

MEMORIAL

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Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1463

21 mai 2016

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Alma Finance S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 95.125.

Messieurs les actionnaires sont convoqués par le présent avis à

L'ASSEMBLÉE GÉNÉRALE ORDINAIRE

qui se tiendra le 9 juin 2016 à 14.00 heures au siège social avec l'ordre du jour suivant :

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 31 décembre 2015 ;
2. approbation des comptes annuels au 31 décembre 2015 ;
3. affectation des résultats au 31 décembre 2015 ;
4. vote spécial conformément à l'article 100, de la loi modifiée du 10 août 1915 sur les sociétés commerciales ;
5. décharge aux Administrateurs et au Commissaire aux Comptes ;
6. divers.

Le Conseil d'Administration.

Référence de publication: 2016108322/10/18.

13 C 4 S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 176.252.

Messieurs les actionnaires sont convoqués par le présent avis à

L'ASSEMBLÉE GÉNÉRALE ORDINAIRE

qui se tiendra le 8 juin 2016 à 10.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 31 décembre 2015 ;
2. approbation des comptes annuels au 31 décembre 2015 ;
3. affectation des résultats au 31 décembre 2015 ;
4. vote spécial conformément à l'article 100, de la loi modifiée du 10 août 1915 sur les sociétés commerciales ;
5. ratification de la cooptation d'un Administrateur et décharge accordée à l'Administrateur démissionnaire ;
6. décharge aux Administrateurs et au Commissaire aux Comptes ;
7. divers.

Le Conseil d'Administration.

Référence de publication: 2016108323/10/19.

Marovita Holding S.C.A., Société en Commandite par Actions.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 191.640.

Mesdames et Messieurs les actionnaires sont convoqués par le présent avis à

L'ASSEMBLÉE GÉNÉRALE ORDINAIRE

qui se tiendra le 8 juin 2016 à 16.00 heures au siège social avec l'ordre du jour suivant :

Ordre du jour:

1. lecture du rapport de gestion du Gérant portant sur l'exercice se clôturant au 31 décembre 2015 ;
2. approbation des comptes annuels au 31 décembre 2015 ;
3. affectation des résultats au 31 décembre 2015 ;
4. vote spécial conformément à l'article 100, de la loi modifiée du 10 août 1915 sur les sociétés commerciales ;
5. décharge aux membres du Conseil de Surveillance et au Gérant ;
6. divers.

Le Gérant

Référence de publication: 2016108989/10/17.

Tuileries Participation S.A., Société Anonyme.

Siège social: L-1143 Luxembourg, 15, rue Astrid.
R.C.S. Luxembourg B 104.501.

Les actionnaires de la Société sont priés d'assister à

L'ASSEMBLÉE GÉNÉRALE ORDINAIRE

qui aura lieu exceptionnellement le *08 juin 2016* à 10 heures au siège social de la Société afin de délibérer sur les points à l'ordre du jour suivant :

Ordre du jour:

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

L'Administrateur Unique

Référence de publication: 2016110606/21.

Vesuvia S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.
R.C.S. Luxembourg B 131.268.

EXTRAIT

L'assemblée générale ordinaire réunie à Luxembourg le 11 mars 2016 a renouvelé les mandats des administrateurs et du commissaire aux comptes pour un terme de six ans.

Le Conseil d'Administration se compose comme suit:

- Madame Nicole Thommes
- Monsieur Marc Koeune
- Monsieur Michaël Zianveni
- Monsieur Jean-Yves Nicolas

Le commissaire aux comptes est CeDerLux-Services S.à r.l.

Leurs mandats prendront fin à l'issue de l'assemblée générale annuelle qui se tiendra en l'an 2022.

Pour extrait conforme

Référence de publication: 2016079050/18.

(160043862) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

Phasecast S.A., Société Anonyme.

Siège social: L-2350 Luxembourg, 1, rue Jean Piret.
R.C.S. Luxembourg B 101.037.

The shareholders are hereby convened to attend the

STATUTORY GENERAL MEETING

which is going to be held on *9 June 2016* at 14.00 o'clock at the head office, with the following agenda:

Agenda:

1. Submission of the annual accounts and of the reports of the board of directors and of the statutory auditor
2. Approval of the annual accounts and allocation of the results as at 31 December 2015
3. Discharge to the directors and to the statutory auditor
4. Miscellaneous

The Board of Directors.

Référence de publication: 2016112158/534/15.

SGH S.A., Société Anonyme.

Siège social: L-2350 Luxembourg, 1, rue Jean Piret.
R.C.S. Luxembourg B 99.020.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLÉE GÉNÉRALE ORDINAIRE

qui se tiendra le *8 juin 2016* à 14.00 heures au siège social avec l'ordre du jour suivant :

Ordre du jour:

1. Présentation des comptes annuels et des rapports du conseil d'administration et du commissaire.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2015.
3. Décharge à donner aux administrateurs et au commissaire.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2016112159/534/15.

Société de développement AGORA s.à r.l., Société à responsabilité limitée.

Siège social: L-4361 Esch-sur-Alzette, 3, avenue du Rock'n Roll.
R.C.S. Luxembourg B 78.126.

Extrait du procès-verbal de l'assemblée générale ordinaire du 17 février 2016 au siège social de la société

Il résulte de l'assemblée:

En application de l'article 12 des statuts de la société:

- L'acceptation de la démission de Monsieur Roland Altmann, gérant de catégorie B et membre du Conseil de gérance de la société, né le 23/10/1959 à Schiffflange, demeurant L-1243 Luxembourg, 41 rue Félix de Blockhausen, et ce avec effet au 1^{er} janvier 2016.

- La nomination de Monsieur Mario Da Costa, gérant de catégorie B, né le 29/07/1969 à St Juliao (Portugal), demeurant professionnellement L-4221 Esch-sur-Alzette, 66 rue du Luxembourg, en tant que nouveau membre du Conseil de gérance avec effet au 1^{er} janvier 2016 en remplacement de Monsieur Roland Altmann, Le mandat de Monsieur Mario Da Costa devra être renouvelé au plus tard en 2021 par la tenue d'une A.G..

En application de l'article 17 des statuts de la société

- La nomination de Madame Sonia Chivite, personne chargée du contrôle des comptes représentant l'associé ArcelorMittal Luxembourg S.A., née le 11 /01 /1 975 à Freiburg (Allemagne), demeurant professionnellement L-1160 Luxembourg, 24-26 Boulevard d'Avranches, en tant que nouveau commissaire aux comptes de la société de développement Agora s.à r.l. avec effet au 1^{er} janvier 2016 en remplacement de Monsieur Mario Da Costa. Le mandat de Madame Sonia Chivite devra être renouvelé au plus tard en 2021 par la tenue d'une A.G.

Le 17 Février 2016.

Référence de publication: 2016077465/24.

(160042443) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 mars 2016.

Propreal S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 31.615.

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLÉE GÉNÉRALE STATUTAIRE

qui aura lieu le *9 juin 2016* à 11:00 heures au siège social, avec l'ordre du jour suivant :

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2015
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2016112160/795/15.

LionLead SCA, Société en Commandite par Actions.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.
R.C.S. Luxembourg B 145.123.

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Managed by its General Partner
LIONLEAD MANAGEMENT Sàrl
Société à responsabilité limitée
44, Avenue J-F Kennedy
L-1855 Luxembourg
B 144.888
(The General Partner)

Shareholders are duly convened to the

ANNUAL GENERAL MEETING

of the Company which will be held on *31 May 2016* at 11.00 a.m at 44 Avenue J-Luxembourg, Grand Duchy of Luxembourg,

Shareholders may be represented by a duly appointed agent and attorney-in-fact of their choice. Shareholders who cannot attend the general meeting in person are thus invited to send a duly filled in and executed proxy to the registered office of the Company 24 hours before the general meeting.

The agenda of the general meeting is the following:

Agenda:

- Presentation of the Reports of the General Partner, of the Supervision Board and of the External Auditors for the year ended 31 March 2016
- Approval of the Annual Accounts as at 31 March 2016 and allocation of results thereof,
- Discharge to be granted to the General Partner and to the Supervision Board for the execution of their mandates for the year ended as at 31 March 2016,
- Renewal of the External Auditors' mandate,
- Statutory nominations,
- Miscellaneous.

LIONLEAD MANAGEMENT S.à r.l. Acting as Managing General Partner of LIONLEAD S.C.A.

Référence de publication: 2016104594/755/31.

Trinseo Luxco S.à r.l., Société à responsabilité limitée.

Capital social: USD 162.815.835,14.

Siège social: L-1748 Luxembourg, 4, rue Lou Hemmer.
R.C.S. Luxembourg B 153.577.

L'associé unique de la Société a pris acte et accepté la démission de Brian Chu de ses fonctions de gérant de la Société à compter du 1^{er} février 2016.

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

Trinseo Luxco S.à r.l.

Un mandataire

Référence de publication: 2016079005/13.

(160044557) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

V.K. Invest S.A., Société Anonyme Unipersonnelle.

Siège social: L-9089 Ettelbruck, 16, rue Michel Weber.
R.C.S. Luxembourg B 91.575.

Extrait de la réunion du conseil d'administration tenue à Ettelbruck en date du 10 mars 2016.

Le conseil d'administration a pris connaissance des éléments suivants:

- Nouvelle adresse professionnelle de Mr Kneip Victor au 16 Rue Michel Weber L-9089 Ettelbruck

Référence de publication: 2016079039/10.

(160043936) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

LUXFER - Industriehallenbau S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 9.821.

The Shareholders are hereby convened to attend the

ANNUAL GENERAL MEETING

which will be held on *May 31st, 2016* at 10.00 a.m. at the registered office, with the following agenda:

Agenda:

1. Submission of the management report of the Board of Directors and the report of the Statutory Auditor
2. Approval of the annual accounts and allocation of the results as at December 31st, 2015
3. Ratification of the co-option of a Director
4. Discharge of the Directors and Statutory Auditor
5. Miscellaneous.

The Board of Directors.

Référence de publication: 2016106502/795/16.

Universal Invest, Société d'Investissement à Capital Variable.

Siège social: L-1150 Luxembourg, 287, route d'Arlon.
R.C.S. Luxembourg B 47.025.

Le Conseil d'Administration a l'honneur de convoquer les Actionnaires de la Sicav UNIVERSAL INVEST à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le mercredi *1^{er} juin 2016* à 14 heures, au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Réviseur d'Entreprises
2. Approbation des comptes annuels et affectation des résultats au 31 mars 2016
3. Décharge à donner aux Administrateurs et au Réviseur d'Entreprises pour l'exercice se clôturant au 31 mars 2016
4. Election des Administrateurs et du Réviseur d'Entreprises
5. Divers.

Les actionnaires sont informés que l'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir la majorité des voix des actionnaires présents ou représentés.

Les actionnaires qui souhaitent prendre part à cette Assemblée doivent faire connaître à la Société leur intention d'y participer au plus tard cinq jours francs avant la date fixée pour l'Assemblée.

Le Conseil d'Administration.

Référence de publication: 2016106504/755/20.

Société Commerciale des Transports et Logistique S.A., Société Anonyme.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.
R.C.S. Luxembourg B 171.826.

Extrait de la résolution adoptée lors de la réunion du conseil d'administration en date du 08 mars 2016

En date du 08 mars 2016, le Conseil d'Administration de la Société a pris la résolution suivante:

Le siège social de la Société est transféré de L-2661 Luxembourg, 44, Rue de la Vallée, à L-2168 Luxembourg, 127, rue de Mühlenbach, avec effet immédiat.

EXTRAIT

Dorénavant l'adresse de M. Gianluca Ninno, administrateur de la Société, est 127, Rue de Mühlenbach, L-2168 Luxembourg

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

Société Commerciale des Transports et Logistique S.A.

Signature

Un mandataire

Référence de publication: 2016078969/18.

(160044014) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

Travis Liquidations, Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 191.322.

EXTRAIT

En date du 29 février 2016, l'associé unique de la Société a approuvé la résolution suivante:

- La démission de M. Jan Vanhoutte, en tant que gérant, est acceptée avec effet au 29 février 2016.

Pour extrait conforme.

Luxembourg, le 14 mars 2016.

Référence de publication: 2016079002/13.

(160044696) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

Triangle Holdings, Société Anonyme.

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

R.C.S. Luxembourg B 192.115.

Il est porté à la connaissance du Registre de Commerce et des Sociétés que Monsieur Alessandro Celli, a démissionné de son mandat d'administrateur en date du 9 septembre 2015.

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

Luxembourg, le 11 mars 2016.

Pour Triangle Holdings S.A.

Un mandataire

Référence de publication: 2016079003/13.

(160044078) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

Leasinvest Immo Lux, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 35.768.

Extrait du procès-verbal résolution d'actionnaire unique du 28 avril 2016

Renouvellement des mandats d'administrateurs

L'actionnaire unique a décidé de renouveler les mandats d'administrateurs de:

- a.) Mr Luc Bertrand,
- b.) Mr Jean-Louis Appelmans,
- c.) Mr Jan Suykens,
- d.) Mr Michel Van Geyte,
- e.) Mr Guy van Wymersch-Moons,
- f.) Mme Micheline Paredis.

Ces mandats expireront lors de l'assemblée générale ordinaire qui délibérera sur les comptes de l'exercice social se terminant au 31 décembre 2017, à l'exception de celui de M. van Wymersch-Moons, lequel mandat expirera lors de l'assemblée générale ordinaire qui délibérera sur les comptes de l'exercice social se terminant le 31 décembre 2016.

Renouvellement du mandat du réviseur d'entreprises

L'actionnaire unique a décidé de renouveler le mandat de la société Ernst & Young, Luxembourg en tant que Réviseur d'Entreprises. Son mandat prendra fin lors de l'assemblée générale qui délibérera sur les comptes de l'exercice social se terminant au 31 décembre 2016.

Leasinvest Real Estate SCA

Leasinvest Real Estate Management SA

Gérant statutaire

Représentée par Jean-Louis Appelmans

Représentant permanent

Référence de publication: 2016109506/28.

(160082113) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 mai 2016.

Caplantic AIF, SICAV-SIF S.C.Sp., Société en commandite spéciale sous la forme d'une Société d'Investissement à capital variable - Fonds d'investissement spécialisé.

Siège social: L-1470 Luxembourg, 80, route d'Esch.
R.C.S. Luxembourg B 206.095.

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STATUTEN

Auszug

Es resultiert aus einem Gesellschaftsvertrag in der Form einer privatschriftlichen Urkunde vom 10. Mai 2016, dass die Spezial-Kommanditgesellschaft Caplantic AIF, SICAV-SIF S.C.Sp. (die "Gesellschaft") am 10. Mai 2016 gegründet wurde.

Die Gesellschaft ist auf unbegrenzte Dauer gegründet.

Der Komplementär der Gesellschaft ist die Caplantic GP S.à r.l., eine Gesellschaft mit beschränkter Haftung, gegründet nach Luxemburger Recht und im Luxemburger Handelsund Firmenregister eingetragen unter der Nummer B 205733, mit Gesellschaftssitz auf 80, route d'Esch, L-1470 Luxemburg, Großherzogtum Luxemburg.

Die Gesellschaft hat ihren Gesellschaftssitz auf 80, route d'Esch, L-1470 Luxemburg, Großherzogtum Luxemburg.

Der Gesellschaftszweck der Gesellschaft ist wie folgt:

« 2.04. Gesellschaftszweck.

(a) Der ausschließliche Zweck der Gesellschaft ist es, die ihr zur Verfügung stehenden Mittel nach dem Grundsatz der Risikostreuung in beliebige Vermögenswerte anzulegen und ihren Gesellschaftern das Anlageergebnis dieser Vermögensverwaltung zukommen zulassen.

(b) Der Komplementär ist befugt im Namen der Gesellschaft alle solche Maßnahmen zu treffen und solche Verträge abzuschließen, die er für die Erreichung und Umsetzung des Gesellschaftszweckes für dienlich hält und sofern im Luxemburger Gesetz vom 13. Februar 2007 über Spezialisierte Investmentfonds nichts anderes vorgesehen ist.

Die Gesellschaft wird wie folgt verwaltet:

« 5.01. Komplementär. Die Gesellschaft wird verwaltet durch die "Caplantic GP S.à r.l." (der "Komplementär"), in seiner Kapazität als Eigentümer eines Komplementäranteils der Gesellschaft.

5.03. Vertretung.

a) Die Gesellschaft wird gegenüber Dritten durch die alleinige Unterschrift des Komplementärs, handelnd durch einen oder mehrere seiner Zeichnungsberechtigte(n), wie sie durch den Komplementär eigenmächtig bestimmt worden sind, oder durch solche(n) Person(en) an welche solche Befugnisse ausgelagert wurden, verpflichtet.

Die Unterschriftsberechtigung der Geschäftsführer des Komplementärs ist wie folgt:

« Art. 7. (...) Die Gesellschaft wird gebunden durch (i) die gemeinsame Unterschrift von zwei Geschäftsführern des Komplementärs oder die (ii) alleinige Unterschrift jeder Person oder Personen, der oder denen eine solche Ermächtigung durch die Geschäftsführung des Komplementärs erteilt wurde.»

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 17. Mai 2016.

Référence de publication: 2016109991/39.

(160082690) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 mai 2016.

Third German Property 64 Sàrl, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 131.331.

L'adresse de l'actionnaire, GERMAN PROPERTY PARTNERSHIP 64 (GP) LIMITED, est dorénavant la suivante:

c/o Thompson Taraz LLP 4th Floor, Stanhope House

47 Park Lane

Londres W1K 1PR

Royaume-Uni

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

Luxemburg, le 8 mars 2016.

Référence de publication: 2016079016/15.

(160044626) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

Safilux, Société Anonyme.

Siège social: L-2241 Luxembourg, 4, rue Tony Neuman.
R.C.S. Luxembourg B 24.581.

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Extrait du procès-verbal de l'assemblée générale ordinaire qui s'est tenue le 8 mars 2016

Le mandat de l'administrateur délégué, des administrateurs et du commissaire aux comptes venant à échéance avec la présente assemblée, l'assemblée a renouvelé pour une période de six ans prenant fin avec l'assemblée générale ordinaire qui se tiendra en 2022, le mandat des administrateurs et de l'administrateur délégué.

Evelyne JASTROW, administrateur délégué demeurant 208, rue des Romains L 8041 Bertrange

Marc Alain JASTROW, administrateur, demeurant 208, rue des Romains L 8041 Bertrange

SAFIMMO S.A., société anonyme, ayant son siège social 4, rue Tony Neuman L 2241 Luxembourg représentée par son administrateur Evelyne Jastrow, demeurant 208, rue des Romains L-8041 Bertrange

et du commissaire aux comptes

IMMOLYS S.A., société anonyme, ayant son siège social au 4, rue Tony Neuman L-2241 Luxembourg.

Pour copie conforme

Référence de publication: 2016078952/18.

(160043826) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

SAIC Lux, S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.000.000,00.

Siège social: L-1855 Luxembourg, 37A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 153.632.

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Extrait des résolutions circulaires prises par le conseil de gérance de la Société en date du 15 janvier 2016

En date du 15 janvier 2016, le conseil de gérance de la Société a décidé de transférer le siège social de la Société du 3, Passage Gëlle Klack, L-1247 Luxembourg au:

- 37A, Avenue J. F. Kennedy, L 1855 Luxembourg, avec effet immédiat.

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

Luxembourg, le 11 mars 2016.

SAIC Lux, S.à r.l.

Signature

Référence de publication: 2016078953/16.

(160043915) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

Société Nationale de Circulation Automobile S.à r.l., Société à responsabilité limitée.

Siège social: L-5230 Sandweiler, 11, rue de Luxembourg.
R.C.S. Luxembourg B 6.795.

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EXTRAIT

Le Conseil d'Administration en date du 19 février 2016 a décidé de modifier les pouvoirs de signature et a pris les décisions suivantes:

Les signatures conjointes de deux administrateurs engagent valablement la société;

- Mme Josiane PAULY, présidente du Conseil d'Administration et M. Guy HEINTZ, Administrateur se voient attribués chacun une délégation de signature individuelle comme suit:

* Jusqu'à concurrence de 25'000,00 euros pour toutes transactions;

* Jusqu'à concurrence du montant mensuel des traitements et salaires ainsi que des cotisations sociales et impôts afférents.

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

Howald, le 03 mars 2016.

IF EXPERTS COMPTABLES

B.P. 1832 L-1018 Luxembourg

Signature

Référence de publication: 2016078970/20.

(160044258) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

Urban Capital Holdings (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: GBP 77.300,00.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.
R.C.S. Luxembourg B 167.088.

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Nous vous prions de bien vouloir prendre note de la mise à jour de la fonction des gérants suivant et ce avec effet au 22 janvier 2016.

- Monsieur Mark BECKETT, gérant de catégorie A;
- Madame Claudine SCHINKER, gérant de catégorie A.

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

Luxembourg, le 14 mars 2016.

Un mandataire

Référence de publication: 2016079031/15.

(160044689) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

UBI Trustee S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 37A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 150.600.

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Extrait du procès-verbal de l'assemblée générale ordinaire des actionnaires du 07 mars 2016.

L'assemblée décide de nommer DELOITTE AUDIT S.à r.l., société à responsabilité limitée, avec siège social à Luxembourg, 560, Rue de Neudorf, L-2220 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 67895, comme réviseur d'entreprises pour l'exercice 2015. Son mandat viendra à échéance à l'assemblée générale ordinaire à tenir en 2017.

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

UBI TRUSTEE S.A.

Société Anonyme

Référence de publication: 2016079032/15.

(160044376) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

V.K.Promotion S.A., Société Anonyme.

Siège social: L-9089 Ettelbruck, 16, rue Michel Weber.
R.C.S. Luxembourg B 109.792.

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Extrait de la réunion du conseil d'administration tenue à Ettelbruck en date du 10 mars 2016.

Le conseil d'administration a pris connaissance des éléments suivants:

- Adresse professionnelle de Mr Kneip Victor au 16 Rue Michel Weber L-9089 Ettelbruck
- Nouvelle adresse du commissaire aux comptes Société de Conseils Comptables et Fiscaux SA au 59 Route de Luxembourg L-4761 Pétange

Référence de publication: 2016079040/12.

(160043933) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

Y.E SA, Société Anonyme.

R.C.S. Luxembourg B 131.016.

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Turpolux Sàrl informe de la résiliation d'un Contrat de Mise à Disposition d'un Bureau à la société Y.E SA, société anonyme, ayant eu son siège social au 45 route de Luxembourg, L-8077 Bertrange, Grand-Duché de Luxembourg et inscrite au registre de commerce et des sociétés de Luxembourg sous le numéro B131016 et ceci avec effet au 1^{er} janvier 2015.

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

Luxembourg, le 10 mars 2016.

Turpolux Sàrl

Référence de publication: 2016079070/12.

(160044022) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

ZAB Invest Co. S.à r.l., Société à responsabilité limitée.

Siège social: L-5326 Contern, 17, rue Edmond Reuter.

R.C.S. Luxembourg B 201.007.

L'an deux mille et seize, le 24 février 2016

Il résulte de l'acte sous seing privé du 15 décembre 2015 que ZAB Prop Co. A S.à r.l., une société à responsabilité limitée, incorporé selon le droit luxembourgeois, ayant son siège social à L-5326 Contern, 17, rue Edmond Reuter, inscrite au Registre de Commerce et des Sociétés sous le numéro B 200.845,

a cédé sept mille trois cents quarante-huit (7.348) parts sociales d'une valeur nominale d'un euro (EUR 1,-), qu'elle détient dans la société à responsabilité limitée ZAB Invest Co. S.à r.l. (ci-après dénommée la "Société"), ayant son siège social à L-5326 Contern, 17, rue Edmond Reuter, inscrite auprès du Registre de Commerce et des Sociétés sous le n° B 201.007,

à ECE European Prime Shopping Centre II A, SCSp SIF, une société en commandite spéciale, incorporé selon le droit luxembourgeois, ayant son siège social à L-5326 Contern, 17, rue Edmond Reuter, inscrite au Registre de Commerce et des Sociétés sous le numéro B 189.418,

Le cessionnaire est subrogé dans tous les droits et obligations attachés aux parts sociales cédées à partir de ce jour.

Luxembourg, le 29 février 2016.

Pour ZAB Invest Co. S.à r.l.

Référence de publication: 2016079073/21.

(160044028) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

ZAB Invest Co. S.à r.l., Société à responsabilité limitée.

Siège social: L-5326 Contern, 17, rue Edmond Reuter.

R.C.S. Luxembourg B 201.007.

L'an deux mille et seize, le 24 février 2016

Il résulte de l'acte sous seing privé du 15 décembre 2015 que ZAB Prop Co. B S.à r.l., une société à responsabilité limitée, incorporé selon le droit luxembourgeois, ayant son siège social à L-5326 Contern, 17, rue Edmond Reuter, inscrite au Registre de Commerce et des Sociétés sous le numéro B 200.825,

a cédé sept mille quatre cents trente-deux (7.432) parts sociales d'une valeur nominale d'un euro (EUR 1,-), qu'elle détient dans la société à responsabilité limitée ZAB Invest Co. S.à r.l. (ci-après dénommée la "Société"), ayant son siège social à L-5326 Contern, 17, rue Edmond Reuter, inscrite auprès du Registre de Commerce et des Sociétés sous le n° B 201.007,

à ECE European Prime Shopping Centre II B, SCSp, une société en commandite spéciale, incorporé selon le droit luxembourgeois, ayant son siège social à L-5326 Contern, 17, rue Edmond Reuter, inscrite au Registre de Commerce et des Sociétés sous le numéro B 189.417,

Le cessionnaire est subrogé dans tous les droits et obligations attachés aux parts sociales cédées à partir de ce jour.

Luxembourg, le 29 février 2016.

Pour ZAB Invest Co. S.à r.l.

Référence de publication: 2016079074/20.

(160044028) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

WSB 2 Grundstück S.A., Société Anonyme Soparfi.

R.C.S. Luxembourg B 141.419.

La convention de domiciliation conclue entre TRUSTCONSULT LUXEMBOURG S.A., 127 rue de Mühlenbach, L-2168 Luxembourg, et la société WSB2 GRUNDSTÜCK S.A., société anonyme, enregistrée au registre de commerce de Luxembourg sous le numéro RCS B 141 419, a été dénoncée avec effet immédiat par le domiciliataire en date du 8 mars 2016; le siège de la société est ainsi dénoncé.

Trustconsult Luxembourg S.A.

Signature

Le Domiciliataire

Référence de publication: 2016079066/13.

(160043979) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

Cube Infrastructure Fund II, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 205.851.

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STATUTES

In the year two thousand and sixteen, on twenty-second day of the month of April.

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

There appeared:

Cube Infrastructure Managers, a company incorporated and existing under Luxembourg laws, having its registered office at 41, Avenue de la Liberté, L-1931 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 124.233,

represented by Me Sophie Liberatore, residing in Luxembourg pursuant to a proxy dated 20 April 2016.

The proxy given, signed by the appearing person and the undersigned notary, shall remain annexed to this document to be filed with the registration authorities.

Such appearing party, in the capacity in which it acts, has requested the notary to state as follows the articles of incorporation of a company which it intends to incorporate in Luxembourg:

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 public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of "Cube Infrastructure Fund II" (hereinafter the "Company").

The Company has a stand-alone structure and hence, the board of directors may not create any sub-funds within the Company.

Art. 2. Duration. The Company is formed for a period of time expiring twelve (12) years after the First Closing Date subject to up to three (3) consecutive additional one (1) year extensions as decided by the board of directors in accordance with the procedure stated in the offering memorandum of the Company.

Art. 3. Purpose. The Company's sole object shall be to invest its assets in transferable securities, money market instruments of all kinds and in other permissible assets, in each case in the infrastructure market and with a view to spreading investment risks and enabling its shareholders to benefit from the results of its management.

The Company may invest more than 20% of its net assets in (i) securities and instruments that are not admitted to or dealt in on a regulated market, and (ii) securities and instruments that are not dealt in on another market in a Member State of the European Union which is regulated, operates regularly and is recognized and open to the public.

Further, the Company may borrow for investment purpose.

The Company is subject to the provisions of the Luxembourg law of 13 February 2007 relating to specialised investment funds, as amended (the "2007 Law"), and may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the fullest extent permitted by the 2007 Law and the Luxembourg law dated 12 July 2013 on alternative investment fund manager (the "2013 Law").

Art. 4. Registered office. The Company's registered office shall be in Luxembourg (Grand Duchy of Luxembourg). If the board of directors considers that extraordinary events of a political, economic or social nature, likely to compromise the registered office's normal activity or easy communications between this office and abroad, have occurred or are imminent, it may temporarily transfer the registered office abroad until such time as these abnormal circumstances have ceased completely; this temporary measure shall not, however, have any effect on the Company's nationality, which, notwithstanding a temporary transfer of its registered office, shall remain a Luxembourg corporation.

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.

Chapter II. - Capital

Art. 5. Share capital. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total value of the net assets of the Company. The minimum capital of the Company cannot be lower than the level provided for by law with respect to undertakings for collective investment, i.e. the equivalent of one million two hundred and fifty thousand Euros (EUR 1,250,000.-). Such minimum capital must be reached within a period of six months after the date on which the Company has been authorized as an undertaking for collective investment under Luxembourg law.

For the purposes of the consolidation of the accounts the base currency of the Company shall be Euro (EUR). The Company's share capital shall be denominated in Euro (EUR).

The initial capital is set at thirty-one thousand Euro (EUR 31,000.-) represented by thirty-one (31) shares of no par value.

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

Chapter III. - Shares

Art. 7. Form of shares. The Company will issue shares in registered form only.

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

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares. The Company 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.

Upon the written request of a shareholder, registered share certificate(s) recording the entry of such shareholder in the register of shareholders may be issued in such denominations as the board of directors shall prescribe. The certificates so issued shall be in such form and shall bear such legends and such numbers of identification as shall be determined by the board of directors. Such certificates shall be signed manually or by facsimile by two directors or by the delegate of the board of directors. Lost, stolen or mutilated certificates will be replaced by the Company upon such evidence. The Company may, at its election, charge to the shareholder the costs and all reasonable expenses incurred by the Company in connection with such replacement.

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

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

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) must appoint one single attorney to represent such share (s) towards the Company. The failure to appoint such attorney shall lead to 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 class of shares on a pro rata basis.

Art. 8. Classes of shares. The board of directors may decide to issue one or more classes of shares. These classes may be reserved to a specific group of investors such as investors from a specific country or eligible investors.

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

Within each class, there may be a capitalisation share-type and one or more distribution share-types, as determined by the board of directors of the Company.

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

Art. 9. Specific "A" Share class. There exists one specific share class (the "A" Share Class), issued in registered form with specific rights and powers and reserved to the legal entity appointed by the Company as its alternative investment fund manager (the "AIFM" or "Manager") regulated under chapter 16 of the Luxembourg law dated 17 December 2010 on undertakings for collective investment (the "2010 Law") and authorised as an alternative investment fund manager under the 2013 Law.

The "A" Shareholder shall (i) be the AIFM of the Company and, as such, perform investment management functions and provide other management services to the Company in accordance with the terms of the alternative investment fund management agreement concluded with the Company, (ii) be in charge of the management (or designate one of its wholly-owned Affiliates to act in such capacity) of each of the Luxembourg Subsidiaries through which the Company's Investments are held, (iii) propose the appointment of board members, as provided for in article 16 "Administration" hereof and, (iv) receive a preferential dividend, as provided for in article 27.

Any amendment of the rights attached to this "A" Share Class shall require a specific resolution of the general meeting which must be passed with a presence quorum of fifty percent (50%) of the share capital of the Company, and approved by a majority of at least two thirds of the voting rights present or represented at the meeting, and requires the consent of the "A" Shareholder.

The board of directors shall make all necessary and useful arrangements in order to ensure that the Luxembourg Subsidiaries incorporated as société en commandite par actions (S.C.A.) through which the Company will invest shall be managed by the "A" Shareholder (or by one of its wholly-owned Affiliates designated by the "A" Shareholder) as unlimited partner/manager subject to the limitations set forth by the 2013 Law.

Moreover, if the Company decides, for investment purpose, to set up any Luxembourg subsidiary(ies) incorporated under a form other than that of a société en commandite par actions (S.C.A.) or any foreign subsidiary(ies), the board of directors of the Company shall make all the necessary arrangements in order to ensure that the "A" Shareholder (or one of its wholly-owned Affiliates designated by the "A" Shareholder) is in charge of the management of any such subsidiary (ies).

"A" Shares are issued as "redeemable shares", i.e., shares which are redeemable at the initiative of the Company, under the following conditions.

The Company may proceed with the compulsory redemption of all such "A" Shares (and not only some "A" Shares) if the "A" Shareholder:

(i) ceases for any reason to act as the AIFM of the Company or ceases to act as unlimited partner/manager of any of the Luxembourg Subsidiaries (or if one of its wholly-owned Affiliates has been designated to act as unlimited partner/manager, such Affiliate of the "A" Shareholder ceases for any reason to act as unlimited partner/manager of any Luxembourg Subsidiary and is not promptly replaced in such capacity by the "A" Shareholder or one of its wholly-owned Affiliates); or

(ii) has committed (or if one of its wholly-owned Affiliates has been designated to act as unlimited partner/manager of one or more of the Luxembourg Subsidiaries, such Affiliate has committed) (a) gross negligence, fraud or wilful misconduct in performing its obligations in the capacity described in paragraph (i) above, which constitutes a material breach of its duties as the Manager of the Company or in its capacity as unlimited partner/manager towards any of the Luxembourg Subsidiaries, and such entity has failed to cure a breach resulting from gross negligence or wilful misconduct within ninety (90) days of receipt of notice thereof or the Manager or such entity has failed to demonstrate its good faith efforts to effect such cure within thirty (30) days of receipt of notice thereof; or (b) a breach of (x) any material provision of the Management Agreement or (y) any material obligation of the Manager or such Affiliate under the offering memorandum or any material provision of these Articles of Incorporation, which breach, in the case of this clause (b), (1) has continued without being cured for a period of at least thirty (30) days after the date upon which written notice describing such breach has been given to the Manager and (2) is the primary cause of a material adverse effect on the business of the Company, in each case described in this clause (b) as finally determined by a court or arbitral tribunal of competent jurisdiction upon entry of a final, non-appealable judgment; or,

(iii) has become insolvent or unable to pay its debts as they fall due; or

(iv) has gone into liquidation whether voluntarily or compulsorily (except a voluntary liquidation upon terms previously approved in writing by the Company); or

(v) has had a receiver appointed over all or part of its assets or has received notice of proceedings or proposed proceedings for its winding-up.

Clauses (iii), (iv) and (v) above shall not apply if the insolvency or liquidation or receivership of the "A" Shareholder results from the failure of the Company or any Luxembourg Subsidiary to pay sums due to the "A" Shareholder in its role as AIFM or unlimited partner/manager of the Luxembourg Subsidiaries or under agreements signed between the Company or any of its Luxembourg Subsidiaries and the "A" Shareholder.

The terms "material breach", "gross negligence", "fraud" and "wilful misconduct" shall be interpreted in accordance with Luxembourg laws and case law.

The following redemption procedure shall then be applied:

1. the Company shall send a notice (hereinafter called the "redemption notice") to the "A" Shareholder; the redemption notice shall specify the redemption price to be paid, and the place where this price shall be payable. The redemption notice shall be sent to the "A" Shareholder by recorded delivery letter to its last known address. The "A" Shareholder shall be obliged without delay to deliver to the Company the certificates, if any, representing the "A" Shares as specified in the redemption notice. From close of business on the day specified in the redemption notice, the "A" Shareholder shall cease to be the owner of the "A" Shares and the certificate representing this "A" Shares, if any, shall be rendered null and void in the books of the Company;

2. the price at which "A" Shares shall be redeemed (the "redemption price") shall be equal to their Net Asset Value which shall be determined on the date of the redemption notice in accordance with article 14 hereof;

3. the payment of the purchase price will be made to the "A" Shareholder in Euros and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to the "A" Shareholder upon surrender of the "A" Share certificates, if any. Upon payment of such price, the "A" Shareholder shall cease to have an interest in the "A" Shares.

The Company may also proceed with the compulsory conversion of all "A" Shares (and not less than all of the "A" Shares) if the "A" Shareholder is removed from its duties as AIFM of the Company by application of the "no fault" removal procedure exercised by the board of directors and the shareholders of the Company in accordance with the provisions of

the management agreement entered into between the Company and the "A" Shareholder (and as described as the "no fault divorce" provision in the Offering Memorandum of the Company).

The following conversion procedure shall then be applied upon the removal of the Manager pursuant to the "no fault" removal provisions of the management agreement (and as summarized as the "no fault divorce" provision in the Offering Memorandum of the Company):

1. the Company shall send a notice (hereinafter called the "conversion notice") to the "A" Shareholder; the conversion notice shall be signed by two members of the board of directors and shall specify that the "no fault" removal procedure has been exercised by the board of directors and the shareholders of the Company in accordance with the provisions of the management agreement; the conversion notice shall also enclose a certified copy of the minutes of the board of directors' meeting during which the "no fault" removal procedure has been decided and approved and a certified copy of the written decision made by the shareholders approving such removal. The conversion notice shall be sent to the "A" Shareholder by recorded delivery letter to its last known address;

2. simultaneously, the Company shall create a separate class of shares to be issued solely to the Manager (or its permitted transferees), which class of shares shall have identical economic rights as the "A" Shares as exist immediately prior to the exercise of the "no fault" removal procedure (including the right to continued receipt of the preferred dividend specified in article 27 ("Distributions")); and

3. upon receipt by the Manager of certificates of the new share(s) created by the Company (or other evidences that the new share(s) have been created and recorded in the name of the Manager in the register of shareholders of the Company), the Manager shall be obliged without delay to deliver to the Company the certificates, if any, representing the "A" Shares as specified in the conversion notice.

Any decision which affects the rights attached to the new class of shares created in accordance with the above shall require a specific resolution of the general meeting which must be passed with a presence quorum of fifty percent (50%) of the share capital of the Company, and approved by a majority of at least two thirds of the voting rights present or represented at the meeting, and requires the consent of the holder of such new class of shares.

Art. 10. Issue of shares. The board of directors is authorized without limitation to issue an unlimited number of shares at any time without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued, unless agreed in writing by the Company within the limits of article 33 of these Articles of Incorporation.

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

Subscriptions to the relevant class of shares shall be made in whole or in part on the date determined by the board of directors. The modes of payment in relation to such subscriptions shall be determined by the board of directors and more fully described in the sales documents for the shares of the Company. Subject to and in accordance with the terms of the offering memorandum of the Company, the board of directors shall determine the terms and conditions upon which shares are issued and the amounts and times of payment of calls on unpaid share capital.

The board of directors may determine any other subscription conditions such as the minimum amount of Commitments, the minimum amount of the aggregate Net Asset Value of the shares of the Company to be initially subscribed, the minimum amount of any additional shares to be issued, the application of default interest payments on shares subscribed and unpaid when due, restrictions on the ownership of shares and the minimum amount of any holding of shares. Such other conditions shall be disclosed and more fully described in the sales documents for the shares of the Company.

If at any time a shareholder fails to make a full payment of any portion of its Commitment or any other payment required by the Articles of Incorporation and/or the offering memorandum of the Company within the timeframe decided by the Manager (a "Defaulting Shareholder") and referred to in the offering memorandum of the Company, the Manager has the right, at its discretion, to apply default provisions to such Defaulting Shareholder, as the Manager shall determine in its reasonable discretion and in accordance with Luxembourg law and as detailed in the offering memorandum of the Company or any agreement relating to the subscription of 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 accordance with the terms and conditions specified in the offering memorandum of the Company.

The net asset value per share shall be determined in accordance with article 14 ("Net Asset Value") hereof.

The share subscription price may include any premium or fee payable to the Company as well as any sales charge payable to a distributor or to the Manager.

The price so determined shall be payable within a period determined by the board of directors.

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 so requests and the board of directors so agrees, satisfy any application for subscription of shares which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the board of directors and must correspond to the investment policy and restrictions of the Company. A valuation report relating to the contributed assets must be delivered to the board of

directors by the independent auditor of the Company. The costs resulting from such a subscription in kind shall be borne in equal proportion by the relevant investor(s) and the Company.

Art. 11. Redemption. The Company is a closed-ended company and thus unilateral redemption requests by the shareholders may not be accepted by the Company.

The Company however may redeem shares whenever the board of directors considers a redemption to be in the best interests of the Company; provided that no outstanding B shares may be redeemed by the Company, except (i) in connection with the return of capital resulting in the increase of the "outstanding commitment" of a B shareholder in accordance with the offering memorandum of the Company and any agreement relating to subscription of the shares of the Company to which such B shareholder is a party, (ii) as a consequence of a default by a B shareholder of payment of all or a part of its Commitment to subscribe for shares of the Company, as provided for in the offering memorandum of the Company and any agreement relating to subscription of the shares of the Company to which such B shareholder is a party, (iii) to the extent that the board of directors determines that continued ownership of the B shares by any B shareholder (a) will result in a material violation of law by the Company, (b) will subject the Company to material taxation in any country or (c) otherwise will have a material adverse effect on the Company and (iv) to the extent that the board of directors determines that it is in the best interests of the B shareholders that a distribution be effected by way of redemption of B shares from all holders thereof. For the purposes of subclause (iv) of the preceding sentence, class B shares shall be redeemed pro rata based upon the ratio that the number of B shares held by each B shareholder bears to the aggregate number of B shares.

Redemptions will be made in accordance with the principles set forth by the board of directors and reflected in the offering memorandum of the Company and in any other sales documents of the Company.

The payment of any redemption price upon a redemption made under this article 11 shall be deemed to have been a distribution made in accordance with, and credited to, the order or priority set forth in article 27 hereof.

The Company shall have the right, if the board of directors so determines, to satisfy in specie the payment of the redemption price to any shareholder who agrees 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 of the Company and the valuation used shall be confirmed by a special report of the auditor of the Company. The costs of any such transfers shall be borne by the transferee.

Art. 12. Conversion. In addition to the compulsory conversion of the class "A" Shares in accordance with article 9 "Specific "A" Share Class", conversion of one class of shares into another class of shares is permitted only (1) in connection with a change in Commitment of any B shareholder to subscribe for shares of the Company, (2) as a consequence of a default by any B shareholder of payment of all or a part of its Commitment to subscribe for shares of the Company, in each case in accordance with the offering memorandum of the Company or any agreement relating to subscription of the shares of the Company to which such B shareholder is a party, and (3) for any other conversion of B shares only if effected pro rata among the B shareholders based upon the ratio that the number of B shares (or the sub-class(es) of B shares being converted, if limited to a specific subclass(es)) held by each B shareholder bears to the aggregate number of B shares (or the sub-class(es) of B shares being converted, if limited to a specific sub-class(es)).

The price for the conversion of shares shall be computed by reference to the respective net asset values per relevant share, calculated on the same Valuation Day. If there is no common Valuation Day for any two classes, the conversion will be made on the basis of the Net Asset Value calculated on the next following Valuation Day of each of the two relevant classes.

If, as a result of any request for conversion, the number or the aggregate Net Asset Value of the shares held by any shareholder of 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. 13. Limitations on the ownership of shares. The board of directors may restrict or block the ownership of shares in the Company by any natural person or legal entity if the Company considers that this ownership violates the laws of the Grand Duchy of Luxembourg or of any other country, or may subject the Company to taxation in any country or may otherwise be detrimental to the Company.

In such instance, the Company may:

a) decline to issue any shares and decline to register any transfer of shares if such issue or transfer may result in the ownership of the shares by a person or legal entity who is not authorised pursuant to the first sentence of this article 13 to hold shares in the Company; and

b) decline to take into account, during any shareholders meeting, the vote of any person or legal entity who is not authorised pursuant to the first sentence of this article 13 to hold shares in the Company.

Except as permitted by articles 9 and 11, the Company may not proceed with the compulsory redemption of all or any of the shares of any person or legal entity who, either alone or together with other persons or legal entities, is the owner of shares in the Company. The following procedure shall be applied in connection with any redemption under article 11:

1. the Company shall send a notice (hereinafter called the "redemption notice") to the shareholder(s) holding the shares; the redemption notice shall specify the shares to be redeemed, the redemption price to be paid, and the place where this price shall be payable. The redemption notice may be sent to the shareholder(s) by registered mail to their last known address. The shareholder(s) shall be obliged without delay to deliver to the Company the certificate or certificates, if any, representing the shares specified in the redemption notice. From close of business on the day specified in the redemption notice, the shareholder(s) shall cease to be the owner(s) of the shares specified in the redemption notice and the certificates representing these shares shall be rendered null and void in the books of the Company;

2. the price at which the shares specified in the redemption notice shall be redeemed (the "redemption price") shall be equal to the Net Asset Value of the shares of the Company determined in accordance with article 14 hereof on the date of the redemption notice;

3. the payment of the purchase price will be made available to the former owner of such shares in the reference currency of the relevant class, except during periods of exchange restrictions and will be deposited for payment by the Company to such person with a bank account in Luxembourg or abroad (as specified in the purchase notice) upon final determination of the purchase price following surrender of the share(s) or share certificate(s) specified in such notice and unmatured dividend coupons attached thereto. Upon service of the redemption notice as aforesaid such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank following effective surrender of the share(s) or share certificate(s) as aforesaid;

4. the exercise of the powers conferred by this article to the Company shall not be challenged or invalidated on grounds that there was insufficient evidence of ownership of shares by a person or that the true ownership of shares was different to what appeared to the Company at the date of the relevant purchase notice, provided that such powers shall always be exercised by the Company in good faith.

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

The term "US Person" has the meaning ascribed to that term in the sales documents of the Company.

Art. 14. Net asset value. The Net Asset Value of the Company and the shares in each class, type or sub-type shall be determined at least every six months and expressed in euros. The board of directors shall decide the days on which the Net Asset Value will be determined (each referred to as a "Valuation Day") and the appropriate manner to communicate the Net Asset Value per share to the shareholders in accordance with applicable legislation.

The Net Asset Value of the Company will be equal to its total assets minus its liabilities as of any date of determination. The aggregate Net Asset Values of the classes of shares of the Company as of the Valuation Day will equal the Net Asset Value of the Company, calculated as provided in the following sentence. The Net Asset Value of each class is generally determined by starting with the Net Asset Value of the class at the beginning of an accounting period and increasing or decreasing that amount by allocating (i) the aggregate subscription price of any shares of such class issued during such period as an increase in the Net Asset Value of such class, (ii) the aggregate amount of dividends, distributions or other payments made with respect to such class during such period as a decrease in the Net Asset Value of such class, (iii) any Profit (as an increase in the Net Asset Value) or Loss (as a decrease in the Net Asset Value) of the Company for the period of calculation among each class pro rata in portion to the Net Asset Values of the classes at the beginning of such period, and (vi) Special Items attributable to each class only as an increase or decrease to the Net Asset Value of that class. Upon determining the Net Asset Value of a class, the Net Asset Value per share of such class is calculated by dividing the Net Asset Value of such class by the number of shares issued and in circulation in such class.

For the purpose of calculating Net Asset Value: "Profit" means all items of income, revenue or gain of the Company excluding any Special Items; "Loss" means any item of deduction, expense or other charge of the Company, excluding any Special Items; and "Special Items" means items of management fee and incentive fee expense or deduction, and any other items of income, profit, loss or expense that may either positively or negatively impact the Net Asset Value per class that the board of directors reasonably determines to be attributable, in whole or special portion, to one or more classes of shares.

I. The Company's assets shall include:

- (i) all cash in hand or on deposit, including any outstanding accrued interest;
- (ii) all bills and promissory notes and accounts receivable, including outstanding proceeds of any sale of securities;
- (iii) 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 Company;
- (iv) all dividends and distributions payable to the Company 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);
- (v) all outstanding accrued interest on any interest-bearing securities belonging to the Company, unless this interest is included in the principal amount of such securities;
- (vi) the Company's preliminary expenses, to the extent that such expenses have not already been written-off;
- (vii) the Company's other fixed assets, including office buildings, equipment and fixtures;
- (viii) all other assets whatever their nature, including the proceeds of swap transactions and advance payments.

II. The Company's liabilities shall include:

- (i) all borrowings, bills, promissory notes and accounts payable;
- (ii) 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 but not yet paid;
- (iii) a provision for capital tax and income tax accrued on the Valuation Day and any other provisions authorised or approved by the board of directors;
- (iv) all other liabilities of the Company of any kind 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 AIFM(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 copies of the offering memorandum, explanatory memoranda, registration statements, annual and semi-annual reports) and other operating expenses,
 - the cost of buying and selling assets,
 - interest and bank charges, and
 - taxes and other governmental charges.

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:

- (i) 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;
- (ii) 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 recognised 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;
- (iii) 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;
- (iv) the amortised cost method of valuation for short-term transferable debt securities in the Company may be used. This method involves valuing a security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium regardless of the impact of fluctuating interest rates on the market value of the security. While this method provides certainty in valuation, it may result during certain periods in values which are higher or lower than the price which the Company would receive if it sold the securities. For certain short term transferable debt securities, the yield to a shareholder may differ somewhat from that which could be obtained from a similar fund which marks its portfolio securities to market each day.
- (v) 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 the Company, if the time at which the valuation of an investment fund was calculated does not coincide with the valuation time of the Company, and such valuation is determined to have changed materially since it was calculated, then the Net Asset Value may be adjusted to reflect the change as determined in good faith by and under the direction of the board of directors.
- (vi) 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.
- (vii) the valuation of derivatives traded over-the-counter (OTC), such as futures, forward or option contracts not traded on exchanges or on other recognised markets, will be based on their net liquidating value determined, pursuant to the policies established by the board of directors, on a basis consistently applied for each category of contracts. The net liquidating value of a derivative position is to be understood as being equal to the net unrealised profit/loss with respect to the relevant position. The valuation applied should be calculated based on a model commonly used in the market.

(viii) the valuation rule which will generally be applied to calculate the fair value of an infrastructure asset shall be the discounted cash flow method. The discount rate used for such purpose shall be equal to the risk free rate of the country where the asset is located plus a risk premium reflecting the specific risks of such asset.

(ix) 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. This may especially be the case for unlisted securities and instruments.

The valuation of the Company's assets and liabilities expressed in foreign currencies shall be converted into euros, based on the latest known exchange rates.

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

Adequate provisions will be made for expenses incurred by the Company and due account will be taken of any off-balance sheet liabilities in accordance with fair and prudent criteria.

Any share that is in the process of being redeemed shall be regarded as a share that has been issued and is in existence until after the close of the Valuation Day applicable to the redemption of this share. Thereafter, and until it will have been paid for, it shall be accounted for as a liability of the Company.

Any shares to be issued by the Company, in accordance with subscription applications received, shall be treated as being issued on the close of the Valuation Day on which their issue price is determined. Thereafter, this price shall be treated as an amount payable to the Company until it will have effectively been paid to the Company.

Any purchase or sale of transferable securities entered into by the Company shall, as far as possible, be effected on a Valuation Day.

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. 15. Suspension of the determination of the net asset value. The Company may suspend the determination of the Net Asset Value of shares and/or the conversion of shares, in the following cases:

(i) a stock exchange or another regulated and recognised 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 the Company, is closed for a period other than normal holidays, 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;

(ii) the information or calculation sources normally used to determine the value of the Company's assets are unavailable, or if the value of the Company's Investment cannot be determined with the required speed and accuracy for any reason whatsoever;

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

(iv) 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;

(v) the decision has been taken to dissolve the Company;

(vi) the market of a currency in which a significant part of the Company's assets is denominated is closed for a period other than normal holidays, or if transactions on such a market are either suspended or subject to restrictions.

(vii) the Company is in the process of establishing exchange parities in the context of a merger, a contribution of assets, an asset or share split or any other restructuring transaction.

In addition, the board of directors is authorised to suspend temporarily conversions of shares when the stock exchange (s) or market(s) which are a source of pricing information for a significant part of the assets of the Company are closed.

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

The suspension of the calculation of the Net Asset Value, or the conversion of shares, shall be notified through all means reasonably available to the Company, unless the board of directors is of the opinion that a notification is not necessary considering the short period of the suspension.

Such a suspension decision shall be notified to all the shareholders requesting the conversion of their shares.

Chapter IV. - Administration and management of the company

Art. 16. Administration. The Company shall be managed by a board of directors composed of an uneven number of persons, of not less than five (5) members as from the date of the First Closing Date of the Company as defined in the offering memorandum of the Company and not more than thirteen (13) members, and who do not need to be shareholders of the Company.

The directors shall be elected by the shareholders at a general meeting of shareholders. Directors shall be elected by the majority of the votes. The general meeting of shareholders shall further determine the number of directors, their remuneration and the term of their office.

From the First Closing Date, the board shall be composed by a majority of Independent Directors (as defined in article 35 "Definitions" below).

The "A" Shareholder shall be entitled to propose to the general meeting of shareholders a list containing the name of nominees for the position of directors of the Company (the "List of Nominees"). The directors must be appointed by the shareholders from the List of Nominees.

The List of Nominees must be presented by the "A" Shareholder to the Company in writing at least two (2) weeks prior to the date of such general meeting.

The general meeting of shareholders shall choose and appoint as directors candidates from the List of Nominees.

If the "A" Shareholder fails to submit the List of Nominees, the general meeting of shareholders shall elect instead candidates of its choice.

Any director may be removed with or without cause at any time by a resolution adopted by the general meeting of shareholders.

In the event of a vacancy in the office of a director appointed by a general meeting of shareholders, the other directors may appoint a new director to temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

Art. 17. Operation and meetings. The board of directors shall choose a chairman and may elect one or more vice-chairmen among its members. It shall also appoint a secretary, who does not need to be a director and who shall write and keep the minutes of board of directors and shareholders meetings.

The board of directors shall meet when convened by the chairman or any two directors, at the place indicated in the notice of the meeting. It shall meet at least twice a year, and primarily in the Grand Duchy of Luxembourg, and also before any general meeting of shareholders of any of the Company's Luxembourg Subsidiaries (as defined in article 36 "Definitions" below).

Written notice of any board meeting shall be given to all directors at least twenty-four (24) hours prior to the time set for the meeting, except in the event of an emergency, in which case the nature of this emergency shall be stated in the convening notice of the meeting. This notice requirement may be disregarded following the agreement in writing or by facsimile or e-mail transmission from each director. A special notice shall not be required for a meeting of the board of directors being held at a time and a place determined in a prior resolution adopted by the board of directors.

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

Any director may arrange to be represented at board meetings by appointing another director to act as a proxy for him, either in writing or by facsimile or e-mail. A director may represent more than one director.

The board of directors may only deliberate and act if two thirds (2/3) of its members are present or represented. If the quorum is not satisfied, a second meeting shall be convened. Such second meeting shall validly deliberate without quorum requirement.

Decisions shall as a rule be taken by a majority vote of the directors present or represented. Amendments of the offering memorandum of the Company shall require a resolution adopted by a specific majority of two thirds (2/3) of the votes of the directors present or represented, except when such amendments are required by law or requested by a regulatory authority competent to request such amendments. In the latter case, amendments shall be decided by a majority vote of the directors present or represented.

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

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

Art. 18. Minutes. The minutes of board meetings shall be drafted by the secretary of the board of directors, or a person designated by the secretary. Minutes of a board of directors' meeting shall be approved at the following board of directors'

meeting and, once approved, shall be signed by the chairman or whoever has assumed the chairmanship in his absence and by another director.

Notwithstanding the above, the minutes of any meeting held in an emergency shall be immediately prepared by the secretary of the board of directors and signed by the chairman or whoever has assumed the chairmanship in his absence and by another director having participated in such meeting. Such minutes shall be deemed to be approved by the other directors.

Any copies of or extracts from the minutes, which are to be used for legal or other purposes, shall be signed by the chairman or by the secretary or by two directors.

Art. 19. Powers of the board of directors. The board of directors, applying the principle of risk spreading, shall determine the investment policies and strategies of the Company and the course of conduct of the management and business affairs of the Company, within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations.

The Company is authorized to employ techniques and instruments to the fullest extent permitted by law for the purpose of efficient portfolio management.

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 the present Articles of Incorporation to the general meeting of shareholders fall to the board of directors.

Art. 20. Corporate signature. Towards third parties, the Company is validly bound by the joint signatures of any two (2) directors or by the joint or single signature of any officer(s) of the Company or of any other person(s) to whom authority has been delegated by the board of directors.

Art. 21. Delegation of power. The board of directors of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which do not need to be members of the board, who shall have the powers determined by the board of directors and who may, if the board of directors so authorizes, sub-delegate their powers.

The board of directors may appoint any officers, including a general manager and any possible assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the board of directors. The officers do not need to be directors or shareholders of the Company. Any decision regarding the appointment or removal of such officers shall be taken by an unanimous vote of the directors present or represented. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the board of directors.

Art. 22. Conflicts of interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any director or officer of the Company who serves as a director, 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.

For the avoidance of doubt, any director, executive or authorised representative who is a director, executive, authorised representative or employee of a company or firm with which the Company places contracts or is otherwise engaged in business relations, shall not be denied the right to deliberate, vote and act with regard to matters related to such contracts or business dealings.

If any director, executive or authorised representative has a personal interest in some part of the Company's business, he shall inform the board of directors thereof. He shall not deliberate or take part in voting on this matter. The matter shall be reported to the next shareholders' meeting. The term "personal interest" such as it is used above, shall not include any relationship or interest of any kind that may exist in any capacity or in any connection with the "A" Shareholder, its parent companies, its subsidiaries and affiliated or associated companies or with any other company or legal entity that the board may determine at its discretion.

Art. 23. Indemnification. The Company may indemnify any director, officer, executive or authorised representative, together with 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, officer, executive or authorised representative of the Company or, for being or having been, at the Company's request, a director, officer, executive or authorised representative of any other company in which the Company is a shareholder or of which it is a creditor and for which he would not be indemnified, except in relation to matters for which he is finally adjudged in such action, suit or proceeding to be liable for gross negligence, fraud or wilful misconduct; in the event of an out-of-court settlement, indemnification shall be provided only in connection with those matters covered by the settlement and provided the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty.

The foregoing right of indemnification shall not exclude other rights to which such person may be entitled.

Chapter V. - General meetings

Art. 24. General meetings of the company. The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, at 4:30 PM on the fourth Thursday of April. If this day is not a banking day in Luxembourg, the annual general meeting shall be held on the next banking day. The annual general meeting may be held abroad if the board of directors, acting with sovereign powers, decides that this is warranted by exceptional circumstances.

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

The requirements for participation, the quorum and the majority at each general meeting (as described below) are those outlined in articles 67 and 67-1 of the law of Luxembourg of 10 August 1915 on commercial companies, as amended.

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

In accordance with article 68 of the law of Luxembourg of 10 August 1915 on commercial companies, as amended, any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of class or type vis-à-vis the rights of the holders of shares of any other class or classes, type or types shall be subject to a resolution of the general meeting of shareholders of such class or classes, type or types. The resolutions, in order to be valid, must be adopted in compliance with the quorum and majority requirements referred to in article 32 hereof, with respect to each class or classes, type or types concerned.

The general meeting of shareholders shall be convened by the board of directors.

It may also be convened upon the request of shareholders representing at least one tenth (1/10) of the share capital.

The notice from the board of directors shall set forth the agenda, and shall be sent by registered mail at least eight (8) days prior to the due date of the meeting, to each registered shareholder at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the board of directors except if the meeting is called on the written demand of the shareholders in which instance the board of directors may prepare a supplementary agenda.

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

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

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may specify that the quorum and the majority applicable for this general meeting will be determined by reference to the Shares issued and in circulation at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a Shareholder to participate at a general meeting of Shareholders and to exercise the voting rights attached to his/its/her Shares will be determined by reference to the Shares held by this Shareholder as at the Record Date.

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

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

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

Art. 25. General meetings with respect to A class of shares. The shareholders of the class or classes of shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such class of shares.

The provisions of article 24 shall apply mutatis mutandis to such general meetings.

Each share confers one vote in compliance with Luxembourg law and these Articles of Incorporation. Shareholders may act either in person or by giving a written proxy to another person who need not be a shareholder and may be a director of the Company. Fractions of shares do not confer any voting rights upon their holders.

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

Chapter VI. - Annual accounts

Art. 26. Financial year. The financial year starts on the 1st of January each year and ends on the 31st of December of the same year.

The Company shall publish an annual report and a half-yearly report in accordance with the legislation in force. These reports shall include financial information relative to the Company, and the composition and progress of its assets. The Company shall also provide periodic financial statements to the shareholders, in accordance with the offering memorandum of the Company.

The accounts of the Company shall be prepared in accordance with any permitted accounting standards accepted in Luxembourg and considered by the board of directors to be the most appropriate for the Company.

Art. 27. Distributions. The general meeting (of all the shareholders or of the shareholders of the class or classes, as the case may be) shall, upon proposal from the board of directors and within the limits provided by law, determine how the results of the Company shall be disposed of, and may from time to time declare, or authorise the board of directors to declare, distributions of dividends.

The dividends shall initially be apportioned among the separate classes of B shares in proportion to their respective Class Distribution Percentages then applicable.

For any class of shares entitled to distributions, the board of directors may decide to pay interim dividends in accordance with the provisions of the offering memorandum of the Company and in compliance with the conditions set forth by law.

Dividends shall generally be distributed to the shareholders by the Company in the order of priority (including for interim dividends) set out below, with respect to amounts available for distribution attributable to Investments (excluding Bridge Financing, temporary investments and any income thereon) (for the avoidance of doubt, any proceeds representing the redemption price paid by the Company upon a redemption made under article 11 shall be deemed to have been a dividend distribution received by the affected B shareholders for purposes of the priority rules set forth in this article 27).

Dividends apportioned to a class of B Shares shall be allocated among the shareholders of such class of B shares and the class "A" Shareholder for distribution in the following order of priority:

I. With respect to either of "class B-1" or "class B-2" shares or "class B-2 Star" shares, taken separately for this purpose:

(a) first, 100% to the holders of such class of shares (i.e., classes B-1, B-2 or B-2 Star), pro rata among such shareholders based upon shares of such class held, until the cumulative distributions to such shareholders equal their aggregate Subscription Payments to the Company;

(b) second, 100% among the B-1, B-2 or B-2 Star shareholders, as the case may be, pro rata based upon their shares held, until the cumulative distributions to such class of shareholders pursuant to this clause I.(b) of article 27 equal a preferred return on their aggregate Subscription Payments to the Company calculated at the rate of 6% per annum, compounded annually (computed separately for each capital contribution of such shareholders from the due date specified in the applicable Capital Call through to but excluding the earlier of (1) the applicable dividend distribution date pursuant to this clause I.(b) of article 27 and (2) the date of the distribution of such capital contribution pursuant to the clause I.(a) of article 27 above); and

(c) third, any remaining amounts to be distributed following the satisfaction of preferred return under clause I.(b) of article 27 shall be allocated (i) 80% among the class B-1, B-2 or B-2 Star shareholders, as the case may be, pro rata based upon their shares held; and (ii) 20% to the "A" Shares (or to the new shares created upon conversion of the "A" Shares in accordance with the provisions of article 9 above); provided that it is specified that the amount otherwise payable under this clause I.(c)(ii) of article 27 by the Company to the "A" Shareholder will be reduced by way of credit of any amount attributable directly or indirectly to the capital contributions of the class B-1, B-2 or B-2 Star shareholders, as the case may be, distributed or paid to the "A" Shareholder (and/or, if applicable, any of its wholly-owned Affiliate(s)) in its capacity as unlimited partner/manager of any Luxembourg Subsidiary (excluding any return of or on capital invested by the "A" Shareholder and/or, if applicable, any of its wholly-owned Affiliate(s) in a Luxembourg Subsidiary).

II. With respect to class "B-2 Premium" shares:

(a) first, 100% to the holders of B-2 Premium shares, pro rata among such shareholders based upon shares held, until the cumulative distributions to such shareholders equal their aggregate Subscription Payments to the Company;

(b) second, 100% among the B-2 Premium shareholders, pro rata based upon their shares held, until the cumulative distributions to the B-2 Premium shareholders pursuant to this clause II.(b) of article 27 equal a preferred return on their Subscription Payments to the Company calculated at the rate of 7% per annum, compounded annually (computed separately for each capital contribution of such B-2 Premium shareholder from the due date specified in the applicable Capital Call through to but excluding the earlier of (1) the applicable dividend distribution date pursuant to this clause II.(b) of article 27 and (2) the date of the distribution of such capital contribution pursuant to the clause II.(a) of article 27 above); and

(c) third, any remaining amounts to be distributed following the satisfaction of preferred return under clause II.(b) of article 27 shall be allocated (i) 80% to the B-2 Premium shareholders pro rata based upon their shareholdings; and (ii) 20% to the "A" Shares (or to the new shares created upon conversion of the "A" Shares in accordance with the provisions of article 9 above); provided that it is specified that the amount otherwise payable under this clause II.(c)(ii) of article 27 by the Company to the "A" Shareholder will be reduced by way of credit of any amount attributable directly or indirectly to the capital contributions of the class B-2 Premium shareholders distributed or paid to the "A" Shareholder (and/or, if applicable, any of its wholly-owned Affiliate(s)) in its capacity as unlimited partner/manager of any Luxembourg Subsidiary (excluding any return of or on capital invested by the "A" Shareholder and/or, if applicable, any of its wholly-owned Affiliate(s) in any Luxembourg Subsidiary).

III. With respect to "class B-3" shares, 100% to the holder of class B-3 shares.

Amounts available for distribution attributable to any Bridge Financing or temporary investments) shall be paid to the B-1, B-2, B-2 Premium, B-2 Star and B-3 shareholders pro rata in proportion to their funded Commitments to the investment giving rise to such available amounts or, in the discretion of the board of directors, in proportion to their Commitments, at such times and in such amounts as the board of directors determines to be appropriate.

Payments of distributions shall be made to the shareholders at their addresses in the register of shareholders.

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

Any distribution that has not been claimed within five (5) years of its declaration shall be forfeited and reverted to the class or classes of shares concerned by such distribution.

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

Chapter VII. - Custody, Transfer and re-use of assets

Art. 28. Depositary agreement. The Company shall enter into a depositary agreement with an entity, which shall satisfy the requirements of the Luxembourg laws, and in particular the 2013 Law (the "Depositary"). The Depositary shall assume towards the Company and its shareholders the responsibilities provided by the applicable law.

The Depositary of the Company may discharge itself of its liability provided that certain conditions are met, including the condition that, where the law of a third country requires that certain financial instruments are held in custody by a local entity and there are no local entities that satisfy the delegation requirements laid down in point (d)(ii) of the second paragraph of Article 19(11) of the 2013 Law, these Articles of Incorporation expressly allow for such a discharge under the conditions set out in Article 19(14) of the 2013 Law. The Company hereby expressly allows its board of directors to grant such a discharge and, more generally, allows the board of directors to grant any discharge by the Depositary of its liability that is not prohibited by any applicable laws and regulations and to be in place in accordance with the conditions set out in the 2013 Law.

Information regarding any discharge by the Depositary of its liability, as well as any material change to this information, may be disclosed or made available to Investors in, via and/or at any of the Information Means listed in article 34 of these Articles of Incorporation; it being understood that availability or disclosure of any information regarding discharge by the Depositary of its liability may be restricted to the largest extent authorised by applicable laws and regulations.

Chapter VIII. - Audit

Art. 29. Auditor. The Company shall hold its accounting data in an annual report inspected by an independent audit firm. The independent audit firm's report issued subsequent to this inspection shall at least testify that this accounting data provides a true and accurate reflection of the state of the Company's assets and liabilities. The independent audit firm shall be appointed by the shareholder's general meeting, upon the proposal of the audit committee, which shall also decide its remuneration. The auditor shall fulfil all duties prescribed by law.

Art. 30. Audit committee. Upon the First Closing Date, the board of directors shall appoint an audit committee composed of three members chosen amongst the Independent Directors.

The audit committee shall be responsible for (i) controlling the compliance of the activities of the Company with these Articles of Incorporation and the offering memorandum of the Company, (ii) proposing to the shareholders general meeting the appointment and remuneration of and overseeing the Company's independent audit firm, including the resolution of disagreements regarding financial reporting between the Company's management and such independent audit firm, (iii) ensuring the independence of the Company's audit firm and, (iv) approving the financial statements before these are presented by the board of directors to the general meeting of shareholders.

The audit committee shall choose a chairman from among its members and shall decide on the frequency and formalities applicable to its meetings. Decisions shall be taken by a majority vote of the members present or represented. If an equal number of votes is cast for and against a decision at a meeting, the chairman shall have the casting vote.

Chapter IX. - Winding-up - Liquidation

Art. 31. Winding-up / Liquidation. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in this article 31.

Whenever the share capital falls below two-thirds (2/3) of the minimum capital referred to in article 5 hereof, the dissolution of the Company shall be referred to the general meeting by the board of directors. Such general meeting, for which no quorum shall be required, shall decide by a simple majority of the votes cast by the shareholders present or represented at the meeting.

The dissolution of the Company shall also be referred to the general meeting of shareholders whenever the share capital falls below one-fourth (1/4) 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 the shareholders holding one-fourth (1/4) 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 (2/3) or one-fourth (1/4) of the legal minimum, as the case may be.

A dissolution of the Company in any other circumstances shall be referred to the general meeting by the board of directors; in such an event, the dissolution may be decided by the general meeting of shareholders subject to the quorum and majority requirements referred to in article 32 below.

Liquidation of the Company shall be carried out by the "A" Shareholder. The "A" Shareholder shall be appointed in such capacity by the general meeting of shareholders and the powers and compensation of the liquidator shall be determined by this general meeting of shareholders. The duties of the liquidator shall last until all the assets of the Company are sold,

for distribution of the cash proceeds to the shareholders. Such cash proceeds shall be attributed to the shareholders in accordance with the order of priority set forth in article 27 above, and subject to the provisions of the offering memorandum of the Company.

Chapter X. - General provisions

Art. 32. Amendment of the articles of incorporation. These Articles of Incorporation may be amended by a shareholders' general meeting, subject to the quorum and voting conditions (as described below) laid down by article 67-1 of the law of 10 August 1915 on commercial companies, as amended.

Unless otherwise provided herein, an extraordinary general meeting may amend any provision of these Articles of Incorporation. The general meeting shall not validly deliberate unless at least one half (1/2) of the capital is represented and the agenda indicates the proposed amendments to the Articles of Incorporation and, where applicable, the text of those amendments relating to the purpose or the form of the Company. If the quorum requirement is not satisfied, a second meeting may be convened by means of notices published twice, at fifteen (15) days interval at least and fifteen (15) days before the meeting in the Mémorial and in two Luxembourg newspapers. Such convening notices shall reproduce the agenda and indicate the date and the results of the previous meeting. The second meeting shall validly deliberate regardless of the proportion of the capital represented.

At both meetings, resolutions, in order to be adopted, must be approved by a majority of at least two thirds (2/3) of the votes cast by the shareholders present or represented. However, the nationality of the Company may be changed and the Commitments of its shareholders may be increased only with the unanimous consent of the shareholders and bondholders.

Art. 33. Investor's information and possible preferential treatment of investors. Any information or document that the Company or its AIFM must or wishes to disclose or be made available to some or all of the Investors shall be validly disclosed or made available to any of the concerned Investors in, via and/or at any of the following information means (each an "Information Means"): (i) the Company's sales documents, offering or marketing documentation, (ii) subscription, redemption, conversion or transfer form, (iii) contract note, statement or confirmation in any other form, (iv) letter, teletype, email or any type of notice or message, (v) publication in the (electronic or printed) press, (vi) the Company's periodic report, (vii) the Company's, AIFM's or any third party's registered office, (viii) a third-party, (ix) internet/a website (as the case may be subject to password or other limitations) and (x) any other means or medium to be freely determined from time to time by the Company or its AIFM to the extent that such means or medium comply and remain consistent with these Articles of Incorporation and applicable Luxembourg laws and regulations.

The Company or its AIFM may freely determine from time to time the specific Information Means to be used to disclose or make available a specific information or document, provided, however, that at least one current Information Means used to disclose or make available any specific information or document to be disclosed or made available shall at least be indicated in either the Company's sales documents or at the Company's or AIFM's registered office.

Certain Information Means (each hereinafter an "Electronic Information Means") used to disclose or make available certain information or document requires an access to internet and/or to an electronic messaging system. By the sole fact of investing or soliciting the investment in the Company, an Investor acknowledges the possible use of Electronic Information Means and confirms having access to internet and to an electronic messaging system allowing this Investor to access the information or document disclosed or made available via an Electronic Information Means.

By the sole fact of investing or soliciting the investment in the Company, an Investor (i) acknowledges and consents that the information to be disclosed in accordance with Article 13(1) and (2) of the 2013 Law may be provided by means of a website without being addressed personally thereto and (ii) that the address of the relevant website and the place of the website where the information may be accessed is indicated in either the Company's sales documents or at the Company's or AIFM's registered office.

Any prospective or existing shareholder ("Investor") may be accorded a preferential treatment, or a right to obtain a preferential treatment (a "Preferential Treatment") subject to, and in compliance with the conditions set forth in, applicable laws and regulations.

A Preferential Treatment may take any form that is not inconsistent (or incompatible) with these Articles of Incorporation or with applicable laws and regulations and that may be determined from time to time by, and in the discretion of, the Company and/or its AIFM and may be assorted with a "most favoured nation" clause in favour of all or certain Investors. The existence or introduction of a Preferential Treatment or the fact that one or more investors have been accorded a Preferential Treatment may create a right in favour of any other Investor (the "other or new Investor") to claim such a Preferential Treatment for its benefit, if, in relation to this other or new Investor, all the criteria and features on which is based the relevant Preferential Treatment are met, and if the situation and features of this other or new Investor are identical to any of the investors to whom this Preferential Treatment has been accorded.

Should an Investor obtains a Preferential Treatment, a description of that Preferential Treatment, the type of Investors who obtain such preferential treatment and, where relevant, their legal or economic links with the Company or its AIFM, as well as any material change to this information, may be disclosed or made available to Investors in, via and/or at any of the Information Means listed in this article 33; it being understood that availability or disclosure of any information regarding Preferential Treatment may be restricted to the largest extent authorised by applicable laws and regulations.

For the avoidance of doubt, any preferential treatment accorded to an Investor not resulting in a disadvantage to the other investors does not qualify as a Preferential Treatment and hence is not subject to the foregoing conditions applicable to a Preferential Treatment.

Art. 34. Applicable law. In respect of all matters not governed by these Articles of Incorporation, the parties shall refer to the provisions of the law of August 10th 1915 on commercial companies and the amendments thereto, and to the 2007 Law.

Art. 35. Definitions. Whenever used in these Articles of Incorporation, unless there is something inconsistent in the subject matter or context, defined terms shall have the following meanings and capitalised terms not defined below shall have the meaning ascribed to them in the offering memorandum of the Company:

"A" Share Class means a specific share class issued in registered form and reserved to the Manager (also referred to as "A" Shares).

"A" Shareholder means the Manager.

Affiliate means in respect of any person: (a) any entity which controls (the Controlling Entity), or any entity which is controlled by (the Controlled Entity), that person (i) either through the direct or indirect ownership of the majority of the voting rights at the general assembly, or (ii) through the effective exercise of management power within the management structure of the Controlled Entity, or (iii) through the exercise of a significant influence over the Controlled Entity and ownership of at least 20% of the share capital of the Controlled Entity, including in both case jointly with other persons through specific agreements; and (b) any other person having the same Controlling Entity.

AIFM or Manager means any alternative investment fund manager appointed by the Company in accordance with the 2013 Law.

Articles of Incorporation means the present articles of incorporation of the Company, as may be amended from time to time.

Bridge Financing means any interim debt financing made in connection with an Investment and in accordance with the offering memorandum of the Company.

Capital Call means a request from the Manager to the shareholders to pay to the Company in cash the portion of the Commitments which the Manager deems required for company expenses, management fees, Investments and other obligations or liabilities of the Company.

Catch-up Payment means an amount equal to their proportionate share (based upon Commitments) of all funded Commitments of existing shareholders, plus interest thereon at LIBOR plus 200 bps per annum from the date of each applicable funding.

Company means Cube Infrastructure Fund II.

Class Distribution Percentages means, with respect to each respective class of B shares (i.e., class B-1 shares, class B-2 shares, class B-2 Premium shares, class B-2 Star shares and class B-3 shares) as of each applicable date of determination, a fraction, expressed as a percentage, the numerator of which is the Net Asset Value of the applicable class of B shares and the denominator of which is the sum of the Net Asset Value of all classes of B shares.

Commitment, means the commitments made by shareholders to invest in the Company, which will be paid pursuant to Capital Calls, as the subscription and payment for shares, as provided for each investor in the Commitment Agreement it has signed.

Commitment Agreement means any written commitment (or subscription) agreement entered into by any B shareholder in connection with the subscription of B shares in the Company.

First Closing Date means the date upon which the initial Commitments to the Company are accepted, as determined in the offering memorandum of the Company.

Independent Director: a director will be considered independent if he is not a member of management of the "A" Shareholder and if he:

- is not a substantial shareholder of the "A" Shareholder, or of a company holding directly or indirectly more than ten per cent of the "A" Shareholder's voting stock or an officer of or otherwise associated directly or indirectly with a shareholder holding more, directly or indirectly, than ten per cent of the "A" Shareholder's voting stock;

- has not within the last three years been employed in an executive capacity by the "A" Shareholder or by an Affiliate of the "A" Shareholder or been a director after ceasing to hold any such employment;

- is not a principal or employee of a professional adviser to the "A" Shareholder or of an Affiliate of the "A" Shareholder whose billings exceed five per cent of the adviser's total revenues;

- is not a significant supplier or customer of the "A" Shareholder or of an Affiliate of the "A" Shareholder or an officer of or otherwise associated directly or indirectly with a significant supplier or customer. A significant supplier is defined as one whose revenues from the "A" Shareholder and its Affiliates exceed five per cent of supplier's total revenue. A significant customer is one whose debts to the "A" Shareholder and its Affiliates exceed five per cent of the customer's total operating costs;

- has no material contractual relationship with the "A" Shareholder or any of its Affiliates other than as a director of the "A" Shareholder;
- is not a director of any of the "A" Shareholder parent companies' subsidiaries or Affiliates; and
- has no other interest or relationship that could interfere with the director's ability to act in the best interests of the Company and independently of management.

With good cause, the board of directors of the Company may at its discretion determine that a director is independent notwithstanding that not all of the above criteria are satisfied. Correspondingly, the board of directors of the Company can, in appropriate circumstances, determine that a board member has lost his independence.

Investments means any investment made, directly or indirectly in any instrument (including equity, quasi-equity, debt, corporate guarantees in connection thereto and irrevocable undertakings to invest) by the Company or a Luxembourg Subsidiary.

Luxembourg Subsidiary(ies) means the one or several subsidiary(ies) incorporated in Luxembourg in the form of a société en commandite par actions, or any other form of entity, through which the Company may hold its Investments.

Net Asset Value or NAV means the net asset value of the Company as determined in accordance with these Articles of Incorporation and the offering memorandum of the Company, or, as the context may require, the portion of such net asset value of the Company directly attributable to as specified class of shares of the Company.

Subscription Payment means, for each shareholder, the amount of the funded Commitment paid to the Company pursuant to a Capital Call or as a Catch-up Payment, and applied to the purchase price of shares, but excluding the interest portion of the Catch-up Payment.

US Person has the meaning ascribed to that term in Regulation S of the United States Securities Act of 1933, as amended.

Valuation Day means any valuation day of the shares of the Company.

2007 Law means the law of 13 February 2007 on specialised investment funds, as amended.

2010 Law means the law of 17 December 2010 on undertakings for collective investment, as amended.

2013 Law means the law of 12 July 2013 on alternative investment fund managers, as may be amended.

Transitory dispositions

The first accounting year will begin on the date of the incorporation of the Company and will end on 31 December 2016.

The first annual general meeting will be held in 2017.

Subscription and payment

The subscriber has subscribed for the number of shares and has paid in cash the amount as mentioned hereafter:

| Shareholder | Subscribed capital | number of shares |
|--|-----------------------|---------------------|
| Cube Infrastructure Managers | EUR 31,000.- | 31 |
| TOTAL | EUR 31,000.- | 31 |

Proof of such payment has been given to the undersigned notary.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of its formation are estimated at approximately EUR 3,000.-.

Statements

The notary drawing up the present deed declares that the conditions set forth in Articles 26, 26-3 and 26-5 of the Law of August 10, 1915 on Commercial Companies, as amended, have been fulfilled and expressly bears witness to their fulfilment.

General meeting of shareholder

The above named person, representing the entire subscribed capital and considering itself as fully convened, has immediately taken the following resolutions:

First resolution

The following persons are appointed directors of the Company for a term expiring at the date of the next annual general meeting:

- Renaud De Matharel, Managing Partner, Cube Infrastructure Managers, 41, Avenue de la Liberté, L-1931 Luxembourg;
- Jérôme Alméras, Managing Partner, Cube Infrastructure Managers, 41, Avenue de la Liberté, L-1931 Luxembourg;
- Frédéric Chartier, General Secretary, Cube Infrastructure Managers, 41, Avenue de la Liberté, L-1931 Luxembourg;
- Patrick Zurstrassen, Independent Director, Lombard Odier Funds Europe, 5, Allée Scheffer, L-2520 Luxembourg;
- Marc Antoine Autheman, Director, Euroclear SA, 1 Bld du Roi Albert II, B-1210 Bruxelles.

Second resolution

The following have been appointed auditor for a term expiring at the date of the next annual general meeting:
PricewaterhouseCoopers, 2, rue Gerhard Mercator L-2182 Luxembourg.

Third resolution

The registered office of the Company is fixed at 5, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg.

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

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

The document having been read to the appearing person, known to the notary by his surnames, Christian name, civil status and residence, said person appearing signed together with us, the notary, this original deed.

Signé: S. LIBERATORE et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 25 avril 2016. Relation: 1LAC/2016/13444. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): P. MOLLING.

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

Luxembourg, le 3 mai 2016.

Référence de publication: 2016103979/927.

(160075609) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

Erec II (Luxembourg) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.506,00.

Siège social: L-5365 Münsbach, 9, rue Gabriel Lippmann.

R.C.S. Luxembourg B 196.630.

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

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

THERE APPEARED:

STANDARD LIFE INVESTMENTS (GENERAL PARTNER EUROPEAN REAL ESTATE CLUB II) LIMITED, a company limited by shares with address at 30 St. Mary Axe, London, United Kingdom EC3A 8EP, and registered with the Registrar of Companies for England and Wales under company number 9558172, acting in their capacity as general partner of STANDARD LIFE INVESTMENTS EUROPEAN REAL ESTATE CLUB II LP, a limited partnership with address at 30 St. Mary Axe, London, United Kingdom, EC3A 8EP, and registered with the Registrar of Companies for England and Wales under company number LP016620,

hereby represented by Mrs Sofia AFONSO-DA CHAO CONDE, private employee, whose professional address is at 13, route de Luxembourg, L-4701 Pétange, by virtue of a proxy given under private seal.

I. The said proxy shall be annexed to the present deed for the purpose of registration.

II. The appearing party declares that it is the sole shareholder (the Sole Shareholder) of EREC II (Luxembourg) S.à r.l., a private limited liability company incorporated under the laws of Luxembourg, with a paid up share capital of twelve thousand five hundred Euro (EUR 12,500), having its registered office at 9, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, L-5365 Münsbach, Luxembourg, and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B 196630, incorporated pursuant to a notarial deed of Maître Blanche Moutrier, notary residing in Esch-sur-Alzette (Grand-Duchy of Luxembourg), dated 6 May 2015, published in the Mémorial C, Recueil des Sociétés et Associations, number 1680, dated 7 July 2015 (the Company). The articles of association of the Company (the Articles) have never been amended.

III. The appearing party, represented as above mentioned, therefore declares that the present meeting of the Company is validly constituted, and recognises to be fully informed of the resolutions to be taken on the basis of the following agenda:

Agenda:

1. Decision to create six (6) different classes of shares, with a nominal value of one Euro (EUR 1) each, namely the shares of class A (the Class A Shares), the shares of class B (the Class B Shares), the shares of class C (the Class C Shares), the shares of class D (the Class D Shares), the shares of class E (the Class E Shares) and the shares of class F (the Class F Shares);

2. Decision to increase the share capital of the Company by an amount of six Euro (EUR 6) so as to raise it from its current amount of twelve thousand five hundred Euro (EUR 12,500) to an amount of twelve thousand five hundred and six Euro (EUR 12,506);

3. Decision to issue, with payment of a share premium of an amount of six hundred fifty-two thousand four hundred ninety-nine Euro (EUR 652,499) (the Share Premium A), one (1) Class A Share, with a nominal value of one Euro (EUR 1) (the New Class A Share), having the rights and privileges attached thereto pursuant to the Articles as amended as per the below resolutions;

4. Decision to issue, with payment of a share premium of an amount of one million four thousand nine hundred ninety-nine Euro (EUR 1,004,999) (the Share Premium B), one (1) Class B Share, with a nominal value of one Euro (EUR 1) (the New Class B Share), having the rights and privileges attached thereto pursuant to the Articles as amended as per the below resolutions;

5. Decision to issue, with payment of a share premium of an amount of one million five hundred seventy-three thousand four hundred twelve Euro (EUR 1,573,412) (the Share Premium C), one (1) Class C Share, with a nominal value of one Euro (EUR 1) (the New Class C Share), having the rights and privileges attached thereto pursuant to the Articles as amended as per the below resolutions;

6. Decision to issue, with payment of a share premium of an amount of two million nine hundred fifty-five thousand nine hundred seventy-one Euro (EUR 2,955,971) (the Share Premium D), one (1) Class D Share, with a nominal value of one Euro (EUR 1) (the New Class D Share), having the rights and privileges attached thereto pursuant to the Articles as amended as per the below resolutions;

7. Decision to issue, with payment of a share premium of an amount of one million four hundred ninety-nine thousand nine hundred ninety-nine Euro (EUR 1,499,999) (the Share Premium E), one (1) Class E Share, with a nominal value of one Euro (EUR 1) (the New Class E Share), having the rights and privileges attached thereto pursuant to the Articles as amended as per the below resolutions;

8. Decision to issue, with payment of a share premium of an amount of nine hundred ninety-nine thousand nine hundred ninety-nine Euro (EUR 999,999) (the Share Premium F), one (1) Class F Share, with a nominal value of one Euro (EUR 1) (the New Class F Share), having the rights and privileges attached thereto pursuant to the Articles as amended as per the below resolutions;

9. Decision to accept (i) the subscription of the New Class A Share by the Sole Shareholder, with payment of the Share Premium A, by a contribution in kind consisting of an unquestionable and immediately payable receivable of a total amount of six hundred fifty-two thousand five hundred Euro (EUR 652,500) (the Receivable A) held by the Sole Shareholder against the Company, (ii) the subscription of the New Class B Share by the Sole Shareholder, with payment of the Share Premium B, by a contribution in kind consisting of an unquestionable and immediately payable receivable of a total amount of one million five thousand Euro (EUR 1,005,000) (the Receivable B) held by the Sole Shareholder against the Company, (iii) the subscription of the New Class C Shares by the Sole Shareholder, with payment of the Share Premium C, by a contribution in kind consisting of an unquestionable and immediately payable receivable of a total amount of one million five hundred seventy-three thousand four hundred thirteen Euro (EUR 1,573,413) (the Receivable C) held by the Sole Shareholder against the Company, (iv) the subscription of the New Class D Share by the Sole Shareholder, with payment of the Share Premium D, by a contribution in kind consisting of an unquestionable and immediately payable receivable of a total amount of two million nine hundred fifty-five thousand nine hundred seventy-two Euro (EUR 2,955,972) (the Receivable D) held by the Sole Shareholder against the Company, (v) the subscription of the New Class E Share by the Sole Shareholder, with payment of the Share Premium E, by a contribution in kind consisting of an unquestionable and immediately payable receivable of a total amount of one million five hundred thousand Euro (EUR 1,500,000) (the Receivable E) held by the Sole Shareholder against the Company, and (vi) the subscription of the New Class F Share by the Sole Shareholder, with payment of the Share Premium F, by a contribution in kind consisting of an unquestionable and immediately payable receivable of a total amount of one million Euro (EUR 1,000,000) (the Receivable F) held by the Sole Shareholder against the Company, and to allocate such New Class A Share, New Class B Share, New Class C Share, New Class D Share, New Class E Share and New Class F Share to the Sole Shareholder;

10. Decision to amend article 7. Share capital, of the Articles, so as to determine the rights attached to the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares and Class F Shares and reflect the resolutions to be adopted under items 1. to 9. above, which shall now read as follows:

" 7. Share capital.

7.1 The Company's share capital is set at twelve thousand five hundred and six Euro (EUR 12,506), represented by (i) twelve thousand five hundred (12,500) ordinary shares (collectively, the "Ordinary Shares" and individually, an "Ordinary Share"), with a nominal value of one euro (EUR 1) each, (ii) one (1) Class A Share, with a nominal value of one euro (EUR 1), (iii) one (1) Class B Share, with a nominal value of one euro (EUR 1), (iv) one (1) Class C Share, with a nominal value of one euro (EUR 1), (v) one (1) Class D Share, with a nominal value of one euro (EUR 1), (vi) one (1) Class E Share, with a nominal value of one euro (EUR 1), and (vii) one (1) Class F Share, with a nominal value of one euro (EUR 1).

7.2 The share capital of the Company may be increased or reduced by a resolution of the General Meeting adopted in the same manner required for amendment of these Articles, and in case of a share capital reduction, all, but not some, of the outstanding Shares of a specific class of Preferred Shares, as the case may be, shall be repurchased for the Repurchase Price and then cancelled. No Share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.

7.3 Each time the Company undertakes the acquisition of underlying assets as determined by the Board of Managers (each, a "Designated Asset"), the Company together with the Shareholder(s) may also create and issue up to 8 (eight) new classes of Preferred Shares being shares of class A (the "Class A Shares"), shares of class B (the "Class B Shares"), shares of class C (the "Class C Shares"), shares of class D (the "Class D Shares"), shares of class E (the "Class E Shares"), shares of class F (the "Class F Shares"), shares of class G (the "Class G Shares") and shares of class H (the "Class H Shares") (collectively, the "Preferred Shares", and individually, a "Preferred Share"). Any issue of Preferred Shares will have to be approved by a resolution of the Shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

7.4 Each class of Preferred Shares (from A to H) once created, as the case may be, will be separately entitled to the relevant Investment Net Result of the Company in relation to the relevant and corresponding Designated Asset (to be determined by the Board of Managers) as set out in Article 38.2 of these Articles. All such Investment Net Result(s) per class of Preferred Shares linked to the relevant and corresponding Designated Asset shall be allocated to a special reserve to be created and linked to the relevant classes of Preferred Shares (collectively the "Special Reserve(s)", and individually, as the case may be, the "Class A Special Reserve", the "Class B Special Reserve", the "Class C Special Reserve", the "Class D Special Reserve", the "Class E Special Reserve", the "Class F Special Reserve", the "Class G Special Reserve" and the "Class H Special Reserve"), until their distribution to the holders of the relevant class of Preferred Shares (from A to H, as the case may be) pro rata.

7.5 The Class A Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by European Club II Nanterre, with registered office address at 100 avenue des Champs Elysées - 1 rue de Berri, 75008 Paris, France, with registration number 811 569 003.

7.6 The Class B Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by Jago European Club II S.à r.l., with registered office address at 9, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, L-5365 Münsbach, Luxembourg, with registration number B 196521.

7.7 The Class C Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by (i) Main S.à r.l., with registered office address at 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, with registration number B 140736 and (ii) Alzette S.à r.l., with registered office address at 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, with registration number B 145286.

7.8 The Class D Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by Alster S.à r.l., with registered office address at 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, with registration number B 139349.

7.9 The Class E Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by European Club II Regina ApS, with registered office address at c/o Citco (Denmark) ApS, Holbergsgade 14, 2. tv., 1057 København K, Denmark, with registration number 36 94 73 30.

7.10 The Class F Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by European Club II Europa Plads ApS, with registered office address at c/o Capital Investment A/S, Frederiksgade 17, 1265 Kobenhavn K, Denmark, with registration number 37 18 13 74.

7.11 Each Preferred Share which is repurchased, as the case may be, will entitle its holder to a repurchase price composed of (i) a pro rata portion of the undistributed Investment Net Result attaching to the relevant class of Preferred Shares repurchased, as set out in Article 38.2 of these Articles, and allocated to the relevant Special Reserve plus (ii) the aggregate nominal value of such Share (the "Repurchase Price").

7.12 The holders of the Ordinary Shares and the Preferred Shares as may be created (collectively and irrespectively of their class, the "Shares", and individually and irrespectively of their class, a "Share") are together referred to as the "Shareholders". Each Share entitles its holder to one vote.

7.13 The Company may establish a share premium account (the "Share Premium Account") into which any premium paid on any Share is to be transferred. Decisions as to the use of the Share Premium Account are to be taken by the Shareholders subject to the 1915 Law and these Articles.

7.14 The Company may, without limitation, accept equity or other contributions from Shareholders without issuing Shares or other securities in consideration for such contributions and may credit the contributions to one or more accounts. Decisions as to the use of any such accounts are to be taken by the Shareholders subject to the 1915 Law and these Articles."

11. Miscellaneous.

The appearing party has then requested the undersigned notary to document the following resolutions:

First resolution

The Sole Shareholder RESOLVES to create the Class A Shares, the Class B Shares, the Class C Shares, the Class D Shares, the Class E Shares and the Class F Shares.

Second resolution

The Sole Shareholder RESOLVES to increase the share capital of the Company by an amount of six Euro (EUR 6) so as to raise it from its current amount of twelve thousand five hundred Euro (EUR 12,500) to an amount of twelve thousand five hundred and six Euro (EUR 12,506).

Third resolution

The Sole Shareholder RESOLVES to issue the New Class A Share, with payment of the Share Premium A.
The Sole Shareholder RESOLVES to issue the New Class B Share, with payment of the Share Premium B.
The Sole Shareholder RESOLVES to issue the New Class C Share, with payment of the Share Premium C.
The Sole Shareholder RESOLVES to issue the New Class D Share, with payment of the Share Premium D.
The Sole Shareholder RESOLVES to issue the New Class E Share, with payment of the Share Premium E.
The Sole Shareholder RESOLVES to issue the New Class F Share, with payment of the Share Premium F.

Subscription / Payment

There now appears Mrs Sofia AFONSO-DA CHAO CONDE, prenamed, acting in her capacity as duly authorized attorney in fact of the Sole Shareholder, prenamed, by virtue of the above-mentioned proxy.

The person appearing declares to subscribe in the name and on behalf of the Sole Shareholder, prenamed, to (i) the New Class A Share, with payment of the Share Premium A, and to make payment in full for such New Class A Share and Share Premium A by a contribution in kind consisting of the Receivable A held by the Sole Shareholder against the Company for a total amount of six hundred fifty-two thousand five hundred Euro (EUR 652,500), (ii) the New Class B Share, with payment of the Share Premium B, and to make payment in full for such New Class B Share and Share Premium B by a contribution in kind consisting of the Receivable B held by the Sole Shareholder against the Company for a total amount of one million five thousand Euro (EUR 1,005,000), (iii) the New Class C Share, with payment of the Share Premium C and to make payment in full for such New Class C Shares and Share Premium C by a contribution in kind consisting of the Receivable C held by the Sole Shareholder against the Company for a total amount of one million five hundred seventy-three thousand four hundred thirteen Euro (EUR 1,573,413), (iv) the New Class D Share, with payment of the Share Premium D and to make payment in full for such New Class D Share and Share Premium D by a contribution in kind consisting of the Receivable D held by the Sole Shareholder against the Company for a total amount of two million nine hundred fifty-five thousand nine hundred seventy-two Euro (EUR 2,955,972), (v) the New Class E Share, with payment of the Share Premium E and to make payment in full for such New Class E Share and Share Premium E by a contribution in kind consisting of the Receivable E held by the Sole Shareholder against the Company for a total amount of one million five hundred thousand Euro (EUR 1,500,000), and (vi) the New Class F Share, with payment of the Share Premium F and to make payment in full for such New Class F Share and Share Premium F by a contribution in kind consisting of the Receivable F held by the Sole Shareholder against the Company for a total amount of one million Euro (EUR 1,000,000).

The Receivable A, Receivable B, Receivable C, Receivable D, Receivable E and Receivable F are free of any lien and there exist no impediments to their free transferability to the Company and valid instructions have been given to undertake all notifications, registrations or other formalities necessary to perform a valid transfer of the Receivable A, Receivable B, Receivable C, Receivable D, Receivable E and Receivable F to the Company.

The proof of the existence and of the value of the Receivable A, Receivable B, Receivable C, Receivable D, Receivable E and Receivable F has been produced to the Company.

Fourth resolution

The Sole Shareholder RESOLVES to amend article 7. Share capital, of the Articles, so as to, amongst others, determine the rights attached to the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares and Class F Shares and reflect the above resolutions, which shall now read as follows:

" 7. Share capital.

7.1 The Company's share capital is set at twelve thousand five hundred and six Euro (EUR 12,506), represented by (i) twelve thousand five hundred (12,500) ordinary shares (collectively, the "Ordinary Shares" and individually, an "Ordinary Share"), with a nominal value of one euro (EUR 1) each, (ii) one (1) Class A Share, with a nominal value of one euro (EUR 1), (iii) one (1) Class B Share, with a nominal value of one euro (EUR 1), (iv) one (1) Class C Share, with a nominal value of one euro (EUR 1), (v) one (1) Class D Share, with a nominal value of one euro (EUR 1), (vi) one (1) Class E Share, with a nominal value of one euro (EUR 1), and (vii) one (1) Class F Share, with a nominal value of one euro (EUR 1).

7.2 The share capital of the Company may be increased or reduced by a resolution of the General Meeting adopted in the same manner required for amendment of these Articles, and in case of a share capital reduction, all, but not some, of the outstanding Shares of a specific class of Preferred Shares, as the case may be, shall be repurchased for the Repurchase Price and then cancelled. No Share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.

7.3 Each time the Company undertakes the acquisition of underlying assets as determined by the Board of Managers (each, a "Designated Asset"), the Company together with the Shareholder(s) may also create and issue up to 8 (eight) new classes of Preferred Shares being shares of class A (the "Class A Shares"), shares of class B (the "Class B Shares"), shares of class C (the "Class C Shares"), shares of class D (the "Class D Shares"), shares of class E (the "Class E Shares"), shares of class F (the "Class F Shares"), shares of class G (the "Class G Shares") and shares of class H (the "Class H Shares") (collectively, the "Preferred Shares", and individually, a "Preferred Share"). Any issue of Preferred Shares will have to be

approved by a resolution of the Shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

7.4 Each class of Preferred Shares (from A to H) once created, as the case may be, will be separately entitled to the relevant Investment Net Result of the Company in relation to the relevant and corresponding Designated Asset (to be determined by the Board of Managers) as set out in Article 38.2 of these Articles. All such Investment Net Result(s) per class of Preferred Shares linked to the relevant and corresponding Designated Asset shall be allocated to a special reserve to be created and linked to the relevant classes of Preferred Shares (collectively the "Special Reserve(s)", and individually, as the case may be, the "Class A Special Reserve", the "Class B Special Reserve", the "Class C Special Reserve", the "Class D Special Reserve", the "Class E Special Reserve", the "Class F Special Reserve", the "Class G Special Reserve" and the "Class H Special Reserve"), until their distribution to the holders of the relevant class of Preferred Shares (from A to H, as the case may be) pro rata.

7.5 The Class A Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by European Club II Nanterre, with registered office address at 100 avenue des Champs Elysées - 1 rue de Berri, 75008 Paris, France, with registration number 811 569 003.

7.6 The Class B Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by Jago European Club II S.à r.l., with registered office address at 9, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, L-5365 Münsbach, Luxembourg, with registration number B 196521.

7.7 The Class C Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by (i) Main S.à r.l., with registered office address at 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, with registration number B 140736 and (ii) Alzette S.à r.l., with registered office address at 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, with registration number B 145286.

7.8 The Class D Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by Alster S.à r.l., with registered office address at 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, with registration number B 139349.

7.9 The Class E Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by European Club II Regina ApS, with registered office address at c/o Citco (Denmark) ApS, Holbergsgade 14, 2. tv., 1057 København K, Denmark, with registration number 36 94 73 30.

7.10 The Class F Shares track the performance and returns of the Company's direct investment in the shares and other securities (as the case may be) issued by European Club II Europa Plads ApS, with registered office address at c/o Capital Investment A/S, Frederiksgade 17, 1265 Kobenhavn K, Denmark, with registration number 37 18 13 74.

7.11 Each Preferred Share which is repurchased, as the case may be, will entitle its holder to a repurchase price composed of (i) a pro rata portion of the undistributed Investment Net Result attaching to the relevant class of Preferred Shares repurchased, as set out in Article 38.2 of these Articles, and allocated to the relevant Special Reserve plus (ii) the aggregate nominal value of such Share (the "Repurchase Price").

7.12 The holders of the Ordinary Shares and the Preferred Shares as may be created (collectively and irrespectively of their class, the "Shares", and individually and irrespectively of their class, a "Share") are together referred to as the "Shareholders". Each Share entitles its holder to one vote.

7.13 The Company may establish a share premium account (the "Share Premium Account") into which any premium paid on any Share is to be transferred. Decisions as to the use of the Share Premium Account are to be taken by the Shareholders subject to the 1915 Law and these Articles.

7.14 The Company may, without limitation, accept equity or other contributions from Shareholders without issuing Shares or other securities in consideration for such contributions and may credit the contributions to one or more accounts. Decisions as to the use of any such accounts are to be taken by the Shareholders subject to the 1915 Law and these Articles."

THERE BEING NO FURTHER BUSINESS THE MEETING IS CLOSED.

Declaration

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

WHEREOF, the present deed was drawn up in Pétange (Grand-Duchy of Luxembourg), at the date indicated at the beginning of the document.

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

Suit la version française du texte qui précède:

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

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

A COMPARU:

STANDARD LIFE INVESTMENTS (GENERAL PARTNER EUROPEAN REAL ESTATE CLUB II) LIMITED, une société à responsabilité limitée ayant son adresse au 30 St. Mary Axe, Londres, Royaume-Uni EC3A 8EP, et enregistrée au Registre des Sociétés d'Angleterre et du Pays de Galle sous le numéro de société 9558172, agissant en sa capacité d'associé gérant commandité de STANDARD LIFE INVESTMENTS EUROPEAN REAL ESTATE CLUB II LP, un limited partnership ayant son adresse au 30 St. Mary Axe, Londres, Royaume-Uni EC3A 8EP, et enregistrée au Registre des Sociétés d'Angleterre et du Pays de Galle sous le numéro de société LP016620,

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

I. Ladite procuration restera annexée au présent acte pour être soumise à l'enregistrement.

II. La partie comparante déclare qu'elle est la seule associée (l'Associé Unique) de EREC II (Luxembourg) S.à r.l., une société à responsabilité limitée constituée et existant selon les lois du Grand-Duché de Luxembourg, ayant un capital social de douze mille cinq cents euros (EUR 12,500), ayant son siège social au 9, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, L-5365 Münsbach, Luxembourg, et enregistrée auprès du Registre de Commerce et des Sociétés, Luxembourg sous le numéro B 196630, constituée par un acte notarié de Maître Blanche Moutrier, notaire de résidence à Esch-sur-Alzette (Grand-Duché de Luxembourg), daté du 6 mai 2015, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1680, daté du 7 juillet 2015 (la Société). Les statuts de la Société (les Statuts) n'ont jamais été modifiés.

III. La partie comparante, dûment représentée comme dit ci-avant, déclare donc que la présente assemblée générale de la Société est valablement constituée, et reconnaît être entièrement informée des résolutions à prendre sur base de l'ordre du jour suivant:

Ordre du jour:

1. Décision de créer six (6) classes différentes de parts sociales, d'une valeur nominale de un euro (EUR 1) chacune, à savoir les parts sociales de classe A (les Parts Sociales de Classe A), les parts sociales de classe B (les Parts Sociales de Classe B), les parts sociales de classe C (les Parts Sociales de Classe C), les parts sociales de classe D (les Parts Sociales de Classe D), les parts sociales de classe E (les Parts Sociales de Classe E) et les parts sociales de classe F (les Parts Sociales de Classe F);

2. Décision d'augmenter le capital social de la Société d'un montant de six euros (EUR 6), pour le porter de son montant actuel de douze mille cinq cents euros (EUR 12.500) à un montant de douze mille cinq cent six euros (EUR 12.506);

3. Décision d'émettre, avec une prime d'émission d'un montant de six cent cinquante-deux mille quatre cent quatre-vingt-dix-neuf euros (EUR 652.499) (la Prime d'Émission A), une (1) Part Sociale de Classe A, avec une valeur nominale de un euro (EUR 1) (la Nouvelle Part Sociale de Classe A), ayant les droits et privilèges qui y sont liés conformément aux Statuts de la Société modifiés conformément aux points ci-dessous;

4. Décision d'émettre, avec une prime d'émission d'un montant de un million quatre mille neuf cent quatre-vingt-dix-neuf euros (EUR 1.004.999) (la Prime d'Émission B), une (1) Part Sociale de Classe B, avec une valeur nominale de un euro (EUR 1) (la Nouvelle Part Sociale de Classe B), ayant les droits et privilèges qui y sont liés conformément aux Statuts de la Société modifiés conformément aux points ci-dessous;

5. Décision d'émettre, avec une prime d'émission d'un montant de un million cinq cent soixante-treize mille quatre cent douze euros (EUR 1.573.412) (la Prime d'Émission C), une (1) Part Sociale de Classe C avec une valeur nominale de un euro (EUR 1) (la Nouvelle Part Sociale de Classe C), ayant les droits et privilèges qui y sont liés conformément aux Statuts de la Société modifiés conformément aux points ci-dessous;

6. Décision d'émettre, avec une prime d'émission d'un montant de deux millions neuf cent cinquante-cinq mille neuf cent soixante et onze euros (EUR 2.955.971) (la Prime d'Émission D), une (1) Part Sociale de Classe D, avec une valeur nominale de un euro (EUR 1) (la Nouvelle Part Sociale de Classe D), ayant les droits et privilèges qui y sont liés conformément aux Statuts de la Société modifiés conformément aux points ci-dessous;

7. Décision d'émettre, avec une prime d'émission d'un montant de un million quatre cent quatre-vingt-dix-neuf mille neuf cent quatre-vingt-dix-neuf euros (EUR 1.499.999) (la Prime d'Émission E), une (1) Part Sociale de Classe E, avec une valeur nominale de un euro (EUR 1) (la Nouvelle Part Sociale de Classe E), ayant les droits et privilèges qui y sont liés conformément aux Statuts de la Société modifiés conformément aux points ci-dessous;

8. Décision d'émettre, avec une prime d'émission d'un montant de neuf cent quatre-vingt-dix-neuf mille neuf cent quatre-vingt-dix-neuf euros (EUR 999.999) (la Prime d'Émission F), une (1) Part Sociale de Classe F, avec une valeur nominale de un euro (EUR 1) (la Nouvelle Part Sociale de Classe F), ayant les droits et privilèges qui y sont liés conformément aux Statuts de la Société modifiés conformément aux points ci-dessous;

9. Décision d'accepter (i) la souscription de cette Nouvelle Part Sociale de Classe A par l'Associé Unique, par un apport en nature consistant en une créance certaine liquide et exigible d'un montant total de six cent cinquante-deux mille cinq cents euros (EUR 652.500) (la Créance A) détenue par l'Associé Unique contre la Société, (ii) la souscription de cette Nouvelle Part Sociale de Classe B par l'Associé Unique, par un apport en nature consistant en une créance certaine liquide et exigible d'un montant total de un million cinq mille euros (EUR 1.005.000) (la Créance B) détenue par l'Associé Unique contre la Société, (iii) la souscription de cette Nouvelle Part Sociale de Classe C par l'Associé Unique, par un apport en nature consistant en une créance certaine liquide et exigible d'un montant total de un million cinq cent soixante-treize mille quatre cent treize euros (EUR 1.573.413) (la Créance C) détenue par l'Associé Unique contre la Société, (iv) la souscription

de cette Nouvelle Part Sociale de Classe D par l'Associé Unique, par un apport en nature consistant en une créance certaine liquide et exigible d'un montant total de deux millions neuf cent cinquante-cinq mille neuf cent soixante-douze euros (EUR 2.955.972) (la Créance D) détenue par l'Associé Unique contre la Société, (v) la souscription de cette Nouvelle Part Sociale de Classe E par l'Associé Unique, par un apport en nature consistant en une créance certaine liquide et exigible d'un montant total de un million cinq cent mille euros (EUR 1.500.000) (la Créance E) détenue par l'Associé Unique contre la Société et (vi) la souscription de cette Nouvelle Part Sociale de Classe F par l'Associé Unique, par un apport en nature consistant en une créance certaine liquide et exigible d'un montant total de un million d'euros (EUR 1.000.000) (la Créance F) détenue par l'Associé Unique contre la Société et d'allouer cette Nouvelle Part Sociale de Classe A, cette Nouvelle Part Sociale de Classe B, cette Nouvelle Part Sociale de Classe C, cette Nouvelle Part Sociale de Classe D, cette Nouvelle Part Sociale de Classe E et cette Nouvelle Part Sociale de Classe F à l'Associé Unique;

10. Décision de modifier l'article 7. Capital Social des Statuts, afin de déterminer les droits attachés aux Parts Sociales de Classe A, Parts Sociales de Classe B, Parts Sociales de Classe C, Parts Sociales de Classe D, Parts Sociales de Classe E et Parts Sociales de Classe F et de refléter les résolutions devant être adoptées sous les points 1. à 9. ci-dessus, qui aura désormais la teneur suivante:

" 7. Capital social.

7.1 Le capital social de la Société est fixé à douze mille cinq cent six euros (EUR 12.506), représenté par (i) douze mille cinq cents (12.500) parts sociales ordinaires (collectivement les "Parts Sociales Ordinaires" et individuellement, une "Part Sociale Ordinaire"), ayant une valeur nominale d'un euro (EUR 1) chacune, (ii) une (1) Part Sociale de Classe A, ayant une valeur nominale d'un euro (EUR 1), (iii) une (1) Part Sociale de Classe B, ayant une valeur nominale d'un euro (EUR 1), (iv) une (1) Part Sociale de Classe C, ayant une valeur nominale d'un euro (EUR 1), (v) une (1) Part Sociale de Classe D, ayant une valeur nominale d'un euro (EUR 1), (vi) une (1) Part Sociale de Classe E, ayant une valeur nominale d'un euro (EUR 1), et (vii) une (1) Part Sociale de Classe F, ayant une valeur nominale d'un euro (EUR 1).

7.2 Le capital social de la Société peut être augmenté ou réduit par une résolution de l'Assemblée Générale adoptée selon les modalités requises pour la modification des présents Statuts, et en cas de réduction du capital social, toutes, et pas seulement certaines, les Parts Sociales restantes dans une classe spécifique de Parts Sociales Préférentielles, le cas échéant, devront être rachetées au Prix de Rachat et ensuite annulées. Aucune Part Sociale ne sera émise pour une valeur inférieure à sa valeur nominale et à toute prime à payer à la Société en contrepartie de son émission.

7.3 Chaque fois que la Société réalise l'acquisition d'actifs sous-jacents tels que déterminés par le Conseil de Gérance (chacun, un "Actif Désigné"), la Société avec les Associés peut aussi créer et émettre jusqu'à huit (8) nouvelles classes de Parts Sociales Préférentielles qui seront les parts sociales de classe A (les "Parts Sociales de Classe A"), les parts sociales de classe B (les "Parts Sociales de Classe B"), les parts sociales de classe C (les "Parts Sociales de Classe C"), les parts sociales de classe D (les "Parts Sociales de Classe D"), les parts sociales de classe E (les "Parts Sociales de Classe E"), les parts sociales de classe F (les "Parts Sociales de Classe F"), les parts sociales de classe G (les "Parts Sociales de Classe G") et les parts sociales de classe H (les "Parts Sociales de Classe H") (ensemble, les "Parts Sociales Préférentielles", et individuellement, une "Part Sociale Préférentielle"). Toute émission de Parts Sociales Préférentielles devra être approuvée par une résolution des Associés, agissant conformément aux conditions prescrites pour la modification des Statuts.

7.4 Chaque classe de Parts Sociales Préférentielles (de A à H) une fois créée, le cas échéant, aura droit séparément au Revenu Net d'Investissement pertinent de la Société en rapport avec l'Actif Désigné correspondant (à déterminer par le Conseil de Gérance) tel que stipulé à l'Article 38.2 de ces Statuts. Tous le ou les Revenu(s) Net d'Investissement par classe de Parts Sociales Préférentielles lié(s) à l'Actif Désigné correspondant devra ou devront être alloué(s) à une réserve spéciale devant être créée et liée aux classes de Parts Sociales Préférentielles pertinentes (ensemble, les "Réserves Spéciales", et individuellement, le cas échéant, la "Réserve Spéciale de Classe A", la "Réserve Spéciale de Classe B", la "Réserve Spéciale de Classe C", la "Réserve Spéciale de Classe D", la "Réserve Spéciale de Classe E", la "Réserve Spéciale de Classe F", la "Réserve Spéciale de Classe G" et la "Réserve Spéciale de Classe H"), jusqu'à leur distribution aux détenteurs de la classe de Parts Sociales Préférentielle pertinente (de A à H, le cas échéant) au pro rata.

7.5 Les Parts Sociales de Classe A suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises European Club II Nanterre, ayant son siège social au 100 avenue des Champs Elysées - 1 rue de Berri, 75008 Paris, France, enregistrée sous le numéro 811 569 003.

7.6 Les Parts Sociales de Classe B suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par Jago European Club II S.à r.l., ayant son siège social au 9, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, L-5365 Münsbach, Luxembourg, enregistrée sous le numéro B 196521.

7.7 Les Parts Sociales de Classe C suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par (i) Main S.à r.l., ayant son siège social au 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, enregistrée sous le numéro B 140736 et (ii) Alzette S.à r.l., ayant son siège social au 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, enregistrée sous le numéro B 145286.

7.8 Les Parts Sociales de Classe D suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par Alster S.à r.l., ayant son siège social au 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, enregistrée sous le numéro B 139349.

7.9 Les Parts Sociales de Classe E suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par European Club II Regina ApS, ayant son siège social au c/o Citco (Denmark) ApS, Holbergsgade 14, 2. tv., 1057 København K, Danemark, enregistrée sous le numéro 36 94 73 30.

7.10 Les Parts Sociales de Classe F suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par European Club II Europa Plads ApS, ayant son siège social au c/o Capital Investment A/S, Frederiksgade 17, 1265 Kobenhavn K, Danemark, enregistrée sous le numéro 37 18 13 74.

7.11 Chaque Part Sociale Préférentielle qui est rachetée, le cas échéant, donnera droit à son détenteur au prix de rachat composé de (i) une portion au pro rata du Revenu Net d'Investissement non distribué lié à la classe de Parts Sociales Préférentielles pertinente rachetée, tel que stipulé à l'Article 38.2 de ces Statuts, et allouée à la Réserve Spéciale pertinente plus (ii) la valeur nominale totale de cette Part Sociale (le "Prix de Rachat").

7.12 Les détenteurs des Parts Sociales Ordinaires et des Parts Sociales Préférentielles pouvant être créées (collectivement et sans tenir compte de leurs classes, les "Parts Sociales", et individuellement et sans tenir compte de leur classe, une "Part Sociale") sont désignés ensemble comme les "Associés". Chaque Part Sociale donne droit à son détenteur à un vote.

7.13 La Société peut établir un compte de prime d'émission (le "Compte de Prime d'Émission") dans lequel toute prime d'émission payée pour toute Part Sociale sera versée. Les décisions quant à l'utilisation du Compte de Prime d'Émission sont à prendre par les Associés conformément à la Loi de 1915 et aux présents Statuts.

7.14 La Société peut, notamment, sans limitation, accepter des capitaux ou d'autres apports d'Associés sans émettre des Parts Sociales ou autres sûretés en contrepartie desdits apports et peut créditer les apports à un ou à plusieurs comptes. Les décisions quant à l'utilisation de ces comptes sont à prendre par les Associés conformément à la Loi de 1915 et aux présents Statuts."

11. Divers.

La partie comparante a ensuite requis le notaire soussigné de documenter les résolutions suivantes:

Première résolution

L'Associé Unique DECIDE de créer les Parts Sociales de Classe A, les Parts Sociales de Classe B, les Parts Sociales de Classe C, les Parts Sociales de Classe D, les Parts Sociales de Classe E et les Parts Sociales de Classe F.

Deuxième résolution

L'Associé Unique DECIDE d'augmenter le capital social de la Société d'un montant de six euros (EUR 6), pour le porter de son montant actuel de douze mille cinq cents euros (EUR 12.500) à un montant de douze mille cinq cent six euros (EUR 12.506).

Troisième résolution

L'Associé Unique DECIDE d'émettre la Nouvelle Part Sociale de Classe A, avec paiement de la Prime d'Émission A.

L'Associé Unique DECIDE d'émettre la Nouvelle Part Sociale de Classe B, avec paiement de la Prime d'Émission B.

L'Associé Unique DECIDE d'émettre la Nouvelle Part Sociale de Classe C, avec paiement de la Prime d'Émission C.

L'Associé Unique DECIDE d'émettre la Nouvelle Part Sociale de Classe D, avec paiement de la Prime d'Émission D.

L'Associé Unique DECIDE d'émettre la Nouvelle Part Sociale de Classe E, avec paiement de la Prime d'Émission E.

L'Associé Unique DECIDE d'émettre la Nouvelle Part Sociale de Classe F, avec paiement de la Prime d'Émission F.

Souscription / Paiement

Comparaît maintenant Mrs Sofia AFONSO-DA CHAO CONDE, précitée, agissant en sa qualité de mandataire dûment autorisé de l'Associé Unique, précité, en vertu de la procuration visée ci-dessus.

L'Associé Unique, agissant par le biais de son mandataire, déclare souscrire à (i) la Nouvelle Part Sociale de Classe A, avec paiement de la Prime d'Émission A, et de libérer intégralement cette Nouvelle Part Sociale A et cette Prime d'Émission A par un apport en nature de la Créance A détenue par l'Associé Unique contre la Société d'un montant total de six cent cinquante-deux mille cinq cents euros (EUR 652.500), (ii) la Nouvelle Part Sociale de Classe B, avec paiement de la Prime d'Émission B, et de libérer intégralement cette Nouvelle Part Sociale B et cette Prime d'Émission B par un apport en nature de la Créance B détenue par l'Associé Unique contre la Société d'un montant total de un million cinq mille euros (EUR 1.005.000), (iii) la Nouvelle Part Sociale de Classe C, avec paiement de la Prime d'Émission C, et de libérer intégralement cette Nouvelle Part Sociale C et cette Prime d'Émission C par un apport en nature de la Créance C détenue par l'Associé Unique contre la Société d'un montant total de un million cinq cent soixante-treize mille quatre cent treize euros (EUR 1.573.413), (iv) la Nouvelle Part Sociale de Classe D, avec paiement de la Prime d'Émission D, et de libérer intégralement cette Nouvelle Part Sociale D et cette Prime d'Émission D par un apport en nature de la Créance D détenue par l'Associé Unique contre la Société d'un montant total de deux millions neuf cent cinquante-cinq mille neuf cent soixante-douze euros (EUR 2.955.972), (v) la Nouvelle Part Sociale de Classe E, avec paiement de la Prime d'Émission E, et de libérer intégralement cette Nouvelle Part Sociale E et cette Prime d'Émission E par un apport en nature de la Créance E détenue par l'Associé Unique contre la Société d'un montant total de un million cinq cent mille euros (EUR 1.500.000), et (vi) la Nouvelle

Part Sociale de Classe F, avec paiement de la Prime d'Émission F, et de libérer intégralement cette Nouvelle Part Sociale F et cette Prime d'Émission F par un apport en nature de la Créance F détenue par l'Associé Unique contre la Société d'un montant total de un million d'euros (EUR 1.000.000).

Il n'y a aucune restriction ou limitation au libre transfert de la Créance A, de la Créance B, de la Créance C, de la Créance D, de la Créance E et de la Créance F à la Société et des instructions valables ont été données en vue d'effectuer toutes notifications, inscriptions ou autres formalités nécessaires pour effectuer un transfert valable de la Créance A, de la Créance B, de la Créance C, de la Créance D, de la Créance E et de la Créance F à la Société.

La preuve de l'existence et de la valeur de la Créance A, de la Créance B, de la Créance C, de la Créance D, de la Créance E et de la Créance F a été présentée à la Société.

Quatrième résolution

L'Associé Unique DECIDE de modifier l'article 7. Capital Social, des Statuts, afin de déterminer les droits attachés aux Parts Sociales de Classe A, Parts Sociales de Classe B, Parts Sociales de Classe C, Parts Sociales de Classe D, Parts Sociales de Classe E, et Parts Sociales de Classe F et de refléter les résolutions adoptées ci-dessus, qui aura désormais la teneur suivante:

" 7. Capital social.

7.1 Le capital social de la Société est fixé à douze mille cinq cent six euros (EUR 12.506), représenté par (i) douze mille cinq cents (12.500) parts sociales ordinaires (collectivement les "Parts Sociales Ordinaires" et individuellement, une "Part Sociale Ordinaire"), ayant une valeur nominale d'un euro (EUR 1) chacune, (ii) une (1) Part Sociale de Classe A, ayant une valeur nominale d'un euro (EUR 1), (iii) une (1) Part Sociale de Classe B, ayant une valeur nominale d'un euro (EUR 1), (iv) une (1) Part Sociale de Classe C, ayant une valeur nominale d'un euro (EUR 1), (v) une (1) Part Sociale de Classe D, ayant une valeur nominale d'un euro (EUR 1), (vi) une (1) Part Sociale de Classe E, ayant une valeur nominale d'un euro (EUR 1), et (vii) une (1) Part Sociale de Classe F, ayant une valeur nominale d'un euro (EUR 1).

7.2 Le capital social de la Société peut être augmenté ou réduit par une résolution de l'Assemblée Générale adoptée selon les modalités requises pour la modification des présents Statuts, et en cas de réduction du capital social, toutes, et pas seulement certaines, les Parts Sociales restantes dans une classe spécifique de Parts Sociales Préférentielles, le cas échéant, devront être rachetées au Prix de Rachat et ensuite annulées. Aucune Part Sociale ne sera émise pour une valeur inférieure à sa valeur nominale et à toute prime à payer à la Société en contrepartie de son émission.

7.3 Chaque fois que la Société réalise l'acquisition d'actifs sous-jacents tels que déterminés par le Conseil de Gérance (chacun, un "Actif Désigné"), la Société avec les Associés peut aussi créer et émettre jusqu'à huit (8) nouvelles classes de Parts Sociales Préférentielles qui seront les parts sociales de classe A (les "Parts Sociales de Classe A"), les parts sociales de classe B (les "Parts Sociales de Classe B"), les parts sociales de classe C (les "Parts Sociales de Classe C"), les parts sociales de classe D (les "Parts Sociales de Classe D"), les parts sociales de classe E (les "Parts Sociales de Classe E"), les parts sociales de classe F (les "Parts Sociales de Classe F"), les parts sociales de classe G (les "Parts Sociales de Classe G") et les parts sociales de classe H (les "Parts Sociales de Classe H") (ensemble, les "Parts Sociales Préférentielles", et individuellement, une "Part Sociale Préférentielle"). Toute émission de Parts Sociales Préférentielles devra être approuvée par une résolution des Associés, agissant conformément aux conditions prescrites pour la modification des Statuts.

7.4 Chaque classe de Parts Sociales Préférentielles (de A à H) une fois créée, le cas échéant, aura droit séparément au Revenu Net d'Investissement pertinent de la Société en rapport avec l'Actif Désigné correspondant (à déterminer par le Conseil de Gérance) tel que stipulé à l'Article 38.2 de ces Statuts. Tous le ou les Revenu(s) Net d'Investissement par classe de Parts Sociales Préférentielles lié(s) à l'Actif Désigné correspondant devra ou devront être alloué(s) à une réserve spéciale devant être créée et liée aux classes de Parts Sociales Préférentielles pertinentes (ensemble, les "Réserves Spéciales", et individuellement, le cas échéant, la "Réserve Spéciale de Classe A", la "Réserve Spéciale de Classe B", la "Réserve Spéciale de Classe C", la "Réserve Spéciale de Classe D", la "Réserve Spéciale de Classe E", la "Réserve Spéciale de Classe F", la "Réserve Spéciale de Classe G" et la "Réserve Spéciale de Classe H"), jusqu'à leur distribution aux détenteurs de la classe de Parts Sociales Préférentielle pertinente (de A à H, le cas échéant) au pro rata.

7.5 Les Parts Sociales de Classe A suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises European Club II Nanterre, ayant son siège social au 100 avenue des Champs Elysées - 1 rue de Berri, 75008 Paris, France, enregistrée sous le numéro 811 569 003.

7.6 Les Parts Sociales de Classe B suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par Jago European Club II S.à r.l., ayant son siège social au 9, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, L-5365 Munsbach, Luxembourg, enregistrée sous le numéro B 196521.

7.7 Les Parts Sociales de Classe C suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par (i) Main S.à r.l., ayant son siège social au 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, enregistrée sous le numéro B 140736 et (ii) Alzette S.à r.l., ayant son siège social au 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, enregistrée sous le numéro B 145286.

7.8 Les Parts Sociales de Classe D suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par Alster S.à r.l., ayant son siège social au 13, Rue Aldringen, L - 1118 Luxembourg, Luxembourg, enregistrée sous le numéro B 139349.

7.9 Les Parts Sociales de Classe E suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par European Club II Regina ApS, ayant son siège social au c/o Citco (Denmark) ApS, Holbergsgade 14, 2. tv., 1057 København K, Danemark, enregistrée sous le numéro 36 94 73 30.

7.10 Les Parts Sociales de Classe F suivent la performance et le rendement de l'investissement direct de la Société dans les parts sociales et les autres valeurs mobilières (le cas échéant) émises par European Club II Europa Plads ApS, ayant son siège social au c/o Capital Investment A/S, Frederiksgade 17, 1265 København K, Danemark, enregistrée sous le numéro 37 18 13 74.

7.11 Chaque Part Sociale Préférentielle qui est rachetée, le cas échéant, donnera droit à son détenteur au prix de rachat composé de (i) une portion au pro rata du Revenu Net d'Investissement non distribué lié à la classe de Parts Sociales Préférentielles pertinente rachetée, tel que stipulé à l'Article 38.2 de ces Statuts, et allouée à la Réserve Spéciale pertinente plus (ii) la valeur nominale totale de cette Part Sociale (le "Prix de Rachat").

7.12 Les détenteurs des Parts Sociales Ordinaires et des Parts Sociales Préférentielles pouvant être créées (collectivement et sans tenir compte de leurs classes, les "Parts Sociales", et individuellement et sans tenir compte de leur classe, une "Part Sociale") sont désignés ensemble comme les "Associés". Chaque Part Sociale donne droit à son détenteur à un vote.

7.13 La Société peut établir un compte de prime d'émission (le "Compte de Prime d'Emission") dans lequel toute prime d'émission payée pour toute Part Sociale sera versée. Les décisions quant à l'utilisation du Compte de Prime d'Émission sont à prendre par les Associés conformément à la Loi de 1915 et aux présents Statuts.

7.14 La Société peut, notamment, sans limitation, accepter des capitaux ou d'autres apports d'Associés sans émettre des Parts Sociales ou autres sûretés en contrepartie desdits apports et peut créditer les apports à un ou à plusieurs comptes. Les décisions quant à l'utilisation de ces comptes sont à prendre par les Associés conformément à la Loi de 1915 et aux présents Statuts."

L'ORDRE DU JOUR ETANT EPUISE, L'ASSEMBLEE EST CLOTUREE.

Déclaration

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

DONT ACTE, le présent acte a été passé à Petange (Grand-Duché de Luxembourg), à la date indiquée en tête des présentes.

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

Signé: Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 05 janvier 2016. Relation: EAC/2016/446. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME

Référence de publication: 2016069256/536.

(160032393) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2016.

Buttek "Um Haff", Société à responsabilité limitée.

Siège social: L-6839 Lellig, 4, Burwee.

R.C.S. Luxembourg B 204.401.

— STATUTEN

Im Jahre zweitausendsechzehn.

Den zweiten März.

Vor dem unterzeichneten Notar Jacques CASTEL, mit dem Amtswohnsitz zu Grevenmacher.

Sind erschienen:

1) Herr Frank CLEMENS, Landwirt, wohnhaft zu L-6839 Lellig, 4, Burwee,

2) Frau Marianne SCHINTGEN, Krankenpflegerin, wohnhaft zu L-6839 Lellig, 4, Burwee.

Welche Kompartenten den unterzeichneten Notar ersuchten die Satzungen einer von Ihnen zu gründenden Gesellschaft mit beschränkter Haftung wie folgt zu beurkunden:

Art. 1. Gesellschaftsform. Die Kompartenten gründen eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) nach luxemburgischem Recht, dem sie den nachstehenden Gesellschaftsvertrag sowie die diesbezügliche Gesetzgebung zu Grunde legen.

Die Gesellschaft begreift anfangs zwei (2) Gesellschafter die Inhaber der gesamten Gesellschaftsanteile sind; die Gesellschaft kann zu jeder Zeit mehrere Gesellschafter begreifen auf Grund von Gesellschaftsanteilsabtretungen oder Schaffung von neuen Gesellschaftsanteilen, um dann zu einer Einmanngesellschaft zu werden durch Vereinigung aller Gesellschaftsanteile in einer Hand.

Art. 2. Gegenstand. Gegenstand der Gesellschaft ist die Verarbeitung und der Verkauf von Lebensmittel jeglicher Art.

Die Gesellschaft kann des Weiteren sämtliche Geschäfte industrieller, kaufmännischer, finanzieller, mobiliarer und immobilärer Natur tätigen, die mittelbar oder unmittelbar mit dem Hauptzweck in Zusammenhang stehen oder zur Erreichung und Förderung des Hauptzweckes der Gesellschaft dienlich sein können.

Die Gesellschaft kann sich an luxemburgischen oder an ausländischen Unternehmen, unter irgendwelcher Form beteiligen, falls diese Unternehmen einen Zweck verfolgen der demjenigen der Gesellschaft ähnlich ist oder wenn eine solche Beteiligung zur Förderung und zur Ausdehnung des eigenen Gesellschaftszweckes nützlich sein kann.

Die Gesellschaft ist ermächtigt, diese Tätigkeiten, sowohl im Großherzogtum Luxemburg wie auch im Ausland auszuführen.

Art. 3. Bezeichnung. Die Gesellschaftsbezeichnung lautet: «Buttek "Um Haff"».

Art. 4. Dauer. Die Gesellschaft wird auf unbestimmte Dauer gegründet.

Art. 5. Sitz. Der Sitz der Gesellschaft befindet sich in Lellig.

Er kann durch einfachen Beschluss der Gesellschafter oder des alleinigen Gesellschafters, je nach Fall, an jeden anderen Ort Luxemburg verlegt werden.

Die Gesellschaft ist ermächtigt im Inland und im Ausland Zweigniederlassungen und Verkaufsbüros zu eröffnen.

Art. 6. Gesellschaftskapital. Das Gesellschaftskapital beträgt zwölftausendfünfhundert Euro (12.500.- €) und ist eingeteilt in einhundert (100) Gesellschaftsanteile von je einhundertfünfundzwanzig Euro (125.- €) pro Anteil.

Alle Anteile wurden zugeteilt, voll gezeichnet und vollständig und in bar eingezahlt wie folgt:

| | |
|---|-----|
| 1) Herr Frank CLEMENS, Landwirt, wohnhaft zu L-6839 Lellig, 4, Burwee, fünfzig Gesellschaftsanteile | 50 |
| 2) Frau Marianne SCHINTGEN, Krankenpflegerin, wohnhaft zu L-6839 Lellig, 4, Burwee. fünfzig Gesellschaftsanteile | 50 |
| Total: Einhundert Gesellschaftsanteile | 100 |

So dass die Summe von zwölftausendfünfhundert Euro (12.500.- €) der Gesellschaft ab sofort zur Verfügung steht, wie dies dem amtierenden Notar nachgewiesen wurde und von diesem ausdrücklich bestätigt wird.

Art. 7. Änderung des Gesellschaftskapitals. Das Gesellschaftskapital kann zu jeder Zeit, durch einstimmigen Beschluss der Gesellschafter oder durch Beschluss des alleinigen Gesellschafters, je nach Fall, abgeändert werden.

Art. 8. Rechte und Pflichten der Gesellschafter. Jeder Gesellschaftsanteil gibt das gleiche Recht.

Jeder Gesellschaftsanteil gibt Recht auf eine Stimme bei allen Abstimmungen.

Falls die Gesellschaft einen alleinigen Gesellschafter zählt, so hat dieser alle Rechte und Befugnisse die die Gesellschafter auf Grund des Gesetzes und der gegenwärtigen Statuten haben.

Es ist einem jeden Gesellschafter sowie seinen Gläubigern und Rechtsnachfolgern untersagt Siegel auf die Gesellschaftsgüter auflegen zu lassen oder ein gerichtliches Inventar derselben zu erstellen oder irgendwelche Maßnahmen zu ergreifen welche die Tätigkeit der Gesellschaft beeinträchtigen könnten.

Art. 9. Unteilbarkeit der Gesellschaftsanteile. Die Gesellschaftsanteile sind unteilbar gegenüber der Gesellschaft die nur einen einzigen Eigentümer für einen jeden Anteil anerkennt.

Ist der Anteil eines Gesellschafters auf Grund gesetzlicher oder testamentarischer Erbfolge einer Mehrheit von Erben zugefallen, so haben die Erben spätestens sechs Wochen nach Annahme der Erbschaft eine gemeinsame Erklärung darüber abzugeben, wer von ihnen in Zukunft, während der Unzerteiltheit, das Stimmrecht für den gesamten Anteil ausüben wird.

Wenn die Nutznießung und das bloße Eigentum eines Anteils zwei verschiedenen Personen gehören, so wird das Stimmrecht durch den Nutznießer ausgeübt.

Art. 10. Übertragung der Anteile.

1. Übertragung im Falle eines alleinigen Gesellschafters.

Die Übertragung von Gesellschaftsanteilen ist frei.

2. Übertragung im Falle von mehreren Gesellschaftern.

Die Übertragung von Gesellschaftsanteilen unter Gesellschaftern ist frei.

Für die Übertragung von Gesellschaftsanteilen an Dritte, sei es unter Lebenden, sei es infolge Sterbefalls, ist immer die Einstimmigkeit aller Gesellschafter erforderlich; geschieht die Übertragung der Gesellschaftsanteile jedoch im Sterbefall an die Nachkommen in direkter Linie oder an den überlebenden Ehepartner, ist die Zustimmung der anderen Gesellschafter nicht erforderlich.

Im Falle wo die Übertragung der Gesellschaftsanteile der Zustimmung der anderen Gesellschafter unterliegt, steht diesen ein Vorkaufsrecht auf die abzutretenden Gesellschaftsanteile zu, im Verhältnis ihrer bisherigen Gesellschaftsanteile. Falls das Vorkaufsrecht ausgeübt wird, aber keine Einigung über den Verkaufspreis der Gesellschaftsanteile erzielt wird, berechnet sich der Verkaufspreis auf Grund der Durchschnittsbilanz der drei letzten vorangegangenen Geschäftsjahren und, sollte die Gesellschaft noch keine drei Jahre existieren, auf Grund der Bilanz des letzten vorangegangenen oder der zwei letzten vorangegangenen Geschäftsjahren.

Art. 11. Tod, Entmündigung, Konkurs des Gesellschafters. Die Gesellschaft erlischt weder durch den Tod, noch die Entmündigung, den Konkurs oder die Zahlungsunfähigkeit des alleinigen Gesellschafters oder eines der Gesellschafter.

Art. 12. Geschäftsführung. Die Gesellschaft wird durch einen oder mehrere Geschäftsführer geleitet und verwaltet. Der oder die Geschäftsführer können Gesellschafter oder Nichtgesellschafter sein.

Der oder die Geschäftsführer haben die ausgedehnten Befugnisse im Namen und für Rechnung der Gesellschaft zu handeln, einschließlich das Verfügungsrecht, sowie das Recht die Gesellschaft gerichtlich oder außergerichtlich zu vertreten.

Der oder die Geschäftsführer werden auf befristete oder unbefristete Dauer ernannt, sei es auf Grund der Satzung, sei es durch die alleinige Gesellschafterin oder die Gesellschafterversammlung.

In letzterem Falle setzt die alleinige Gesellschafterin oder die Gesellschafterversammlung, bei der Ernennung des oder der Geschäftsführer, ihre Zahl und die Dauer ihres Mandates fest; bei der Ernennung mehrerer Geschäftsführer werden ebenfalls ihre Befugnisse festgelegt.

Die alleinige Gesellschafterin oder die Gesellschafterversammlung kann die Abberufung der Geschäftsführer beschließen. Die Abberufung kann geschehen nicht nur für rechtmäßig begründete Ursachen, sondern ist dem souveränen Ermessen des alleinigen Gesellschafters oder der Gesellschafterversammlung überlassen.

Der Geschäftsführer kann für seine Tätigkeit durch ein Gehalt entlohnt werden, das durch den alleinigen Gesellschafter oder die Gesellschafterversammlung festgesetzt wird.

Art. 13. Die Gesellschaft erlischt weder durch den Tod noch das Ausscheiden des Geschäftsführers, ob er Gesellschafter oder Nichtgesellschafter ist.

Es ist den Gläubigern, Erben und Rechtsnachfolgern des Geschäftsführers untersagt, Siegel auf die Gesellschaftsgüter auflegen zu lassen oder zum Inventar derselben zu schreiben.

Art. 14. Als einfache Mandatare gehen der oder die Geschäftsführer durch ihre Funktionen keine persönlichen Verpflichtungen bezüglich der Verbindlichkeiten der Gesellschaft ein. Sie sind nur für die ordnungsgemäße Ausführung ihres Mandates verantwortlich.

Art. 15. Gesellschafterbeschlüsse.

1. Wenn die Gesellschaft nur einen Gesellschafter begreift, so hat dieser alleinige Gesellschafter alle Befugnisse die das Gesetz der Gesellschafterversammlung gibt. Die Beschlüsse des alleinigen Gesellschafters werden in ein Protokollbuch eingetragen oder schriftlich niedergelegt.

2. Wenn die Gesellschaft mehrere Gesellschafter begreift, so sind die Beschlüsse der Gesellschafterversammlung nur rechtswirksam wenn sie von den Gesellschaftern die mehr als die Hälfte des Gesellschaftskapitals vertreten, angenommen werden, es sei denn die gegenwärtige Satzung oder das Gesetz würden anders bestimmen.

3. Für Statutenänderungen sind die in Artikel 199 des abgeänderten Gesetzes vom 10. August 1915 über die Handelsgesellschaften festgelegten Mehrheiten erforderlich.

4. Jeder Gesellschafter hat so viel Stimmen wie er Gesellschaftsanteile besitzt.

Art. 16. Geschäftsjahr. Das Geschäftsjahr beginnt am ersten Januar und endet am einunddreißigsten Dezember eines jeden Jahres.

Art. 17. Inventar-Bilanz. Am einunddreißigsten Dezember eines jeden Jahres werden die Konten abgeschlossen und die Geschäftsführer erstellen den Jahresabschluss in Form einer Bilanz nebst Gewinn- und Verlustrechnung. Der nach Abzug der Kosten, Abschreibungen und sonstigen Lasten verbleibende Betrag stellt den Nettogewinn dar. Fünf Prozent (5%) des Reingewinns werden der gesetzlichen Rücklage zugeführt bis diese zehn Prozent des Stammkapitals erreicht hat. Der verbleibende Gewinn steht dem alleinigen Gesellschafter oder den Gesellschaftern zur freien Verwendung.

Art. 18. Auflösung-Liquidation. Im Falle der Auflösung der Gesellschaft wird die Liquidation von einem oder mehreren, von der Gesellschafterversammlung ernannten Liquidatoren, die keine Gesellschafter sein müssen, durchgeführt. Der alleinige Gesellschafter oder die Gesellschafterversammlung legt deren Befugnisse und Bezüge fest.

Art. 19. Schlussbestimmung. Für alle Punkte die nicht in dieser Satzung festgelegt sind, verweisen die Komparenten auf die gesetzlichen Bestimmungen des Gesetzes über die Handelsgesellschaften.

Übergangsbestimmung

Das erste Geschäftsjahr beginnt heute und endet am 31. Dezember 2016.

Feststellung

Der unterzeichnete Notar hat festgestellt, dass die Bedingungen von Artikel 183 des abgeänderten Gesetzes vom 10. August 1915 über die Handelsgesellschaften erfüllt sind.

Schätzungen der Gründerkosten

Die Kosten und Honorare der gegenwärtigen Urkunde sind zu Lasten der Gesellschaft.

Gesellschafterversammlung

Sodann erklären die beiden vorgenannten Gesellschafter, handelnd an Stelle einer ausserordentlichen Gesellschafterversammlung, folgende Beschlüsse zu nehmen:

- 1) Der Sitz der Gesellschaft wird in L-6839 Lellig, 4, Burwee festgesetzt.
- 2) Die beiden vorgenannten Gesellschafter ernennen, auf unbestimmte Dauer, zum technischen Geschäftsführer der Gesellschaft mit beschränkter Haftung «Buttek "Um Haff"», namentlich:
 - Herr Frank CLEMENS, Landwirt, wohnhaft zu L-6839 Lellig, 4, Burwee.
- 3) Die beiden vorgenannten Gesellschafter ernennen, auf unbestimmte Dauer, zur administrativen Geschäftsführerin der Gesellschaft mit beschränkter Haftung «Buttek "Um Haff"», namentlich:
 - Frau Marianne SCHINTGEN, Krankenpflegerin, wohnhaft zu L-6839 Lellig, 4, Burwee.
- 4) Die Gesellschaft wird in allen Fällen rechtsverbindlich durch die gemeinsame Unterschrift der beiden Geschäftsführer verpflichtet.

Vor Abschluss der gegenwärtigen Urkunde hat der unterzeichnete Notar auf die Notwendigkeit hingewiesen die administrative Genehmigung zu erhalten zwecks Ausübung des Gesellschaftsgegenstandes.

WORÜBER URKUNDE, Aufgenommen wurde zu Grevenmacher, Datum wie eingangs erwähnt.

Und nach Vorlesung an den dem Notar nach Namen, gebräuchlichen Vornamen, Stand und Wohnort bekannten Komponenten, haben dieselben mit Uns Notar gegenwärtige Urkunde unterschrieben.

Gezeichnet: F. Clemens, M. Schintgen und J. Castel.

Enregistré à Grevenmacher Actes Civils, le 02 mars 2016. Relation: GAC/2016/1647. Reçu soixante-quinze euros 75,00.- €.

Le Receveur ff. (signé): Diederich.

FUER GLEICHLAUTENDE AUSFERTIGUNG, zwecks Hinterlegung auf dem Handels- und Gesellschaftsregister sowie zwecks Veröffentlichung im Mémorial.

Grevenmacher, den 7. März Januar 2016.

J. Castel

Der Notar

Référence de publication: 2016075706/158.

(160040748) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 mars 2016.

Acheron Portfolio Corporation (Luxembourg), Société Anonyme.

Siège social: L-1130 Luxembourg, 37, rue d'Anvers.

R.C.S. Luxembourg B 129.880.

We are pleased to invite the Shareholder at the

ANNUAL GENERAL MEETING

of the Company (the Ordinary Meeting) to be held at its registered office on. *15 June 2016*, at 10:00 am for the purpose of considering the following agenda:

Agenda:

1. Consideration of the Board of Directors' and independent auditor's reports on the Company's consolidated financial statements. Approval of the Company's consolidated financial statements for the year ended 31 December 2015.
2. Consideration of the Board of Directors' and independent auditor's reports on the Company's annual accounts. Approval of the Company's annual accounts as at 31 December 2015.
3. Allocation of results.
4. Discharge to the members of the Board of Directors for the exercise of their mandate throughout the year ended 31 December 2015.
5. Approval of directors' fees for the financial year 2015 as stated in the report of the Company's board of directors
6. Renewal of the mandates of six directors of the Company for a term to end at the annual general meeting called to approve the annual accounts for the financial year 2018 and appointment of one new director of the Company for a term to end at the annual general meeting called to approve the annual accounts for the financial year 2018.

7. Renewal of the mandate of the Company's independent auditor for a term to end at the annual general meeting called to approve the annual accounts for the financial year 2018.
8. Distribution of an amount of USD 0.066 per class A share to the class A shareholders, out of the special premium reserve.
9. Authorization to the Board of Directors to appoint one or more of its members as the Company's attorney-in-fact.
10. Miscellaneous.

Total Voting Rights

The share capital of the Company is on the date hereof represented by 45 446 946 A shares with a par value of USD 0.01 each, 14 596 098 B shares with a par value of USD 0.01 each, 7 600 000 D shares with a par value of USD 0.01 each, 1 525 000 E shares with a par value of USD 0.01 each, 25 000 CA shares with a par value of USD 0.01 each, 25 000 CB shares with a par value of USD 0.01 each, 1 000 CD shares with a par value of USD 0.01 each, and 1 000 CE shares with a par value of USD 0.01 each. The authorized share capital of the Company including the issued capital of the Company is set at USD 500,000,000. The class CA shares, class CB shares, class CD shares, class CE shares, class A shares, B shares, D shares and E Shares all carry voting rights in general meetings on an unrestricted "one share one vote" basis.

Right to participate to the Meeting

Any shareholder who holds one or more shares of the Company shall be admitted to the Meeting and may vote in person or by appointing in writing another person, who needs not be a shareholder, as its proxy. Any shareholder and/or proxyholder participating in the Meeting shall carry a valid proof of identity.

Procedures for attending and voting at the Meeting

a. Shareholders wishing to exercise their right to vote at the Meeting shall declare themselves not less than 14 days at midnight prior to the date of the Meeting (the Record Date) by returning a signed attendance confirmation (in the form as attached to this notice) prior to the Record Date and by complying with the following additional formalities:

Shareholders wishing to attend the Meeting in person:

- Any shareholder holding shares through fungible securities accounts (custodian banks) wishing to attend the Meeting in person must not later than 72 hours prior to the Meeting, deliver by fax (+352/26.33.42.52) with the original to follow by mail to the attention of Yves Mertz at the registered office of the Company located at 37 rue d'Anvers, L-1130 Luxembourg, a certificate issued by the financial institution or professional depository (custodian bank) holding such shares, evidencing deposit of the shares and certifying the number of shares recorded in the relevant account as of the Record Date.
- Any shareholder must in addition to the above, no later than 72 hours prior to the Meeting (i) have their custodian bank send SWIFT instruction to Clearstream / Euroclear and (ii) have a copy of said SWIFT instruction sent by their custodian bank to Banque Internationale à Luxembourg, Luxembourg (SWIFT code: BILLLULL), along with the attendance confirmation sent to Banque Internationale à Luxembourg to the attention of Biagio Grasso, by fax (+352/45.90.42.27) or e-mail (biagio.grasso@bil.com).

Certificates issued by financial institutions or professional depositories (custodian banks) certifying the number of shares recorded in the relevant account as of a date other than the Record Date will not be accepted and such shareholders will not be admitted to the Meeting.

The shareholders may use only attendance confirmations provided by the Company.

Shareholders wishing to vote through proxy:

- Any shareholder holding shares through fungible securities accounts (custodian banks) wishing to vote through proxy at the Meeting must not later than 72 hours prior to the Meeting, deliver by fax (+352/26.33.42.52) with the original to follow by mail to the attention of Yves Mertz at the registered office of the Company located at 37 rue d'Anvers, L-1130 Luxembourg, a certificate issued by the financial institution or professional depository (custodian bank) holding such shares, evidencing deposit of the shares and certifying the number of shares recorded in the relevant account as of the Record Date.
- Any shareholder must no later than 72 hours prior to the Meeting (i) have their custodian bank send SWIFT instruction to Clearstream / Euroclear and (ii) have a copy of said SWIFT instruction sent by their custodian bank to Banque Internationale à Luxembourg, Luxembourg (SWIFT code: BILLLULL), along with the proxy sent to Banque Internationale à Luxembourg to the attention of Biagio Grasso, by fax (+352/45.90.42.27) or e-mail (biagio.grasso@bil.com) and to the Company to the attention of Yves Mertz, by fax (+352/26.33.42.52) with the original to follow by mail to the attention of Yves Mertz at the registered office of the Company located at 37 rue d'Anvers, L-1130 Luxembourg.

Certificates issued by financial institutions or professional depositories (custodian banks) certifying the number of shares recorded in the relevant account as of a date other than the Record Date will not be accepted and such shareholders will not be admitted to the Meeting.

The shareholders may use only the form of proxy provided by the Company.

b. Any shareholder of registered shares having been duly registered in the shareholder's register of the Company is allowed to attend the Meeting upon presentation of a valid document evidencing its identity.

c. In the event of shares owned by a corporation or any other legal entity, individuals representing such entity who wish to attend the Meeting in person and vote at the Meeting on behalf of such entity, must present evidence of their authority to attend, and vote at, the Meeting by means of a proper document (such as a general or special power-of-attorney) issued by the relevant entity. A copy of such power of attorney or other proper document must be filed with the Company not later than 72 hours prior to the Meeting, at the Company's registered office in Luxembourg. The original documentation evidencing the authority to attend, and vote at, the Meeting, or a notarized and legalized copy thereof, must be presented at the Meeting.

d. Pursuant to the Company's articles of association, resolutions at the Ordinary Meeting will be passed by a simple majority of the votes cast, irrespective of the number of shares present or represented.

e. Holders of shares representing at least 5% of the issued shares of the Company are entitled to (i) insert items on the Agenda of the Meeting and (ii) present draft resolutions on the items of the Agenda of the Meeting.

f. The holders of shares contemplating to exercise their rights referred to in item e. above shall, no later than twenty-two days prior to the date of the Meeting, address in writing to the Company, either by mail, fax or email, a draft of the resolution respectively the items to be inserted in the Agenda of the Meeting, to one of the following:

Per mail: 37 rue d'Anvers, L-1130 Luxembourg

Per fax: +352 26.33.42.52

Per email: contact@acheronportfolio.lu

Copies of the convening notice, proxy and attendance confirmation, draft resolutions as well as the Company's 2015 annual Report and the Company's annual accounts as at 31 December 2015, together with the board of directors' and the independent auditors' reports thereon are available on our website at <http://www.acheronportfolio.lu/> or at the free disposal of the shareholders at registered office of the Company.

13 May 2016
Luxembourg

For and on behalf of the board of directors of the Company
Director / Director

Référence de publication: 2016108328/755/103.

BGM Spring S.A., Société Anonyme.

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

R.C.S. Luxembourg B 165.315.

L'an deux mille seize, le vingt-six février.

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

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme BGM Spring S.A., ayant son siège social à L-1136 Luxembourg, 1, Place d'Armes, inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B 165.315 (NIN 2011 2226 479),

constituée suivant acte reçu par le notaire Joseph Elvinger, alors de résidence à Luxembourg, en date du 13 décembre 2011, publié au Mémorial C Recueil des Sociétés et Associations numéro 210 du 25 janvier 2012, et dont les statuts ont été modifiés comme suit:

- suivant acte reçu par ledit notaire Joseph Elvinger en date du 25 janvier 2012 publié au Mémorial C Recueil des Sociétés et Associations numéro 967 du 14 avril 2012;

- suivant acte reçu par le notaire instrumentant en date du 24 décembre 2014, publié au Mémorial C Recueil des Sociétés et Associations numéro 293 du 4 février 2015.

- suivant acte reçu par le notaire instrumentant en date du 14 octobre 2015, publié au Mémorial C Recueil des Sociétés et Associations numéro 3362 du 16 décembre 2015.

Le capital social s'élève à trente-et-un mille Euros (EUR 31.000.-), représenté par vingt mille six (20.006) actions de classe A, huit mille huit cent cinquante (8.850) actions de classe B et deux mille cent quarante-quatre (2.144) actions de classe D d'une valeur nominale de EUR 1 chacune.

L'assemblée est ouverte sous la présidence de Peggy Simon, employée, demeurant professionnellement à L-6475 Echternach, 9, Rabatt,

qui désigne comme secrétaire Claudine Schoellen, employée, demeurant professionnellement à L-6475 Echternach, 9, Rabatt,

et l'assemblée choisit comme scrutateur Peggy Simon, prénommée.

Le bureau ainsi constitué dresse la liste de présence qui, après avoir été signée "ne varietur" par le mandataire des actionnaires représentés ainsi que par les membres du bureau et le notaire restera annexée au présent procès-verbal ensemble avec les procurations pour être soumise ensemble avec le présent acte aux formalités de l'enregistrement.

Le Président déclare et requiert du notaire d'acter que:

I. Conformément à la liste de présence, tous les actionnaires représentant l'intégralité du capital social de trente-et-un mille Euros (EUR 31.000.-) sont présents ou valablement représentés à l'assemblée. L'assemblée peut en conséquence valablement délibérer et décider sur tous les points portés à l'ordre du jour sans qu'il y ait eu de convocation préalable.

II. L'ordre du jour de l'assemblée est le suivant:

Ordre du jour:

1.- Modification de l'article 5.1 des statuts afin de lui donner la teneur suivante:

" **5.1.** Le capital souscrit est fixé à EUR 31.000, divisé en 20.006 actions de classe A, 8.850 actions de classe B et 2.144 actions de classe D d'une valeur nominale de EUR 1 chacune.

Les classes d'actions A donnent droit à (i) la nomination d'au moins un administrateur au conseil d'administration («l'administrateur A»), (ii) à toute distribution en cash ou en nature proportionnellement à sa détention et (iii) en particulier dans le cas d'une distribution en nature des actions d'une participation et que cette participation a émis des actions de classe A, ils donnent droit uniquement à des actions de classe A de cette participation.

Les classes d'actions B donnent droit à (i) la nomination d'au moins un administrateur au conseil d'administration («l'administrateur B»), (ii) à toute distribution en cash ou en nature proportionnellement à sa détention et (iii) en particulier dans le cas d'une distribution en nature des actions d'une participation et que cette participation a émis des actions de classe B, ils donnent droit uniquement à des actions de classe B de cette participation.

Les classes d'actions D donnent droit à, (i) à toute distribution en cash ou en nature proportionnellement à sa détention et (ii) en particulier dans le cas d'une distribution en nature des actions d'une participation et que cette participation a émis des actions de classe B, ils donnent droit uniquement à des actions de classe B de cette participation. En cas de liquidation, les classes d'actions D ont un droit préférentiel de 5% sur le produit à la liquidation".

2.- Divers.

Ensuite, l'assemblée des actionnaires, se considérant dûment constituée et convoquée, et ayant donné son approbation aux explications du Président, a délibéré et pris par vote unanime la résolution suivante:

Première résolution

L'assemblée générale décide de modifier l'article 5.1 des statuts afin de lui donner la teneur suivante:

" **5.1.** Le capital souscrit est fixé à EUR 31.000, divisé en 20.006 actions de classe A, 8.850 actions de classe B et 2.144 actions de classe D d'une valeur nominale de EUR 1 chacune.

Les classes d'actions A donnent droit à (i) la nomination d'au moins un administrateur au conseil d'administration («l'administrateur A»), (ii) à toute distribution en cash ou en nature proportionnellement à sa détention et (iii) en particulier dans le cas d'une distribution en nature des actions d'une participation et que cette participation a émis des actions de classe A, ils donnent droit uniquement à des actions de classe A de cette participation.

Les classes d'actions B donnent droit à (i) la nomination d'au moins un administrateur au conseil d'administration («l'administrateur B»), (ii) à toute distribution en cash ou en nature proportionnellement à sa détention et (iii) en particulier dans le cas d'une distribution en nature des actions d'une participation et que cette participation a émis des actions de classe B, ils donnent droit uniquement à des actions de classe B de cette participation.

Les classes d'actions D donnent droit à, (i) à toute distribution en cash ou en nature proportionnellement à sa détention et (ii) en particulier dans le cas d'une distribution en nature des actions d'une participation et que cette participation a émis des actions de classe B, ils donnent droit uniquement à des actions de classe B de cette participation. En cas de liquidation, les classes d'actions D ont un droit préférentiel de 5% sur le produit à la liquidation."

Plus rien n'étant à l'ordre du jour, la séance est levée.

Dont Procès-verbal, fait et passé à Echternach, les jour, mois et an qu'en tête des présentes.

Et après lecture faite aux comparants de tout ce qui précède, ces derniers, tous connus du notaire instrumentant par noms, prénoms, états et demeures, ont signé avec le notaire le présent procès-verbal.

Signé: P. SIMON, C. SCHOELLEN, Henri BECK.

Enregistré à Grevenmacher Actes Civils, le 01 mars 2016. Relation: GAC/2016/1577. Reçu soixante-quinze euros 75,00 €.

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

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

Echternach, le 07 mars 2016.

Référence de publication: 2016075711/83.

(160040800) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 mars 2016.

Blue Gem Luxembourg 1B S.à r.l., Société à responsabilité limitée.

Siège social: L-1748 Luxembourg-Findel, 7, rue Lou Hemmer.

R.C.S. Luxembourg B 128.032.

L'an deux mille seize, le dix-neuvième jour du mois de février,

Par-devant Maître Marc Loesch, notaire de résidence à Mondorf-les-Bains, Grand-Duché de Luxembourg,

A comparu:

1) Rock Luxembourg S.à r.l., une société à responsabilité limitée constituée et existant sous les lois du Luxembourg, ayant son siège social au 6, rue Gabriel Lippmann, L-5365 Munsbach, immatriculée auprès du Registre de Commerce et des Sociétés sous le numéro B202992,

ici représentée par Madame Karola Böhm, employée privée, ayant son adresse professionnelle à Mondorf-les-Bains, Grand-Duché de Luxembourg,

en vertu d'une procuration sous seing privé donnée le 22 janvier 2016, à elle délivrée.

(ci-après l'«Associé»),

Laquelle procuration signée ne varietur par le mandataire de la partie comparante et par le notaire soussigné restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

La partie comparante a déclaré être le seul associé de Blue Gem Luxembourg 1B S.à r.l. (ci-après la «Société»), une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 6, rue Eugène Ruppert, L-2453 Luxembourg, inscrite auprès du Registre du Commerce et des Sociétés de Luxembourg sous la section B, numéro 128.032, constituée suivant acte notarié en date du 18 avril 2007, publié au Mémorial C, Recueil des Sociétés et Association, numéro 1385 du 6 juillet 2007.

L'Associé, représenté comme indiqué ci-dessus, représentant l'intégralité du capital social de la Société, a ensuite requis le notaire soussigné de prendre acte des résolutions suivantes:

Première résolution:

L'Associé décide de transférer le siège social de la Société de 6, rue Eugène Ruppert, L-2453 Luxembourg au 7, rue Lou Hemmer, L-1748 Luxembourg-Findel avec effet au 1^{er} janvier 2016.

Deuxième résolution:

En conséquence de la résolution qui précède, l'Associé décide de modifier, dans les versions anglaise et française, les articles 2.1 et 2.3 des statuts de la Société pour lui donner désormais la teneur suivante:

Version anglaise:

“ **2.1.** The registered office of the Company is established in the municipality of Niederanven

...

2.3. However, the Board of Managers of the Company is authorized to transfer the registered office of the Company within the municipality of Niederanven”.

Version française:

« **2.1.** Le siège social de la Société est établi dans la commune de Niederanven

...

2.3. Toutefois, le Conseil de Gérance est autorisé à transférer le siège de la Société à l'intérieur de la Commune de Niederanven.».

Troisième résolution:

L'Associé décide de révoquer les personnes suivantes comme gérants de la Société avec effet au 1^{er} janvier 2016:

- Monsieur Douwe Hendrik Jacob Terpstra, né le 31 octobre 1958 à Leeuwarden, Pays-Bas, ayant son adresse professionnelle à 6, rue Eugène Ruppert, L-2453 Luxembourg; et

- Monsieur Richard Brekelmans, né le 12 septembre 1960 à Amsterdam, Pays-Bas, ayant son adresse professionnelle à 6, rue Eugène Ruppert, L-2453 Luxembourg

Quatrième résolution:

L'Associé décide de nommer, avec effet au 1^{er} janvier 2016, les personnes suivantes comme gérants de la Société et ce, pour une durée indéterminée:

- Madame Anke Jager, née le 22 avril 1968 à Salzgitter, Allemagne, ayant son adresse professionnelle au 7, rue Lou Hemmer à L-1748 Luxembourg-Findel; et,

- Madame Elke Leenders, née le 2 août 1980 à Maaseik, Belgique, ayant son adresse professionnelle au 7, rue Lou Hemmer à L-1748 Luxembourg-Findel.

Dont acte, fait et passé à Mondorf-les-Bains, en l'étude du notaire soussigné, date qu'en tête.

Et après lecture faite et interprétation donnée au mandataire de la comparante, connue du notaire instrumentant par nom, prénom, qualité et demeure, ladite mandataire a signé avec le notaire le présent acte.

Signé: K. Böhm, M. Loesch.

Enregistré à Grevenmacher A.C., le 25 février 2016. GAC/2016/1448. Reçu soixante-quinze euros. 75,00 €.

Le Receveur (signé): G. SCHLINK.

Pour expédition conforme,

Mondorf-les-Bains, le 7 mars 2016.

Référence de publication: 2016075703/63.

(160041003) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 mars 2016.

York Global Finance Offshore BDH (Luxembourg) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 60.000,00.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 150.769.

Extrait des résolutions écrites prises par l'associé unique de la Société en date du 4 mars 2016

En date du 4 mars 2016, l'associé unique de la Société a pris les résolutions suivantes:

- de nommer Madame Antonella GRAZIANO, née le 20 janvier 1966 à Orvieto, Italie, résidant professionnellement à l'adresse suivante: 19, rue de Bitbourg, L-1273 Luxembourg, en tant que nouveau gérant de la Société avec effet immédiat et ce pour une durée indéterminée;

- de nommer Madame Sonia BALDAN, née le 27 janvier 1960 à Luxembourg, résidant professionnellement à l'adresse suivante: 19, rue de Bitbourg, L-1273 Luxembourg, en tant que nouveau gérant de la Société avec effet immédiat et ce pour une durée indéterminée.

Le conseil de gérance de la Société se compose désormais de la manière suivante:

- Monsieur Andrew REID, gérant
- Luxembourg Corporation Company S.A., gérant
- Monsieur Jorrit CROMPVOETS, gérant
- Monsieur Christian REYNTJENS, gérant
- Monsieur Ramon VAN HEUSDEN, gérant
- Monsieur John FOSINA, gérant
- Madame Antonella GRAZIANO, gérant
- Madame Sonia BALDAN, gérant
- Monsieur Christophe AURAND, gérant

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

Luxembourg, le 4 mars 2016.

York Global Finance Offshore BDH (Luxembourg) S.à r.l.

Signature

Référence de publication: 2016075619/30.

(160039956) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

York Global Finance 52 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 50.000,00.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 175.364.

Extrait des résolutions écrites prises par les associés de la Société en date du 4 février 2016

En date du 4 février 2016, les associés de la Société ont pris la résolution suivante:

- de révoquer Monsieur Christophe AURAND de son mandat de gérant de la Société avec effet au 4 février 2016.

Extrait des résolutions écrites prises par les associés de la Société en date du 4 mars 2016

En date du 4 mars 2016, les associés de la Société ont pris les résolutions suivantes;

- de nommer Madame Antonella GRAZIANO, née le 20 janvier 1966 à Orvieto, Italie, résidant professionnellement à l'adresse suivante: 19, rue de Bitbourg, L-1273 Luxembourg, en tant que nouveau gérant de la Société avec effet immédiat et ce pour une durée indéterminée;

- de nommer Madame Sonia BALDAN, née le 27 janvier 1960 à Luxembourg, résidant professionnellement à l'adresse suivante: 19, rue de Bitbourg, L-1273 Luxembourg, en tant que nouveau gérant de la Société avec effet immédiat et ce pour une durée indéterminée.

Le conseil de gérance de la Société se compose désormais de la manière suivante;

- Monsieur Andrew REID, gérant
- Luxembourg Corporation Company S.A., gérant
- Monsieur Jorrit CROMPVOETS, gérant
- Monsieur Christian REYNTJENS, gérant
- Monsieur Ramon VAN HEUSDEN, gérant
- Monsieur John FOSINA, gérant
- Madame Antonella GRAZIANO, gérant
- Madame Sonia BALDAN, gérant

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

Luxembourg, le 4 mars 2016.

York Global Finance 52 S.à r.l.

Signature

Référence de publication: 2016075622/32.

(160039809) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

eComSolutions S.A., Société Anonyme.

Siège social: L-3598 Dudelange, 13, route de Zoufftgen.

R.C.S. Luxembourg B 144.595.

Extrait des Résolutions prises par l'Assemblée Générale Extraordinaire Luxembourg le 4 mars 2016

Première résolution

L'Assemblée accepte la démission M. Yves Bardiani, de son mandat d'administrateur unique.

Deuxième résolution

L'Assemblée a décidé de nommer Administrateur unique, M. Bertrand Boll, né le 5 juillet 1983 à Sion, Suisse, domicilié professionnellement 13, route de Zoufftgen L-3598 Dudelange, à compter du 1^{er} février 2016 et ce pour une période de 3 ans.

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

Luxembourg, le 8 mars 2016.

eComSolutions SA

Référence de publication: 2016076937/17.

(160042637) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 mars 2016.

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

Siège social: L-1143 Luxembourg, 24, rue Astrid.

R.C.S. Luxembourg B 183.216.

Déclaration de cession de parts

En date du 1^{er} janvier 2014, il est porté à la connaissance de qui de droit que, l'associé unique de la société Anel S.à r.l. à savoir W-CONSEIL S.à r.l. ayant son domicile au 24, rue Astrid, L-1143 Luxembourg a cédé 500 (cinq cent) parts sociales qu'il détenait dans la Société à Monsieur Kevin Prinsen, né le 21 janvier 1979 à Turnhout (Belgique) et résident au 35 Heieinde, B-2360 Oud-Turnhout (Belgique).

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

Luxembourg, le 4 mars 2016.

Un mandataire

Référence de publication: 2016075650/15.

(160040985) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 mars 2016.

Mickalim, Société à responsabilité limitée.

Siège social: L-1212 Luxembourg, 16, rue des Bains.
R.C.S. Luxembourg B 146.257.

Première résolution

L'assemblée décide de révoquer:

- Monsieur Mathieu SCHLINCKER, né le 07/06/1987 à Thionville (France), demeurant au 20 rue Principale à F-57920 BUDING, de sa fonction de gérant technique.

Deuxième résolution

L'assemblée décide de révoquer:

- Monsieur Jérôme GERNER, né le 23/05/1981 à Thionville (France), demeurant au 14 rue Sainte Odette F-57700 HAYANGE, de sa fonction de gérant administratif.

Troisième résolution

L'assemblée décide modifier pouvoir de signature de:

- Monsieur Mickael MAMERI, né le 01/08/1978 à Montmorency (France), demeurant au 127 rue de Hollerich L-1741 Luxembourg, en lui donnant pouvoir de signature individuelle.

Quatrième résolution

L'assemblée décide de nommer:

- Monsieur Jérôme GERNER, né le 23/05/1981 à Thionville (France), demeurant au 14 rue Sainte Odette F-57700 HAYANGE, à la fonction de gérant technique avec pouvoir de signature individuelle. Pour une durée de mandat indéterminée

Fait à Livange, le 07 mars 2016.

Les gérants

Référence de publication: 2016076693/26.

(160041367) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2016.

Millebaach 1 Société Civile Immobilière, Société Civile Immobilière.

Siège social: L-4024 Esch-sur-Alzette, 35, rue de Belval.
R.C.S. Luxembourg E 5.538.

Procès-verbal d'assemblée générale extraordinaire du 7 mars 2016

Les associés de «MILLEBAACH 1 Société Civile Immobilière» au capital de 1.000 €, immatriculée au registre de commerce de et à Luxembourg sous le numéro E 5538 tous présents se déclarent dûment convoqués pour se tenir en assemblée générale extraordinaire, afin de délibérer et statuer sur l'ordre du jour suivant:

1. Cession de parts sociales

Les associés décident à l'unanimité d'accepter les cessions de parts suivantes:

AZZURRO Invest S.A., propriétaire de 90 parts sociales d'un montant de 10 euros chacune cède à:

- Philippe Schlink, ingénieur, né le 30/10/1985 à Luxembourg, demeurant à 54 Murwiesenstrasse CH-8057 Zurich, 50 parts sociales

- Timothée Schlink, 40 parts sociales

Fait à Esch-sur-Alzette, le 7 mars 2016.

Timothée Schlink.

Référence de publication: 2016076694/18.

(160041968) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2016.

Meyer Neptun GmbH, Société à responsabilité limitée.

Siège social: L-2632 Senningerberg, 6D, route de Trèves.
R.C.S. Luxembourg B 193.159.

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.

Echternach, le 08 mars 2016.

Référence de publication: 2016076692/10.

(160041326) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2016.

Les Marres Investissement, Société Anonyme.

Siège social: L-1855 Luxembourg, 37/A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 117.953.

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Extrait du procès-verbal de l'assemblée générale extraordinaire tenue le 2 Mars 2016.

L'assemblée générale des actionnaires décide de transférer le siège social de la Société de son adresse actuelle L-2449 Luxembourg, 412/F, Route d'Esch au L-1855 Luxembourg, 37/A, avenue J.F. Kennedy.

L'assemblée générale des actionnaires, prend acte des démissions de Madame Ofélia Fonseca résidant professionnellement au 412F route d'Esch à L-2086 Luxembourg de sa fonction d'administrateur, de Madame Betty Prudhomme, résidant professionnellement au 412F, route d'Esch, L-2086 Luxembourg de sa fonction d'administrateur et de présidente et de Madame Chantal GASPARD, résidant professionnellement 412F route d'Esch à L-2086 Luxembourg de sa fonction d'administrateur avec effet au 31 Décembre 2015.

L'assemblée générale des actionnaires décide de nommer le conseil d'administration suivant, pour la période expirant à l'assemblée générale qui se tiendra en 2017:

- Monsieur Mario CORDONI né le 18.05.1959 à Turin (Italie), résident professionnellement au 28-56 Knightsbridge, Flat 25 Parkside, GB - SW1X 7JW Londres, Administrateur

- Madame Isabelle SCHWANK née le 12.12.1943 à Zurich (Suisse) résident professionnellement au 7, Vy-à-Vaux, CH-1295 Mies, Administrateur

- Monsieur Dominique AUDIA, né le 16/03/1965 à Metz (France), résidant professionnellement 2, Place de Strasbourg, L-2562 Luxembourg, Administrateur

L'assemblée générale des actionnaires prend acte de la lettre de démission de la société FIN-CONTRÔLE S.A. ayant son siège sociale au 12, rue Guillaume Kroll, bâtiment F, L-1882 Luxembourg de sa fonction de Commissaire aux Comptes avec effet au 5 Janvier 2016.

L'assemblée générale des actionnaires décide de nommer le Commissaire aux Comptes suivant, pour la période expirant à l'assemblée générale qui se tiendra en 2017:

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

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

R.C.S. Luxembourg B 177.232

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

LES MARRES INVESTISSEMENT

Société Anonyme

Référence de publication: 2016076643/34.

(160041226) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 mars 2016.

Rent Me Group S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 106, route d'Esch.

R.C.S. Luxembourg B 168.947.

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EXTRAIT

Il résulte d'un procès-verbal de l'assemblée générale extraordinaire de la société Rent Me Group S.A. qui s'est tenue au siège social de la société le 10 mars 2016 que:

1. Est révoqué de son poste d'administrateur unique Monsieur Pierre COCQUEREL, avec effet immédiat.

2. Est nommé en tant qu'administrateur Monsieur Pierre COCQUEREL, né le 31 décembre 1958 à Paris (France), demeurant à L-1912 Luxembourg, 100, rue du Grûnewald, pour une durée d'un an jusqu'à l'assemblée générale à tenir en 2017.

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

Luxembourg, le 11 mars 2016.

Pour Rent Me Group S.A.

LPL Expert-Comptable Sàrl

Référence de publication: 2016078883/18.

(160044096) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.
