

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1760

16 juin 2016

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**Horacio, Société à responsabilité limitée.**

Siège social: L-2449 Luxembourg, 43, boulevard Royal.  
R.C.S. Luxembourg B 147.228.

Le Bilan au 31.12.2015 a été déposé au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

*Pour Sàrl Horacio*

Olivier HUBERT / Siegfried MARISSSENS

*Gérant / Gérant*

Référence de publication: 2016097561/12.

(160067734) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**HPPD S.A. SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.  
R.C.S. Luxembourg B 184.924.

Der Jahresabschluss vom 30. November 2015 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.  
Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2016097564/9.

(160068311) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Immowest Lux II S.à r.l., Société à responsabilité limitée unipersonnelle.**

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

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.  
R.C.S. Luxembourg B 125.552.

Les comptes annuels au 30 avril 2015 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.

*Un mandataire*

Référence de publication: 2016097570/10.

(160067731) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**HeidelbergCement Finance Luxembourg S.A., Société Anonyme.**

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.  
R.C.S. Luxembourg B 40.962.

Le Bilan et l'affectation du résultat au 31 décembre 2015 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 22/04/2016.

HeidelbergCement Finance Luxembourg S.A.

Bernhard Heidrich

*Administrateur*

Référence de publication: 2016097544/14.

(160067894) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Hastert Immo S.A., Société Anonyme.**

Siège social: L-7329 Heisdorf, 15, rue de Müllendorf.  
R.C.S. Luxembourg B 53.417.

Les comptes annuels au 31.12.2015 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: 2016097552/9.

(160068251) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Gulf Investors Agro, S.à r.l., Société à responsabilité limitée.**

**Capital social: USD 20.000,00.**

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.  
R.C.S. Luxembourg B 155.199.

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

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

*Pour la société*

*Un mandataire*

Référence de publication: 2016097526/12.

(160068290) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Franklin Templeton Series II Funds, Société d'Investissement à Capital Variable.**

Siège social: L-1246 Luxembourg, 8A, rue Albert Borschette.  
R.C.S. Luxembourg B 127.818.

Les comptes annuels au 31 octobre 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2016097514/10.

(160068360) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Franklin Templeton Shariah Funds, Société d'Investissement à Capital Variable.**

Siège social: L-1246 Luxembourg, 8A, rue Albert Borschette.  
R.C.S. Luxembourg B 169.965.

Les comptes annuels au 31 octobre 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2016097515/10.

(160068317) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Galileo Global Education S.à r.l., Société à responsabilité limitée.**

Siège social: L-1611 Luxembourg, 11, avenue de la Gare.  
R.C.S. Luxembourg B 164.857.

Les comptes annuels au 31 décembre 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2016097518/10.

(160068367) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Icopal Equity S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 2.500.000,00.**

Siège social: L-2134 Luxembourg, 56, rue Charles Martel.  
R.C.S. Luxembourg B 131.122.

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

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

*Pour la société*

*Un mandataire*

Référence de publication: 2016097568/12.

(160068303) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**KPI Residential Property 10 S.à r.l., Société à responsabilité limitée.**

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 112.704.

Les comptes annuels au 31 décembre 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2016097642/10.

(160068072) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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

Siège social: L-2128 Luxembourg, 22, rue Marie-Adélaïde.

R.C.S. Luxembourg B 126.464.

Les comptes annuels arrêtés au 31/12/14 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.

LAKE INVEST SARL

Société à responsabilité limitée

Référence de publication: 2016097645/12.

(160068288) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

**Level AP S.à r.l., Société à responsabilité limitée.**

Siège social: L-1740 Luxembourg, 42-44, rue de Hollerich.

R.C.S. Luxembourg B 156.955.

Les comptes annuels au 31 décembre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

*La gérance*

Référence de publication: 2016097647/10.

(160068241) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

**LuxScan Technologies S.à r.l., Société à responsabilité limitée.**

Siège social: L-4384 Ehlerange, Zare Ouest Ehlerange.

R.C.S. Luxembourg B 130.533.

Le bilan au 31 décembre 2015 a été déposé 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 25 avril 2016.

*Pour la société**Un mandataire*

Référence de publication: 2016097659/12.

(160068122) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

**Lagunare S.A., Société Anonyme.**

Siège social: L-1361 Luxembourg, 9, rue de l'Ordre de la Couronne de Chêne.

R.C.S. Luxembourg B 157.149.

Le Bilan au 31 DECEMBRE 2015 a été déposé au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg.

Référence de publication: 2016097660/10.

(160068036) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

**IEntourage S.A., Société Anonyme.**

Siège social: L-9227 Diekirch, 50, Esplanade.  
R.C.S. Luxembourg B 164.321.

Le bilan au 31.12.2015 a été déposé au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Diekirch, le 22 avril 2016.

*Pour la société*

COFICOM Trust S.à r.l.

B.P. 126

50, Esplanade

L-9227 DIEKIRCH

Signature

Référence de publication: 2016097586/16.

(160068287) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Ichdrasil S.A., Société Anonyme.**

Siège social: L-1140 Luxembourg, 79, route d'Arlon.  
R.C.S. Luxembourg B 51.385.

Les comptes annuels au 30.06.2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2016097585/9.

(160067721) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Immowest Lux VIII S.à r.l., Société à responsabilité limitée.**

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

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.  
R.C.S. Luxembourg B 126.508.

Les comptes annuels au 30 avril 2015 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.

*Un mandataire*

Référence de publication: 2016097576/10.

(160067791) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Inter Holding S.à r.l., Société à responsabilité limitée.**

Siège social: L-4040 Esch-sur-Alzette, 5, rue Xavier Brasseur.  
R.C.S. Luxembourg B 162.698.

Les comptes annuels au 31 mars 2015 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.

Inter Holding S.à r.l.

Référence de publication: 2016097578/10.

(160067951) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Hispaïmmo A.G., Société Anonyme.**

Siège social: L-1471 Luxembourg, 412F, route d'Esch.  
R.C.S. Luxembourg B 137.356.

Les comptes annuels au 31 décembre 2013 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: 2016097558/9.

(160067743) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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

Siège social: L-2449 Luxembourg, 25C, boulevard Royal.  
R.C.S. Luxembourg B 101.935.

Les Comptes Annuels clos au 31 décembre 2013 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 29 décembre 2014.

Pour extrait conforme

Signature

*Un mandataire*

Référence de publication: 2016097636/13.

(160068395) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Kiowatt S.A., Société Anonyme.**

Siège social: L-7795 Bissen, 6, Op der Poukewiss.  
R.C.S. Luxembourg B 143.047.

Les comptes annuels au 31.12.2015 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: 2016097638/9.

(160067848) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**KoMed Home Care S.A., Société Anonyme.**

Siège social: L-6630 Wasserbillig, 40-42, Grand-rue.  
R.C.S. Luxembourg B 62.470.

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

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

*LE CONSEIL D'ADMINISTRATION*

Référence de publication: 2016097630/10.

(160068240) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Kenross Lux Two S.à r.l., Société à responsabilité limitée.**

Siège social: L-1420 Luxembourg, 5, avenue Gaston Diderich.  
R.C.S. Luxembourg B 175.056.

Les comptes annuels au 31 août 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2016097634/10.

(160067690) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Linten S.A., Société Anonyme.**

Siège social: L-1219 Luxembourg, 23, rue Beaumont.  
R.C.S. Luxembourg B 155.459.

Le bilan au 31 décembre 2015 a été déposé 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 11 avril 2016.

*POUR LE CONSEIL D'ADMINISTRATION*

Signature

Référence de publication: 2016097670/12.

(160068151) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Link Consult S.A., Société Anonyme.**

Siège social: L-8813 Bigonville, 14, rue du Village.  
R.C.S. Luxembourg B 109.324.

Le bilan et le compte de pertes et profits abrégés au 31/12/2015 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.

Fiduciaire COFIGEST S.A.R.L.  
Platinerei, 8 - L-8552 OBERPALLEN  
Isabelle PHILIPIN

Référence de publication: 2016097669/13.

(160068236) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**LMVL S.A., Société Anonyme.**

Siège social: L-1651 Luxembourg, 15-17, avenue Guillaume.  
R.C.S. Luxembourg B 100.311.

Les comptes annuels au 31 décembre 2015 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: 2016097672/9.

(160068092) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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

Siège social: L-1471 Luxembourg, 228, route d'Esch.  
R.C.S. Luxembourg B 168.848.

Les comptes annuels au 31.12.2015 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.

Echternach, le 25 avril 2016.

Signature.

Référence de publication: 2016097661/10.

(160068205) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**LBREP III BC S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 1.000.000,00.**

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.  
R.C.S. Luxembourg B 132.552.

Les comptes annuels au 31 décembre 2015 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 22 avril 2016.

Référence de publication: 2016097665/10.

(160067546) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Médiatteam SA, Société Anonyme.**

Siège social: L-1611 Luxembourg, 41, avenue de la Gare.  
R.C.S. Luxembourg B 40.571.

Les comptes annuels au 31/12/2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 22/04/2016.

GMT Fiduciaire S.A.  
Luxembourg

Référence de publication: 2016097688/12.

(160067795) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

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**Arena Wealth Management S.A., Société Anonyme.**

Siège social: L-1946 Luxembourg, 15, rue Louvigny.

R.C.S. Luxembourg B 144.237.

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Les comptes annuels au 31 décembre 2015 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 21 avril 2016.

Arnar Gudmundsson / Thorsteinn Olafsson

*Direction autorisée / Direction autorisée*

Référence de publication: 2016096580/12.

(160066751) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 avril 2016.

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**AG Groupe S.à.r.l., Société à responsabilité limitée.**

Siège social: L-8538 Hovelange, 29, Haaptstrooss.

R.C.S. Luxembourg B 198.729.

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Le bilan au 31 décembre 2015 a été déposé 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 22 avril 2016.

Signature

*Un mandataire*

Référence de publication: 2016096606/12.

(160067021) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 avril 2016.

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**Äert Sekretariat S.à r.l., Société à responsabilité limitée.**

Siège social: L-5326 Contern, 8, rue Goell.

R.C.S. Luxembourg B 68.689.

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Les comptes annuels au 31.12.2015 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.  
Ehnen, le 21 avril 2016.

Référence de publication: 2016096550/10.

(160066896) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 avril 2016.

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**Epicerie La Portugaise, S.à r.l., Société à responsabilité limitée.**

Siège social: L-4756 Pétange, 11, place du Marché.

R.C.S. Luxembourg B 161.532.

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Les comptes annuels au 31 Décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2016096551/10.

(160067067) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 avril 2016.

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**Epicerie La Portugaise, S.à r.l., Société à responsabilité limitée.**

Siège social: L-4756 Pétange, 11, place du Marché.

R.C.S. Luxembourg B 161.532.

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Les Comptes annuels au 31 Décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2016096552/10.

(160067201) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 avril 2016.

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**Belmont (LUX) HAEK, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.**

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

R.C.S. Luxembourg B 146.439.

Le bilan du 1<sup>er</sup> avril 2011 au 31 mars 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Citico Fund Services (Luxembourg) S.A.

Victoria Bournizel / John Christian

*Account Manager / Senior Account Manager*

Référence de publication: 2016096654/12.

(160067426) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 avril 2016.

**Basler Fashion Luxco S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 20.833,35.**

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

R.C.S. Luxembourg B 132.918.

Les comptes annuels au 31 October 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour Basler Fashion Luxco S.à.r.l.

*Un Mandataire*

Référence de publication: 2016096651/11.

(160066908) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 avril 2016.

**Basler HoldCo S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 307.625,00.**

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

R.C.S. Luxembourg B 117.112.

Les comptes annuels au 31 October 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

*Pour Basler Holdco S.à.r.l.*

*Un Mandataire*

Référence de publication: 2016096652/11.

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**Alpha International Top Lux, Société à responsabilité limitée.**

**Capital social: EUR 4.538.593,80.**

Siège social: L-2240 Luxembourg, 8, rue Notre-Dame.

R.C.S. Luxembourg B 201.473.

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

Before us, Maître Jacques Kessler, notary residing in Pétange, Grand Duchy of Luxembourg,

THERE APPEARED:

(i) CCP X No. 1 LP, a limited partnership existing under the laws of England, represented by Charterhouse GP LLP, a limited liability partnership organised and existing under the laws of England, having its registered office at 7<sup>th</sup> floor, Warwick Court, Paternoster Square, London EC4M 7 DX, England, registered with the Companies House under registration number OC394686;

(ii) CCP X No. 2 LP, a limited partnership existing under the laws of England, represented by Charterhouse GP LLP, a limited liability partnership organised and existing under the laws of England, having its registered office at 7<sup>th</sup> floor, Warwick Court, Paternoster Square, London EC4M 7 DX, England, registered with the Companies House under registration number OC394686; and

(iii) CCP X Co-investment LP, a limited partnership existing under the laws of England, represented by Charterhouse GP LLP, a limited liability partnership organised and existing under the laws of England, having its registered office at 7

<sup>th</sup> floor, Warwick Court, Paternoster Square, London EC4M 7 DX, England, registered with the Companies House under registration number OC394686;

here all duly represented by Ms. Stessie Soccio, professionally residing in Luxembourg, by virtue of proxies, given under private seal.

The said proxies, initialled *ne varietur* by the proxyholder of the appearing parties and the notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

Such appearing parties are all the shareholders of Alpha International Top Lux, a société à responsabilité limitée, with a share capital of fifteen thousand euro (EUR 15,000.-), having its registered office at 8, rue Notre-Dame, L-2240 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 201.473, incorporated pursuant to a deed of Maître Jacques Kessler, notary residing in Pétange, Grand Duchy of Luxembourg, on 10 November 2015, not yet published in the Mémorial C, Recueil des Sociétés et Associations (hereinafter the "Company").

The appearing parties representing the entire share capital declare having waived any notice requirement, the general meeting of shareholders is regularly constituted and may validly deliberate on all the items of the following agenda:

#### *Agenda*

1. Decrease of the nominal value of the shares from one euro (EUR 1.-) to zero euro and one cent (EUR 0.01) per share;
2. Creation of ten (10) new classes of shares in the share capital of the Company;
3. Increase of the share capital of the Company from its current amount of fifteen thousand euro (EUR 15,000.-) represented by one million five hundred thousand (1,500,00) shares with a nominal value of zero euro and one cent (EUR 0.01) each up to four million five hundred fifty-three thousand five hundred ninety-three euro and eighty cent (EUR 4,553,593.80) through the issuance of four hundred fifty-three million eight hundred fifty-nine thousand three hundred eighty (453,859,380) shares of ten (10) different classes with a nominal value of zero euro and one cent (EUR 0.01) per share;
4. Reduction of the share capital of the Company by an amount of fifteen thousand euro (EUR 15,000.-) in order to reduce it from its present amount of four million five hundred fifty-three thousand five hundred ninety-three euro and eighty cent (EUR 4,553,593.80) represented by four hundred fifty-five million three hundred fifty-nine thousand three hundred eighty (455,359,380) shares with a nominal value of zero euro and one cent (EUR 0.01) each to four million five hundred thirty-eight thousand five hundred ninety-three euro and eighty cent (EUR 4,538,593.80) by cancellation of (1,500,000) shares with a nominal value of zero euro and one cent (EUR 0.01) each;
5. Decision to fully restate the articles of association of the Company;
6. Approval of Crescent Mezzanine Partners VII, L.P., Crescent Mezzanine Partners VII (LTL), L.P., Crescent Mezzanine Partners VIIIB (Cayman), L.P., Crescent Mezzanine Partners VIIC, L.P., Crescent Mezzanine Partners VIIC (LTL), L.P. as new shareholders of the Company pursuant to a securities transfer agreement to be entered into with the Company on or around 27 January 2016; and
7. Miscellaneous.

Having duly considered each item on the agenda, the general meeting of shareholders unanimously takes, and requires the undersigned notary to enact, the following resolutions:

#### *First resolution*

The general meeting of shareholders resolves to decrease the nominal value of the shares from one euro (EUR 1.-) to zero euro and one cent (EUR 0.01). In light of the foregoing, the general meeting of shareholders resolves to convert the fifteen thousand (15,000) existing shares, with a nominal value of one euro (EUR 1.-) each into one million five hundred thousand (1,500,000) shares, with a nominal value of zero euro and one cent (EUR 0.01) each.

Further to this decrease, CCP X No. 1 LP, aforementioned, shall hold sixty thousand six hundred (60,600) shares, CCP X No. 2 LP, aforementioned, shall hold one million three hundred eighty-six thousand two hundred (1,386,200) shares and CCP X Co-Investment LP, aforementioned, shall hold fifty-three thousand two hundred (53,200) shares.

Pursuant to this decrease of the nominal value, the articles of association shall be amended and Article 5 thereof shall be read as set out in the fifth resolution of the present deed which contains the fully restated and amended articles of association of the Company.

#### *Second resolution*

The general meeting of shareholders resolves to create ten (10) new classes of shares in the share capital of the Company as follows: the class A shares (the "Class A Shares"), the class B shares (the "Class B Shares"), the class C shares (the "Class C Shares"), the class D shares (the "Class D Shares"), the class E shares (the "Class E Shares"), the class F shares (the "Class F Shares"), the class G shares (the "Class G Shares"), the class H shares (the "Class H Shares"), the class I shares (the "Class I Shares") and the class J shares (the "Class J Shares") (the Class A Shares, the Class B Shares, the Class C Shares, the Class D Shares, the Class E Shares, the Class F Shares, the Class G Shares, the Class H Shares, the Class I Shares and the Class J Shares are collectively referred to as the "Alphabet Shares").

The terms applicable to the Alphabet Shares are more specifically set out in the fifth resolution of the present deed which contains the fully restated and amended articles of association of the Company.

*Third resolution*

The general meeting of shareholders resolves to increase the share capital of the Company by an amount of four million five hundred thirty-eight thousand five hundred ninety-three euro and eighty cent (EUR 4,538,593.80) so as to raise it from fifteen thousand euro (EUR 15,000.-) represented by one million five hundred thousand (1,500,000) shares with a nominal value of zero euro and one cent (EUR 0.01) each, up to four million five hundred fifty-three thousand five hundred ninety-three euro and eighty cent (EUR 4,553,593.80) through the issuance of:

- a. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class A Shares;
- b. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class B Shares;
- c. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class C Shares;
- d. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class D Shares;
- e. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class E Shares;
- f. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class F Shares;
- g. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class G Shares;
- h. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class H Shares;
- i. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class I Shares; and
- j. forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) Class J Shares.

The four hundred fifty-three million eight hundred fifty-nine thousand three hundred eighty (453,859,380) new Alphabet Shares issued have been subscribed as follows:

- eighteen million four hundred forty-eight thousand nine hundred ten (18,448,910) Alphabet Shares of different classes with a nominal value of zero euro and one cent (EUR 0.01) each and divided as follows:

- a. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class A Shares;
- b. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class B Shares;
- c. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class C Shares;
- d. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class D Shares;
- e. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class E Shares;
- f. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class F Shares;
- g. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class G Shares;
- h. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class H Shares;
- i. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class I Shares; and
- j. one million eight hundred forty-four thousand eight hundred ninety-one (1,844,891) Class J Shares.

have been subscribed by CCP X No. 1 LP, aforementioned, and fully paid-up by a contribution in cash consisting of one million eight hundred forty-four thousand eight hundred ninety-one euro and four cent (EUR 1,844,891.04) out of which:

\* one hundred eighty-four thousand four hundred eighty-nine euro and ten cent (EUR 184,489.10) shall be allocated to the share capital of the Company; and

\* one million six hundred sixty thousand four hundred one euro and ninety-four cent (EUR 1,660,401.94) shall be allocated to the share premium account of the Company.

- four hundred thirty-five million four hundred ten thousand four hundred seventy (435,410,470) Alphabet Shares of different classes with a nominal value of zero euro and one cent (EUR 0.01) each and divided as follows:

- a. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class A Shares;
- b. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class B Shares;
- c. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class C Shares;
- d. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class D Shares;
- e. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class E Shares;
- f. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class F Shares;
- g. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class G Shares;
- h. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class H Shares;
- i. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class I Shares; and
- j. forty-three million five hundred forty-one thousand forty-seven (43,541,047) Class J Shares.

have been subscribed by CCP X No. 2 LP, aforementioned, and fully paid-up by a contribution in cash consisting of forty-three million five hundred forty-one thousand forty-six euro and ninety-six cent (EUR 43,541,046.96) out of which:

\* four million three hundred fifty-four thousand one hundred four euro and seventy cent (EUR 4,354,104.70) shall be allocated to the share capital of the Company; and

\* thirty-nine million one hundred eighty-six thousand nine hundred forty-two euro and twenty-six cent (EUR 39,186,942.26) shall be allocated to the share premium account of the Company.

The general meeting of shareholders agrees to the subscription of the Alphabet Shares divided into the Class A Shares, the Class B Shares, the Class C Shares, the Class D Shares, the Class E Shares, the Class F Shares, the Class G Shares, the Class H Shares, the Class I Shares and the Class J Shares by respectively CCP X No. 1 LP and CCP X No. 2 LP.

The Alphabet Shares so subscribed have been fully paid-up by a contribution in cash consisting of forty-five million three hundred eighty-five thousand nine hundred thirty-eight euro (EUR 45,385,938.-) so that the amount of forty-five million three hundred eighty-five thousand nine hundred thirty-eight euro (EUR 45,385,938) is as of now available to the Company. The proof of the existence of the above contribution has been produced to the Company.

The total contribution in the amount of forty-five million three hundred eighty-five thousand nine hundred thirty-eight euro (EUR 45,385,938.-) shall be allocated as follows:

- four million five hundred thirty-eight thousand five hundred ninety-three euro and eighty cent (EUR 4,538,593.80) shall be allocated to the share capital of the Company; and

- forty million eight hundred forty-seven thousand three hundred forty-four euro and twenty cent (EUR 40,847,344.20) shall be allocated to the share premium account of the Company.

#### *Fourth resolution*

The general meeting of shareholders, having reviewed the interim financial statements of the Company, resolves to reduce the share capital of the Company by an amount of fifteen thousand euro (EUR 15,000.-) in order to reduce it from its present amount of four million five hundred fifty-three thousand five hundred ninety-three euro and eighty cent (EUR 4,553,593.80) represented by four hundred fifty-five million three hundred fifty-nine thousand three hundred eighty (455,359,380) shares with a nominal value of zero euro and one cent (EUR 0.01) each to four million five hundred thirty-eight thousand five hundred ninety-three euro and eighty cent (EUR 4,538,593.80) by cancellation of one million five hundred thousand (1,500,000) shares with a nominal value of zero euro and one cent (EUR 0.01) each.

As a consequence of the cancellation of the shares, the shareholders shall receive an amount corresponding to the nominal value of the shares cancelled which they held, as follows:

- CCP X No. 1 LP, aforementioned, shall receive an amount six hundred six euro (EUR 606.-) for sixty thousand six hundred (60,600) shares;

- CCP X No. 2 LP, aforementioned, shall receive an amount of thirteen thousand eight hundred sixty-two euro (EUR 13,862.-) for one million three hundred eighty-six thousand two hundred (1,386,200) shares; and

- CCP X Co-investment LP, aforementioned, shall receive an amount of five hundred thirty-two euro (EUR 532.-) for fifty-three thousand two hundred (53,200) shares.

#### *Fifth resolution*

As a consequence of the above mentioned resolutions, the general meeting of shareholders resolves to amend and fully restate the articles of association of the Company, without amending its purpose, which shall henceforth be read as follows:

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

**Art. 1. Name - Legal Form.** There exists a private limited company (société à responsabilité limitée) under the name “Alpha International Top Lux” (hereinafter the “Company”) which shall be governed by the law of 10 August 1915 concerning commercial companies, as amended (the “Law”), as well as by the present articles of association.

#### **Art. 2. Purpose.**

2.1 The purpose of the Company is the holding of participations in any form whatsoever in Luxembourg and foreign companies and in any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio.

2.2 The Company may further guarantee, grant security, grant loans or otherwise assist the companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company.

2.3 The Company may, except by way of public offering, raise funds especially through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type.

2.4 The Company may also act as a partner/shareholder with unlimited or limited liability for the debts and obligations of any Luxembourg or foreign entity.

2.5 The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it considers useful for the accomplishment of these purposes.

#### **Art. 3. Duration.**

3.1 The Company is incorporated for an unlimited period of time.

3.2 It may be dissolved at any time and with or without cause by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.

#### **Art. 4. Registered office.**

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

4.2 Within the same municipality, the registered office may be transferred by means of a decision of the board of managers. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association.

4.3 Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the board of managers.

4.4 In the event that the board of managers determines that extraordinary political, economic or social circumstances or natural disasters have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances; such temporary measures shall not affect the nationality of the Company which, notwithstanding the temporary transfer of its registered office, shall remain a Luxembourg company.

### **B. Share capital - Shares**

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

5.1 The Company's share capital is set at four million five hundred thirty-eight thousand five hundred ninety-three euro and eighty cent (EUR 4,538,593.80), represented by forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class A shares (the "Class A Shares"), forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class B shares (the "Class B Shares"), forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class C shares (the "Class C Shares"), forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class D shares (the "Class D Shares"), forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class E shares (the "Class E Shares"), forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class F shares (the "Class F Shares"), forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class G shares (the "Class G Shares"), forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class H shares (the "Class H Shares"), forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class I shares (the "Class I Shares") and forty-five million three hundred eighty-five thousand nine hundred thirty-eight (45,385,938) class J shares (the "Class J Shares") (the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, the Class H Shares, the Class I Shares and the Class J Shares are collectively referred to as the "Shares" and each a "Class"), with a nominal value of zero euro and one cent (EUR 0.01) each.

5.2 The Company's share capital may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.

5.3 The Company may redeem its own shares.

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

6.1 The Company's share capital is divided into shares, each of them having the same nominal value.

6.2 The shares of the Company are in registered form.

6.3 The Company may have one or several shareholders, with a maximum of forty (40) shareholders.

6.4 Death, suspension of civil rights, dissolution, bankruptcy or insolvency or any other similar event regarding any of the shareholders shall not cause the dissolution of the Company.

6.5 The share capital of the Company may be reduced through the cancellation of a Class, in whole but not in part, consisting in the repurchase and cancellation of all Shares in issue of such Class as may be determined from time to time by the board of managers.

6.6 The Shares shall be repurchased in reverse alphabetical order of the Classes, starting with the Class J Shares.

6.7 Subsequent Classes shall only become available for repurchase once all the Shares of the preceding Class have been repurchased in full. Each Class becoming available for repurchase according to the rule specified in this article 6 shall be referred to as the "Relevant Class of Shares".

6.8 The Relevant Class of Shares shall be repurchased and cancelled for an aggregate price equal to the fair market value of such Class as determined in article 6.11 below (the "Total Cancellation Amount").

6.9 In the event of a reduction of share capital through the repurchase and the cancellation of a Class (in the order provided for in article 6.6), such Class gives right to the holders thereof pro rata to their holding in such Class to the Available Amount (as defined below) and the holders of Shares of the repurchased and cancelled Class shall receive from the Company an amount equal to the Cancellation Value Per Share (as defined below) for each Share of the Relevant Class of Shares held by them and cancelled.

6.10 The Cancellation Value Per Share shall be calculated by dividing the Total Cancellation Amount (as defined below) by the number of Shares in issue in the class of Shares to be repurchased and cancelled.



6.11 The Total Cancellation Amount shall be an amount determined by the board of managers on the basis of the relevant interim accounts of the Company as of a date not more than eight (8) days before the date of the repurchase and cancellation of the relevant Class. The Total Cancellation Amount for each Class shall be the Available Amount (increased by the nominal value per share to be cancelled) of the relevant Class at the time of the cancellation of the relevant Class unless otherwise resolved by the board of managers provided however that the Total Cancellation Amount shall never be higher than such Available Amount (increased by the nominal value per share to be cancelled). The board of managers can choose to include or exclude in its determination of the Total Cancellation Amount, the freely distributable share or assimilated premium either in part or in totality.

6.12 The Available Amount shall be the total amount of net profits of the Company (including carried forward profits) to the extent the holders of Shares of the relevant Class would have been entitled to distributions according to articles 22 and/or 23 of these articles of association, (i) increased by any freely distributable reserves including, as the case may be, the amount of the share premium or assimilated premium and legal reserve reduction relating to the relevant Class to be cancelled, and (ii) reduced by (a) any losses (including carried forward losses), (b) any sums to be placed into non-distributable reserves, each time as set out in the relevant interim accounts and (c) any accrued and unpaid dividends to the extent those have not already reduced the NP (without for the avoidance of doubt, any double counting) so that:  $AA = (NP + P) - (L + LR + LD)$ . Whereby: AA= Available Amount; NP= net profits (including carried forward profits); P= any freely distributable reserves including, as the case may be, the amount of the share premium reduction and legal reserve reduction relating to the Class to be cancelled; L= losses (including carried forward losses); LR = any sums to be placed into non-distributable reserve(s) pursuant to the requirements of law or of these articles of association; LD = any accrued and unpaid dividends to the extent those have not already reduced the NP.

6.13 Upon the repurchase and cancellation of the Shares of the relevant Class, the Cancellation Value Per Share will become due and payable by the Company.

#### **Art. 7. Register of shares - Transfer of shares.**

7.1 A register of shares shall be kept at the registered office of the Company, where it shall be available for inspection by any shareholder. This register shall contain all the information required by the Law. Certificates of such registration may be issued upon request and at the expense of the relevant shareholder.

7.2 The Company will recognise only one holder per share. In case a share is owned by several persons, they shall appoint a single representative who shall represent them towards the Company. The Company has the right to suspend the exercise of all rights attached to that share until such representative has been appointed.

7.3 The shares are freely transferable among shareholders.

7.4 Inter vivos, the shares may only be transferred to new shareholders subject to the approval of such transfer given by the shareholders at a majority of three quarters of the share capital.

7.5 Any transfer of shares shall become effective towards the Company and third parties through the notification of the transfer to, or upon the acceptance of the transfer by the Company in accordance with article 1690 of the Civil Code.

7.6 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 surviving shareholders representing three quarters of the rights owned by the surviving shareholders. Such approval is, however, not required in case the shares are transferred either to parents, descendants or the surviving spouse or any other legal heir of the deceased shareholder.

### **C. Decisions of the shareholders**

#### **Art. 8. Collective decisions of the shareholders.**

8.1 The general meeting of shareholders is vested with the powers expressly reserved to it by law and by these articles of association.

8.2 Each shareholder may participate in collective decisions irrespective of the number of shares which he owns.

8.3 In case and as long as the Company has not more than twenty-five (25) shareholders, collective decisions otherwise conferred on the general meeting of shareholders may be validly taken by means of written resolutions. In such case, each shareholder shall receive the text of the resolutions or decisions to be taken expressly worded and shall cast his vote in writing.

8.4 In the case of a sole shareholder, such shareholder shall exercise the powers granted to the general meeting of shareholders under the provisions of section XII of the Law and by these articles of association. In such case, any reference made herein to the "general meeting of shareholders" shall be construed as a reference to the sole shareholder, depending on the context and as applicable, and powers conferred upon the general meeting of shareholders shall be exercised by the sole shareholder.

**Art. 9. General meetings of shareholders.** The meetings of shareholders may be held at such place and time as may be specified in the respective convening notices of meeting. If all of the shareholders are present or represented at a general meeting of shareholders and have waived any convening requirement, the meeting may be held without prior notice or publication.

**Art. 10. Quorum and vote.**

10.1 Each shareholder is entitled to as many votes as he holds shares.

10.2 Save for a higher majority provided in these articles of association or by law, collective decisions of the Company's shareholders are only validly taken in so far as they are adopted by shareholders holding more than half of the share capital. If this majority is not reached in a first meeting or proposed written resolution, the shareholders may be convened a second time with the same agenda or receive such proposed written resolution a second time by registered letter, decisions are validly adopted in so far as they are adopted by a majority of the votes validly cast whichever is the fraction of the share capital represented.

**Art. 11. Change of nationality.** The shareholders may change the nationality of the Company only by unanimous consent.

**Art. 12. Amendments of the articles of association.** Any amendment of the articles of association requires the approval of (i) a majority of shareholders (ii) representing three quarters of the share capital at least.

**D. Management****Art. 13. Powers of the sole manager - Composition and powers of the board of managers.**

13.1 The Company shall be managed by one or several managers. If the Company has several managers, the managers form a board of managers.

13.2 If the Company is managed by one manager, to the extent applicable and where the term "sole manager" is not expressly mentioned in these articles of association, a reference to the "board of managers" used in these articles of association is to be construed as a reference to the "sole manager".

13.3 The board of managers is vested with the broadest powers to act in the name of the Company and to take any actions necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by the Law or by these articles of association to the general meeting of shareholders.

**Art. 14. Appointment, removal and term of office of managers.**

14.1 The manager(s) shall be appointed by the general meeting of shareholders which shall determine their remuneration and term of office. The general meeting of shareholders may decide to appoint managers of different classes, namely class A managers (the "Class A Managers") and class B managers (the "Class B Managers"). Any reference made hereinafter to the "managers" shall be construed as a reference to the Class A Managers and/or the Class B Managers, depending on the context and as applicable.

14.2 The managers shall be appointed and may be removed from office at any time, with or without cause, by a decision of the shareholders representing more than half of the Company's share capital.

**Art. 15. Vacancy in the office of a manager.**

15.1 In the event of a vacancy in the office of a manager because of death, legal incapacity, bankruptcy, resignation or otherwise, this vacancy may be filled on a temporary basis and for a period of time not exceeding the initial mandate of the replaced manager by the remaining managers until the next meeting of shareholders which shall resolve on the permanent appointment, in compliance with the applicable legal provisions.

15.2 In case the vacancy occurs in the office of the Company's sole manager, such vacancy must be filled without undue delay by the general meeting of shareholders.

**Art. 16. Convening meetings of the board of managers.**

16.1 The board of managers shall meet upon call by any manager. The meetings of the board of managers shall be held at the registered office of the Company unless otherwise indicated in the notice of meeting.

16.2 Written notice of any meeting of the board of managers must be given to managers twenty-four (24) hours at least in advance of the time scheduled for the meeting, except in case of emergency, in which case the nature and the reasons of such emergency must be mentioned in the notice. Such notice may be omitted in case of assent of each manager in writing, by facsimile, electronic mail or any other similar means of communication, a copy of such signed document being sufficient proof thereof. No prior notice shall 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 which has been communicated to all managers.

16.3 No prior notice shall be required in case all managers are present or represented at a board meeting and waive any convening requirement or in the case of resolutions in writing approved and signed by all members of the board of managers.

**Art. 17. Conduct of meetings of the board of managers.**

17.1 The board of managers may elect among its members a chairman. It may also choose a secretary, who does not need to be a manager and who shall be responsible for keeping the minutes of the meetings of the board of managers.

17.2 The chairman, if any, shall chair all meetings of the board of managers. In his absence, the board of managers may appoint another manager as chairman pro tempore by vote of the majority of managers present or represented at any such meeting.

17.3 Any manager may act at any meeting of the board of managers by appointing another manager as his proxy either in writing, or by facsimile, electronic mail or any other similar means of communication, a copy of the appointment being sufficient proof thereof. A manager may represent one or more but not all of the other managers.

17.4 Meetings of the board of managers may also be held by conference-call or video conference or by any other means of communication, allowing all persons participating at such meeting to hear one another on a continuous basis and allowing an effective participation in the meeting. Participation in a meeting by these means is equivalent to participation in person at such meeting and the meeting is deemed to be held at the registered office of the Company.

17.5 The board of managers may deliberate or act validly only if at least a majority of the managers are present or represented at a meeting of the board of managers. In the event the general meeting of shareholders has appointed different classes of managers, the board of managers may deliberate or act validly only if at least one (1) Class A Manager and one (1) Class B Manager is present or represented at the meeting.

17.6 Decisions shall be taken by a majority vote of the managers present or represented at such meeting. In the event the general meeting of shareholders has appointed different classes of managers, decisions shall be taken by a majority of the managers present or represented including at least one (1) Class A Manager and one (1) Class B Manager. The chairman, if any, shall have a casting vote.

17.7 The board of managers may unanimously pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each manager may express his consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature.

**Art. 18. Minutes of the meeting of the board of managers; Minutes of the decisions of the sole manager.**

18.1 The minutes of any meeting of the board of managers shall be signed by (i) the chairman, if any or in his absence by the chairman pro tempore, and the secretary (if any), or (ii) any two (2) managers or, by one (1) Class A Manager and one (1) Class B Manager if applicable. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, if any, or by two (2) managers or, by one (1) Class A Manager and one (1) Class B Manager if applicable.

18.2 Decisions of the sole manager shall be recorded in minutes which shall be signed by the sole manager. Copies or excerpts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the sole manager.

**Art. 19. Dealing with third parties.** The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole manager, or if the Company has several managers by the joint signatures of one (1) Class A Manager and one (1) Class B Manager if applicable, or (ii) by the joint signatures or the sole signature of any person(s) to whom such signatory power may have been delegated by the board of managers within the limits of such delegation.

**E. Audit and supervision**

**Art. 20. Auditor(s).**

20.1 In case and as long as the Company has more than twenty-five (25) shareholders, the operations of the Company shall be supervised by one or several statutory auditors (commissaire(s)). The general meeting of shareholders shall appoint the statutory auditor(s) and shall determine their term of office.

20.2 A statutory auditor may be removed at any time, without notice and with or without cause by the general meeting of shareholders.

20.3 The statutory auditor has an unlimited right of permanent supervision and control of all operations of the Company.

20.4 If the shareholders of the Company appoint one or more independent auditors (réviseur(s) d'entreprises agréé(s)) in accordance with article 69 of the law of 19 December 2002 regarding the trade and companies register and the accounting and annual accounts of undertakings, as amended, the institution of statutory auditor(s) is suppressed.

20.5 An independent auditor may only be removed by the general meeting of shareholders with cause or with its approval.

**F. Financial year - Annual accounts - Allocation of profits - Interim dividends**

**Art. 21. Financial year.** The financial year of the Company shall begin on the first of January of each year and shall end on the thirty-first of December of the same year.

**Art. 22. Annual accounts and allocation of profits.**

22.1 At the end of each financial year, the accounts are closed and the board of managers draws up an inventory of the Company's assets and liabilities, the balance sheet and the profit and loss accounts in accordance with the law.

22.2 Of the annual net profits of the Company, five per cent (5%) at least shall be allocated to the legal reserve. This allocation shall cease to be mandatory as soon and as long as the aggregate amount of such reserve amounts to ten per cent (10%) of the share capital of the Company.

22.3 Sums contributed to a reserve of the Company by a shareholder may also be allocated to the legal reserve if the contributing shareholder agrees to such allocation.

22.4 In case of a share capital reduction, the Company's legal reserve may be reduced in proportion so that it does not exceed ten per cent (10%) of the share capital.



22.5 Upon recommendation of the board of managers, the general meeting of shareholders shall determine how the remainder of the Company's profits shall be used in accordance with the Law and these articles of association.

22.6 In the event of a distribution, amounts distributed shall be allocated as follows:

- (i) Class A Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point fifty per cent (0.50%) per year of the nominal value of the Class A Shares issued by the Company;
  - (ii) Class B Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point forty-five per cent (0.45%) per year of the nominal value of the Class B Shares issued by the Company;
  - (iii) Class C Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point forty per cent (0.40%) per year of the nominal value of the Class C Shares issued by the Company;
  - (iv) Class D Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point thirty-five per cent (0.35%) per year of the nominal value of the Class D Shares issued by the Company;
  - (v) Class E Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point thirty per cent (0.30%) per year of the nominal value of the Class E Shares issued by the Company;
  - (vi) Class F Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point twenty-five per cent (0.25%) per year of the nominal value of the Class F Shares issued by the Company;
  - (vii) Class G Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point twenty per cent (0.20%) per year of the nominal value of the Class G Shares issued by the Company;
  - (viii) Class H Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point fifteen per cent (0.15%) per year of the nominal value of the Class H Shares issued by the Company;
  - (ix) Class I Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point ten per cent (0.10%) per year of the nominal value of the Class I Shares issued by the Company; and
  - (x) Class J Shares entitle their holders, pro rata, to the payment of a preferential dividend representing zero point five per cent (0.05%) per year of the nominal value of the Class J Shares issued by the Company;
- all as long as they are in existence, and
- (xi) the remainder shall be distributed to the Relevant Class of Shares.

**Art. 23. Interim dividends - Share premium and assimilated premiums.**

23.1 The board of managers may decide to pay interim dividends on the basis of interim financial statements prepared by the board of managers showing that sufficient funds are available for distribution and in accordance with the provisions of article 22 of these articles of association. The amount to be distributed may not exceed realized profits since the end of the last financial year of which the annual accounts have been approved, increased by profits carried forward and distributable reserves, but decreased by losses carried forward and sums to be allocated to a reserve which the Law or these articles of association do not allow to be distributed.

23.2 Any share premium, assimilated premium or other distributable reserve may be freely distributed to the shareholders subject to the provisions of the Law and in accordance with the provisions of article 22 of these articles of association.

**G. Liquidation**

**Art. 24. Liquidation.**

24.1 In the event of dissolution of the Company in accordance with article 3.2 of these articles of association, the liquidation shall be carried out by one or several liquidators who are appointed by the general meeting of shareholders deciding such dissolution and which shall determine their powers and their compensation. Unless otherwise provided, the liquidators shall have the most extensive powers for the realisation of the assets and payment of the liabilities of the Company.

24.2 The surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the shareholders in proportion to the number of shares of the Company held by them.

**H. Final clause - Governing law**

**Art. 25. Governing law.** All matters not governed by these articles of association shall be determined in accordance with the Law.

*Sixth resolution*

Pursuant to article 189 of the Luxembourg law of 10 August 1915 regarding commercial companies (as amended), the general meeting unanimously approves the following entities:

- Crescent Mezzanine Partners VII, L.P., a limited partnership organised and existing under the laws of the State of Delaware (United States of America), having its registered office at 2711 Centerville Road, Suite 400, Wilmington 19808, State of Delaware (United States of America);
- Crescent Mezzanine Partners VII (LTL), L.P., a limited partnership organised and existing under the laws of the State of Delaware (United States of America), having its registered office at 2711 Centerville Road, Suite 400, Wilmington 19808, State of Delaware (United States of America);

- Crescent Mezzanine Partners VIIB (Cayman), L.P., a limited partnership organised and existing under the laws of the Cayman Islands, having its registered office at 94 Solaris Avenue, Cayman Bay, PO Box 1348, Grand Cayman KY1-1108, Cayman Islands;

- Crescent Mezzanine Partners VIIC, L.P., a limited partnership organised and existing under the laws of the State of Delaware (United States of America), having its registered office at 2711 Centerville Road, Suite 400, Wilmington 19808, State of Delaware (United States of America); and

- Crescent Mezzanine Partners VIIC (LTL), L.P., a limited partnership organised and existing under the laws of the State of Delaware (United States of America), having its registered office at 2711 Centerville Road, Suite 400, Wilmington 19808, State of Delaware (United States of America);

as new shareholders of the Company further to the entry into a securities transfer agreement on or around 27 January 2016.

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

The undersigned notary who understands and speaks English, states herewith that on request of the appearing parties, this deed is worded in English followed by a French translation; on the request of the same appearing parties and in case of discrepancy between the English and the French text, the English version shall prevail.

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

### **Suit la traduction en français du texte qui précède**

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

Par-devant nous, Maître Jacques Kessler, notaire de résidence à Pétange, Grand-Duché de Luxembourg,

Ont comparu:

(i) CCP X No. 1 LP, un limited partnership constitué et régi par le droit anglais représenté par Charterhouse GP LLP, une private limited company constitué et régi par le droit anglais, ayant son siège social au 7<sup>ème</sup> étage Warwick Court, Paternoster Square, Londres, EC4M 7DX, Royaume-Uni, immatriculée auprès du Companies House sous le numéro OC394686;

(ii) CCP X No. 2 LP, un limited partnership constitué et régi par le droit anglais représenté par Charterhouse GP LLP, une private limited company constitué et régi par le droit anglais, ayant son siège social au 7<sup>ème</sup> étage Warwick Court, Paternoster Square, Londres, EC4M 7DX, Royaume-Uni, immatriculée auprès du Companies House sous le numéro OC394686; et

(iii) CCP X Co-Investment LP, un limited partnership constitué et régi par le droit anglais représenté par Charterhouse GP LLP, une private limited company constitué et régi par le droit anglais, ayant son siège social au 7<sup>ème</sup> étage Warwick Court, Paternoster Square, Londres, EC4M 7DX, Royaume-Uni, immatriculée auprès du Companies House sous le numéro OC394686; et

tous représentés par Mademoiselle Stessie Soccio, résidant professionnellement à Luxembourg, en vertu de procurations données sous seing privé.

Lesdites procurations, paraphées ne varietur par le mandataire des comparants et le notaire, resteront annexées au présent acte pour être soumises avec lui aux formalités d'enregistrement.

Les comparants sont tous les associés de Alpha International Top Lux, une société à responsabilité limitée, avec un capital social de quinze mille euros (EUR 15.000.-), ayant son siège social au 8, rue Notre-Dame, L-2240 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 201.473, constituée selon acte reçu par Maître Jacques Kessler, notaire de résidence à Pétange, Grand-Duché de Luxembourg, en date du 10 novembre 2015, non encore publié au Mémorial C, Recueil des Sociétés et Associations (ci-après la "Société").

Les comparants représentant l'intégralité du capital social déclarent avoir renoncé à toute formalité de convocation. L'assemblée générale des associés est ainsi régulièrement constituée et peut valablement délibérer sur tous les points figurant à l'ordre du jour suivant:

### *Agenda*

1. Réduction de la valeur nominale des parts sociales de un euro (EUR 1,-) à zéro euro et un centime (EUR 0,01) par action;

2. Création de dix (10) nouvelles classes de parts sociales dans le capital social de la Société;

3. Augmentation du capital social de la Société de son montant actuel de quinze mille euros (EUR 15.000,-) représenté par un million cinq cents mille (1.500.000) parts sociales d'une valeur nominale de zéro euro et un centime (EUR 0,01) jusqu'à celui de quatre millions cinq cent cinquante-trois mille cinq cent quatre-vingt-treize euros et quatre-vingt centimes (EUR 4.553.593,80) par l'émission de quatre cent cinquante-trois millions huit cent cinquante-neuf mille trois cent quatre-vingt (453.859.380) parts sociales de dix (10) différentes catégories d'une valeur nominale de zéro euro et un centime (EUR 0,01) par part sociale;

4. Réduction du capital social de la Société d'un montant de quinze mille euros (EUR 15.000,-) afin de le réduire de son montant actuel de quatre millions cinq cent cinquante-trois mille cinq cent quatre-vingt-treize euros et quatre-vingt centimes (EUR 4.553.593,80) représenté par quatre cent cinquante-cinq millions trois cent cinquante-neuf mille trois cent quatre-vingt (455.359.380) parts sociales d'une valeur nominale de zéro euro et un centime (EUR 0,01) jusqu'à quatre millions cinq cent trente-huit mille cinq cent quatre-vingt-treize euros et quatre-vingt centimes (EUR 4.538.593,80) par l'annulation de un million cinq cents mille (1.500.000) parts sociales d'une valeur nominale de zéro euro et un centime (EUR 0,01);

5. Décision de procéder à la refonte des statuts de la Société;

6. Approbation de Crescent Mezzanine Partners VII, L.P., Crescent Mezzanine Partners VII (LTL), L.P., Crescent Mezzanine Partners VIIB (Cayman), L.P., Crescent Mezzanine Partners VIIC, L.P., Crescent Mezzanine Partners VIIC (LTL), L.P. en tant que nouveaux associés de la Société suite à un contrat de transfert de titres qui sera conclu avec la Société aux environs du 27 janvier 2016; et

7. Divers.

Après avoir dûment examiné chaque point figurant à l'ordre du jour, l'assemblée générale des associés adopte à l'unanimité, et requiert le notaire instrumentant d'acter, les résolutions suivantes:

#### *Première résolution*

L'assemblée générale des associés décide de réduire la valeur nominale des parts sociales existantes d'un euro (EUR 1,-) chacune à une valeur nominale de zéro euro et un centime (EUR 0,01) chacune. Compte tenu de ce qui précède, l'assemblée générale des associés décide de convertir les quinze mille (15.000) parts sociales existantes d'une valeur nominale d'un euro (EUR 1,-) chacune en un million cinq cents mille (1.500.000) parts sociales d'une valeur nominale de zéro euro et un centime (EUR 0,01) chacune.

Suite à cette réduction, CCP X No. 1 LP, susmentionné, détient soixante mille six cents (60.600) parts sociales, CCP X No. 2 LP, susmentionné, détient un million trois cent quatre-vingt-six mille deux cents (1.386.200) parts sociales et CCP X Co-Investment LP, susmentionné, détient cinquante-trois mille deux cents (53.200) parts sociales.

Suite à cette réduction de la valeur nominale, les statuts de la Société seront amendés et l'Article 5 de ceux-ci aura la teneur énoncée dans les statuts de la Société tels qu'amendés dans la cinquième résolution du présent acte qui comprend les statuts de la Société modifiés et mis à jour.

#### *Deuxième résolution*

L'assemblée générale des associés décide de créer dix (10) nouvelles classes de parts sociales dans le capital social de la Société comme suit: les parts sociales de classe A (les «Parts Sociales de Catégorie A»), les parts sociales de classe B (les «Parts Sociales de Catégorie B»), les parts sociales de classe C (les «Parts Sociales de Catégorie C»), les parts sociales de classe D (les «Parts Sociales de Catégorie D»), les parts sociales de classe E (les «Parts Sociales de Catégorie E»), les parts sociales de classe F (les «Parts Sociales de Catégorie F»), les parts sociales de classe G (les «Parts Sociales de Catégorie G»), les parts sociales de classe H (les «Parts Sociales de Catégorie H»), les parts sociales de classe I (les «Parts Sociales de Catégorie I») et les parts sociales de classe J (les «Parts Sociales de Catégorie J») (les Parts Sociales de Catégorie A, les Parts Sociales de Catégorie B, les Parts Sociales de Catégorie C, les Parts Sociales de Catégorie D, les Parts Sociales de Catégorie E, les Parts Sociales de Catégorie F, les Parts Sociales de Catégorie G, les Parts Sociales de Catégorie H, les Parts Sociales de Catégorie I et les Parts Sociales de Catégorie J sont collectivement désignées comme les «Parts Sociales Alphabets»).

Les conditions applicables aux Parts Sociales Alphabets sont énoncées plus précisément dans la cinquième résolution du présent acte qui comprend les statuts de la Société modifiés et mis à jour.

#### *Troisième résolution*

L'assemblée générale des associés décide d'augmenter le capital social de la Société par un montant de quatre millions cinq cent trente-huit mille cinq cent quatre-vingt-treize euros et quatre-vingt centimes (EUR 4.538.593,80) afin de l'augmenter de son montant actuel de quinze mille euros (EUR 15.000,-), représenté par un million cinq cents mille (1.500.000) parts sociales, d'une valeur nominale de zéro euro et un centime (EUR 0,01) chacune, jusqu'à celui de quatre millions cinq cent cinquante-trois mille cinq cent quatre-vingt-treize euros et quatre-vingt centimes (EUR 4.553.593,80) par l'émission de:

- a. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie A;
- b. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie B;
- c. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie C;
- d. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie D;
- e. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie E;

- f. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie F;
- g. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie G;
- h. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie H;
- i. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie I; et
- j. quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) Parts Sociales de Catégorie J.

Les quatre cent cinquante-trois millions huit cent cinquante-neuf mille trois cent quatre-vingt (453.859.380) nouvelles Parts Sociales Alphabets émises ont été souscrites comme suit:

- dix-huit millions quatre cent quarante-huit mille neuf cent dix euros (EUR 18.448.910) Parts Sociales Alphabets de différentes classes d'une valeur nominale de zéro euro et un centime (EUR 0,01) chacune, divisées comme suit:

- a. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie A;
- b. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie B;
- c. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie C;
- d. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie D;
- e. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie E;
- f. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie F;
- g. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie G;
- h. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie H;
- i. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie I; et
- j. un million huit cent quarante-quatre mille huit cent quatre-vingt-onze (1.844.891) Parts Sociales de Catégorie J.

ont été souscrites par CCP X No. 1 LP, susmentionné, et entièrement libérées en numéraire par une somme d'un million huit cent quarante-quatre mille huit cent quatre-vingt-onze euro et quarante centimes (EUR 1.844.891,04) dont:

\* cent quatre-vingt-quatre mille quatre cent quatre-vingt-neuf euros et dix centimes (EUR 184.489,10) sont alloués au capital social de la Société; et

\* un million six cent soixante mille quatre cent un euro et quatre-vingt-quatorze centimes (EUR 1.660.401,94) sont alloués au compte pour la prime d'émission.

- quatre cent trente-cinq millions quatre cent dix mille quatre cent soixante-dix (435.410.470) Parts Sociales Alphabets de différentes classes d'une valeur nominale de zéro euro et un centime (EUR 0,01) chacune, divisées comme suit:

- a. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie A;
- b. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie B;
- c. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie C;
- d. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie D;
- e. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie E;
- f. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie F;
- g. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie G;
- h. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie H;
- i. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie I; et
- j. quarante-trois millions cinq cent quarante et un mille quarante-sept (43.541.047) Parts Sociales de Catégorie J.

ont été souscrites par CCP X No. 2 LP, susmentionné, et entièrement libérées en numéraire par une somme de quarante-trois millions cinq cent quarante et un mille quarante-six euros et quatre-vingt-seize centimes (EUR 43.541.046,96) dont:

\* quatre millions trois cent cinquante-quatre mille cent quatre euros et soixante-dix centimes (EUR 4.354.104,70) sont alloués au capital social de la Société; et

\* trente-neuf millions cent quatre-vingt-six mille neuf cent quarante-deux euros et vingt-six centimes (EUR 39.186.942,26) sont alloués au compte pour la prime d'émission.

L'assemblée générale des associés accepte les souscriptions des Parts Sociales Alphabets divisées en Parts Sociales de catégorie A, Parts Sociales de catégorie B, Parts Sociales de catégorie C, Parts Sociales de catégorie D, Parts Sociales de catégorie E, Parts Sociales de catégorie F, Parts Sociales de catégorie G, Parts Sociales de catégorie H et Parts Sociales de catégorie I par respectivement CCP X No. 1 LP et CCP X No. 2 LP.

Les Parts Sociales Alphabets ainsi souscrites ont été intégralement payées par un apport en numéraire consistant en une somme de quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit euros (EUR 45.385.938,-) de telle manière que le montant de quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit euros (EUR

45.385.938,-) est maintenant à la disposition de la Société. La preuve de l'existence de la valeur de cet apport susmentionné a été produite à la Société.

L'apport global d'un montant de quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit euros (EUR 45.385.938,-) sera donc alloué comme suit:

- quatre millions cinq cent trente-huit mille cinq cent quatre-vingt-treize euros et quatre-vingt centimes (EUR 4.538.593,80) sont alloués au capital social de la Société; et
- quarante millions huit cent quarante-sept mille trois cent quarante-quatre euros et vingt centimes (EUR 40.847.344,20) sont alloués au compte pour la prime d'émission.

#### *Quatrième résolution*

L'assemblée générale des associés, après avoir examiné les comptes intermédiaires de la Société, décide de réduire le capital social de la Société d'un montant de quinze mille euros (EUR 15.000,-) afin de le réduire de son montant actuel de quatre millions cinq cent cinquante-trois mille cinq cent quatre-vingt-treize euros et quatre-vingt centimes (EUR 4.553.593,80) représenté par quatre cent cinquante-cinq millions trois cent cinquante-neuf mille trois cent quatre-vingt (455.359.380) parts sociales d'une valeur nominale de zéro euro et un centime (EUR 0,01) chacune jusqu'à quatre millions cinq cent trente-huit mille cinq cent quatre-vingt-treize euros et quatre-vingt centimes (EUR 4.538.593,80) par l'annulation d'un million cinq cents mille (1.500.000) parts sociales d'une valeur nominale de zéro euro et un centime (EUR 0,01) chacune.

En conséquence de l'annulation des parts sociales, les associés reçoivent un montant correspondant à la valeur nominale des parts sociales annulées qu'ils détenaient, comme suit:

- CCP X No. 1 LP, susmentionné, doit recevoir la somme de six cent six euros (EUR 606,-) pour soixante mille six cents (60.600) parts sociales;
- CCP X No. 2 LP, susmentionné, doit recevoir la somme treize mille huit cent soixante-deux euros (EUR 13.862,-) pour un million trois cent quatre-vingt-six mille deux cents (1.386.200) parts sociales; et
- CCP X Co-Investment LP, susmentionné, doit recevoir la somme de cinq cent trente-deux euros (EUR 532,-) pour cinquante-trois mille deux cents (53.200) parts sociales.

#### *Cinquième résolution*

En conséquence de la résolution qui précède, l'assemblée générale des associés de la Société décide de procéder à la refonte complète des statuts de la Société, sans changement de son objet social, afin de leur donner la teneur suivante:

### **A. Nom - Objet - Durée - Siège social**

**Art. 1<sup>er</sup>. Nom - Forme.** Il existe une société à responsabilité limitée sous la dénomination «Alpha International Top Lux» (ci-après la «Société») qui sera régie par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la «Loi»), ainsi que par les présents statuts.

#### **Art. 2. Objet.**

2.1 La Société a pour objet la détention de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères et de toute autre forme de placement, l'acquisition par achat, souscription ou de toute autre manière, de même que le transfert par vente, échange ou toute autre manière de valeurs mobilières de tout type, ainsi que l'administration, la gestion, le contrôle et la mise en valeur de son portefeuille de participations.

2.2 La Société peut également garantir, accorder des sûretés, accorder des prêts ou assister de toute autre manière des sociétés dans lesquelles elle détient une participation directe ou indirecte ou un droit de quelque nature que ce soit ou qui font partie du même groupe de sociétés que la Société.

2.3 Excepté par voie d'appel public à l'épargne, la Société peut lever des fonds en faisant des emprunts sous toute forme ou en émettant toute sorte d'obligations, de titres ou d'instruments de dettes, d'obligations garanties ou non garanties, et d'une manière générale en émettant des valeurs mobilières de tout type.

2.4 La Société a également la possibilité d'agir en tant qu'associé ou actionnaire à responsabilité illimitée ou limitée pour les dettes et les obligations de n'importe quelle entité luxembourgeoise ou étrangère.

2.5 La Société peut exercer toute activité de nature commerciale, industrielle, financière, immobilière ou de propriété intellectuelle qu'elle estime utile pour l'accomplissement de ces objets.

#### **Art. 3. Durée.**

3.1 La Société est constituée pour une durée illimitée.

3.2 Elle peut être dissoute à tout moment et sans cause par une décision de l'assemblée générale des associés, adoptée selon les conditions requises pour une modification des présents statuts.

#### **Art. 4. Siège social.**

4.1 Le siège social de la Société est établi dans la ville de Luxembourg, Grand-Duché de Luxembourg.



4.2 Le siège social peut être transféré au sein de la même commune par décision du conseil de gérance. Il peut être transféré dans toute autre commune du Grand-Duché de Luxembourg par décision de l'assemblée générale des associés, adoptée selon les conditions requises pour une modification des présents statuts.

4.3 Des succursales ou bureaux peuvent être créés, tant au Grand-Duché de Luxembourg qu'à l'étranger, par décision du conseil de gérance.

4.4 Dans l'hypothèse où le conseil de gérance estimerait que des événements exceptionnels d'ordre politique, économique ou social ou des catastrophes naturelles se sont produits ou seraient imminents, de nature à interférer avec l'activité normale de la Société à son siège social, il pourra transférer provisoirement le siège social à l'étranger jusqu'à la cessation complète de ces circonstances exceptionnelles; ces mesures provisoires n'auront toutefois aucun effet sur la nationalité de la Société, laquelle, nonobstant ce transfert provisoire, restera luxembourgeoise.

## **B. Capital social - Parts sociales**

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

5.1 Le capital social de la Société est fixé à quatre millions cinq cent trente-huit mille cinq cent quatre-vingt-treize euros et quatre-vingt centimes (EUR 4.538.593,80) représenté par quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie A (les «Parts Sociales de Catégorie A»), quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie B (les «Parts Sociales de Catégorie B»), quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie C (les «Parts Sociales de Catégorie C»), quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie D (les «Parts Sociales de Catégorie D»), quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie E (les «Parts Sociales de Catégorie E»), quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie F (les «Parts Sociales de Catégorie F»), quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie G (les «Parts Sociales de Catégorie G»), quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie H (les «Parts Sociales de Catégorie H») quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie I (les «Parts Sociales de Catégorie I») et quarante-cinq millions trois cent quatre-vingt-cinq mille neuf cent trente-huit (45.385.938) parts sociales de catégorie J (les «Parts Sociales de Catégorie J») (les Parts Sociales de Catégorie A, les Parts Sociales de Catégorie B, les Parts Sociales de Catégorie C, les Parts Sociales de Catégorie D, les Parts Sociales de Catégorie E, les Parts Sociales de Catégorie F, les Parts Sociales de Catégorie G, les Parts Sociales de Catégorie H et les Parts Sociales de Catégorie J sont collectivement désignées comme les «Parts Sociales» et chacune une «Catégorie»), ayant une valeur nominale de zéro euro et un centime (EUR 0,01) chacune.

5.2 Le capital social de la Société peut être augmenté ou réduit par une décision de l'assemblée générale des associés de la Société, adoptée selon les modalités requises pour la modification des présents statuts.

5.3 La Société peut racheter ses propres parts sociales.

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

6.1 Le capital social de la Société est divisé en parts sociales ayant chacune la même valeur nominale.

6.2 Les parts sociales de la Société sont nominatives.

6.3 La Société peut avoir un ou plusieurs associés, avec un nombre maximal de quarante (40) associés.

6.4 Le décès, la suspension des droits civils, la dissolution, la liquidation, la faillite ou l'insolvabilité ou tout autre événement similaire d'un des associés n'entraînera pas la dissolution de la Société.

6.5 Le capital social de la Société pourra être réduit par l'annulation d'une Catégorie, en totalité mais non en partie, consistant en un rachat et en l'annulation de toutes les Parts Sociales émises de la Catégorie concernée, tel que déterminé par le conseil de gérance au fil de temps.

6.6 Les Parts Sociales devront être rachetées dans l'ordre alphabétique inverse, en commençant par les Parts Sociales de Catégorie J.

6.7 Les Catégories suivantes ne pourront être rachetées qu'une fois que toutes les Parts Sociales de la Catégorie précédente auront été intégralement rachetées. Chaque Catégorie pouvant être rachetée selon les règles prévues au présent article 6, sera ci-après désignée comme suit «Catégorie de Parts Sociales Concernée».

6.8 La Catégorie de Parts Sociales Concernée devra être rachetée et annulée pour un prix total correspondant à la valeur de marché d'une telle Catégorie, telle que définie à l'article 6.11 ci-dessous (le «Montant Total de l'Annulation»).

6.9 Dans le cas où le capital social serait réduit par le rachat et l'annulation d'une Catégorie (dans l'ordre prévu à l'article 6.6), cette Catégorie donnera droit à ces détenteurs, au prorata de leur participation dans cette Catégorie, au Montant Disponible (tel que défini ci-dessous) et les détenteurs de Parts Sociales de la Catégorie rachetée et annulée recevront de la Société un montant égal à la Valeur d'Annulation par Part Sociale (telle que définie ci-dessous) pour chaque Part Sociale de la Catégorie de Parts Sociales Concernée qu'ils détiennent et qui a été annulée.

6.10 La Valeur d'Annulation par Part Sociale sera calculée en divisant le Montant Total de l'Annulation (tel que défini ci-dessous) par le nombre de Parts Sociales émises dans la catégorie de Parts Sociales devant être rachetée et annulée.

6.11 Le Montant Total de l'Annulation doit être un montant déterminé par le conseil de gérance sur la base de comptes intermédiaires de la Société arrêtés à une date qui ne peut précéder de plus de huit (8) jours la date de rachat et d'annulation de la Catégorie concernée. Le Montant Total de l'Annulation pour chaque Catégorie correspondra au Montant Disponible (augmenté de la valeur nominale de chaque part sociale à annuler) de la Catégorie concernée au moment de l'annulation de ladite Catégorie à moins que le conseil de gérance n'en décide autrement étant entendu toutefois que le Montant Total de l'Annulation ne doit jamais être plus élevé que le Montant Disponible (augmenté de la valeur nominale de chaque part sociale à annuler). Le conseil de gérance peut décider, lors de la détermination du Montant Total de l'Annulation, d'inclure ou d'exclure les primes d'émission ou primes assimilées librement distribuables en partie ou en totalité.

6.12 Le Montant Disponible correspond au montant total du bénéfice net de la Société (y compris le bénéfice reporté), dans la mesure où les détenteurs de Parts Sociales de la Catégorie concernée auraient eu droit aux distributions conformément aux articles 22 et/ou 23 des présents statuts (i) augmenté de toute réserve librement distribuable, y compris, le cas échéant, le montant des primes d'émission ou primes assimilées et de la réduction de la réserve légale relatives à la Catégorie concernée à annuler, et (ii) diminué de (a) toute perte (y compris les pertes reportées), (b) toute somme à placer en réserves non-distribuables, chaque fois tel qu'indiqué dans les comptes intermédiaires concernés et (c) tous dividendes accumulés et impayés dans la mesure où ils ne sont déjà pas venus réduire le BN (pour éviter toute ambiguïté, sans double comptage), de sorte que:  $MD = (BN + B) - (P + RL + DL)$ . Où: MD = Montant Disponible; BN = bénéfice net (y compris le bénéfice reporté); B = toute réserve librement distribuable, y compris, le cas échéant, le montant de la réduction de la prime d'émission et de la réduction de réserve légale relatives à la Catégorie à annuler; P = toute perte (y compris les pertes reportées); RL = toute somme à placer en réserve(s) non-distribuable(s) conformément aux dispositions de la loi ou des présents statuts; DL = tous dividendes accumulés et impayés dans la mesure où ils ne sont pas déjà venus réduire le BN.

6.13 Une fois que les Parts Sociales de la Catégorie concernée auront été rachetées et annulées, la Valeur d'Annulation par Part Sociale sera exigible et payable par la Société.

#### **Art. 7. Registre des parts sociales - Transfert des parts sociales.**

7.1 Un registre des parts sociales est tenu au siège social de la Société où il est mis à disposition de chaque associé pour consultation. Ce registre contient toutes les informations requises par la Loi. Des certificats d'inscription peuvent être émis sur demande et aux frais de l'associé demandeur.

7.2 La Société ne reconnaît qu'un seul titulaire par part sociale. Les copropriétaires indivis nommeront un représentant unique qui les représentera vis-à-vis de la Société. La Société a le droit de suspendre l'exercice de tous les droits relatifs à cette part sociale, jusqu'à ce qu'un tel représentant ait été désigné.

7.3 Les parts sociales sont librement cessibles entre associés.

7.4 Inter vivos, les parts sociales seront uniquement transférables à de nouveaux associés sous réserve qu'une telle cession ait été approuvée par les associés représentant une majorité des trois quarts du capital social.

7.5 Toute cession de parts sociales est opposable à la Société et aux tiers sur notification de la cession à, ou après l'acceptation de la cession par la Société conformément aux dispositions de l'article 1690 du Code civil.

7.6 En cas de décès, les parts sociales de l'associé décédé pourront être uniquement transférées au nouvel associé sous réserve qu'un tel transfert ait été approuvé par les associés survivants représentant les trois quarts des droits des survivants. Un tel agrément n'est cependant pas requis dans l'hypothèse où les parts sociales sont transférées soit aux ascendants, descendants ou au conjoint survivant ou à tout autre héritier légal de l'associé décédé.

### **C. Décisions des associés**

#### **Art. 8. Décisions collectives des associés.**

8.1 L'assemblée générale des associés est investie des pouvoirs qui lui sont expressément réservés par la Loi et par les présents statuts.

8.2 Chaque associé a la possibilité de participer aux décisions collectives quel que soit le nombre de parts sociales qu'il détient.

8.3 Dans l'hypothèse où et tant que la Société n'a pas plus de vingt-cinq (25) associés, des décisions collectives qui relèveraient d'ordinaire de la compétence de l'assemblée générale, pourront être valablement adoptées par voie de décisions écrites. Dans une telle hypothèse, chaque associé recevra le texte de ces résolutions ou des décisions à adopter expressément formulées et votera par écrit.

8.4 En cas d'associé unique, cet associé exercera les pouvoirs dévolus à l'assemblée générale des associés en vertu des dispositions de la section XII de la Loi et des présents statuts. Dans cette hypothèse, toute référence faite à «l'assemblée générale des associés» devra être entendue comme une référence à l'associé unique selon le contexte et le cas échéant et les pouvoirs conférés à l'assemblée générale des associés seront exercés par l'associé unique.

**Art. 9. Assemblées générales des associés.** Les assemblées générales d'associés pourront être tenues aux lieux et heures indiquées dans les convocations aux assemblées générales correspondantes. Si tous les associés sont présents ou représentés à l'assemblée générale des associés et renoncent aux formalités de convocation, l'assemblée pourra être tenue sans convocation ou publication préalable.

**Art. 10. Quorum et vote.**

10.1 Chaque associé a un nombre de voix égal au nombre de parts qu'il détient.

10.2 Sous réserve d'un quorum plus élevé prévu par les présents statuts ou la Loi, les décisions collectives des associés de la Société ne seront valablement adoptées que pour autant qu'elles auront été adoptées par des associés détenant plus de la moitié du capital social. Si ce chiffre n'est pas atteint à la première réunion ou consultation par écrit, les associés peuvent être convoqués ou consultés une seconde fois par lettres recommandées avec le même ordre du jour et les décisions sont valablement prises à la majorité des votes émis, quelle que soit la portion du capital représenté.

**Art. 11. Changement de nationalité.** Les associés ne peuvent changer la nationalité de la Société qu'avec le consentement unanime des associés.

**Art. 12. Modification des statuts.** Toute modification des statuts requiert l'accord d'une (i) majorité des associés (ii) représentant au moins les trois quarts du capital social.

**D. Gérance****Art. 13. Pouvoirs du gérant unique - Composition et pouvoirs du conseil de gérance.**

13.1 La Société peut être gérée par un ou plusieurs gérants. Si la Société a plusieurs gérants, les gérants forment un conseil de gérance.

13.2 Lorsque la Société est gérée par un gérant unique, le cas échéant et lorsque le terme «gérant unique» n'est pas expressément mentionné dans ces statuts, une référence au «conseil de gérance» dans ces statuts devra être entendue comme une référence au «gérant unique».

13.3 Le conseil de gérance est investi des pouvoirs les plus étendus pour agir au nom de la Société et pour prendre toute mesure nécessaire ou utile pour l'accomplissement de l'objet social de la Société, à l'exception des pouvoirs réservés par la Loi ou par les présents statuts à l'assemblée générale des associés.

**Art. 14. Nomination, révocation des gérants et durée du mandat des gérants.**

14.1 Le(s) gérant(s) est (sont) nommé(s) par l'assemblée générale des associés qui détermine sa (leur) rémunération et la durée de son (leur) mandat. L'assemblée générale des associés peut décider de nommer des gérants de différentes classes, désignés comme les gérants de la classe A (les «Gérants de Classe A») et les gérants de la classe B (les «Gérants de Classe B»). Toute mention faite ci-après aux «gérants» visera les Gérants de Classe A et/ou les Gérants de Classe B, en fonction du contexte.

14.2 Le(s) gérant(s) est (sont) nommé(s) et peu(ven)t être librement révoqué(s) à tout moment, avec ou sans motif, par une décision des associés représentant plus de la moitié du capital social de la Société.

**Art. 15. Vacance d'un poste de gérant.**

15.1 Dans l'hypothèse où un poste de gérant deviendrait vacant suite au décès, à l'incapacité juridique, la faillite, la démission ou pour tout autre motif, cette vacance peut être pourvue de manière temporaire et pour une période ne pouvant excéder celle du mandat initial du gérant remplacé par les gérants restants jusqu'à la prochaine assemblée des associés appelée à statuer sur la nomination permanente, conformément aux dispositions légales applicables.

15.2 Dans l'hypothèse où la vacance survient alors que la Société est gérée par un gérant unique, cette vacance est comblée sans délai par l'assemblée générale des associés.

**Art. 16. Convocation aux réunions du conseil de gérance.**

16.1 Le conseil de gérance se réunit sur convocation de tout gérant. Les réunions du conseil de gérance sont tenues au siège social de la Société sauf indication contraire dans la convocation à la réunion.

16.2 Avis écrit de toute réunion du conseil de gérance doit être donné aux gérants au minimum vingt-quatre (24) heures à l'avance par rapport à l'heure fixée dans la convocation, sauf en cas d'urgence, auquel cas la nature et les motifs d'une telle urgence seront mentionnées dans la convocation. Une telle convocation peut être omise en cas d'accord écrit de chaque gérant, par télécopie, courrier électronique ou par tout autre moyen de communication. Une copie d'un tel document signé constituera une preuve suffisante d'un tel accord. Aucune convocation préalable ne sera exigée pour un conseil de gérance dont le lieu et l'heure auront été déterminés par une décision adoptée lors d'un précédent conseil de gérance, communiquée à tous les membres du conseil de gérance.

16.3 Aucune convocation préalable ne sera requise dans l'hypothèse où tous les gérants seront présents ou représentés à un conseil de gérance et renonceraient aux formalités de convocation ou dans l'hypothèse de décisions écrites et approuvées par tous les membres du conseil de gérance.

**Art. 17. Conduite des réunions du conseil de gérance.**

17.1 Le conseil de gérance peut élire un président du conseil de gérance parmi ses membres. Il peut également désigner un secrétaire, qui peut ne pas être membre du conseil de gérance et qui sera chargé de tenir les procès-verbaux des réunions du conseil de gérance.

17.2 Le président du conseil de gérance, le cas échéant, préside toutes les réunions du conseil de gérance. En son absence, le conseil de gérance peut nommer provisoirement un autre gérant comme président temporaire par un vote à la majorité des voix présentes ou représentées à la réunion.



17.3 Tout gérant peut se faire représenter à toute réunion du conseil de gérance en désignant tout autre gérant comme son mandataire par écrit, ou par télécopie, courrier électronique ou tout autre moyen de communication, une copie du mandat en constituant une preuve suffisante. Un gérant peut représenter un ou plusieurs, mais non l'intégralité des membres du conseil de gérance.

17.4 Les réunions du conseil de gérance peuvent également se tenir par téléconférence ou vidéoconférence ou par tout autre moyen de communication similaire permettant à toutes les personnes y participant de s'entendre mutuellement sans discontinuité et garantissant une participation effective à cette réunion. La participation à une réunion par ces moyens équivaut à une participation en personne et la réunion tenue par de tels moyens de communication est réputée s'être tenue au siège social de la Société.

17.5 Le conseil de gérance ne peut délibérer ou agir valablement que si au moins la majorité de ses membres est présente ou représentée à une réunion du conseil de gérance. Dans l'hypothèse où l'assemblée générale des associés a désigné des classes de gérants différentes, le conseil de gérance ne peut délibérer ou agir valablement que si au moins un (1) Gérant de Classe A et un (1) Gérant de Classe B est présent ou représenté à la réunion.

17.6 Les décisions sont prises à la majorité des voix des gérants présents ou représentés à chaque réunion du conseil de gérance. Dans l'hypothèse où l'assemblée générale des associés a désigné des classes de gérants différentes, les décisions doivent être prises à la majorité des gérants présents ou représentés avec au moins un (1) Gérant de Classe A et un (1) Gérant de Classe B. Le président du conseil de gérance, le cas échéant, dispose d'une voix prépondérante.

17.7 Le conseil de gérance peut, à l'unanimité, prendre des décisions par voie circulaire en exprimant son approbation par écrit, par télécopie, courrier électronique ou par tout autre moyen de communication. Chaque gérant peut exprimer son consentement séparément, l'ensemble des consentements attestant de l'adoption des décisions. La date de ces décisions sera la date de la dernière signature.

#### **Art. 18. Procès-verbaux des réunions du conseil de gérance; procès-verbaux des décisions du gérant unique.**

18.1 Les procès-verbaux de toutes les réunions du conseil de gérance seront signés par (i) le président, le cas échéant, ou, en son absence, par le président temporaire, et le secrétaire (le cas échéant), ou (ii) par deux (2) gérants ou par un (1) Gérant de Classe A et un (1) Gérant de Classe B. Les copies ou extraits de ces procès-verbaux qui pourront être produits en justice ou autre seront, le cas échéant, signés par le président ou par deux (2) gérants ou par un (1) Gérant de Classe A et un (1) Gérant de Classe B.

18.2 Les décisions du gérant unique sont retranscrites dans des procès-verbaux qui seront signés par le gérant unique. Les copies ou extraits de ces procès-verbaux qui pourront être produits en justice ou dans tout autre contexte seront signés par le gérant unique.

**Art. 19. Rapports avec les tiers.** La Société sera valablement engagée vis-à-vis des tiers en toutes circonstances (i) par la signature du gérant unique, ou, si la Société a plusieurs gérants, par la signature conjointe d'un (1) Gérant de Classe A et d'un (1) Gérant de Classe B, ou (ii) par la signature conjointe ou la seule signature de toute(s) personne(s) à laquelle/ auxquelles pareil pouvoir de signature aura été délégué par le conseil de gérance, dans les limites de cette délégation.

### **E. Audit et surveillance**

#### **Art. 20. Commissaire(s) - réviseur(s) d'entreprises agréé(s).**

20.1 Dans l'hypothèse où, et tant que la Société aura plus de vingt-cinq (25) associés, les opérations de la Société seront surveillées par un ou plusieurs commissaires. L'assemblée générale des associés désigne les commissaires et détermine la durée de leurs fonctions.

20.2 Un commissaire pourra être révoqué à tout moment, sans préavis et sans motif, par l'assemblée générale des associés.

20.3 Le commissaire a un droit illimité de surveillance et de contrôle permanents sur toutes les opérations de la Société.

20.4 Si les associés de la Société désignent un ou plusieurs réviseurs d'entreprises agréés conformément à l'article 69 de la loi du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises, telle que modifiée, la fonction de commissaire sera supprimée.

20.5 Le réviseur d'entreprises agréé ne pourra être révoqué par l'assemblée générale des associés que pour juste motif ou avec son accord.

### **F. Exercice social - Comptes annuels - Affectation des bénéfices - Acomptes sur dividendes**

**Art. 21. Exercice social.** L'exercice social de la Société commence le premier janvier de chaque année et se termine le trente-et-un décembre de la même année.

#### **Art. 22. Comptes annuels - Distribution des bénéfices.**

22.1 Au terme de chaque exercice social, les comptes sont clôturés et le conseil de gérance dresse un inventaire de l'actif et du passif de la Société, le bilan et le compte de profits et pertes, conformément à la loi.

22.2 Sur les bénéfices annuels nets de la Société, cinq pour cent (5%) au moins seront affectés à la réserve légale. Cette affectation cessera d'être obligatoire dès que et tant que le montant total de la réserve légale de la Société atteindra dix pour cent (10%) du capital social de la Société.

22.3 Les sommes apportées à une réserve de la Société par un associé peuvent également être affectées à la réserve légale, si cet associé consent à cette affectation.

22.4 En cas de réduction du capital social, la réserve légale de la Société pourra être réduite en proportion afin qu'elle n'excède pas dix pour cent (10%) du capital social.

22.5 Sur proposition du conseil de gérance, l'assemblée générale des associés décide de l'affectation du solde des bénéfices distribuables de la Société conformément à la Loi et aux présents statuts.

22.6 En cas de distribution, les montants distribués seront répartis comme suit:

(i) les Parts Sociales de Catégorie A donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule cinquante pour cent (0,50%) par an de la valeur nominale des Parts Sociales de Catégorie A émises par la Société;

(ii) les Parts Sociales de Catégorie B donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule quarante-cinq pour cent (0,45%) par an de la valeur nominale des Parts Sociales de Catégorie B émises par la Société;

(iii) les Parts Sociales de Catégorie C donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule quarante pour cent (0,40%) par an de la valeur nominale des Parts Sociales de Catégorie C émises par la Société;

(iv) les Parts Sociales de Catégorie D donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule trente-cinq pour cent (0,35%) par an de la valeur nominale des Parts Sociales de Catégorie D émises par la Société;

(v) les Parts Sociales de Catégorie E donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule trente pour cent (0,30%) par an de la valeur nominale des Parts Sociales de Catégorie E émises par la Société;

(vi) les Parts Sociales de Catégorie F donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule vingt-cinq pour cent (0,25%) par an de la valeur nominale des Parts Sociales de Catégorie F émises par la Société;

(vii) les Parts Sociales de Catégorie G donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule vingt pour cent (0,20%) par an de la valeur nominale des Parts Sociales de Catégorie G émises par la Société;

(viii) les Parts Sociales de Catégorie H donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule quinze pour cent (0,15%) par an de la valeur nominale des Parts Sociales de Catégorie H émises par la Société;

(ix) les Parts Sociales de Catégorie I donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule dix pour cent (0,10%) par an de la valeur nominale des Parts Sociales de Catégorie I émises par la Société;

(x) les Parts Sociales de Catégorie J donnent droit, au prorata, au paiement d'un dividende préférentiel représentant zéro virgule cinq pour cent (0,05%) par an de la valeur nominale des Parts Sociales de Catégorie J émises par la Société;

chacune d'entre elles et pour autant qu'elles n'aient pas été rachetées, et

(xi) le solde sera distribué à la Catégorie de Parts Sociales Concernée.

#### **Art. 23. Acomptes sur dividendes - Prime d'émission et primes assimilées.**

23.1 Le conseil de gérance peut décider de distribuer des acomptes sur dividendes sur la base d'un état comptable intermédiaire préparé par le conseil de gérance et faisant apparaître que des fonds suffisants sont disponibles pour être distribués et en conformité avec les dispositions de l'article 22 des présents statuts. Le montant destiné à être distribué ne peut excéder les bénéfices réalisés depuis la fin du dernier exercice social pour lequel les comptes annuels ont été approuvés, augmentés des bénéfices reportés et des réserves distribuables, mais diminués des pertes reportées et des sommes destinées à être affectées à une réserve dont la Loi ou les présents statuts interdisent la distribution.

23.2 Toute prime d'émission, prime assimilée ou réserve distribuable peut être librement distribuée aux associés conformément à la Loi et en conformité avec les dispositions de l'article 22 des présents statuts.

### **G. Liquidation**

#### **Art. 24. Liquidation.**

24.1 En cas de dissolution de la Société conformément à l'article 3.2 des présents statuts, la liquidation sera effectuée par un ou plusieurs liquidateurs nommés par l'assemblée générale des associés ayant décidé de cette dissolution et qui fixera les pouvoirs et émoluments de chacun des liquidateurs. Sauf disposition contraire, les liquidateurs disposeront des pouvoirs les plus étendus pour la réalisation de l'actif et du passif de la Société.

24.2 Le surplus résultant de la réalisation de l'actif et du passif sera distribué entre les associés en proportion du nombre de parts sociales qu'ils détiennent dans la Société.

### **H. Disposition finale - Loi applicable**

**Art. 25. Loi applicable.** Tout ce qui n'est pas régi par les présents statuts, sera déterminé en conformité avec la Loi.

#### *Sixième résolution*

Conformément à l'article 189 de la loi luxembourgeoise du 10 août 1915 relative aux sociétés commerciales telle qu'amendée, l'assemblée générale des associés approuve les entités suivantes:

- Crescent Mezzanine Partners VII, L.P., un limited partnership constitué et régi par les lois de l'Etat du Delaware (Etats-Unis d'Amérique), ayant son siège social au 2711 Centerville Road, Suite 400, Wilmington 19808, Etat du Delaware (Etats-Unis d'Amérique);

- Crescent Mezzanine Partners VII (LTL), L.P., un limited partnership constitué et régi par les lois de l'Etat du Delaware (Etats-Unis d'Amérique), ayant son siège social au 2711 Centerville Road, Suite 400, Wilmington 19808, Etat du Delaware (Etats-Unis d'Amérique);

- Crescent Mezzanine Partners VIIB (Cayman), L.P., un limited partnership constitué et régi par les lois des Iles Caïmans, ayant son siège social au 94 Solaris Avenue, Cayman Bay, PO Box 1348, Grand Cayman KY1-1108, Iles Caïmans;

- Crescent Mezzanine Partners VIIC, L.P., un limited partnership constitué et régi par les lois de l'Etat du Delaware (Etats-Unis d'Amérique), ayant son siège social au 2711 Centerville Road, Suite 400, Wilmington 19808, Etat du Delaware (Etats-Unis d'Amérique); et

- Crescent Mezzanine Partners VIIC (LTL), L.P., un limited partnership constitué et régi par les lois de l'Etat du Delaware (Etats-Unis d'Amérique), ayant son siège social au 2711 Centerville Road, Suite 400, Wilmington 19808, Etat du Delaware (Etats-Unis d'Amérique);

comme nouveaux associés de la Société en vertu d'un contrat de transfert de titres conclu avec la Société aux environs du 27 janvier 2016.

Dont acte, passé à Luxembourg, à la date figurant en tête des présentes.

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la demande des parties comparantes, le présent acte est rédigé en langue anglaise suivi d'une traduction en français; et qu'à la demande desdites parties comparantes et en cas de divergence entre le texte anglais et le texte français, le texte anglais fait foi.

L'acte ayant été lu au mandataire des comparants connu du notaire instrumentant par nom, prénom, et résidence, ledit mandataire des comparants a signé avec le notaire le présent acte.

Signé: Soccio, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 01 février 2016. Relation: EAC/2016/2873. Reçu soixante-quinze euros 75,00 €.

*Le Receveur (signé): Santioni A.*

POUR EXPEDITION CONFORME

Référence de publication: 2016083351/988.

(160050831) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 mars 2016.

**Alternative Risk Premia Investment Fund, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 204.867.

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STATUTES

In the year two thousand and sixteen, on the seventeenth of March.

Before the undersigned Maître Martine SCHAFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED:

Gottex Asset Management (Suisse) S.A., having its registered office at Chemin de Chantavril 1, 1260 Nyon, Switzerland and registered with the Companies Registration Office ("Registre du commerce") of the Canton of Vaud, Switzerland, under registration number CHE-101.586.810,

duly represented by Mrs. Ariane Spicq, private employee, professionally residing in Luxembourg, by virtue of a proxy given in Switzerland on March 15<sup>th</sup>, 2016.

The aforementioned proxy, after having been signed "ne varietur" by the proxyholder and the undersigned notary, will remain attached to this document to be filed at the same time with the registration authorities.

Such appearing party, acting in its above-stated capacity, has requested the notary to state the following articles of incorporation of a public limited company:

**1. Denomination, Duration, Corporate object, Registered office**

**Art. 1. Denomination.** There exists among the subscribers and all those who become owners of Shares hereafter issued, a corporation in the form of a société anonyme, qualifying as a société d'investissement à capital variable with multiple sub-funds under the name of "Alternative Risk Premia Investment Fund" (the "Company").

**Art. 2. Duration.** The Company is established for an unlimited period of time. The Company may be dissolved by a resolution of the shareholders (the "Shareholders") adopted in the manner required for amendment of these articles of incorporation (the "Articles of Incorporation").

**Art. 3. Corporate object.** The exclusive object of the Company is the collective investment of its assets in transferable securities, money market instruments and other permissible assets such as referred to in the Act of 17 December 2010 on undertakings for collective investment, as may be amended (the "Law"), with the purpose of offering various investment opportunities, spreading investment risk and offering its Shareholders the benefit of the management of the Company's assets.

The Company may take any measures and carry on any operations deemed useful for the accomplishment and development of its object in the broadest sense within the framework of Part I of the Law.

**Art. 4. Registered office.** The registered office of the Company is established in Luxembourg, in the Grand Duchy of Luxembourg. If permitted by and under the conditions set forth in Luxembourg laws and regulations, the board of directors (hereafter collegially referred to as the "Board of Directors" or the "Directors" or individually referred to as a "Director") may decide to transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg. Wholly owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

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

## 2. Share capital, Variations of the share capital, Characteristics of the shares

**Art. 5. Share capital.** The share capital of the Company shall be at any time equal to the total net assets of the Company, as defined in Article 11. The minimum capital of the Company shall not be less than the amount prescribed by the Law.

For consolidation purposes, the reference currency of the Company is the Euro.

**Art. 6. Variations in share capital.** The share capital may also be increased or decreased as a result of the issue by the Company of new fully paid-up shares (each a "Share") or the repurchase by the Company of existing Shares from its Shareholders.

**Art. 7. Sub-Funds.** The Board of Directors is authorised without limitation to issue fully paid Shares at any time in accordance with Article 12 hereof without reserving to the existing Shareholders a preferential right to subscription of the Shares to be issued.

Shares may, as the Board of Directors shall determine, be of different sub-funds corresponding to separate portfolios of assets (each a "Sub-Fund") (which may, as the Board of Directors shall determine, be denominated in different currencies) and the proceeds of the issue of the Shares of each Sub-Fund shall be invested pursuant to Article 3 hereof in transferable securities, money market instruments or other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities and other permitted assets, as the Board of Directors shall from time to time determine.

Each Sub-Fund is deemed to be a compartment within the meaning of the Law (in particular article 181 of the Law).

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in Euro, be converted into Euro.

**Art. 8. Classes of Shares.** The Board of Directors may decide, at any time, to create within each Sub-Fund different classes of Shares (each a "Class") which may differ, inter alia, in their denominated currency, charging structure, the minimum investment requirements, the management fees or type of target investors, or correspond to a specific hedging or distribution policy, such as giving right to regular dividend payments ("Distribution Shares") or giving no right to distributions ("Capitalisation Shares"). Fractions of Shares may be issued under the conditions as set out in the Company's sales documents.

When the context so requires, references in these Articles of Incorporation to Sub-Fund(s) shall mean references to Class (es) of Shares and vice-versa.

**Art. 9. Form of the Shares.** The Company may issue Shares of each Sub-Fund and of each Class of Shares in registered form only.

Ownership of Shares is evidenced by entry in the register of Shareholders of the Company and is represented by confirmation of ownership. The Company will not issue share certificates.

All issued Shares of the Company shall be inscribed in the register of Shareholders and shall be kept at the registered office of the Company. Such Share register shall set forth the name of each Shareholder, his residence or elected domicile, the number of Shares held by him, the Class of Share, the amounts paid for each such Share, the transfer of Shares and the dates of such transfers. The Share register is conclusive evidence of ownership.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the subscription price, under the conditions disclosed in the sales documents of the Company. The subscriber will, upon acceptance of the subscription and receipt of the purchase price, receive title to the Shares purchased by him.

The transfer of a Share shall be effected by a written declaration of transfer inscribed on the register of Shareholders, such declaration of transfer, in a form acceptable to the Company, to be dated and signed by the transferor and the transferee or by persons holding suitable powers of attorney to act therefore. The Company may also accept as evidence of transfer other instruments of transfer satisfactory to the Company.

Any Shareholder has to indicate to the Company an address to be maintained in the Share register. All notices and announcements of the Company given to Shareholders shall be validly made at such address. Any Shareholder may, at any moment, request in writing amendments to his address as maintained in the Share register. The Shareholder shall be responsible for ensuring that its details, including its address, for the register of Shareholders are kept up to date and shall bear any and all responsibility should any details be incorrect or invalid.

The Company will recognise only one holder in respect of each Share in the Company. In the event of joint ownership, the Company may suspend the exercise of any right deriving from the relevant Share or Shares until one person shall have been designated to represent the joint owners vis-à-vis the Company.

In the case of joint shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the person that has been designated to represent the joint owners.

If a conversion or a payment made by any subscriber results in the issue of a Share fraction, such fraction shall be entered into the register of Shareholders. It shall not be entitled to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend.

**Art. 10. Limitation to the ownership of Shares.** The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body.

More specifically, the Company may restrict or prevent the ownership of shares in the Company by any "U.S. person", as defined hereafter.

For such purposes the Company may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in beneficial ownership of such share by a person which is precluded from holding shares in the Company;

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 of Shareholders to furnish it with any representations and warranties or any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's shares rests or will rest in a person which is precluded from holding shares in the Company;

c) decline to accept the vote of any person who is precluded from holding shares in the Company at any meeting of shareholders of the Company, such as, but not limited to U.S. persons; and

d) where it appears to the Company that any person which is precluded from holding shares in the Company or whom the Company reasonably believes to be precluded from holding shares in the Company, either alone or in conjunction with any other person, is a beneficial owner of shares or is in breach of its representations and warranties or fails to make such representations and warranties as the Board of Directors may request or where shares are held or acquired by or on behalf of any person in circumstances which in the opinion of the Board of Directors might result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantage which the Company might not otherwise have incurred or suffered (including any tax liabilities that might derive, inter alia, from any breach of the requirements imposed by the Foreign Account Tax Compliance Act ("FATCA") and related US regulations), including a requirement to register under any securities or investment or similar laws or requirements of any country or authority, (i) direct such shareholder to transfer his shares to a person qualified to own such shares, or (ii) require compulsorily the purchase from any such shareholder of all or part of the shares held by such shareholder in the following manner:

1) The Company shall serve a notice (hereinafter called the "purchase notice") upon the shareholder appearing in the Register of Shareholders 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 at which 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 such shareholder at his last address known to or appearing in the books of the Company. Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice and his name shall be removed as to such shares in the register of Shareholders.

2) 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 per share net asset value of shares in the Company, determined in accordance with Article eleven hereof.

3) Payment of the purchase price will be made to the owner of such shares, except during periods of exchange restrictions, 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 such purchase notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank.



4) 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 such case the said powers were exercised by the Company in good faith.

Whenever used in these Articles the term "U.S. person" refers to any citizen or resident of the United States of America or to any corporation, association or entity created under the laws of the United States of America or to any other person included in the scope of the definition term "U.S. persons" according to the "Regulations S" enacted by the "United States Securities Act" in 1933 and in any subsequent amendment, or according to any other future law or regulation implemented in the United States of America to replace Regulation S as well as in the scope of the definition of "US Person" according to FATCA.

The Board of Directors may, from time to time, amend or clarify the aforesaid meaning

In addition to the foregoing, the Board of Directors may restrict the issue and transfer of Shares of a Class of Shares or of a Sub-Fund to institutional investors within the meaning of the Article 174 of the Law ("Institutional Investor(s)"). The Board of Directors may, at its discretion, delay the acceptance of any subscription application for Shares of a Class of Shares or of a Sub-Fund reserved for Institutional Investors until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of Shares of a Class of Shares or of a Sub-Fund reserved to Institutional Investors is not an Institutional Investor, the Board of Directors will convert the relevant Shares into Shares of a Class of Shares or of a Sub-Fund which is not restricted to Institutional Investors (provided that there exists such a Class of Shares or of a Sub-Fund with similar characteristics) or compulsorily redeem the relevant Shares in accordance with the provisions set forth above in this Article. The Board of Directors will refuse to give effect to any transfer of Shares and consequently refuse for any transfer of Shares to be entered into the register of Shareholders in circumstances where such transfer would result in a situation where Shares of a Class of Shares or of a Sub-Fund to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor. In addition to any liability under applicable law, (i) each Shareholder who is precluded from holding Shares in the Company who holds Shares of the Company or (ii) each Shareholder who does not qualify as an Institutional Investor who holds Shares in a Class of Shares or of a Sub-Fund restricted to Institutional Investors, shall hold harmless and indemnify the Company, the Board of Directors, the other Shareholders of the relevant Class of Shares or of a Sub-Fund and the Company's agents for any damages, losses and expenses resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an Institutional Investor or has failed to notify the Company of its change of such status.

### 3. Net asset value, Issue and repurchase of shares, Suspension of the calculation of the net asset value

**Art. 11. Net Asset Value.** The Net Asset Value per Share of each Class of Shares in each Sub-Fund of the Company shall be determined periodically by the Company, but in any case not less than twice a month or, subject to regulatory approval, no less than once a month, as the Board of Directors may determine (every such day for determination of the Net Asset Value being referred to herein as the "Valuation Day") on the basis of prices whose references are specified in the Company's sales documents.

The Net Asset Value per Share is expressed in the reference currency of each Sub-Fund/Class and, for each Class of Shares for all Sub-Funds, is determined by dividing the value of the total assets (including accrued income) of each Sub-Fund properly allocable to such Class of Shares less the total liabilities of such Sub-Fund properly allocable to such Class of Shares by the total number of Shares of such Class outstanding on any Valuation Day. The Board of Directors may also apply dilution adjustments, swing pricing techniques as disclosed in the Company's sales document.

The valuation of the Net Asset Value per Share of the different Classes of Shares shall be made in the following manner:

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

- (1) all cash in hand or receivable or on deposit, including accrued interest;
- (2) all bills and demand notes and accounts due (including the price of securities sold but not collected);
- (3) all securities, shares, bonds, units/shares in undertakings for collective investment, debentures, options or subscription rights and any other investments and securities belonging to the Company;
- (4) all dividends and distributions due to the Company in cash or in kind; the Company may however adjust the valuation to check fluctuations of the market value of securities due to trading practices such a trading ex dividend or ex rights;
- (5) all accrued interest on securities held by the Company except to the extent such interest is comprised in the principal thereof;
- (6) 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;
- (7) all other permitted 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 in 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 Company may consider appropriate in such case to reflect the true value thereof.

(2) The value of such securities, financial derivative instruments and assets will be determined on the basis of the closing or last available price on the stock exchange or any other Regulated Market as aforesaid on which these securities or assets are traded or admitted for trading.

(3) If a security is not traded or admitted on any official stock exchange or any Regulated Market, or in the case of securities so traded or admitted the last available price of which does not reflect their true value, the Directors are required to proceed on the basis of their expected sales price, which shall be valued with prudence and in good faith.

(4) The financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative. The reference to fair value shall be understood as a reference to the amount for which an asset could be exchanged, or a liability be settled, between knowledgeable, willing parties in an arm's length transaction. The reference to reliable and verifiable valuation shall be understood as a reference to a valuation, which does not rely only on market quotations of the counterparty and which fulfils the following criteria:

(a) The basis of the valuation is either a reliable up-to-market value of the instrument, or, if such value is not available, a pricing model using an adequate recognised methodology.

(b) Verification of the valuation is carried out by one of the following:

(i) an appropriate third party which is independent from the counterparty of the OTC derivative, at an adequate frequency and in such a way that the Company is able to check it;

(ii) a unit within the Company which is independent from the department in charge of managing the assets and which is adequately equipped for such purpose.

(5) Units or shares in undertakings for collective investments shall be valued on the basis of their last available net asset value as reported by such undertakings.

(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 Directors may fix different valuation principles in good faith and in accordance with generally accepted valuation principles and procedures.

(8) Any assets or liabilities in currencies other than the Reference Currency of the Sub-funds will be converted using the relevant spot rate quoted by a bank or other recognised financial institution.

If after the Net Asset Value per Share has been calculated, there has been a material change in the quoted prices on the markets on which a substantial portion of the investments of the Company attributable to a particular Sub-Fund is dealt or quoted, the Company may, in order to safeguard the interests of the Shareholders and the Company, cancel the first valuation and carry out a second valuation. In the case of such a second valuation, all issues, conversions or redemptions of Shares dealt with by the Sub-Fund for such a Valuation Day must be made in accordance with this second valuation.

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

(1) all loans, bills and accounts payable;

(2) all accrued or payable charges and expenses as further described in the sales documents of the Company (including but not limited to management fee, depositary fee and corporate agents' insurance premiums fee, remuneration of Directors and any other fees payable to representatives and agents of the Company, as well as the costs of incorporation and registration, legal publications and sales documents printing, financial reports and other documents made available to Shareholders, marketing and advertisement costs as well as costs incurred in relation to structures which may be required by law or regulations in the jurisdictions in which the Shares are marketed);

(3) 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 date of valuation falls on the record date for determination of the person entitled thereto or is subsequent thereto;

(4) an appropriate provision for future taxes based on capital and income as at the date of the valuation and any other reserves, authorised and approved by the Board of Directors; and

(5) all other liabilities, charges and expenses of the Company of whatsoever kind and nature except liabilities related to Shares in the relevant Class toward third parties. In determining the amount of such liabilities the Company may take into account all administrative and other expenses of a regular or periodical 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) The Directors shall establish a pool of assets for each Sub-Fund in the following manner:

(1) the proceeds from the allotment and issue of each Class of Shares of such Sub-Fund shall be applied in the books of the Company to the portfolio of assets established for that Sub-Fund, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such pool subject to the provisions of this Article;

(2) 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 assets from which it was derived and on each re-evaluation of an asset, the increase or diminution in value shall be applied to the relevant pool;

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

(4) 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 allocated to all the pools pro rata to the Net Asset Values of each pool; provided that all liabilities, attributable to a pool shall be binding on that pool; and

(5) upon the record date for the determination of the person entitled to any dividend declared on any Class of Shares, the Net Asset Value of such Class of Shares shall be reduced or increased by the amount of such dividends depending on the distribution policy of the relevant class.

D) For the purpose of valuation under this Article:

(1) Shares of the Company to be redeemed under Article 12 hereof shall be treated as existing and taken into account until immediately after the time specified by the Directors on the Valuation Day on which such valuation is made, and, from such time and until paid, the price therefore shall be deemed to be a liability of the Company;

(2) Shares of the Company 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 Day on which they have been allotted and the price therefore, until received by the Company, shall be deemed a debt due to the Company;

(3) all investments, cash balances and other assets of any Sub-Fund expressed in currencies other than the currency of denomination in which the Net Asset Value per Share of the relevant Sub-Fund is calculated 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 Sub-Fund;

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

(5) the valuation referred to above shall reflect that the Company is charged with all expenses and fees in relation to the performance under contract or otherwise by agents for management company services (if appointed), asset management, custodial, domiciliary, registrar and transfer agency, audit, legal and other professional services and with the expenses of financial reporting, notices and dividend payments to Shareholders and all other customary administration services and fiscal charges, if any.

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

The assets of the Enlarged Asset Pool to which each Participating Fund shall be entitled, shall be determined by reference to the allocations and withdrawals made on behalf of the other Participating Funds.

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

**Art. 12. Issue, redemption and conversion of Shares.** The Board of Directors is authorised to issue further fully paid-up Shares of each Class of each Sub-Fund at any time at a price based on the Net Asset Value per Share for each Class of Shares of each Sub-Fund determined in accordance with Article 11 hereof, as of such Valuation Day as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by applicable charges, as approved from time to time by the Board of Directors and described in the Company's sales document. Such price may be rounded upwards or downwards as the Board of Directors may resolve. During any initial offer period to be determined by the Board of Directors and disclosed to investors, the issue price may also be based on an initial subscription price, increased by any dilution levy and/or applicable charges (if any).

The Board of Directors may delegate to any duly authorised Director or officer of the Company or to any other duly authorised person, the duty of accepting subscriptions and of receiving payment for such new Shares.

The Company may accept to issue Shares in consideration for a contribution in kind, in compliance with the conditions set forth by applicable Luxembourg law, in particular the obligation to deliver a valuation report from an approved statutory auditor.

All new Share subscriptions shall, under pain of nullity, be entirely paid-up, and the Shares issued carry the same rights as those Shares in existence on the date of the issuance. The subscription price shall be paid within a period as determined by the Board of Directors and specified in the Company's sales documents.



The Company may reject any subscription in whole or in part, and the Directors may, at any time and from time to time and in their absolute discretion without liability and without notice, discontinue the issue and sale of Shares of any Class in any one or more Sub-Funds.

The subscription price (not including the sales commission or any other changes) may, upon approval of the Board of Directors, and subject to all applicable laws and regulations, namely with respect to a special audit report confirming the value of any assets contributed in kind (if legally required), be paid by contributing to the Company assets acceptable to the Board of Directors consistent with the investment policy and investment restrictions of the Company. The costs for such subscription in kind, in particular the costs of the special audit report, will be borne by the shareholder requesting the subscription in kind or by a third party, but will not be borne by the Company unless the Board of Directors considers that the subscription in kind is in the interests of the Company or made to protect the interests of the Company, in which case such costs may be borne in all or in part by the Company.

Any Shareholder may request the redemption of all or part of his Shares by the Company provided that:

(i) the Company may determine the notice period required for lodging redemption requests. Applicable notice periods (if any) will be disclosed in the sales documents of the Company;

(ii) in the case of a request for redemption of part of his Shares, the Company may, if compliance with such request would result in a holding of Shares of any one Class or in any one Sub-Fund with an aggregate Net Asset Value of less than such amount or number of Shares as the Board of Directors may determine from time to time and as described in the sales documents, redeem all the remaining Shares held by such Shareholder;

(iii) the Company may limit the total number of Shares of any Sub-Fund which may be redeemed (including conversions) on a Valuation Day to a certain percentage as disclosed in the Company's sales documents of the Net Asset Value of such Sub-Fund on a Valuation Day. Redemption or conversion requests exceeding the threshold determined by the Board of Directors may be deferred as disclosed in the sales documents of the Company. Deferred redemption or conversion requests will be dealt in priority to later requests. Unless otherwise provided for herein, in case of deferral of redemption the relevant Shares shall be redeemed at a price based on the Net Asset Value per Share prevailing at the date on which the redemption is effected, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or less any other charge as foreseen by the sales documents of the Company.

The redemption proceeds shall be paid within the timeframe provided for in the sales documents of the Company and shall be based on the price for the relevant Class of Shares of the relevant Sub-Fund as determined in accordance with the provisions of Article 11 hereof, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or less any other charge as foreseen by the sales documents of the Company.

If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the Class of Shares of a given Sub-Fund being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

Payment of redemption proceeds may be delayed if there are any specific statutory provisions such as foreign exchange restrictions, or any circumstances beyond the Company's control which make it impossible to transfer the redemption proceeds to the country where the redemption was requested.

With the consent of or upon request of the Shareholder(s) concerned, the Board of Directors may satisfy redemption requests in whole or in part in kind by allocating to the redeeming Shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the Shares to be redeemed as described in the Company's sales documents. Such redemption will, if required by law or regulation, be subject to a special audit report by the approved statutory auditor of the Company confirming the number, the denomination and the value of the assets which the Board of Directors will have determined to be contributed in counterpart of the redeemed Shares. The costs for such redemptions in kind, in particular the costs of the special audit report, will be borne by the Shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the Board of Directors considers that the redemption in kind is in the interests of the Company or made to protect the interests of the Company, in which case such costs may be borne in all or in part by the Company. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of Shares in the relevant Sub-Fund.

Shares of the Company redeemed by the Company shall be cancelled.

Unless otherwise provided for in the sales documents of the Company, any Shareholder is entitled to request the switching of whole or part of his Shares, provided that the Board of Directors may, in the Company's sales documents:

- a) set terms and conditions as to the right and frequency of switching of Shares between Sub-Funds or between Classes of Shares; and
- b) subject switching to the payment of such charges and commissions as it shall determine.

If as a result of any request for switching, the aggregate Net Asset Value per Share of the Shares held by a Shareholder in any Class of Shares would fall below the minimum holding amount as disclosed in the sales document as determined by the Board of Directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such Shareholder's holding of Shares in such Class, as stated in the sales documents.

Such a switching shall be effected on the basis of the Net Asset Value of the relevant Shares of the different Sub-Funds or Classes of Shares, determined in accordance with the provisions of Article 11 hereof. The relevant number of Shares

may be rounded up or down to a certain number of decimal places as determined by the Board of Directors and described in the sales documents.

Subscription, redemption and conversion requests shall be revocable under the conditions determined by the Board of Directors and disclosed (if any) in the sales documents of the Company as well as in the event of suspension of the Net Asset Value Calculation, as further detailed in Article 13 of these Articles of Incorporation.

**Art. 13. Suspension of the calculation of the Net Asset Value and of the issue, the redemption and the conversion of Shares.** The Company may suspend the calculation of the Net Asset Value of one or more Share Classes and the issue, redemption and conversion of any Classes of Shares in the following circumstances:

(a) during any period when, according to the opinion of the Directors, any of the principal stock exchanges or any other Regulated Market on which any substantial portion of the Sub-fund's investments of the relevant Share Class for the time being are quoted, is closed, or during which dealings are restricted or suspended; or

(b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of investments of the relevant Sub-fund by the Company is impracticable; or

(c) during any breakdown in the means of communication normally employed in determining the price or value of any of the relevant Sub-fund's investments or the current prices or values on any market or stock exchange; or

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

(e) if the Company is being or may be wound-up on or following the date on which notice is given of the meeting of Shareholders at which a resolution to wind up the Company is proposed;

(f) if the calculation of the share or unit price in the respective Master Fund, in which one or more Sub-fund(s) invest in, has been suspended; or

(g) in the event of a merger or a similar event concerning the Company and/or one or more Sub-fund(s) if deemed necessary by the Board in the best interest of the Shareholders concerned; or

(h) in case of the suspension of the calculation of an index underlying a financial derivative investment material to a Sub-fund.

The suspension of the calculation of the Net Asset Value per Share of any Sub-fund shall not affect the valuation of other Sub-funds, unless these Sub-funds are also affected.

During a period of suspension or deferral, a Shareholder may withdraw his request in respect of any Shares not redeemed or switched, by notice in writing received by the Registrar and Transfer Agent before the end of such period.

The Company may cease the issue, allocation, conversion and redemption of the Shares forthwith upon the occurrence of an event causing it to enter into liquidation or upon the order of the Luxembourg supervisory authority.

The suspension of the calculation of the Net Asset Value of a Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-Fund which is not suspended.

To the extent legally or regulatory required or decided by the Company, Shareholders who have requested conversion or redemption of their Shares will be promptly notified in writing of any such suspension and of the termination thereof. The Board of Directors may also make public such suspension in such a manner as it deems appropriate.

Suspended subscription, redemption and conversion applications may be withdrawn by written notice provided that the Company receives such notice before the suspension ends.

Suspended subscription, redemption and conversion applications shall be executed on the first Valuation Day following the resumption of Net Asset Value calculation by the Company.

#### 4. General shareholders' meetings

**Art. 14. General provisions.** Any regularly constituted meeting of the Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all Shareholders of the Company regardless of the Class of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

**Art. 15. Annual general Shareholders' meeting.** The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company or such other place in Luxembourg as may be specified in the notice of the meeting in Luxembourg at 10:00 a.m. (Luxembourg time) on the second Thursday of April in each year. If such day is not a bank business day in Luxembourg, then the annual general meeting shall be held on the next following bank business day.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of Shareholders may be held at another date, time or place than those set forth in the preceding paragraph, which date, time and place are to be decided by the Board of Directors.

Other meetings of Shareholders or of holders of Shares of any specific Sub-Fund or Class may, where required or appropriate, be held at such place and time as may be specified in the respective notices of meeting.

**Art. 16. General meetings of Shareholders of Classes of Shares.** The Shareholders of any Sub-Fund or any Class of Shares may hold or be convened to, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund or Class of Shares.

Two or more Classes of Shares or Sub-Funds may be treated as a single Class or Sub-Fund if such Sub-Funds or Classes would be affected in the same way by the proposals requiring the approval of holders of Shares relating to the separate Sub-Funds or Classes.

**Art. 17. Shareholders' meetings.** The quorum and time required by law shall govern the notice for and conduct of the meetings of Shareholders of the Company, unless otherwise provided herein.

Each whole Share, regardless of the Class and of the Sub-Fund to which it belongs, is entitled to one vote, subject to the limitations imposed by these Articles of Incorporation. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing or by cable, telegram, telex, telefax message, facsimile or any other electronic means capable of evidencing such proxy. Fractions of Shares are not entitled to a vote.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of Shareholders duly convened will be passed by simple majority of the votes cast. Votes cast shall not include votes in relation to Shares in respect of which the Shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote. A corporation may execute a proxy under the hand of a duly authorised officer.

If and to the extent permitted by the Board of Directors for a specific meeting of Shareholders, each Shareholder may vote through voting forms sent by post or facsimile to the Company's registered office or to the address specified in the convening notice. The Shareholders may only use voting forms provided by the Company and which contain at least (i) the name, address or registered office of the relevant Shareholder, (ii) the total number of Shares held by the relevant Shareholder and, if applicable, the number of Shares of each Class held by the relevant Shareholder, (iii) the place, date and time of the general meeting, (iv) the agenda of the general meeting, (v) the proposal submitted for decision of the general meeting, as well as (vi) for each proposal three boxes allowing the Shareholder to vote in favour, against or abstain from voting on each proposed resolution by ticking the appropriate box. Voting forms, which show neither a vote in favour, nor against the resolution, nor an abstention shall be void. The Company will only take into account voting forms received prior to the general meeting of Shareholders to which they relate.

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

Where there is more than one Class of Shares or Sub-Fund and the resolution of the general meeting is such as to change the respective rights thereof, such resolution must, in order to be valid, be approved separately by Shareholders of such Class of Shares or Sub-Fund in accordance with the quorum and majority requirements provided for by this Article.

**Art. 18. Notice to the general Shareholders' meetings.** Shareholders shall meet upon call by the Board of Directors or upon the written request of Shareholders representing at least one tenth of the share capital of the Company. To the extent required by law, the notice shall be published in the Mémorial Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspapers as the Board of Directors may decide.

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

## 5. Management of the company

**Art. 19. Board of Directors.** The Company shall be managed by a Board of Directors composed of not less than three members who need not to be Shareholders of the Company.

**Art. 20. Duration of the appointment of the Directors, renewal of the Board of Directors.** The Directors shall be elected by a general meeting of Shareholders for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced or an additional director appointed at any time by resolution adopted by the general meeting of Shareholders.

In the event of a vacancy in the office of a Director because of death, retirement or otherwise, the remaining Directors may meet and may elect, by majority vote, a new Director to fill such vacancy on a provisional basis until the next general meeting of Shareholders.

**Art. 21. Committee of the Board of Directors.** The Board of Directors shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the Shareholders.

**Art. 22. Meetings and deliberations of the Board of Directors.** The Board of Directors shall meet upon call by the chairman, or any two Directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of Shareholders and the Board of Directors, but in his absence the Shareholders or the Board of Directors may appoint another Director by a majority vote to preside at such meetings. For general meetings of Shareholders and in the case no Director is present, any other person may be appointed as chairman.

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

Written notice of any meeting of the Board of Directors 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 such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by cable, telegram, telex or facsimile transmission or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not be required for meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any meetings of the Board of Directors by appointing in writing another Director as his proxy. Directors may also cast their vote in writing or by cable, telegram, facsimile transmission or any other electronic means capable of evidencing such vote.

Any Director may attend a meeting of the Board of Directors using teleconference or video conference means, provided that (i) the Director attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission is performed on an on-going basis and (iv) the Directors can properly deliberate. The participation in a meeting by such means shall constitute presence in person at the meeting and the meeting is deemed to be held at the registered office of the Company.

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

The Board of Directors can deliberate or act validly only if at least half of all the Directors are present or represented at a meeting of Directors. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. The chairman shall have a casting vote.

Resolutions signed by all members of the Board of Directors will be as valid and effective as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution and may be evidenced by letters, cables, telegrams, telexes, facsimile transmission and other means capable of evidencing such consent.

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

**Art. 23. Minutes.** The minutes of any meeting of the Board of Directors shall be signed by the chairman, or in his absence, by the chairman pro tempore who presided at such meeting.

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

**Art. 24. Engagement of the Company vis-à-vis third persons.** The Company shall be engaged by the signature of two members of the Board of Directors or by the individual signature of any duly authorised officer of the Company or by the individual signature of any other person to whom authority has been delegated by the Board of Directors.

**Art. 25. Powers of the Board of Directors.** The Board of Directors determines the general orientation of the management and of the investment policy, as well as the guidelines to be followed in the management of the Company, always in compliance with the principle of risk diversification. When any investment policies are determined and implemented, the Board of Directors shall ensure compliance with the following provisions:

The Board of Directors may decide that investment of the Company be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Law, (ii) in transferable securities and money market instruments dealt in on another market in a Member State (as defined by the Law) which is regulated, operates regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing on a stock exchange in Europe, Asia, Oceania (including Australia), the American continents and Africa, or dealt in on another market in the countries referred to above, provided that such market is regulated, operates regularly and is recognised and open to the public, (iv) in recently issued transferable securities, and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of issue, as well as (v) in any other transferable securities, instruments or other assets within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations and disclosed in the sales documents of the Company.

The Board of Directors may decide to invest up to one hundred per cent of the total net assets of each Sub-Fund of the Company in different transferable securities and money market instruments issued or guaranteed by any Member State of



the European Union, its local authorities, a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Company (including but not limited to any member state of the Organisation for Economic Cooperation and Development (“OECD”) Singapore, or any member state of the G20, including the People’s Republic of China), or public international bodies of which one or more of Member States of the European Union are members, provided that in the cases where the Company decides to make use of this provision it must hold, on behalf of the Sub-Fund concerned, securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of such Sub-Fund’s total net assets.

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

The Board of Directors may decide that investments of a Sub-Fund to be made with the aim to replicate a certain index provided that the relevant index is recognised by the Luxembourg supervisory authority on the basis that it is sufficiently diversified, represents an adequate benchmark for the market to which it refers and is published in an appropriate manner.

Investments of the Company may be made either directly or indirectly through wholly owned subsidiaries. When investments of the Company are made in the capital of subsidiary companies which, exclusively on its behalf, carry on only the business of management, advice or marketing in the country where the subsidiary is located, with regard to the redemption of units at the request of Shareholders, Article 48 paragraphs (1) and (2) of the Law do not apply. Any reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

The Company will not invest more than 10% of the net assets of any Sub-Fund in undertakings for collective investment as defined in Article 41 (1) e) of the Law unless specifically foreseen in the sales documents of the Company for a Sub-Fund.

Under the conditions set forth in Luxembourg laws and regulations, any Sub-Fund may, to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents, invest in one or more Sub-Funds. The relevant legal provisions on the computation of the Net Asset Value will be applied accordingly. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to the Shares held by a Sub-Fund in another Sub-Fund are suspended for as long as they are held by the Sub-Fund concerned. In addition and for as long as these Shares are held by a Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum capital required by the Law.

Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the largest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company, (i) create any Sub-Fund qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing Sub-Fund into a feeder UCITS Sub-Fund or (iii) change the master UCITS of any of its feeder UCITS Sub-Funds.

The Board of Directors may invest and manage all or any part of the pools of assets established for two or more Sub-Funds on a pooled basis, as described in Article 11, where it is appropriate with regard to their respective investment sectors to do so.

In order to reduce operational and administrative charges while allowing a wider diversification of the investments, the Board of Directors may decide that part or all of the assets of the Company will be co-managed with assets belonging to other collective investment schemes or that part will be co-managed among themselves.

**Art. 26. Interest.** No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a Director, associate, officer or employee of any 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 his connection and/or relationship with that other company or firm, be prevented from considering and voting or acting upon any matters with respect to any such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction submitted for approval to the Board of Directors conflicting with that of the Company, that Director or officer shall make such a conflict known to the Board of Directors and shall not consider or vote on any such transaction, and any such transaction shall be reported to the next meeting of Shareholders.

The preceding paragraph does not apply where the decision of the Board of Directors or by the single Director relates to current operations entered into under normal conditions.

The term "personal interest", as used above, shall not include any relationship with or interest in any matter, position or transaction involving any entity promoting the Company or any subsidiary thereof, or any other company or entity as may

from time to time be determined by the Board of Directors at its discretion, provided that this personal interest is not considered as a conflicting interest according to applicable laws and regulations.

**Art. 27. Indemnification of the Directors.** The Company may indemnify any Director, authorised officer, employee or agent, their heirs, executors and administrators, to the extent permitted by law, for all costs and expenses borne or paid by them in connection with any claim, action, law suit or proceedings brought against them in their capacity as Director, authorised officer, employee or agent of the Company, except in cases where they are ultimately sentenced for gross negligence. In the case of an out of court settlement, such indemnification will only be granted if the Company's Legal Adviser is of the opinion that the Director, authorised officer, employee or agent in question did not fail in their duty and only if such an arrangement is approved beforehand by the Directors. The right to such indemnification does not exclude other rights to which the director, authorised officer, employee or agent are entitled. The rights to indemnification provided herein are separate and do not affect the other rights to which a Director, authorised officer, employee or agent may now or later be entitled and shall be maintained for any person who has ceased their activity as Director, authorised officer, employee or agent.

## 6. Auditor

**Art. 28. Auditor.** The general meeting of Shareholders shall appoint an approved statutory auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the Law and serve until its successor is elected.

## 7. Annual accounts

**Art. 29. Accounting year** The accounting year of the Company shall begin on 1 January in each year and shall end on 31 December of the same year.

The accounts of the Company shall be expressed in Euro or to the extent permitted by laws and regulations such other currency, as the Board of Directors may determine. Where there shall be different Sub-Funds as provided for in Article 7 hereof, and if the accounts within such Sub-Funds are expressed in different currencies, such accounts shall be converted into Euro and added together for the purpose of determination of the accounts of the Company.

**Art. 30. Distribution Policy.** The Shareholders shall, upon proposal from the Directors and within the limits provided by Luxembourg law, determine how the results of the Company shall be disposed of and other distributions shall be effected and may from time to time declare, or authorise the Directors to declare distributions. Distributions may be made out of investment income, capital gains or capital.

For any Sub-Fund or Class of Shares, the Directors may decide to pay interim dividends in compliance with the conditions set forth by law. Distribution Shares confer in principle on their holders the right to receive PAGE 26 dividends declared on the portion of the net assets of the Company attributable to the relevant Class of Shares in accordance with the provisions below. Accumulation Shares do not in principle confer on their holders the right to dividends. The portion of the net assets of the Company attributable to accumulation Shares of the relevant Class of Shares in accordance with the provisions below shall automatically increase the Net Asset Value of these Shares.

Dividends may further, in respect of any Class of Shares, include an allocation from an equalisation account which may be maintained in respect of any such Class of Shares and which, in such event, will in respect of such Class of Shares, be credited upon issue of Shares and debited upon redemption of Shares, in an amount calculated by reference to the accrued income attributable to such Shares.

Dividends will normally be paid in the currency in which the relevant Class of Shares is expressed or, in exceptional circumstances, in such other currency as selected by the Board of Directors and may be paid at such places and times as may be determined by the Board of Directors. The Board of Directors may make a final determination of the rate of exchange applicable to translate dividends into the currency of their payment. The Board of Directors may decide that dividends be automatically reinvested for any Sub-Fund or Class of Shares unless a Shareholder entitled to receive cash distribution elects to receive payment of such dividends. However, no dividends will be paid if their amount is below an amount to be decided by the Board of Directors from time to time and published in the sales documents of the Company. Such dividends will automatically be reinvested.

No distribution shall be made if as a result thereof the capital of the Company becomes less than the minimum required by law.

Declared dividends not claimed within five years of the due date will lapse and revert to the relevant Sub-Fund or Class. The Board of Directors has all powers and may take all measures necessary for the implementation of this position. No interest shall be paid on a dividend declared and held by the Company at the disposal of its beneficiary.

## 8. Dissolution, Termination, Merger and division

### Art. 31. Dissolution of the Company, Termination of Sub-Funds or Share Classes.

**Art. 31.1. Dissolution of the Company.** In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each Class of Shares shall be distributed by the liquidators to the holders of Shares of each Class of Shares or

each Sub-Fund in proportion of their holding of Shares in such Class of Shares of each Sub-Fund either in cash or, upon the prior consent of the Shareholder, in kind.

Any funds to which Shareholders are entitled upon the liquidation of the Company and which are not claimed by those entitled thereto prior to the close of the liquidation process shall be deposited for the benefit of the persons entitled thereto to the Caisse de Consignation in Luxembourg in accordance with the Law. Amounts so deposited shall be forfeited in accordance with Luxembourg laws.

**Art. 31.2. Termination of Sub-Funds or Classes of Shares.** The Directors may decide at any moment the termination of any Sub-Fund or a Class of Shares in a Sub-Fund. In such case, the Directors may offer to the Shareholders of such Sub-Fund or Class of Shares the conversion of their Class of Shares into Classes of Shares of another Sub-Fund or the same Sub-Fund, under terms fixed by the Directors.

The Directors may decide to terminate a Sub-Fund in the event that for any reason the value of the net assets in any Sub-Fund has decreased to an amount determined by the Directors from time to time to be the minimum level for such Sub-Fund to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Sub-Fund concerned would have material adverse consequences on the investments of that Sub-Fund. The liquidation proceeds less possible costs of liquidation will be divided among the shareholders of the respective Sub-fund according to their entitlement.

Furthermore, under the same circumstances as mentioned above, the Directors may decide to close a Class of Shares in a Sub-Fund and to pay out to the shareholders of this Class of Shares the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Day at which such decision shall take effect.

The Company shall serve a notice to the Shareholders of the relevant Sub-Fund or Class of Shares prior to the effective date of the termination, which will indicate the reasons for and the procedure of the termination operations. Unless it is otherwise decided in the interests of, or to maintain equal treatment between the Shareholders, the Shareholders of the Sub-Fund or Class of Shares concerned may continue to request redemption or conversion of their Shares free of charge, taking into account actual realisation prices of investments and realisation expenses as well as, where applicable, liquidation costs prior to the date effective for the termination.

Liquidation proceeds or assets which may not be distributed to their owners upon the implementation of the termination will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto. If not claimed they shall be forfeited in accordance with Luxembourg Law.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, a general meeting of Shareholders of any Sub-Fund (or Class as the case may be) may, upon proposal from the Board of Directors, decide that all Shares of such Sub-Fund (or Class of Shares) shall be terminated. There shall be no quorum requirements for such general meeting of Shareholders at which resolutions shall be adopted by simple majority of the votes cast if such decision does not result in the liquidation of the Company.

All redeemed Shares will be cancelled in the books of the Company.

### **Art. 32. Merger of the Company, merger of Sub-Funds and consolidation of Classes of Shares.**

**Art. 32.1. Merger of the Company.** The Company may, either as a merging UCITS or as a receiving UCITS, be subject to cross-border and domestic mergers in accordance with the definitions and conditions set out in the Law.

In case the Company is the receiving UCITS, the Directors of the Company are competent to decide on such a merger and on the effective date of such a merger.

In case the Company is the merging UCITS and thereby ceases to exist, the general meeting of shareholders, deciding by simple majority of the votes cast by shareholders present or represented at the meeting, shall be competent to decide on the merger and on the effective date of merger. The effective date of merger shall be recorded by notarial deed.

Further, the Company may merge with other UCIs offering equivalent protection to UCITS in accordance with applicable laws and regulations.

**Art. 32.2. Merger of Sub-Funds.** Any merger of a Sub-Fund shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger to a meeting of Shareholders of the Sub-Fund concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of one or more Sub-Fund(s) where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of Shareholders for which no quorum is required and that may decide with a simple majority of the votes cast.

The merger of Sub-Funds can be performed between a Sub-Fund of the Company, either as a merging Sub-Fund or as a receiving Sub-Fund, with another Sub-Fund of the Company, with a foreign or a Luxembourg UCITS or Sub-Fund of a foreign or Luxembourg UCITS.

Any merger will be performed in accordance with the provisions set forth in the Law and any implementing regulation (relating in particular to the notification to the Shareholders concerned).

Further, the merger can be performed, in accordance with applicable laws and regulations, between any Sub-Fund, either as a merging Sub-Fund or a receiving Sub-Fund, with another UCI or Sub-Fund of a UCI offering equivalent protection to UCITS.

**Art. 32.3. Consolidation of Classes of Shares.** The Board of Directors may decide at any moment to consolidate a Class of any Sub-Fund with another Class of the same Sub-Fund or a Class of another Sub-Fund. Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, a general meeting of Shareholders of any Sub-Fund (or Class as the case may be) may, upon proposal from the Board of Directors, decide upon the consolidation of Classes of Shares in the same or different Sub-Fund. There shall be no quorum requirements for such general meeting of Shareholders at which resolutions shall be adopted by simple majority of the votes cast if such decision does not result in the liquidation of the Company.

**Art. 32.4. Division of a Sub-Fund or Class of Shares.** The Board of Directors may decide to reorganise a Sub-Fund or Class of Shares by means of a division into two or more Sub-Funds or Classes of Shares.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, a general meeting of Shareholders of any Sub-Fund (or Class as the case may be) may, upon proposal from the Board of Directors, decide upon the division of a Sub-Fund or of Classes of Shares in the same Sub-Fund.

There shall be no quorum requirements for such general meeting of Shareholders at which resolutions shall be adopted by simple majority of the votes cast, if such decision does not result in the liquidation of the Company.

## 9. General provisions

**Art. 33. Amendment of the Articles of Incorporation.** These Articles of Incorporation may be amended from time to time by a meeting of Shareholders, subject to the quorum and majority voting requirements provided by the laws of Luxembourg.

**Art. 34. General provisions.** All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law dated 10 August 1915 on commercial companies as amended from time to time (the "1915 Law") and the Law.

### *Subscription and payment*

These Articles having thus been drawn up by the appearing party, the appearing party has subscribed and entirely paid-up the following shares:

Subscriber	Number of shares	Subscription price per share
Gottex Asset Management (Suisse) S.A. ....	31	EUR 31,000
Total . . . . .	31	EUR 31,000

All these shares have been entirely paid up of by payments in cash, so that the sum of thirty-one thousand euro (EUR 31,000) is forthwith at the free disposal of the corporation, as has been proven to the notary.

### *Transitory provisions*

The first year will start at the incorporation of the Company and will end on the 31<sup>st</sup> of December 2016, and the first annual general meeting will be held on the second Thursday of April 2017 at 10.00 a.m.

### *Statement*

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

### *Expenses*

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

### *Extraordinary general meeting*

The single shareholder, representing the entire subscribed capital, has taken the following resolutions:

#### *First resolution*

The following persons are appointed as Directors of the Company for a period ending with the next annual general meeting in 2017:

1) Mr. Ben O'BRYAN, managing director, born on 5 July 1976 in London (United Kingdom), with professional address in 21, Great Winchester Street, Loondon EC2N 2 DB, United Kingdom;

2) Mr. Michael KOSCHATZKI, director, born on 28 March 1975 in Kattowitz (Poland), professional address in 11-17, Mainzer Landstrasse, D-60329 Frankfurt am Main, Germany; and

3) Mr. Bernhard C. WITOLLA, director, born on 17 July 1966 in Oppeln (Poland), with professional address at 2, Boulevard Konrad Adenauer, L-1115 Luxembourg.



*Second resolution*

The registered office of the Company is fixed at 2, boulevard Konrad Adenauer, L-1115 Luxembourg.

*Third resolution*

The following is elected as independent auditor for a period ending with the next annual general meeting in 2017:

KPMG Luxembourg, Société coopérative, having its registered office at 39, Avenue J. F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the R.C.S. Luxembourg under number B 149 133.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing person, this deed, including the articles of incorporation, 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 appearing person, known to the notary, by surname, first name, civil status and residence, the said person appearing signed together with us, the notary, this original deed.

Signé: A. Spicq et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 18 mars 2016. Relation: 2LAC/2016/6044. 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 22 mars 2016.

Référence de publication: 2016083353/788.

(160050444) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 mars 2016.

**Aviva Infrastructure Debt Europe I S.A., Société Anonyme de Titrisation.**

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 190.428.

Le bilan au 31 décembre 2015 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2016096587/10.

(160067449) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 avril 2016.

**Digital Services Holding XXII S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 188.602.

In the year two thousand and sixteen, on the fourteenth day of March,

before us Maître Cosita Delvaux, notary, residing in Luxembourg, Grand-Duchy of Luxembourg,

THERE APPEARED:

1. Rocket Internet SE, a European Company (Societas Europaea) with its statutory seat in Berlin, Germany, registered with the commercial register (Handelsregister) at the local court of Charlottenburg (Amtsgericht Charlottenburg), Germany, under no. HRB 165662 B, having its business address at Johannisstraße 20, 10117 Berlin, Germany,

being the holder of twelve thousand four hundred ninety-nine (12,499) common shares,

here represented by Mrs Magdalena Staniczek, private employee, professionally residing in Senningerberg, by virtue of a proxy given under private seal.

2. Bambino 53. V V UG (haftungsbeschränkt), a limited liability business enterprise (Unternehmergeellschaft (haftungsbeschränkt)) incorporated and existing under the laws of Germany, registered with the commercial register (Handelsregister) at the local court of Charlottenburg (Amtsgericht Charlottenburg), Germany, under no. HRB 126893 B, having its registered address at Johannisstraße 20, 10117 Berlin, Germany,

being the holder of one (1) common share,

here represented by Mrs Magdalena Staniczek, private employee, professionally residing in Senningerberg, by virtue of a proxy given under private seal.

3. Rocket Club I S.C.S., a société en commandite simple incorporated and existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B 198814, having its business address at 32-36, boulevard d'Avranches, L - 1160 Luxembourg, Grand Duchy of Luxembourg,

being the holder of six hundred twenty-five (625) series A1 shares,

here represented by Mrs Magdalena Staniczek, private employee, professionally residing in Senningerberg, by virtue of a proxy given under private seal.

4. Mercura Capital GmbH, a limited liability company (Gesellschaft mit beschränkter Haftung) under the laws of Germany, with its statutory seat in Munich, Germany, registered with the commercial register (Handelsregister) at the local court of Munich (Amtsgericht München), Germany, under no. HRB 200948, having its business address at Max-Joseph-Str. 7, 80333 München,

being the holder of one thousand five hundred sixty-three (1,563) series A2 shares,

here represented by Mrs Magdalena Staniczek, private employee, professionally residing in Senningerberg, by virtue of a proxy given under private seal.

5. Ithaca S.r.l., a limited liability company (Società a responsabilità limitata) under the laws of Italy, with its registered office at Via Verdi 2, 20121 Milan, Italy, registered with the Companies Registration Office of Milan (Italy), under number 07533540964, fiscal code IT 07533540964,

being the holder of three hundred and thirteen (313) series A3 shares,

here represented by Mrs Magdalena Staniczek, private employee, professionally residing in Senningerberg, by virtue of a proxy given under private seal.

6. b-to-v Partners II S.à r.l., a limited liability company (société à responsabilité limitée) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 1C, rue Gabriel Lippmann, L-5365 Munsbach, Grand Duchy of Luxembourg, registered with the Trade and Companies Register (Registre de Commerce et des Sociétés) under number B 194103,

being the holder of six hundred twenty-five (625) series A4 shares,

here represented by Mrs Magdalena Staniczek, private employee, professionally residing in Senningerberg, by virtue of a proxy given under private seal.

7. Seven S.r.l., a limited liability company (Società a responsabilità limitata) under the laws of Italy, with its registered office at Galleria De Cristoforis 8, 20122 Milan, Italy, fiscal code IT 08982040969,

being the holder of three hundred forty-four (344) series A5 shares,

here represented by Mrs Magdalena Staniczek, private employee, professionally residing in Senningerberg, by virtue of a proxy given under private seal.

8. Amsterdam S.r.l., a limited liability company (Società a responsabilità limitata) under the laws of Italy, with its registered office at Via Santa Tecla 5, 20145 Milan, Italy, fiscal code IT 09378690961 (“Amsterdam”),

becoming the holder of one hundred thirty eight (138) series A6 shares,

here represented by Mrs Magdalena Staniczek, private employee, professionally residing in Senningerberg, by virtue of a proxy given under private seal.

9. Capital Mills Zipjet C.V., a limited partnership (commanditaire vennootschap) under the laws of the Netherlands, with its statutory seat in Gorinchem, the Netherlands, registered with the trade register of the Chamber of Commerce under no. 65459407, having its business address at Haarstraat 25, 4201 JA Gorinchem, the Netherlands (“Capital Mills Zipjet”),

becoming the holder of three hundred seventy five (375) series A6 shares,

here represented by Mrs Magdalena Staniczek, private employee, professionally residing in Senningerberg, by virtue of a proxy given under private seal.

The said proxies, initialled *ne varietur* by the proxyholder of the appearing parties and the undersigned notary will remain annexed to the present deed to be filed at the same time with the registration authorities.

The parties under 1. to 7. (the “Existing Shareholders”) are all the shareholders of Digital Services Holding XXII S.à r.l. (the “Company”), a société à responsabilité limitée incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, Heienhaff, L-1736 Senningerberg, registered with the Luxembourg Trade and Companies' Register (Registre de Commerce et des Sociétés) under number B 188.602 and incorporated pursuant to a deed of the notary Henri Hellinckx, residing in Luxembourg, on 1 July 2014, published in the Mémorial C, Recueil des Sociétés et Associations number 2559 dated 22 September 2014. The articles of incorporation have been last modified pursuant to a notarial deed of the notary Maître Cosita Delvaux, notary residing in Luxembourg, Grand-Duchy of Luxembourg, on 23 December 2015, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

The Existing Shareholders represent the entire share capital and have waived any notice requirement. The meeting of the shareholders is regularly constituted and may validly deliberate on the following agenda whereby the appearing parties under 8. to 9. participate and vote for the purpose of Agenda point 5 et seqq. only:

#### *Agenda*

1. Decision to create one (1) additional class of shares in the share capital of the Company, referred to as the series A6 shares (the “Series A6 Shares”), so that the Company will hence have seven (7) classes of shares, the common shares, the series A1 shares, the series A2 shares, the series A3 shares, the series A4 shares, the series A5 shares and the series A6 shares.

2. Acceptance of Amsterdam S.r.l., a limited liability company (Società a responsabilità limitata) under the laws of Italy, with its registered office at Via Santa Tecla 5, 20145 Milan, Italy, fiscal code IT 09378690961, as new shareholder of the Company.

3. Acceptance of Capital Mills Zipjet C.V., a limited partnership (commanditaire vennootschap) under the laws of the Netherlands, with its statutory seat in Gorinchem, the Netherlands, registered with the trade register of the Chamber of Commerce under no. 65459407, having its business address at Haarstraat 25, 4201 JA Gorinchem, the Netherlands, as new shareholder of the Company.

4. Increase of the Company's share capital by an amount of five hundred thirteen euros (EUR 513.-) so as to raise it from its current amount of fifteen thousand nine hundred seventy euros (EUR 15,970.-) up to sixteen thousand four hundred eighty three euros (EUR 16,483.-) by issuing five hundred thirteen (513) Series A6 Shares with a nominal value of one euro (EUR 1) each.

5. Subsequent amendment of article five (5) of the articles of association of the Company so that it shall henceforth read as follows:

**“ Art. 5. Share Capital.**

5.1 The Company's share capital is set at sixteen thousand four hundred and eighty-three euros (EUR 16,483.00), represented by

5.1.1 twelve thousand five hundred (12,500) common shares (hereinafter “Common Shares”), with a nominal value of one Euro (EUR 1.00) each,

5.1.2 six hundred twenty-five (625) series A1 shares (hereinafter “Series A1 Shares”), with a nominal value of one Euro (EUR 1.00) each,

5.1.3 one thousand five hundred sixty-three (1,563) series A2 shares (hereinafter “Series A2 Shares”), with a nominal value of one Euro (EUR 1.00) each,

5.1.4 three hundred thirteen (313) series A3 shares (hereinafter “Series A3 Shares”), with a nominal value of one Euro (EUR 1.00) each,

5.1.5 six hundred twenty-five (625) series A4 shares (hereinafter “Series A4 Shares”), with a nominal value of one Euro (EUR 1.00) each

5.1.6 three hundred forty-four (344) series A5 shares (hereinafter “Series A5 Shares”), with a nominal value of one Euro (EUR 1.00) each, and

5.1.7 five hundred thirteen (513) series A6 shares (hereinafter “Series A6 Shares”), with a nominal value of one Euro (EUR 1.00) each.

The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by these articles of association or by the Law.

5.2 The Company's share capital may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.”

6. Subsequent amendment of article seven point four point one (7.4.1) of the articles of association of the Company so that it shall henceforth read as follows:

“ 7.4.1. in any case of a transfer, assignment or any other disposal of shares by the shareholder Rocket Internet SE (“Rocket”), the shareholder Rocket Club I S.C.S., (“Rocket Club I”), the shareholder Mercura Capital GmbH (“Mercura”), the shareholder Ithaca S.r.l. (“Ithaca”), the shareholder b-to-v Partners S.à r.l. II (“B2V”), the shareholder Seven S.r.l. (“Seven”), the shareholder Amsterdam S.r.l. (“Amsterdam”) and the shareholder Capital Mills Zipjet C.V. (“Capital”, jointly with Rocket, Rocket Club I, Mercura, Ithaca, B2V, Seven and Amsterdam the “Investors” and each also an “Investor”), to a company affiliated to such Investor within the meaning of sections 15 et seqq. German Stock Corporation Act (AktG);”.

7. Subsequently, decision to appoint any manager of the Company, regardless of his category, as well as Mr Julien De Mayer and Ms. Magdalena Staniczek, each acting individually and with full power of substitution, to update and sign solely, the shareholders register of the Company.

8. Miscellaneous.

Having duly considered each item on the agenda, the general meeting unanimously takes, and requires the undersigned notary to enact, the following resolutions:

*First resolution*

The general meeting of shareholders decides to create one (1) additional class of shares in the share capital of the Company, referred to as the series A6 shares (the “Series A6 Shares”), so that the Company will hence have seven (7) classes of shares, the common shares, the series A1 shares, the series A2 shares, the series A3 shares, the series A4 shares, the series A5 shares and the series A6 shares.

*Second resolution*

The general meeting of shareholders accepts Amsterdam, aforementioned, as new shareholder of the Company.

*Third resolution*

The general meeting of shareholders accepts Capital Mills Zipjet, aforementioned, as new shareholder of the Company.

*Fourth resolution*

The general meeting of shareholders resolves to increase the Company's share capital by an amount of five hundred thirteen euros (EUR 513.-) so as to raise it from its current amount of fifteen thousand nine hundred seventy euros (EUR 15,970.-) up to sixteen thousand four hundred eighty three euros (EUR 16,483.-) by issuing five hundred thirteen (513) Series A6 Shares with a nominal value of one euro (EUR 1) each.

*Subscription*

The five hundred thirteen (513) Series A6 Shares have been duly subscribed for an aggregate amount of five hundred thirteen euros (EUR 513.-) as follows:

- Amsterdam, here represented as aforementioned, subscribed for one hundred thirty eight (138) Series A6 Shares for an aggregate amount of one hundred thirty eight euros (EUR 138.-);
- Capital Mills Zipjet, here represented as aforementioned, subscribed for three hundred seventy five (375) Series A6 Shares for an aggregate amount of three hundred seventy five euros (EUR 375.-).

*Payment*

The five hundred thirteen (513) Series A6 Shares, subscribed as stated above, have been entirely paid up through a contribution in cash in an aggregate amount of five hundred thirteen euros (EUR 513.-).

The proof of the existence and of the value of the above contribution has been produced to the undersigned notary.

The contribution in the amount of five hundred thirteen euros (EUR 513.-) is entirely allocated to the share capital.

*Fifth resolution*

As a consequence of the preceding resolution, the general meeting of shareholders decides to amend article five (5) of the articles of association of the Company so that it shall henceforth read as set out in the agenda of the present deed.

*Sixth Resolution*

As a consequence of the preceding resolution, the general meeting of shareholders decides to amend article seven point four point one (7.4.1) of the articles of association of the Company so that it shall henceforth read as set out in the agenda of the present deed.

*Seventh Resolution*

The general meeting of shareholders hereby appoints any manager of the Company, regardless of his category, as well as Mr Julien De Mayer and Ms. Magdalena Staniczek, each acting individually and with full power of substitution, to update and sign solely, the shareholders register of the Company.

*Costs and expenses*

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company are estimated at approximately EUR 1,600.-

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

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

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

**Es folgt die deutsche Übersetzung des vorangehenden Textes:**

Im Jahre zweitausendsechzehn, am vierzehnten März,

vor uns, Maître Cosita Delvaux, Notarin mit Amtssitz in Luxemburg, Großherzogtum Luxemburg,

SIND ERSCHIENEN:

1. Rocket Internet SE, eine Europäische Gesellschaft (Societas Europaea) mit satzungsmäßigem Sitz in Berlin, Deutschland, eingetragen im Handelsregister des Amtsgerichts Charlottenburg, Deutschland, unter der Nummer HRB 165662 B, mit Geschäftssitz in Johannisstraße 20, 10117 Berlin, Deutschland,

Inhaberin von zwölftausendvierhundertneunundneunzig (12.499) Stammanteilen,

hier vertreten durch Frau Magdalena Staniczek, private employee, geschäftsansässig in Senningerberg, gemäß einer privatschriftlichen Vollmacht.

2. Bambino 53. V V UG (haftungsbeschränkt), eine Unternehmersgesellschaft (haftungsbeschränkt) gegründet und bestehend nach deutschem Recht, eingetragen im Handelsregister des Amtsgerichts Charlottenburg, Deutschland, unter der Nummer HRB 126893 B, mit Sitz in Johannisstraße 20, 10117 Berlin, Deutschland,

Inhaberin eines (1) Stammanteils,

hier vertreten durch Frau Magdalena Staniczek, private employee, geschäftsansässig in Senningerberg, gemäß einer privatschriftlichen Vollmacht.

3. Rocket Club I S.C.S., eine Gesellschaft (société en commandite simple) gegründet und bestehend nach dem Recht des Großherzogtums Luxemburg, eingetragen im Handels- und Gesellschaftsregister Luxemburg (Registre de Commerce et des Sociétés) unter der Nummer B 198814, mit Geschäftssitz in 32-36, boulevard d'Avranches, L-1160 Luxemburg, Großherzogtum Luxemburg,

Inhaberin von sechshundertfünfundzwanzig (625) Anteilen der Serie A1,

hier vertreten durch Frau Magdalena Staniczek, private employee, geschäftsansässig in Senningerberg, gemäß einer privatschriftlichen Vollmacht.

4. Mercura Capital GmbH, eine Gesellschaft mit beschränkter Haftung nach deutschem Recht mit satzungsmäßigem Sitz in München, Deutschland, eingetragen im Handelsregister des Amtsgerichts München, Deutschland, unter der Nummer HRB 200948, mit Geschäftssitz in Max-Joseph-Str. 7, 80333 München,

Inhaberin von eintausendfünfhundertdreißig (1.563) Anteilen der Serie A2,

hier vertreten durch Frau Magdalena Staniczek, private employee, geschäftsansässig in Senningerberg, gemäß einer privatschriftlichen Vollmacht.

5. Ithaca S.r.l., eine Gesellschaft (Società a responsabilità limitata) nach dem Recht Italiens, mit Sitz in Via Verdi 2, 20121 Mailand, Italien, eingetragen im Handelsregister von Mailand (Italien) (Companies Registration Office of Milan) unter der Nummer 07533540964, Steuernummer IT 07533540964,

Inhaberin von dreihundertdreizehn (313) Anteilen der Serie A3,

hier vertreten durch Frau Magdalena Staniczek, private employee, geschäftsansässig in Senningerberg, gemäß einer privatschriftlichen Vollmacht.

6. b-to-v Partners S.à r.l. II, eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) gegründet und bestehend nach dem Recht des Großherzogtums Luxemburg, mit Sitz in 1C, rue Gabriel Lippmann, L-5365 Munsbach, Großherzogtum Luxemburg, eingetragen im Handels- und Gesellschaftsregister Luxemburg (Registre de Commerce et des Sociétés) unter der Nummer B 194103,

Inhaberin von sechshundertfünfundzwanzig (625) Anteilen der Serie A4,

hier vertreten durch Frau Magdalena Staniczek, private employee, geschäftsansässig in Senningerberg, gemäß einer privatschriftlichen Vollmacht.

7. Seven S.r.l., eine Gesellschaft (Società a responsabilità limitata) nach dem Recht Italiens, mit Sitz in Galleria De Cristoforis 8, 20122 Mailand, Italien, Steuernummer IT 08982040969,

Inhaberin von dreihundertvierundvierzig (344) Anteilen der Serie A5,

hier vertreten durch Frau Magdalena Staniczek, private employee, geschäftsansässig in Senningerberg, gemäß einer privatschriftlichen Vollmacht.

8. Amsterdam S.r.l., eine Gesellschaft (Società a responsabilità limitata) nach dem Recht Italiens, mit Sitz in Via Santa Tecla 5, 20145 Mailand, Italien, Steuernummer IT 09378690961 („Amsterdam“),

zukünftige Inhaberin von einhundertachtunddreißig (138) Anteilen der Serie A6,

hier vertreten durch Frau Magdalena Staniczek, private employee, geschäftsansässig in Senningerberg, gemäß einer privatschriftlichen Vollmacht.

9. Capital Mills Zipjet C.V., eine Gesellschaft (commanditaire vennootschap) nach dem Recht der Niederlande, mit satzungsmäßigem Sitz in Gorinchem, Niederlande, eingetragen im Handelsregister der Handelskammer unter der Nummer 65459407, mit Geschäftsadresse in Haarstraat 25, 4201 JA Gorinchem, Niederlande („Capital Mills Zipjet“),

zukünftige Inhaberin von dreihundertfünfundsiebzig (375) Anteilen der Serie A6,

hier vertreten durch Frau Magdalena Staniczek, private employee, geschäftsansässig in Senningerberg, gemäß einer privatschriftlichen Vollmacht.

Besagte Vollmachten, welche von der Bevollmächtigten der erschienenen Parteien und der unterzeichnenden Notarin ne varietur paraphiert wurden, werden der vorliegenden Urkunde beigelegt, um mit ihr zusammen hinterlegt zu werden.

Die Parteien unter 1. bis 7. (die „Bestehenden Gesellschafter“) sind alle Gesellschafter der Digital Services Holding XXII S.à r.l. (die „Gesellschaft“), einer Gesellschaft mit beschränkter Haftung (société à responsabilité limitée), gegründet und bestehend nach dem Recht des Großherzogtums Luxemburg, mit Sitz in 5, Heienhaff, L-1736 Senningerberg, eingetragen im Handels- und Gesellschaftsregister Luxemburg (Registre de Commerce et des Sociétés) unter der Nummer B 188.602, gegründet am 1. Juli 2014 gemäß einer Urkunde des Notars Henri Hellinckx, mit Amtssitz in Luxemburg, welche am 22. September 2014 im Mémorial C, Recueil des Sociétés et Associations, Nummer 2559, veröffentlicht wurde. Die Satzung der Gesellschaft wurde zuletzt am 23. Dezember 2015 gemäß einer Urkunde der Notarin Maître Cosita Delvaux,



mit Amtssitz in Luxemburg, Großherzogtum Luxemburg, geändert, welche noch nicht im Mémorial C, Recueil des Sociétés et Associations veröffentlicht wurde.

Die Bestehenden Gesellschafter vertreten das gesamte Gesellschaftskapital und haben auf jegliche Ladungsformalitäten verzichtet. Die Gesellschafterversammlung ist ordnungsgemäß zusammengekommen und kann wirksam über die folgende Tagesordnung verhandeln, wobei die erschienenen Parteien unter 8. bis 9. ausschließlich für die Punkte 5 ff. der Tagesordnung teilnahme- und stimmberechtigt sind:

#### *Tagesordnung*

1. Beschluss bezüglich der Schaffung einer (1) weiteren Klasse von Anteilen im Gesellschaftskapital der Gesellschaft, welche als Anteile der Serie A6 bezeichnet werden (die „Anteile der Serie A6“), sodass die Gesellschaft nunmehr sieben (7) Anteilklassen hat, die Stammanteile, die Anteile der Serie A1, die Anteile der Serie A2, die Anteile der Serie A3, die Anteile der Serie A4, die Anteile der Serie A5 und die Anteile der Serie A6.

2. Aufnahme der Amsterdam S.r.l., einer Gesellschaft (Società a responsabilità limitata) nach dem Recht Italiens, mit Sitz in Via Santa Tecla 5, 20145 Mailand, Italien, Steuernummer IT 09378690961, als neue Gesellschafterin der Gesellschaft.

3. Aufnahme der Capital Mills Zipjet C.V., einer Gesellschaft (commanditaire vennootschap) nach dem Recht der Niederlande, mit satzungsmäßigem Sitz in Gorinchem, Niederlande, eingetragen im Handelsregister der Handelskammer unter der Nummer 65459407, mit Geschäftsadresse in Haarstraat 25, 4201 JA Gorinchem, Niederlande, als neue Gesellschafterin der Gesellschaft.

4. Erhöhung des Gesellschaftskapitals der Gesellschaft von seinem derzeitigen Betrag von fünfzehntausendneuhundertsiebzig Euro (EUR 15.970.-) um einen Betrag von fünfhundertdreizehn Euro (EUR 513.-) auf einen Betrag von sechzehntausendvierhundertdreiundachtzig Euro (EUR 16.483.-) durch die Ausgabe von fünfhundertdreizehn (513) Anteilen der Serie A6 mit einem Nominalwert von je einem Euro (EUR 1).

5. Dementsprechende Änderung des Artikels fünf (5) der Satzung der Gesellschaft, welcher nunmehr wie folgt lautet:

„ **Art. 5. Gesellschaftskapital.**

5.1 Das Gesellschaftskapital der Gesellschaft beträgt sechzehntausendvierhundertdreiundachtzig Euro (EUR 16.483,00), bestehend aus

5.1.1 zwölftausendfünfhundert (12.500) Stammanteilen (im Folgenden die „Stammanteile“) mit einem Nominalwert von je einem Euro (EUR 1,00),

5.1.2 sechshundertfünfundzwanzig (625) Anteilen der Serie A1 (im Folgenden die „Anteile der Serie A1“) mit einem Nominalwert von je einem Euro (EUR 1,00),

5.1.3 eintausendfünfhundertdreiundsechzig (1.563) Anteilen der Serie A2 (im Folgenden die „Anteile der Serie A2“) mit einem Nominalwert von je einem Euro (EUR 1,00),

5.1.4 dreihundertdreizehn (313) Anteilen der Serie A3 (im Folgenden die „Anteile der Serie A3“) mit einem Nominalwert von je einem Euro (EUR 1,00),

5.1.5 sechshundertfünfundzwanzig (625) Anteilen der Serie A4 (im Folgenden die „Anteile der Serie A4“) mit einem Nominalwert von je einem Euro (EUR 1,00),

5.1.6 dreihundertvierundvierzig (344) Anteilen der Serie A5 (im Folgenden die „Anteile der Serie A5“) mit einem Nominalwert von je einem Euro (EUR 1,00), und

5.1.7 fünfhundertdreizehn (513) Anteilen der Serie A6 (im Folgenden die „Anteile der Serie A6“) mit einem Nominalwert von je einem Euro (EUR 1,00).

Die mit den Anteilen verbundenen Rechte und Pflichten sind identisch, es sei denn, es wird in dieser Satzung oder durch das Gesetz von 1915 etwas Gegenteiliges bestimmt.

5.2 Das Gesellschaftskapital kann durch einen Beschluss der Gesellschafterversammlung, welcher in der für eine Satzungsänderung erforderlichen Art und Weise gefasst wird, erhöht oder herabgesetzt werden.“

6. Anschließende Änderung des Artikels sieben Punkt vier Punkt eins (7.4.1) der Satzung der Gesellschaft, welcher nunmehr wie folgt lautet:

„ **7.4.1.** bei einer Übertragung, einer Abtretung oder einer anderen Veräußerung von Anteilen durch den Gesellschafter Rocket Internet SE („Rocket“), den Gesellschafter Rocket Club I S.C.S. („Rocket Club I“), den Gesellschafter Mercura Capital GmbH („Mercura“), den Gesellschafter Ithaca S.r.l. („Ithaca“), den Gesellschafter b-to-v Partners S.à r.l. II („B2V“), den Gesellschafter Seven S.r.l. („Seven“), den Gesellschafter Amsterdam S.r.l. („Amsterdam“) und den Gesellschafter Capital Mills Zipjet C.V. („Capital“, gemeinschaftlich mit Rocket, Rocket Club I, Mercura, Ithaca, B2V, Seven und Amsterdam die „Investoren“ und jeweils einzeln ein „Investor“) an eine mit einem solchen Investor verbundene Gesellschaft im Sinne der §§ 15 ff. des deutschen Aktiengesetzes (AktG);“.

7. Anschließender Beschluss, jeden einzelnen Geschäftsführer der Gesellschaft, ungeachtet seiner Kategorie, sowie Herrn Julien De Mayer und Frau Magdalena Staniczek zu bevollmächtigen, das Anteilsinhaberregister der Gesellschaft in Einzelnunterschrift und mit uneingeschränkter Befugnis zur Unterbevollmächtigung zu aktualisieren und alleine zu unterzeichnen.

## 8. Verschiedenes.

Nach ordnungsgemäßer Prüfung jedes Tagesordnungspunkts fasst die Gesellschafterversammlung einstimmig die folgenden Beschlüsse und ersucht die unterzeichnende Notarin, diese zu beurkunden:

### *Erster Beschluss*

Die Gesellschafterversammlung beschließt, eine (1) weitere Klasse von Anteilen im Gesellschaftskapital der Gesellschaft zu schaffen, welche als Anteile der Serie A6 bezeichnet werden (die „Anteile der Serie A6“), sodass die Gesellschaft nunmehr sieben (7) Anteilklassen hat, die Stammanteile, die Anteile der Serie A1, die Anteile der Serie A2, die Anteile der Serie A3, die Anteile der Serie A4, die Anteile der Serie A5 und die Anteile der Serie A6.

### *Zweiter Beschluss*

Die Gesellschafterversammlung akzeptiert Amsterdam, vorbenannt, als neue Gesellschafterin der Gesellschaft.

### *Dritter Beschluss*

Die Gesellschafterversammlung akzeptiert Capital Mills Zipjet, vorbenannt, als neue Gesellschafterin der Gesellschaft.

### *Vierter Beschluss*

Die Gesellschafterversammlung beschließt, das Gesellschaftskapital der Gesellschaft von seinem derzeitigen Betrag von fünfzehntausendneuhundertsiebzig Euro (EUR 15.970.-) um einen Betrag von fünfhundertdreizehn Euro (EUR 513.-) auf einen Betrag von sechzehntausendvierhundertdreiundachtzig Euro (EUR 16.483.-) durch die Ausgabe von fünfhundertdreizehn (513) Anteilen der Serie A6 mit einem Nominalwert von je einem Euro (EUR 1), zu erhöhen.

### *Zeichnung*

Die fünfhundertdreizehn (513) Anteile der Serie A6 wurden ordnungsgemäß für einen Gesamtbetrag von fünfhundertdreizehn Euro (EUR 513.-) wie folgt gezeichnet:

- Amsterdam, hier wie oben dargelegt vertreten, hat einhundertachtunddreißig (138) Anteile der Serie A6 für einen Gesamtbetrag von einhundertachtunddreißig Euro (EUR 138.-) gezeichnet;
- Capital Mills Zipjet, hier wie oben dargelegt vertreten, hat dreihundertfünfsiebzig (375) Anteile der Serie A6 für einen Gesamtbetrag von dreihundertfünfsiebzig Euro (375.-) gezeichnet.

### *Zahlung*

Die wie oben dargelegt gezeichneten fünfhundertdreizehn (513) Anteile der Serie A6 wurden vollständig eingezahlt durch eine Bareinlage in Höhe von einem Gesamtbetrag von fünfhundertdreizehn Euro (EUR 513.-).

Der Nachweis über die Existenz und den Wert der oben bezeichneten Einlage wurde der unterzeichnenden Notarin erbracht.

Die Einlage in Höhe von fünfhundertdreizehn Euro (EUR 513.-) wird vollständig dem Gesellschaftskapital zugeführt.

### *Fünfter Beschluss*

Die Gesellschafterversammlung beschließt infolge des vorhergehenden Beschlusses, Artikel fünf (5) der Satzung der Gesellschaft zu ändern, welcher nunmehr wie in der Tagesordnung der vorliegenden Urkunde dargestellt lautet.

### *Sechster Beschluss*

Die Gesellschafterversammlung beschließt infolge des vorhergehenden Beschlusses, Artikel sieben Punkt vier Punkt eins (7.4.1) der Satzung der Gesellschaft zu ändern, welcher nunmehr wie in der Tagesordnung der vorliegenden Urkunde dargestellt lautet.

### *Siebter Beschluss*

Die Gesellschafterversammlung bevollmächtigt hiermit jeden Geschäftsführer der Gesellschaft, ungeachtet seiner Kategorie, sowie Herrn Julien De Mayer und Frau Magdalena Staniczek, das Anteilsinhaberregister der Gesellschaft in Einzelunterschrift und mit uneingeschränkter Befugnis zur Unterbevollmächtigung zu aktualisieren und alleine zu unterzeichnen.

### *Kosten und Auslagen*

Die Kosten, Auslagen, Honorare oder Gebühren jeglicher Art, die von der Gesellschaft zu tragen sind, werden auf ungefähr EUR 1.600,- geschätzt.

Hierüber wurde diese notarielle Urkunde in Luxemburg zum eingangs erwähnten Datum aufgenommen.

Die unterzeichnende Notarin, die die englische Sprache beherrscht und spricht, erklärt hiermit, dass die vorliegende Urkunde auf Verlangen der erschienenen Parteien auf Englisch verfasst wurde, gefolgt von einer deutschen Übersetzung; auf Verlangen besagter erschienener Parteien und im Falle von Abweichungen zwischen der englischen und der deutschen Fassung, ist die englische Fassung maßgebend.

Die vorstehende Urkunde ist der Bevollmächtigten der erschienenen Parteien, welche der Notarin mit Namen, Vornamen und Wohnsitz bekannt ist, verlesen und von der Notarin gemeinsam mit dieser Bevollmächtigten unterzeichnet worden.

Gezeichnet: M. STANICZEK, C. DELVAUX.

Enregistré à Luxembourg Actes Civils 1, le 15 mars 2016. Relation: 1LAC/2016/8608. Reçu soixante-quinze euros 75,00 €.

*Le Receveur* (signé): P. MOLLING.

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

Luxemburg, den 21. März 2016.

Me Cosita DELVAUX.

Référence de publication: 2016082649/362.

(160049833) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 mars 2016.

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

Siège social: L-8094 Bertrange, 20, rue de Strassen.

R.C.S. Luxembourg B 194.065.

Les comptes annuels au 31 décembre 2015 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2016096591/10.

(160067304) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 avril 2016.

**Benefuel International Holdings S.à r.l., Société à responsabilité limitée.**

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

Siège social: L-1610 Luxembourg, 8-10, avenue de la Gare.

R.C.S. Luxembourg B 189.789.

Les comptes annuels au 31 décembre 2015 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: 2016097292/9.

(160067539) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

**Europäische Genossenschaftsbank S.A., Société Anonyme.**

Siège social: L-1445 Strassen, 4, rue Thomas Edison.

R.C.S. Luxembourg B 48.007.

Der Jahresabschluss vom 31.12.2015 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2016097288/9.

(160067950) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2016.

**Sàrl WILMES & Söhne, Société à responsabilité limitée.**

Siège social: L-9990 Weiswampach, 8, Duarrefstrooss.

R.C.S. Luxembourg B 100.432.

*Auszug aus den Resolutionen der außerordentlichen Generalversammlung vom 26. Juni 2015*

- Der alleinige Gesellschafter beschließt, den Sitz der Firma von L-9990 Weiswampach, 19, Duarrefstrooss nach L-9990 Weiswampach, 8, Duarrefstrooss zu übertragen.

Wilmes & Söhne S.à r.l.

8, Duarrefstrooss

L-9990 Weiswampach

Unterschrift

Référence de publication: 2016094171/14.

(160063854) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 avril 2016.