# MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg

# MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

## RECUEIL DES SOCIETES ET ASSOCIATIONS

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

**C — N° 1514** **26 mai 2016**


### SOMMAIRE

**Luxport, Société Anonyme.**

Siège social: L-6688 Mertert, Port de Mertert.

R.C.S. Luxembourg B 42.132.

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Die Geschäftsführerin Frau Roswitha Schmitt-Lonien, vormals wohnhaft in Zum Pfahlweiler 27, 54294 Trier, Deutschland, verstarb im Jahr 2015 und scheidet dementsprechend als Geschäftsführerin aus.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 03.03.2016.

Référence de publication: 2016075403/11.

(160039981) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Lyris S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 155.810.

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*Extrait des résolutions prises lors de l'Assemblée Générale du 1 er mars 2016:*

1. L'Assemblée Générale décide de nommer comme administrateur:

- Monsieur DODO Sébastien, né le 11 mars 1974 à Nice (France), domicilié 12 rue Jean-Gaspar de Cicignon L-1335 Luxembourg.

2. L'Assemblée Générale décide de révoquer le Commissaire aux comptes, la société Fiduciaire Simmer & Lereboulet S.A.

3. L'Assemblée Générale décide de nommer aux fonctions de Commissaire aux comptes, la société à responsabilité limitée "ADVISORY & CONSULTING Sarl", ayant son siège social au 11A Boulevard Joseph II L-1840 Luxembourg et immatriculée au RCS L sous le numéro B 160.540.

Leurs mandats viendront à expiration lors de l'Assemblée Générale qui se tiendra en 2021.

4. L'Assemblée Générale décide de transférer le siège social de la société au 11A Boulevard Joseph II L-1840 Luxembourg.

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

Signature.

Référence de publication: 2016075404/21.

(160040434) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**One Overseas Resources S.A., Société Anonyme.**

Siège social: L-1518 Luxembourg, 10, boulevard de la Foire.

R.C.S. Luxembourg B 203.073.

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Les statuts coordonnés suivant l'acte n° 2316 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2016075472/9.

(160040019) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**PayPal (Europe) S.à r.l. et Cie, S.C.A., Société en Commandite par Actions.**

Siège social: L-2449 Luxembourg, 22-24, boulevard Royal.

R.C.S. Luxembourg B 118.349.

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

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

Le 10 décembre 2015.

Pour statuts coordonnés

Maître Jacques KESSELER

*Notaire*

Référence de publication: 2016075479/13.

(160040340) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

**PABC Processing S.à r.l., Société à responsabilité limitée,**

**(anc. ICBPI Luxco S.à r.l.).**

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

R.C.S. Luxembourg B 202.467.

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

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

Le 11 décembre 2015.

Pour statuts coordonnés

Maître Jacques KESSELER

*Notaire*

Référence de publication: 2016075489/13.

(160040398) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Phoenix Holdco I S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2163 Luxembourg, 35, avenue Monterey.

R.C.S. Luxembourg B 152.589.

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EXTRAIT

Il résulte d'un acte de cession sous seing privé signé en date du 3 mars 2016 que CORESTATE CAPITAL AG, une société de droit suisse, avec siège social à Baarerstrasse 135, CH-6300 Zug (Suisse), immatriculée auprès du registre de commerce du canton Zug sous le numéro CHE-113.002.233, a cédé 6 parts sociales de la Société à Sechep Investments Holding S.à r.l., une société à responsabilité limitée, avec siège social à L-2163 Luxembourg, 35, Avenue Monterey, immatriculée auprès du registre de commerce et des sociétés sous le numéro B 117.239.

Partant, Sechep Investments Holding S.à r.l. est le détenteur unique des parts sociales de la Société.

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

Luxembourg.

Référence de publication: 2016075497/17.

(160039806) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Top Finance S.A., Société Anonyme.**

Siège social: L-1940 Luxembourg, 370, route de Longwy.

R.C.S. Luxembourg B 90.536.

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Par la présente, je tiens à vous faire part de ma décision de démissionner de mon poste de commissaire de la société TOP FINANCE S.A. avec effet immédiat.

Luxembourg, le 22 février 2016.

STRATEGO INTERNATIONAL S.à r.l.

D. Fontaine

Référence de publication: 2016075583/12.

(160039850) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**TwentyTwo Capital Lux, Société Anonyme.**

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

R.C.S. Luxembourg B 172.670.

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- Monsieur Daniel RIGNY, Administrateur de catégorie A, réside désormais au 21, Conduit Street, W1S 2XP Londres, Royaume-Uni

Luxembourg, le 23 février 2016.

Certifié sincère et conforme

*Pour Twentytwo Capital Lux SA*

Référence de publication: 2016075577/12.

(160040085) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

**Queensgate Bow HoldCo S.à r.l., Société à responsabilité limitée.**

**Capital social: GBP 12.500,00.**

Siège social: L-1258 Luxembourg, 1, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 200.649.

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*Extrait des résolutions prises par le conseil de gérance en date du 22 février 2016*

Il résulte des décisions prises par le conseil de gérance en date du 22 février 2016 que:

le siège social de la Société a été transféré du 24, rue Beaumont, L-1219 Luxembourg au 1, rue Jean-Pierre Brasseur, L-1258 Luxembourg et ce avec effet au 29 février 2016.

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

Luxembourg, le 4 mars 2016.

Langham Hall Luxembourg Sàrl

Signature

*Mandataire*

Référence de publication: 2016075506/17.

(160040189) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Queensgate Investments II s.à R.L., Société à responsabilité limitée.**

**Capital social: GBP 15.000,00.**

Siège social: L-1258 Luxembourg, 1, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 188.720.

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*Extrait des résolutions prises par le conseil de gérance en date du 22 février 2016*

Il résulte des décisions prises par le conseil de gérance en date du 22 février 2016 que:

le siège social de la Société a été transféré du 24, rue Beaumont, L-1219 Luxembourg au 1, rue Jean-Pierre Brasseur, L-1258 Luxembourg et ce avec effet au 29 février 2016.

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

Luxembourg, le 4 mars 2016.

Langham Hall Luxembourg Sàrl

Signature

*Mandataire*

Référence de publication: 2016075507/17.

(160040195) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Société de Dragage Luxembourg SA, Société Anonyme.**

Siège social: L-8399 Windhof, 11, route des Trois Cantons.

R.C.S. Luxembourg B 173.904.

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*Extrait du PV de l'Assemblée Générale Ordinaire tenue extraordinairement le 29.01.2016*

La personne suivante est nommée comme Administrateur, en date du 29.01.2016, pour une période expirant à l'issue de l'Assemblée Générale Ordinaire statuant sur les comptes 2018

- Monsieur Vandemeulebroucke Bart, demeurant Koninklijke Prinslaan 3/GV02, 8670 Koksijde Belgique

Référence de publication: 2016075529/11.

(160039723) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**RA Finance S.A., Société Anonyme.**

Siège social: L-1736 Senningerberg, 5, Heienhaff.

R.C.S. Luxembourg B 161.483.

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

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

Référence de publication: 2016075513/9.

(160039874) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

**MANUPORT, Société Luxembourgeoise de Manutention du Port de Mertert, Société Anonyme.**

Siège social: L-6688 Mertert, Port de Mertert.

R.C.S. Luxembourg B 7.104.

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Aus dem Protokoll des Verwaltungsrates vom 02. Februar 2016 geht hervor, dass Frau Karoline Weisenstein, Dipl.-Betriebswirtin, geboren am 04.04.1962, wohnhaft In der Soolweid 8, 54666 Irrel zur Geschäftsführerin der Manuport S.A. mit der Befugnis zur täglichen Geschäftsführung ernannt wurde.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 2.2.2016.

Jan Loewenguth / Léon Beck

*Präsident / Vizepräsident*

Référence de publication: 2016075532/14.

(160039982) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Springbok Luxco Limited, Société Anonyme de Titrisation.**

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

R.C.S. Luxembourg B 118.323.

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*Extrait des résolutions prises par l'assemblée générale ordinaire tenue extraordinairement le 17 février 2016*

Sont nommés administrateurs, leur mandat prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes annuels au 30 septembre 2015:

- Monsieur Marc ALBERTUS, employé privé, demeurant professionnellement au 2, avenue Charles de Gaulle, L - 1653 Luxembourg;

- Monsieur Peter CARROLL, comptable, demeurant au 55, Laverna Grove, Terenure, Dublin 6 W, Irlande.

- Monsieur Pierre LENTZ, licencié en sciences économiques, demeurant professionnellement au 2, avenue Charles de Gaulle, L - 1653 Luxembourg;

- Monsieur Philippe PONSARD, ingénieur commercial, demeurant professionnellement au 2, avenue Charles de Gaulle, L - 1653 Luxembourg.

Pour extrait conforme.

Luxembourg, le 17 février 2016.

Référence de publication: 2016075535/19.

(160039848) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Storm Fund, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.**

Siège social: L-2180 Luxembourg, 4, rue Jean Monnet.

R.C.S. Luxembourg B 173.699.

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Die neue Berufsanschrift von Herrn Thomas Albert lautet:

2, Boulevard Konrad Adenauer

L-1115 Luxembourg

Luxemburg.

Référence de publication: 2016075537/11.

(160039945) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Top Finance S.A., Société Anonyme.**

Siège social: L-1940 Luxembourg, 370, route de Longwy.

R.C.S. Luxembourg B 90.536.

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Par la présente, je tiens à vous faire part de ma démission de mon poste d'administrateur de la société TOP FINANCE S.A. avec effet immédiat.

Luxembourg, le 22 février 2016. Sabrina Lepomme.

Référence de publication: 2016075582/10.

(160039850) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

**Sundel Invest S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 165.425.

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EXTRAIT

Il résulte de l'assemblée générale ordinaire tenue extraordinairement en date du 26 février 2016:

- La démission de Madame Sandrine BISARO, administrateur de classe B et Président du Conseil d'Administration de la Société a été acceptée, avec effet immédiat;

- Madame Marina KERNEUR, née le 19 juin 1978 à Ploemeur, France, demeurant professionnellement au 9 Allée Scheffer L-2520 Luxembourg a été nommée administrateur de classe B de la Société, avec effet immédiat et ce jusqu'à l'assemblée générale ordinaire approuvant les comptes clos au 31 décembre 2016.

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

Luxembourg, le 4 mars 2016.

Référence de publication: 2016075541/16.

(160040254) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Supernova Investments A S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 62.500,00.**

Siège social: L-1611 Luxembourg, 41, avenue de la Gare.

R.C.S. Luxembourg B 118.607.

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EXTRAIT

Le 19 février 2016, l'associé unique a pris la résolution suivante:

- Acceptation de la démission de Mme Viravyne Chhim gérant, avec effet immédiat, et nomme:

- Mme Hilela PAGANO, gérante, né le 26 mars 1981 en Israël, domiciliée au 15 Chelsea Ct., Hillsdale, New Jersey 07642, U.S.A.

A dater de ce jour, le conseil de gérance se compose comme suit:

- Mme Hilela PAGANO, gérante

- Halsey Sàrl, gérant

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

Référence de publication: 2016075542/17.

(160040033) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Top Finance S.A., Société Anonyme.**

Siège social: L-1940 Luxembourg, 370, route de Longwy.

R.C.S. Luxembourg B 90.536.

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Par la présente, je tiens à vous faire part de ma décision de démissionner de mon poste d'administrateur de la société TOP FINANCE S.A. avec effet immédiat.

Arlon, le 22 février 2016. Dominique Fontaine.

Référence de publication: 2016075584/10.

(160039850) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Sveafastigheter Fersen II, Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 200.405.

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Les statuts coordonnés au 16 février 2016 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Marc Loesch
*Notaire*

Référence de publication: 2016075544/11.

(160040107) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

**Sweet Invest S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-9964 Huldange, 49, Duarrefstrooss.

R.C.S. Luxembourg B 152.523.

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Il résulte d'une assemblée générale extraordinaire que la décision suivante a été prise:

- Monsieur Lars Gunnar Marcus Hamberg, demeurant professionnellement à Smiths Väg 4, 132 39 Saltsjö-Boo (Suède) a transféré 1 part sociale détenue dans la Société à Monsieur Johan Hallberg, demeurant professionnellement à 57 Alstensgatan SE-16765 Bromma (Suède) pour la valeur d'un euro symbolique.

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

*Pour Sweet Invest S.à r.l.*

Référence de publication: 2016075545/14.

(160040472) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Synedge Luxembourg S.A., Société Anonyme.**

Siège social: L-4362 Esch-sur-Alzette, 9, avenue des Hauts-Fourneaux.

R.C.S. Luxembourg B 195.600.

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*Extrait des résolutions de l'assemblée générale extraordinaire des actionnaires de Hotcity S.A. du 1 er mars 2016:*

L'assemblée générale a accepté la démission du commissaire aux comptes G.T. Fiduciaires S.A. avec effet au 26 février 2016.

L'assemblée générale a décidé de nommer la société anonyme Ernst & Young, 7, rue Gabriel Lippmann, L-5365 Munsbach, comme réviseur d'entreprises agréé avec effet au 26 février 2016 et ce jusqu'à l'assemblée générale ordinaire des actionnaires qui statuera sur les comptes de l'exercice 2015.

*Un mandataire*

Référence de publication: 2016075546/14.

(160039626) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**AJL Finance S.A., Société Anonyme.**

Siège social: L-5241 Sandweiler, 45A, rue Principale.

R.C.S. Luxembourg B 140.122.

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Je soussigné, Monsieur Philippe DRID, vous informe par la présente de ma démission en qualité d'administrateur de la société AJL FINANCE S.A. immatriculée au registre de commerce et des sociétés de et à Luxembourg sous le numéro B140122 et établie L-5241 Sandweiler, 45A, rue Principale, ceci avec effet au 16 septembre 2014.

Philippe DRID.

Référence de publication: 2016081776/11.

(160048899) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mars 2016.

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**Cogeco International IIA, Société à responsabilité limitée,**

**(anc. Acquisitions Cogeco Cable Luxembourg IIA).**

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 198.278.

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

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

Junglinster, le 9 mars 2016.

Pour copie conforme

Référence de publication: 2016076947/11.

(160042519) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 mars 2016.

**Tech-Part Sarl, Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 193.905.

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EXTRAIT

Il résulte du procès-verbal de la réunion du Conseil de Gérance du 28 janvier 2016 que:

- Le siège social est transféré du 8, Avenue de la Faïencerie, L-1510 Luxembourg au 2, Boulevard de la Foire, L-1528 Luxembourg;

- Le gérant suivant de la société est désormais domicilié au 2, Boulevard de la Foire, L-1528 Luxembourg:

* Madame Alba RIVOLTA, gérant.

Luxembourg, le 4 mars 2016.

Pour extrait conforme

Signature

Référence de publication: 2016075565/16.

(160040411) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Titanium Luxco 2 S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 202.592.

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

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

Luxembourg, le 9 février 2016.

Pour copie conforme

*Pour la société*

Maître Carlo WERSANDT

*Notaire*

Référence de publication: 2016075570/14.

(160040060) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Urba S.à r.l., Société à responsabilité limitée.**

Siège social: L-4774 Pétange, 25, rue des Promenades.

R.C.S. Luxembourg B 199.900.

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*Constatation de cession de parts sociales*

Suite à une convention de cession de parts sociales sous-seing privé, signée par le cédant et le cessionnaire en date du 18/03/2016 et acceptée par les gérants au nom de la société, il résulte que le capital social de la société URBA S.à.r.l. est désormais réparti comme suit:

| | |
|---|---|
| Monsieur Joël FRISONI, architecte-urbaniste, né le 11 octobre 1973 à Esch-sur-Alzette, demeurant à L-4466 Soleuvre, 6 rue de Lidice: soixante-quinze parts sociales | 75 |
| Monsieur Enzio ALLEVA, architecte, né le 12 mai 1973 à Differdange, demeurant à L-4762 Pétange, 99 rue de Niederkorn: quarante-cinq parts sociales | 45 |
| Madame Lyn FEIDT, né le 30 juin 1985 à Ettelbruck, demeurant à L-5552 Remich, 18, route de Mondorf: trente parts sociales | 30 |
| Total: cent cinquante parts sociales | 150 |

Luxembourg, le 18/03/2016.

Pour extrait conforme

Joël FRISONI / Enzio ALLEVA / Lyn FEIDT

*Les associés*

Joël FRISONI / Enzio ALLEVA

*Les gérants*

Référence de publication: 2016081676/24.

(160048030) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 mars 2016.

**Tivoli Holdings S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 15.600,00.**

Siège social: L-1648 Luxembourg, 46, place Guillaume II.

R.C.S. Luxembourg B 163.084.

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Sont à noter les changements d'adresse suivants:

- M. Charles ROEMERS, gérant de la Société, réside désormais professionnellement au 2, Rue Eugène Ruppert, 2453 Luxembourg (Grand Duché de Luxembourg) et

- M. Jean-François TRAPP, gérant de la Société, réside désormais professionnellement au 2, Rue Eugène Ruppert, 2453 Luxembourg (Grand Duché de Luxembourg).

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

Fait à Luxembourg, le 4 mars 2016.

Référence de publication: 2016075572/15.

(160039769) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Toga Investments Pt. S.àr.l., Société à responsabilité limitée.**

**Capital social: EUR 312.500,00.**

Siège social: L-1611 Luxembourg, 41, avenue de la Gare.

R.C.S. Luxembourg B 114.085.

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EXTRAIT

Le 19 février 2016, l'associé unique a pris la résolution suivante:

- Acceptation de la démission de Mme Viravyne Chhim gérant, avec effet immédiat, et nomme:

- Mme Hilela PAGANO, gérante, né le 26 mars 1981 en Israël, domiciliée au 15 Chelsea Ct., Hillsdale, New Jersey 07642, U.S.A.

A dater de ce jour, le conseil de gérance se compose comme suit:

- Mme Hilela PAGANO, gérante

- Halsey Sàrl, gérant

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

Référence de publication: 2016075573/17.

(160040017) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**La Française LUX, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 66.785.

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

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

Luxembourg, le 14 mars 2016.

Référence de publication: 2016078725/10.

(160045111) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

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**Avocado BidCo Luxembourg S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 190.853.

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Les statuts coordonnés au 26/02/2016 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 07/03/2016.

Me Cosita Delvaux

*Notaire*

Référence de publication: 2016075657/12.

(160040973) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 mars 2016.

**RGroupe S.à r.l., Société à responsabilité limitée.**

Siège social: L-8308 Capellen, 83, Pafebruch.

R.C.S. Luxembourg B 184.996.

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

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

Le 18 décembre 2015.

Pour statuts coordonnés

Maître Jacques KESSELER

*Notaire*

Référence de publication: 2016078909/13.

(160044480) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

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**TwentyTwo Credit I, Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 186.721.

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- Monsieur Daniel RIGNY, Gérant de catégorie A, réside désormais au 21, Conduit Street, W1S 2XP Londres, Royaume-Uni

Luxembourg, le 23 février 2016.

Certifié sincère et conforme

*Pour Twenty two Credit I Sàrl*

Référence de publication: 2016075578/13.

(160040077) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**TwentyTwo Group Holding, Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 177.414.

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- Monsieur Daniel RIGNY, Gérant de catégorie A, réside désormais au 21, Conduit Street, W1S 2XP Londres, Royaume-Uni

Luxembourg, le 23 février 2016.

Certifié sincère et conforme

*Pour Twentytwo Group Holding Sàrl*

Référence de publication: 2016075579/13.

(160040082) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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**Terra Nobilis S.A., Société Anonyme Soparfi.**

R.C.S. Luxembourg B 148.000.

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Conformément à l'article 3 de la loi du 31 mai 1999 régissant la domiciliation des sociétés, Quentin Rutsaert informe de la dénonciation de la convention de domiciliation avec effet au 20 janvier 2016 pour une durée indéterminée entre:

Terra Nobilis S.A., enregistrée au Registre de Commerce et des Sociétés Luxembourg sous le numéro B148000 et ayant son siège social au 14 rue de Strassen, L-2555 Luxembourg jusqu'au 20 janvier 2016, et

Quentin Rutsaert, Avocat à la Cour, dont l'étude est située au 14, rue de Strassen, L-2555 Luxembourg.

Et ce avec effet au 20 janvier 2016.

Fait à Luxembourg, le 2 mars 2016.

Signature

*L'Agent Domiciliataire*

Référence de publication: 2016075581/15.

(160039882) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2016.

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

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

R.C.S. Luxembourg B 90.212.

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In the year two thousand and sixteen, on the eleventh day of January.

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

Was held

an Extraordinary General Meeting of Shareholders of PHARUS SICAV (hereafter referred to as the "Company"), a société d'investissement à capital variable, having its registered office at L-2535 Luxembourg, 20, boulevard Emmanuel Servais (R.C.S. Luxembourg B 90 212), incorporated by a deed of the undersigned notary, on the 5 th December, 2002, published in the Mémorial C, Recueil des Sociétés et Associations Number 13 dated 7 th January, 2003.

The Meeting was opened with Mr Aldric du Puy de Clinchamps, professionally residing in Luxembourg, as chairman of the Meeting (the "Chairman").

The Chairman appointed as secretary, Mrs Eva Maria Mick, professionally residing in Luxembourg.

The Meeting elected as scrutineer Mrs Nathalie Schroeder, professionally residing in Luxembourg.

The bureau of the Meeting having thus been constituted, the Chairman declared and requested the notary to state:

I. The present Meeting has been convened by notices containing the agenda, published in the Mémorial, the Luxemburger Wort, the Tageblatt and in the Economia on 8 December 2015 and 24 December 2015.

II. That the agenda of the Meeting is the following:

*Agenda*

1. Amendment of Article 3 of the Articles of Incorporation in order to update the reference to the applicable fund legislation. The new text of Article 3 of the Articles of Incorporation will read as follows:

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

The Company may take any measures and carry out any operations which it may deem useful in the accomplishment and development of its object to the full extent permitted by the law of 17 th December 2010 relating to undertakings for collective investment (the "Law").

2. Amendment of Article 7 of the Articles of Incorporation in order to add the below described options of the Board:

In addition the board of directors may restrict or prevent the ownership of shares by any US person and/or any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company or its shareholders, may result in a breach of any applicable law or regulation (whether Luxembourg or foreign) or may expose the Company or its shareholders to liabilities (including regulatory or tax liabilities and any other tax liabilities that might derive, inter alia, from any breach of FATCA requirements) or any other disadvantages that it or they would not have otherwise incurred or been exposed to;

Further the board of directors may restrict the issue and/or transfer of share classes reserved to institutional investors until sufficient evidence is received that the investor duly qualifies as an institutional investor within the meaning of Article 174 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the “2010 Law”); and

In this respect the board of directors or any duly appointed agent may further decide to compulsorily redeem shares the subscription of which would not be made in accordance with the Prospectus or whose wired subscriptions amounts would not be sufficient to cover the relevant subscription price.

3. Re-statement of Article 10 of the Articles of Incorporation which should in future read as follows:

The annual general meeting of shareholders shall be held in accordance with Luxembourg law at the registered office of the Company or at such other place in Luxembourg as may be specified in the notice of meeting, on the fifteens Day in the month of February at 10:00 a.m. (Luxembourg time).

If the aforementioned day is not a bank business day in Luxembourg, the annual general meeting will be held on the next Luxembourg bank business day. In this context, "bank business day" refers to the normal bank business days (i.e. each day on which banks are open during normal business hours) in Luxembourg, with the exception of individual, non-statutory rest days.

Additional, extraordinary general meetings may be held at locations and at times set out in the notices of meeting.

Convening notices to general meetings shall be made in the form prescribed by law. The convening notices to general meetings may provide that the quorum and the majority requirements at the general meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting (referred to as "Record Date"). The rights of a shareholder to attend a general meeting and to exercise the voting rights attaching to his/her shares are determined in accordance with the shares held by this shareholder at the Record Date. The convening

notices will be announced to shareholders in accordance with the statutory regulations and, if appropriate, in additional newspapers to be laid down by the Board of Directors.

If all shareholders are present or represented and declare themselves as being duly convened and informed of the agenda, the general meeting may take place without convening notice of meeting in accordance with the foregoing conditions.

The Board of Directors may determine all other conditions to be fulfilled by shareholders in order to attend any meeting of shareholders.

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 except if all the shareholders agree to another agenda.

Each full share of whatever sub-fund and/or whatever share class of sub-fund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholders by appointing another person ('representative') by his power-of-attorney (‘proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Each shareholder may vote through voting forms sent by post, facsimile, mail or any other similar means of communication to the Company's registered office or to the address specified in the convening notice to the meeting.

Decisions affecting the interests of all shareholders in the Company will be made at the general meeting while decisions affecting only the shareholders in a particular sub-fund and/or particular class of sub-fund will be made at the general meeting of that sub-fund and/or share class of sub-fund.

Unless otherwise provided by law or in these Articles of Incorporation, resolutions of the general meeting are passed by a simple majority vote of the shares present or represented.

The shareholders in a sub-fund or share class of sub-fund may hold general meetings at any time to decide matters relating exclusively to that sub-fund or share class of sub- fund.

The provisions in this Article shall apply accordingly to such general meetings.

Each full share of whatever sub-fund or share class of sub-fund is entitled to one vote pursuant to the provisions of Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholder by appointing another person (‘representative') by his power-of-attorney (‘proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Unless otherwise provided for by law or in the current Articles of Incorporation, resolutions of the general meeting are passed by simple majority of the shares present or represented at the meeting.

All resolutions of the general meetings of the Company that change the rights of the shareholders in a particular sub-fund and/or share class of sub-fund in relation to the rights of shareholders in another sub-fund and/or share class of sub-fund will be submitted to the shareholders in this other sub-fund and/or share class of sub-fund pursuant to Article 68 of the law dated 10 August 1915 on commercial companies as amended from time to time.

4. Amendment of Article 15 of the Articles of Incorporation in order to, inter alia:

- to adequately reflect the current state of interpretation of the investment policy and restrictions possible to be implemented and followed by undertakings for collective investment be compliant with the 2010 Law.

- in order to provide the Company with the authority to perform cross-sub-fund investments.

- in order to adequately reflect the applicable risk diversification rules.

- To add specific rules in order to add the possibility to for the establishment of sub-funds of the Company as master / feeder structures.

5. Re-statement of the conflicts of interest determination undertaken under Article 16 of the Articles of Incorporation in order to, inter alia:

- to adequately reflect the current state of interpretation of conflicts of interest treatments.

6. Addition of the following sentence under Article 19 of the Articles of Incorporation:

- The auditor shall fulfil all duties prescribed by the Law.

7. Addition of a new Article 21 of the Articles of Incorporation in order to adequately reflect the required proceedings of

- Liquidation and merger of sub-funds; Conversions of existing sub-funds in Feeder-UCITS and Conversions of sub-funds established as Master-UCITS

- Mergers of the Company or of sub-funds with another UCITS or sub-funds thereof; Mergers of one more sub-funds

- Conversions of existing sub-funds in Feeder-UCITS and changes of sub-funds established as Master-UCITS

as foreseen by current applicable laws and regulations.

8. Amendment of the former Article 27 now Article 28, due to the addition of Article 21, being the Article determining the proceedings of

- Dissolution of the Company

- Liquidation of the Company

as foreseen by current applicable laws and regulations.

9. Amendment of the text of a number of Articles of the Articles of Incorporation with effect as of the4 th of December 2015 or, in the event the required quorum is not attained at the 1 st EGM, on the 11 st of January 2016, in order to implement the changes as required by the law dated 17 December 2010 on undertakings for collective investment (the "2010 Law"), implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 (the "UCITS IV Directive"), and in particular to (not exhaustive summary):

- replace any reference to the law dated 20 December 2002 on undertakings for collective investment by references to the law dated 17 December 2010 on undertakings to collective investment;

- insert specific rules for sub-funds established as a master/feeder structure; and

- amend the provisions regarding liquidations, mergers and conversions of sub-funds in order to implement the rules of the 2010 Law with regard to liquidation of sub-funds and its classes, mergers of the Company or of sub-funds with another UCITS or sub-funds thereof, mergers of one or more sub-funds, as well as conversions of existing sub-funds in feeder-sub-funds and changes of sub-funds established as master-UCITS.

10. General restatement of the Articles of Incorporation in order to reflect the preceding items, to harmonize the terminology and definitions used throughout the Articles and to ensure consistency with those contained in the Company's prospectus resolve that the English version of the Articles of Incorporation will be the prevailing text.

III. The shareholders present and represented and the number of shares held by each of them are shown on the attendance list intialled "ne varietur" by the shareholders present, by the proxies of the shareholders represented and by the members of the bureau. The said list and proxies will be annexed to this deed, to be registered therewith.

III. As appears from the said attendance list out of 4,035,549.789 shares in issue, 5,111 shares are present or duly represented at this Extraordinary General Meeting. The Chairman informs the meeting that a first extraordinary general meeting has been convened with the same agenda as the agenda of the present meeting indicated above, for the day 4 December 2015 and that the quorum requirements for voting the items of the agenda had not been attained. In accordance with Article 67-1 of the law of 10 August 1915 on commercial companies, the present meeting may thus deliberate validly no matter how many shares are represented.

After deliberation, the meeting unanimously took the following resolutions:

*First resolution*

The meeting decides to amend Article 3 of the Articles of Incorporation so as to henceforth read as follows:

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

The Company may take any measures and carry out any operations which it may deem useful in the accomplishment and development of its object to the full extent permitted by the law of 17 th December 2010 relating to undertakings for collective investment (the "Law").

*Second resolution*

The meeting decides to amend Article 7 of the Articles of Incorporation so as to henceforth read as follows:

In addition the board of directors may restrict or prevent the ownership of shares by any US person and/or any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company or its shareholders, may result in a breach of any applicable law or regulation (whether Luxembourg or foreign) or may expose the Company or its shareholders to liabilities (including regulatory or tax liabilities and any other tax liabilities that might derive, inter alia, from any breach of FATCA requirements) or any other disadvantages that it or they would not have otherwise incurred or been exposed to;

Further the board of directors may restrict the issue and/or transfer of share classes reserved to institutional investors until sufficient evidence is received that the investor duly qualifies as an institutional investor within the meaning of Article 174 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the “2010 Law”); and

In this respect the board of directors or any duly appointed agent may further decide to compulsorily redeem shares the subscription of which would not be made in accordance with the Prospectus or whose wired subscriptions amounts would not be sufficient to cover the relevant subscription price.

*Third resolution*

The meeting decides to amend Article 10 of the Articles of Incorporation so as to henceforth read as follows:

The annual general meeting of shareholders shall be held in accordance with Luxembourg law at the registered office of the Company or at such other place in Luxembourg as may be specified in the notice of meeting, on the fifteens Day in the month of February at 10:00 a.m. (Luxembourg time).

If the aforementioned day is not a bank business day in Luxembourg, the annual general meeting will be held on the next Luxembourg bank business day. In this context, "bank business day" refers to the normal bank business days (i.e. each day on which banks are open during normal business hours) in Luxembourg, with the exception of individual, non-statutory rest days.

Additional, extraordinary general meetings may be held at locations and at times set out in the notices of meeting.

Convening notices to general meetings shall be made in the form prescribed by law. The convening notices to general meetings may provide that the quorum and the majority requirements at the general meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting (referred to as "Record Date"). The rights of a shareholder to attend a general meeting and to exercise the voting rights attaching to his/her shares are determined in accordance with the shares held by this shareholder at the Record Date. The convening notices will be announced to shareholders in accordance with the statutory regulations and, if appropriate, in additional newspapers to be laid down by the Board of Directors.

If all shareholders are present or represented and declare themselves as being duly convened and informed of the agenda, the general meeting may take place without convening notice of meeting in accordance with the foregoing conditions.

The Board of Directors may determine all other conditions to be fulfilled by shareholders in order to attend any meeting of shareholders.

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 except if all the shareholders agree to another agenda.

Each full share of whatever sub-fund and/or whatever share class of sub-fund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholders by appointing another person (‘representative') by his power-of-attorney (‘proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Each shareholder may vote through voting forms sent by post, facsimile, mail or any other similar means of communication to the Company's registered office or to the address specified in the convening notice to the meeting.

Decisions affecting the interests of all shareholders in the Company will be made at the general meeting while decisions affecting only the shareholders in a particular sub-fund and/or particular class of sub-fund will be made at the general meeting of that sub-fund and/or share class of sub-fund.

Unless otherwise provided by law or in these Articles of Incorporation, resolutions of the general meeting are passed by a simple majority vote of the shares present or represented.

The shareholders in a sub-fund or share class of sub-fund may hold general meetings at any time to decide matters relating exclusively to that sub-fund or share class of sub- fund.

The provisions in this Article shall apply accordingly to such general meetings.

Each full share of whatever sub-fund or share class of sub-fund is entitled to one vote pursuant to the provisions of Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholder by appointing another person (‘representative') by his power-of-attorney ('proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Unless otherwise provided for by law or in the current Articles of Incorporation, resolutions of the general meeting are passed by simple majority of the shares present or represented at the meeting.

All resolutions of the general meetings of the Company that change the rights of the shareholders in a particular sub-fund and/or share class of sub-fund in relation to the rights of shareholders in another sub-fund and/or share class of sub-fund will be submitted to the shareholders in this other sub-fund and/or share class of sub-fund pursuant to Article 68 of the law dated 10 August 1915 on commercial companies as amended from time to time.

*Fourth resolution*

The meeting decides to amend Article 15 of the Articles of Incorporation in order to, inter alia:

- to adequately reflect the current state of interpretation of the investment policy and restrictions possible to be implemented and followed by undertakings for collective investment be compliant with the 2010 Law.

- in order to provide the Company with the authority to perform cross-sub-fund investments.

- in order to adequately reflect the applicable risk diversification rules.

- To add specific rules in order to add the possibility to for the establishment of sub-funds of the Company as master / feeder structures.

*Fifth resolution*

The meeting decides to re-state the conflicts of interest determination undertaken under Article 16 of the Articles of Incorporation in order to, inter alia:

- to adequately reflect the current state of interpretation of conflicts of interest treatments.

*Sixth resolution*

The meeting decides to add the following sentence under Article 19 of the Articles of Incorporation:

- The auditor shall fulfil all duties prescribed by the Law.

*Seventh resolution*

The meeting decides to add a new Article 21 of the Articles of Incorporation in order to adequately reflect the required proceedings of

- Liquidation and merger of sub-funds; Conversions of existing sub-funds in Feeder-UCITS and Conversions of sub-funds established as Master-UCITS

- Mergers of the Company or of sub-funds with another UCITS or sub-funds thereof; Mergers of one more sub-funds

- Conversions of existing sub-funds in Feeder-UCITS and changes of sub-funds established as Master-UCITS

as foreseen by current applicable laws and regulations.

*Eighth resolution*

The meeting decides to amend the former Article 27 now Article 28, due to the addition of Article 21, being the Article determining the proceedings of

- Dissolution of the Company

- Liquidation of the Company

as foreseen by current applicable laws and regulations.

*Ninth resolution*

The meeting decides to amend the text of a number of Articles of the Articles of Incorporation with effect as of 11 th of January 2016, in order to implement the changes as required by the law dated 17 December 2010 on undertakings for collective investment (the "2010 Law"), implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 (the "UCITS IV Directive"), and in particular to (not exhaustive summary):

- replace any reference to the law dated 20 December 2002 on undertakings for collective investment by references to the law dated 17 December 2010 on undertakings to collective investment;

- insert specific rules for sub-funds established as a master/feeder structure; and

- amend the provisions regarding liquidations, mergers and conversions of sub-funds in order to implement the rules of the 2010 Law with regard to liquidation of sub-funds and its classes, mergers of the Company or of sub-funds with another UCITS or sub-funds thereof, mergers of one or more sub-funds, as well as conversions of existing sub-funds in feeder-sub-funds and changes of sub-funds established as master-UCITS.

*Tenth resolution*

The meeting decides to completely restate the Articles of Incorporation so as to henceforth read as follows:

**Art. 1.** There is hereby established among the subscribers and all those who may become owners of shares hereafter issued a limited liability company - société anonyme - in the form of a "société d'investissement à capital variable" under the name of "PHARUS SICAV" (the "Company").

**Art. 2.** The Company is established for an unlimited period.

The Company may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these Articles.

**Art. 3.** The exclusive object of the Company is to place the funds available to it in transferable securities of all types and other permitted assets with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operations which it may deem useful in the accomplishment and development of its object to the full extent permitted by the law of 17 th December 2010 relating to undertakings for collective investment (the "Law").

**Art. 4.** The registered office of the Company is established in Luxembourg, in the Grand-Duchy of Luxembourg. The board of directors (the "Board") is authorised to transfer the registered office of the Company to any other place within the city of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the Board.

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

**Art. 5.** The Company's capital shall be at any time equal to its total net assets (the "Net Asset Value") as defined in Article twenty two hereof and shall be represented by shares of no par value (the "Shares").

The minimum share capital of the Company shall be one million two hundred and fifty thousand Euro (1,250,000 EUR).

Such minimum must be achieved within 6 months from the date on which the Company has been authorised as an undertaking for collective investment. The Board is authorised without limitation to issue at any time further fully paid Shares at a price based on the net asset value per Share (the "Net Asset Value per Share") determined in accordance with Article twenty two hereof without reserving to the existing shareholders of the Company a preferential right of subscription to the additional Shares to be issued. The Board may delegate to any Director or duly authorised officer of the Company or to any duly authorised person the power and duty to accept subscriptions and to receive payment for such new Shares and to issue and deliver them.

Shares may, as the Board shall determine, be of different classes and the proceeds of the issue of each class of Shares shall be invested pursuant to Article three hereof in transferable securities or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or transferable debt securities or/and with such specific distribution policy or/and with specific sales charge structures as the Board shall from time to time determine in respect of each class of Shares.

The Board may further decide to create within each class of Shares two or more sub-classes whose assets will be commonly invested pursuant to the specific investment policy of the class concerned but where a specific sales and redemption charge structure, fee structure, hedging policy or other specificity is applied to each sub-class. In these Articles, any reference to "class" shall also mean a reference to "sub-class" unless the context otherwise requires.

The different classes of Shares may be denominated in currencies to be fixed by the Board, provided that for the purpose of determining the capital of the Company, the net assets attributable to each class shall, if not expressed in Euro, be translated into Euro and the capital of the Company shall be the aggregate total net assets of all the classes.

**Art. 6.** The Company will issue Shares of each class in registered form only.

No share certificates will be issued. Shareholders will receive a confirmation of their shareholding instead in such form as the Board may from time to time determine.

Payments of dividends will be made to shareholders, at their address in the Register of shareholders (the "Register").

All issued Shares shall be registered in the Register which shall be kept by the Company or by one or more persons designated for such purpose by the Company. The Register shall contain the name of each holder of Shares, his residence or elected domicile and the number of Shares held by him. Every transfer and devolution of Shares shall be entered in the Register.

Transfer of Shares shall be effected by a written declaration of transfer inscribed in the Register, dated and signed by the transferor and by the transferee, or by persons holding suitable powers of attorney to act therefor.

The Company shall consider the person in whose name the Shares are registered in the Register, as full owner of the Shares. The Company shall be free of all responsibility or liability to third parties in dealing with such Shares and shall be entitled to consider any right, interest or claim of any other person in or upon such Shares to be non-existing, provided that the foregoing shall deprive no person of any right which it might properly have to request a change in the registration of his Shares.

Each shareholder must provide the Company with an address. All notices and announcements from the Company to shareholders may be sent to such address which will also be entered in the Register.

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

Fractions of shares will be issued up to 4 decimal places.

**Art. 7.** The Company may restrict or prevent the ownership of Shares by any person, firm or corporate body, including, but without limitation, any "U.S. Person" as defined in Article eight hereof or by any person who holds or owns Shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory tax or fiscal consequences for the Company or the shareholders or otherwise be detrimental to the interests of the Company (a "Prohibited Person") and for such purpose the Company may:

a) decline to issue any Shares or to register any transfer of Shares where it appears to it that such issue or registry would or might result in beneficial ownership of such Shares by a U.S. Person or a Prohibited Person; and

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of Shares on, the Register to furnish it with any information which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's Shares rests or will rest in a U.S. Person or a Prohibited Person;

c) where it appears to the Company that any U.S. Person or any Prohibited Person, either alone or in conjunction with any other person, is a beneficial owner of Shares, compulsorily purchase from such shareholder all Shares held by it in the following manner:

(i) the Company shall serve a notice (hereafter called the "Purchase Notice") upon the shareholder appearing in the Register as the owner of the Shares to be purchased, specifying the Shares to be purchased as aforesaid, the price to be paid for such Shares and the place where the purchase price in respect of such Shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to the shareholder at his address appearing in the Register of the Company. Immediately after the close of business on the date specified in the Purchase Notice, such shareholder will cease to be the owner of the Shares specified in such notice and his name shall be removed from the Register, provided, however, that the relevant Shares shall remain in existence;

(ii) the price at which the Shares specified in any Purchase Notice shall be purchased (herein called the "Purchase Price") shall be an amount equal to the Net Asset Value per Share, determined in accordance with Article twenty-two hereof;

(iii) payment of the Purchase Price will be made to the owner of such Shares in the currency of the relevant class, except during periods of currency exchange restrictions with respect thereto, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) for payment to such owner. Upon deposit of such price as aforesaid, no person interested in the Shares specified in the Purchase Notice shall have any further interest in such Shares, or any claim against the Company or its assets in respect thereof, except the right of the person appearing as the owner thereof to receive the price so deposited (without interest) from such bank;

(iv) the exercise by the Company of the powers conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of Shares by any person or that the true ownership of any Shares was otherwise than appeared to the Company at the date of any Purchase Notice, provided that in each case the said powers were exercised by the Company in good faith; and

d) decline to accept the vote of any U.S. Person or any Prohibited Person at any meeting of shareholders of the Company.

If a person becomes aware that he is holding or owning Shares in contravention of this Article, he shall notify the Company in writing forthwith.

In addition the board of directors may restrict or prevent the ownership of shares by any US person and/or any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company or its shareholders, may result in a breach of any applicable law or regulation (whether Luxembourg or foreign) or may expose the Company or its shareholders to liabilities (including regulatory or tax liabilities and any other tax liabilities that might derive, inter alia, from any breach of FATCA requirements) or any other disadvantages that it or they would not have otherwise incurred or been exposed to;

Further the board of directors may restrict the issue and/or transfer of share classes reserved to institutional investors until sufficient evidence is received that the investor duly qualifies as an institutional investor within the meaning of Article 174 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended from time to time (the “2010 Law”); and

In this respect the board of directors or any duly appointed agent may further decide to compulsorily redeem shares the subscription of which would not be made in accordance with the Prospectus or whose wired subscriptions amounts would not be sufficient to cover the relevant subscription price.

**Art. 8.** Whenever used in these Articles, the term "U.S. Person" shall mean a citizen or resident of the United States of America, a partnership organised or existing in laws of any state, territory or possession of the United States of America, or a corporation organised under the laws of the United States of America or of any state, territory or possession thereof, or any estate or trust, other than an estate or trust the income of which derives from sources outside the United States of America which is not to be included in gross income for purposes of computing United States income tax payable by it.

**Art. 9.** Any regularly constituted meeting of shareholders of the Company shall represent the entire body of its shareholders. Its resolutions shall be binding upon all shareholders.

**Art. 10.** The annual general meeting of shareholders shall be held in accordance with Luxembourg law at the registered office of the Company or at such other place in Luxembourg as may be specified in the notice of meeting, on the fifteens Day in the month of February at 10.00 a.m (Luxembourg time).

If the aforementioned day is not a bank business day in Luxembourg, the annual general meeting will be held on the next Luxembourg bank business day. In this context, "bank business day" refers to the normal bank business days (i.e. each day on which banks are open during normal business hours) in Luxembourg, with the exception of individual, non-statutory rest days.

Additional, extraordinary general meetings may be held at locations and at times set out in the notices of meeting.

Convening notices to general meetings shall be made in the form prescribed by law. The convening notices to general meetings may provide that the quorum and the majority requirements at the general meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting (referred to as "Record Date"). The rights of a shareholder to attend a general meeting and to exercise the voting rights attaching to his/her shares are determined in accordance with the shares held by this shareholder at the Record Date. The convening notices will be announced to shareholders in accordance with the statutory regulations and, if appropriate, in additional newspapers to be laid down by the Board of Directors.

If all shareholders are present or represented and declare themselves as being duly convened and informed of the agenda, the general meeting may take place without convening notice of meeting in accordance with the foregoing conditions.

The Board of Directors may determine all other conditions to be fulfilled by shareholders in order to attend any meeting of shareholders.

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 except if all the shareholders agree to another agenda.

Each full share of whatever sub-fund and/or whatever share class of sub-fund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholders by appointing another person ('representative') by his power-of-attorney (‘proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Each shareholder may vote through voting forms sent by post, facsimile, mail or any other similar means of communication to the Company's registered office or to the address specified in the convening notice to the meeting.

Decisions affecting the interests of all shareholders in the Company will be made at the general meeting while decisions affecting only the shareholders in a particular sub-fund and/or particular class of sub-fund will be made at the general meeting of that sub-fund and/or share class of sub-fund.

Unless otherwise provided by law or in these Articles of Incorporation, resolutions of the general meeting are passed by a simple majority vote of the shares present or represented.

The shareholders in a sub-fund or share class of sub-fund may hold general meetings at any time to decide matters relating exclusively to that sub-fund or share class of sub- fund.

The provisions in this Article shall apply accordingly to such general meetings.

Each full share of whatever sub-fund or share class of sub-fund is entitled to one vote pursuant to the provisions of Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholder by appointing another person ('representative') by his power-of-attorney (‘proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Unless otherwise provided for by law or in the current Articles of Incorporation, resolutions of the general meeting are passed by simple majority of the shares present or represented at the meeting.

All resolutions of the general meetings of the Company that change the rights of the shareholders in a particular sub-fund and/or share class of sub-fund in relation to the rights of shareholders in another sub-fund and/or share class of sub-fund will be submitted to the shareholders in this other sub-fund and/or share class of sub-fund pursuant to article 68 of the law dated 10 August 1915 on commercial companies as amended from time to time.

**Art. 11.** Meetings of the shareholders may be convened by the Board pursuant to a notice setting forth the agenda, sent by mail at least eight days prior to the date of the meeting, to the shareholders' addresses in the Register.

However, if all shareholders are present or represented at a shareholders' meeting and if they declare themselves to be fully informed of its agenda, the meeting may be held without notice or publicity having been given or made.

**Art. 12.** The Company shall be managed by a Board composed of at least three members who need not be shareholders of the Company.

The directors shall be elected by the shareholders at a general meeting, for a period ending at the next annual general meeting and until their successors are elected and have accepted such appointment or, if later, ending at the date of such election and acceptance, provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of vacancy in the office of director because of death, retirement or otherwise, a director may be designated in the manner provided by law to fill such vacancy until the next meeting of shareholders.

**Art. 13.** The Board shall appoint from among its members a Chairman and may appoint from among its members a Vice-Chairman. It may also appoint a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the Board and of the shareholders. A meeting of the Board may be convened by the Chairman or by two directors, at the place indicated in the notice of the meeting.

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

The Board may from time to time appoint an Investment Manager or Adviser and/or such other officers as may be considered necessary for the operation and management of the Company. Any such appointment may be revoked at any time by the Board. Officers need not be directors or shareholders of the Company. The officers so appointed, unless otherwise stipulated in these Articles, shall have the powers and duties given to them by the Board.

Written notice of any meeting of the Board shall be given to all directors at least 24 hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of the circumstances shall be set forth in the notice of meeting.

That notice may be waived by the consent in writing or by cable, telegram, telex or telecopier message of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

A director may act at a meeting of the Board by appointing in writing or by cable, telegram, telex or telecopier message another director as his proxy.

A director may act as proxy for more than one other director. Directors may also assist at meetings of the Board and meetings of the Board may be held by video or telephone conference.

Except as stated below, the Board can deliberate or act validly only if at least a majority of the directors is in attendance (which may be by way of a conference telephone call) or represented at a meeting of the Board. Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. In the event that at any meeting the number of votes for and against a resolution shall be equal the chairman shall have a casting vote.

The directors may also adopt by unanimous vote a circular resolution, which may be effected by each director expressing his consent on one or several separate identical instruments in writing or by telex, telegram or telecopier message (in each such case confirmed in writing), which shall together constitute appropriate minutes evidencing such decision.

**Art. 14.** The minutes of any meeting of the Board and of the general meeting of shareholders shall be signed by the Chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

Copies or extracts of such minutes to be produced in judicial proceedings or otherwise shall be signed by the Chairman or by the secretary or by any two directors.

**Art. 15.** The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment restrictions as determined here below:

The Board, based upon the principle of risk spreading, has the power to determine

(i) the investment policies to be applied in respect of each Sub-Fund,

(ii) the hedging strategy to be applied to specific classes/categories of shares within particular Sub-Funds and

(iii) the course of conduct of the management and business affairs of the Company, all within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations.

Within those restrictions, the board of directors may decide that investments be made in:

(1) Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market as defined in Article 4 point 1 (14) of the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2014;

(2) Transferable Securities and Money Market Instruments dealt in on another market in a Member State of the EU which is regulated, operates regularly and is recognised and open to the public;

(3) Transferable securities and money market instruments admitted to official listing on a stock exchange in a non-EU Member State or traded on another regulated market in a non-EU Member State which operates regularly and is recognised and open to the public located within any other European, American, Asian, African or Australasian or Oceania country (hereinafter called “approved state”);

(5) money-market instruments as defined under “Investment Policy” that are not traded on a regulated market, referred to in paragraphs 1, 2, 3 above, if the issue or issuer of these instruments is itself already governed by rules providing protection for investors and investments and on condition that such instruments have been

(i) issued or guaranteed by a central, regional or local authority, a central bank of a EU Member State, the European Central Bank, the European Union or the European Investment Bank, a non-EU Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong; or

(ii) issued by an undertaking whose securities are traded on the regulated markets mentioned in 1), 2 and 3);

(iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg supervisory authority CSSF to be at least as stringent as those laid down by Community law; or

(iv) issued by other issuers belonging to the categories approved by the Luxembourg supervisory authority CSSF, provided that investor protection rules apply to investments in such instruments that are equivalent to those of the first, second or third intend of this paragraph e) and provided the issuers constitute either a company with equity capital ("capital et réserves") amounting to at least 10 million euro (EUR 10,000,000), which prepares, presents and publishes its annual accounts under the provisions of the Fourth Council Directive 78/660/EEC, or an entity which within a group of companies encompassing one or more listed companies is dedicated to and responsible for its financing and the financing of the group, or an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

(6) shares or units of UCITS authorised according to the Directive 2009/65/EC and/or other UCI within the meaning of the first and second indent of Article 1(2) of the Directive 2009/65/EC, should they be situated in a member state of the European Union or a non-EU country, provided that:

(i) such other UCI have been approved in accordance with statutory rules subjecting them to supervision which, in the opinion of the CSSF, is equivalent to that applying under Community law, and that adequate provision exists to ensure co-operation between authorities. This is currently the case with all Member States of the European Union, Japan, Hong Kong, the US, Canada, Switzerland and Norway,

(ii) the level of guaranteed protection for unit- or shareholders in such other UCI is equivalent to the level of protection provided for the unitand/ or shareholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and short selling of securities (uncovered sales of transferable securities) and on money-market instruments that are equivalent to the requirements of the Directive 2009/65/EC;

(iii) the business operations of the other UCI is reported in semi-annual and annual reports to enable an assessment to be made of the assets and liabilities, income, transactions and operations during the reporting period;

(iv) the UCITS or other UCI in which shares are to be acquired may invest a maximum of 10% of its assets in the shares of other UCITS or UCI in accordance with its formation documents.

The sub-funds may also acquire shares of another sub-fund subject to the provisions of these Articles of Incorporation.

(7) derivative financial instruments (“derivatives”), including equivalent cash instruments traded at one of the stock exchanges or regular markets listed in a), b) and c) above, and/or derivatives not traded on a stock exchange or regulated market (“OTC derivatives”), provided that

- the underlying securities constitute instruments as defined by paragraphs a) to i) or are financial indices, interest rates, foreign exchange rates, currencies or macroeconomic indices in which the Company may invest directly or indirectly via other existing UCIs/UCITS according to the investment objectives of its sub-funds,

- in transactions concerning OTC derivatives, the counterparties to OTC derivative transactions are institutions subject to prudential supervision and belong to the categories approved by the Luxembourg supervisory authority CSSF; and

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated, settled or closed by an offsetting transaction at any time by means of a back-to-back transaction at the appropriate market price at the initiative of the Company.

(8) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market referred to under paragraphs a) to c) above and that such admission is secured within one year of issue;

(9) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a EU Member State or, if the registered office of the credit institution is situated in a non EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;

Moreover, each sub-fund may invest no more than 10% of the net assets of its net assets in transferable securities and money market instruments other than those referred to in paragraph (1) to (3), (5) and (5) to (8) above.

(10) Each sub-fund may hold liquid assets on an ancillary basis.

Risk Diversification

(11) In accordance with the principle of risk diversification, the Company may invest no more than 10 % of the net assets of a sub-fund in transferable securities or money market instruments issued by the same single issuer. The Company may not invest more than 20 % of the net assets of a sub-fund in deposits made with one and the same institution. The risk exposure to a counterparty of the Company in an OTC derivative transaction may not exceed 10 % of the net assets of the sub-fund concerned, if the counterparty is a credit institution referred to in this Article under paragraph (9) of these Articles of Incorporation. The maximum permitted risk exposure is reduced to 5 % of the net assets of the sub-fund in transactions with other counterparties not being credit institutions. The total value of all positions in transferable securities and money market instruments held by the Company in such issuing bodies in each of which the sub-fund invests more than 5 % of its assets must not exceed 40 % of the value of its respective net assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

(12) Notwithstanding the individual limits laid down in this Article under paragraph (11) of these Articles of Incorporation, each sub-fund may not combine, where this would lead to an investment of more than 20 % of its net assets in a single issuer, any of the following:

- investments in transferable securities or money market instruments issued by that issuer;

- deposits made with that issuer/body; or

- exposures arising from OTC derivative transactions undertaken with a that issuer/body.

(13). The limit laid down in the first sentence of this Article under paragraph (11) of these Articles of Incorporation may be raised to a maximum of 25 % for various debt instruments (‘bonds') issued by credit institutions which have their registered office in an EU-member state and are subject, in that particular country, by law, to special public supervision designed to protect the bondholders. In particular, funds originating from the issue of such bonds must, in accordance with

the law, be invested in assets which, during the whole period of validity of the bonds, provide sufficient cover for the obligations arising, and in case of bankruptcy of the issuer, provide for a preference right in respect of the payment of capital and interest that would be capable of coverings used on a priority basis for the reimbursement of the principal and payment of the accrued interest. If the sub-funds invests more than 5 % of its net assets in such bonds issued by a same single issuer referred to in the preceding sub-paragraph, the total value of such investments may not exceed 80% of the net assets of that sub-fund.

The aforementioned limit of 10% may be raised to a maximum of 35% for securities or money-market instruments that are issued or guaranteed by an EU Member State or its central, regional and local authorities, by another approved country, or by public-law international organisations that have been started, are guaranteed or to which one or more EU states belong.

The transferable securities and money market instruments referred to in the first two paragraphs of this Article under paragraph (13) of these Articles of Incorporation shall not be taken into account for the purpose of applying the limit of 40 % referred to in this Article under paragraph (11) of these Articles of Incorporation.

The limits set out in this Articles under paragraph (11), (12), and (13) of these Articles of Incorporation may not be combined nor accumulated; thus investments in transferable securities or money market instruments issued by the same single issuer, or in deposits or in derivative instruments made with this single issuer carried out in accordance with this Article under paragraph (11), (12) and (13) of these Articles of Incorporation may not exceed in total 35 % of the net assets of the sub-fund.

Companies which belong to the same group for the purposes of preparation of consolidated accounts, as defined in Directive 83/349/EEC or in accordance with recognised international accounting principles, must be treated as a single issuer for the purpose of calculating the limits contained in this Article.

However investments by a sub-fund in transferable securities and money market instruments within the same single group of companies may cumulatively amount up to a limit of 20 % of the net assets fo the sub-fund concerned.

The Company may further invest up to 100% of the net assets of any sub-fund, in accordance with the principle of risk diversification, in transferable securities and money market instruments issued or guaranteed by an EU-member state or its central, regional and local authorities, by another approved country, as the case be a non-EU member state, or by public-law international organisations to which one or more EU Member States belong., such as for example the Organization for Economic Co-Operation and Development. In such event, the sub-fund concerned must hold securities or money-market instruments from at least six different issues, but securities from any one and the same issue may not account for more than 30% of the total amount.

(14) Investments in other UCITS or UCI are governed by the following conditions, subject to the provisions of this Article under paragraph (24) of these Articles of Incorporation:

a) The Company may invest up to 20% of the net assets of a sub-fund in shares of a single UCITS or UCI. For the interpretation of this investment limit, each sub-fund of a UCI with several sub-funds is regarded as an independent issuer provided that each sub-fund bears individual responsibility in respect of third parties.

b) Total investments in units of other UCI as a UCITS may not exceed 30% of the relevant sub-fund's net assets. The assets invested in the UCITS or other UCIs shall not be included in the calculation of the maximum limits set out in this Article under paragraphs (11), (12) and (13) of these Articles of Incorporation.

c) For sub-funds which in line with their investment policy invest a significant portion of their assets in shares or units of other UCITS and/or UCI, the maximum management fees chargeable by the sub-fund itself and by the other UCITS and/or UCI in which it invests are described in the chapter "Expenses paid by the Company".

(15) Investments in shares issued by one or more other sub-funds of the Company:

The sub-funds may also subscribe for, acquire and/or hold shares issued or to be issued by one or more sub-funds subject to additional requirements which may be specified in the sales documents, if:

a) the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and

b) no more than 10% of the assets of the target sub-fund whose acquisition is contemplated may, pursuant to its Articles of incorporation, be invested in aggregate in units/shares of other UCIs; and

c) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned; and

d) in any event, for as long as these securities are held by the relevant sub-fund, their value will not be taken into consideration for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and

e) there is no duplication of management/subscription or redemption fees between those at the level of the sub-fund having invested in the target sub-fund, and this target sub-fund.

(16) (i) The Company may invest a maximum of 20 % of its investments in shares and/or debt securities issued by the same body when, according to the relevant sub-fund's investment policy its purpose is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

- the composition of the index is sufficiently diversified;

- the index represents an adequate benchmark for the market to which it refers;

- it is published in an appropriate manner.

(ii) The limit laid down in this Article under paragraph (16) (i) of these Articles of Incorporation is raised to 35 % where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

If the limits mentioned in the Article under paragraphs (11) and (12) of these Articles of Incorporation are exceeded unintentionally or due to the exercise of subscription rights, the Company must attach top priority in its sales of securities to normalising the situation while, at the same time, considering the best interests of shareholders.

Provided that they continue to observe the principles of diversification, newly established sub-funds and merging sub-funds may deviate from the specific risk diversification restrictions mentioned above for a period of six months after being approved by the authorities respectively after the effective date of the merger.

Provided the particular sub-fund's investment policy does not specify otherwise, it may invest no more than 10% of its assets in other UCITS or UCI or in other sub-funds of the Company.

Investment Restrictions

The Company may not:

(16) acquire securities the sale of which is restricted due to contractual agreements;

(17) acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body;

(18) acquire more than:

(i) 10% of the non-voting shares of the same issuer;

(ii) 10% of the debt securities of the same issuer;

(iii) 25% of the units of the same UCITS or other UCI within the meaning of article 2 of the 2010 Law;

(iv) 10% of the money-market instruments of any single issuer.

The limits laid down in (ii)-(iv) may be disregarded at the time of acquisition if at that time the gross amount of bonds or of the money-market instruments, or the net amount of the instruments in issue cannot be calculated.

The limits laid down in this Article under paragraph (18) of these Articles of Incorporation are waived with regard to transferable securities and money-market instruments issued or guaranteed by an EU member state or its local authorities or guaranteed by a non-member state of the EU or issued by public international bodies of which one or more member states of the EU are members; shares held in the capital of a company incorporated in a nonmember state of the EU which invests its assets mainly in the securities of issuing bodies having their registered office in that state, where under the legislation of that state, such a holding represents the only way in which the Company can invest in the securities of issuing bodies of that state under the conditions of the 2010 Law; shares held in the capital of subsidiary companies, which carry on the business of management, advice or marketing in the country where the subsidiary is established, with regard to the repurchase of units at the request of shareholders exclusively on their behalf;

(19) carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in this Article paragraphs (5), (6) and (9) of these Articles of Incorporation;

(20) acquire either precious metals or certificates representing them;

(21) invest in immovable property;

(22) borrow. However, the Company may acquire foreign currency by means of a back-to-back loans and on a temporary basis and no more than 10 % of its assets;

(23) grant loans or act as a guarantor for third parties. This restriction shall not prevent the Company from acquiring transferable securities, money market instruments or other financial instruments referred to in this Article under paragraphs (5), (6) and (9) of these Articles of Incorporation which are not fully paid;

Any other applicable investment restrictions are specified in the sales documents.

(24) Specific rules for sub-funds established as a master/feeder structure

(i) A feeder-sub-fund is a sub-fund, which has been approved to invest, by way of derogation from article 2, paragraph (2), first indent of the 2010 Law at least 85% of its assets in units of another UCITS or sub-fund thereof (hereafter referred to as the "master UCITS").

(ii) A feeder-sub-fund may hold up to 15% of its assets in one or more of the following:

a) ancillary liquid assets in accordance with this Article under paragraph (10) of these Articles of Incorporation;

b) financial derivative instruments, which may be used only for hedging purposes, in accordance with this Article under paragraph (7) of these Articles of Incorporation and article 42, paragraphs (2) and (3) of the 2010 Law;

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

(iii) For the purposes of compliance with article 42, paragraph (3) of the 2010 Law, the feeder-sub-fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under Article 17 paragraph (24) (ii) b) of these Articles of Incorporation with:

a) either the master UCITS' actual exposure to financial derivative instruments in proportion to the feeder-sub-fund investment into the master UCITS;

b) or the master UCITS' potential maximum global exposure to financial derivative instruments provided for in the master UCITS management regulations or instruments of incorporation in proportion to the feeder-sub-fund's investment into the master UCITS.

iv) A master UCITS is a UCITS, or a sub-fund thereof, which:

a) has, among its shareholders, at least one feeder UCITS;

b) is not itself a feeder UCITS; and

c) does not hold units of a feeder UCITS.

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

(vi) If a sub-fund acts as master UCITS, it may not charge subscription or redemption fees to the feeder-UCITS.

All powers not expressly reserved by law or by the present Articles to the general meeting of shareholders are in the competence of the board of directors.

The Board may appoint a management company submitted to Chapter 15 of the Law of 2010 on Undertakings for Collective Investment, as amended from time to time, in order to carry out the functions described in Annex II of the Law of 2010 on Undertakings for Collective Investment, as amended or replaced from time to time.

The Board may appoint a management company submitted to Chapter 15 of the Law of 2010 on Undertakings for Collective Investment, as amended from time to time, in order to carry out the functions described in Annex II of the Law of 2010 on Undertakings for Collective Investment, as amended or replaced from time to time.

**Art. 16.** 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.

In the event that any director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the board of directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding general meeting of shareholders.

The term "opposite interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving any person, company or entity as may from time to time be determined by the board of directors in its discretion.

**Art. 17.** The Company shall indemnify any director or officer and his heirs, executors and administrators, for expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company, or, at the request of the Company, of any other corporation of which the Company is a shareholder or creditor and by which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its legal counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

**Art. 18.** The Company will be bound by the joint signatures of any two directors of the Company, or by the joint signatures of a director and of any duly authorised person, or in any other way determined by a resolution of the Board.

**Art. 19.** The operations of the Company and its financial situation including particularly its books shall be supervised by a "réviseur d'entreprises agréé" who shall satisfy the requirements of Luxembourg law as to honourableness and professional experience and who shall carry out the duties prescribed by article 113 of the Law. The "réviseur d'entreprises agréé" shall be elected by the annual general meeting of shareholders for a period ending at the date of the next annual general meeting of shareholders and until its successors are elected.

The "réviseur d'entreprises agréé" in office may be removed at any time by the shareholders with or without cause.

The auditor shall fulfil all duties prescribed by the Law.

**Art. 20.** As is more especially prescribed hereinbelow, the Company has the power to acquire for its own account, for valuable consideration, its Shares at any time within the sole limitations set forth by law.

A shareholder of the Company may request the Company to redeem all or part of his Shares and the Company shall redeem such Shares within the sole limitations set forth by law and in these Articles and subject to any event giving rise to suspension as referred to in Article twenty-one hereof.

Any such request must be filed by the shareholder in written form (which, for these purposes, may, if the Board so decides, include a request given by cable, telegram, telex or telecopier, subsequently confirmed in writing) at the registered office of the Company or, if the Company so decides, with any other person or entity appointed by it as its registrar and transfer agent.

Redemption payments, less such redemption charges as the sales documents may provide for, will be made in the currency of the relevant class of Shares, or such other currency as the Board may decide, within 7 Luxembourg business days following the applicable Valuation Date.

The Board may, with respect to any class of Shares of the Company, extend the period for payment of redemption proceeds to such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets attributable to such class of Shares shall be invested. The Board may also, in respect of any class of Shares, determine a notice period required for lodging any redemption request. The specific period for payment of the redemption proceeds of any class of Shares of the Company and any applicable notice period will be publicised in the statutory sales documents relating to the sale of such Shares.

The redemption price shall be equal to the Net Asset Value for the relevant class of Shares, as determined in accordance with the provisions of Article twenty-two hereof on the applicable Valuation Date, less a provision for dealing charges if the Board so decides, less a charge as the sales documents may provide. The relevant redemption price may be rounded downwards as the Board may decide.

Redemption proceeds may, upon the approval of the shareholders concerned, also be paid by means of a delivery in kind of securities or other assets held by the Company. In so acting, the Board shall have due regard to the principle of equal treatment of all shareholders and obtain a specific report from the auditor of the Company.

Any shareholder may request conversion of whole or part of his Shares of one class into Shares of another class at the respective Net Asset Values of the Shares of the relevant classes, provided that the Board may impose such restrictions or prohibitions as to, inter alia, conversion or frequency of conversion, and may make conversion subject to payment of a charge as specified in the sales documents.

If the requests for redemption and/or conversion received for any class of Shares on any specific Valuation Date exceed a certain percentage of all Shares in issue of such class, such percentage being fixed by the Board from time to time and disclosed in the offering documents, the Board may proportionately reduce such request or defer such redemption and/or conversion requests to the next Valuation Date.

No redemption or conversion by a single shareholder may, unless otherwise decided by the Board, be for an amount of less than that of the minimum holding (or its equivalent) as determined from time to time by the Board.

If a redemption or conversion or sale of Shares would reduce the value of the holdings of a single shareholder of Shares of one class below the minimum holding as the Board shall determine from time to time, then such shareholder may be deemed to have requested the redemption or conversion, as the case may be, of all his Shares of such class.

A redemption or conversion request shall be irrevocable, except in case of and during any period of suspension of redemptions or conversions.

The Board may decide to liquidate one class of Shares if it determines upon reasonable grounds that:

(a) the continued existence of any class would contravene the securities or investment or similar laws or requirements or any governmental or regulatory authority in Luxembourg or any other country in or from which the Company is established and managed or the Shares are marketed; or

(b) the continued existence of any class would result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantage which it might not otherwise have incurred or suffered; or

(c) the continued existence of any class would prevent or restrict the sale of the Shares in any such country as aforesaid; or

(d) in the event that a change in the economic or political situation relating to a class so justifies; or

(e) in the event that the total net asset value of any class is less than Euro 2 million (or its equivalent).

**Art. 21. Liquidation and merger of sub-funds; Conversions of existing sub-funds in Feeder-UCITS and Conversions of sub-funds established as Master-UCITS.**

1 Liquidation of sub-funds and share classes

Upon liquidation announcement to the shareholders of a particular sub-fund and/or share class of sub-fund, the Board of Directors may arrange for the liquidation of one or more sub-funds and/or share classes of sub-fund(s) if the value of the net assets of the respective sub-fund and/or share class remains at or falls to a level that no longer allows it to be managed in an economically reasonable way as well as in the course of a rationalisation. The same also applies in cases where changes to the political or economic conditions justify such liquidation.

Up to the date upon which the decision takes effect, shareholders retain the right, free of charge, subject to the liquidation costs to be taken into account and subject to the guaranteed equal treatment of shareholders, to request the redemption of their shares. The Board of Directors may however determine a different procedure, in the interest of the shareholders of the sub-fund(s) and/or of the share classes of sub-fund(s).

Any assets of the sub-fund and/or share class that are not paid out following liquidation will be transferred to the Caisse de Consignation on behalf of those entitled within the time period prescribed by Luxembourg laws and regulations and shall be forfeited in accordance with Luxembourg law.

All redeemed shares shall be cancelled by the company.

The liquidation of a sub-fund shall not involve the liquidation of another sub-fund. Only the liquidation of the last remaining sub-fund of the Company involves the liquidation of the Company.

Irrespective of the Board of Directors' rights, the general meeting of shareholders in a sub-fund and/or share class of sub-fund may reduce the company's capital at the proposal of the Board of Directors by withdrawing shares issued by a sub-fund and refunding shareholders with the net asset value of their shares, taking into account actual realization prices of investments and realization expenses and any costs arising from the liquidation) calculated on the Valuation Date on which such decision shall take effect. The net asset value is calculated for the day on which the decision comes into force, taking into account the proceeds raised on disposing of the sub-fund's assets and any costs arising from this liquidation. No quorum (minimum presence of shareholders covering the capital represented) is required for a decision of this type. The decision can be made with a simple majority of the shares present or represented at the general meeting.

Shareholders in the relevant sub-fund and/or share class will be informed of the decision by the general meeting of shareholders to withdraw the shares or of the decision of the Board of Directors to liquidate the sub-fund and/or share class by means of a publication as required by law In addition and if necessary in accordance with the statutory regulations of the countries in which shares in the company are sold, an announcement will then be made in the official publications of each individual country concerned.

The counter value of the net asset value of shares liquidated which have not been presented by shareholders for redemption will be deposited with the “Caisse de Consignation” within the time period prescribed by Luxembourg laws and regulations and shall be forfeited in accordance with Luxembourg law.

All redeemed shares shall be cancelled by the Company.

In addition, if a master-UCITS is liquidated, divided into two or more UCITS or merged with another UCITS, the feeder-sub-fund shall also be liquidated, unless the CSSF approves:

a) the investment of at least 85 % of the assets of the feeder-sub-fund in units of another master-UCITS; or

b) the amendment of the articles of incorporation of the feeder-sub-fund in order to enable it to convert into a sub-fund which is not a feeder-sub-fund.

Without prejudice to specific national provisions regarding compulsory liquidation, the liquidation of a master-UCITS shall take place no sooner than three months after the master-UCITS has informed all of its share- or unitholders and the CSSF of the binding decision to liquidate.

2 Mergers of the Company or of sub-funds with another UCITS or sub-funds thereof; Mergers of one more sub-funds

"Merger" means an operation whereby:

a) one or more UCITS or sub-funds thereof, the "merging UCITS", on being dissolved without going into liquidation, transfer all of their assets and liabilities to another existing UCITS or a sub-fund thereof, the "receiving UCITS", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

b) two or more UCITS or sub-funds thereof, the "merging UCITS", on being dissolved without going into liquidation, transfer all of their assets and liabilities to a UCITS which they form or a sub-fund thereof, the "receiving UCITS", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

c) one or more UCITS or sub-funds thereof, the "merging UCITS", which continue to exist until the liabilities have been discharged, transfer their net assets to another sub-fund of the same UCITS, to a UCITS which they form or to another existing UCITS or a sub-fund thereof, the "receiving UCITS".

Mergers can be performed in accordance with the form, modalities and information requirements provided for by the 2010 Law; the legal consequences of mergers are governed by and described in the 2010 Law.

Under the same circumstances as provided in this Article under paragraph 1 above of these Articles of Incorporation, the Board of Directors may decide to allocate the assets of any sub-fund and/or share class to those of another existing sub-fund and/or share class within the Company or to another Luxembourg undertaking for collective investment in transferable securities subject to Part I of the 2010 Law or to another sub-fund and/or share class within such other undertaking for collective investment in transferable securities subject to Part I of the 2010 Law (the "new sub-fund") and to redesignate the shares of the relevant sub-fund or share class concerned as shares of another sub-fund and/or share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information in relation to the new sub-fund), one month before the date on which the merger becomes effective in order to enable shareholders to request redemption or conversion of their shares, free of charge, during such period.

Under the same circumstances as provided in this Article under paragraph 1 above of these Articles of Incorporation, the Board of Directors may decide to reorganise a sub-fund and/or share class by means of a division into two or more sub-funds and/or share class. Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information about the two or more new sub-fund) one month before the date on which the division becomes effective, in order to enable the shareholders to request redemption or conversion of their shares free of charge during such period.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, the reorganisation of sub-funds and/or share class within the Company (by way of a merger or division) may be decided upon by a general meeting of the shareholders of the relevant sub-fund(s) and/or share class (i.e.: in the case of a merger, this decision shall be taken by the general meeting of the shareholders of the contributing sub-fund and/or share class. For both mergers and divisions of sub-funds, or share class, there shall be no quorum requirements for such general meeting and it will decide upon such a merger or division by resolution taken with the simple majority of the shares present and/or represented, except when such a merger is to be implemented with a Luxembourg undertaking for collective investment of the contractual type ("fonds commun de placement") or a foreign-based undertaking for collective investment, in which case resolutions shall be binding only upon such shareholders who will have voted in favour of such amalgamation

Where a sub-fund has been established as a master UCITS, no merger or division of shall become effective, unless the sub-fund has provided all of its shareholders and the competent authorities of the home member state of the feeder-UCITS with the information required by law, by sixty days before the proposed effective date. Unless the competent authorities of the home member state of the feeder-UCITS have granted approval to continue to be a feeder-UCITS of the master UCITS resulting from the merger or division of the relevant sub-fund, the relevant sub-fund shall enable the feeder-UCITS to repurchase or redeem all shares in the relevant sub-fund before the merger or division of the relevant sub-fund becomes effective.

The shareholders of both the merging UCITS and the receiving UCITS have the right to request, without any charge other than those retained by the UCITS to meet disinvestment costs, the repurchase or redemption of their shares or, where possible, to convert them into shares in another UCITS with similar investment policy and managed by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding. This right shall become effective from the moment that the shareholders of the merging UCITS and those of the receiving UCITS have been informed of the proposed merger and shall cease to exist five working days before the date for calculating the exchange ratio.

The Company may temporarily suspend the subscription, repurchase or redemption of shares, provided that any such suspension is justified for the protection of the shareholders.

The entry into effect of the merger shall be made public through all appropriate means provided for by the competent authorities in the home member state of the receiving UCITS established in Luxembourg and shall be notified to the competent authorities of the home member states of the receiving UCITS and the merging UCITS. A merger which has taken in accordance with the provisions of the 2010 Law cannot be declared null and void.

3 Conversions of existing sub-funds in Feeder-UCITS and changes of sub-funds established as Master-UCITS

For conversions of existing sub-funds in Feeder-UCITS and changes of sub-funds established as Master-UCITS the Shareholders must be provided with the information required by the 2010 Law within the periods of time prescribed by law. The shareholders are entitled to redeem their shares in the relevant sub-funds free of charge within thirty (30) days thereafter, irrespective of the costs of the redemption.

**Art. 22.** For the purpose of determining the issue, conversion and redemption price thereof, the Net Asset Value of Shares in the Company shall be determined as to the Shares of each class of Shares by the Company from time to time, but in no instance less than twice monthly, as the Board by resolution may direct (every such day or time for determination of Net Asset Value being referred to herein as a "Valuation Date").

The offering price and the price at which Shares are redeemed, as well as the Net Asset Value per Share, shall be available and may be obtained at the registered office of the Company.

The Company may suspend the determination of the Net Asset Value of Shares of any particular class and the issue and redemption of its Shares from its shareholders as well as conversion from and to Shares of each class during

a) any period when any of the principal stock exchanges or other markets on which any substantial portion of the investments of the Company attributable to such class of Shares from time to time is quoted or dealt in, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; or

b) the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Company attributable to such class of Shares would be impracticable; or

c) any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments or the current price or values on any market or stock exchange; or

d) any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of the Shares of such class or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot in the opinion of the Board be effected at normal rates of exchange; or

e) any period, the length of which shall be determined by the Board at their absolute discretion, during which such class consolidates with another class or with another undertaking for collective investment, pursuant to these Articles; and

f) any other circumstance or circumstances where a failure to do so might result in the Company or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the Company or its shareholders might not otherwise have suffered.

**Art. 23.** The Net Asset Value of Shares of each class of Shares shall be expressed as a per share figure in the currency of the relevant class of Shares as determined by the Board and shall be determined in respect of any Valuation Date by dividing the net assets of the Company corresponding to each class of Shares, being the value of the assets of the Company corresponding to such class, less its liabilities attributable to such class at such time or times as the Board may determine, by the number of Shares of the relevant class then outstanding and by rounding the resulting sum to the nearest smallest unit of the currency concerned.

If since the close of business on a particular market or markets on the relevant Valuation Date there has been a material change in the quotations on the markets on which a substantial portion of the investments of any particular class are dealt or quoted, the Company may, in order to safeguard the interests of shareholders and the Company, cancel the first valuation and carry out a second valuation. Such second valuation will apply to all subscriptions, redemptions and conversions carried out on the relevant Valuation Date.

For the purpose of the annual and semi-annual reports, the Net Asset Value to be calculated on the Valuation Date preceding the last day of the Company's financial year and/or half-year will not be calculated on such Valuation Date but will be calculated on the last day of the relevant period. By way of derogation to the below mentioned valuation principles, the Net Asset Value calculated on the last day of either the financial year or the half-year period shall not be based on the last available prices, but on the last available closing prices.

The assets of the Company shall be valued in the following manner:

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

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

b) all bills and demand notes and accounts receivable (including proceeds of assets sold but not delivered);

c) all bonds, time notes, shares, stock, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company;

d) all stock, stock dividends, cash dividends and cash distributions receivable by the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of investments caused by trading ex-dividends, ex-rights, or by similar practices);

e) all interest accrued on any interest-bearing securities owned by the Company except to the extent that the same is included or reflected in the principal amount of such security;

f) the preliminary expenses of the Company insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Company, and

g) all other assets of every kind and nature, including prepaid expenses.

The value of such assets shall be determined as follows:

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

2) The value of securities which are quoted or dealt in on any stock exchange shall be based on the latest available price on the relevant stock exchange.

3) Securities dealt in on another regulated market are valued on the basis of the latest available price on such market.

4) In the event that any of the securities held in the Company's portfolio on the Valuation Date are not quoted or dealt in on a stock exchange or another regulated market, or for any of such securities, no price quotation is available, or if the price as determined pursuant to sub-paragraphs 2) and/or 3) is not in the opinion of the Board representative of the fair market value of the relevant securities, then their value shall be determined based on the reasonably foreseeable sales price determined prudently and in good faith.

5) Units or shares in undertakings for collective investments shall be valued on the basis of their last net asset value.

6) Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis. All other assets, where practice allows, may be valued in the same manner.

7) If any of the aforesaid valuation principles do not reflect the valuation method commonly used in specific markets or if any such valuation principles do not seem accurate for the purpose of determining the value of the Company's assets, the Board may fix different valuation principles in accordance with general accepted accounting and valuation principles.

For the purpose of determining the value of the Company's assets, the administrative agent may, having due regard to the standard of care and due diligence in this respect, when calculating the Net Asset Value, completely and exclusively rely upon (i) the valuations provided by various pricing sources available on the market such as pricing agency (i.e. Bloomberg, Reuters, etc.) or fund administrators, or (ii) by specialists duly authorised for that effect by the Board of the Company or (iii) if no prices are found or if the valuation may not be correctly assessed, the administrative agent may rely upon the valuation provided by the Board.

In circumstances where one or more pricing sources fail to provide to the administrative agent a valuation for a significant portion of the assets, or if, for any reason, the value of any asset of the Company may not be determined as rapidly and accurately as required, the administrative agent shall immediately inform the Board of the Company thereof. The Board

may then decide to suspend the Net Asset Value calculation, in accordance with the procedures set forth in article twenty-one. Should the Board decide to suspend the calculation of the Net Asset Value, the administrative agent is authorised not to calculate a Net Asset Value, and accordingly, will be unable to determine subscription and redemption prices.

B. The liabilities of the Company shall be deemed to include:

a) all loans, bills and accounts payable;

b) all accrued or payable administrative expenses (including but not limited to investment advisory fee or management fee, custodian fee and corporate agents' fees);

c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company where the Valuation Date falls on the record date for determination of the persons entitled thereto or is subsequent thereto;

d) an appropriate provision for future taxes based on capital and income to the Valuation Date, as determined from time to time by the Company, and other reserves if any authorised and approved by the Board and

e) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares in the Company. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company comprising formation expenses, fees payable to its investment advisers or investment managers, fees and expenses payable to its administrative agent, custodian and its correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Company, fees and expenses incurred in connection with the listing of the Shares of the Company on any stock exchange or to obtain a quotation on another regulated market, fees for legal or auditing services, promotional, printing, translation, reporting and publishing expenses, including the cost of advertising or preparing and printing of the prospectuses, explanatory memoranda, registration statements, or of interim and annual reports, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. There shall be established a pool of assets for each class of Shares in the following manner:

a) the proceeds from the issue of Shares of each class shall be applied in the books of the Company to the pool of assets established for that class of Shares, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such pool subject to the provisions of this Article;

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

c) where the Company incurs a liability which relates to any asset of a particular class or to any action taken in connection with an asset of a particular pool, such liability shall be allocated to the relevant pool;

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be equally divided between all the pools or, insofar as justified by the amounts, shall be allocated to the pools pro rata to the Net Asset Values;

e) upon the payment of dividends to the shareholders in any class of Shares, the Net Asset Value of such class of Shares shall be reduced by the amount of such dividends. If there have been created, as more fully described in Article five hereof, within the same class of Shares two or several subclasses, the allocation rules set out above shall apply, mutatis mutandis, to such sub-classes.

D. For the purposes of this Article:

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

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

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

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

**Art. 24.** Whenever the Company shall offer Shares for subscription, the price per Share at which such Shares shall be offered and sold, shall be the aggregate of (i) the Net Asset Value as herein-above defined for the relevant class of Shares determined on the Valuation Date on which the application of subscription is received or, if the Board so specified in the sales documents, determined on the Valuation Date, following the day of receipt and (ii) a charge (if any) at the rate determined by the Board which reverts to the Company, and (iii) such sales charge (if any) as the sale documents may provide. Any remuneration to agents active in the placing of the Shares shall be paid from such sales charge. The price per

Share may be rounded upwards or downwards as the Board may resolve. The price so determined shall be payable not later than 5 Luxembourg business days after the date on which the application was accepted. The Board may decide that subscriptions are only dealt with upon receipt of cleared funds.

The Company may issue Shares as consideration for a contribution in kind of securities in compliance with the conditions set forth by Luxembourg law, in particular the obligation to obtain a valuation report from the auditor of the Company. Such securities must be in compliance with the investment restrictions of the Company and the investment policy of the relevant class.

**Art. 25.** The accounting year of the Company shall begin on 1 st October and shall terminate on the 30 September of the following year. The accounts of the Company shall be expressed in Euro. When there shall be different classes as provided for in Article five hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be translated into Euro and added together for the purpose of the determination of the capital of the Company.

**Art. 26.** The Company shall enter into a custodian agreement with a bank which shall satisfy the requirements of the Law, as amended (the "Custodian"). All securities and cash of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its shareholders the responsibilities provided by law.

In the event of the Custodian desiring to retire, the Board shall use their best endeavours to find a corporation to act as custodian and upon doing so the Board shall appoint such corporation to be custodian in place of the retiring Custodian. The Board may terminate the appointment of the Custodian, but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this provision to act in the place thereof.

**Art. 27.** Within the limits provided for by law, the general meeting of shareholders of each class, shall, upon the proposal of the Board in respect of such class of Shares, determine how the annual results shall be disposed of. Dividends, if any, will be declared on the number of Shares of the class concerned outstanding at the dividend record date, as that date is determined by the Board in the case of an interim dividend, or by the general meeting of shareholders of the Company in any case of the final dividend, and will be paid to the holders of such Shares within two months of such declaration. Dividends may be in the form of a cash payment or a payment in kind in the form of a stock dividend and may include such amounts whether representing revenue, capital gain, or otherwise as may be permitted by law.

Subject to the conditions fixed by law, the Board may pay out an advance payment on dividends on the Shares of any class of Shares. The Board fixes the amount and the date of payment of any such advance payment in respect of each class of Shares. Upon the creation of a class of Shares, the Board may decide that all Shares of such class shall be capitalization Shares and that, accordingly, no dividends will be distributed in respect of the Shares of such class. The Board may also decide that there shall be issued, within the same class of Shares, two sub-classes where one sub-class is represented by capitalization Shares and the second sub-class is represented by dividend Shares. No dividends shall be declared in respect of capitalization Shares issued as aforesaid.

**Art. 28. Dissolution of the Company.** 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 Article 30 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in these Articles, the question of the dissolution of the Company shall be referred to the general meeting by the board of directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the general meeting.

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

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

Liquidation

Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and the compensation. The liquidator(s) must be approved by the Luxembourg supervisory authority.

The net proceeds of the liquidation of each sub-fund shall be distributed by the liquidators to the shareholder(s) of the relevant sub-fund in proportion to the number of shares which it/they hold in that sub-fund. The amounts not claimed by the shareholder(s) at the end of the liquidation shall be deposited with the Caisse des Consignations in Luxembourg. If these amounts are not claimed before the end of a period of five years, the amounts shall become statute-barred and cannot be claimed any more.

**Art. 29.** These Articles may be amended by a resolution of an extraordinary shareholders' meeting, subject to the quorum and voting requirements laid down by law.

Any amendment affecting the rights of the holders of Shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

**Art. 30.** All matters not governed by these Articles shall be determined in accordance with Luxembourg law, as well as the Law.

Nothing else being on the Agenda, the present meeting was adjourned.

The undersigned notary, who speaks and understands English, states herewith that the present deed is worded in English

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

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

Signé: A. DU PUY DE CLINCHAMPS, E. M. MICK, N. SCHROEDER et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 14 janvier 2016. Relation: 1LAC/2016/1182. Reçu soixante-quinze euros (75.- EUR).

*Le Receveur* (signé): P. MOLLING.

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

Luxembourg, le 10 mars 2016.

Référence de publication: 2016078860/1097.

(160043849) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

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**MB Eagle S.à r.l., Société à responsabilité limitée.**

Siège social: L-1882 Luxembourg, 12C, Impasse Drosbach.

R.C.S. Luxembourg B 204.532.

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STATUTES

In the year two thousand sixteen, on the fourth day of the month of March;

Before Us Me Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned,

APPEARED:

The private limited liability company "Meyer Bergman European Retail Partners III Holdings S. à r.l.", established and having its registered office in L-1882 Luxembourg, 12C, Impasse Drosbach, registered with the Trade and Companies Registry of Luxembourg, section B, under the number B199747;

here represented by Mr. Julien DEMELIER-MOERENHOUT, lawyer, residing professionally in L-1466 Luxembourg, 12, rue Jean Engling, by virtue of a proxy given under private seal, such proxy, after having been signed "ne varietur" by the proxyholder and the officiating notary, will remain attached to the present deed in order to be recorded with it.

Such appearing party, represented as said before, has required the officiating notary to enact the deed of association of a private limited liability company ("société à responsabilité limitée") to establish as follows:

**A. Purpose - Duration - Name - Registered office**

**Art. 1.** There is hereby established among the current owner of the shares created hereafter and all those who may become shareholders in future, a société à responsabilité limitée (hereinafter the "Company") which shall be governed by the law of 10 August 1915 regarding commercial companies, as amended, as well as by these articles of incorporation.

**Art. 2.**

2.1. The Company's purpose is the creation, holding, development and realisation of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities of the Grand Duchy of Luxembourg and in foreign entities, whether such entities exist or are to be created, especially by way of subscription, acquisition by purchase, sale or exchange of securities or rights of any kind whatsoever, such as any equity instruments, debt instruments, patents and licenses, as well as the administration and control of such portfolio.

2.2. The Company may further:

- grant any form of security for the performance of any obligations of the Company or of any entity, in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company, or of any director or any other officer or agent of the Company or of any entity, in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company;

- lend funds or otherwise assist any entity, in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company; and

- acquire and sell real estate properties either in the Grand Duchy of Luxembourg or abroad, including the direct or indirect holding of participation in Luxembourg or foreign companies, the principal object of which is the acquisition, development, promotion, sale, management and/or lease of real estate properties.

2.3. The Company may carry out all transactions, which directly or indirectly serve its purpose. Within such purpose, the Company may especially:

- raise funds through borrowing in any form or by issuing any securities or debt instruments, including bonds, by accepting any other form of investment or by granting any rights of whatever nature, subject to the terms and conditions of the law;

- participate in the incorporation, development and/or control of any entity in the Grand Duchy of Luxembourg or abroad; and

- act as a partner/shareholder with unlimited or limited liability for the debts and obligations of any Luxembourg or foreign entities.

**Art. 3.** The Company is incorporated for an unlimited duration.

**Art. 4.** The Company will be incorporated under the name of "MB Eagle S. à r.l.".

**Art. 5.** The registered office of the Company is established in Luxembourg-City. It may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of a general meeting of its shareholders. Within the same borough, the registered office may be transferred through resolution of the manager or the board of managers. Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad through resolution of the manager or the board of managers.

## B. Share capital - Shares

**Art. 6.** The Company's share capital is set at twelve thousand five hundred Euros (EUR 12,500.-) represented by twelve thousand five hundred (12,500) shares with a nominal value of one Euro (EUR 1.-) each.

Each share is entitled to one vote at ordinary and extraordinary general meetings.

**Art. 7.** The share capital may be modified at any time by approval of a majority of shareholders representing three quarters of the share capital at least. The existing shareholders shall have a preferential subscription right in proportion to the number of shares held by each of them in case of contribution in cash.

**Art. 8.** The shares are indivisible vis-à-vis the Company which will recognize only one holder per share. The joint co-owners shall appoint a single representative who shall represent them towards the Company.

**Art. 9.** The Company's shares are freely transferable among shareholders. Inter vivos, they may only be transferred to new shareholders subject to the approval of such transfer given by the other shareholders in a general meeting, at a majority of three quarters of the share capital.

In the event of death, the shares of the deceased shareholder may only be transferred to new shareholders subject to the approval of such transfer given by the other shareholders in a general meeting, at a majority of three quarters of the share capital. Such approval is, however, not required in case the shares are transferred either to parents, descendants or the surviving spouse.

**Art. 10.** The death, suspension of civil rights, bankruptcy or insolvency of one of the shareholders will not cause the dissolution of the Company.

## C. Management

**Art. 11.** The Company is managed by one or several managers, which do not need to be shareholders. In case of several managers, the managers shall form a board of managers.

The manager(s) is (are) appointed by the general meeting of shareholders which sets the term of their office. The managers may be dismissed freely at any time, without there having to exist any legitimate reason ("cause légitime").

The Company will be bound in all circumstances by the signature of the sole manager or, if there is more than one, by the joint signature of two managers or the signature of any person to whom such signatory power shall be delegated by the sole manager / board of managers.

The sole manager / board of managers may grant special powers by authentic proxy or power of attorney by private instrument.

**Art. 12.** The board of managers shall choose from among its members a chairman, and may choose from among its members a vice-chairman. It may also choose a secretary, who need not be a manager, who shall be responsible for keeping the minutes of the meetings of the board of managers.

In dealing with third parties, the sole manager or, if there is more than one, the board of managers has extensive powers to act in the name of the Company in all circumstances and to authorize all acts and operations consistent with the Company's purpose.

The board of managers shall meet upon call by the chairman, or any manager acting individually at the place indicated in the notice of meeting. The chairman shall preside at all meeting of the board of managers, but in his absence, the board of managers may appoint another manager as chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any meeting of the board of managers must be given to the managers twenty-four hours at least in advance of the date proposed for the meeting, except in case of emergency, in which case the nature and the motives of the emergency shall be mentioned in the notice. This notice may be omitted in case of assent of each manager in writing, by cable, telegram, telex or facsimile, or any other similar means of communication. A special convocation will not be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of managers.

Any manager may act at any meeting of the board of managers by appointing in writing or by cable, telegram, telex or facsimile another manager as his proxy. A manager may represent more than one of his colleagues.

Any manager may participate in any meeting of the board of managers by conference-call, videoconference or by other similar means of communication allowing all the persons taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting. The board of managers can deliberate or act validly only if at least a majority of the managers is present or represented at a meeting of the board of managers. Decisions shall be taken by a majority of votes of the managers present or represented at such meeting.

The board of managers may, unanimously, pass resolutions by circular means when expressing its approval in writing, by cable, telegram, telex or facsimile, or any other similar means of communication, to be confirmed in writing. The entirety will form the minutes giving evidence of the resolution.

**Art. 13.** The minutes of any meeting of the board of managers shall be signed by the chairman or, in his absence, by the vice-chairman, or by one manager. Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by one manager.

**Art. 14.** The death or resignation of a manager, for any reason whatsoever, shall not cause the dissolution of the company.

**Art. 15.** The manager(s) do not assume, by reason of its/their position, any personal liability in relation to commitments regularly made by them in the name of the Company. They are authorized agents only and are therefore merely responsible for the execution of their mandate.

**D. Decisions of the sole shareholder - Collective decisions of the shareholders**

**Art. 16.** Each shareholder may participate in the collective decisions irrespective of the numbers of shares which he owns. Each shareholder is entitled to as many votes as he holds or represents shares.

**Art. 17.** Collective decisions are only validly taken in so far as they are adopted by shareholders owning more than half of the share capital.

The amendment of the articles of incorporation requires the approval of a majority of shareholders representing three quarters of the share capital at least.

**Art. 18.** If the Company has only one shareholder, such sole shareholder exercises the powers granted to the general meeting of shareholders under the provisions of section XII of the law of 10 August 1915 on commercial companies, as amended.

**E. Financial year - Annual accounts - Distribution of profits**

**Art. 19.** The Company's year commences on the first day of January of each year and ends on the last day of December of the same year.

**Art. 20.** Each year on the last day of December, the accounts are closed and the managers prepare an inventory including an indication of the value of the Company's assets and liabilities. Each shareholder may inspect the above inventory and balance sheet at the Company's registered office.

**Art. 21.** Five per cent (5%) of the net profit are set aside for the establishment of a statutory reserve, until such reserve amounts to ten per cent (10%) of the share capital. The balance may be freely used by the shareholders.

The board of managers is authorized to distribute interim dividends in case the funds available for distribution are sufficient.

The share premium is freely distributable to the shareholders by the shareholders' meeting or by the board of managers.

**F. Dissolution - Liquidation**

**Art. 22.** In the event of a dissolution of the Company, the Company shall be liquidated by one or more liquidators, which do not need to be shareholders, and which are appointed by the general meeting of shareholders which will determine their powers and fees. The liquidators shall have the most extensive powers for the realization of the assets and payment of the liabilities.

The surplus, after payment of the liabilities, shall be distributed among the shareholders proportionally to the shares of the Company held by them.

**Art. 23.** All matters not governed by these articles of incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and amendments thereto.

*Transitory disposition*

The first financial year runs from the date of incorporation and ends on the 31 st of December 2016.

*Subscription and payment*

The Articles thus having been established, the twelve thousand five hundred (12,500) shares have been subscribed by the sole shareholder, the company ""Meyer Bergman European Retail Partners III Holdings S. à r.l.". pre-designated and represented as said before, and fully paid up by the aforesaid subscriber by payment in cash so that the amount of twelve thousand five hundred Euros (EUR 12,500.-) is from this day on at the free disposal of the Company, as it has been proved to the officiating notary by a bank certificate, who states it expressly.

*Resolutions taken by the sole shareholder*

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

1) The registered office is established in L-1882 Luxembourg, 12C, Impasse Drosbach.

2) The following persons are appointed as managers of the Company for an undetermined duration:

- Mr. Frédéric GARDEUR, private employee, born in Messancy (Belgium), on 11 July 1972, residing professionally in L-1882 Luxembourg, 12C Impasse Drosbach;

- Mr. Pierre FONTAINE, private employee, born in Saint-Mard (Belgium), on 30 December 1966, residing professionally in L-1882 Luxembourg, 12C Impasse Drosbach;

- Mr. Walter TOCCO, private employee, born in San Gavino Monreale (Italy), on 12 October 1979, residing professionally in L-1882 Luxembourg, 12C Impasse Drosbach;

*Costs*

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is approximately one thousand euro (EUR 1,000.-).

*Statement*

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

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

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

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

L'an deux mille seize, le quatrième jour du mois de mars;

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

A COMPARU:

La société à responsabilité limitée "Meyer Bergman European Retail Partners III Holdings S. à r.l.", établie et ayant son siège social à L-1882 Luxembourg, 12C Impasse Drosbach, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro B199747;

ici représentée par Monsieur Julien DEMELIER-MOERENHOUT, clerc de notaire, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling, en vertu d'une procuration sous seing privé lui délivrée, laquelle procuration, après avoir été signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte afin d'être enregistrée avec lui.

Laquelle partie comparante, représentée comme dit ci-avant, a requis le notaire instrumentaire d'arrêter les statuts d'une société à responsabilité limitée à constituer comme suit:

**A. Objet - Durée - Dénomination - Siège**

**Art. 1 er .** Il est formé par les présentes entre le propriétaire actuel des parts ci-après créées et tous ceux qui pourront le devenir par la suite, une société à responsabilité limitée (la "Société") qui sera régie par la loi du 10 août 1915 concernant les sociétés commerciales telle que modifiée, ainsi que par les présents statuts.

**Art. 2.**

2.1. La Société a pour objet la création, la détention, le développement et la réalisation d'un portfolio se composant de participations et de droits de toute nature, et de toute autre forme d'investissement dans des entités du Grand-Duché de Luxembourg et dans des entités étrangères, que ces entités soient déjà existantes ou encore à créer, notamment par sou-

scription, acquisition par achat, vente ou échange de titres ou de droits de quelque nature que ce soit, tels que des titres participatifs, des titres représentatifs d'une dette, des brevets et des licences, ainsi que la gestion et le contrôle de ce portfolio.

2.2. La Société pourra également:

- accorder toute forme de garantie pour l'exécution de toute obligation de la Société ou de toute entité dans laquelle la Société détient une participation directe ou indirecte ou un droit de toute nature, ou dans laquelle la Société a investi de toute autre manière, ou qui fait partie du même groupe d'entités que la Société, ou de tout dirigeant ou autre fondé de pouvoir ou agent de la Société ou de toute entité dans laquelle la Société détient une participation directe ou indirecte ou un droit de toute nature, ou dans laquelle la Société a investi de toute autre manière, ou qui fait partie du même groupe d'entités que la Société;

- accorder des prêts à toute entité dans laquelle la Société détient une participation directe ou indirecte ou un droit de toute nature, ou dans laquelle la Société a investi de toute autre manière, ou qui fait partie du même groupe d'entités que la Société, ou assister une telle entité de toute autre manière; et

- acquérir et vendre des biens immobiliers soit au Grand-Duché de Luxembourg, soit à l'étranger, en ce compris la prise de participations directes ou indirectes dans des sociétés, au Grand-Duché de Luxembourg ou à l'étranger, dont l'objet principal consiste dans l'acquisition, le développement, la promotion, la vente, la gestion et/ou la location de biens immobiliers.

2.3. La Société peut réaliser toutes les transactions qui serviront directement ou indirectement son objet. Dans le cadre de son objet la Société peut notamment:

- lever des fonds, notamment en faisant des emprunts sous quelque forme que ce soit ou en émettant tout titre participatif ou tout titre représentatif d'une dette, y compris des obligations, en acceptant toute autre forme d'investissement ou en accordant tout droit de toute nature, sous réserve des termes et conditions prescrits par la loi;

- participer à la constitution, au développement et/ou au contrôle de toute entité dans le Grand-Duché de Luxembourg ou à l'étranger; et

- agir comme associé/actionnaire responsable indéfiniment ou de façon limitée vis-à-vis des dettes et engagements de toute entité au Grand-Duché de Luxembourg ou à l'étranger.

**Art. 3.** La Société est constituée pour une durée indéterminée.

**Art. 4.** La Société est constituée sous le nom de “MB Eagle S. à r.l.”.

**Art. 5.** Le siège social est établi à Luxembourg-Ville.

Il peut être transféré en toute autre localité du Grand Duché en vertu d'une décision de l'assemblée générale des associés. A l'intérieur de la commune, le siège social pourra être transféré par décision du gérant ou du conseil de gérance. La Société peut ouvrir des agences ou succursales dans toutes autres localités du Grand Duché de Luxembourg ou dans tous autres pays par décision du gérant ou du conseil de gérance.

## B. Capital social - Parts sociales

**Art. 6.** Le capital social est fixé à la somme de douze mille cinq cents Euros (EUR 12.500,-) représenté par douze mille cinq cents (12.500) parts sociales d'une valeur nominale d'un Euro (EUR 1,-).

Chaque part sociale donne droit à une voix dans les délibérations des assemblées générales ordinaires et extraordinaires.

**Art. 7.** Le capital social pourra, à tout moment, être modifié moyennant accord de la majorité des associés représentant au moins les trois quarts du capital social. Les parts sociales à souscrire seront offertes par préférence aux associés existants, proportionnellement à la partie du capital qui représente leurs parts sociales en cas de contribution en numéraire.

**Art. 8.** Les parts sociales sont indivisibles à l'égard de la Société qui ne reconnaît qu'un seul propriétaire pour chacune d'elles. Les copropriétaires indivis de parts sociales sont tenus de se faire représenter auprès de la Société par une seule et même personne.

**Art. 9.** Les parts sociales sont librement cessibles entre associés. Les parts sociales ne peuvent être cédées entre vifs à des non-associés qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social. En cas de décès d'un associé, les parts sociales de ce dernier ne peuvent être transmises à des non-associés que moyennant l'agrément, donné en assemblée générale, des associés représentant les trois quarts des parts appartenant aux associés survivants. Dans ce dernier cas cependant, le consentement n'est pas requis lorsque les parts sont transmises, soit à des ascendants ou descendants, soit au conjoint survivant.

**Art. 10.** Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne met pas fin à la Société.

## C. Gérance

**Art. 11.** La Société est gérée par un ou plusieurs gérants, qui n'ont pas besoin d'être associés. S’il y a plus d’un gérant à être nommé, les gérants devront constituer un conseil de gérance.

Le(s) gérant(s) est/sont nommé(s) par l'assemblée générale des associés laquelle fixera la durée de leur mandat. Les gérants sont librement et à tout moment révocables, sans qu'il soit nécessaire qu'une cause légitime existe.

La Société est engagée en toutes circonstances par la signature du gérant unique ou, lorsqu'il y a plusieurs gérants, par la signature conjointe de deux gérants ou la seule signature de toute personne à laquelle pareils pouvoirs de signature auront été délégués par le gérant unique / conseil de gérance.

Le gérant unique / conseil de gérance peut également conférer tous mandats spéciaux par procuration authentique ou sous seing privé.

**Art. 12.** Le conseil de gérance choisira parmi ses membres un président et pourra choisir parmi ses membres un vice-président. Il pourra également choisir un secrétaire qui n'a pas besoin d'être gérant et qui sera en charge de la tenue des procès-verbaux des réunions du conseil de gérance.

Vis-à-vis des tiers, le conseil de gérance a les pouvoirs les plus étendus pour agir au nom de la Société en toutes circonstances et pour faire autoriser tous les actes et opérations relatifs à son objet

Le conseil de gérance se réunira sur convocation du président ou d'un des gérants agissant individuellement au lieu indiqué dans l'avis de convocation. Le président présidera toutes les réunions du conseil de gérance; en son absence le conseil de gérance pourra désigner à la majorité des personnes présentes à cette réunion un autre gérant pour assumer la présidence pro tempore de ces réunions.

Avis écrit de toute réunion du conseil de gérance sera donné à tous les gérants au moins vingt-quatre heures avant la date prévue pour la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation. Il pourra être passé outre à cette convocation à la suite de l'assentiment de chaque gérant par écrit ou par câble, télégramme, télex, télécopieur ou tout autre moyen de communication similaire. Une convocation spéciale ne sera pas requise pour une réunion du conseil de gérance se tenant à une heure et un endroit déterminés dans une résolution préalablement adoptée par le conseil de gérance.

Tout gérant pourra se faire représenter à toute réunion du conseil de gérance en désignant par écrit ou par câble, télégramme, télex ou télécopie un autre gérant comme son mandataire. Un gérant peut présenter plusieurs de ses collègues.

Tout gérant peut participer à une réunion du conseil de gérance par conférence téléphonique, par visioconférence ou par d'autres moyens de communication similaires où toutes les personnes prenant part à cette réunion peuvent s'entendre les unes les autres. La participation à une réunion par ces moyens équivaut à une présence en personne à une telle réunion. Le conseil de gérance ne pourra délibérer ou agir valablement que si la majorité au moins des gérants est présente ou représentée à la réunion du conseil de gérance. Les décisions sont prises à la majorité des voix des gérants présents ou représentés à cette réunion.

Le conseil de gérance pourra, à l'unanimité, prendre des résolutions par voie circulaire en exprimant son approbation au moyen d'un ou de plusieurs écrits ou par câble, télégramme, télex, télécopieur ou tout autre moyen de communication similaire, à confirmer par écrit, le tout ensemble constituant le procès-verbal faisant preuve de la décision intervenue.

**Art. 13.** Les procès-verbaux de toutes les réunions du conseil de gérance seront signés par le président ou, en son absence, par le vice-président, ou par un gérant. Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président ou par un gérant.

**Art. 14.** Le décès d'un gérant ou sa démission, pour quelque motif que ce soit, n'entraîne pas la dissolution de la Société.

**Art. 15.** Le ou les gérant(s) ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société. Simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

**D. Décisions de l'associé unique - Décisions collectives des associés**

**Art. 16.** Chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartient. Chaque associé a un nombre de voix égal au nombre de parts qu'il possède ou représente.

**Art. 17.** Les décisions collectives ne sont valablement prises que pour autant qu'elles ont été adoptées par des associés représentant plus de la moitié du capital social.

Les statuts ne peuvent être modifiés que moyennant décision de la majorité des associés représentant les trois quarts du capital social.

**Art. 18.** Si la Société n'a qu'un seul associé, cet associé unique exerce les pouvoirs dévolus à l'assemblée des associés par les dispositions de la section XII de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée.

**E. Année sociale - Bilan - Répartition des bénéfices**

**Art. 19.** L'année sociale commence le premier jour du mois de janvier et se termine le dernier jour du mois de décembre de la même année.

**Art. 20.** Chaque année, au dernier jour du mois de décembre, les comptes sont arrêtés et le ou les gérant(s) dressent un inventaire comprenant l'indication des valeurs actives et passives de la Société. Tout associé peut prendre communication au siège social de l'inventaire et du bilan.

**Art. 21.** Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent (10%) du capital social. Le solde est à la libre disposition de l'assemblée générale.

Le conseil de gérance est autorisé à distribuer des dividendes intérimaires si les fonds nécessaires à une telle distribution sont disponibles.

La prime d'émission est librement distribuable aux associés par l'assemblée générale des associés ou par le conseil de gérance.

**F. Dissolution - Liquidation**

**Art. 22.** En cas de dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateur(s), associé(s) ou non, nommé(s) par l'assemblée des associés qui fixera leurs pouvoirs et leurs émoluments. Le ou les liquidateur(s) auront les pouvoirs les plus étendus pour la réalisation de l'actif et le paiement du passif.

L'actif, après déduction du passif, sera partagé entre les associés en proportion des parts sociales détenues dans la Société.

**Art. 23.** Pour tout ce qui n'est pas réglé par les présents statuts, les associés s'en réfèrent aux dispositions de la loi du 10 août 1915 telle qu'elle a été modifiée.

*Disposition transitoire*

Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2016.

*Souscription et libération*

Les Statuts de la Société ayant été ainsi arrêtés, les douze mille cinq cents (12.500) parts sociales ont été souscrites par l'associée unique, la société “Meyer Bergman European Retail Partners III Holdings S.à r.l.”, pré-désignée et représentée comme dit ci-avant, et libérées entièrement par la souscriptrice prédite moyennant un versement en numéraire, de sorte que la somme douze mille cinq cents euros (EUR 12.500,-) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été prouvé au notaire instrumentant par une attestation bancaire, qui le constate expressément.

*Résolutions prises par l'associée unique*

La partie comparante pré-mentionnée, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes en tant qu'associée unique:

1. Le siège social est établi à L-1882 Luxembourg, 12C Impasse Drosbach.

2. Les personnes suivantes sont nommées comme gérants de la Société pour une durée indéterminée:

- Monsieur Frédéric GARDEUR, employé privé, né à Messancy (Belgique), le 11 juillet 1972, demeurant professionnellement à L-1882 Luxembourg, 12C, Impasse Drosbach;

- Monsieur Pierre FONTAINE, employé privé, né à Saint-Mard (Belgique), le 30 décembre 1966, demeurant professionnellement à L-1882 Luxembourg, 12C, Impasse Drosbach; et

- Monsieur Walter TOCCO, employé privé, né à San Gavino Monreale (Italie), le 12 octobre 1979, demeurant professionnellement à L-1882 Luxembourg, 12C, Impasse Drosbach;

*Frais*

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison des présentes, s'élève approximativement à la somme de mille euros (1.000.- EUR).

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

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

Après lecture du présent acte au mandataire 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: J. DEMELIER-MOERENHOUT, C. WERSANDT.

Enregistré à Luxembourg A.C. 2, le 08 mars 2016. 2LAC/2016/5081. Reçu soixante-quinze euros 75,00 €.

*Le Receveur* (signé): André MULLER.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 10 mars 2016.

Référence de publication: 2016078783/351.

(160044062) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

**Mantaray IP S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 52.500,00.**

Siège social: L-7220 Walferdange, 133, route de Diekirch.

R.C.S. Luxembourg B 179.654.

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In the year two thousand and sixteen, on the twenty-sixth of February,

Before Us, Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED:

1. Mr. Manuel GOEYERS, born on 30 november 1964 at Leuven (Belgium), residing at 11, Haaptstroos; L-7475 Schoos, being the holder of 15,000 shares of the Company;

2. Mr. Thierry DELROISSE, born on 18 march 1963 at Ath (Belgium), residing at 11 rue des Hauts Jardins, B-6743 Buzenol (Belgium), being the holder of 9,375 shares of the Company;

3. TRAPA S.A., having its registered office at 2, Millewee; L-7257 Walferdange, RCS Luxembourg B 146.431, duly represented by its Directors Norbert MIRANDA et Jimmy TONG SAM, being the holder of 9,375 shares of the Company;

4. Mr. Jacques BENZENO, born on 01 March 1941 at Meknès (Morocco), residing at 5, rue des Tilleuls; L-2510 Strassen, being the holder of 3,750 shares of the Company;

all hereby represented by Mrs Corinne PETIT, private employee, residing professionally in Luxembourg, by virtue of four proxies given under private seal.

Said proxies, after having been signed "ne varietur" by the proxyholder of the appearing party and the undersigned notary, will remain annexed to this deed for the purpose of registration.

The appearing party, represented as stated above, has requested the undersigned notary to record the following:

I. That they are the shareholders (the Shareholders) of MANTARAY IP S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg on August 05, 2013, having its registered office at 133, route de Diekirch, L-7220 Walferdange, Grand Duchy of Luxembourg, having a share capital of thirty-seven thousand five hundred euros (EUR 37,500) and registered with the Luxembourg Register of Commerce and Companies under number B 179.654 (the Company), incorporated by a deed of the undersigned notary, enacted on August 5, 2013, published in the Mémorial C, Recueil des Sociétés et Associations, number 2311, of September 19, 2013, which article have been amended for the last time by a deed of the undersigned notary on September 22 nd , 2015, published in the Mémorial C, Recueil des Sociétés et Associations, number 3294, of December 9 th , 2015.

II. That the Shareholders hold all the shares in the share capital of the Company.

III. That the agenda of the meeting is worded as follows:

1. Increase of the share capital of the Company by an amount of fifteen thousand Euro (EUR 15,000) in order to bring the share capital of the Company from its present amount of thirty-seven thousand five hundred Euro (EUR 37,500), represented by thirty-seven thousand five hundred (37,500) shares of one Euro (EUR 1) each, to three hundred sixty thousand Euro (EUR 52,500) by way of the issuance of fifteen thousand (15,000) new shares of the Company of one Euro (EUR 1) each, together with a share premium of three hundred forty-five thousand Euro (EUR 345,000);

2. Waiver of the preferential subscription right by Mr. Thierry DELROISSE, Mr. Jacques BENZENO and TRAPA S.A.; and acceptance of the subscription and payment of the newly issued shares by:

a) Mr. Manuel GOEYERS (actual shareholder), three thousand seven hundred and fifty (3,750) new shares of one Euro (EUR 1) each together with a share premium of eighty-six thousand two hundred fifty Euro (EUR 86,250.-) to be fully paid up by a contribution in kind consisting of a claim for an aggregate amount of ninety thousand Euro (EUR 90,000.-) which he hold against the Company;

b) Mrs. Nao MAEDA (new shareholder), seven thousand five hundred (7,500) new shares of one Euro (EUR 1) each, which shares will be paid as follows:

- seven thousand (7,000) shares of one Euro (EUR 1) each together with a share premium of one hundred forty-three thousand Euro (EUR 143,000.-) to be fully paid up by a cash contribution, and

- five hundred (500) shares of one Euro (EUR 1) each together with a share premium of twenty-nine thousand five hundred Euro (EUR 29,500.-) to be fully paid up by a contribution in kind consisting of a claim for an aggregate amount of thirty thousand Euro (EUR 30,000.-).

c) Mr. Philippe BRUNETON, (new shareholder) three thousand seven hundred and fifty (3,750) new shares of one Euro (EUR 1) each together with a share premium of eighty-six thousand two hundred fifty Euro (EUR 86,250) to be fully paid by a cash contribution;

3. Subsequent amendment to article six of the articles of association of the Company (the Articles) in order to reflect the increase of the share capital specified under items 1. and 2. above;

4. Amendment to the Shareholders' register of the Company in order to reflect the above changes with power and authority given to any manager of the Company, each acting individually, to proceed for and on behalf of the Company with the registration of the newly issued share in the Shareholders' register of the Company; and

5. Any other matters which are incidental to or are necessary to give legal effect to the transactions or documents referred to in items 1 to 4 above.

IV. The entirety of the share capital of the Company being represented at the present meeting, the Shareholders consider themselves as duly convened and declare to have perfect knowledge of the agenda which was communicated to it in advance and consequently waive all the rights and formalities it is entitled to for the convening of this meeting.

V. That the Shareholders have taken the following resolutions:

*First resolution*

The Shareholders resolve to increase the share capital of the Company by an amount of fifteen thousand Euro (EUR 15,000) in order to bring the share capital of the Company from its present amount of thirty-seven thousand five hundred Euro (EUR 37,500), represented by thirty-seven thousand five hundred (37,500) shares of one Euro (EUR 1) each, to fifty-two thousand five hundred Euro (EUR 52,500) by way of the issuance of fifteen thousand (15,000) new shares of the Company of one Euro (EUR 1) each, together with a share premium of three hundred forty-five thousand Euro (EUR 345,000), to be subscribed and paid-up as described hereafter.

*Second resolution*

The actual shareholders Mr. Thierry DELROISSE, Mr. Jacques BENZENO and TRAPA S.A, prenamed and represented as stated above, have expressively renounced to their preferential subscription rights.

The Shareholders resolve then to accept and record the subscription and payment of the newly issued shares as follows:

*Intervention - Subscription - Payment*

Thereupon, the fifteen thousand (15,000) new shares have been subscribed as follows:

1. Mr. Manuel GOEYERS (actual shareholder) prenamed and represented as stated above, has subscribed to three thousand seven hundred and fifty (3,750) new shares of one Euro (EUR 1) each together with a share premium of eighty-six thousand two hundred fifty Euro (EUR 86,250.-), which shares are fully paid up by way of a contribution in kind consisting of a claim in an aggregate amount of ninety thousand Euros (EUR 90,000) (the Claim 1), that Mr. Manuel GOEYERS holds against the Company.

The Claim 1 shall be allocated as follows:

(i) Three thousand seven hundred fifty Euros (EUR 3,750) are allocated to the share capital account of the Company; and

(ii) The remaining amount of eighty-six thousand two hundred fifty Euro (EUR 86,250) are allocated to the share premium reserve account of the Company.

2. Mrs. Nao MAEDA, (new shareholder), born on 10 June 1977, in Kanagawa (Japan), residing at 12, rue des Ardennes; L-8048 Strassen, here represented by Mrs Corinne PETIT, prenamed, by virtue of a proxy given under private seal,

has subscribed to seven thousand five hundred (7,500) new shares of one Euro (EUR 1) each, which shares are paid-up as follows:

- seven thousand (7,000) shares of one Euro (EUR 1) each, together with a share premium of one hundred forty-three Euro (EUR 143,000.-) are fully paid-up by a contribution in cash (the Contribution in cash 1); and

2. - five hundred (500) shares of one Euro (EUR 1) each, together with a share premium pf twenty-nine thousand five hundred Euro (EUR 29,500.-) are fully paid-up by a contribution in kind consisting of a contribution in kind consisting of a claim for an aggregate amount of thirty thousand Euro (EUR 30,000.-) (the Claim 2) that Mrs. Nao MAEDA holds against the Company.

The contribution in cash 1 and the contribution of the Claim 2 shall be allocated as follows:

(i) Seven thousand five hundred Euro (EUR 7,500.-) are allocated to the share capital account of the Company; and

(ii) The remaining amount of one hundred seventy-two thousand five hundred Euro (EUR 172,500.-) are allocated to the share premium reserve account of the Company.

3. Mr. Philippe BRUNETON, (new shareholder), born on 18 June 1963, in Paris 17 ème (France), residing at 51 rue des Aubépines; L-1145 Luxembourg, here represented by Mrs Corinne PETIT, prenamed, by virtue of a proxy given under private seal,

has subscribed to three thousand seven hundred and fifty (3,750) new shares of one Euro (EUR 1) each, together with a share premium of eighty-six thousand two hundred fifty Euro (EUR 86,250), which shares are fully paid-up by way of a contribution in cash for an amount of ninety thousand Euro (EUR 90,000) (the Contribution in cash 2), done by Mr. Philippe BRUNETON, prenamed.

The Contribution in cash 2 shall be allocated as follows:

(i) Three thousand seven hundred fifty Euros (EUR 3,750) are allocated to the share capital account of the Company; and

(ii) The remaining amount of eighty-six thousand two hundred fifty Euro (EUR 86,250) are allocated to the share premium reserve account of the Company.

Said proxies, after having been signed "ne varietur" by the proxyholder of the appearing party and the undersigned notary, will remain annexed to this deed for the purpose of registration.

The contributions in cash of the total amount of two hundred forty thousand Euro (EUR 240,000.-) are evidenced to the undersigned notary by the blocking certificate issued by the bank of the Company.

The valuation of the contribution in kind of the Claims is evidenced by inter alia:

(i) the valuation report of the management of the Company (the Valuation Report),

(ii) the balance sheet of the Company dated (date) and signed for approval by the management of the Company (the Balance Sheet), and

(iii) a contribution certificate issued by:

- Mr. Manuel GOEYERS, prenamed (the Contribution Certificate 1)

- Mrs. Nao MAEDA, prenamed (the Contribution Certificate 2).

Furthermore the Contribution Certificates and the Valuation Report in respect of the Claims states in essence that:

- the Claims contributed by Mr. Manuel GOEYERS and Mrs. Nao MAEDA to the Company are shown on the attached Balance Sheet;

- Mr. Manuel GOEYERS and Mrs. Nao MAEDA are the owner of their respective Claim, are totally entitled to the Claims and possess the power to dispose of the Claims;

- the respective Claim are certain and will be due and payable on its due date without deduction (certaine, liquide et exigible);

- based on Luxembourg generally accepted accounting principles, the Claim contributed to the Company per the attached Shareholder Balance Sheet is valuated at least at one hundred twenty thousand Euro (EUR 120,000). Since the Balance Sheet, no material changes have occurred which would have depreciated the value of the contribution made to the Company;

- the Claims contributed to the Company are freely transferable by the Shareholder to the Company and are not subject to any restrictions or encumbered with any pledge or lien limiting its transferability or reducing its value; and

- all formalities to transfer the legal ownership of the Claims contributed to the Company have been or will be accomplished by the Shareholder and upon the contribution of the Claims by the Shareholder to the Company, the Company will become the full owner of the Claims, which will be extinguished by way of confusion in accordance with article 1300 of the Luxembourg Civil Code.

Such Valuation Report, the contribution certificates and a copy of the Balance Sheet of the Company, as well as the blocking certificate, after signature "ne varietur" by the proxyholder of the appearing party and the undersigned notary, shall remain attached to this deed for the purpose of registration.

*Third resolution*

As a consequence of the preceding resolutions, the Shareholders resolve to amend the article six of the Articles, so that it shall henceforth read as follows:

" **Art. 6.** The Company's share capital is fixed at fifty-two thousand five hundred Euro (EUR 52,500) represented by fifty-two thousand five hundred (52,500) shares with a par value of one Euro (EUR 1) each, all subscribed and fully paid-up."

The shares are allocated as follow:

| | Shares | Percentage, in % |
|---|---|---|
| Manuel GOEYERS | 18,750 | 35.71 |
| Thierry DELROISSE | 9,375 | 17.86 |
| TRAPA S.A. | 9,375 | 17.86 |
| Jacques BENZENO | 3,750 | 7.14 |
| Nao MAEDA | 7,500 | 14.29 |
| Philippe BRUNETON | 3,750 | 7.14 |
| TOTAL | 52,500 | 100 |

*Fourth resolution*

The Shareholders resolve to amend the Shareholders' register of the Company in order to reflect the above changes with power and authority given to any director of the Company, each acting individually, to proceed for and on behalf of the Company with the registration of the newly issued shares in the Shareholders' register of the Company.

*Estimate of costs*

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at two thousand two hundred Euro (EUR 2,200.-).

*Declaration*

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

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

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

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

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

Par devant Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, soussigné.

Ont comparu:

1. Monsieur Manuel GOEYERS, né le 30 novembre 1964 à Leuven (Belgique), résidant au 11, Haaptstroos-L-7475 Schoos, détenteur de 15.000 parts sociales de la Société;

2. Monsieur Thierry DELROISSE, né le 18 mars 1963 à Ath (Belgique), résidant 11 rue des Hauts jardins, B-6743 Buzenol (Belgique), détenteur de 9.375 parts sociales de la Société;

3. La société TRAPA S.A., avec siège social au 2, Millewee; L-7257 Walferdange, RCS Luxembourg B 146.431, représentée par Messieurs Norbert MIRANDA et Jimmy TONG SAM, détentrice de 9.375 parts sociales de la Société;

4. Monsieur Jacques BENZENO, né le 01 Mars 1941 à Meknès (Maroc), résidant au 5, rue des Tilleuls; L-2510 Strassen, détenteur de 3.750 parts sociales de la Société;

Tous ici représentés aux présentes par Madame Corinne PETIT, employée privée, demeurant professionnellement à Luxembourg, en vertu de quatre procurations données sous seing privé, Laquelle procuration, signée «ne varietur» par le mandataire et le notaire instrumentant restera annexée au présent acte pour être enregistrée en même temps.

Les comparants ont requis le notaire soussigné de prendre acte de ce qui suit:

I. Qu'ils sont les associés (Les Associés) de MANTARAY IP S.à r.l., une société à responsabilité limitée ayant son siège social au 133, route de Diekirch, L-7220 Walferdange, Grand-Duché de Luxembourg, ayant un capital social de trente-sept mille cinq cents Euros (EUR 37.500) immatriculée au Registre du commerce et des sociétés de Luxembourg sous le numéro B 179.654, ci-après (la Société), constituée suivant acte reçu par le notaire instrumentaire, en date du 5 août 2013, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2311 du 19 Septembre 2013, dont les statuts ont été modifié pour la dernière fois suivant un acte du notaire instrumentant en date du 22 septembre 2015, publié au Mémorial C, Recueil des Sociétés et Associations numéro 3294 du 9 décembre 2015.

II. Que les Associés détiennent toutes les parts sociales de la Société.

III. Que l'ordre du jour est le suivant:

1 Augmentation du capital social à concurrence de quinze mille Euros (EUR 15.000) pour le porter de son montant actuel de trente-sept mille cinq cents Euros (EUR 37.500) représenté par trente-sept mille cinq cents (37.500) parts sociales d'un Euro (EUR 1) chacune à cinquante-deux mille cinq cents Euros (EUR 52.500), par émission de quinze mille (15.000) nouvelles parts sociales de la Société d'un Euro (EUR 1), ensemble avec une prime d'émission de trois cent quarante-cinq mille Euros (EUR 345.000).

2 Renonciation du droit préférentiel de souscription par M. Thierry DELROISEE, M. Jacques BENZENO et TRAPA S.A.; et acceptation de la souscription et paiement des nouvelles parts sociales par:

a) M. Manuel GOEYERS (associé actuel), trois mille sept cent cinquante (3.750) nouvelles parts sociales d'un Euro (EUR 1) chacune, ensemble avec une prime d'émission de quatre-vingt-six mille deux cent cinquante Euro (EUR 86.250) à libérer par un apport en nature consistant d'une créance d'un montant total de quatre-vingt-dix mille Euros (EUR 90.000,-) qu'il détient envers la Société;

b) Mme Nao MAEDA (nouvelle associés), sept mille cinq cents (7.500) nouvelles parts sociales d'un Euro (EUR 1) chacune, lesquelles parts seront libérer comme suit:

- sept mille (7.000) parts sociales d'un Euro (EUR 1) chacune, ensemble avec une prime d'émission de cent quarante-trois mille Euros (EUR 143.000,-) seront libérées par un apport en numéraire, et

- cinq cents (500) parts sociales d'un Euro (EUR 1) chacune, sociales ensemble avec une prime d'émission de vingt-neuf mille cinq cents Euros (EUR 29.500,-); seront libérer par un apport une nature consistant en une créance qu'elle détient envers la Société d'un montant total de trente mille Euros (EUR 30.000,-).

c) M. Philippe BRUNETON (nouvel associé), trois mille sept cent cinquante (3.750) nouvelles parts sociales d'un Euro (EUR 1) chacune, avec une prime d'émission de quatre-vingt-six mille deux cent cinquante Euro (EUR 86.250) par un apport en numéraire, 3 Modification subséquente de l'article 6 des statuts afin de refléter cette augmentation de capital.

4 Modification du registre des associés afin de refléter les changements ci-dessus, pouvoir et autorité consentis à tout gérant de la société pouvant agir individuellement à l'effet de transcrire l'émission de cette nouvelle part dans le registre d'associés de la société.

5 Toutes autres modifications utiles ou nécessaires aux opérations ci-dessus.

Que l'entièreté du capital étant représentée à la présente assemblée, les associés se déclarent dûment convoqués et avoir eu connaissance de l'ordre du jour ci-dessus et renoncent en conséquence aux formalités de convocation.

IV. Que les associés ont pris les résolutions suivantes:

*Première résolution*

Les Associés décident d'augmenter le capital social à concurrence de quinze mille Euro (EUR 15.000) pour le porter de son montant actuel de trente-sept mille cinq cents Euros (EUR 37.500) représenté par trente-sept mille cinq cents (37.500) parts sociales d'un Euro (EUR 1) chacune à cinquante-deux mille cinq cents Euros (EUR 52.500), par émission de quinze mille (15.000) nouvelles parts sociales de la Société d'un Euro (EUR 1), ensemble avec une prime d'émission de trois cent quarante-cinq mille Euro (EUR 345.000), à souscrire et à libérer comme décrit ci-après.

*Deuxième résolution*

Les associés actuels M. Thierry DELROISEE, M. Jacques BENZENO et TRAPA S.A., prénommés, renoncent expressément à leur droit de souscription préférentielle.

Les Associés décident ensuite d'accepter et d'enregistrer la souscription et la libération des parts sociales nouvelles comme suit.

*Intervention - Souscription - Libération*

Sur ce, les quinze mille (15.000) nouvelles parts sociales ont été souscrites comme suit:

1. M. Manuel GOEYERS (associé actuel) prénommé et représenté comme dit ci-avant, a souscrit à trois mille sept cent cinquante (3.750) nouvelles parts sociales d'un Euro (EUR 1) chacune, ensemble avec une prime d'émission de quatre-vingt-six mille deux cent cinquante Euros (EUR 86.250), lesquelles parts sociales sont libérées entièrement par un apport en nature consistant d'une créance d'un montant total de quatre-vingt-dix mille Euros (EUR 90.000,-) (la Créance 1), que M. Manuel GOYERS détient envers la Société.

La Créance 1 sera affectée comme suit:

(i) Trois mille sept cent cinquante Euros (EUR 3.750) sont affectés au compte de capital social de la Société; et

(ii) Le montant restant de quatre-vingt-six mille deux cent cinquante Euros (EUR 86.250) est affecté au compte de réserve de prime d'émission de la Société.

2. Mme Nao MAEDA (nouvelle associée), née le 10 Juin 1977, à Kanagawa (Japon), résidant au 12 rue des Ardennes, L-8048 Strassen, ici représentée par Madame Corinne PETIT, prénommée, en vertu d'une procuration lui donnée sous seing privé,

a souscrit à sept mille cinq cents (7.500) parts sociales d'un Euro (EUR 1), lesquelles parts ont été libérées comme suit:

- sept mille (7.000) parts sociales d'un Euro (EUR 1) chacune, ensemble avec une prime d'émission de cent quarante-trois mille Euros (EUR 143.000,-) sont libérées par un apport en numéraire (l'Apport en numéraire 1); et

- cinq cents (500) parts sociales d'un Euro (EUR 1) chacune, ensemble avec une prime d'émission de vingt-neuf mille cinq cents Euros (EUR 29.500,-) sont libérées par un apport une nature consistant en une créance qu'elle détient envers la Société d'un montant total de trente mille Euros (EUR 30.000,-) (la Créance 2) que Mme Nao MAEDA détient envers la Société.

L'Apport en numéraire 1 et Créance 2 seront affectés comme suit:

(i) sept mille cinq cents Euros (EUR 7.500,-) sont affectés au compte de capital social de la Société; et

(ii) Le montant restant cent soixante-douze mille cinq cents Euros (EUR 172.500,-) est affecté au compte de réserve de prime d'émission de la Société.

3. M. Philippe BRUNETON (nouvel associé), né le 18 Juin 1963, à Paris 17 ème (France), résidant au 51, rue des Aubépines; L-1145 Luxembourg, ici représenté par Madame Corinne PETIT, prénommée, en vertu d'une procuration lui donnée sous seing privé,

a souscrit à trois mille sept cent cinquante (3.750) nouvelles parts sociales d'un Euro (EUR 1) chacune, ensemble avec une prime d'émission de quatre-vingt-six mille deux cent cinquante Euros (EUR 86.250), lesquelles parts sont libérées par un apport en numéraire d'un montant total de quatre-vingt-dix mille Euros (EUR 90.000) (l'Apport en numéraire 2).

L'Apport en numéraire 2 sera affecté comme suit:

(i) Trois mille sept cent cinquante Euro (EUR 3.750) sont affectés au compte de capital social de la Société; et

(ii) Le montant restant de quatre-vingt-six mille deux cent cinquante Euro (EUR 86.250) est affecté au compte de réserve de prime d'émission de la Société.

Lesdites procurations, signées «ne varietur» par le mandataire et le notaire instrumentant resteront annexées au présent acte pour être enregistrées en même temps.

Les apports en numéraire du montant total de deux cent quarante mille euros (EUR 240,000.-) ont été prouvés au notaire instrumentant suivant un certificat de blocage émis par la banque de la Société.

L'estimation de l'apport en nature de la Créance est documentée par, entre autres,

(i) le rapport d'évaluation de la gérance de la Société (le Rapport d'Evaluation),

(ii) le bilan de la Société signé pour accord par la gérance de la Société (le Bilan) et

(iii) un certificat d'apport émis par:

- M. Manuel GOEYERS, prénommé (le Certificat d'Apport 1),

- Mme Nao MAEDA, prénommée, (le Certificat d'Apport 2)

Les Certificats d'Apport daté et le Rapport d'Evaluation concernant lesdites Créances indiquent essentiellement que:

- Les Créances apportées respectivement par M. Manuel GOEYERS et Mme Nao MAEDA sont indiquées sur le bilan annexé au (date) (le Bilan);

- M. Manuel GOEYERS et Mme Nao MAEDA sont les propriétaires exclusif de leur Créance respective, ils sont les seuls autorisés à détenir leur Créance respective et possèdent le pouvoir de disposer de la Partie de leur Créance respective;

- les Créances représentent des créances certaines et qui deviendront liquides et exigibles à leur date d'échéance sans déduction;

- sur base des principes comptables généralement acceptés au Luxembourg, les Créances apportées à la Société d'après le Bilan annexé sont estimées à au moins cent vingt mille Euro (EUR 120.000). Depuis la date du Bilan, aucun changement matériel qui aurait déprécié la valeur de l'apport fait à la Société n'a eu lieu;

- la Partie des Créances apportées à la Société sont librement cessibles par les associés à la Société et ne sont soumises à aucune restriction ni grevées d'un quelconque nantissement ou droit préférentiel limitant leur cessibilité ou réduisant leur valeur; et

- toutes les formalités relatives au transfert du titre de propriété de la Partie des Créances apportées à la Société ont été ou seront accomplies par les associés et au moment de l'apport des Créances par les associés à la Société, la Société deviendra le plein propriétaire de la Partie des Créances, qui seront éteintes par voie de confusion conformément à l'article 1300 du Code Civil luxembourgeois.

Lesdits certificats d'apport, le rapport d'évaluation ainsi qu'une copie du Bilan de la Société, après signature "ne varietur" par le mandataire de la partie comparante et le notaire instrumentant, resteront annexés au présent acte pour les formalités de l'enregistrement.

*Troisième résolution*

Afin de mettre les statuts en concordance avec les résolutions qui précèdent, les Associés décident de modifier l'article six des statuts pour lui donner la teneur suivante:

" **Art. 6.** Le capital social est fixé à un cinquante-deux mille cinq cents Euros (EUR 52.500) divisé en cinquante-deux mille cinq cents (52.500) parts sociales sous forme nominative d'une valeur d'un Euro (EUR 1) chacune, toutes souscrites et entièrement libérées."

Les parts sociales sont réparties comme suit:

| | Parts sociales | Pourcentage, en % |
|---|---|---|
| Manuel GOEYERS | 18.750 | 35.71 |
| Thierry DELROISSE | 9.375 | 17.86 |
| TRAPA S.A. | 9.375 | 17.86 |
| Jacques BENZENO | 3.750 | 7.14 |
| Nao MAEDA | 7.500 | 14.29 |
| Philippe BRUNETON | 3.750 | 7.14 |
| TOTAL | 52.500 | 100 |

*Quatrième résolution*

Les Associés décident de modifier le registre des associés afin de refléter les résolutions précédentes, pouvoir étant conféré à tout gérant de la société pouvant agir individuellement à l'effet de procéder à ces modifications.

*Frais*

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de deux mille deux cents euros (EUR 2.200,-).

*Déclaration*

Le notaire soussigné qui connaît la langue anglaise constate que sur demande du comparant le présent acte est rédigé en langue anglaise suivi d'une version française. Sur demande du même comparant et en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

DONT ACTE, passé à Luxembourg, les jours, mois et an qu'en tête des présentes.

Et après lecture faite au comparant, il a signé avec Nous notaire la présente minute.

Signé: L. Elshani et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 3 mars 2016. Relation: 2LAC/2016/4784. Reçu soixante-quinze euros Eur 75.-

*Le Receveur* (signé): André MULLER.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins d'inscription au Registre de Commerce.

Luxembourg, le 14 mars 2016.

Référence de publication: 2016078779/339.

(160044605) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

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**LuFiCo S.A., Société Anonyme.**

Siège social: L-8009 Strassen, 19-21, route d'Arlon.

R.C.S. Luxembourg B 35.872.

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

Before Maître Joëlle BADEN, notary, residing in Luxembourg,

Is held

An extraordinary general meeting of shareholders of "LuFiCo S.A.", a société anonyme, with registered office at L-8009 Strassen, 19-21 route d'Arlon, recorded with the Luxembourg Trade and Companies' Register under number B 35.872, incorporated pursuant to a notarial deed on 27 th December 1990, published in the Mémorial C, Recueil des Sociétés et Associations, number 230 of 3 rd June 1991 (the "Company").

The articles of incorporation of the Company have been amended for the last time pursuant to a deed of the undersigned notary dated 24 February 2016, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

The meeting is opened with Mr Raf Bogaerts, employee, professionally residing in Strassen, in the chair,

who appointed as secretary Mrs. Cheryl Geschwind, employee, professionally residing in Luxembourg.

The meeting elected as scrutineer Mrs. Flora Gibert, employee, professionally residing in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the notary to state:

I.- That the meeting is held with the following:

*Agenda*

1) Decrease of the share capital of the Company by an amount of approximately EUR 100,000,000 and cancellation of the relevant amount of Mandatory Redeemable Preferred Shares B ("MRPS B") with a nominal value of EUR 25, each in the shareholding of C&A Mode AG.

2) Reimbursement of the cancelled MRPS B to C&A Mode AG.

3) Subsequent amendment to article5 of the articles of incorporation.

4) Miscellaneous

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

The proxies of the represented shareholders will also remain attached to the present deed after having been initialled ne varietur by the persons appearing.

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

IV.- That the present meeting, representing the whole corporate capital, is regularly constituted and may validly deliberate on all the items on the agenda.

Then the general meeting, after deliberation, took unanimously the following resolution:

*First resolution:*

The general meeting decides to decrease the share capital of the Company by an amount of one hundred million euro (EUR 100,000,000.-) in order to bring it from its current amount of two billion seven hundred eight million euro (EUR 2,708,000,000) represented by one hundred and seven thousand eight hundred and forty (107,840) ordinary A shares and two hundred and twelve thousand one hundred and sixty (212,160) ordinary B shares (together the "ordinary shares") and thirty nine million seven hundred and sixty six thousand (39,766,000) mandatory redeemable preferred shares A (the "MRPS A"), and sixty eight million two hundred and thirty four thousand (68,234,000) mandatory redeemable preferred shares B (the "MRPS B") (together the "MRPS"), with a nominal value of twenty-five euro (EUR 25.-) each to two billion six hundred eight million euro (EUR 2,608,000,000) by cancelling four million (4,000,000) MRPS B and by reimbursing the amount of one hundred million euro (EUR 100,000,000.-) to C&A Mode AG.

The other shareholder, COFRA Holding AG, especially agrees with this reimbursement.

This capital decrease is governed by article 69 (2) of the Law of 10 August 1915 on commercial companies, as amended.

*Second resolution:*

As a consequence, the general meeting decides to amend the article 5 of the articles of incorporation of the Company, which will henceforth be read as follow:

" **Art. 5.** The share capital of the Company is set at two billion six hundred eight million euro (EUR 2,608,000,000) represented by one hundred and seven thousand eight hundred and forty (107,840) ordinary A shares and two hundred and twelve thousand one hundred and sixty (212,160) ordinary B shares (together the "ordinary shares") and thirty nine million seven hundred and sixty six thousand (39,766,000) mandatory redeemable preferred shares A (the "MRPS A"), and sixty four million two hundred and thirty four thousand (64,234,000) mandatory redeemable preferred shares B (the "MRPS B") (together the "MRPS"), with a nominal value of twenty-five euro (EUR 25.-) each (together the "Shares").

The company may issue fully paid-up MRPS in accordance with article 49-8 of the law of 10 August 1915 regarding commercial companies, as amended.

The MRPS A are attached to the ordinary A shares. The MRPS B are attached to the ordinary B shares The MRPS may only be transferred together and proportionally with the ordinary shares they are attached to.

The subscribed capital of the company may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for amendment of these articles of association. The company may, to the extent and under terms permitted by law, redeem its own shares."

There being no further items on the agenda, the meeting is closed.

WHEREOF, the present deed is drawn up in Luxembourg, in the office of the undersigned notary, on the date named at the beginning of this document.

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

The document having been read to the appearers, the board of the meeting signed together with the notary this original deed.

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

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

Par devant Maître Joëlle BADEN, notaire de résidence à Luxembourg,

S'est réunie

L'assemblée générale extraordinaire des actionnaires de la société anonyme «LuFiCo S.A.», ayant son siège social à L-8009 Strassen, 19-21 route d'Arlon, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 35.872, constituée suivant acte notarié en date du 27 décembre 1990, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 230 du 3 juin 1991 (la Société).

Les statuts de la Société ont été modifiés pour la dernière fois suivant acte du notaire soussigné en date du 24 février 2016, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

L'assemblée est ouverte sous la présidence de Monsieur Raf Boagerts, employé, résidant professionnellement à Strassen,

qui désigne comme secrétaire Madame Cheryl Geschwind, employée, résidant professionnellement à Luxembourg.

L'assemblée choisit comme scrutatrice Madame Flora Gibert employée, résidant professionnellement à Luxembourg.

Le bureau ainsi constitué, le président expose et prie le notaire instrumentant d'acter:

I.- Que la présente assemblée générale extraordinaire a pour

*Ordre du jour:*

1. Réduction du capital social d'un montant approximatif de EUR 100.000.000,- et annulation du montant correspondant de Parts préférentielles obligatoirement rachetables de catégorie B («MRPS B») d'une value rnominale de EUR 25, chacune, détenues par C&A Mode AG.

2. Remboursement des MRPS B annulés à C&A Mode AG.

3. Modification subséquente de l'article 5 des statuts.

4. Divers.

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

Resteront pareillement annexées aux présentes, les procurations des actionnaires représentés, après avoir été paraphées ne varietur par les comparants.

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

IV.- Que la présente assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

L'assemblée générale, après avoir délibéré, prend à l'unanimité des voix la résolution suivante:

*Première résolution*

L'assemblée générale décide de réduire le capital social de la Société à concurrence d'un montant de cent millions d'euros (EUR 100.000.000,-) pour le ramener de son montant actuel deux milliards sept cent huit millions d'euros (EUR 2.708.000.000,-) représenté par cent sept mille huit cent quarante (107.840) actions ordinaires A et deux cent douze mille cent soixante (212.160) actions B ordinaires (collectivement, les «actions ordinaires») et trente-neuf millions sept cent soixante-six mille (39.766.000) actions privilégiées obligatoirement rachetables A (les «MRPS A") et soixante-huit millions deux cent trente-quatre mille (68.234.000) actions privilégiées obligatoirement rachetables B (les «MRPS B") à deux milliards six cent huit millions d'euros (EUR 2.608.000.000,-) par annulation de quatre millions (4.000.000) MRPS B et par remboursement à C&A Mode AG de cent millions d'euros (EUR 100.000.000,-).

Le deuxième actionnaire, COFRA Holding AG, consent expressément à ce remboursement.

La présente réduction de capital est régie par l'article 69 (2) de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

*Deuxième résolution:*

Suite aux résolutions qui précèdent, l'assemblée générale décide de modifier l'article 5 des statuts de la Société, afin de lui donner désormais la teneur suivante:

" **Art. 5.** Le capital social de la Société est fixé à deux milliards six cent huit millions d'euros (EUR 2.608.000.000,-) représenté par cent sept mille huit cent quarante (107.840) actions ordinaires A et deux cent douze mille cent soixante (212.160) actions B ordinaires (collectivement, les «actions ordinaires») et trente-neuf millions sept cent soixante-six mille (39.766.000) actions privilégiées obligatoirement rachetables A (les «MRPS A") et soixante-quatre millions deux cent trente-quatre mille (64.234.000) actions privilégiées obligatoirement rachetables B (les «MRPS B") (ensemble le «MRPS»), d'une valeur nominale de vingt-cinq euros (EUR 25) chacune (collectivement, les «actions»).

La société peut émettre des MRPS entièrement libérées conformément à l'article 49-8 de la loi du 10 Août 1915 concernant les sociétés commerciales, telle que modifiée.

Le MRPS A sont attachés aux actions ordinaires A. Les MRPS B sont attachés aux actions ordinaires B. Les MRPS ne peuvent être transférées qu'avec et proportionnellement aux actions auxquels ils sont attachés.

Le capital souscrit de la société peut être augmenté ou réduit par une résolution de l'assemblée générale des actionnaires statuant comme en matière de modification des présents statuts. La société peut, dans la mesure et aux termes prévus par la loi, racheter ses propres actions. "

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

DONT ACTE, fait et passé à Luxembourg, en l'étude du notaire soussigné, date qu'en tête.

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

Et après lecture faite et interprétation donnée aux comparants, les membres du bureau ont signé avec le notaire le présent acte.

Signé: R. BOGAERTS, C. GESCHWIND, F. GIBERT et J. BADEN.

Enregistré à Luxembourg A.C. 1, le 29 février 2016. 1LAC / 2016 / 6524. Reçu soixante quinze euros € 75,-

*Le Receveur* (signé): MOLLING.

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

Luxembourg, le 8 mars 2016.

Référence de publication: 2016078740/149.

(160044233) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

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**Stratton SC, Société Civile.**

Siège social: L-3397 Roeser, 2, rue du Brill.

R.C.S. Luxembourg E 5.866.

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STATUTS

1. Monsieur VAUCLAIRE Nicolas, né le 16 avril 1993 à Laxou (FR), demeurant à FR-54410 LANEUVEVILLE, 16, Rue Jules Verne;

2. La société WHATSUP CONSULTING LIMITED, enregistrée sous le numéro 9070108 au registre de commerce et des sociétés, ayant son siège social à TN32 5ER, HACKWOOD BUILDING 14 HACKWOOD STREET, ROBERTS-BRIDGE, EAST SUSSEX, UNITED KINGDOM;

Lesquels comparants ont décidé d'acter les statuts d'une Société Civile qu'ils déclarent constituer entre eux comme suit le 09 / 03 / 2016:

**Art. 1 er .** Il est formé une Société Civile régie par la loi de 1915 sur les Sociétés Commerciales et Civiles, telle qu'elle a été modifiée par les lois subséquentes et par les articles 1832 et suivants du Code Civil Luxembourgeois.

**Art. 2.** La Société a pour objet la détention, l'utilisation et la mise à disposition de biens mobiliers à des fins privées. La société pourra emprunter avec ou sans garantie ou se porter caution pour d'autres personnes morales et physiques. La société pourra effectuer toutes opérations mobilières, immobilières et financières se rattachant directement ou indirectement à cet objet ou de nature à en faciliter la réalisation.

**Art. 3.** La dénomination est [STRATTON SC].

**Art. 4.** Le siège social est établi à L-3397 Roeser, 2, Rue du Brill, il pourra être transféré en toute autre localité du Grand-Duché de Luxembourg sur simple décision de l'assemblée générale.

**Art. 5.** La Société est constituée pour une durée indéterminée, elle pourra être dissoute par décision de la majorité des associés représentant au moins les trois quarts du capital social.

**Art. 6.** Le capital social est fixé à 100,00 EUR, répartis en 100 parts de 1,00 EUR chacune et constitué par l'apport en numéraire sur un compte ouvert pour la société.

**Art. 7.** En raison de leur apport, il est attribué 50 parts à Monsieur VAUCLAIRE Nicolas et 50 parts à la société WHATSUP CONSULTING LIMITED, les comparants ci-dessus mentionnés. La mise des associés ne pourra être augmentée que de leur accord représentant au moins 50% des parts. L'intégralité de l'apport devra être libérée sur demande du gérant ou des associés.

**Art. 8.** Les parts sociales sont cessibles entre associés. Elles sont incessibles entre vifs ou pour cause de mort à des tiers non-associés sans l'accord unanime de tous les associés restants. En cas de transfert par l'un des associés de ses parts sociales, les autres associés bénéficieront d'un droit de préemption sur ses parts, à un prix fixé entre associés et agréé d'année en année lors de l'assemblée générale statuant le bilan et le résultat de chaque exercice. Le droit de préemption s'exercera par chaque associé proportionnellement à sa participation au capital social. En cas de renonciation d'un associé à ce droit de préemption, sa part profitera aux autres associés dans la mesure de leur quote-part dans le capital restant.

**Art. 9.** Le décès ou la déconfiture de l'un des associés n'entraîne pas la dissolution de la société. Si les associés survivants n'exercent pas leur droit de préemption en totalité, la société continuera entre les associés et les héritiers de l'associé décédé. Toutefois, les héritiers devront, sous peine d'être exclus de la gestion et des bénéfices jusqu'à régularisation, désigner dans les quatre mois du décès l'un d'eux ou un tiers qui les représentera dans tous les actes intéressant la Société.

**Art. 10.** La Société est administrée par un gérant nommé et révocable à l'unanimité de tous les associés.

**Art. 11.** Le gérant est investi de tous les pouvoirs les plus étendus pour agir en toute circonstance en nom et pour compte de la Société. La Société se trouve valablement engagée à l'égard des tiers par la signature individuelle de son gérant.

**Art. 12.** Le bilan est soumis à l'approbation des associés, qui décident de l'emploi des bénéfices. Les bénéfices sont répartis entre les associés en proportion de leurs parts sociales.

**Art. 13.** Les engagements des associés à l'égard des tiers sont fixés conformément aux articles 1862, 1863 et 1864 du Code Civil. Les pertes et dettes de la Société sont supportées par les associés en proportion du nombre de leurs parts dans la Société.

**Art. 14.** L'assemblée des associés se réunit aussi souvent que les intérêts de la société l'exigent sur convocation du gérant ou sur convocation d'un des associés. Une assemblée statutaire aura lieu obligatoirement le troisième vendredi de juin de chaque année à 15 heures afin de délibérer du bilan, du résultat de l'année écoulée et pour fixer la valeur des parts conformément à l'article 6. L'assemblée statue valablement sur tous les points de l'ordre du jour et ses décisions sont prises à la simple majorité des voix des associés présents ou représentés, chaque part donnant droit à une voix. Toutes modifications des statuts doivent être décidées à l'unanimité des associés.

**Art. 15.** En cas de dissolution, la liquidation sera faite par le gérant ou par les associés selon le cas, à moins que l'assemblée n'en décide autrement.

*Frais*

Les parties ont évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont à sa charge, en raison de sa constitution à 100 EUR.

*Assemblée générale extraordinaire*

A l'instant, les parties comparantes représentant l'intégralité du capital social se sont réunies en assemblée générale extraordinaire à laquelle elles se reconnaissent comme dûment convoquées, et après avoir constaté que celle-ci était régulièrement convoquée, et après avoir constaté que celle-ci était régulièrement constituée, elles ont pris les résolutions suivantes:

1. Monsieur VAUCLAIRE Nicolas, précité, est nommé gérant,
2. Le siège de la Société est établi à L-3397 Roeser, 2, Rue du Brill.

Lu, accepté et signé par les parties intervenantes.

Référence de publication: 2016078992/69.

(160044701) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 mars 2016.

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**Sirdi Invest S.A., Société Anonyme.**

Siège social: L-1940 Luxembourg, 370, route de Longwy.

R.C.S. Luxembourg B 134.003.

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CLÔTURE DE LIQUIDATION

*Extrait des résolutions prises par l'assemblée générale extraordinaire des actionnaires tenue au siège social le 21 septembre 2015*

*Troisième résolution*

L'assemblée générale prononce la clôture de la liquidation et constate que la société a définitivement cessé d'exister.

*Quatrième résolution*

L'assemblée générale décide que les livres et documents sociaux resteront déposés et conservés pendant la période légale chez Stratego International Sàrl, dont l'adresse actuelle est au 370, route de Longwy, L-1940 Luxembourg.

*Cinquième résolution*

L'assemblée générale confirme que le liquidateur a pris les mesures et réalisé les provisions nécessaires en vue de la consignation des sommes et valeurs revenant aux créanciers ou actionnaires.

Pour extrait conforme

Référence de publication: 2016079764/19.

(160045340) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mars 2016.

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**HPS SC Strategic Lux Sàrl II, Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 203.646.

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L'Associé Unique de la Société a pris les décisions suivantes:

- Démission de Jan Lubawinski de son poste de gérant B avec effet au 29 février 2016;
- Démission de Robert Jan Schol de son poste de gérant B avec effet au 29 février 2016;

- Nomination de Maximilien Dambax, né le 2 février 1981 à Tarbes, France, ayant pour adresse professionnelle le 5, rue Guillaume Kroll, L-1882 Luxembourg, Luxembourg, au poste de gérant B avec effet au 1 er mars 2016 et pour une période indéterminée;

- Nomination de Guillaume Sadler, né le 24 juin 1982 à Sarreguemines, France, ayant pour adresse professionnelle le 5, rue Guillaume Kroll, L-1882 Luxembourg, Luxembourg, au poste de gérant B avec effet au 1 er mars 2016 et pour une période indéterminée.

En date du 1 er mars 2016, le Conseil de Gérance de la Société a décidé de transférer le siège social de la Société du 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Luxembourg, au 37A, Avenue J.F. Kennedy, L-1855 Luxembourg, Luxembourg, avec effet immédiat.

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

HPS SC Strategic Lux Sàrl II
Manacor (Luxembourg) S.A.
*Mandataire*

Référence de publication: 2016079442/24.

(160045613) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mars 2016.

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**People Care S.A., Société Anonyme.**

**Capital social: EUR 31.000,00.**

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

R.C.S. Luxembourg B 174.600.

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*Extrait du procès-verbal du Conseil d'Administration tenu en date du 14 mars 2016 à Luxembourg*

*Première et unique résolution*

Le Conseil d'Administration décide de transférer avec effet immédiat le siège social de la Société du 50, route d'Esch L-1470 Luxembourg au 8, rue de Beggen, L-1220 Luxembourg.

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

PEOPLE CARE S.A.
Signatures

Référence de publication: 2016079668/15.

(160045372) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 mars 2016.

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**Project Minerva Holding S.à r.l., Société à responsabilité limitée.**

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 134.787.

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Il est notifié qu'en date du 17 mars 2016 la Société a pris la décision suivante:

- de la démission de Monsieur Christopher John Kingham en tant que gérant de la Société avec effet au 17 mars 2016.

La Société a également décidé de nommer:

- Monsieur Alexis Paul Joseph Prevot, né le 5 juin 1974 à Strasbourg (France), avec adresse professionnelle au 211, Corniche Street, P.O. Box 3600, Abu Dhabi, Emirats Arabes Unis, en tant que gérant de la Société avec effet au 17 mars 2016 et pour une durée indéterminée.

Résultant des décisions susmentionnées, le conseil de gérance de la Société est composé comme suit:

- M. Martinus Cornelis Johannes Weijermans, gérant;
- M. Robert van 't Hoeft, gérant;
- M. Marcus Jacobus Dijkerman, gérant;
- M. AlHallami Sultan Omran Sultan Matar, gérant;
- M Alexis Paul Joseph Prevot, gérant.

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

Project Minerva Holding S.à r.l.
Martinus Cornelis Johannes Weijermans
*Administrateur*

Référence de publication: 2016080991/23.

(160047285) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 mars 2016.

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