shares and the minimum amount of any holding of shares.

Such other conditions shall be disclosed and more fully described in the prospectus for the shares of the Company.

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

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

The Company may, if a prospective shareholder requests and the Board of Directors so agree, satisfy any application for subscription of shares which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the Board of Directors and must correspond to the investment policy and restrictions of the Company or the Sub-Fund being invested in. A valuation report relating to the contributed assets must be delivered to the Board of Directors by the independent auditor of the Company. Any costs incurred in connection with such contribution in kind shall be borne by the relevant shareholder(s) making the contribution in kind.

Art. 11. Redemption. As defined below, the Company has the power to redeem its own shares at any time within the sole limits stipulated by law.

Any Shareholder may ask the Company to redeem all or part of his shares.

The redemption price shall be determined in accordance with the rules and guidelines fixed by the Board of Directors and reflected in the Prospectus. The price so determined shall be payable within a period as determined by the Board of Directors and reflected in the Prospectus.

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

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

Further, if, with respect to any given Valuation Day, redemption requests pursuant to this article and conversion requests pursuant to article 13 hereof exceed a certain level determined by the Board of Directors in relation to the number of shares in issue in a specific Sub-Fund, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the corporate interest of the Company. Following that period, with respect to the next relevant Valuation Day, these redemption and conversion requests will be met in priority to later requests.

If any application for redemption or conversion is received in respect of any day of valuation of any Sub-Fund's assets (the First Valuation Day) which either singly or when aggregated with other applications so received, exceed a certain level determined by the Board of Directors. The Board of Directors reserves the right in its sole and absolute discretion (and in the best interests of the remaining shareholders) to scale down pro rata each application received on such First Valuation Day so that not more than the certain level determined by the Board of Directors of the relevant Sub-Fund be redeemed or converted on such First Valuation Day. To the extent that any application is not given full effect on such First Valuation Day by virtue of the exercise of the power to pro-rate applications, it shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the shareholder on the next Valuation Day of the Sub-Fund's assets and, if necessary, subsequent Valuation Days, until such application shall have been satisfied in full. With respect to any application received in respect of the First Valuation Day, to the extent that subsequent applications shall be received in respect of following Valuation Days, such later applications shall be postponed in priority to the satisfaction of applications relating to the First Valuation Day, but subject thereto shall be dealt with as set out in the preceding sentence.

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

Art. 12. Transfer of shares. Shares may only be transferred, pledged or assigned with the written consent from the Board of Directors, which consent shall not be unreasonably withheld. Any transfer or assignment of shares is subject to the purchaser or assignee thereof fully and completely assuming in writing prior to the transfer or assignment, all outstanding obligations of the seller under the subscription agreement entered into by the seller.

Art. 13. Conversion. Unless otherwise determined by the Board of Directors for certain classes of shares or with respect to specific Sub-Funds in the Prospectus, shareholders are entitled to require the conversion of whole or part of their shares

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of any class of shares of a Sub-Fund into shares of the same class of shares in another Sub-Fund or into shares of another existing class of shares of that or another Sub-Fund. Such conversions shall be subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the Board of Directors shall determine.

The conversion price shall be determined in accordance with the rules and guidelines fixed by the Board of Directors and reflected in the Prospectus.

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

Art. 14. Limitations to the ownership of shares. The Board of Directors may restrict or block the ownership of shares in the Company to any person or legal entity if the Company considers that this ownership may potentially involve a violation of any applicable law,, or may involve the taxation of the Company in a country other than the Grand Duchy of Luxembourg or may otherwise be detrimental to the Company.

In particular, the Board of Directors may:

a) decline to issue shares and to register any transfer of shares when it appears that such issue or transfer might or may result in the holding of shares by a person or entity not authorised to hold shares in the Company;

b) refuse, during any general meeting of shareholders, the right to vote of any person who is not authorised to hold shares in the Company;

c) proceed with the compulsory redemption of (i) any shares held by a person who is not authorised to hold such shares in the Company, either alone or together with other persons, and (ii) any shares, which holding by one or several persons is potentially detrimental to the Company.

The compulsory redemption is subject to the following procedure:

1. the Board of Directors shall send a notice (the Redemption Notice) to the relevant shareholder not authorised to hold shares (the Non-Authorised Shareholder), which specifies the shares to be redeemed (the Redeemed Shares), the price to be paid, and the place where this price shall be payable. The Redemption Notice may be sent by registered mail to the Non-Authorised Shareholder to his last known address. The Non-Authorised Shareholder must promptly return to the Company the certificate or certificates, if any, representing the Redeemed Shares. As of the day and time specified in the Redemption Notice, the Non-Authorised Shareholder shall cease to be the owner of the Redeemed Shares and the certificates representing these Redeemed Shares shall be rendered null and void in the books of the Company;

2. the price at which the Redeemed Shares shall be redeemed (the Redemption Price) shall be equal to the net asset value per share. Payment of the Redemption Price will be made to the Non-Authorised Shareholder in the reference currency of the relevant class of shares or Sub-Fund, except during periods of exchange restrictions, and will be deposited by the Company with a credit institution in Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to the Non-Authorised Shareholder upon surrender of the share certificate or certificates, if any, representing the Redeemed Shares. Upon payment or deposit of the Redemption Price, no person interested in the Redeemed Shares shall have any further interest in any Redeemed Shares, or any claim against the Company or its assets in respect thereof, except the right of the Non-Authorised Shareholder to receive the Redemption Price (without interest) from such credit institution upon effective surrender of the share certificate or certificates, if any.

The right of the Company to compulsory redeem shares shall not be questioned or invalidated in any case, despite the fact that there was insufficient evidence of ownership of shares or that the true ownership of any shares was otherwise than appeared to the Company at the date of the Redemption Notice, provided that the Company acted in good faith.

In particular, the Board of Directors may restrict or block the ownership of shares in the Company by any "US Person" unless such ownership is in compliance with the relevant US laws and regulations.

The term "US Person" means any resident or person with the nationality of the United States of America or one of their territories or possessions or regions under their jurisdiction, or any other company, association or entity incorporated under or governed by the laws of the United States of America or any person falling within the definition of "US Person" under such laws.

Art. 15. Net asset value. The net asset value of the shares in any class, type or sub-type of share of the Company and for each Sub-Fund of the Company, if any, shall be determined periodically but in any case not less than twice a month and expressed in the currency(ies) decided upon by the Board of Directors. The Board of Directors shall decide the days by reference to which the assets of the Company or Sub-Funds (if any) shall be valued (each a Valuation Day) and the appropriate manner to communicate the net asset value per share, in accordance with the legislation in force. it being understood that if such a Valuation Day is a legal or bank holiday in Luxembourg, the Valuation Day shall be the following bank business day.

I. The Company's assets shall include:

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

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

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

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

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

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

g) the Company's or relevant Sub-Fund's other fixed assets, including office buildings, equipment and fixtures;

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

II. The Company's liabilities shall include:

a) all borrowings, bills, promissory notes and accounts payable;

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

c) a provision for any tax accrued on the Valuation Day and any other provisions authorized or approved by the Board of Directors;

d) all other liabilities of the Company of any kind with respect to each Sub-Fund (if any), except liabilities represented by shares in the Company. In determining the amount of such liabilities, the Company shall take into account all expenses payable by the Company including, but not limited to:

- formation expenses;

- expenses in connection with and fees payable to, its investment manager(s), advisors(s), accountants, custodian and correspondents, registrar, transfer agents, paying agents, brokers, distributors, permanent representatives in places of registration and auditors;

- administration, domiciliary, services, promotion, printing, reporting, publishing (including advertising or preparing and printing of prospectuses, explanatory memoranda, registration statements, annual report) and other operating expenses;

- the cost of buying and selling assets;

- interest and bank charges, and

- taxes and other governmental charges.

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

III. The value of the Company's assets shall be determined as follows:

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

b) the value of all portfolio securities and money market instruments or derivatives that are listed on an official stock exchange or traded on any other regulated market will be based on the last available price on the principal market on which such securities, money market instruments or derivatives are traded, as supplied by a recognized pricing service approved by the Board of Directors. If such prices are not representative of the fair value, such securities, money market instruments or derivatives as well as other permitted assets may be valued at a fair value at which it is expected that they may be resold, as determined in good faith by and under the direction of the Board of Directors;

c) the value of securities and money market instruments which are not quoted or traded on a regulated market will be valued at a fair value at which it is expected that they may be resold, as determined in good faith by and under the direction of the Board of Directors;

d) money market instruments with a residual maturity of less than 12 month are valued as follows (linear valuation): the determining rate for these investments will be gradually adapted during repayment starting from the net acquisition price and keeping the resulting return constant. If there are notable changes in market conditions, the basis for evaluating money market instruments will be adapted to new market returns; the Company has procedures in place so as to ensure that there will be no material discrepancy between the value of the money market instruments and the value calculated according to the method described above.

e) the value of the participations in investment funds shall be based on the last available valuation. Generally, participations in investment funds will be valued in accordance with the methods provided by the instruments governing such investment funds. These valuations shall normally be provided by the fund administrator or valuation agent of an investment fund.

To ensure consistency within the valuation of each Sub-Fund, if the time at which the valuation of an investment fund was calculated does not coincide with the valuation time of any Sub-Fund, and such valuation is determined to have changed

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materially since it was calculated, then the net asset value may be adjusted to reflect the change as determined in good faith by and under the direction of the Board of Directors;

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

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

h) the value of other assets will be determined prudently and in good faith by and under the direction of the Board of Directors in accordance with generally accepted valuation principles and procedures.

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

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

The valuation of each Sub-Fund's assets and liabilities expressed in foreign currencies shall be converted into the relevant reference currency, based on the latest known exchange rates.

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

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

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

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

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

Art. 16. Allocation of assets and liabilities among the sub-funds. For the purpose of allocating the assets and liabilities between the Sub-Funds, the Board of Directors has established a portfolio of assets for each Sub-Fund in the following manner:

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

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

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

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

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

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

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

a) a stock exchange or another regulated and recognized market (that is a market which is operating regularly and is open to the public), which is a source of pricing information for a significant part of the assets of one or more Sub-Funds, is closed, or in the event that transactions on such a market are suspended, or are subject to restrictions, or are impossible to execute in volumes allowing the determination of fair prices;

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

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

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

e) the Company or any of the Sub-Funds is/are in the process of establishing exchange parities in the context of a merger, a contribution of assets, an asset or share split or any other restructuring transaction;

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

g) any other circumstance where the Board of Directors may consider such suspension to be in the interest of the Company or its shareholders;

h) when the stock exchange(s) or market(s) that supplies/supply prices for a significant part of the assets of one or several Sub-Fund(s) are closed, in order to prevent market timing opportunities arising when a net asset value is calculated on the basis of market prices which are no longer up to date;

i) in the event of exceptional circumstances which could adversely affect the interest of the shareholders or insufficient market liquidity, until the Board of Directors has completed the necessary purchases and sales of securities, financial instruments or other assets on the Sub-Fund's behalf; and

j) as soon as a general meeting of Shareholders has been convened with a view to proposing the dissolution of the Company or a Sub-Fund or if the Board of Directors is so empowered, as soon as it has decided to liquidate a Sub-Fund.

When one of the Company's Sub-Funds is a feeder sub-fund for a master UCITS which temporarily suspends the repurchase, redemption or subscription of its units, whether on its own initiative or at the request of the competent authorities, the Company's feeder Sub-Fund has the right to suspend the repurchase, the redemption or subscription of its units for a period identical to that of the master UCITS and under the conditions stipulated by the 2010 Law. Shareholders requesting the redemption or conversion of their shares shall be informed in an appropriate manner of the suspension of the calculation of the net asset value.

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

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

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

Chapter IV - Administration and management of the company

Art. 18. Directors. The Company shall be managed by a Board of Directors composed of not less than three members who need not to be shareholders of the Company.

In the event the general meeting ascertains that a sole shareholder holds the entirety of the Company's shares, the Company may be managed by a sole member. Such management shall be effective until the annual general meeting taking place after the Company ascertains that its shares are held by more than one shareholder.

The Directors shall be elected by the shareholders at their annual general meeting for a period of six (6) years, and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of a legal entity being appointed as member of the Board of Directors, such legal entity shall appoint a permanent representative who will exercise the mandate in the name and on behalf of such legal entity. The legal entity may withdraw its representative only by appointing a successor at the same time.

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

Art. 19. Proceedings of directors. The Board of Directors chooses from among its members a chairman. He shall preside at all meetings of shareholders and at the Board of Directors. In his absence, the shareholders or the Board of Directors, may appoint any Director as chairman pro tempore by vote of the majority present at any such meeting. The Board of Directors shall also choose a secretary, who needs not to be a Director, who shall be responsible for keeping the minutes of the meeting of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman or any two (2) Directors, at the place indicated in the notice of meeting.

Written notice of any meeting of the Board of Directors shall be given to all Directors at least forty eight (48) hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing (by any means of communication) of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any meeting of the Board of Directors by appointing in writing (by any means of communication) another Director as his proxy. A Director may represent several of his colleagues.

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

The Directors may only act at duly convened meetings of the Board of Directors. Directors may not bind the Company by their individual signatures, except if specially authorized thereto by resolution of the Board of Directors.

The Directors can deliberate or act validly only if at least the majority of the directors are present or represented. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman of the meeting shall have a casting vote.

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

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not to be members of the Board of Directors.

Circular resolutions in writing approved and signed by all Directors have the same effect as resolutions voted at the Board meetings. Such approval shall be confirmed in writing (by any means of communication) and all documents shall join the record that proves that such decision has been taken.

Art. 20. Minutes of board meetings. The minutes of any meeting of the Board of Directors shall be signed by the chairman pro tempore who presided at such meeting.

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

Art. 21. Powers of the board of directors. The Board of Directors shall, based upon the principle of risk spreading, have power to determine the corporate and investment policy for the investments relating to each Sub-Fund and the course of conduct of the management and business affairs of the Company.

The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose.

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

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

The Board of Directors may delegate one or more of its duties and powers, including the right to act as authorized signatory, to one or several persons or corporate entities, which need not to be members of the Company and/or of the Board of Directors, for the purpose of a more efficient conduct of the business of the Company and/or of a specific Sub-Fund. These persons or corporate entities shall have the duties and powers further determined by the Board of Directors and may, if the Board of Directors so authorizes, sub-delegate their duties and powers. This delegation however shall only be valid, if the relevant provisions of the 2010 Law have been complied with.

The course of conduct of the management and business affairs of the Company shall not effect such investments or activities as shall fall under such investment restrictions as may be imposed by the 2010 Law or be laid down in the laws and regulations of those countries where the Shares are offered for sale to the public or as shall be adopted from time to time by resolutions of the Board of Directors and as shall be described in any prospectus relating to the offer of shares.

The Board of Directors has in particular the power to select the securities, money market instruments and all other stocks authorised by Part 1 of the Law of 2010 in which the investments shall be made.

Within the limits of these restrictions, the Board of Directors may decide that the assets of each sub-fund shall be invested:

a) in transferable securities and money-market instruments listed or traded on regulated markets within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments;

b) in transferable securities and money-market instruments traded on another regulated market of a Member State of the EU, which functions regularly and is recognised and open to the public;

c) in transferable securities and money-market instruments officially listed on a stock exchange of a State which is not part of the EU (all the countries of America, Europe, Africa, Asia and Oceania) or traded on another market of a State which is not part of the EU (all the countries of America, Europe, Africa, Asia and Oceania) regulated and operating regularly, approved and open to the public;

d) recently issued transferable securities and money-market instruments given that:

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- the conditions of issue include an undertaking that an application for the official listing of such securities on a stock exchange or another regulated market, operating regularly, recognised and open to the public, shall be filed; and

- such listing must be granted within one year at most from the time of their issue.

e) up to 100% of the assets of each sub-fund in transferable securities and money market instruments issued or guaranteed by a Member State of the EU, their territorial authorities, by another Member State of the OECD or by international public institutions of which one or more EU Member States is a member, on condition that these securities and instruments belong to at least six different issues and that the securities belonging to one issue do not exceed 30% of the total amount;

f) in shares or units of undertakings for collective investment in transferable securities (UCITS) approved in accordance with Directive 2009/65/EC and/or other undertakings for collective investment (UCI) as defined by the Law of 2010 on undertakings for collective investment whether or not established in a Member State provided that:

- these other UCI are authorised pursuant to legislation providing that these undertakings are subject to monitoring which is considered by the Commission de Surveillance du Secteur Financier (CSSF) to be equivalent to that stipulated in Community legislation and that co-operation between the authorities is sufficiently guaranteed;

- the level of protection guaranteed to holders of units in these other UCI is equivalent to that provided for holders of units in UCITS and, in particular, that the rules on the division of assets, loans, borrowings, short sales of securities and money-market instruments are equivalent to those of Directive 2009/65/EC;

- the activities of the other UCI are subject to half-yearly and annual reports allowing valuation of assets and liabilities, profits and operations during the period under consideration;

- the proportion of assets of the UCITS or other UCI whose acquisition is envisaged, which, pursuant to their articles of association, may be invested in the units of other UCITS or other UCI does not exceed 10%.

g) deposits with another credit institution repayable on demand or capable of being withdrawn and having a maturity of less than 12 months, on condition that the credit institution has its registered office in a Member State of the EU or if the registered office of the credit institution is in a third country, are subject to prudent regulation considered by the CSSF as equivalent to those stipulated in Community legislation.

h) financial derivatives, including similar instruments giving a cash settlement which are traded on a regulated market and/or financial derivatives traded on the OTC market (OTC derivatives) provided that:

- the underlying consists of instruments relating to the present Article, indents (a) to (i), financial indices, interest rates, exchange rates or currencies in which the Sicav may invest pursuant to its investment aims;

- the counterparties to OTC derivative transactions are institutions subject prudential supervision and belonging to categories authorised by the CSSF;

- the OTC derivatives are subject to a reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction, at any time at their fair value on the Company's initiative; and

- under no circumstances can these operations cause the Company to deviate from its investment objectives.

i) money-market instruments other than those traded on a regulated market and referred to in Article 1 of the Law of 2010, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, provided that they are:

- issued or guaranteed by a central, regional or local authority, by a central bank of a Member State, by the European Central Bank, the European Union or by the European Investment Bank, by a third State or, in the case of a Federal State, by one of the members comprising the federation or by a public international body to which one or more Member States belong, or

- issued by an undertaking whose stocks are traded on regulated markets referred to in points (a), (b) or (c) above, or

- issued or guaranteed by an institution subject to prudential supervision according to the criteria defined by Community law or by an institution which is subject and conforms to prudential regulations considered by the CSSF as at least as strict as those laid down in Community legislation or

- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, second and third indents and that the issuer is a company with capital and reserves amount to at least ten million euro (EUR 10,000,000) and which presents and publishes its annual accounts pursuant to Directive 78/660/EEC, is an entity which, within a group of companies including one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

Each Sub-fund may also acquire shares in other Sub-funds pursuant to the stipulations of the Law of 2010.

Where a sub-fund invests in the units of other UCITS and/or UCI which are managed, directly or by delegation, by the same Management Company or by any other company to which this company is linked by common management or control or by a substantial direct or indirect holding, the Management Company or other company shall not charge subscription or redemption fees for the sub-fund's investment in the units of these other UCITS and/or other UCI.

Art. 22. Master-feeder sub-funds. A feeder Sub-Fund is a Sub-fund of the Company authorised to invest, in derogation from Article 21, at least 85% of its assets in units of other UCITS or Sub-funds (hereafter "master UCITS").

A feeder sub-fund is authorised to hold up to 15% of its assets in one or more of the following elements:

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a) ancillary liquid assets in accordance with Article 41(2), second indent of the Law of 2010;

b) financial derivative instruments, which may be used for hedging only; and

c) movable and immovable property essential for the direct pursuit of its business.

For reasons pursuant to Article 42 (3) of the Law of 2010, the feeder Sub-Fund must calculate its global risk to derivatives by combining its own direct risk to instruments in point (b) above with:

a) the master UCITS real risk to derivatives, proportional to the feeder sub-fund's investment in the master UCITS;

b) or the master UCITS' maximum potential global risk to derivatives stipulated in the master UCITS management regulations or articles of association, proportional to the feeder sub-fund's investments in the master UCITS.

A master UCITS is a UCITS, or one of its sub-funds, which:

a) has at least one feeder UCITS among its share or unit holders;

b) is not itself a feeder UCITS; and

c) does not hold units or shares in a feeder UCITS.

If a master UCITS has at least two feeder UCITS as shareholders, Article 2(2) first indent and Article 3, second indent of the Law of 2010 will not apply.

Art. 23. Corporate signature. Vis-à-vis third parties, the Company is bound by the joint signature of any two (2) directors or of any person(s) to whom authority has been delegated by the Board of Directors.

Art. 24. Liability. The holders of shares shall refrain from acting on behalf of the Company in any manner or capacity other than by exercising their rights as shareholders in general meetings and shall only be liable to the extent of their contributions to the Company.

Art. 25. Conflict of interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that the Board of Directors or any one or more of the directors is interested in, or is a director, associate, officer or employee of, such other company or firm.

Any director of the Board of Directors who serves as a director, manager, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

The Company is structured and organized in such a way as to minimize the risk of its investors' interests being prejudiced by conflicts of interest arising between the Company and, where applicable, any person contributing to the business activity of the Company or any person linked directly or indirectly to the Company. In the event of a potential conflict of interest, the Company shall ensure that the investors' interests are safeguarded. In that respect the Company has put in place a conflict of interest policy.

Art. 26. Indemnification. The Company may indemnify the directors of the Board of Directors, against expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their activities on behalf of the Company, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct; in the event of an out-of-court settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by a counsel that the person(s) to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which such person(s) may be entitled.

Chapter V - General meetings

Art. 27. General meetings of the company. Powers of the General Meeting of Shareholders

Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company if the decisions to be taken are of interest for all the shareholders. Its resolutions shall be binding upon all shareholders of the Company regardless of the class of shares held by them. It shall have the broadest power to order, carry out or ratify acts relating to the operations of the Company. However, if the decisions are only concerning the particular rights of the shareholders of one class of shares or Sub-Fund, such decisions are to be taken by a General Meeting representing the shareholders of such class of shares or Sub-Fund.

General Meetings

The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Thursday of June at 11:00 a.m. (Luxembourg time). If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the following bank business day in Luxembourg. If permitted by Luxembourg laws and regulations, the annual general meeting of Shareholders may be held at a date, time or place other than those set forth in the preceding paragraph that date, time or place to be decided by the Board of Directors. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting.

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Quorum and votes

The quorum and delays required by law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein. Convening notices to general meetings of shareholders may provide that the quorum of presence at such general meeting be determined according to the Shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting (the Record Date). The rights of shareholders to attend to such general meeting and to exercise the voting rights attached to their shares shall then be determined in accordance with the shares held by the shareholders at the Record Date.

Each whole share of whatever class of shares is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholders by giving a proxy to another person in writing (or facsimile transmission) who needs not to be a shareholder and who may be a member of the Board of Directors.

Such proxy will remain valid for any reconvened meeting unless it is specifically revoked

Shareholders can vote using mail poll by fulfilling a form which shall indicate their identity and their choice concerning the vote or their abstention. Forms which do not indicate the vote or the abstention are void.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of votes cast at the meeting. Votes cast shall not include votes attaching to Shares in respect of which the Shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

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

Convening notice

Shareholders will meet upon call by the Board of Directors, pursuant to article 70 of the Law of 10 August 1915.

It shall also be called upon the written request of shareholders representing at least 1/10 of the share capital. One or more shareholders representing together at least 1/10 of the subscripted share capital may require to add new items on the agenda of the general meeting. This request shall be sent at the registered office of the Company at least five (5) bank business days in Luxembourg before the date of the meeting by registered letter.

Art. 28. General meetings in a sub-fund or in a class of shares. Each amendment to these Articles of Incorporation entailing a variation of rights in shares issued in respect of any Sub-Fund or of any class of shares must be approved by a resolution of the shareholders' meeting of the Company and of separate meeting(s) of the holders of shares of the relevant Sub-Fund or class(es) of shares concerned.

If, however, all of the Shareholders are present or represented at a meeting of Shareholders, and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice or publication.

The provisions of article 27 shall apply, mutatis mutandis, to such general meetings.

Art. 29. Termination and amalgamation of sub-funds or classes. The Board of Directors may decide to liquidate any Sub-Fund if:

- a change in the economic or political situation relating to the Sub-Fund concerned would justify such liquidation -the level of assets of the related Sub-Fund does no more allow an efficient management of the said Sub-Fund

- if required by the interests of the shareholders of any of the Sub-Fund concerned.

The decision of the liquidation will be notified to the shareholders concerned prior to the effective date of the liquidation and the notification will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors otherwise decides in the interests of the shareholders of the Sub-Fund concerned, they may continue to request redemption or conversion of their shares on the basis of the applicable net asset value, taking into account the estimated liquidation expenses. Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the Sub-Fund will be deposited with the "Caisse de Consignation" on behalf of their beneficiaries.

In addition, the Board of Directors may decide, in compliance with the procedures laid down in Chapter 8 of the law of 17 December 2010, to merge any Sub-Fund into another Sub-Fund of the Company or with another UCITS or a compartment within such UCITS (whether established in Luxembourg or another Member State or whether such UCITS is incorporated as a company or is a contractual type fund) under the provisions of Directive 2009/65/EC.

The Board of Directors will be competent to decide on the effective date of such a merger. Insofar as a merger requires the approval of the shareholders pursuant to the provisions of the 2010 Law, the meeting of shareholders deciding by simple majority of the votes cast by shareholders present or represented at the meeting, is competent to approve the effective date of such a merger. No quorum requirement will be applicable. Only the approval of the shareholders of the Sub-Fund concerned by the merger will be required.

The above shall apply for a Sub-Fund being either a merging UCITS or a receiving UCITS in the context of a cross-border and domestic merger.

A merger that has as a result that the Company ceases to exist needs to be decided at a general meeting of shareholders and certified by a notary. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of those present or represented and voting at such meeting.

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Chapter VI - Annual accounts

Art. 30. Financial year. The Company's financial year shall start on 1 January and shall end on 31 December of each year.

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

If several different sub-funds, classes/sub-classes exist, and if the accounts of such sub-funds or classes/sub-classes are drawn up in different currencies, such accounts shall be converted into EUR and added to determine the Company accounts.

Art. 31. Distributions. The Board of Directors shall, within the limits provided by law and these Articles of Incorporation, determine how the results of the Company and its Sub-Funds shall be disposed of, and may from time to time declare distributions of dividends in compliance with the principles set forth in the Prospectus.

For any class of shares entitled to distributions, the Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law and these Articles of Incorporation.

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

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

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

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

Chapter VII - Auditor

Art. 32. Auditor. The Company shall have the accounting data contained in the annual report inspected by an authorised auditor ("réviseur d'entreprises agréé") appointed by the shareholders' general meeting. The auditor shall fulfil all duties prescribed by law.

The incumbent approved auditor may be replaced at any time and with or without cause by the Company.

Chapter VIII - Depositary

Art. 33. Depositary. The Company will appoint a depositary which meets the requirements of the 2010 Law.

The depositary shall fulfil the duties and responsibilities as provided for by the 2010 Law.

Chapter IX - Winding-up - Liquidation

Art. 34. Winding-up / Liquidation. The Company may at any time upon proposition of the Board of Directors be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements necessary for the amendment of these Articles of Incorporation.

Whenever the share capital falls below two-thirds of the minimum capital referred to in article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital referred to in article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

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

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

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

At the end of the liquidation process of the Company, any amounts that have not been claimed by the shareholders will be paid into the Caisse des Consignations, which keep them available for the benefit of the relevant shareholders during the duration provided for by law. After this period, the balance will return to the State of Luxembourg.

Chapter X - General provisions

Art. 35. Applicable law. In respect of all matters not governed by these Articles of Incorporation, the parties shall refer to the provisions of the Law of 10 August 1915, and the relevant law and regulations applicable to Luxembourg undertakings for collective investment, in particular the 2010 Law.

Art. 36. Language. The official language of the Company is English."

Tenth resolution

The general meeting decides to fix the effective date of the Conversion as of the date of this EGM.

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

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing party, the present deed is worded in English.

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

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

Signé: A. BRAQUET, A. SIEBENALER et H. HELLINCKX.

Enregistré à Luxembourg A.C.1, le 18 février 2016. Relation: 1LAC/2016/5437. Reçu soixante-quinze euros (75.- EUR)

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 8 avril 2016.

Référence de publication: 2016090250/799.

(160059105) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2016.

Japan Fund Management (Luxembourg) S.A., Société Anonyme.

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

R.C.S. Luxembourg B 46.632.

In the year two thousand and sixteen, on the seventh day of April.

Before Maître Paul Bettingen, civil law notary, residing in Niederanven (Grand Duchy of Luxembourg),

There appeared:

Mizuho Trust & Banking (Luxembourg) S.A., a société anonyme governed by the laws of Luxembourg, having its registered office at 1B, rue Gabriel Lippmann, L-5365 Munsbach, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under the number B 30.235 (the "Shareholder"),

hereby represented by Mrs Christine TCHEN, private employee, residing professionally at 1B, rue Gabriel Lippmann, L-5365 Munsbach, by virtue of a power of attorney given under private seal given in Munsbach on 1 st April 2016.

The above mentioned power of attorney, signed by the appearing person and the undersigned notary and initialled "ne varietur", will remain attached to the present deed for the purpose of registration.

The Shareholder required the undersigned notary to record that Mizuho Trust & Banking (Luxembourg) S.A., prenamed is the sole shareholder of Japan Fund Management (Luxembourg) S.A., a société anonyme governed by the Luxembourg laws, having its registered office at 1B, rue Gabriel Lippmann, L-5365 Munsbach, Grand Duchy of Luxembourg, incorporated pursuant to a notarial deed of Maître Marc Elter, then notary residing in Luxembourg (Grand Duchy of Luxembourg), dated 28 January 1994, published in the Mémorial Recueil Sociétés et Associations (the "Mémorial") under number 79 of 2 March 1994 and registered under its former company name IBJ Fund Management (Luxembourg) S.A. with the Luxembourg Register of Commerce and Companies under number B 46.632 (the "Corporation").

The articles of incorporation of the Corporation have been amended several times and last by deed of the undersigned notary on 1 st July 2014 published in the Mémorial on 12 th July 2014 number 1819.

The Shareholder, represented as above mentioned, having recognized to be fully informed of the resolutions and the restated of the Corporation's articles of incorporation to be taken on the basis of the following agenda:

Agenda

1 Amendment of article 3 of the Corporation's articles of incorporation concerning the corporate object which shall henceforth be read as follows: "The purpose of the Corporation is to act as Alternative Investment Fund Manager ("AIFM") in accordance with the Luxembourg law of 12 July 2013 (the "2013 Law") for alternative investment funds ("AIFs") and to perform the activities listed in item 1. of the Annex I of the 2013 Law. The Corporation may further carry out any of the activities listed under item 2. of such Annex. The purpose of the Corporation is further to act as management company in accordance with the Chapter 15 of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law"), including without limitation the creation, the promotion, the administration, the management and the marketing of Luxembourg and/or foreign undertakings for collective investment ("UCIs") and notably UCIs set-up under Part II of 2010 Law and Luxembourg specialised investment funds ("SIFs") set-up under the Luxembourg law of 13 February 2007 on specialised investment funds (the "2007 Law") which are AIFs. The Corporation may more generally carry out any activities connected with the management, administration, marketing and promotion of AIFs, UCIs and of UCITS (together the "Funds"). It may on behalf of the Funds enter into any contracts, purchase, sell, exchange and deliver any securities, property and, more generally, assets constitutive of authorised investments of the Funds, proceed to or initiate any registrations and transfers in their name or in third parties' names in the register of shares or debentures of any Luxembourg or foreign companies, and exercise on behalf of the Funds and the holders of units of the Funds, all rights and privileges, especially all voting rights attached to the securities constituting the assets of the Funds The foregoing powers shall not be considered as exhaustive, but only as declaratory.

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The Corporation may carry out any activities linked directly or indirectly to, and/or deemed useful and/or necessary for, the accomplishment of its object and that of the Funds it manages, remaining, however, within the limitations set forth by the Luxembourg laws and regulations and, in particular, the provisions of the 2007 Law, Chapter 15 of the 2010 Law and the 2013 Law."

2 Restatement of the articles of association of the Corporation.

3 Miscellaneous.

The Shareholder requested the undersigned notary to record the following resolutions:

First resolution

The Shareholder RESOLVED to amend article 3 of the Corporation's articles of incorporation so as to read as follows:

" **Art. 3.** The purpose of the Corporation is to act as Alternative Investment Fund Manager ("AIFM") in accordance with the Luxembourg law of 12 July 2013 (the "2013 Law") for alternative investment funds ("AIFs") and to perform the activities listed in item 1. of the Annex I of the 2013 Law. The Corporation may further carry out any of the activities listed under item 2. of such Annex. The purpose of the Corporation is further to act as management company in accordance with the Chapter 15 of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law"), including without limitation the creation, the promotion, the administration, the management and the marketing of Luxembourg and/or foreign undertakings for collective investment ("UCIs") and notably UCIs set-up under Part II of 2010 Law and Luxembourg specialised investment funds ("SIFs") set-up under the Luxembourg law of 13 February 2007 on specialised investment funds (the "2007 Law") which are AIFs. The Corporation may more generally carry out any activities connected with the management, administration, marketing and promotion of AIFs, UCIs and of UCITS (together the "Funds"). It may on behalf of the Funds enter into any contracts, purchase, sell, exchange and deliver any securities, property and, more generally, assets constitutive of authorised investments of the Funds, proceed to or initiate any registrations and transfers in their name or in third parties' names in the register of shares or debentures of any Luxembourg or foreign companies, and exercise on behalf of the Funds and the holders of units of the Funds, all rights and privileges, especially all voting rights attached to the securities constituting the assets of the Funds The foregoing powers shall not be considered as exhaustive, but only as declaratory.

The Corporation may carry out any activities linked directly or indirectly to, and/or deemed useful and/or necessary for, the accomplishment of its object and that of the Funds it manages, remaining, however, within the limitations set forth by the Luxembourg laws and regulations and, in particular, the provisions of the 2007 Law, Chapter 15 of the 2010 Law and the 2013 Law."

Second resolution

The Shareholder RESOLVED to restate the articles of the Corporation which will henceforth read as follows:

"Title I. Name - Purpose - Duration - Registered Office

Art. 1. There exists among the subscribers and all those who may become owners of its shares, a corporation (the "Corporation") in the form of a société anonyme under the name "JAPAN FUND MANAGEMENT (LUXEMBOURG) S.A.", which will be governed by the laws of the Grand-Duchy of Luxembourg and the present articles of incorporation ("Articles of Incorporation").

Art. 2. The Corporation is established for an unlimited duration. It may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for the amendment of these Articles of Incorporation, as prescribed in Article twenty-one (21) hereof, and in accordance with Article twenty (20) hereof.

Art. 3. The purpose of the Corporation is to act as Alternative Investment Fund Manager ("AIFM") in accordance with the Luxembourg law of 12 July 2013 (the "2013 Law") for alternative investment funds ("AIFs") and to perform the activities listed in item 1. of the Annex I of the 2013 Law. The Corporation may further carry out any of the activities listed under item 2. of such Annex. The purpose of the Corporation is further to act as management company in accordance with the Chapter 15 of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law"), including without limitation the creation, the promotion, the administration, the management and the marketing of Luxembourg and/or foreign undertakings for collective investment ("UCIs") and notably UCIs set-up under Part II of 2010 Law and Luxembourg specialised investment funds ("SIFs") set-up under the Luxembourg law of 13 February 2007 on specialised investment funds (the "2007 Law") which are AIFs. The Corporation may more generally carry out any activities connected with the management, administration, marketing and promotion of AIFs, UCIs and of UCITS (together the "Funds"). It may on behalf of the Funds enter into any contracts, purchase, sell, exchange and deliver any securities, property and, more generally, assets constitutive of authorised investments of the Funds, proceed to or initiate any registrations and transfers in their name or in third parties' names in the register of shares or debentures of any Luxembourg or foreign companies, and exercise on behalf of the Funds and the holders of units of the Funds, all rights and privileges, especially all voting rights attached to the securities constituting the assets of the Funds The foregoing powers shall not be considered as exhaustive, but only as declaratory.

The Corporation may carry out any activities linked directly or indirectly to, and/or deemed useful and/or necessary for, the accomplishment of its object and that of the Funds it manages, remaining, however, within the limitations set forth by

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the Luxembourg laws and regulations and, in particular, the provisions of the 2007 Law, Chapter 15 of the 2010 Law and the 2013 Law.

Art. 4. The registered office of the Corporation is established in Munsbach, in the Grand Duchy of Luxembourg. It may be transferred within the boundaries of the municipality of the registered office by decision of the board of directors of the Corporation.

The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by resolution of the general meeting of the shareholders in the manner required for the amendment of the Articles of Incorporation, as prescribed in Article twenty-one (21) hereof.

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

Branches or other offices may be established either in Luxembourg or abroad by resolution of the Board after a resolution of the shareholders has been passed approving such establishment. The shareholders meeting at which such resolution of the shareholders is passed does not need to be held before a notary and has no quorum requirement, and such resolution of the shareholders may be approved by a simple majority.

Where the Corporation wishes to establish a branch or other offices abroad, it shall notify the Commission de Surveillance du Secteur Financier ("CSSF"), or its successor, and notably comply with the requirements of Part 1, Title D of Chapter 15 of the 2010 Law.

Title II. Share Capital - Shares

Art. 5. The corporate capital of the Corporation is set at two million five hundred thousand euros (EUR 2,500,000.-) divided into one hundred thousand (100,000) registered shares with a par value of twenty-five euro (EUR 25,00) per share, each fully paid-up.

Shares will only be issued in registered form and will be recorded in the register of shareholders, which shall be kept at the registered office of the Corporation. Such register shall include the name of each shareholder, his residence or elected domicile, the number of shares held by him, the amounts paid in on each such share, and the transfer of shares and the date of such transfers.

The Corporation may issue registered certificates representing shares of the Corporation or share confirmations.

The transfer of a share shall be effected by a written declaration of transfer recorded in the register of shareholders, such declaration of transfer to be dated and signed by the transferor and the transferee or by persons holding suitable powers of attorney to act for such purpose. The Corporation may also accept as evidence of transfer other instruments of transfer satisfactory to the Corporation.

Art. 6. The capital of the Corporation may be increased or reduced by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Incorporation, as prescribed in Article twenty-one (21) hereof.

Title III. General Meetings of Shareholders

Art. 7. Any regularly constituted meeting of the shareholders shall represent the entire body of shareholders of the Corporation. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Corporation.

Art. 8. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Munsbach at the registered office of the Corporation, or at such other place in the Grand-Duchy of Luxembourg as may be specified in the notice of meeting, on the 30 th of the month of April in each year, at 3.00 p.m. If such day is not a bank business day in the Grand-Duchy of Luxembourg, the annual general meeting shall be held on the next following bank business day in the Grand-Duchy of Luxembourg. The annual general meeting may be held abroad if, in the absolute and final judgement of the Board, exceptional circumstances so warrant.

Other general meetings of the shareholders may be held at such place and time as may be specified in the respective notices of meeting.

Art. 9. The quorum and delays required by law shall govern the notice for and conduct of the general meetings of shareholders of the Corporation, unless otherwise provided herein.

Each share is entitled to one vote.

A shareholder may be represented at any general meeting of shareholders by appointing another person (who does not need to be a shareholder and who may be a member of the Board of the Corporation) as his proxy in writing or by facsimile, e-mail with a secure electronic signature, or any other means of communication capable of evidencing such proxy.

Unless otherwise provided by law or by these Articles of Association, resolutions at a general meeting of shareholders duly convened will be passed by a simple majority of those present and voting, irrespective of the number of shares present or represented.

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The Board may determine all other conditions that must be fulfilled by shareholders in order for them to take part in a general meeting of shareholders.

Art. 10. Shareholders will meet upon call by the Board or the external auditor, pursuant to a notice setting forth the meeting agenda sent by registered mail at least fifteen (15) days prior to the meeting to each shareholder at the shareholder's address in the register of shareholders, and publicised in accordance with the requirements of Luxembourg law.

If, however, all of the shareholders are present or represented at a meeting of shareholders, and if they state that they have been informed of the agenda of the meeting and have waived the relevant convening requirements and formalities either in writing or, at the relevant general meeting of shareholders, in person or by an authorised representative, the meeting may be held without prior notice or publication.

Title IV. Administration - Board of Directors

Art. 11. The Corporation shall be managed by a Board composed of at least three (3) members, who need not be shareholders of the Corporation.

The directors shall be elected by resolution of the shareholders at their annual general meeting, for a period ending at the next annual general meeting of the shareholders and until their successors are elected, qualify and take up their function, provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders. A director may be re-elected.

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

Art. 12. The Board shall choose from among its members a chairman. It may also choose a secretary, who need not be directors, who shall be responsible for keeping the minutes of the meetings of the Board and of the shareholders.

The Board shall meet upon a call by the chairman, or two directors, at the place indicated in the notice of meeting.

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

The Board, from time to time, may appoint officers of the Corporation as may be considered necessary for the operation and management of the Corporation. In particular, the Board will appoint, in accordance with the requirements of Chapter 15 of the 2010 Law, at least two officers to effectively conduct the business of the Company. Any such appointment may be revoked at any time by decision of the Board.

Officers need not be directors or shareholders of the Corporation.

The officers appointed, unless otherwise stipulated in these Articles, shall have the powers and duties given to them by the Board.

Written notice of any meeting of the Board, containing an agenda setting out any points of interest for the meeting, shall be given to all directors at least twenty-four (24) hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of the meeting. Each director may waive this notice by his consent in writing or by facsimile, e-mail, fax or any other means of communication approved by the Board. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

Any director may act at any meeting of the Board by appointing another director (but not any other person) as his proxy at that Board meeting in writing or by facsimile, e-mail, fax; or any other means of communication approved by the Board and capable of evidencing such representation, to attend, deliberate, vote and perform all functions on his behalf at that Board meeting.

The Board can deliberate or act validly only if at least a majority of the Directors is present or represented at a meeting of the Board.

Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting.

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

Notwithstanding the foregoing, a resolution of the Board may also be passed in writing and may consist of one or several documents containing the resolutions and signed by each and every director. The date of such a resolution shall be the date of the latest signature.

Art. 13. The minutes of any meeting of the Board shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

Copies or extracts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman or chairman pro tempore of that meeting, by the secretary, or by two directors.

Art. 14. The Board shall have power to determine the corporate policy and the course and conduct of the management and business affairs of the Corporation, with the exception of those powers reserved by law or by these Articles of Incor-

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poration to the general meeting of shareholders. Directors may not, however, bind the Corporation by their individual acts, except as specifically permitted by resolution of the Board.

The Board may delegate its powers to conduct the daily management and affairs of the Corporation and its powers to carry out acts in furtherance of the corporate policy and purpose, to officers of the Corporation.

Art. 15. No contract or other transaction between the Corporation and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Corporation is interested in, or is a director, associate, officer or employee of, such other corporation or firm.

Any director or officer of the Corporation who serves as a director, officer or employee of any corporation or firm with which the Corporation shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business, or from being a director, officer or employee of such other corporation or firm.

Notwithstanding the above, in the event that any director or officer of the Corporation has a personal interest in any transaction submitted for approval of the Board that conflicts with that of the Corporation, such director or officer shall make such personal interest known to the Board, shall not consider or vote upon any such transaction, and shall cause a record of his statement to be included in the minutes of the meeting. Furthermore, such transaction and such director's or officer's interest therein shall be reported to the next succeeding meeting of shareholders. The term “personal interest”, as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving the MIZUHO FINANCIAL GROUP or any of its subsidiaries or affiliates or such other corporation or entity as may from time to time be determined by the Board.

The foregoing provisions do not apply if and when the relevant transaction is entered into under fair market conditions and falls within the ordinary course of business of the Corporation.

The Corporation 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 may be made a party by reason of his being or having been a director or officer of the Corporation, or, at its request, of any other corporation of which the Corporation is a shareholder and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 16. The Corporation will be bound by the joint signatures of any two directors of the Corporation, or by the individual or joint signature(s) of any person(s) to whom such authority has been delegated by the Board.

Title V. Accounting - Distributions

Art. 17. The operations of the Corporation, including particularly its books and fiscal affairs and the filing of any tax returns or other reports required by the laws of Luxembourg, shall be supervised by one or more approved statutory auditors (“Réviseur d'Entreprises Agréé”) who can demonstrate adequate professional experience, and who shall at all times fulfil duties prescribed by the 2010 Law. The statutory auditor shall be elected by the annual general meeting of shareholders for a period ending at the date of the next annual general meeting and until his successor is elected. The statutory auditor shall remain in office until he is re-elected or until his successor is elected.

The statutory auditor in office may be removed at any time by the shareholders with or without cause. Any change regarding the statutory auditor requires prior approval by the CSSF.

Art. 18. The accounting year of the Corporation shall begin on the 1 st day of January in each year and shall terminate on the 31 st day of December of the same year.

Art. 19. From the annual net profit of the Corporation, five per cent (5 %) shall be allocated to the reserve required by law. This allocation shall cease to be required as soon and as long as such surplus reserve amounts to ten per cent (10%) of the capital of the Corporation as stated in Article five (5) hereof or as increased or reduced from time to time as provided in Article six (6) hereof.

The general meeting of shareholders shall determine how the remainder of the annual net profits shall be allocated and may declare dividends from time to time, as it in its discretion believes best suits the corporate purpose and policy. Subject to the conditions fixed by law, the Board may pay out interim dividends. The Board determines the amount and the date of payment of any such interim dividend.

The Board may make a final determination of the rate of exchange applicable to translate dividend funds into the currency of their payment.

Title VI. Dissolution - Liquidation

Art. 20. In the event of a dissolution of the Corporation, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the general meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

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In the event of the voluntary liquidation of the Corporation, the liquidator(s) shall be approved by the CSSF, and such liquidator(s) must be able to provide guarantees of good repute and professional skill.

Title VII. Amendment of the Articles of Incorporation

Art. 21. These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg.

Title VIII. Applicable Law

Art. 22. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law of 10 th August 1915 on commercial companies and, where applicable, the 2007 Law, the 2010 Law and the 2013 Law, as amended from time to time."

Expenses

The expenses, costs, fees and charges which shall be borne by the Corporation as a result of the present deed are estimated at EUR 1,450 (one thousand four hundred and fifty euro).

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille seize, le sept avril.

Par-devant Maître Paul Bettingen, notaire de résidence à Niederanven (Grand-Duché de Luxembourg),

A comparu:

Mizuho Trust & Banking (Luxembourg) S.A., une société anonyme régie par le droit luxembourgeois, ayant son siège social au 1B, rue Gabriel Lippmann, L-5365 Munsbach, Grand-Duché de Luxembourg, et immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 30.235 (l'«Actionnaire»),

représentée par Madame Christine TCHEN, employée privée, demeurant professionnellement au 1B, rue Gabriel Lippmann, L-5365 Munsbach, en vertu d'une procuration donnée sous seing privé à Munsbach le 1 er avril 2016.

Ladite procuration, après avoir été signée «ne varietur» par la comparante et le notaire soussigné, restera annexée au présent acte pour les besoins de l'enregistrement.

L'Actionnaire a requis le notaire instrumentant d'acter que Mizuho Trust & Banking (Luxembourg) S.A., précitée est l'unique actionnaire de Japan Fund Management (Luxembourg) S.A., une société anonyme régie par le droit luxembourgeois, ayant son siège social au 1B, rue Gabriel Lippmann, L-5365 Munsbach, Grand-Duché de Luxembourg, constituée suivant acte notarié de Maître Marc Elter, alors notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), en date du 28 janvier 1994, publié au Mémorial Recueil Sociétés et Associations (ci-après le «Mémorial») sous le numéro 79 du 2 mars 1994 et immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous sa dénomination précédente IBJ Fund Management (Luxembourg) S.A. sous le numéro B 46.632 (la «Société»).

Les statuts de la Société ont été modifiés à plusieurs reprises et en dernier lieu suivant acte du notaire soussigné reçu le 1 er juillet 2014 publié au Mémorial du 12 juillet 2014 numéro 1819.

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

Ordre du jour

1 Modification de l'article 3 des statuts de la Société concernant l'objet social de la Société qui sera dorénavant rédigé comme suit:

«L'objet de la société est d'agir en tant que gestionnaire de fonds d'investissement alternatifs conformément aux dispositions de la loi luxembourgeoise du 12 juillet 2013 («Loi de 2013») pour les fonds d'investissement alternatifs («FIA»), et d'exercer les activités énumérées dans la partie I de l'annexe I de la Loi de 2013. La société peut aussi mener les activités énumérées dans la partie II de ladite annexe. L'objet de la société est également d'agir comme société de gestion conformément aux dispositions du chapitre 15 de la loi du 17 décembre 2010 sur les organismes de placement collectif en valeurs mobilières («Loi de 2010») et à cet égard de s'occuper de la création, la promotion, l'administration et la gestion d'organismes de placement collectif («OPC») et notamment les OPC conformément aux dispositions de la partie II de la Loi de 2010 et de fonds d'investissement spécialisés («FIS») conformément aux dispositions de la loi du 13 février 2007 sur les fonds d'investissement spécialisés («Loi de 2007») qui sont des FIA. La société exerce toutes les activités en relation avec la gestion, l'administration, la commercialisation et la promotion des FIA, des OPC et des OPCVM («Fonds»). Elle peut, pour compte des Fonds, conclure tout contrat, acheter, vendre, échanger et délivrer toute valeur mobilière ou actif immobilier,

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et plus généralement tout actif représentant un investissement autorisé dans le chef des Fonds, procéder à ou initier toute inscription et transfert en leur nom ou au nom de tiers dans le registre des actionnaires ou des obligataires de toute société luxembourgeoise ou étrangère, et exercer pour le compte des Fonds et des titulaires des actions ou parts des Fonds tous les droits et privilèges, en particulier tous les droits de vote attachés aux titres constituant les actifs des Fonds. Les pouvoirs qui précèdent ne sont pas exhaustifs mais seulement renseignés à titre déclaratif.

La société exerce toutes les activités en liaison directe ou indirecte et, réputées utiles et/ou nécessaires pour l'accomplissement de son objet social et de celui des Fonds qu'elle gère, dès lors qu'elle reste dans les limites des lois et réglementations luxembourgeoises et en particulier dans les limites des dispositions de la Loi de 2007, de la Loi de 2010 et de la Loi de 2013.»

2 Refonte des statuts de la Société.

3 Divers.

L'Actionnaire a requis le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

L'Actionnaire a DÉCIDÉ de modifier l'article 3 des statuts de la Société qui sera dorénavant rédigé comme suit:

« **Art. 3.** L'objet de la société est d'agir en tant que gestionnaire de fonds d'investissement alternatifs conformément aux dispositions de la loi luxembourgeoise du 12 juillet 2013 («Loi de 2013») pour les fonds d'investissement alternatifs («FIA»), et d'exercer les activités énumérées dans la partie I de l'annexe I de la Loi de 2013. La société peut aussi mener les activités énumérées dans la partie II de ladite annexe. L'objet de la société est également d'agir comme société de gestion conformément aux dispositions du chapitre 15 de la loi du 17 décembre 2010 sur les organismes de placement collectif en valeurs mobilières («Loi de 2010») et à cet égard de s'occuper de la création, la promotion, l'administration et la gestion d'organismes de placement collectif («OPC») et notamment les OPC conformément aux dispositions de la partie II de la Loi de 2010 et de fonds d'investissement spécialisés («FIS») conformément aux dispositions de la loi du 13 février 2007 sur les fonds d'investissement spécialisés («Loi de 2007») qui sont des FIA. La société exerce toutes les activités en relation avec la gestion, l'administration, la commercialisation et la promotion des FIA, des OPC et des OPCVM («Fonds»). Elle peut, pour compte des Fonds, conclure tout contrat, acheter, vendre, échanger et délivrer toute valeur mobilière ou actif immobilier, et plus généralement tout actif représentant un investissement autorisé dans le chef des Fonds, procéder à ou initier toute inscription et transfert en leur nom ou au nom de tiers dans le registre des actionnaires ou des obligataires de toute société luxembourgeoise ou étrangère, et exercer pour le compte des Fonds et des titulaires des actions ou parts des Fonds tous les droits et privilèges, en particulier tous les droits de vote attachés aux titres constituant les actifs des Fonds. Les pouvoirs qui précèdent ne sont pas exhaustifs mais seulement renseignés à titre déclaratif.

La société exerce toutes les activités en liaison directe ou indirecte et, réputées utiles et/ou nécessaires pour l'accomplissement de son objet social et de celui des Fonds qu'elle gère, dès lors qu'elle reste dans les limites des lois et réglementations luxembourgeoises et en particulier dans les limites des dispositions de la Loi de 2007, de la Loi de 2010 et de la Loi de 2013.»

Deuxième résolution

L'Actionnaire a DÉCIDÉ de procéder à la refonte des statuts de la Société qui se liront dorénavant comme suit:

«Titre I er . Dénomination - Objet - Durée - Siège social

Art. 1 er . Il existe entre les souscripteurs et tous ceux qui deviendront actionnaires une société (la "société") en la forme d'une société anonyme sous la dénomination "JAPAN FUND MANAGEMENT (LUXEMBOURG) S.A., qui sera régie par les lois du Grand-Duché de Luxembourg et par les présents statuts («statuts»).

Art. 2. La société est établie pour une durée illimitée. Elle peut être dissoute à tout moment par décision de l'assemblée générale statuant comme en matière de modification des présents statuts, ainsi qu'il est précisé à l'article vingt et un (21) ci-après et conformément à l'article vingt (20) des statuts.

Art. 3. L'objet de la société est d'agir en tant que gestionnaire de fonds d'investissement alternatifs conformément aux dispositions de la loi luxembourgeoise du 12 juillet 2013 («Loi de 2013») pour les fonds d'investissement alternatifs («FIA»), et d'exercer les activités énumérées dans la partie I de l'annexe I de la Loi de 2013. La société peut aussi mener les activités énumérées dans la partie II de ladite annexe. L'objet de la société est également d'agir comme société de gestion conformément aux dispositions du chapitre 15 de la loi du 17 décembre 2010 sur les organismes de placement collectif en valeurs mobilières («Loi de 2010») et à cet égard de s'occuper de la création, la promotion, l'administration et la gestion d'organismes de placement collectif («OPC») et notamment les OPC conformément aux dispositions de la partie II de la Loi de 2010 et de fonds d'investissement spécialisés («FIS») conformément aux dispositions de la loi du 13 février 2007 sur les fonds d'investissement spécialisés («Loi de 2007») qui sont des FIA.

La société exerce toutes les activités en relation avec la gestion, l'administration, la commercialisation et la promotion des FIA, des OPC et des OPCVM («Fonds»). Elle peut, pour compte des Fonds, conclure tout contrat, acheter, vendre, échanger et délivrer toute valeur mobilière ou actif immobilier, et plus généralement tout actif représentant un investissement autorisé dans le chef des Fonds, procéder à ou initier toute inscription et transfert en leur nom ou au nom de tiers dans

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le registre des actionnaires ou des obligataires de toute société luxembourgeoise ou étrangère, et exercer pour le compte des Fonds et des titulaires des actions ou parts des Fonds tous les droits et privilèges, en particulier tous les droits de vote attachés aux titres constituant les actifs des Fonds. Les pouvoirs qui précèdent ne sont pas exhaustifs mais seulement renseignés à titre déclaratif.

La société exerce toutes les activités en liaison directe ou indirecte et, réputées utiles et/ou nécessaires pour l'accomplissement de son objet social et de celui des Fonds qu'elle gère, dès lors qu'elle reste dans les limites des lois et réglementations luxembourgeoises et en particulier dans les limites des dispositions de la Loi de 2007, de la Loi de 2010 et de la Loi de 2013.

Art. 4. Le siège social de la société est établi à Munsbach, Grand-Duché de Luxembourg. Il pourra être transféré dans les limites de la commune du siège social par décision du conseil d'administration de la société.

Le siège social pourra être transféré dans tout autre lieu du Grand-Duché de Luxembourg par résolution of de l'assemblée générale des actionnaires décidant comme en matière de modification statutaire tel que stipulé à article vingt et un (21) ci-après des statuts.

Au cas où le conseil d'administration (le "conseil") estimerait que des événements extraordinaires d'ordre politique, économique ou social de nature à compromettre l'activité normale de la société au siège social, ou la communication aisée avec ce siège ou de ce siège à l'étranger se sont produits ou sont imminents, il pourra transférer provisoirement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales; cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la société laquelle, nonobstant ce transfert provisoire du siège restera luxembourgeoise.

Il peut être créé, par décision du conseil des succursales ou bureaux tant dans le Grand-Duché de Luxembourg qu'à l'étranger après approbation par l'assemblée générale des actionnaires décidant la création de tels succursales ou bureaux. L'assemblée des actionnaires lors de laquelle une telle résolution est passée n'a pas besoin d'être tenue par devant notaire et aucun quorum de présence n'est requis tandis qu'une telle résolution des actionnaires peut être prise à la majorité simple.

Lorsque la société souhaite établir une succursale ou des bureaux à l'étranger, elle avisera la Commission de Surveillance du Secteur Financier («CSSF») ou son successeur et se conformera notamment aux dispositions de la Partie 1, Titre D du Chapitre 15 de la Loi de 2010.

Titre II. Capital social - Actions

Art. 5. Le capital social est fixé à deux millions cinq cent mille euros (EUR 2.500.000,-) représenté par cent mille (100.000) actions nominatives, avec une valeur nominale de vingt-cinq euros (EUR 25,-) par action, entièrement libérées.

Les actions ne seront émises que sous forme nominative et seront inscrites dans le registre des actionnaires qui sera tenu au siège social de la société. Ce registre contiendra le nom de chaque actionnaire, sa résidence ou son domicile élu, le nombre d'actions qu'il détient, la somme libérée pour chacune de ces actions ainsi que le transfert des actions et les dates de ces transferts.

La société pourra émettre des certificats nominatifs représentant les actions de la société ou des confirmations d'actions.

Le transfert d'une action se fera par une déclaration écrite de transfert portée au registre des actionnaires, cette déclaration de transfert devant être datée et signée par le cédant et le cessionnaire ou par des personnes détenant les pouvoirs de représentation nécessaires pour agir à cet effet. La société pourra également accepter en guise de preuve du transfert d'autres instruments de transfert jugés suffisants par la société.

Art. 6. Le capital de la société pourra être augmenté ou réduit par résolution des actionnaires prise conformément aux dispositions exigées pour la modification des présents statuts, telles qu'établies à l'article vingt et un (21) ci-après.

Titre III. Assemblées générales des actionnaires

Art. 7. L'assemblée des actionnaires régulièrement constituée représente tous les actionnaires de la société. Elle a les pouvoirs les plus larges pour ordonner, faire ou ratifier tous les actes relatifs aux opérations de la société.

Art. 8. L'assemblée générale annuelle des actionnaires se tiendra conformément à la loi luxembourgeoise au siège social de la société à Munsbach ou à tout autre endroit au Grand-Duché de Luxembourg, qui sera fixé dans l'avis de convocation le 30 du mois d'avril de chaque année à 15.00 heures. Si ce jour n'est pas un jour bancaire ouvrable au Grand-Duché de Luxembourg, l'assemblée générale annuelle se tiendra le premier jour bancaire ouvrable suivant au Grand-Duché de Luxembourg. L'assemblée générale annuelle pourra se tenir à l'étranger si le conseil constate souverainement que des circonstances exceptionnelles le requièrent.

Les autres assemblées générales des actionnaires pourront se tenir à l'heure et au lieu spécifié dans les avis de convocation.

Art. 9. Les quorum et délais requis par la loi régleront les avis de convocation et la conduite des assemblées des actionnaires de la société dans la mesure où il n'en est pas autrement disposé dans les présents statuts.

Toute action donne droit à une voix. Tout actionnaire pourra être représenté aux assemblées des actionnaires en désignant par écrit, par facsimile, e-mail avec signature électronique sécurisée ou tout autre moyen de communication qui puisse faire preuve d'un tel pouvoir, une autre personne (qui ne doit pas être nécessairement être un actionnaire et qui peut être membre du conseil de la société) comme son mandataire.

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Dans la mesure où il n'en est pas disposé autrement par la loi ou par les présents statuts, les résolutions de l'assemblée générale des actionnaires dûment convoquée sont prises à la majorité simple des actionnaires présents et votants, quel que soit le nombre d'actions présentes ou représentées. Le conseil peut déterminer toutes autres conditions à remplir par les actionnaires pour prendre part à l'assemblée générale.

Art. 10. Les actionnaires seront convoqués par le conseil ou le réviseur d'entreprises, à la suite d'un avis énonçant l'ordre du jour, publié conformément à la loi luxembourgeoise et envoyé par lettre recommandée, au moins quinze (15) jours avant l'assemblée, à tout actionnaire à son adresse portée au registre des actionnaires.

Cependant, si tous les actionnaires sont présents ou représentés à une assemblée générale et s'ils affirment avoir été informés de l'ordre du jour de l'assemblée et avoir renoncé aux convocations et formalités d'usage, par écrit ou en personne ou par son mandataire lors de cette assemblée, celle-ci pourra être tenue sans avis ou publication préalables.

Titre IV. Administration - Conseil d'administration

Art. 11. La société sera administrée par un conseil composé de trois (3) membres au moins lesquels n'auront pas besoin d'être actionnaires de la société.

Les administrateurs seront élus par résolution des actionnaires pour une période se terminant à l'assemblée annuelle suivante et lorsque leurs successeurs auront été élus, sont qualifiés et auront pris leur fonction, étant entendu toutefois qu'un administrateur peut être révoqué avec ou sans motif et/ou peut être remplacé à tout moment par une résolution prise par les actionnaires. Un administrateur peut être réélu.

Au cas où le poste d'un administrateur devient vacant à la suite de décès, de démission, de révocation ou autrement, les administrateurs restants pourront se réunir et élire à la majorité des voix un administrateur pour remplir provisoirement les fonctions attachées au poste devenu vacant, jusqu'à la prochaine assemblée des actionnaires.

Art. 12. Le conseil choisira parmi ses membres un président. Il pourra également désigner un secrétaire qui n'a pas besoin d'être administrateur et qui devra dresser les procès-verbaux des réunions du conseil ainsi que des assemblées des actionnaires. Le conseil se réunira sur convocation du président ou de deux administrateurs, au lieu indiqué dans l'avis de convocation.

Le président du conseil présidera les assemblées générales des actionnaires et les réunions du conseil, mais en son absence les actionnaires ou le conseil désigneront à la majorité présente et votant un autre administrateur, et pour les assemblées générales des actionnaires toute autre personne, pour assumer la présidence de ces assemblées et réunions.

Le conseil, s'il y a lieu, nommera les directeurs et fondés de pouvoirs de la société dont les fonctions seront jugées nécessaires pour mener à bien les affaires de la société. En particulier, le conseil nommera, conformément aux dispositions du Chapitre 15 de la Loi de 2010, au moins deux directeurs ou fondés de pouvoirs aux fins de gérer les affaires de la société. Pareilles nominations peuvent être révoquées à tout moment par le conseil. Les directeurs et fondés de pouvoirs n'ont pas besoin d'être administrateur ou actionnaire de la société. Pour autant que les statuts n'en décident pas autrement, les directeurs et fondés de pouvoirs auront les pouvoirs et les obligations qui leur seront attribués par le conseil.

Avis écrit de toute réunion du conseil contenant l'ordre du jour reprenant tous les points utiles pour la réunion, sera donné à tous les administrateurs au moins vingt-quatre (24) heures avant l'heure prévue pour la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation. Il pourra être passé outre à cette convocation à la suite de l'assentiment par écrit, facsimile, e-mail, ou par tout autre moyen électronique approuvé par le conseil d'administration de chaque administrateur. Une convocation spécifique ne sera pas requise pour une réunion du conseil se tenant à une heure et à un endroit déterminés dans une résolution préalablement adoptée par le conseil.

Tout administrateur pourra se faire représenter aux réunions du conseil d'administration en désignant par écrit, facsimile, e-mail ou par tout autre moyen électronique approuvé par le conseil d'administration un autre administrateur (à l'exclusion de toute autre personne) comme son mandataire.

Le conseil ne pourra délibérer et agir valablement que si la majorité des administrateurs est présente ou représentée.

Les décisions sont prises à la majorité des votes des administrateurs présents ou représentés.

Au cas où, lors d'une réunion du conseil, il y a égalité de voix en faveur ou en défaveur d'une résolution, le président aura voix prépondérante.

Nonobstant les dispositions qui précèdent, une décision du conseil peut également être prise par vote circulaire et résulter d'un seul ou de plusieurs documents contenant les résolutions signés par tous les membres du conseil, sans exception. La date d'une telle décision sera la date de la dernière signature.

Art. 13. Les procès-verbaux des réunions du conseil seront signés par le président du conseil ou l'administrateur, qui aura assumé la présidence en son absence.

Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président du conseil ou le président pro tempore, ou par le secrétaire ou par deux administrateurs.

Art. 14. Le conseil aura le pouvoir de déterminer la politique de la société ainsi que le cours et la conduite de l'administration et des opérations de la société, excepté les pouvoirs réservés par la loi ou par les présents statuts à l'assemblée générale des actionnaires. Les administrateurs ne pourront cependant pas engager la société par leur signature individuelle, sauf à y être autorisés spécifiquement par une résolution du conseil.

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Le conseil pourra déléguer ses pouvoirs relatifs à la gestion journalière de la société et à l'exécution d'opérations en vue de l'accomplissement de la politique et de l'objet de la société à des directeurs ou fondés de pouvoirs.

Art. 15. Aucun contrat et aucune transaction que la société pourra conclure avec d'autres sociétés ou firmes ne pourront être affectés ou viciés par le fait qu'un ou plusieurs administrateurs, directeurs ou fondés de pouvoirs de la société auraient un intérêt quelconque dans une telle société ou firme, ou par le fait qu'il en serait administrateur, associé, directeur, fondé de pouvoirs ou employé.

L'administrateur, directeur ou fondé de pouvoirs de la société, qui est administrateur, directeur, fondé de pouvoirs ou employé d'une société ou firme avec laquelle la société passe des contrats, ou avec laquelle elle est autrement en relation d'affaires, ne sera, par là même, pas privé du droit de délibérer, de voter et d'agir en ce qui concerne des matières en relation avec pareil contrat ou pareilles affaires, ou d'être un administrateur, directeur ou fondé de pouvoirs ou employé de cette autre société ou firme.

Nonobstant ce qui précède, au cas où un administrateur, directeur ou fondé de pouvoirs de la société aurait un intérêt personnel en conflit avec celui de la société dans une affaire quelconque de la société soumise à l'approbation du conseil, cet administrateur, directeur ou fondé de pouvoirs devra informer le conseil de son intérêt personnel et il ne délibérera et ne prendra pas part au vote sur cette affaire et sa déclaration sera mentionnée dans le procès-verbal de la réunion. En outre, rapport devra être fait au sujet de cette affaire et de l'intérêt personnel de pareil administrateur, directeur ou fondé de pouvoirs à la prochaine assemblée des actionnaires. Le terme “intérêt personnel”, tel qu'il est utilisé à la phrase qui précède, ne s'appliquera pas aux relations ou aux intérêts qui pourront exister de quelque manière, en quelque qualité, ou à quelque titre que ce soit, en rapport avec MIZUHO FINANCIAL GROUP ou leurs filiales ou sociétés affiliées, ou encore en rapport avec toute autre société ou entité juridique que le conseil pourra déterminer de temps à l'autre.

Les dispositions qui précèdent ne s'appliquent pas si et quand la transaction en question est conclue dans des conditions normales du marché et dans le cadre des opérations courantes de la société.

La société pourra indemniser tout administrateur, directeur ou fondé de pouvoirs, ses héritiers, exécuteurs testamentaires et administrateurs, des dépenses raisonnablement occasionnées par toutes actions ou procès auxquels il aura été partie en sa qualité d'administrateur, directeur ou fondé de pouvoirs de la société ou pour avoir été, à la demande de la société, administrateur, directeur, fondé de pouvoirs de toute autre société dont la société est actionnaire et par laquelle il ne serait pas indemnisé, sauf le cas où dans pareils actions ou procès il sera finalement condamné pour négligence grave ou mauvaise administration; en cas de transaction extra-judiciaire, une telle indemnité ne sera accordée que pour les matières couvertes par la transaction sur lesquelles la société est informée par son avocat-conseil que l'administrateur, directeur ou fondé de pouvoirs en question n'a pas commis un tel manquement à ses devoirs. Le droit à l'indemnité n'exclura pas d'autres droits dans le chef de l'administrateur, directeur ou fondé de pouvoirs.

Art. 16. La société sera engagée par la signature conjointe de deux administrateurs, ou par la signature ou les signatures de toute autre personne(s) à qui des pouvoirs auront été spécialement délégués à cet effet par le conseil.

Titre V. Comptabilité - Distributions

Art. 17. Les opérations de la société, comprenant notamment la tenue de sa comptabilité, les questions fiscales et l'établissement de toutes déclarations prévues par la loi luxembourgeoise, seront surveillées par un ou plusieurs réviseur (s) d'entreprises agréé(s) qui peut(peuvent) démontrer de l'expérience professionnelle requise et qui accomplira(ront) à tout moment les missions prescrites par la loi de 2010. Le réviseur d'entreprises agréé sera élu par l'assemblée générale annuelle des actionnaires pour une période prenant fin le jour de la prochaine assemblée générale des actionnaires et jusqu'à l'élection de son successeur. Le réviseur d'entreprises agréé restera en fonction jusqu'à sa réélection ou l'élection de son successeur.

Le réviseur d'entreprises agréé en fonction pourra être révoqué à tout moment, avec ou sans motif, par l'assemblée des actionnaires. Tout changement concernant le réviseur d'entreprises agréé sera soumis à l'approbation préalable de la CSSF.

Art. 18. L'exercice social commencera le premier jour de janvier de chaque année et se terminera le 31 décembre de la même année.

Art. 19. Il sera prélevé sur le bénéfice net annuel de la société cinq pour cent (5 %) qui seront affectés à la réserve prévue par la loi. Ce prélèvement cessera d'être obligatoire lorsque la réserve aura atteint dix pour cent (10 %) du capital social de la société tel qu'il est prévu à l'article cinq (5) des statuts ou tel que celui-ci aura été augmenté ou réduit ainsi qu'il est dit à l'article six (6) ci-avant.

L'assemblée générale des actionnaires décidera de l'usage à faire du solde du bénéfice net annuel et décidera seule de la répartition des dividendes quand elle le jugera souverainement conforme à l'objet et à la politique de la société. Moyennant le respect des conditions prévues par la loi, le conseil peut décider le paiement d'un dividende intérimaire. Le conseil détermine le montant et la date de paiement d'un tel dividende intérimaire.

Le conseil déterminera souverainement le taux de change applicable à la conversion des dividendes en leur devise de paiement.

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Titre VI. Dissolution - liquidation

Art. 20. En cas de dissolution de la société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales), et qui seront nommés par l'assemblée générale des actionnaires qui déterminera leurs pouvoirs et leur rémunération.

En cas de liquidation volontaire de la société, le (les) liquidateur(s) devra(vront) être approuvé(s) par la CSSF, et le (les) liquidateur(s) devra(vront) produire des garanties d'honorabilité et de compétences professionnelles.

Titre VII. Modification des statuts

Art. 21. Les présents statuts pourront être modifiés de temps à l'autre par une assemblée générale des actionnaires soumise aux conditions de quorum et de vote requises par la loi luxembourgeoise.

Titre VIII. Loi applicable

Art. 22. Pour toutes les matières qui ne sont pas régies par les présents statuts, les parties se réfèrent aux dispositions de la loi du 10 août 1915 sur les sociétés commerciales, et si applicables, de la Loi de 2007, de la Loi de 2010 et de la Loi de 2013, et des lois modificatives.»

Évaluation des frais

Les frais, dépenses, honoraires et charges de toute nature payable par la Société en raison du présente acte sont évalués à mille quatre cent cinquante euros (EUR 1.450,-).

Dont acte, fait et passé à Munsbach, date en tête des présentes.

Le notaire instrumentant, qui connaît la langue anglaise, déclare par la présente qu'à la demande de la comparante ci avant, le présent acte est rédigé en langue anglaise suivi d'une version française; à la demande de la même comparante, et en cas de divergences entre le texte anglais et le texte français, la version anglaise prévaudra.

Lecture du présent acte faite et interprétation donnée à la comparante connue du notaire instrumentaire par son nom, prénom usuel, état et demeure, elle a signé avec Nous notaire le présent acte.

Signé: Christine Tchen, Paul Bettingen.

Enregistré à Luxembourg, A.C.1, le 07 avril 2016 1LAC / 2016 / 11322. Reçu 75.-€

Le Receveur (signé): Paul Molling.

- Pour copie conforme - délivrée à la société aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 12 avril 2016.

Référence de publication: 2016091404/574.

(160060675) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 avril 2016.

Torex Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: MXN 28.681.749,00.

Siège social: L-1253 Luxembourg, 2A, rue Nicolas Bové.

R.C.S. Luxembourg B 180.614.

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

Before Me Henri Hellinckx notary residing in Luxembourg, Grand Duchy of Luxembourg,

was held

an extraordinary general meeting (the Meeting) of the shareholders of Torex Luxembourg S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 2a, rue Nicolas Bové, L-1253 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 180.614 and having a share capital of twenty-eight million six hundred seventy-three thousand two hundred forty-two Mexican Pesos (MXN 28,673,242) (the Company). The Company has been incorporated by a deed of Me Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, on September 30, 2013, published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the Memorial), on November 12, 2013 under number 2834. The articles of association of the Company (the Articles) have been amended for the last time pursuant to a deed of Me Henri Hellinckx, notary residing in Luxembourg, on May 19, 2015, published in the Memorial, on August 7, 2015 under number 2012.

There appeared:

Torex Gold Resources Inc., a company incorporated and organised under the laws of Province of Ontario, having its registered office at 130, King St. West, Suite 740 Toronto, Canada M5X 2A2, registered with the laws of Province of Ontario under number 001818532 and the Ontario Security Commission (the Sole Shareholder),

here represented by Régis Galiotto, notary's clerk, residing professionally in Luxembourg, by virtue of a proxy given under private seal.

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

The Sole Shareholder has requested the undersigned notary to record the following:

I. that the Sole Shareholder holds all the shares in the share capital of the Company.

II. that the agenda of the Meeting is worded as follows:

1) Increase of the share capital of the Company by an amount of eight thousand five hundred seven Mexican Pesos (MXN 8,507.-);

2) Subscription for and full payment of the share capital increase specified in item 1. above, by the Sole Shareholder by way of a contribution in cash;

3) Amendment of article 5.1 of the Articles to reflect the increase in the share capital of the Company;

4) Amendment to the shareholders' register of the Company to record the share capital increase with power and authority given to any manager and any employee of the Company, each acting individually to attend to the updating of the register and the recording of the capital increase; and

5) Miscellaneous.

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

First resolution

The Sole Shareholder resolves to increase the share capital of the Company by an amount of eight thousand five hundred seven Mexican Pesos (MXN 8,507.-) in order to bring the share capital of the Company from its present amount of twenty-eight million six hundred seventy-three thousand two hundred forty-two Mexican Pesos (MXN 28,673,242) represented by:

(i) five hundred twenty-three thousand six hundred twenty-eight (523,628) ordinary shares, having a nominal value of one Mexican Peso (MXN 1.-) each, all subscribed and fully paid up; and

(ii) twenty eight million one hundred forty-nine thousand six hundred fourteen (28,149,614) mandatory redeemable preferred shares (MRPS) with a nominal value of one Mexican Peso (MXN 1.-) each, all subscribed and fully paid up,

to twenty eight million six hundred eighty-one thousand seven hundred forty-nine Mexican Pesos (MXN 28,681,749.-) by the issuance of:

(i) eighty-five (85) ordinary shares, having a nominal value of one Mexican Peso (MXN 1.-) each; and

(ii) eight thousand four hundred twenty-two (8,422) MRPS with a nominal value of one Mexican Peso (MXN 1.-) each,

the newly issued shares having the same rights and obligations as the already existing shares.

Second resolution

The Sole Shareholder, prenamed and represented as stated above, declares that it subscribes for:

a. eighty-five (85) ordinary shares, having a nominal value of one Mexican Peso (MXN 1.-) each; and

b. eight thousand four hundred twenty-two (8,422) MRPS with a nominal value of one Mexican Peso (MXN 1.-) each,

and fully pays them up by way of a contribution in cash in an aggregate amount of fifty thousand United States dollars (USD 50,000.-) being the United States dollars equivalent of eight hundred fifty thousand eight hundred Mexican Pesos (MXN 850,800.-) at the exchange rate of USD 1.- = MXN 17.0160 as published by the Bank of Mexico as at 10 December 2015 (the Contribution), which shall be allocated as follows:

(i) eighty-five Mexican Pesos (MXN 85.-) to the ordinary shares share capital account of the Company;

(ii) eight thousand four hundred twenty-three Mexican Pesos (MXN 8,423.-) to the ordinary shares share premium account of the Company;

(iii) eight thousand four hundred twenty-two Mexican Pesos (MXN 8,422.-) to the MRPS share capital account of the Company; and

(iv) eight hundred thirty-three thousand eight hundred seventy Mexican Pesos (MXN 833,870.-) to the MRPS share premium account of the Company.

The Contribution is at the disposal of the Company, evidence of which has been duly produced to the undersigned notary in the form of a blocking certificate which has been expressly acknowledged by him.

Third resolution

The Sole Shareholder resolves to amend article 5.1 of the articles of association which shall henceforth read as follows:

" **5.1.** The share capital of the Company amounts to twenty eight million six hundred eighty-one thousand seven hundred forty-nine Mexican Pesos (MXN 28,681,749.-) and is represented by:

(i) five hundred twenty-three thousand seven hundred thirteen (523,713) ordinary shares, (Ordinary Shares), having a nominal value of one Mexican Peso (MXN 1.-) each, all subscribed and fully paid up; and

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(ii) twenty-eight million one hundred fifty-eight thousand thirty-six (28,158,036) mandatory redeemable preferred shares with a nominal value of one Mexican Peso (MXN 1.-) each, all subscribed and fully paid up, which are redeemable in accordance with these Articles (the MRPS, and together with the Ordinary Shares, the Shares)".

Fourth resolution

The Sole Shareholder resolves to amend the shareholders' register of the Company to record the share capital increase as detailed in the above resolutions with power and authority given to any manager of the Company and to any employee of the Company each acting individually to attend to the updating of the register and the recording of the capital increase.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately one thousand five hundred Euros (1,500.- EUR).

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

At the request of the same appearing party, in case of discrepancies between the English and the French texts, the English version will be prevailing.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille quinze, le dixième jour de décembre,

Pardevant Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

s'est tenue

une assemblée générale extraordinaire (l'Assemblée) des associés de Torex Luxembourg S.à r.l., une société à responsabilité limitée de droit luxembourgeois, dont le siège social est établi au 2a, rue Nicolas Bové, L-1253 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 180.614 et disposant d'un capital social s'élevant à vingt-huit millions six cent soixante-et-un mille neuf cent deux pesos mexicains (MXN 28.661.902) (la Société). La Société a été constituée suivant un acte de Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, le 30 septembre 2013, publié au Mémorial C, Recueil des Sociétés et Associations (le Mémorial) N°2834 le 12 novembre 2013. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois suivant un acte de Maître Henri Hellinckx, notaire de résidence à Luxembourg le 5 mars 2015, publié au Mémorial N°1172 le 6 mai 2015.

A comparu:

Torex Gold Resources Inc., une société constituée selon et régie par les lois de la province d'Ontario, dont le siège social est établi au 130 King St. West, Suite 740 Toronto, Canada M5X 2A2, immatriculée selon les lois de la province d'Ontario sous le numéro 001818532 auprès de l'Ontario Security Commission, (l'Associé Unique),

ici représenté par Régis Galiotto, clerc de notaire, de résidence professionnelle à Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, après avoir été signée ne varietur par le mandataire agissant pour le compte de l'Associé Unique et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui auprès des autorités d'enregistrement.

L'Associé Unique a requis le notaire instrumentant d'acter ce qui suit:

I. que l'Associé Unique détient toutes les parts sociales dans le capital social de la Société.

II. que l'ordre du jour de l'Assemblée est libellé comme suit:

1) Augmentation du capital social de la Société d'un montant de huit mille cinq cent sept pesos mexicains (MXN 8.507,-);

2) Souscription à et libération intégrale de l'augmentation de capital social, mentionnée au point 1. ci-dessus, par l'Associé Unique par un apport en numéraire;

3) Modification de l'article 5.1 des Statuts afin d'y refléter l'augmentation du capital social de la Société;

4) Modification du registre des associés de la Société afin d'enregistrer l'augmentation du capital social, avec pouvoir et autorité donnés à tout gérant et à tout employé de la Société, chacun agissant individuellement, afin de mettre à jour le registre et d'inscrire de l'augmentation de capital social; et

5) Divers.

III. que l'Associé Unique a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société d'un montant de huit mille cinq cent sept pesos mexicains (MXN 8.507.-) afin de porter le capital social de la Société de son montant actuel de vingt-huit millions six cent soixante-treize mille deux cent quarante-deux pesos mexicains (MXN 28.673.242,-) représenté par:

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(i) cinq cent vingt-trois mille six cent vingt-huit (523.628) parts sociales ordinaires ayant une valeur nominale d'un peso mexicain (MXN 1.-) chacune, toutes souscrites et entièrement libérées; et

(ii) vingt-huit millions cent quarante-neuf mille six cent quatorze (28.149.614) parts sociales préférentielles obligatoirement rachetables (PSPOR) ayant une valeur nominale d'un peso mexicain (MXN 1.-) chacune, toutes souscrites et entièrement libérées,

à vingt-huit millions six cent quatre-vingt-un mille sept cent quarante-neuf pesos mexicains (MXN 28.681.749,-) par l'émission de:

(i) quatre-vingt-cinq (85) parts sociales ordinaires, d'une valeur nominale d'un peso mexicain (MXN 1,-) chacune; et

(ii) huit mille quatre cent vingt-deux (8.422) PSPOR d'une valeur nominale d'un peso mexicain (MXN 1,-) chacune,

les parts sociales nouvellement émises ont les mêmes droits et obligations que les parts sociales existantes.

Deuxième résolution

L'Associé Unique, précité et représenté comme indiqué ci-dessus, déclare souscrire à:

(a) quatre-vingt-cinq (85) parts sociales ordinaires, d'une valeur nominale d'un peso mexicain (MXN 1,-) chacune, et

(b) huit mille quatre cent vingt-deux (8.422) PSPOR d'une valeur nominale d'un peso mexicain (MXN 1,-) chacune,

et les libère intégralement par un apport en numéraire d'un montant total de cinquante mille dollars américains (USD 50.000,-), soit l'équivalent en dollars américains de huit cent cinquante mille huit cent pesos mexicains (MXN 850.800,-) au taux de change USD 1 = MXN 17,0160 publié par de la Banque du Mexique le 10 décembre 2015 (l'Apport) qui sera affecté comme suit:

(i) quatre-vingt-cinq pesos mexicains (MXN 85,-) au compte de capital social de la Société lié aux parts sociales ordinaires;

(ii) huit mille quatre cent vingt-trois pesos mexicains (MXN 8.423,-) au compte de prime d'émission de la Société lié aux parts sociales ordinaires;

(iii) huit mille quatre cent vingt-deux pesos mexicains (MXN 8.422,-) au compte de capital social de la Société lié aux PSPOR; et

(iv) huit cent trente-trois mille huit cent soixante-dix pesos mexicains (MXN 833.870,-) au compte de prime d'émission de la Société lié aux PSPOR.

L'Apport est à la disposition de la Société dont la preuve a été produite au notaire instrumentant sous la forme d'un certificat de blocage que le notaire instrumentant reconnaît expressément.

Troisième résolution

L'Associé Unique décide de modifier l'article 5.1 des statuts qui aura désormais la teneur suivante:

« **5.1.** Le capital social de la Société s'élève à vingt-huit millions six cent quatre-vingt-un mille sept cent quarante-neuf pesos mexicains (MXN 28.681.749,-) et est représenté par:

(i) cinq cent vingt-trois mille sept cent treize (523.713) parts sociales ordinaires (les Parts Ordinaires), ayant une valeur nominale d'un peso mexicain (MXN 1,-) chacune, toutes souscrites et entièrement libérées; et

(ii) vingt-huit millions cent cinquante-huit mille trente-six (28.158.036) parts sociales préférentielles obligatoirement rachetables, ayant une valeur nominale d'un peso mexicain (MXN 1,-) chacune, toutes souscrites et entièrement libérées, rachetables conformément aux présents Statuts (les PSPOR et avec les Parts Ordinaires, les Parts).»

Quatrième résolution

L'Associé Unique décide de modifier le registre des associés de la Société afin d'enregistrer l'augmentation de capital social mentionnée dans les résolutions ci-dessus et donne pouvoir et autorise tout gérant de la Société et tout employé de la Société, chacun agissant individuellement, à mettre à jour le registre et à inscrire l'augmentation de capital social.

Estimation des frais

Les dépenses, frais, honoraires ou charges, sous quelque forme que ce soit, qui incomberont à la Société en raison du présent acte s'élèvent approximativement à mille cinq cents Euros (EUR 1.500.-).

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la demande de la partie comparante ci-dessus, le présent acte est rédigé en anglais, suivi d'une version française.

A la demande de la même partie comparante, en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

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

Le document ayant été lu au mandataire de la partie comparante, il a signé avec nous, le notaire, le présent acte original.

Signé: R. GALIOTTO et H. HELLINCKX.

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Enregistré à Luxembourg A.C.1, le 18 décembre 2015. Relation: 1LAC/2015/40647. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 2 mars 2016.

Référence de publication: 2016074407/189.

(160038399) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 mars 2016.

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

Capital social: MXN 80.456.062,00.

Siège social: L-1253 Luxembourg, 2A, rue Nicolas Bové.

R.C.S. Luxembourg B 180.691.

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

Before Me Henri Hellinckx notary residing in Luxembourg, Grand Duchy of Luxembourg,

was held

an extraordinary general meeting (the Meeting) of the shareholders of Groth Holding S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 2a, rue Nicolas Bové, L-1253 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 180.691 and having a share capital of seventy-nine million seven hundred ninety-five thousand seven hundred fourteen Mexican Pesos (MXN 79,795,714) (the Company). The Company has been incorporated by a deed of Me Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, on October 1, 2013, published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the Memorial), on November 14, 2013 under number 2856. The articles of association of the Company (the Articles) have been amended for the last time pursuant to a deed of Me Carlo Wersandt, notary residing in Luxembourg, acting in replacement of Me Henri Hellinckx on May 28, 2015, published in the Memorial on August 14, 2015 under number 2086.

There appeared:

Caymus Holding S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 2a, rue Nicolas Bové, L-1253 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 180.704 and having a share capital of MXN 80,588,179.- (the Sole Shareholder),

here represented by Régis Galiotto, notary's clerk, residing professionally in Luxembourg, by virtue of a proxy given under private seal.

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

The Sole Shareholder has requested the undersigned notary to record the following:

I. that the Sole Shareholder holds all the shares in the share capital of the Company.

II. that the agenda of the Meeting is worded as follows:

1) Increase of the share capital of the Company by an amount of six hundred sixty thousand three hundred forty-eight Mexican Pesos (MXN 660,348.-);

2) Subscription for and full payment of the share capital increase specified in item 1. above, by the Sole Shareholder by way of a contribution in cash;

3) Amendment of article 5.1 of the Articles to reflect the increase in the share capital of the Company;

4) Amendment to the shareholder register of the Company to record the share capital increase with power and authority given to any manager and any employee of the Company, each acting individually to attend to the updating of the register and the recording of the capital increase; and

5) Miscellaneous.

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

First resolution

The Sole Shareholder resolves to increase the share capital of the Company by an amount of six hundred sixty thousand three hundred forty-eight Mexican Pesos (MXN 660,348.-) in order to bring the share capital of the Company from its present amount of seventy-nine million seven hundred ninety-five thousand seven hundred fourteen Mexican Pesos (MXN 79,795,714) represented by seventy-nine million seven hundred ninety-five thousand seven hundred fourteen (79,795,714) shares with a par value of one Mexican Peso (MXN 1.-) each, to eighty million four hundred fifty-six thousand sixty-two Mexican Pesos (MXN 80,456,062.-) represented by eighty million four hundred fifty-six thousand sixty-two (80,456,062)

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shares with a par value of one Mexican Peso (MXN 1.-) each, having the same rights and obligations as the already existing shares.

Subscription - Payment

The Sole Shareholder, prenamed and represented as stated above, declares that it subscribes for six hundred sixty thousand three hundred forty-eight (660,348) new shares of the Company in registered form, having a nominal value of one Mexican Peso (MXN 1.-) each, and fully pays them up by way of a contribution in cash of three million eight hundred thousand United States dollars (USD 3,800,000.-) being the United States dollars equivalent of sixty-six million thirty-four thousand eight hundred eighty Mexican Pesos (MXN 66,034,880.-) at the exchange rate of USD 1.- = MXN 17.3776- as published by the Bank of Mexico as at 15 December 2015 (the Contribution), which shall be allocated as follows:

(i) an amount of six hundred sixty thousand three hundred forty-eight Mexican Pesos (MXN 660,348.-) to the ordinary shares share capital account of the Company; and

(ii) an amount of sixty-five million three hundred seventy-four thousand five hundred thirty-two Mexican Pesos (MXN 65,374,532.-) to the ordinary shares share premium account of the Company.

The Contribution is at the disposal of the Company, evidence of which has been duly produced to the undersigned notary in the form of a blocking certificate which has been expressly acknowledged by him.

Second resolution

The Sole Shareholder resolves to amend article 5.1 of the Articles which shall henceforth read as follows:

" **5.1.** The share capital is set at eighty million four hundred fifty-six thousand sixty-two Mexican Pesos (MXN 80,456,062.-) represented by eighty million four hundred fifty-six thousand sixty-two (80,456,062) shares with a par value of one Mexican Peso (MXN 1.-) each, all subscribed and fully paid up".

Third resolution

The Sole Shareholder resolves to amend the shareholder register of the Company to record the share capital increase as detailed in the above resolutions and authorize any manager and/or any employee of the Company, each acting individually, with full power of substitution, to proceed on behalf of the Company with the registration of the share capital increase in the register of shareholders of the Company.

Estimate of costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately three thousand three hundred Euros (3,300.- EUR).

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

At the request of the same appearing party, in case of discrepancies between the English and the French texts, the English version will be prevailing.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille quinze, le quinzième jour de décembre,

Pardevant Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

s'est tenue

une assemblée générale extraordinaire (l'Assemblée) des associés de Groth Holding S.à r.l., une société à responsabilité limitée de droit luxembourgeois, dont le siège social est établi au 2a, rue Nicolas Bové, L-1253 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 180.691 et disposant d'un capital social s'élevant à soixante-dix-neuf millions sept cent quatre-vingt-quinze mille sept cent quatorze pesos mexicains (MXN 79.795.714) (la Société). La Société a été constituée suivant un acte de Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, le 1 er octobre 2013, publié au Mémorial C, Recueil des Sociétés et Associations (le Mémorial) le 14 novembre 2013 numéro 2856. Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois suivant un acte de Maître Carlo Wersandt, notaire de résidence à Luxembourg, agissant en remplacement de Maître Henri Hellinckx, le 28 mai 2015, publié au Mémorial le 14 août 2015 numéro 2086.

A comparu:

Caymus Holding S.à r.l., une société à responsabilité limitée de droit luxembourgeois, dont le siège social est établi au 2a, rue Nicolas Bové, L-1253 Luxembourg, Grand-Duché de Luxembourg et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 180.704 et disposant d'un capital social de MXN 80.588.179,- (l'Associé Unique),

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ici représenté par Régis Galiotto, clerc de notaire, de résidence professionnelle à Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, après avoir été signée ne varietur par le mandataire agissant pour le compte de l'Associé Unique et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui auprès des autorités d'enregistrement.

L'Associé Unique a requis le notaire instrumentant d'acter ce qui suit:

I. que l'Associé Unique détient toutes les parts sociales dans le capital social de la Société.

II. que l'ordre du jour de l'Assemblée est libellé comme suit:

1. Augmentation du capital social de la Société d'un montant de six cent soixante-mille trois cent quarante-huit pesos mexicains (MXN 660.348,-);

2. Souscription à et libération intégrale de l'augmentation de capital social, mentionnée au point 1. ci-dessus, par l'Associé Unique par un apport en numéraire;

3. Modification de l'article 5.1 des Statuts afin d'y refléter l'augmentation du capital social de la Société;

4. Modification du registre des associés de la Société afin d'enregistrer l'augmentation du capital social, avec pouvoir et autorité donnés à tout gérant et à tout employé de la Société, chacun agissant individuellement, afin de mettre à jour le registre et d'inscrire de l'augmentation de capital social; et

5. Divers.

III. que l'Associé Unique a pris les résolutions suivantes:

Première résolution

L'Associé Unique décide d'augmenter le capital social de la Société d'un montant de six cent soixante-mille trois cent quarante-huit pesos mexicains (MXN 660.348,-) afin de porter le capital social de la Société de son montant actuel de soixante-dix-neuf millions sept cent quatre-vingt-quinze mille sept cent quatorze pesos mexicains (MXN 79.795.714) représenté par soixante-dix-neuf millions sept cent quatre-vingt-quinze mille sept cent quatorze (79.795.714) parts sociales ayant une valeur nominale de un peso mexicain (MXN 1,-) chacune, à quatre-vingt millions quatre cent cinquante-six mille soixante-deux pesos mexicains (MXN 80.456.062,-) représenté par quatre-vingt millions quatre cent cinquante-six mille soixante-deux (80.456.062) parts sociales ayant une valeur nominale de un peso mexicain (MXN 1,-) chacune, ayant les mêmes droits et obligations que les parts sociales existantes.

Souscription - Libération

L'Associé Unique, précité et représenté comme indiqué ci-dessus, déclare souscrire à six cent soixante-mille trois cent quarante-huit (660.348) nouvelles parts sociales de la Société sous forme nominative, d'une valeur nominale de un peso mexicain (MXN 1,-) chacune, et les libérer intégralement par un apport en numéraire de trois millions huit cent mille dollars américains (USD 3.800.000,-), soit l'équivalent en dollars américains de soixante-six millions trente-quatre mille huit cent quatre-vingt pesos mexicains (MXN 66.034.880,-) au taux de change USD 1,- MXN 17,3776 tel que publié par la Banque du Mexique le 15 décembre 2015 (l'Apport) qui sera affecté comme suit:

(i) un montant de six cent soixante-mille trois cent quarante-huit pesos mexicains (MXN 660.348,-) au compte de capital social de la Société lié aux parts sociales ordinaires; et

(ii) un montant de soixante-cinq millions trois cent soixante-quatorze mille cinq cent trente-deux pesos mexicains (MXN 65.374.532,-) au compte de prime d'émission de la Société lié aux parts sociales ordinaires.

L'Apport est à la disposition de la Société dont la preuve a été produite au notaire instrumentant sous la forme d'un certificat de blocage que le notaire instrumentant reconnaît expressément.

Seconde résolution

L'Associé Unique décide de modifier l'article 5.1 des statuts qui aura désormais la teneur suivante:

« **5.1.** Le capital social de la Société s'élève à quatre-vingt millions quatre cent cinquante-six mille soixante-deux pesos mexicains (MXN 80.456.062,-) représenté par quatre-vingt millions quatre cent cinquante-six mille soixante-deux (80.456.062) parts sociales ayant une valeur nominale de un peso mexicain (MXN 1,-) chacune, toutes souscrites et intégralement libérées.»

Troisième résolution

L'Associé Unique décide de modifier le registre des associés de la Société afin d'enregistrer l'augmentation de capital social telle que détaillée dans les résolutions ci-dessus et autorise tout gérant et/ou employé de la Société, chacun agissant individuellement, ave plein pouvoir de substitution, de procéder pour le compte de la Société à l'inscription de l'augmentation de capital social dans le registre des associés de la Société.

Estimation des frais

Les dépenses, frais, honoraires ou charges, sous quelque forme que ce soit, qui incomberont à la Société en raison du présent acte s'élèvent approximativement à trois mille trois cents Euros (EUR 3.300.-).

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Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la demande de la partie comparante ci-dessus, le présent acte est rédigé en anglais, suivi d'une version française.

A la demande de la même partie comparante, en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

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

Le document ayant été lu au mandataire de la partie comparante, il a signé avec nous, le notaire, le présent acte original.

Signé: R. GALIOTTO et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 23 décembre 2015. Relation: 1LAC/2015/41394. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 8 mars 2016.

Référence de publication: 2016077196/168.

(160042433) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 mars 2016.

MCF SICAV UCITS FUND, Société d'Investissement à Capital Variable,

(anc. MCF SICAV S.A.).

Siège social: L-1118 Luxembourg, 11, rue Aldringen.

R.C.S. Luxembourg B 183.104.

In the year two thousand sixteen, on the thirtieth of March.

Before us Maître Henri HELLINCKX, notary residing in Luxembourg.

Was held

an extraordinary general meeting of the shareholders of MCF SICAV, a company in the form of a public limited liability company (société anonyme), qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé, with registered office at 11, rue Aldringen, L-1118 Luxembourg, duly registered with the Luxembourg Trade Register under section B number 183.104, incorporated by a deed of the undersigned notary, on December 18, 2013, published in the Mémorial, Recueil des Sociétés et Associations C 106 of January 13, 2014. The articles of incorporation have been modified by a deed of the undersigned notary, on February 15, 2016, not yet published in the Mémorial, Recueil des Sociétés et Associations C.

The meeting is opened at 2.00 p.m., Mrs. Arlette Siebenaler, private employee, residing professionally in Luxembourg is elected chairman of the meeting.

Mrs. Arlette Siebenaler, private employee, residing professionally in Luxembourg is appointed scrutineer.

The chairman and the scrutineer agreed that Mrs. Solange Wolter, private employee, residing professionally in Luxembourg, is appointed to assume the role of secretary.

The chairman then declared and requested the notary to declare the following:

I.- That the present extraordinary general meeting has been convened by notices containing the agenda sent by registered mail to all the shareholders on March 18, 2016.

II.- The shareholders present or represented and the number of shares held by each of them are shown on an attendance list, signed by the chairman, the secretary, the scrutineer and the undersigned notary. The said list as well as the proxies of the shareholders and the proxy of the board of directors will be annexed to this document to be filed with the registration authorities.

III.- It appears from the attendance list, that out of 32,530.184 shares in circulation, 29,462 shares are present or represented at the present extraordinary general meeting, so that the meeting could validly decide on all the items of the agenda.

IV.- That the agenda of the meeting is the following:

Agenda

1. To change the name of the Company and to amend article 1 of its articles of association as follows:

"There exists among the existing shareholders and those who may become owners of shares in the future, a company in the form of a public limited liability company ("société anonyme") under the name of "MCF SICAV UCITS FUND" (hereinafter the "Company")."

2. To change the date annual general meeting of the shareholders of the Company to the last Tuesday of April at 11:00 a.m. of each year and to amend article 27 paragraph 2 (General Meetings), first sentence, of the articles of association of the Company accordingly:

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"The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Tuesday of April at 11.00 a.m. (Luxembourg time)."

For the avoidance of doubt, the remainder of article 27 will not amended.

After the foregoing was approved by the meeting, the meeting unanimously took the following resolutions:

First resolution

As the modification of the name's Company recorded on February 15, 2016 was rejected by the Trade Register, the general meeting decides to change, with effect to February 15, 2016, the name of the Company into MCF SICAV UCITS FUND and to amend article 1 of the Articles of Incorporation to read as follows:

"There exists among the existing shareholders and those who may become owners of shares in the future, a company in the form of a public limited liability company ("société anonyme") under the name of "MCF SICAV UCITS FUND" (hereinafter the Company)."

Second resolution

The general meeting decides to change the date annual general meeting of the shareholders of the Company to the last Tuesday of April at 11:00 a.m. of each year and to amend article 27 paragraph 2 (General Meetings), first sentence, of the articles of association of the Company accordingly:

"The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Tuesday of April at 11.00 a.m. (Luxembourg time)."

For the avoidance of doubt, the remainder of article 27 will not amended.

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

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing party, the present deed is worded in English.

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

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

Signé: S. WOLTER, A. SIEBENALER et H. HELLINCKX.

Enregistré à Luxembourg A.C.1, le 4 avril 2016. Relation: 1LAC/2016/10832. Reçu soixante-quinze euros (75.- EUR)

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 8 avril 2016.

Référence de publication: 2016090251/71.

(160059105) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2016.

JBS Beaufort Holding S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.008,00.

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

R.C.S. Luxembourg B 202.209.

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

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

There appeared:

JBS Aspelt S.à r.l., a private limited liability company (société à responsabilité limitée) established and existing in the Grand-Duchy of Luxembourg, with registered office at 6, rue Jean Monnet, L-2180 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 202.149,

here duly represented by Mrs. Sofia Afonso Da Chao Conde, private employee, residing professionally at 13, route de Luxembourg, L-4761 Pétange, Grand-Duchy of Luxembourg, by virtue of a proxy given under private seal.

The said proxy, initialled "ne varietur" by the appearing party and the undersigned notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party representing the whole corporate capital requests the notary to act that:

I. The appearing party is the sole member of the private limited liability company (société à responsabilité limitée) established and existing in the Grand-Duchy of Luxembourg under the name JBS Beaufort Holding S.à r.l. (the "Company"), with registered office at 6, rue Jean Monnet, L-2180 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 202.209, established pursuant to a deed of Maître Jacques Kesseler, notary residing in Pétange, dated 9 December 2015.

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II. The Company's corporate capital is set at twenty thousand four United States Dollars (USD 20,004) represented by twenty thousand two (20,002) ordinary corporate units in registered form and two (2) mandatory redeemable preferred corporate units (the “MRPS”), having a par value of one United States Dollar (USD 1) each, all subscribed and fully paid-up.

First resolution

The sole member resolves to increase the Company's corporate capital to the extent of four United States Dollars (USD 4), to raise it from its present amount of twenty thousand four United States Dollars (USD 20,004) to twenty thousand eight United States Dollars (USD 20,008) by the creation and issuance of (i) two (2) ordinary corporate units (the “New Ordinary Corporate Units”) with a par value of one United States Dollar (USD 1) each and vested with the same rights and obligations as the existing ordinary corporate units and (ii) two (2) mandatory redeemable preferred corporate units (the “New MRPS”), with a par value of one United States Dollar (USD 1) each and vested with the rights and obligations as the existing MRPS.

Subscription - Payment

JBS Aspelt S.à r.l., prenamed, declares to subscribe for the two (2) New Corporate Units and for the two (2) New MRPS, for a total subscription price of three hundred fifty-seven million United States Dollars (USD 357,000,000) -including a share premium of one hundred seventy eight million four hundred ninety nine thousand nine hundred ninety eight United States Dollars (USD 178,499,998) on the New Ordinary Corporate Units and a share premium on the MRPS of one hundred seventy eight million four hundred ninety nine thousand nine hundred ninety eight United States Dollars (USD 178,499,998) (the “Subscription Price”) and to fully pay them by a contribution in kind consisting of one thousand (1,000) units, having a nominal value of one United States Dollar (USD 1) each, representing in aggregate 100% of the units in GRAPCO US Finco 2, LLC, a limited liability company, with registered office at 2711 Centerville Road, Suite 400, County of New Castle, Wilmington, Delaware 19808 (United-States of America), registered with the Secretary of State of the State of Delaware under file number 5907440, and contributed for a total amount of three hundred fifty-seven million United States Dollars (USD 357,000,000) (the “Contributed Shares”).

Evidence of the contribution's existence and value

Proof of the existence and value of the contribution in kind has been given by a statement of contribution value established by the managers of the Company, attesting the value of the Contributed Shares and a statement of transferability established by the managers of GRAPCO US Finco 2, LLC, attesting their free transferability.

Effective implementation of the contribution

JBS Aspelt S.à r.l., prenamed, by its representative, declares that:

- it is the sole unrestricted owner of the Contributed Shares and possesses the power to dispose of them, they being legally and conventionally freely transferable;

- the contribution of such Contributed Shares is effective as from 18 December 2015, without qualification;

- all further formalities are in course in the jurisdiction of the location of the Contributed Shares, in order to duly carry out and formalize the transfer and to render it effective anywhere and toward any third party.

Second resolution

Further to the above resolutions, the sole member resolves to amend the first paragraph of article 5 of the Company's articles of association, which shall henceforth read as follows:

“ **5.1.** The corporate capital is set at twenty thousand eight United States Dollars (USD 20,008) represented by twenty thousand four (20,004) ordinary corporate units and four (4) mandatory redeemable preferred corporate units (the “MRPS”), all in registered form, having a par value of one United States Dollar (USD 1) each, all subscribed and fully paid-up.”

The other paragraphs of article 5 of the Company’s articles of association remain unchanged.

Declaration

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

WHEREOF, the present deed was drawn up in Pétange, on the date first written above.

The document having been read to the proxyholder of the person appearing, who is known to the notary by his Surname, name, civil status and residence, he signed together with us, the notary, the present original deed.

Suit la traduction en langue française du texte qui précède:

L'an deux mille quinze, le dix-huitième jour du mois de décembre.

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

A COMPARU:

SERVICE CENTRAL DE LÉGISLATION
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JBS Aspelt S.à r.l., une société à responsabilité limitée constituée et existant au Grand-Duché de Luxembourg, ayant son siège social au 6, rue Jean Monnet, L-2180 Luxembourg, Grand-Duché de Luxembourg, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 202.149,

ici représentée par Mme Sofia Afonso Da Chao Conde, employée privée, demeurant au 13, route de Luxembourg, L-4761 Pétange, en vertu d'une procuration donnée sous seing privé.

Laquelle procuration, après avoir été signée ne varietur par le mandataire du comparant et le notaire instrumentaire, demeurera annexée aux présentes pour être enregistrée avec elles.

Le comparant, représenté par son mandataire, a requis le notaire instrumentaire d'acter que:

I. Le comparant est l'associé unique de la société à responsabilité limitée constituée et existant au Grand-Duché de Luxembourg sous la dénomination JBS Beaufort Holding S.à r.l. (ci-après, la «Société»), ayant son siège social au 6, rue Jean Monnet, L-2180 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 202.209, constituée par acte notarié de Maître Jacques Kesseler, notaire résidant à Pétange, en date du 9 décembre 2015.

II. Le capital social de la Société est fixé à vingt mille quatre dollars des Etats-Unis (20.004 USD) représenté par vingt mille deux (20.002) parts sociales ordinaires sous forme nominative et deux (2) parts sociales préférentielles obligatoirement rachetables (les «MRPS»), ayant une valeur nominale de un Dollar des Etats-Unis (1 USD) chacune, toutes souscrites et entièrement libérées.

Première résolution

L'associé unique décide d'augmenter le capital social de la Société à concurrence de quatre dollars des Etats-Unis (4 USD), pour le porter de son montant actuel de vingt mille quatre dollars des Etats-Unis (20.004 USD) à vingt mille huit dollars des Etats-Unis (20.008 USD) par la création et l'émission de deux (2) parts sociales ordinaires bénéficiant des mêmes droits et obligations que les parts sociales existantes (la «Nouvelle Part Ordinaire», et de deux (2) parts sociales préférentielles obligatoirement rachetables bénéficiant des droits et obligations que les MRPS existants (les «Nouveaux MRPS»), d'une valeur nominale d'un dollar des Etats-Unis (1 USD) chacune.

Souscription - Libération

JBS Aspelt S.à r.l., précitée, déclare souscrire les deux (2) Nouvelles Parts et les deux (2) Nouveaux MRPS et les libérer intégralement pour un montant de trois cent cinquante-sept millions de dollars des Etats- Unis (357.000.000 USD) - incluant une prime d'émission de cent soixante-quatorze millions quatre cent quatre-vingt-dix-neuf mille neuf cent quatre-vingt-dix-huit dollars des Etats-Unis (174.499.998 USD) et une prime d'émission sur les MRPS de cent soixante-quatorze millions quatre cent quatre-vingt-dix-neuf mille neuf cent quatre-vingt- dix-huit dollars des Etats-Unis (174.499.998 USD) - (le «Prix de Souscription») et de les libérer entièrement par un apport en nature consistant en mille (1.000) actions, d'une valeur nominale d'un dollar des Etats-Unis (1 USD), représentant ensemble 100% du capital de la société GRAPCO US Finco 2, LLC, une société à responsabilité limitée, ayant son siège social au 2711 Centerville Road, Suite 400, County of New Castle, Wilmington, Delaware 19808 (Etats-Unis), enregistrée au Secrétariat d'Etat de l'Etat du Delaware sous le numéro 5907440, et contribuée pour un montant de trois cent cinquante-sept millions de dollars des Etats-Unis (357.000.000 USD) (les «Actions Apportées»).

Preuve de l'existence et valeur de l'apport

Preuve de l'existence et de la valeur de cet apport en nature a été donnée par une déclaration de la valeur d'apport établie par les gérants de la Société, attestant de la valeur des Actions Apportées et par une déclaration de libre transférabilité établie par les gérants de GRAPCO US Finco 2, LLC, attestant de leur libre cessibilité.

Réalisation effective de l'apport

JBS Aspelt S.à r.l., précitée, par son mandataire, déclare que:

- elle est seule propriétaire sans restriction des Actions Apportées et possède les pouvoirs d'en disposer, celles-ci étant légalement et conventionnellement librement transmissibles;

- l'apport des Actions Apportées est effectivement réalisé sans réserve avec effet au 18 décembre 2015;

- toutes autres formalités sont en cours de réalisation dans la juridiction de situation des Actions Apportées, aux fins d'effectuer leur transfert et de le rendre effectif partout et vis-à-vis de tous tiers.

Seconde résolution

Suite aux résolutions ci-dessus, l'associé unique décide de modifier le premier paragraphe de l'article 5 des statuts de la Société qui doit se lire désormais comme suit:

« **5.1.** Le capital social est fixé à vingt mille huit dollars des Etats- Unis (20.008 USD représenté par vingt mille quatre (4) parts sociales ordinaires sous forme nominative et quatre (4) parts sociales préférentielles obligatoirement rachetables (les «MRPS»), ayant une valeur nominale de un Dollar des Etats-Unis (1 USD) chacune, toutes souscrites et entièrement libérées.»

Les autres paragraphes de l'article 5 des statuts de la Société demeurent inchangés.

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Déclaration

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

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

Lecture du présent acte ayant été faite à la partie comparante, connue du notaire par son nom, prénom, état civil et lieu de résidence, ladite partie signe ensemble avec, Nous, notaire, le présent acte.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 31 décembre 2015. Relation: EAC/2015/31518. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME

Référence de publication: 2016058088/143.

(160018094) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 janvier 2016.

Sireo Immobilienfonds No. 4 Paris S.à r.l., Société à responsabilité limitée.

Capital social: EUR 111.000,00.

Siège social: L-1246 Luxembourg, 4A, rue Albert Borschette.

R.C.S. Luxembourg B 108.873.

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DISSOLUTION

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

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

There appeared:

The sole shareholder of the Company, Sireo Immobilienfonds No. 4 SICAV-FIS, a public limited liability company ("société anonyme") qualifying as an investment company with variable capital - specialised investment fund ("société d'investissement à capital variable - fonds d'investissement spécialisé") incorporated under the laws of the Grand-Duchy of Luxembourg, having its registered office at 4A, rue Albert Borschette, L-1246 Luxembourg, Grand-Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register ("R.C.S. Luxembourg") under number B 100.893 (the "Sole Shareholder"),

here represented by Mrs. Sofia Afonso-Da Chao Conde, notary clerk, with professional address at 13, Route de Luxembourg, L-4761 Pétange, Grand-Duchy of Luxembourg, by virtue of a proxy.

Said proxy signed ne varietur by the proxy-holder of the appearing person and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing person, represented by its proxy-holder, has requested the notary to state as follows:

I. The appearing party is currently the sole shareholder of Sireo Immobilienfonds N°4 Paris S.à r.l., a Luxembourg private limited liability company ("société à responsabilité limitée"), having its registered office at 4A, rue Albert Borschette, L-1246 Luxembourg, Grand-Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register ("R.C.S. Luxembourg") under number B 108.873 (the "Company"), incorporated by a notarial deed of Maître Jean-Joseph Wagner, notary in Sanem, enacted on 24 June 2005, published in the Luxembourg State Gazette ("Memorial C, Recueil des Sociétés et Associations") (the "Mémorial") number 704 on 16 July 2005. The articles of association of the Company were lastly amended by a notarial deed of Maître Jean-Joseph Wagner, prenamed, enacted on 14 November 2011, published in the Mémorial number 103 on 13 January 2012.

II. The share capital of the Company currently amounts to EUR 111,000 (one hundred eleven thousand Euro) represented by 1,110 (one thousand one hundred ten) units, with a nominal value for each share of EUR 100 (one hundred Euro) each.

III. The appearing person, as Sole Shareholder, expressly declares to proceed with the dissolution of the Company with immediate effect.

IV. The appearing person, represented by its proxy-holder, as liquidator of the Company, declares that all known liabilities of the Company towards third parties have been settled and that provisions have been set up to cover the payments of (i) legal fees to be invoiced, (ii) bank fees, (iii) audit and tax consulting fees, (iv) Luxembourg Chamber of Commerce fees and (v) notary expenses in relation with the liquidation and (vi) taxes. The Sole Shareholder acknowledges that these provisions will be taken on by it together with any debt owed to affiliates of the Company, which the Sole Shareholder assumes.

V. The activity of the Company has ceased and all assets of the Company are transferred to the Sole Shareholder, who is personally liable for all liabilities and engagements of the Company, even those currently unknown; accordingly, the liquidation of the Company is considered to be done and closed.

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VI. The Sole Shareholder wholly and fully discharges the managers of the dissolved Company for the performance of their mandate as of today.

VII. The accounting books and documents of the dissolved Company will be kept during a period of five years at the former registered office of the Company in Luxembourg.

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

The undersigned notary who understands and speaks English states herewith that on request of the above appearing person, the present deed is worded in English followed by a French translation.

On request of the same appearing person and in case of divergence between the English and the French text, the English version will prevail.

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

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

Suit la traduction française du texte qui précède:

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

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

A comparu:

L'associé unique de la Société, Sireo Immobilienfonds No. 4 SICAV-FIS, une société anonyme qualifiée de société d'investissement à capital variable - fonds d'investissement spécialisé constituée selon les lois du Grand-Duché de Luxembourg, ayant son siège social sis au 4A, rue Albert Borschette, L-1246 Luxembourg, Grand-Duché de Luxembourg et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg ("R.C.S. Luxembourg") sous le numéro B 100.893 (l'"Associé Unique"),

ici dûment représentée par Mme Sofia Afonso-Da Chao Conde, clerc de notaire, demeurant professionnellement au 13, Route de Luxembourg, L-4761 Pétange, Grand-Duché de Luxembourg, en vertu d'une procuration.

Ladite procuration signée ne varietur par le mandataire de la personne comparante et le notaire instrumentaire, demeurera annexée aux présentes pour les besoins de l'enregistrement.

Cette personne comparante représentée par son mandataire a requis le notaire instrumentaire d'acter ce qui suit:

I. La partie comparante est actuellement l'associé unique de Sireo Immobilienfonds N°4 Paris S.à r.l., une société à responsabilité limitée luxembourgeoise ayant son siège social sis au 4A, rue Albert Borschette, L-1246 Luxembourg, Grand-Duché de Luxembourg, et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg ("R.C.S. Luxembourg") sous le numéro B 108.873 (la "Société"), constituée suivant acte reçu par Maître Jean-Joseph Wagner, notaire à Sanem, le 24 juin 2005, publié au Mémorial C, Recueil des Sociétés et Associations (le "Mémorial") numéro 704 le 16 juillet 2005. Les statuts de la Société ont été modifiés pour la dernière fois suivant acte reçu par Maître Jean-Joseph Wagner, prénommé, le 14 novembre 2011, publié au Mémorial numéro 103 le 13 janvier 2012.

II. Le capital social de la Société s'élève actuellement à 111.000 EUR (cent onze mille Euros) représenté par 1.110 (mille cent dix) parts sociales, d'une valeur nominale de 100 EUR (cent Euros) chacune.

III. La personne comparante, en qualité d'Associé Unique, déclare expressément procéder à la dissolution de la Société avec effet immédiat.

IV. La personne comparante, représentée par son mandataire, en sa qualité de liquidateur de la Société, déclare que le passif connu de la Société vis-à-vis des tiers est réglé et que des provisions ont été constituées pour assurer le règlement des (i) honoraires légaux, (ii) frais bancaires, (iii) frais d'audit et de conseil fiscaux, (iv) frais de la Chambre de Commerce de Luxembourg, (v) frais de notaire en relation avec la liquidation et (vi) taxes. L'Associé Unique reconnaît qu'il devra prendre en charge ces provisions ainsi que toute dette due à des filiales de la Société.

V. L'activité de la Société a cessé et l'Associé Unique et tout l'actif de la Société est transféré à l'Associé Unique qui répondra personnellement de tous les engagements de la Société même inconnus à l'heure actuelle; partant la liquidation de la Société est à considérer comme terminée et clôturée.

VI. L'Associé Unique donne décharge pleine et entière aux gérants de la Société dissoute pour l'exécution de leur mandat jusqu'à ce jour.

VII. Les documents et pièces relatifs à la Société dissoute resteront conservés durant cinq ans à l'ancien siège social de la Société à Luxembourg.

Plus rien n'étant à l'ordre du jour, la séance est levée.

Le notaire instrumentaire qui comprend et parle l'anglais, constate par les présentes qu'à la requête de la personne comparante le présent acte est rédigé en anglais suivi d'une version française.

A la requête de la même personne et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

Dont procès-verbal, fait et passé à Pétange, les jours, mois et an qu'en tête des présentes.

Et après lecture faite et interprétation donnée au comparant, celui-ci a signé avec le notaire le présent acte.

Signé: Conde, Kesseler.

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Enregistré à Esch/Alzette Actes Civils, le 05 janvier 2016. Relation: EAC/2016/461. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME

Référence de publication: 2016058254/104.

(160018551) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 janvier 2016.

Luxaviation Acquisition S.A., Société Anonyme.

Siège social: L-1246 Luxembourg, 4A, rue Albert Borschette.

R.C.S. Luxembourg B 196.515.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch-sur-Alzette, le 11 décembre 2015.
Pour statuts conformes

Référence de publication: 2016058128/11.

(160018203) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 janvier 2016.

Copagest S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 35.687.

Par décision de l'assemblée générale extraordinaire du 20 octobre 2015, Monsieur Alexis François Eric DUVAL, né le 6 décembre 1977 à Paris (France), demeurant professionnellement au 11, rue Pasteur, F-02390 Origny-Sainte-Benoite (France), et Monsieur Thierry Wilfrid Joseph LECOMTE, né le 5 avril 1956 à Annois, (France), demeurant au 4 rue de l'Octroi Pont à Bucy, F- 02270 Nouvion-et-Catillon (France) ont été nommés administrateurs au conseil d'administration. Leur mandat s'achèvera à l'issue de l'assemblée générale annuelle de l'an 2018.

Lors de cette même assemblée, Monsieur David Henri Marcel GONIN a démissionné de ses fonctions d'administrateur et remplacer par Monsieur Dominique Marie Pierre Raymond JACQUET né le 2 août 1957 à La Champenoise (France), demeurant à Vignole, F-36100 La Champenoise (France).

Son mandat s'achèvera à l'issue de l'assemblée générale annuelle de l'an 2016.

De ce fait, le nombre d'administrateur est porté à treize (13).

Luxembourg, le 20 octobre 2015.
Pour COPAGEST S.A.
Société anonyme
Experta Luxembourg
Société anonyme

Référence de publication: 2016065870/22.

(160028572) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 février 2016.

CLD Santé & Développement S.à r.l., Société à responsabilité limitée.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 137.124.

Extrait des résolutions prises par le liquidateur de la société en date du 12 février 2016

Le siège social de la société CLD SANTE & DEVELOPPEMENT S.à r.l. est transféré de son ancienne adresse 23, rue Jean Jaures à L-1836 Luxembourg à sa nouvelle adresse au 63-65, rue de Merl à L-2146 Luxembourg, avec effet immédiat.

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

Pour extrait sincère et conforme
CLD SANTE & DEVELOPPEMENT S.à r.l.

Référence de publication: 2016065865/13.

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