

# MEMORIAL

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Luxembourg



# MEMORIAL

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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° 1997

8 juillet 2016

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**M Global Solutions, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.**

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

R.C.S. Luxembourg B 204.093.

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

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

was held

an extraordinary general meeting of the shareholders of M Luxembourg SIF (the “Company”), having its registered office at 5, rue Jean Monnet, L-2180 Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 171.539, incorporated by deed of the undersigned notary on 17 September 2012, published in the Mémorial, Recueil des Sociétés et Associations (the “Mémorial”), Nr. C-2430 on 29 September 2012.

The meeting was presided over by Ms Carine Jayer, private employee, professionally residing in Luxembourg.

The chairman appointed as secretary Ms Mathilde Rousseau, juriste, professionally residing in Luxembourg.

The meeting elected as scrutineer Ms Mireille Jammaers, maître en droit, professionally residing in Luxembourg.

The chairman declared and requested the notary to state that:

I.- The Meeting was initially convened so as to be held on 22 December 2015.

The sole shareholder decided, while in session, to postpone the meeting to a later date but not later than 31 December 2015.

II. The shareholder represented and the number of shares held by him are shown on the attendance list, signed by the chairman, the secretary, the scrutineer and the undersigned notary.

This list as well as the proxy signed *ne varietur* will be annexed to this document to be filed with the registration authorities.

III. It appears from the attendance list that the entire corporate capital is represented at the present meeting and that the shareholder declare i) himself duly informed of the agenda and ii) to waive any convening notice requirements so that the present meeting is regularly constituted and may validly deliberate on the agenda set out below.

IV. The agenda of the meeting is the following:

- Approval of the Demerger Proposal and decision to realise the demerger of the Company, according to articles 288 and 307 of the 1915 Law by the transfer, without dissolution, of part of the Company's assets and liabilities to the New Company (to be incorporated under the name of M Global Solutions) and approval of the articles of incorporation of such New Company substantially in the form published in the Mémorial, Recueil des Sociétés et Associations (the “Mémorial”), of 21 November 2015.

V. The board of directors of the Company has decided at its meeting of 6 November 2015 to propose to the shareholders of the Company to demerge the Company into one (1) new public limited company (société anonyme) qualifying as an investment company with variable capital specialised investment fund (société d'investissement à capital variable-fonds d'investissement spécialisé) (hereinafter referred to as the “New Company”) to bear the corporate denomination of "M Global Solutions" and having its registered office at 5, rue Jean Monnet, L-2180 Luxembourg, by a contribution in kind of part of the assets and liabilities of the Company to the New Company.

VI. The board of directors of the Company has approved the demerger proposal at its meeting of 6 November 2015 (the “Demerger Proposal”) and that the Demerger Proposal has been published on 21 November 2015 in the Mémorial, number 3165.

VII. In accordance with article 296 of the Law the shareholders have waived their right to receive the management report provided for by article 293 of the Law, the expert report provided for by article 294 of the Law and the items provided for by article 295 paragraph (1), c), d) and e) of the Law.

VIII. The documents required by article 295 paragraph (1) of the Law have been made available at the registered office of the Company at least one month before the date of the present general meeting.

IX. The meeting noted the special report of the auditors, which will remain annexed to the present, the conclusion of which reads as follows:

“Based on the work performed and described above, nothing has come to our attention that causes us to believe that the net asset value of M Luxembourg SIF - Global Assets Brisa as detailed in Appendix 1, at 11 December 2015, does not correspond at least in value to the minimum amount prescribed by article 26 of the Luxembourg law of 10 August 1915 relating to commercial companies, as amended, for a Luxembourg public limited company.”

After the meeting approved the foregoing, the meeting unanimously took the following resolution:

*Sole resolution*

The meeting resolved to approve the Demerger Proposal as published in the Mémorial number 3165 of 21 November 2015 in all its provisions and in its entirety, without exception and reserves.

The meeting further resolved to realise the demerger of the Company by the incorporation of the New Company and transferring part of the assets and liabilities of the Company to the New Company in accordance with the published Demerger Proposal.

As a consequence of the above resolutions, the meeting requested the notary to state that the articles of incorporation of the New Company to read as follows:

#### ARTICLES OF INCORPORATION THE NEW COMPANY:

##### **Title I. Denomination, Registered office, Duration, Object**

**Art. 1.** There is hereby established among the subscribers and all those who may become owners of shares of the Company hereafter issued, a company in the form of a société anonyme qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé (investment company with variable capital specialised investment fund) under the name of "M Global Solutions" (the "Company").

**Art. 2.** The registered office of the Company is established in the City of Luxembourg, Grand Duchy of Luxembourg.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the board of directors (the "Board"). If permitted by and under the conditions set forth in Luxembourg laws and regulations, the Board may transfer the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg.

In the event that the Board determines that extraordinary political, economical, social or military events have occurred or are imminent which 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 provisional measures shall have no effect on the nationality of the Company, which, notwithstanding such temporary transfer, shall remain a Luxembourg company.

**Art. 3.** The Company is established for an unlimited period. The Company may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation (the "Articles").

**Art. 4.** The exclusive object of the Company is to place the funds available to it in transferable securities of any kind and other permitted assets with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company qualifies as an alternative investment fund in accordance with the law of 12 July 2013 on alternative investment fund managers (the "Law of 2013") implementing Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers.

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

##### **Title II. Share capital - Shares**

**Art. 5.** The capital of the Company shall be represented by shares of no par value (the "Shares") and shall at any time be equal to the net assets of the Company (the "Net Asset Value") as defined in article 11 hereof.

The minimum capital of the Company shall be the minimum capital required by Luxembourg law and must be reached within twelve months after the date on which the Company has been authorised as a specialised investment fund under the Law.

The Board may, at any time, as it deems appropriate, decide to create one or more compartments or sub-funds within the meaning of article 71 of the Law, (each such compartment or sub-fund, a "Sub-Fund").

The Company constitutes a single legal entity, but the assets of each Sub-Fund shall be invested for the exclusive benefit of the shareholders of the corresponding Sub-Fund and the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

The Board may create each Sub-Fund for an unlimited or a limited period of time.

The Shares to be issued in a Sub-Fund may, as the Board shall determine, be of one or more different classes (each such class, a "Class"), the features, terms and conditions of which shall be established by the Board.

The Board may decide to consolidate or split the Shares of any Class.

The Board may also submit the question of the consolidation of Shares of any Class to the general meeting of shareholders of Shares of such Class. Such meeting shall decide on the consolidation with simple majority of votes cast.

The proceeds from the issuance of Shares of any Class within a Sub-Fund shall be invested pursuant to article 4 hereof in securities of any kind or other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities or assets or with such other specific features, as the Board shall from time to time determine in respect of the relevant Sub-Fund.

For the purpose of determining the capital of the Company, the net assets attributable to each Class of Shares shall, if not expressed in EUR, be converted into EUR and the capital shall be the total of the net assets of all the Classes.

**Art. 6.** The Board is authorised without limitation to issue further partly or fully paid Shares at any time, in accordance with the procedures and subject to the terms and conditions determined by the Board and disclosed in the sales documents, without reserving to existing shareholders preferential or pre-emptive rights to subscription of the Shares to be issued.

Unless otherwise decided by the Board and disclosed in the sales documents, the issue price shall be based on the Net Asset Value for the relevant Class of Shares as determined in accordance with the provisions of article 11 hereof plus a sales charge or other charges, if any, as the sales documents may provide.

The Board may delegate to any duly authorised person, the duty of accepting subscriptions for delivering and receiving payment for such new Shares.

The Board is further authorised and instructed to determine the conditions of any such issue and to make any such issue subject to payment at the time of issue of the Shares.

The issue of Shares of a Sub-Fund or Class shall be suspended if the determination of the Net Asset Value of such Sub-Fund or Class is suspended pursuant to article 13 hereof.

The Board may decide to issue Shares against contribution in kind in accordance with Luxembourg law. In such case, the assets contributed shall be valued in a report issued by the approved statutory auditor of the Company, to the extent required by Luxembourg law and regulations. Any costs incurred in connection with a contribution in kind shall be borne by the relevant shareholder or a third party, unless the Board considers that the contribution in kind is in the interest of the Company or made to protect the interests of the Company.

**Art. 7.** The Company will issue Shares in registered form only. Unless a shareholder elects to obtain share certificates, he will receive instead a confirmation of his shareholding.

If a shareholder desires that more than one share certificate be issued for his shares, the cost of such additional certificates may be charged to such shareholder. The Company may issue temporary share certificates in such form as the Board may from time to time determine.

Shares shall be issued only upon acceptance of the subscription and after receipt of the purchase price. The subscriber will, without undue delay, upon acceptance of the subscription and receipt of the purchase price, receive title to the shares purchased by him and upon application obtain delivery of definitive share certificates or a confirmation of his shareholding.

If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

Mutilated share certificates may be exchanged for new ones by order of the Company. The mutilated certificates shall be delivered to the Company and shall be annulled immediately.

The Company may, at its election, charge the shareholder for the costs of a duplicate or of a new share certificate and all reasonable expenses undergone by the Company in connection with the issuance and registration thereof, or in connection with the annulment of the old share certificate.

All issued Shares of the Company shall be inscribed in the register of shareholders (the "Register"), which shall be kept by the Company or by one or more persons designated therefore by the Company. The Register shall contain the name of each shareholder of registered Shares, his/her/its residence or elected domicile so far as notified to the Company and the number and Class(es) of Shares held by him/her/it.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the Register. In the event of joint shareholders of Shares, only one address will be inserted and any notices will be sent to that address only.

In the event that a shareholder does not provide such address, or such notices and announcements are returned as undeliverable to such address, the Company may permit a notice to this effect to be entered in the Register and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his/her/its address as entered in the Register by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

The Company shall consider the person in whose name the Shares are registered in the Register as full owner of the Shares. The Company shall be entitled to consider any right, interest or claim of any other person in or upon such Shares to be non-existing, provided that the foregoing shall deprive no person of any right which he/she/it might properly have to request a change in the registration of his/her/its Shares.

The Company will recognise only one shareholder in respect of a 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 first registered shareholder only, whom the Company may consider to be the representative of all joint shareholders, or to all joint shareholders together, at its absolute discretion.

Fractions of Shares up to four decimal places will be issued if so decided by the Board and disclosed in the sales documents. Such fractional Shares shall not be entitled to vote but shall be entitled to participate in the net assets and any distributions attributable to the relevant Class of Shares on a pro rata basis.

Transfer of Shares shall be effected (a) if share certificates have been issued, upon delivering the certificate or certificates representing such Shares to the Company along with other instruments of transfer satisfactory to the Corporation, and (b), if no share certificates have been issued, by written declaration of transfer to be inscribed in the Register, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefor. The Company may also recognize any other evidence of transfer satisfactory to it. The Company may charge a fee to cover reasonable costs associated with the transfer, such costs to be borne by either the transferee or transferor.

The Company will refuse to give effect to any transfer of Shares and refuse any transfer of Shares to be entered in the Register in circumstances where such transfer would result in Shares being held by any person precluded from holding Shares in the Company.

**Art. 8. Restriction on ownership.** The Board shall have power to impose such restrictions as it may think necessary for the purpose of ensuring that no Shares in the Company are acquired or held by or on behalf of any person, firm or corporate body, (i) if the holding of Shares by such person, firm or corporate body results in a breach of the law or regulations of Luxembourg or any country or governmental or regulatory authority, or (ii) if such holding may be detrimental to the Company or its shareholders, or (iii) if the Company or its shareholders may suffer adverse regulatory, tax or fiscal consequences, or (iv) if such person, firm or corporate body would not comply with specific eligibility criteria for a specific Sub-Fund or Class as determined by the Board and laid down in the sales documents of the Company, or (v) if the beneficial ownership of such Shares by any person who is a national of, or who is resident or domiciled in a specific country determined by the Board exceeding the maximum percentage fixed by the Board of the Company's capital which can be held by such persons (the "maximum percentage") or might entail that the number of such persons who are shareholders of the Company exceeds a number fixed by the Board (the "maximum number"); (such persons, firms or corporate bodies to be determined by the Board being herein referred to as "Prohibited Persons").

More specifically, the Company may restrict or prevent the ownership of shares in the Company by any Prohibited Person, and, without limitation, by any "US Person", as defined hereafter. In the context of this Article a "US Person" or "U.S. Specified Person" shall qualify as a "Prohibited Person".

For such purposes the Company may:

a) decline to issue any Share or to register any transfer of any Share where it appears to it that such registry would or might result in such Share being directly or beneficially owned by a Prohibited Person;

b) at any time require any person whose name is entered in the Register to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's Share rests or will rest in a Prohibited Person;

c) decline to accept the vote of any Prohibited Person; and

d) where it appears to the Company that any Prohibited Person whom the Company reasonably believes to be a Prohibited Person, either alone or in conjunction with any other person is beneficial owner of Shares, (i) direct such shareholder to (a) transfer his/her/its Shares to a person qualified to own such Shares, or (b) request the shareholder to redeem his/her/its Shares, or (ii) compulsorily redeem from any such shareholder all Shares he/she/it holds in the following manner:

1) The Company shall serve a notice (hereinafter called the "Redemption Notice") upon the shareholder holding such Shares or appearing in the Register as the owner of the Shares to be redeemed, specifying the Shares to be redeemed as aforesaid, the price to be paid for such Shares, and the place at which the redemption price in respect of such Share 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/her/its last address known to or appearing in the books of the Company. Immediately after the close of business on the date specified in the Redemption Notice, such shareholder shall cease to be a shareholder and the Shares previously held or owned by him/her/it shall be cancelled;

2) The price at which the Shares specified in any Redemption Notice shall be redeemed (herein called the "Redemption Price") shall be an amount based on the Net Asset Value per Share in the Company of the relevant Class, determined in accordance with article 11 hereof less any charges (if any); where it appears that, due to the situation of the shareholder, payment of the Redemption Price by the Company, any of its agents and/or any other intermediary may result in either the Company, any of its agents and/or any other intermediary to be liable to a foreign authority for the payment of taxes or other administrative charges, the Company may further withhold or retain, or allow any of its agents and/or other intermediary to withhold or retain, from the Redemption Price an amount sufficient to cover such potential liability until such time that the shareholder provides the Company, any of its agents and/or any other intermediary with sufficient comfort that their liability shall not be engaged, it being understood (i) that in some cases the amount so withheld or retained may have to be paid to the relevant foreign authority, in which case such amount may no longer be claimed by the shareholder, and (ii) that potential liability to be covered may extend to any damage that the Company, any of its agents and/or any other intermediary may suffer as a result of their obligation to abide by confidentiality rules;

3) Payment of the Redemption Price will be made to the shareholder appearing as the owner thereof in the currency of denomination for the relevant Class of Shares and will be deposited by the Company with a bank in Luxembourg or



elsewhere (as specified in the redemption notice) for payment to such person but only. Upon deposit of such price as aforesaid no person interested in the Shares specified in such Redemption Notice shall have any further interest in such Shares or any of them, or any claim against in the Company or its assets in respect thereof, except the right of the shareholder appearing as the thereof owner to receive the price so deposited (without interest) from such bank as aforesaid.

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 Redemption 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" shall have the same meaning as in in Regulations, as amended from time to time, of the United States Securities Act of 1993, as amended (the "1993 Act") or as in any other regulation or act which shall come into force within the United States of America and which shall in the future replace Regulations of the 1993 Act or a "Specified U.S. Person" as defined by the Foreign Account Tax Compliance Act of 2010, as may be amended (FATCA).

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

**Art. 9. Redemption and Conversion of Shares.** As is more specifically prescribed herein below, the Company has the power to redeem its own Shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his/her/its Shares by the Company under the terms, conditions and limits set forth by the Board in the sales documents. Any redemption request must be filed by such shareholder in written form, subject to the conditions set out in the sales documents of the Company, at the registered office of the Company or with any other person or entity appointed by the Company as its agent for redemption of Shares, together with the delivery of the certificate or certificates for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

Unless otherwise decided by the Board and disclosed in the sales documents, the redemption price shall be based on the Net Asset Value for the relevant Class of Shares as determined in accordance with the provisions of article 11 hereof as at the applicable Valuation Day, less such charges and adjustments, if any, as the sales documents may provide. This price may be rounded up or down to the nearest decimal, as the Board may determine, and such rounding will accrue to the benefit of the Company, as the case may be. The redemption price per Share shall be paid within a period as determined by the Board in the sales documents provided that any requested documents have been received by the Company, subject to article 13 hereof.

The Board may determine the notice period, if any, required for lodging any redemption request of any specific Class. The specific period for payment of the redemption proceeds of any Class of Shares of the Company and any applicable notice period as well as the circumstances of its application will be disclosed in the sales documents relating.

The Board may delegate to any duly authorised person, the duty of accepting requests for redemption and effecting payment in relation thereto.

The Board may (subject to the principle of equitable treatment of shareholders and the consent of the shareholder(s) concerned) 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 sales documents.

To the extent required by Luxembourg laws and regulations or by the Board, such redemption will be subject to a special audit report by the approved statutory auditor of the Company.

The specific 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 considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company.

Any request for redemption shall be irrevocable except in the event of suspension of redemption pursuant to article 13 hereof. Unless otherwise decided by the Board and disclosed in the sales documents, any shareholder may request conversion of whole or part of his/her/its Shares of one Class of a Sub-Fund into Shares of another Class of that Sub-Fund or of another Sub-Fund at the respective Net Asset Values of the Shares of the relevant Classes, provided that the Board may impose such restrictions as disclosed in the sales documents as to, inter alia, frequency of conversion, and may make conversions subject to payment of a charge as specified in the sales documents.

If redemption requests for more than a certain percentage of the Net Asset Value of a Sub-Fund, as determined by the Board and disclosed in the sales documents of the Company (the "Threshold"), are received, then the Company may limit redemptions so they do not exceed this Threshold. In such event, redemptions shall be limited with respect to all shareholders seeking to redeem shares as of a same day so that each such shareholder shall have the same percentage of its redemption request honoured; the balance of such redemption requests shall be processed by the Company on the next day at the Net Asset value per Share applicable on such next day on which redemption requests are accepted, subject to the same limitation. On such day, such requests for redemption will be complied with in priority to subsequent requests.

In exceptional circumstances relating to a lack of liquidity of certain investments made by certain Sub-Funds and the related difficulties in determining the Net Asset Value of the Shares of certain Sub-Funds, the treatment of redemption requests may be postponed and/or the issue, redemptions and conversion of Shares suspended by the Board. In addition,

the Board may, in such exceptional circumstances, extend the period for payment of redemption proceeds to such period as shall be necessary to realise the assets and/or repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Company are invested.

If a redemption or conversion would reduce the value of the holdings of a single shareholder of Shares of one Sub-Fund or Class below the minimum holding amount as the Board shall determine from time to time, then the Board may decide that this request be treated as if such shareholder had requested the redemption or conversion, as the case may be, of all his/her/its Shares of such Sub-Fund or Class.

The Company shall not give effect to any transfer of Shares in its register as a consequence of which an investor would not or no longer meet the minimum holding requirement.

The Board may in its absolute discretion compulsorily redeem any holding with a value of less than the minimum holding amount to be determined from time to time by the Board and to be published in the sales documents of the Company.

### **Title III. Valuation - Determination of net asset value**

**Art. 10. Valuation Day/Frequency of calculation of Net Asset Value per Share.** The Net Asset Value of Shares shall, for the purposes of the redemption, conversion and issue of Shares, be determined by the Company, from time to time, but in no instance less than once per year, as the Board may decide (every such day or time for determination of net asset value being referred to herein as a "Valuation Day").

**Art. 11. Determination of Net Asset Value per Share.** The net asset value of Share of each Class within each Sub-Fund (the "Net Asset Value") shall be expressed in the reference currency of the relevant Class (and/or in such other currencies as the Board shall from time to time determine) as a per Share figure and shall be determined as at any Valuation Day by dividing the net assets of the Company attributable to the relevant Class, being the value of the assets of the Company attributable to such Class less the liabilities attributable to such Class, as at any such Valuation Day, by the number of Shares of the relevant Class then outstanding, in accordance with the rules set forth below.

The Net Asset Value per Share shall be calculated up to six decimal places.

The Net Asset Value may be adjusted as the Board or its delegate may deem appropriate to reflect, among other considerations, any dealing charges including any dealing spreads, fiscal charges and potential market impact resulting from shareholders' transactions.

If, since the time of determination of the Net Asset Value as at the relevant Valuation Day, there has been a material change in the valuations of the investments attributable to the relevant Sub-Fund, the Company may, in order to safeguard the interests of the shareholders and of the Company, cancel the first valuation and carry out a second valuation.

I. The assets of the Company shall include (without limitation):

- 1) all cash on hand or on deposit, including any interest accrued thereon;
- 2) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);
- 3) all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company;
- 4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;
- 5) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such asset;
- 6) the preliminary expenses of the Company, including the cost of issuing and distributing Shares of the Company, insofar as the same have not been written off;
- 7) the liquidating value of all futures and forward contracts and all call and put options the Company has an open position in;
- 8) all other assets of any kind and nature including expenses paid in advance.

For the purpose of the determination of the Net Asset Value, the value of the assets shall be determined as follows:

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

(b) The value of securities (including shares or units of closed-ended undertakings for collective investment) which are quoted, traded or dealt in on any stock exchange shall be based on the latest available price or, if appropriate, on the average price on the stock exchange which is normally the principal market of such securities, and each security traded on any other regulated market shall be valued in a manner as similar as possible to that provided for quoted securities.

(c) For non-quoted securities or securities not traded or dealt in on any stock exchange or other regulated market as well as quoted or non-quoted securities on such other market for which no valuation price is available, or securities for which the quoted prices are, in the opinion of the Board, not representative of the fair market value, the value thereof shall be determined prudently and in good faith by the Board on the basis of foreseeable sale prices.

(d) Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis.

(e) Each share or unit in an open ended undertaking for collective investment (including the shares held by a Sub-Fund of the Company in another Sub-Fund of the Company) will be valued at the last available net asset value whether estimated or final, which is computed for such unit or shares on the same Valuation Day, failing which, it shall be the last net asset value computed prior to the Valuation Day on which the Net Asset Value of the Shares in the Company is determined.

(f) If, since the day on which the latest Net Asset Value was calculated, events have occurred which may have resulted in a material change of the net asset value of shares or units in other undertaking for collective investment held by the Company, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Board, such change of value.

(g) Futures and options are valued by reference to the previous day's closing price on the relevant market; the market prices used are the futures exchanges settlement prices.

(h) Swaps are valued at fair value based on the last available closing price of the underlying security.

(i) All other securities and assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board.

The Board may, at its discretion, permit some other method of valuation to be used, if it considers that such method of valuation better reflects the true value of any asset of the Company and is in accordance with good accounting practice.

II. The liabilities of the Company shall include (without limitation):

- 1) all loans, bills and accounts payable;
- 2) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);
- 3) all accrued or payable fees and expenses (including administrative expenses, management fees, including incentive fees, custodian fees, central administrative agent's and registrar and transfer agent's fees);
- 4) 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;
- 5) an appropriate provision for future taxes based on capital and income as at the Valuation Day, as determined from time to time by the Company, and other reserves (if any) authorized and approved by the Board, as well as such amount (if any) as the Board may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- 6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise but not be limited to fees payable to its investment managers/advisers, including performance fees, if any, fees and expenses payable to its custodian and its correspondents, domiciliary and corporate agent, administrative agent, the registrar and transfer agent, listing agent, any paying agent, any distributor, any permanent representatives in places of registration, as well as any other agent employed by the Company, fees and expenses for legal, accounting and auditing services, the remuneration and out of pocket expenses of the Board, any fees and expenses involved in registering and maintaining the registration of the Company with any government agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the cost of preparing, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements and the costs of any reports to the shareholders, expenses incurred in determining the Company's net asset value, the costs of convening and holding shareholders' meetings, all taxes, duties, governmental and similar charges, and all other operating expenses, including the costs of buying and selling assets, the costs of publishing the issue and redemption prices, if applicable, interest, bank charges, currency conversion costs and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods, and may accrue the same in equal proportions over any such period.

There shall be established one pool of assets for each Sub-Fund in the following manner:

(1) Proceeds resulting from the issue of Shares in different Sub-Funds shall be allocated in the Company's books to the pool of assets of that Sub-Fund and the assets, liabilities, commitments, revenues and expenses relating to that Sub-Fund shall be allocated to the corresponding pool in compliance with the provisions below.

If within any pool Class specific assets are held by the Company for a specific Class of shares, the value thereof shall be allocated to the Class concerned and the purchase price paid therefor shall be deducted, at the time of acquisition, from the proportion of the other net assets of the relevant pool which otherwise would be attributable to such Class;

(2) When an asset derives from another asset, such asset will be recorded in the Company's books under the Sub-Fund holding the asset from which it derived, and, on each new valuation of the asset, the increase or decrease in value shall be allocated to the corresponding Sub-Fund.

(3) When the Company incurs a liability attributable to a specific asset in a given pool of assets or to a transaction performed in relation to the assets of a given Sub-Fund, this liability shall be allocated to that Sub-Fund.

(4) If an asset or a liability cannot be allocated to a given Sub-Fund, this asset or liability shall be allocated to all Sub-Funds in equal parts or, if the amounts involved so justify, in proportion to the Net Asset Values of the relevant Sub-Funds or in any other manner the Board shall decide in good faith.



(5) Following a dividend distribution to shareholders of a Sub-Fund, the Net Asset Value of that Sub-Fund shall be reduced by the amount of the distribution.

If there have been created within a Sub-Fund two or more Classes, the allocation rules set above shall apply, mutatis mutandis, to such Classes.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the Net Asset Value taken by the Board or by any agent which the Board may appoint for the purpose of calculating the Net Asset Value, shall be final and binding on the Company and present, past or future shareholders.

III. For the purpose of this Article:

1) Shares of the Company to be redeemed under article 9 shall be treated as existing and taken into account until immediately after the time specified by the Board on the Valuation Day as at which such valuation is made and from such time and until paid by the Company the price therefor shall be deemed to be a liability of the Company;

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

3) all investments, cash balances and other assets expressed in currencies other than the reference currency of the relevant Sub-Fund 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 Shares and

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.

**Art. 12. Co-Management and Pooling.** The Board may authorise investment and management of all or any part of the portfolio of assets established for two or more Sub-Funds on a pooled basis, or of all or any part of the portfolio of assets of the Company on a co-managed or cloned basis with assets belonging to other Luxembourg collective investment schemes, all subject to appropriate disclosure and compliance with applicable regulations, and as more fully described in the sales documents for the Shares.

**Art. 13. Temporary suspension of calculation of Net Asset Value per Share and of issue, redemption and conversion of Shares.** The Board may suspend the determination of the Net Asset Value of one or more Sub-Fund(s) and in consequence the issue, redemption and conversion of Shares of such Sub-Fund(s) in any of the following events:

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

(b) during any period when the net asset value of one or more undertaking for collective investment, in which the Company will have invested and the units or the shares of which constitute a significant part of the assets of the Company attributable to such Sub-Fund(s), cannot be determined accurately so as to reflect their fair market value as at the Valuation Day or the calculation of this net asset value is suspended;

(c) the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Company attributable to Sub-Fund(s) would be impracticable;

(d) any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such Sub-Fund(s) or the current prices or values on any market or stock exchange in respect of the assets attributable to such Sub-Fund(s);

(e) any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of the shares of such Sub-Fund(s) or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the Board be effected at normal rates of exchange;

(f) if the Company or any Sub-Fund or Class is being or may be wound up, or following the date on which notice is given of the general meeting of shareholders at which a resolution to wind up the Company or the Sub-Fund or Class is to be proposed;

(g) during any period when in the opinion of the Board there exist circumstances outside of the control of the Company where it would be impracticable or unfair towards the shareholders to continue dealing in shares of any class of the Company.

Any such suspension shall be published, if appropriate, by the Company and shall be notified to investors requesting issue of shares and to shareholders requesting redemption or conversion of their shares by the Company at the time of the filing of the relevant request.

Such suspension as to any Sub-Fund shall have no effect on the calculation of the Net Asset Value, the issue, redemption and conversion of the shares of any other Sub-Fund.

Any application for subscription, redemption or conversion of Shares is irrevocable except in case of suspension of the calculation of the Net Asset Value of the relevant Sub-Fund, in which case investors may give notice in writing that they wish to withdraw their application. If no such notice is received by the Company prior to the end of the period of suspension, such application will be dealt with on the first applicable Valuation Day following the end of the period of suspension.

If relevant, the above provisions will apply mutatis mutandis in relation to the suspension of the Net Asset Value of one or more Class(es) within a Sub-Fund.

#### **Title IV. Management and supervision**

**Art. 14.** The Company shall be managed by the Board composed of not less than three members (each a "Director"); members of the Board need not be shareholders of the Company.

The Directors shall be elected by the shareholders at their general meeting 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 at any time by resolution adopted by the shareholders.

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

**Art. 15.** The Board will choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It shall also choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board and of the shareholders. The Board shall meet upon call by any two Directors, at the place indicated in the notice of meeting.

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

Written notice of any meeting of the Board shall be given to all Directors at least 24 hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by cable, telex, telefax or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

Any Director may act at any meeting of the Board of Directors by appointing in writing or by cable or telegram, telex, fax or other electronic means capable of evidencing such appointment another Director as his proxy. One Director may represent one or more Directors. Directors may also cast their vote in writing or by cable, telegram, telex or telefax or any other electronic means capable of evidencing such vote.

Any Director may attend a meeting of the Board of Directors using teleconference or electronic 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 Corporation.

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

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

Resolutions of the Board may also be passed in the form of a consent resolution in identical terms which may be signed on one or several counterparts.

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

The Board may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the Board. The Board may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are Directors and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are Directors of the Company.

**Art. 16.** The minutes of any meeting of the Board shall be signed by the chairman pro tempore who presided at such meeting.

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

**Art. 17.** The Board shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of the management and business affairs of the Company. The Board shall also determine any restrictions which shall from time to time be applicable to the investments of the Company.

The Board may appoint an alternative investment fund manager (within the meaning of the Law of 2013) as set forth in more details in the prospectus.

The Board may also appoint special committees, such as investment committees and advisory committees, as described more fully in the sales documents, in order to conclude certain tasks and functions expressly delegated to such committee(s).

**Art. 18.** The Company will be bound towards third parties by the joint signature of any two Directors or by the joint or simple signature(s) of any other person(s) to whom such power has been delegated by the Board.

**Art. 19.** No contract or other transaction between the Company and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other Company or firm. Any Director or officer of the Company who serves as a director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of his/her/its connection and/or relationship with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, such Director or officer shall make known to the Board such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

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, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board at its discretion, unless such personal interest is considered to be a conflicting interest by applicable laws and regulations.

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

**Art. 20. Approved Statutory Auditor.** The Company shall appoint an approved statutory auditor who shall carry out the duties prescribed by the Law. The approved statutory auditor shall be elected by the annual general meeting of shareholders and serve until its successor shall have been elected.

The approved statutory auditor in office may only be removed by the shareholders on serious grounds.

#### **Title V. General meeting of shareholders**

**Art. 21.** Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

**Art. 22.** The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Wednesday of the month of June at 2 p.m. If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board, exceptional circumstances so require.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Board.

Other general meetings of shareholders or Class meetings may be held at such place and time as may be specified in the respective notices of meeting. Class meetings may be held to decide on any matters which relate exclusively to such Class. Two or several Classes may be treated as one single Class if such Classes are affected in the same way by the proposals requiring the approval of shareholders of the relevant Classes.

**Art. 23.** The quorum and majority requirements required by law shall govern the conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share of whatever Class and regardless of its net asset value per share, is entitled to one vote. 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.

Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting. A corporation may execute a proxy under the hand of a duly authorised officer.

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

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

**Art. 24.** Shareholders will meet upon call by the Board or upon request of shareholders representing at least one tenth of the share capital of the Company, pursuant to notice setting forth the agenda sent in accordance with Luxembourg law to each shareholder at the shareholder's address in the Register of Shareholders.

If and to the extent required by Luxembourg law, notice shall, in addition, be published in the *Mémorial Recueil Spécial des Sociétés et Associations* of Luxembourg, in a Luxembourg newspaper and in such other newspaper as the Board 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 at this general meeting shall be determined according 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 attend a general meeting of shareholders and to exercise the voting rights attaching to his/its/her shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

#### **Title VI. Accounting year, Allocation of profits**

**Art. 25.** The accounting year of the Company shall begin on 1<sup>st</sup> January and shall terminate on 31<sup>st</sup> December of the same year. The first accounting year of the Company shall begin at its incorporation and shall terminate on 31 December 2016.

**Art. 26. Appropriation of profits.** Class meetings shall, upon proposal from the Board and within the limits provided by the Luxembourg law, determine how the results of the Company shall be disposed of, and may from time to time declare distributions, or authorise the Board to declare distributions.

For any Class or Classes entitled to distributions, the Board may decide to pay interim dividends in compliance with the conditions set forth by the Luxembourg law.

The annual general meeting of shareholders shall ratify any interim dividends resolved by the Board.

The dividends declared will normally be paid in the currency in which the relevant class is expressed or, in exceptional circumstances, in any other currency as selected by the Board and may be paid at any other places and times as may be determined by the Board.

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

**Art. 27. Depositary Agreement.** The Company shall enter into a custodian agreement with a credit institution, which shall satisfy the requirements of the Luxembourg laws, and in particular the Law (the "Depositary"). All assets of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its shareholders the responsibilities provided by the Law.

In case of withdrawal, whether voluntarily or not, of the Depositary, the Depositary will remain in function until the appointment, which must happen within two months, of another eligible credit institution.

#### **Title VII. Dissolution, Liquidation**

**Art. 28.** 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.

**Art. 29. Merger of Sub-Funds or Classes of Shares.** In the event that for any reason the value of the net assets in any Sub-Fund or Class of Shares has decreased to or has not reached an amount determined by the Board to be the minimum level for such Sub-Fund or Class of Shares to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Sub-Fund or Class of Shares concerned would justify it, the Board has the discretionary power to liquidate such Sub-Fund or Class of Shares by compulsory redemption of the Shares of such Sub-Fund or Class of Shares at their Net Asset Value (taking into account actual realisation prices of investments and realization expenses), determined as at the Valuation Day at which such decision becomes effective. The Company shall publish a notice to the shareholders concerned by the compulsory redemption prior to the effective date for such redemption, which will indicate the reasons for, and the procedure of, the redemption operations. Unless the Board otherwise decides in the interests of, or to keep 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 (but taking into account actual realisation prices of investments and realization expenses).

Notwithstanding the powers conferred to the Board by the preceding paragraph, the general meeting of shareholders of any Sub-Fund or Class of Shares may decide the redemption of all the Shares of such Sub-Fund or Class of Shares and refund to the shareholders the Net Asset Value of their Shares (taking into account actual realization prices of investments and realisation expenses) determined as at the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of the votes cast.

Assets which could not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Caisse de Consignation for the benefit of the persons entitled thereto.

The Board may decide to allocate the assets (and liabilities) of any Sub-Fund to those of another existing sub-fund within the Company or to another undertaking for collective investment or to another Sub-Fund within such other undertaking for collective investment (the "New Sub-Fund") and to re-designate the Shares of the Sub-Fund concerned as Shares of the New Sub-Fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this section (and, in addition, the publication will contain information in relation to the New Sub-Fund), one month before the date on which the amalgamation becomes effective in order to enable shareholders to request redemption of their Shares, free of charge, during such period. After such period, the decision commits the entirety of shareholders who have not used this possibility, provided however that, if the amalgamation is to be implemented with a Luxembourg undertaking for collective investment of the contractual type (fonds commun de placement) or a non EEA-based undertaking for collective investment, such decision shall be binding only on the shareholders who are in favor of such amalgamation.

Notwithstanding the powers conferred to the Board by the preceding paragraph, a contribution of the assets and of the liabilities attributable to any Sub-Fund to another Sub-Fund of the Company or to another undertaking for collective investment or to another sub-fund within such other undertaking for collective investment may be decided upon by a general meeting of the shareholders and shall require a resolution of the shareholders of the contributing Sub-Fund where no quorum is required and adopted by a simple majority of the votes cast at such meeting, except when such amalgamation is to be implemented with a Luxembourg undertaking for collective investment of the contractual type or with a non EEA-based undertaking for collective investment, in which case resolutions shall be binding only on the shareholders of the contributing Sub-Fund who have voted in favour of such amalgamation.

#### **Title IX. AIFM Provisions**

**Art. 30.** The depositary of the Company which must be appointed pursuant to Article 19(1) of the law of 12 July 2013 on alternative investment fund managers (the "Law of 2013") may discharge itself of its liability provided that certain conditions are met, including the condition that, where the law of a third country requires that certain financial instruments are held in custody by a local entity and there are no local entities that satisfy the delegation requirements laid down in point (d)(ii) of the second paragraph of Article 19(11) of the Law of 2013, the Articles expressly allow for such a discharge under the conditions set out in Article 19(14) of the Law of 2013. The Company hereby expressly allows for such a discharge and, more generally, allows for any discharge by the depositary of its liability that is not prohibited by any applicable laws and regulations.

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

#### **Art. 31.**

1. Any prospective or existing investor may be accorded a preferential treatment, or a right to obtain a preferential treatment, resulting in a dis-advantage to certain or all of the other investors (a "Preferential Treatment") provided, however, that such preferential treatment does not result in an overall material disadvantage to other investors.

2. A Preferential Treatment may consist (i) in the diminution or removal of any applicable fees, (ii) in the partial or total reimbursement or rebate of certain fees, charges and/or expenses, (iii) in preferential terms applicable to any subscription, redemption, conversion or transfer of shares (such as shorter or no prior notice, lower or no minimum amount requirements, lower or no gating, reduced or no side-pocketing, reduced or no pre-emption, tag-along or drag-along rights; the foregoing being illustrative and not exhaustive), (iv) in the possibility of avoiding investment in, or exposure to, certain assets, liabilities or counterparties, (v) in the access to, or increased transparency of, information related to certain aspects of the Company's portfolio or of the Company's management or activities (whether past, present and/or future) in general, (vi) in preferential terms in relation to any distribution (whether of dividends, carried interests, liquidation proceeds or of any other amount that may be distributed by the Company to investors), (vii) in certain preferential terms and rights (including veto) in relation to the appointment or removal of members of the Company's governing bodies and/or internal committees, (viii) in the participation to the Company's management or activities in general (including participation to their governing bodies and/or internal committees), (ix) in a right to veto, to postpone or to otherwise condition certain decisions or resolutions, (x) in increased or additional voting rights, (xi) in a "most favoured nation" (or similar) right, or (xii) in any other advantage or privilege that is not inconsistent with these Articles or with applicable laws and regulations and that may be determined from time to time by, and in the discretion of, the Company.



3. A Preferential Treatment may be accorded on the basis (i) of the size, nature, timing or any feature of the investment in, or of any commitment taken vis-à-vis, the Company, (ii) of the type, category, nature, specificity or any feature of the investor or investors, (iii) of the involvement in, or participation to, the Company's management or activities (whether past, present and/or future) in general, or (iv) of any other criteria, element or feature that is not inconsistent with these Articles or with applicable laws and regulations and that may be determined from time to time by, and in the discretion of, the Company.

4. A Preferential Treatment may (x) take the form (i) of a contractual arrangement, (ii) of a side letter or (iii) of the creation of a specific category or class of Shares, or (y) take any other form or arrangement that is not inconsistent with these Articles or with applicable laws and regulations and that may be determined from time to time by, and in the discretion of, the Company.

5. A Preferential Treatment is not necessarily assorted with the so-called "most favoured nation" clause in favour of all investors, meaning that, unless otherwise provided to the contrary or required by applicable laws or regulations, the existence or introduction of a Preferential Treatment or the fact that one or more investors have been accorded a Preferential Treatment does not create a right in favour of any other prospective or existing investor to claim for its benefit such a Preferential Treatment, even if, in relation to this investor, all the criteria and features on which is based the relevant Preferential Treatment are met, and even if the situation and features of this investor are identical to any of the investors to whom this Preferential Treatment has been accorded.

6. Whenever an investor obtains a Preferential Treatment, a description of that Preferential Treatment, the type of investors who obtain such preferential treatment and, where relevant, their legal or economic links with the Company, as well as any material change to this information, may be disclosed or made available to investors in, via and/or at any of the Information Means listed in Article thirty-two of these Articles; it being understood that availability or disclosure of any information regarding Preferential Treatment may be restricted to the largest extent authorised by applicable laws and regulations.

**Art. 32.** Any information or document that the Company must or wishes to disclose or be made available to some or all of the prospective or existing investors shall be validly disclosed or made available to any of the concerned investors in, via and/or at any of the following information means (each an "Information Means"): (i) the sales documents, offering or marketing documentation, (ii) subscription, redemption, conversion or transfer form, (iii) contract note, statement or confirmation in any other form, (iv) letter, teletype, e-mail or any type of notice or message (including verbal notice or message), (v) publication in the (electronic or printed) press, (vi) the Company's periodic report, (vii) the Company's or any third party's registered office, (viii) a third-party, (ix) internet/a website (as the case may be subject to password or other limitations) and (x) any other means or medium to be freely determined from time to time by the Company to the extent that such means or medium comply and remain consistent with these Articles and applicable Luxembourg laws and regulations

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

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

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

#### **Title VIII. General provisions**

**Art. 33.** All matters not governed by these Articles are to be determined in accordance with the law of 10 August 1915 on commercial companies as amended and the Law.

These Articles may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg. Any amendment affecting the rights of the holders of shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

#### **Title IX. Transitory provisions**

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

(2) The first annual general meeting will be held in 2017.

*Statement*

The undersigned notary declares, in accordance with the provisions of article 300 (2) of the law on commercial companies as amended, that he has verified the existence and the legality of the operations and formalities which need to be complied with by the Company and those required pursuant to the draft terms of division.

*Decision of the sole shareholder of M Global solutions*

The sole shareholder of M Global Solutions, representing the entire subscribed capital, has immediately proceeded to an extraordinary general meeting.

Having first verified that it was regularly constituted, the sole shareholder of M Global Solutions has taken the following resolutions:

1. The following persons are appointed as directors for a period expiring at the next annual general meeting:

Name	Address	Title
Marcelino Blanco	c/ Fortuny 6, 2º - 28010 Madrid, Spain	Chairman
Francois Leyss	29, boulevard Georges- Favon, CH-1204 Genève, Switzerland	Director
Jérôme Wigny	2, Place Winston Churchill, B.P. 425, L-2014 Luxembourg	Director

2. The registered office is fixed at 5, rue Jean Monnet, L-2180 Luxembourg.

*Costs and expenses*

The costs, expenses, remuneration or charges in any form whatsoever which shall be borne in equal parts by the New Company and the Company as a result of the demerger are estimated at approximately EUR 8.500,-.

There being nothing further on the agenda the meeting was closed.

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

Whereof, the present notarial deed was drawn up in Luxembourg, on the day beforementioned.

The document having been read to the appearing party, the appearing party together with the bureau and with the notary signed the present deed.

Signé: C. JAYER, M. JAMMAERS, M. ROUSSEAU et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 6 janvier 2016. Relation: 1LAC/2016/270. Reçu soixante-quinze euros (75.- EUR)

*Le Receveur (signé): P. MOLLING.*

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

Luxembourg, le 18 février 2016.

Référence de publication: 2016100188/774.

(160033754) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 février 2016.

**European Children Products GP S.à r.l., Société à responsabilité limitée.**

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

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

R.C.S. Luxembourg B 206.297.

**CONSTITUTION DE SOCIETE**

**DU 06 MAI 2016**

**N°857/2013**

In the year two thousand and sixteen, on the sixth day of May.

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

**THERE APPEARED:**

**Bridgepoint Europe V Investments S.à r.l.**, a société à responsabilité limitée governed by the laws of Luxembourg, having a share capital of twenty-two thousand five hundred and one Euro (EUR 22,501.-), with registered office at 2, avenue Charles de Gaulle, L-1653 Luxembourg, Grand Duchy of Luxembourg, and registered with the Registre de Commerce et des Sociétés de Luxembourg under number B 191862.

Hereby represented by Mrs. Nathalie MAISSIN, private employee, with professional address in 2, avenue Charles de Gaulle, L-1653 Luxembourg, by virtue of a proxy given in Luxembourg on May 3rd, 2016.

Said proxy after signature ne varietur by the proxy holder and the undersigned notary shall remain attached to the present deed to be filed at the same time with the registration authorities.

Such appearing party, represented as stated here above, has requested the undersigned notary to state as follows the articles of incorporation of a private limited liability company (société à responsabilité limitée):

## "1. CORPORATE FORM AND NAME

This document constitutes the articles of incorporation (the "Articles") of European Children Products GP S.à r.l. (the "Company"), a private limited liability company (société à responsabilité limitée) incorporated under the laws of the Grand Duchy of Luxembourg including the law of 10 August 1915 on commercial companies as amended from time to time (the "1915 Law").

## 2. REGISTERED OFFICE

2.1 The registered office of the Company (the "Registered Office") is established in the city of Luxembourg, Grand Duchy of Luxembourg.

2.2 The Registered Office may be transferred:

2.2.1 to any other place within the same municipality in the Grand Duchy of Luxembourg by:

(a) the Sole Manager (as defined in Article 8.2) if the Company has at the time a Sole Manager; or

(b) the Board of Managers (as defined in Article 8.3) if the Company has at the time a Board of Managers; or

2.2.2 to any other place in the Grand Duchy of Luxembourg (whether or not in the same municipality) by a resolution of the shareholders of the Company (a "Shareholders' Resolution") passed in accordance with these Articles - including Article 13.4 - and the laws from time to time of the Grand Duchy of Luxembourg including the 1915 Law ("Luxembourg Law").

2.3 Should a situation arise or be deemed imminent, whether military, political, economic, social or otherwise, which would prevent normal activity at the Registered Office, the Registered Office may be temporarily transferred abroad until such time as the situation becomes normalised; such temporary measures will not have any effect on the Company's nationality and the Company will, notwithstanding this temporary transfer of the Registered Office, remain a Luxembourg company. The decision as to the transfer abroad of the Registered Office will be made by the Sole Manager or the Board of Managers as appropriate.

2.4 The Company may have offices and branches, both in the Grand Duchy of Luxembourg and abroad.

## 3. OBJECTS

The objects of the Company are:

3.1 to act as an investment holding company and to co-ordinate the business of any corporate bodies in which the Company is for the time being directly or indirectly interested, and to acquire (whether by original subscription, tender, purchase, exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by any person and any other asset of any kind and to hold the same as investments, and to sell, exchange and dispose of the same;

3.2 to carry on any trade or business whatsoever and to acquire, undertake and carry on the whole or any part of the business, property and/or liabilities of any person carrying on any business;

3.3 to invest and deal with the Company's money and funds in any way the Sole Manager or the Board of Managers (as appropriate) thinks fit and to lend money and give credit in each case to any person with or without security;

3.4 to borrow, raise and secure the payment of money in any way the Sole Manager or the Board of Managers (as appropriate) thinks fit, including by the issue (to the extent permitted by Luxembourg Law) of debentures and other securities or instruments, perpetual or otherwise, convertible or not, whether or not charged on all or any of the Company's property (present and future) or its uncalled capital, and to purchase, redeem, convert and pay off those securities;

3.5 to acquire an interest in, amalgamate, merge, consolidate with and enter into partnership or any arrangement for the sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, including any employees of the Company;

3.6 to enter into any guarantee or contract of indemnity or suretyship, and to provide security for the performance of the obligations of and/or the payment of any money by any person (including any body corporate in which the Company has a direct or indirect interest or any person (a "Holding Entity") which is for the time being a member of or otherwise has a direct or indirect interest in the Company or any body corporate in which a Holding Entity has a direct or indirect interest and any person who is associated with the Company in any business or venture), with or without the Company receiving any consideration or advantage (whether direct or indirect), and whether by personal covenant or mortgage, charge or lien over all or part of the Company's undertaking, property or assets (present and future) or by other means; for the purposes of this

Art. 3.6 "guarantee" includes any obligation, however described, to pay, satisfy, provide funds for the payment or satisfaction of, indemnify and keep indemnified against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness or financial obligations of any other person;

3.7 to purchase, take on lease, exchange, hire and otherwise acquire any real or personal property and any right or privilege over or in respect of it;

3.8 to sell, lease, exchange, let on hire and dispose of any real or personal property and/or the whole or any part of the undertaking of the Company, for such consideration as the Sole Manager or the Board of Managers (as appropriate) thinks fit, including for shares, debentures or other securities, whether fully or partly paid up, of any person, whether or not having objects (altogether or in part) similar to those of the Company; to hold any shares, debentures and other securities so

acquired; to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over, turn to account and otherwise deal with all or any part of the property and rights of the Company;

3.9 to do all or any of the things provided in any paragraph of this Article 3 (a) in any part of the world; (b) as principal, agent, contractor, trustee or otherwise; (c) by or through trustees, agents, sub-contractors or otherwise; and (d) alone or with another person or persons;

3.10 to do all things (including entering into, performing and delivering contracts, deeds, agreements and arrangements with or in favour of any person) that are in the opinion of the Sole Manager or the Board of Managers (as appropriate) incidental or conducive to the attainment of all or any of the Company's objects, or the exercise of all or any of its powers;

PROVIDED ALWAYS that the Company will not enter into any transaction which would constitute a regulated activity of the financial sector or require a business license under Luxembourg Law without due authorisation under Luxembourg Law.

#### **4. DURATION**

The Company is established for an unlimited duration.

#### **5. SHARE CAPITAL**

5.1 The share capital of the Company is twelve thousand five hundred Euro (EUR 12,500.-) divided into twelve thousand five hundred (12,500) shares with a nominal value of one Euro (EUR 1.-) each (the "Shares"). In these Articles, "Shareholders" means the holders at the relevant time of the Shares and "Shareholder" shall be construed accordingly.

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

5.3 The Company may, without limitation, accept equity or other contributions without issuing Shares or other securities in consideration for the contribution and may credit the contributions to one or more accounts. Decisions as to the use of any such accounts are to be taken by the Manager(s) subject to the 1915 Law and these Articles. For the avoidance of doubt, any such decision may, but need not, allocate any amount contributed to the contributor.

5.4 All Shares have equal rights subject as otherwise provided in these Articles.

#### **6. INDIVISIBILITY OF SHARES**

6.1 Each Share is indivisible.

6.2 A Share may be registered in the name of more than one person provided that all holders of a Share notify the Company in writing as to which of them is to be regarded as their representative; the Company will deal with that representative as if it were the sole Shareholder in respect of that Share including for the purposes of voting, dividend and other payment rights.

#### **7. TRANSFER OF SHARES**

7.1 During such time as the Company has only one Shareholder, the Shares will be freely transferable.

7.2 During such time as the Company has more than one Shareholder:

7.2.1 Shares may not be transferred other than by reason of death to persons other than Shareholders unless Shareholders holding at least three quarters of the Shares have agreed to the transfer;

7.2.2 Shares may not be transmitted by reason of death to persons other than Shareholders unless Shareholders holding at least three quarters of the Shares held by the survivors have agreed to the transfer or in the circumstances envisaged by article 189 of the 1915 Law;

7.2.3 The transfer of Shares is subject to the provisions of articles 189 and 190 of the 1915 Law.

#### **8. MANAGEMENT**

8.1 The Company will be managed by one or more managers ("Managers") who shall be appointed by a Shareholders' Resolution passed in accordance with Luxembourg Law and these Articles.

8.2 If the Company has at the relevant time only one Manager, he is referred to in these Articles as a "Sole Manager".

8.3 If the Company has from time to time more than one Manager, they will constitute a board of managers or conseil de gérance (the "Board of Managers").

8.4 A Manager may be removed at any time for any reason by a Shareholders' Resolution passed in accordance with Luxembourg Law and these Articles.

#### **9. POWERS OF THE MANAGERS**

The Sole Manager, when the Company has only one Manager, and at all other times the Board of Managers, may take all or any action which is necessary or useful to realise any of the objects of the Company, with the exception of those reserved by Luxembourg Law or these Articles to be decided upon by the Shareholders.

#### **10. REPRESENTATION**

Subject as provided by Luxembourg Law and these Articles, the following are authorised to represent and/or bind the Company:

10.1 if the Company has a Sole Manager, the Sole Manager;

10.2 if the Company has more than one Manager, any two Managers jointly;

10.3 any person to whom such power has been delegated in accordance with Article 11.

#### 11. AGENT OF THE MANAGERS

The Sole Manager or, if the Company has more than one Manager, the Board of Managers may delegate any of their powers for specific tasks to one or more ad hoc agents and will determine any such agent's powers and responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of its agency.

#### 12. BOARD MEETINGS

12.1 Meetings of the Board of Managers ("Board Meetings") may be convened by any Manager.

12.2 The Board of Managers may validly debate and take decisions at a Board Meeting without complying with all or any of the convening requirements and formalities if all the Managers have waived the relevant convening requirements and formalities either in writing or, at the relevant Board Meeting, in person or by an authorized representative.

12.3 A Manager may appoint any other Manager (but not any other person) to act as his representative (a "Manager's Representative") at a Board Meeting to attend, deliberate, vote and perform all his functions on his behalf at that Board Meeting. A Manager can act as representative for more than one other Manager at a Board Meeting provided that (without prejudice to any quorum requirements) at least two Managers are physically present at a Board Meeting held in person or participate in person in a Board Meeting held under Article 12.5.

12.4 The Board of Managers can only validly debate and take decisions if a majority of the Managers are present or represented. Decisions of the Board of Managers shall be adopted by a simple majority.

12.5 A Manager or his Manager's Representative may validly participate in a Board Meeting through the medium of conference telephone, video conference or similar form of communications equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and shall be counted in the quorum and entitled to vote. Subject to Luxembourg Law, all business transacted in this way by the Managers shall, for the purposes of these Articles, be deemed to be validly and effectively transacted at a Board Meeting, notwithstanding that fewer than the number of directors (or their representatives) required to constitute a quorum are physically present in the same place.

12.6 A resolution in writing signed by all the Managers (or in relation to any Manager, his Manager's Representative) shall be as valid and effective if it had been passed at a Board Meeting duly convened and held and may consist of one or several documents in the like form each signed by or on behalf of one or more of the Managers concerned.

12.7 The minutes of a Board Meeting shall be signed by and extracts of the minutes of a Board Meeting may be certified by any Manager present at the Meeting.

#### 13. SHAREHOLDERS' RESOLUTIONS

13.1 Each Shareholder shall have one vote for every Share of which he is the holder.

13.2 Subject as provided in Articles 13.3, 13.4 and 13.5, Shareholders' Resolutions are only valid if they are passed by Shareholders holding more than half of the Shares, provided that if that figure is not reached at the first meeting or first written consultation, the Shareholders shall be convened or consulted a second time, by registered letter and the resolution may be passed by a majority of the votes cast, irrespective of the number of Shares represented.

13.3 Shareholders may not change the nationality of the Company or oblige any of the Shareholders to increase their participation in the Company otherwise than by unanimous vote of the Shareholders.

13.4 Subject as provided in Article 13.3, any resolution to change these Articles (including a change to the Registered Office), subject to any provision of the contrary, needs to be passed by a majority in number of the Shareholders representing three quarters of the Shares.

13.5 A resolution to dissolve the Company or to determine the method of liquidating the Company and/or to appoint the liquidators needs to be passed in accordance with Luxembourg Law.

13.6 A meeting of Shareholders (a "Shareholders' Meeting") may validly debate and take decisions without complying with all or any of the convening requirements and formalities if all the Shareholders have waived the relevant convening requirements and formalities either in writing or, at the relevant Shareholders' Meeting, in person or by an authorised representative.

13.7 A Shareholder may be represented at a Shareholders' Meeting by appointing in writing (or by fax or e-mail or any similar means) a proxy or attorney who need not be a Shareholder.

13.8

13.8.1 If at the time the Company has no more than twentyfive Shareholders, Shareholders' Resolutions may be passed by written vote of Shareholders rather than at a Shareholders' Meeting provided that each Shareholder receives the precise wording of the text of the resolutions or decisions to be adopted and gives his vote in writing.

13.8.2 The majority requirement applicable to the adoption of resolutions by a Shareholders' Meeting apply mutatis mutandis to the passing of written resolutions of Shareholders. Except where required by Luxembourg Law, there shall be no quorum requirements for the passing of written resolutions of Shareholders. Written resolutions of Shareholders shall be validly passed immediately upon receipt by the Company of original copies (or copies sent by facsimile transmission or as e-mail attachments) of Shareholders' votes subject to the requirements as provided in Article 13.8.1 and the above provisions of Article 13.8.2, irrespective of whether all Shareholders have voted or not.



#### 14. BUSINESS YEAR

14.1 The Company's financial year starts on 1st January and ends on the 31st December of each year provided that, as a transitional measure, the first financial year of the Company starts on the date of its incorporation and ends on 31st December 2016 (all dates inclusive).

14.2 If at the time the Company has more than twenty-five Shareholders, at least one annual general meeting must be held each year pursuant to article 196 of the 1915 Law.

#### 15. DISTRIBUTIONS ON SHARES

15.1 From the net profits of the Company, determined in accordance with Luxembourg Law, five per cent shall be deducted and allocated to a legal reserve fund. That deduction will cease to be mandatory when the amount of the legal reserve fund reaches one tenth of the Company's nominal capital.

15.2 Subject to the provisions of Luxembourg Law and the Art.s, the Company may by resolution of the Shareholders declare dividends in accordance with the respective rights of the Shareholders.

15.3 The Sole Manager or the Board of Managers as appropriate may decide to pay interim dividends to the Shareholder (s) before the end of the financial year on the basis of a statement of accounts showing that sufficient funds are available for distribution, it being understood that (i) the amount to be distributed may not exceed, where applicable, realised profits since the end of the last financial year, increased by carried forward profits and distributable reserves, but decreased by carried forward losses and sums to be allocated to a reserve to be established according to the 1915 Law or these Articles and that (ii) any such distributed sums which do not correspond to profits actually earned may be recovered from the relevant Shareholder(s).

#### 16. DISSOLUTION AND LIQUIDATION

The liquidation of the Company shall be decided by the Shareholders' Meeting in accordance with Luxembourg Law and Article 13. If at the time the Company has only one Shareholder, that Shareholder may, at its option, resolve to liquidate the Company by assuming personally all the assets and liabilities, known or unknown, of the Company.

#### 17. INTERPRETATION AND LUXEMBOURG LAW

17.1 In these Articles:

17.1.1 a reference to:

- (a) one gender shall include each gender;
- (b) (unless the context otherwise requires) the singular shall include the plural and vice versa;
- (c) a "person" includes a reference to any individual, firm, company, corporation or other body corporate, government, state or agency of a state or any joint venture, association or partnership, works council or employee representative body (whether or not having a separate legal personality);
- (d) a statutory provision or statute includes all modifications thereto and all re-enactments (with or without modifications) thereof.

17.1.2 the words "include" and "including" shall be deemed to be followed by the words "without limitation" and general words shall not be given a restrictive meaning by reason of their being preceded or followed by words indicating a particular class of acts, matters or things or by examples falling within the general words;

17.1.3 the headings to these Articles do not affect their interpretation or construction.

17.2 In addition to these Articles, the Company is also governed by all applicable provisions of Luxembourg Law."

#### Subscription and payment

The twelve thousand five hundred (12,500) shares have been all subscribed by Bridgepoint Europe V Investments S.à r.l., prenamed.

All the shares have been fully paid up in cash so that the amount of twelve thousand five hundred Euro (EUR 12,500.-) is at the free disposal of the Company as has been proved to the undersigned notary who expressly bears witness to it.

#### Transitory provision

The first financial year shall begin today and finish on December 31, 2016.

#### Estimate of costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the company or which shall be charged to it in connection with its incorporation, have been estimated at about one thousand four hundred Euro (EUR 1,400.-).

#### Resolutions

Immediately after the incorporation of the Company, the sole shareholder, representing the entirety of the subscribed capital has passed the following resolutions:

- 1) Are appointed managers of the Company for an indefinite period:
  - a) Mr Davy BEAUCE, born on December 30, 1981, in Messancy, Belgium, with professional address at 2, avenue Charles de Gaulle, L-1653 Luxembourg;
  - b) Mr Christophe GAMMAL, born on August 9, 1967 in Uccle, Belgium, residing at 35, rue des Merisiers, L-8253 Mamer;

c) Mrs Daphne CHARBONNET, born on January 30, 1979, in Caen, France, with professional address at 2, avenue Charles de Gaulle, L-1653 Luxembourg;

d) Mr Nicolas PONCELET on June 16, 1979 in Arlon, Belgium, with professional address at 174, route de Longwy L-1940 Luxembourg;

e) Mr Paul GUNNER, born on March 5, 1973 in Cassington, United Kingdom, with professional address at 95 Wigmore Street, W1U1FB London, United Kingdom; and

f) Mr Charles BARTER, born on April 5, 1962 in Guildford, United Kingdom, with professional address at 95 Wigmore Street, W1U1FB, United Kingdom.

2) The Company shall have its registered office at 2, avenue Charles de Gaulle, L-1653 Luxembourg.

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

**WHEREOF** and in faith of which We, the undersigned notary, have set our hand and seal in Luxembourg-City, on the day named at the beginning of this document.

The document having been read and translated into the language of the proxy holder of the appearing party, he signed together with Us, the notary, the present original deed.

#### **Traduction française du texte qui précède:**

L'an deux mille seize, le six mai.

Par-devant Nous, Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

#### **A COMPARU:**

Bridgepoint Europe V Investments S.à r.l. , une société à responsabilité limitée régie par le droit luxembourgeois, ayant un capital social de vingt-deux mille cinq cent un euros (EUR 22.501,-), dont le siège social est au 2, avenue Charles de Gaulle, L-1653 Luxembourg, Grand- Duché de Luxembourg et enregistrée au Registre du Commerce et des Société de Luxembourg sous le numéro B 191862. représentée aux fins des présentes par Madame Nathalie MAISSIN, employée privée, ayant son adresse professionnelle à 2, avenue Charles de Gaulle, L-1653 Luxembourg, aux termes d'une procuration délivrée à Luxembourg en date du 3 mai 2016.

Laquelle procuration après signature "ne varietur" par le mandataire et le notaire instrumentaire demeurera annexée aux présentes pour être enregistrée en même temps.

Laquelle comparante, représentée comme indiqué ci-dessus, a requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée dont elle a arrêté les statuts comme suit:

#### **"1. FORME SOCIALE ET NOM**

Le présent document constitue les statuts (les "Statuts") de European Children Products GP S.à r.l. (la "Société"), une société à responsabilité limitée constituée en vertu des lois du Grand-Duché de Luxembourg, y compris la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée de temps à autre (la "Loi de 1915").

#### **2. SIEGE SOCIAL**

2.1 Le siège social de la Société (le "Siège Social") est établi dans la ville de Luxembourg, Grand-Duché de Luxembourg.

2.2 Le Siège Social peut être transféré:

2.2.1 En tout autre endroit de la même municipalité au Grand-Duché de Luxembourg par:

(a) Le Gérant Unique (tel que défini à l'Article 8.2) si la Société est gérée à ce moment là par un Gérant Unique; ou

(b) Le Conseil de Gérance (tel que défini à l'Article 8.3) si la Société est gérée à ce moment là par un Conseil de Gérance;

ou

2.2.2 En tout autre endroit du Grand-Duché de Luxembourg (que ce soit ou non dans la même municipalité) par une résolution des associés de la Société (une "Résolution des Associés") passée conformément à ces Statuts - y compris l'Article 13.4 - et les lois du Grand-Duché de Luxembourg de temps en temps, y compris la Loi de 1915 (la "Loi Luxembourgeoise").

2.3 Au cas où des événements extraordinaires d'ordre militaire, politique, économique, social ou autre, de nature à compromettre l'activité normale au Siège Social se seraient produits ou seraient imminents, le Siège Social pourra être transféré provisoirement à l'étranger jusqu'à cessation complète de ces circonstances anormales; de telles mesures provisoires n'auront toutefois aucun effet sur la nationalité de la Société, et la Société, nonobstant ce transfert provisoire du Siège Social, restera une société luxembourgeoise. La décision de transférer le Siège Social à l'étranger sera prise par le Gérant Unique ou le Conseil de Gérance de la Société ainsi qu'approprié.

2.4 La Société peut avoir des bureaux et des succursales à la fois au Grand-Duché de Luxembourg tout comme à l'étranger.

#### **3. OBJETS**

Les objets de la Société sont:

3.1 D'agir en tant que société d'investissement et de coordonner les activités de toutes les entités au sein desquelles la Société détient directement ou indirectement des participations, et d'acquérir (que ce soit par voie de souscription initiale,

d'appel d'offres, d'achat, d'échange ou tout autre moyen) la totalité ou une partie des titres, des actions, debentures, debenture stocks, obligations, ou tous autres titres émis ou garantis par toute personne et tous autres biens de toutes sortes et de détenir les mêmes instruments pour des besoins d'investissement, et de vendre, échanger ou disposer des mêmes instruments;

3.2 De poursuivre tout commerce ou activité commerciale et acquérir, entreprendre et poursuivre tout ou partie de l'activité commerciale, des biens immobiliers et/ou des dettes de toute personnes poursuivant une activité commerciale;

3.3 D'investir et négocier avec l'argent et les fonds de la Société de toute manière que le Gérant Unique ou le Conseil de Gérance (selon le cas) considèrent comme étant adapté et de prêter de l'argent et faire des crédits, dans chaque cas, à toute personne, que ce soit avec ou sans garantie;

3.4 D'emprunter, lever ou sécuriser le paiement d'argent de toute manière que le Gérant Unique ou le Conseil de Gérance (selon le cas) considèrent comme étant adapté, y compris l'émission (dans les limites autorisées par la Loi Luxembourgeoise) d'obligations et d'autres titres ou instruments, perpétuels ou non, convertibles ou non, qu'ils soient taxés ou non sur tout ou partie des biens de la Société (présents et futurs) ou son capital non émis, et de vendre, racheter convertir et rembourser ces titres;

3.5 D'acquérir une participation dans, fusionner, consolider avec et constituer un partenariat (partnership) ou tout arrangement pour les besoins de partage des profits, union d'intérêts, coopération, joint-venture, concession réciproque ou autre avec toute personne, y compris tous employés de la Société;

3.6 De s'engager dans toute garantie ou contrat d'indemnité ou caution, et de fournir des sûretés pour l'accomplissement des obligations de et/ou le paiement de toute somme par toute personne (y compris tout organe social dans lequel la Société a une participation directe ou indirecte ou toute personne (une "Entité Holding") qui est pour le moment un membre de ou détient autrement un intérêt direct ou indirect dans la Société ou toute personne morale dans laquelle l'Entité Holding détient un intérêt direct ou indirect ou toute personne qui est associé avec la Société dans toute activité), avec ou sans que la Société ne reçoive une contrepartie ou un avantage (direct ou indirect), et que ce soit par garantie personnelle ou hypothèque, charge ou privilège sur tout ou partie des engagements de la Société, propriétés, biens (présents et futurs) ou par d'autres moyens; pour les besoins de cet Article 3.6 "garantie" inclus toute obligation, bien que décrite, de payer, satisfaire, fournir des fonds pour le paiement ou la satisfaction de, indemnisation ou rester indemnisé contre les conséquences d'un défaut de paiement de, ou d'en être responsable, de l'endettement ou obligations financières de toute autre personne;

3.7 D'acheter, prendre en location, échanger, louer ou autrement acquérir tout bien immobilier ou personnel et tout droit ou privilège dessus;

3.8 De vendre, mettre en bail, échanger, mettre à louer et disposer de tout bien immobilier ou personnel, et/ou de tout ou partie des établissements de la Société, pour une contrepartie que le gérant Unique ou le Conseil de Gérance (selon le cas) considère approprié, y compris pour des parts sociales, obligations ou autres titres, qu'ils aient été entièrement ou partiellement payés, de toute personne, ayant ou non des objets (ensemble ou seul) similaires à ceux de la Société; détenir toutes parts sociales, obligations et autres titres ainsi acquis; améliorer, gérer, développer, vendre, échanger, louer, hypothéquer, disposer de, fournir des options sur, mettre sur compte ou autrement gérer tout ou partie des biens et droits de la Société;

3.9 D'entreprendre tout ou partie des actions décrites dans tout paragraphe de cet Article 3 (a) dans toute partie du monde; (b) en tant que principal, agent, contractant, trustee ou autrement; (c) par voie ou à travers des trustees, agents, sous-contractants ou autre; et (d) seul ou avec d'autres personnes;

3.10 D'entreprendre toutes actions (y compris conclure, exécuter, et délivrer des contrats, actes, accords ou arrangements avec ou en faveur de toute personne) qui sont, selon l'opinion du Gérant Unique ou de Conseil de Gérance (selon le cas) accessoires ou concluantes pour la réalisation de tout ou partie des objets de la Société, ou de l'exercice de tout ou partie de ses pouvoirs;

A CONDITION TOUJOURS que la Société n'entre pas dans toute transaction qui pourrait constituer une activité réglementée du secteur financier ou qui requiert une licence professionnelle en vertu de la Loi Luxembourgeoise sans besoin d'autorisation en vertu de la Loi Luxembourgeoise.

#### **4. DUREE**

La Société est constituée pour une durée illimitée.

#### **5. CAPITAL SOCIAL**

5.1 Le capital social souscrit est fixé à douze mille cinq cents euros ( EUR 12.500,-) représenté par douze mille cinq cents (12.500) parts sociales ayant une valeur nominale d'un euro (EUR 1,-) chacune (les "Parts Sociales"). Dans les présents Statuts, "Associés" signifie les détenteurs au moment pertinent des Parts Sociales et "Associés" doit être interprété conformément.

5.2 La Société peut créer un compte de prime d'émission (le "Compte de Prime d'Emission") sur lequel toute prime d'émission payée pour toute Part Sociale sera versée. Les décisions quant à l'utilisation du Compte de Prime d'Emission doivent être prises par les Gérant(s) sous réserve de la Loi de 1915 et des présents Statuts.

5.3 La Société peut, sans limitation, accepter du capital ou d'autres contributions sans émettre de Parts Sociales ou autres titres en contrepartie de la contribution et peut créditer les contributions à un ou plusieurs comptes. Les décisions quant à l'utilisation de tels comptes seront prises par les Gérant(s) sous réserve de la Loi de 1915 et des présents Statuts. Pour éviter tout doute, toute décision peut, mais n'a pas besoin de, allouer tout montant contribué au contributeur.

5.4 Toutes les Parts Sociales donnent droit à des droits égaux sous réserve de dispositions contraires des présents Statuts.

## **6. INDIVISIBILITÉ DES PARTS SOCIALES**

6.1 Chaque Part Sociale est indivisible.

6.2 Une Part Sociale peut être enregistrée au nom de plus d'une personne à condition que tous les détenteurs d'une Part Sociale notifient par écrit la Société de celui d'entre eux qui est à considérer comme leur représentant; la Société considérera ce représentant comme s'il était le seul Associé pour la Part Sociale en question, y compris pour les besoins de vote, dividende et autres droits de paiement.

## **7. CESSION DE PARTS SOCIALES**

7.1 Au cours de la période durant laquelle la Société a un seul Associé, les Parts Sociales seront librement cessibles.

7.2 Au cours de la période durant laquelle la Société a plusieurs Associés:

7.2.1 Les Parts Sociales ne sont pas cessibles sauf pour raison de décès à d'autres personnes que des Associés à moins que les Associés détenant au moins trois quarts des Parts Sociales n'aient accepté la cession;

7.2.2 Les Parts Sociales ne sont pas cessibles pour raison de décès à d'autres personnes que les Associés sauf si les Associés détenant trois quarts des Parts Sociales détenues par les survivants ont accepté la cession ou que les conditions envisagées par l'article 189 de la Loi de 1915 s'appliquent;

7.2.3 La cession de Parts Sociales est assujettie aux dispositions des articles 189 et 190 de la Loi de 1915.

## **8. ADMINISTRATION**

8.1 La Société sera administrée par un ou plusieurs gérants (les "Gérants") qui seront nommés par une Résolution des Associés prise conformément à la Loi Luxembourgeoise à aux présents Statuts.

8.2 Si la Société est administrée à un moment par Gérant unique, il sera désigné dans les présents Statuts par le "Gérant Unique".

8.3 Si la Société est administrée de temps en temps par plus qu'un Gérant, ils constitueront un conseil de gérance (le "Conseil" ou le "Conseil de Gérance").

8.4 Un Gérant pourra être révoqué à tout moment par une Résolution des Associés prise conformément à la Loi Luxembourgeoise et aux présents Statuts.

## **9. POUVOIRS DES GERANTS**

Le Gérant Unique, quand la Société est administrée par un seul gérant, ou en cas de pluralité de Gérant le Conseil de Gérance, aura tous pouvoirs pour prendre toutes les actions qui sont nécessaires ou utiles à l'accomplissement de l'objet social de la Société, sous réserve des actions qui sont réservées par la Loi Luxembourgeoise et les présents Statuts et qui seront décidées par les Associés.

## **10. REPRESENTATION**

Sous réserve des dispositions de la Loi Luxembourgeoise et des présents Statuts, les personnes suivantes sont autorisées à représenter et/ou à lier la Société:

10.1 Si la Société est administrée par un gérant Unique, le Gérant Unique;

10.2 En cas de pluralité de Gérants, n'importe quels deux Gérants conjointement;

10.3 Toute personne à qui un tel pouvoir aura été délégué conformément à l'Article 11.

## **11. MANDATAIRE DES GERANTS**

Le Gérant Unique ou, en cas de pluralité de Gérants, le Conseil de Gérance pourront déléguer n'importe lesquels de leurs pouvoirs pour remplir des tâches spécifiques à un ou plusieurs mandataires ad hoc et devront déterminer les pouvoirs et responsabilités de tels mandataires et rémunération (si c'est le cas), la durée de leur période de représentation et toutes les autres conditions pertinentes de leur mandat.

## **12. REUNION DU CONSEIL DE GERANCE**

12.1 Les réunions du Conseil de Gérance (les "Réunions du Conseil") peuvent être convoquées par tout Gérant.

12.2 Le Conseil de Gérance peut valablement débattre et prendre des décisions lors d'une Réunion du Conseil sans se plier à tout ou partie des conditions de convocation préalable et formalités si tous les Gérants ont renoncé aux formalités de convocation que ce soit par écrit ou, lors de la Réunion du Conseil en question, en personne ou par l'intermédiaire d'un représentant autorisé.

12.3 Un Gérant peut nommer un autre Gérant (et seulement un gérant) pour le représenter (le "Représentant du Gérant") lors d'une Réunion du Conseil, délibérer, voter et accomplir toutes ses fonctions en son nom à la Réunion du Conseil. Un Gérant peut représenter plusieurs Gérants à un Conseil de Gérance à la condition que (sans préjudice quant aux quorums requis) au moins deux Gérants soient présents physiquement à une Réunion du Conseil tenue en personne ou participe en personne à une Réunion du Conseil tenue en vertu de l'Article 12.5.

12.4 Le Conseil de Gérance ne peut valablement débattre et prendre des décisions que si une majorité des Gérants sont présents ou représentés. Les décisions du Conseil de Gérance seront adoptées à une majorité simple.

12.5 Un Gérant ou le Représentant d'un Gérant peuvent valablement participer à une Réunion du Conseil par voie d'utilisation de conférence téléphonique, de vidéo conférence et de conférence téléphonique ou de tous autres équipements de communication à condition que toutes les personnes participant à une telle réunion soient dans la capacité de s'entendre

et de parler tout au long de la réunion. Une personne participant de cette manière est réputé être présent en personne à la réunion et devra être compté dans le quorum et sera autorisé à voter.

Sous réserve de la Loi Luxembourgeoise, toutes les activités commerciales qui sont effectuées de cette manière par tous les Gérants seront réputés pour les besoins des présents statuts, valables et effectivement effectuées à une Réunion du Conseil, peu importe que moins que le nombre de Gérants (ou leurs représentants) requis pour constituer un quorum aient été physiquement présents au même endroit.

12.6 Une résolution écrite, signée par tous les Gérants (ou en relation avec tout Gérant, son Représentant) est valide comme si elle avait été adoptée à une Réunion du Conseil dûment convoquée et tenue et pourra consister en un ou plusieurs documents ayant le même contenu et signée par ou au nom d'un ou plusieurs des Gérants concernés.

12.7 Les procès-verbaux d'un Conseil de Gérance devront être signés et les extraits de ces procès-verbaux pourront être certifiés par tout Gérant présent à la Réunion.

### 13. RESOLUTIONS DES ASSOCIES

13.1 Chaque Associé a droit à un vote pour chaque Part Sociale dont il est le détenteur.

13.2 Sous réserve des dispositions prévues aux Articles 13.3,

13.4 et 13.5, les Résolutions des Associés sont valides uniquement si elles sont adoptées par les Associés détenant plus de la moitié des Parts Sociales, toutefois si une telle figure n'est pas atteinte lors de la première assemblée ou lors des premières résolutions écrites, les Associés devront convoquer ou être consultés une seconde fois, par lettre recommandée et les résolutions pourront être adoptées à la majorité des votes, sans préjudice du nombre de Parts Sociales représentées.

13.3 Les Associés ne pourront pas changer la nationalité de la Société ou obliger un des Associés à augmenter sa participation dans la Société sans un vote unanime des Associés.

13.4 Sous réserve des dispositions prévues à l'Article 13.3, toute résolution pour modifier les présents Statuts (y compris le changement de Siège Social), sous réserve de dispositions contraires, doit être passée par une majorité des Associés représentant les trois quarts des Parts Sociales.

13.5 Une résolution pour dissoudre la Société ou déterminer la méthode de liquidation de la Société et/ou pour nommer les liquidateurs doit être passée conformément à la Loi Luxembourgeoise.

13.6 Une réunion des Associés (une "Réunion des Associés") peut valablement débattre et prendre des décisions sans se conformer à tout ou partie des conditions de convocation préalable et formalités si tous les Associés ont renoncé aux formalités de convocation que ce soit par écrit ou, lors de la Réunion des Associés en question, en personne ou par l'intermédiaire d'un représentant autorisé.

13.7 Un Associé peut être représenté à une Réunion des Associés en désignant par écrit (ou par fax ou email ou tout autre moyen similaire) un mandataire qui n'a pas besoin d'être un Associé.

13.8

13.8.1 S'il y a moins de vingt-cinq Associés dans la Société, les résolutions des Associés pourront être passées par voie de résolutions écrites des Associés plutôt que lors d'une Réunion des Associés à la condition que chaque Associé reçoive le texte précis des résolutions ou décisions à adopter et donne son vote par écrit.

13.8.2 Les conditions de majorité requises pour l'adoption des résolutions lors de Réunion des Associés s'appliquent mutatis mutandis pour l'adoption de résolutions écrites par les Associés. Hormis lorsque cela est requis par la Loi Luxembourgeoise, il n'existe pas de condition de quorum requis pour l'adoption de résolutions écrites par les Associés. Les résolutions écrites des Associés seront valablement prises lorsque la Société aura reçu les copies originales (ou copies envoyées par fax ou pièces jointes à un email) des votes des Associés soumis aux conditions de l'Article 13.8.1 et des dispositions ci-dessus de cet Article

13.8.2, indépendamment du fait que tous les Associés aient voté ou non.

### 14. EXERCICE SOCIAL

14.1 L'exercice social de la Société débute le 1er janvier et se termine le 31 décembre de chaque année, étant entendu que, en tant que mesure transitoire, le premier exercice social de la Société débute à la date de sa constitution et se termine le 31 décembre 2016 (toutes dates comprises).

14.2 S'il y a moins de vingt-cinq Associés dans la Société, au moins une assemblée générale annuelle doit être tenue en vertu de l'article 196 de la Loi de 1915.

### 15. DISTRIBUTION SUR PARTS SOCIALES

15.1 Sur le bénéfice net de la Société déterminé en conformité avec la Loi Luxembourgeoise, cinq pour cent (5%) seront prélevés et alloués à une réserve légale. Ce prélèvement cessera d'être obligatoire lorsque le montant de la réserve légale aura atteint dix pour cent (10%) du capital social de la Société.

15.2 Sous réserve des dispositions de la Loi Luxembourgeoise et des Statuts, la Société peut par résolutions des Associés déclarer des dividendes en conformité avec les droits respectifs des Associés.

15.3 Le Gérant unique ou le Conseil de Gérance peut, le cas échéant, décider de payer des dividendes intérimaires au (x) associé(s) avant la fin de l'exercice social sur la base d'une situation de comptes montrant que des fonds suffisants sont disponibles pour la distribution, étant entendu que (i) le montant à distribuer ne peut pas excéder, si applicable, les bénéfices réalisés depuis la fin du dernier exercice social, augmentés des bénéfices reportés et des réserves distribuables, mais di-



minués des pertes reportées et des sommes allouées à la réserve établie selon la Loi ou selon ces Statuts et que (ii) de telles sommes distribuées qui ne correspondent pas aux bénéfices effectivement réalisés soient récupérables par le(s) Associé(s).

## 16. DISSOLUTION ET LIQUIDATION

La liquidation de la Société sera décidée par une Réunion des Associés en conformité avec la Loi Luxembourgeoise et l'Article 13. Dans le cas où la Société n'aurait qu'un Associé, cet Associé peut, à son gré, décider de liquider la Société en reprenant à son compte l'ensemble des actifs et passifs, connus ou inconnus, de la Société.

## 17. INTERPRETATION ET LOI LUXEMBOURGEOISE

17.1 Dans les présents Statuts:

17.1.1 Une référence à:

- (a) Un genre devra inclure chaque genre;
- (b) (à moins que le contexte ne requière autrement) le singulier devra inclure le pluriel et vice versa;
- (c) Une "personne" inclut une référence à tout individu, firme, société, corporation ou toute autre entité, gouvernement, état ou agence d'un état ou joint venture, association, partenariat, comité d'entreprise ou organe de représentation des employés (ayant ou non une personnalité juridique séparée);
- (d) une disposition légale ou statuts inclut toutes modifications y afférentes et toutes nouvelles mises en vigueur (avec ou sans modifications);

17.1.2 les mots "inclus" et "y compris/incluant" seront considérés comme étant suivi des mots "sans restriction" et on ne donnera pas aux mots généraux une interprétation restrictive pour la raison qu'ils seraient précédés ou suivis de mots indiquant un terme particulier, des faits ou des choses ou par des exemples qui tombent dans la définition des mots généraux;

17.1.3 Les en-têtes de ces Articles ne doivent pas affecter leur interprétation.

17.2 En complément de ces Statuts, la Société est également gouvernée par toutes les dispositions de la Loi Luxembourgeoise.

### Souscription et libération

Les douze mille cinq cents (12.500) parts sociales ont été toutes souscrites par Bridgepoint Europe V Investments S.à r.l., préqualifiée.

Toutes les parts sociales ont été intégralement libérées en numéraire de sorte que la somme de douze mille cinq cents euros (EUR 12.500,-) est à la libre disposition de la Société ainsi qu'il a été prouvé au notaire instrumentaire qui le constate expressément.

### Disposition transitoire

Le premier exercice social commence à la date de la constitution de la Société et finira le 31 décembre 2016.

### Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution, s'élève à environ mille quatre cents Euros (EUR 1.400,-).

### Résolutions

Et à l'instant l'associé unique, représentant la totalité du capital social, a pris les résolutions suivantes:

1) Sont nommés gérants de la Société pour une durée indéterminée:

- a) Monsieur Davy BEAUCE, né le 30 décembre 1981 à Messancy, Belgique, avec adresse professionnelle au 2, avenue Charles de Gaulle, L- 1653 Luxembourg;
- b) Monsieur Christophe GAMMAL, né le 9 août 1967 à Uccle, Belgique, demeurant au 35, rue des Merisiers, L-8253 Mamer;
- c) Madame Daphné CHARBONNET, née le 30 janvier 1979, à Caen, France, avec adresse professionnelle au 2, avenue Charles de Gaulle, L- 1653 Luxembourg;
- d) Monsieur Nicolas PONCELET, né le 16 juin 1979 à Arlon, Belgique, avec adresse professionnelle au 174, route de Longwy, L-1940 Luxembourg ;
- e) Monsieur Paul GUNNER, né le 5 mars 1973 à Cassington, Royaume Uni, avec adresse professionnelle au 95 Wigmore Street, W1U1FB Londres, Royaume Uni ; et
- f) Monsieur Charles BARTER, né le 5 avril 1962 à Guildford, Royaume Uni, avec adresse professionnelle au 95 Wigmore Street, W1U1FB Londres, Royaume Uni.

2) Le siège social de la Société est établi au 2, avenue Charles de Gaulle, L-1653 Luxembourg.

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête de la comparante, les présents statuts sont rédigés en anglais suivis d'une version française; à la requête de la même comparante et en cas de divergences entre les textes anglais et français, la version anglaise fera foi.

**DONT ACTE**, fait et passé à Luxembourg, date qu'en tête.

Et après lecture faite et interprétation donnée au mandataire de la comparante, celui-ci a signé avec Nous notaire la présente minute.

Signé: N. Maissin et M. Schaeffer.

Enregistré à Luxembourg Actes Civils 2, le 13 mai 2016.

2LAC/2016/10182

Reçu soixante-quinze euros

EUR 75,-

Le receveur/signé/André MULLER

POUR EXPEDITION CONFORME

délivrée à la demande de la prédite société,

sur papier libre, aux fins de publication au Mémorial,

Recueil des Sociétés et Associations.

Luxembourg, le 25 mai 2016

Référence de publication: 2016118288/551.

(160088850) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 mai 2016.

**DISTRIMODE INTERNATIONAL S.A., Société Anonyme Soparfi.**

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 24.157.

Par décision du conseil d'administration tenu le 30 mars 2016, Monsieur Robert HOVENIER, domicilié professionnellement au 42, rue de la Vallée, L-2661 Luxembourg a été coopté en remplacement de Monsieur Eric BREUILLE, démissionnaire.

Son mandat s'achèvera avec ceux des autres administrateurs à l'issue de l'assemblée générale annuelle de 2020.

Luxembourg, le 03 mai 2016.

*Pour: DISTRIMODE INTERNATIONAL S.A.*

Société anonyme

Experta Luxembourg

Société anonyme

Référence de publication: 2016103117/16.

(160074593) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

**DIF RE Luxembourg S.à r.l., Société à responsabilité limitée.**

Siège social: L-1313 Luxembourg, 5, rue des Capucins.

R.C.S. Luxembourg B 138.275.

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

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

Référence de publication: 2016103110/9.

(160073992) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

**Diorasis International S.A., Société Anonyme.**

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 153.091.

In the year two thousand and sixteen, on the ninth day of the month of February.

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

Was held

an extraordinary general meeting of shareholders of the public limited liability company (société anonyme) established and existing in the Grand-Duchy of Luxembourg under the name DIORASIS INTERNATIONAL S.A. (the "Company"), having its registered office at 44, avenue John F. Kennedy, L-1855 Luxembourg and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B 153.091. The Company has been incorporated pursuant to a deed of Maître Joëlle Baden, notary residing in Luxembourg, Grand-Duchy of Luxembourg, on 23 April 2010, published in the Mémorial C, Recueil des Sociétés et Associations number 1364 on 2 July 2010, lastly amended pursuant to a deed of Maître Martine Schaeffer, notary residing in Luxembourg, on 13 February 2015, published in the Mémorial C, Recueil des Sociétés et Associations number 922 on 4 April 2015.

The meeting elects as chairman Mrs Solange Wolter-Schieres, private employee, with professional address in Luxembourg, (the "Chairman").

The Chairman designates as secretary and the meeting elects as scrutineer Mr Ludovic Gavatz, private employee, with professional address in Luxembourg.

The office of the meeting having thus been constituted, the Chairman declares and requests the notary to state that:

I. The shareholders present or represented and the number of shares held by them, are shown on an attendance list signed by their proxyholder, by the office of the meeting and the notary. The said list as well as the proxies signed, ne varietur, will be registered with the deed.

II. Pursuant to the attendance list, the whole share capital represented by registered shares is represented in this extraordinary general meeting.

III. The present meeting can validly deliberate on the following agenda:

*Agenda*

1. Share capital increase of the Company to the extent of five thousand Euros (EUR 5,000) by the issuance of five hundred thousand (500,000) shares with different classes, vested with the same rights and obligations as the existing shares in the same class of shares, together with a share premium amounting to four hundred ninety-five thousand Euros (EUR 495,000) in aggregate;

2. Acknowledgement of the subscription and payment of the new shares as follows:

(i) Mr. Constantin Papadimitriou to thirty-seven thousand thirty-eight (37,038) class B shares, thirty-seven thousand thirty-eight (37,038) class C shares, thirty-seven thousand thirty-seven (37,037) class D shares, thirty-seven thousand thirty-seven (37,037) class E shares, thirty-seven thousand thirty-seven (37,037) class F shares, thirty-seven thousand thirty-seven (37,037) class G shares, thirty-seven thousand thirty-seven (37,037) class H shares, thirty-seven thousand thirty-six (37,036) class I shares and thirty-seven thousand thirty-six (37,036) class J shares, by contribution in cash, and

(ii) Mr. David Cowling to eighteen thousand five hundred and twenty (18,520) class B shares, eighteen thousand five hundred and nineteen (18,519) class C shares, eighteen thousand five hundred and nineteen (18,519) class D shares, eighteen thousand five hundred and eighteen (18,518) class E shares, eighteen thousand five hundred and eighteen (18,518) class F shares, eighteen thousand five hundred and eighteen (18,518) class G shares, eighteen thousand five hundred and eighteen (18,518) class H shares, eighteen thousand five hundred and eighteen (18,518) class I shares and eighteen thousand five hundred and nineteen (18,519) class J shares, by contribution in cash;

3. Subsequent amendment of the first paragraph of article 5 of the articles of association of the Company;

4. Miscellaneous.

After having discussed the above items, the meeting, unanimously, takes the following resolutions:

*First resolution*

The meeting resolves to increase the Company's share capital to the extent of five thousand Euros (EUR 5,000), to raise it from its present amount of forty-six thousand Euros (EUR 46,000) to fifty-one thousand Euros (EUR 51,000) by the creation and issuance of:

- fifty-five thousand five hundred fifty-eight (55,558) class B shares;
- fifty-five thousand five hundred fifty-seven (55,557) class C shares;
- fifty-five thousand five hundred fifty-six (55,556) class D shares;
- fifty-five thousand five hundred fifty-five (55,555) class E shares;
- fifty-five thousand five hundred fifty-five (55,555) class F shares;
- fifty-five thousand five hundred fifty-five (55,555) class G shares;
- fifty-five thousand five hundred fifty-five (55,555) class H shares;
- fifty-five thousand five hundred fifty-four (55,554) class I shares; and
- fifty-five thousand five hundred fifty-five (55,555) class J shares;

all with a nominal value of zero point zero one Euro (EUR 0.01) each (the "New Shares") and vested with the same rights and obligations as the existing shares in the same class of shares, together with a share premium amounting to four thousand ninety-five thousand Euros (EUR 495,000) in aggregate.

*Second resolution*

The meeting acknowledge the subscription and payment of the new shares as follows:

Mr. Constantin Papadimitriou, professionally residing in CH-1252 Meinier, here represented by Mrs Solange Wolter-Schieres, prenamed, by virtue of one of the aforementioned proxies, declares to subscribe for:

- thirty-seven thousand thirty-eight (37,038) class B shares;
- thirty-seven thousand thirty-eight (37,038) class C shares;
- thirty-seven thousand thirty-seven (37,037) class D shares;
- thirty-seven thousand thirty-seven (37,037) class E shares;
- thirty-seven thousand thirty-seven (37,037) class F shares;
- thirty-seven thousand thirty-seven (37,037) class G shares;
- thirty-seven thousand thirty-seven (37,037) class H shares;

- thirty-seven thousand thirty-six (37,036) class I shares; and
- thirty-seven thousand thirty-six (37,036) class J shares;

all with a nominal value of zero point zero one Euro (EUR 0.01) each, together with an aggregate share premium of three hundred twenty-nine thousand nine hundred ninety-nine Euros and sixty-seven cents (EUR 329,999.67) for a total subscription price of three hundred thirty-three thousand three hundred thirty-three Euros (EUR 333,333) and to fully pay them by way of a contribution in cash in an aggregate amount of three hundred thirty-three thousand three hundred thirty-three Euros (EUR 333,333).

Mr. David Cowling, professionally residing in CH-1208 Genève, here represented by Mrs Solange Wolter-Schieres, prenamed, by virtue of one of the aforementioned proxies, declares to subscribe for:

- eighteen thousand five hundred and twenty (18,520) class B shares;
- eighteen thousand five hundred and nineteen (18,519) class C shares;
- eighteen thousand five hundred and nineteen (18,519) class D shares;
- eighteen thousand five hundred and eighteen (18,518) class E shares;
- eighteen thousand five hundred and eighteen (18,518) class F shares;
- eighteen thousand five hundred and eighteen (18,518) class G shares;
- eighteen thousand five hundred and eighteen (18,518) class H shares;
- eighteen thousand five hundred and eighteen (18,518) class I shares; and
- eighteen thousand five hundred and nineteen (18,519) class J shares;

all with a nominal value of zero point zero one Euro (EUR 0.01) each, together with an aggregate share premium of one hundred sixty-five thousand Euros and thirty-three cents (EUR 165,000.33) for a total subscription price of one hundred sixty-six thousand six hundred sixty-seven Euros (EUR 166,667) and to fully pay them by way of a contribution in cash in an aggregate amount of one hundred sixty-six thousand six hundred sixty-seven Euros (EUR 166,667).

The amount of five hundred thousand Euro (EUR 500,000.-) is as now available to the company, as has been proved to the undersigned notary.

#### *Third resolution*

Consequently, the meeting resolves to amend the first paragraph of article 5 of the Company's articles of association, which shall henceforth read as follows:

“**5.1.** The share capital of the Company is set at fifty-one thousand Euros (EUR 51,000) and represented by five million one hundred thousand (5,100,000) shares with a nominal value of one Cent (EUR 0.01) each, divided into:

- 3,100,000 class A shares (the “Class A Shares”);
- 222,222 class B Shares (the “Class B Shares”);
- 222,222 class C Shares (the “Class C Shares”);
- 222,222 class D Shares (the “Class D Shares”);
- 222,222 class E Shares (the “Class E Shares”);
- 222,222 class F Shares (the “Class F Shares”);
- 222,222 class G Shares (the “Class G Shares”);
- 222,223 class H Shares (the “Class H Shares”);
- 222,222 class I Shares (the “Class I Shares”); and
- 222,223 class J Shares (the “Class J Shares”).”

The other paragraphs of article 5 of the Company's articles of association remain unchanged.

#### *Costs*

The expenses, costs, remuneration or charges in any form whatsoever which will be borne to the Company as a result of the present deed are estimated at approximately EUR 2,700.-

#### *Declaration*

The undersigned notary, who understands and speaks English, states herewith that on request of the above appearing persons, the present deed is worded in English, followed by a French version. On request of the same appearing persons and in case of divergences between the English and the French text, the English version will be prevailing.

WHEREOF, the present deed was drawn up in Luxembourg, on the date first written above.

The document having been read to the proxyholder of the persons appearing, who are known to the notary by their Surname, name, civil status and residence, they signed together with us, the notary, the present original deed.

#### **Suit la traduction en langue française du texte qui précède:**

L'an deux mille seize, le neuf février.

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

S'est réunie

l'assemblée générale extraordinaire des actionnaires de la société anonyme constituée et existant au Grand-Duché de Luxembourg sous le nom DIORASIS INTERNATIONAL S.A. (la «Société»), ayant son siège social au 44, avenue John F. Kennedy, L-1855 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 153.091, constituée suivant un acte reçu par Maître Joëlle Baden, notaire de résidence à Luxembourg, le 23 avril 2010, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1364 du 2 juillet 2010 et dont les statuts ont été modifiés pour la dernière fois, suivant acte reçu par Maître Martine Schaeffer, notaire de résidence à Luxembourg, en date du 13 février 2015 publié au Mémorial C, Recueil des Sociétés et Associations numéro 922 du 4 avril 2015.

L'assemblée élit comme président Madame Solange Wolter-Schieres, employée privée, résidant professionnellement à Luxembourg (le «Président»).

Le Président désigne comme secrétaire et l'assemblée élit comme scrutateur Monsieur Ludovic Gavatz, employé privé, résidant professionnellement à Luxembourg.

Le bureau de l'assemblée étant ainsi constitué, le Président déclare et prie le notaire d'acter que:

I. Les actionnaires présents ou représentés et le nombre d'actions qu'ils détiennent, sont renseignés dans une liste de présence signée par leur mandataire, par le bureau de l'assemblée et le notaire. Ladite liste ainsi que les procurations signées, ne varietur, seront enregistrées avec le présent acte.

II. Il apparaît de la liste de présence que l'intégralité du capital social, représenté par des actions nominatives, est représenté à cette assemblée générale extraordinaire.

III. La présente assemblée peut valablement délibérer sur l'ordre du jour suivant:

#### *Ordre du jour*

1. Augmentation du capital social de la Société d'un montant de cinq mille euros (5.000 EUR) par l'émission de cinq cent mille (500.000) actions de différentes classes, bénéficiant des mêmes droits et obligations que les actions existantes dans la même classe d'actions, ensemble avec une prime d'émission d'un montant total de quatre cent quatre-vingt-quinze mille Euros (495.000 EUR);

2. Reconnaissance de la souscription et du paiement des nouvelles actions émises comme suit:

(i) M. Constantin Papadimitriou déclare souscrire à trente-sept mille trente-huit (37.038) actions de classe B, trente-sept mille trente-huit (37.038) actions de classe C, trente-sept mille trente-sept (37.037) actions de classe D, trente-sept mille trente-sept (37.037) actions de classe E, trente-sept mille trente-sept (37.037) actions de classe F, trente-sept mille trente-sept (37.037) actions de classe G, trente-sept mille trente-sept (37.037) actions de classe H, trente-sept mille trente-six (37.036) actions de classe I et trente-sept mille trente-six (37.036) actions de classe J, et les payer par un apport en numéraire, et

(ii) M. David Cowling déclare souscrire à dix-huit mille cinq cent vingt (18.520) actions de classe B, dix-huit mille cinq cent dix-neuf (18.519) actions de classe C, dix-huit mille cinq cent dix-neuf (18.519) actions de classe D, dix-huit mille cinq cent dix-huit (18.518) actions de classe E, dix-huit mille cinq cent dix-huit (18.518) actions de classe F, dix-huit mille cinq cent dix-huit (18.518) actions de classe G, dix-huit mille cinq cent dix-huit (18.518) actions de classe H, dix-huit mille cinq cent dix-huit (18.518) actions de classe I et dix-huit mille cinq cent dix-neuf (18.519) actions de classe J, et les payer par un apport en numéraire;

3. Modification subséquente du premier paragraphe de l'article 5 des statuts de la Société; et

4. Divers.

Après avoir discuté des points mentionnés à l'ordre du jour, l'assemblée, prend, à l'unanimité les résolutions suivantes:

#### *Première résolution*

L'assemblée décide d'augmenter le capital social de la Société à concurrence de cinq mille euros (5.000 EUR), pour le porter de son montant actuel de quarante-six mille euros (46.000 EUR) à cinquante-et-un mille euros (51.000 EUR) par la création et l'émission de:

- cinquante-cinq mille cinq cent cinquante-huit (55.558) actions de classe B;
- cinquante-cinq mille cinq cent cinquante-sept (55.557) actions de classe C;
- cinquante-cinq mille cinq cent cinquante-six (55.556) actions de classe D;
- cinquante-cinq mille cinq cent cinquante-cinq (55.555) actions de classe E;
- cinquante-cinq mille cinq cent cinquante-cinq (55.555) actions de classe F;
- cinquante-cinq mille cinq cent cinquante-cinq (55.555) actions de classe G;
- cinquante-cinq mille cinq cent cinquante-cinq (55.555) actions de classe H;
- cinquante-cinq mille cinq cent cinquante-quatre (55.554) actions de classe I; et
- cinquante-cinq mille cinq cent cinquante-cinq (55.555) actions de classe J;



toutes d'une valeur nominale d'un centime d'euro (0,01 EUR) chacune (les «Nouvelles Actions») et bénéficiant des mêmes droits et obligations que les actions existantes dans la même classe d'actions, ensemble avec une prime d'émission d'un montant de quatre cent quatre-vingt-quinze mille Euros (495.000 EUR).

#### *Deuxième résolution*

Monsieur Constantin Papadimitriou, demeurant professionnellement à CH-1252 Meinier, ici représenté par Madame Solange Wolter-Schieres, prénommée, en vertu d'une des procurations dont mention ci-avant, déclare souscrire à:

- trente-sept mille trente-huit (37.038) actions de classe B;
- trente-sept mille trente-huit (37.038) actions de classe C;
- trente-sept mille trente-sept (37.037) actions de classe D;
- trente-sept mille trente-sept (37.037) actions de classe E;
- trente-sept mille trente-sept (37.037) actions de classe F;
- trente-sept mille trente-sept (37.037) actions de classe G;
- trente-sept mille trente-sept (37.037) actions de classe H;
- trente-sept mille trente-six (37.036) actions de classe I; et
- trente-sept mille trente-six (37.036) actions de classe J;

toutes d'une valeur nominale d'un centime d'euro (0,01 EUR) chacune, incluant une prime d'émission d'un montant total de trois cent vingt-neuf mille neuf cent quatre-vingt-dix-neuf euros et soixante-sept centimes (329.999,67 EUR) pour un prix de souscription total de trois cent trente-trois mille trois cent trente-trois euros (333.333 EUR) et de les libérer entièrement par un apport en numéraire d'un montant total de trois cent trente-trois mille trois cent trente-trois euros (333.333 EUR).

Monsieur David Cowling, demeurant professionnellement à CH-1208 Genève, ici représenté par Madame Solange Wolter-Schieres, prénommée, en vertu d'une des procurations dont mention ci-avant déclare souscrire à:

- dix-huit mille cinq cent vingt (18.520) actions de classe B;
- dix-huit mille cinq cent dix-neuf (18.519) actions de classe C;
- dix-huit mille cinq cent dix-neuf (18.519) actions de classe D;
- dix-huit mille cinq cent dix-huit (18.518) actions de classe E;
- dix-huit mille cinq cent dix-huit (18.518) actions de classe F;
- dix-huit mille cinq cent dix-huit (18.518) actions de classe G;
- dix-huit mille cinq cent dix-huit (18.518) actions de classe H;
- dix-huit mille cinq cent dix-huit (18.518) actions de classe I; et
- dix-huit mille cinq cent dix-neuf (18.519) actions de classe J;

toutes d'une valeur nominale d'un centime d'euro (0,01 EUR) chacune, incluant une prime d'émission d'un montant total de cent soixante-cinq mille euros et trente-trois centimes (165.000,33 EUR) pour un prix de souscription total de cent soixante-six mille six cent soixante-sept euros (166.667 EUR) et de les libérer entièrement par un apport en numéraire d'un montant total de cent soixante-six mille six cent soixante-sept euros (166.667 EUR).

Le montant de cinq cent mille Euros (EUR 500.000,-), est dès à présent à la libre disposition de la société ainsi qu'il en a été justifié au notaire instrumentant.

#### *Troisième résolution*

Par conséquent, l'assemblée décide de modifier le premier paragraphe de l'article 5 des statuts de la Société qui doit se lire désormais comme suit:

« **5.1.** Le capital social de la Société est fixé à la somme de cinquante-et- un mille euros (51.000 EUR), divisé en cinq millions cent mille (5.100.000) actions d'une valeur nominale d'un centime (0.01 EUR) chacune, réparties en:

- 3.100.000 actions de classe A (les «Actions A»);
- 222.222 actions de classe B (les «Actions B»);
- 222.222 actions de classe C (les «Actions C»);
- 222.222 actions de classe D (les «Actions D»);
- 222.222 actions de classe E (les «Actions E»);
- 222.222 actions de classe F (les «Actions F»);
- 222.222 actions de classe G (les «Actions G»);
- 222.223 actions de classe H (les «Actions H»);
- 222.222 actions de classe I (les «Actions I»); et
- 222.223 actions de classe J (les «Actions J»).

Les autres paragraphes de l'article 5 des statuts de la Société demeurent inchangés.

*Frais*

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la Société à raison du présent acte, sont évalués approximativement à la somme de EUR 2.700,-

*Déclaration*

Le notaire soussigné, qui comprend et parle l'anglais, déclare que, à la requête des parties comparantes, le présent acte est rédigé en anglais, suivi d'une traduction française et que, à la demande des mêmes parties comparantes et en cas de divergences entre le texte anglais et le texte français, la version anglaise fait foi.

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

Lecture du présent acte ayant été faite aux parties comparantes, connues du notaire par leur nom, prénom, état civil et lieu de résidence, lesdites parties signent ensemble avec, Nous, notaire, le présent acte.

Signé: S. WOLTER, L. GAVATZ et H. HELLINCKX.

Enregistré à Luxembourg Actes Civils 1, le 15 février 2016. Relation: 1LAC/2016/5061. Reçu soixante-quinze euros (75.- EUR).

*Le Receveur (signé): P. MOLLING.*

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

Luxembourg, le 28 avril 2016.

Référence de publication: 2016103112/251.

(160074258) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**CHC Helicopter (4) S.à r.l., Société à responsabilité limitée.**

Siège social: L-1610 Luxembourg, 8-10, avenue de la Gare.

R.C.S. Luxembourg B 190.572.

Par la présente, je soussigné, Tamas HORVATH, né le 5 novembre 1977 à Pécs III, Hongrie, ayant mon adresse professionnelle au 8-10, avenue de la Gare, L-1610 Luxembourg, démissionne de mes fonctions de gérant de catégorie B de CHC Helicopter (4) S.à r.l., une société à responsabilité de droit luxembourgeois ayant son siège social au 8-10, avenue de la Gare, L-1610 Luxembourg et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 190.572 (la Société) avec effet immédiat.

Luxembourg, le 29 avril 2016.

M. Tamas HORVATH.

Référence de publication: 2016103069/13.

(160074888) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**Fincastle Re S.A., Société Anonyme.**

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 57.632.

*Extrait du procès-verbal de l'Assemblée Générale qui s'est tenue le vendredi 29 avril 2016 à 10.30 heures au 74, rue de Merl. L-2146 Luxembourg.*

- L'Assemblée décide de nommer comme Administrateurs:

\* M. Robert Archbold, Administrateur Président

\* M. Oliver Schuetz, Administrateur

\* M. Jorge Pérez Lozano, Administrateur

\* M. Claude Weber, Administrateur

Leur mandat viendra à expiration à l'issue de l'Assemblée Générale à tenir en 2017 et qui aura à statuer sur les comptes de l'exercice de 2016.

- L'Assemblée nomme KPMG Luxembourg, Société coopérative, 39, Avenue John F. Kennedy, L-1855 Luxembourg comme Réviseur d'entreprises indépendant. Ce mandat viendra à expiration à l'issue de l'Assemblée Générale à tenir en 2017 et qui aura à statuer sur les comptes de l'exercice de 2016.

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

Pour extrait sincère et conforme

Signature

*Un mandataire*

Référence de publication: 2016103177/23.

(160074458) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**Fusion Poland Holdco S.à r.l., Société à responsabilité limitée.**

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

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

R.C.S. Luxembourg B 171.488.

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EXTRAIT

Il résulte de la décision de l'associé unique de la Société en date du 15 avril 2016 que la Société BRE/Management 6 S.A. a démissionné en tant que gérant de la Société avec effet au 15 avril 2016.

L'associé unique de la Société a décidé de nommer la société Logikor Europe Management S.A., société anonyme de droit luxembourgeois, ayant son siège social au 35 Avenue Monterey, 2163 Luxembourg, et immatriculée auprès du Registre de Commerce et des Sociétés sous le numéro B 205.393, en tant que gérant unique de la Société, avec effet au 15 avril 2016 pour une durée indéterminée.

La Société est désormais gérée par la société Logikor Europe Management S.A. en qualité de gérant unique.

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

Luxembourg, le 03 mai 2016.

*Pour la Société*

Signature

Référence de publication: 2016103190/20.

(160075052) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**Fondation Alphonse WEICKER, Fondation.**

Siège social: L-2951 Luxembourg, 50, avenue J.F. Kennedy.

R.C.S. Luxembourg G 46.

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L'an deux mil seize, le onze mars.

Pardevant Maître Martine DECKER, notaire de résidence à Hesperange.

A comparu:

- Madame Martine MULLER, conseillère à la direction, demeurant à Stadtbredimus, agissant en qualité de mandataire du Comité de direction de la fondatrice BGL BNP Paribas, sur base du procès-verbal de la réunion du Comité de direction en date du 30 octobre 2015,

duquel, un extrait restera, après signature «ne varietur» par la comparante et le notaire instrumentant, annexé aux présentes avec lesquelles il sera soumis aux formalités de l'enregistrement.

Laquelle comparante, agissant comme ci-avant, en qualité de mandataire de la fondatrice de la Fondation Alphonse WEICKER (la «Fondation»), avec siège social à L-2951 Luxembourg, 50, avenue J.F. Kennedy, inscrite au Registre de Commerce et des Sociétés à Luxembourg sous le numéro G46, constituée en vertu d'un acte reçu par le notaire Jean-Paul HENCKS, alors notaire de résidence à Luxembourg, en date du 4 juillet 1989, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 391 de l'année 1989, page 18737;

a exposé au notaire instrumentant que suite à l'échéance de l'ensemble des mandats d'administrateurs de la Fondation, le Comité de Direction de la fondatrice, a décidé de renouveler le conseil d'administration; et,

a requis le notaire instrumentant de prendre acte de ces nominations respectivement confirmations avec effet à partir du 30 octobre 2015, conformément à la décision ci-avant mentionnée; de modifier, en conséquence, l'alinéa 4 de l'article 6 des statuts afin de refléter la nouvelle composition du Conseil d'administration comme suit:

« **Art. 6. (al. 4).** Le conseil d'administration est composé des membres suivants:

- M. Serge ALLEGREZZA, fonctionnaire, né à Luxembourg le 25 octobre 1959, demeurant à L-3368 Leudelange, 18, rue de la Vallée,

- Monsieur Yves NOSBUSCH, Chief Economist à BGL BNP Paribas, né à Essen le 10 octobre 1975, demeurant à L-1820 Luxembourg, 2, rue Antoine Jans,

- Monsieur Paul MEYERS, retraité, né à Wiltz le 12 mars 1937, demeurant à L-2445 Luxembourg, 12, rue des Roses,

- Monsieur Gérard HOFFMANN, ingénieur, économiste, né à Luxembourg le 23 mars 1963, demeurant à L-1938 Luxembourg, 17, rue Nicolas Liez,

- Monsieur Jean-Claude dit Kik SCHNEIDER, directeur, né à Esch-Sur-Alzette le 23 mars 1953, demeurant à L-6165 Ernster, 7B, rue Principale, en qualité de président,

- Monsieur Pierre SECK, professeur émérite de l'Université du Luxembourg, né à Dudelange le 10 mars 1945, demeurant à L-2241 Luxembourg, 13, rue Tony Neuman,

- S.A.R. La Princesse Sibilla de Luxembourg, née à Neuilly-sur-Seine le 12 juin 1968, demeurant à L-5316 Contern, 53, rue des Prés,

- Monsieur Nicolas SOISSON, licencié en sciences économiques, né à Luxembourg le 26 juin 1954, demeurant à L-6836 Breinert, Maison 7,

- Monsieur Rolf TARRACH, professeur d'Université, recteur, né à Valencia (Espagne) le 24 février 1948, demeurant à L-5359 Schuttrange, 49, Léeberg,

- Monsieur Carlo THILL, président du Comité de direction BGL BNP Paribas, né à Luxembourg le 23 avril 1953, demeurant à L-3371 Leudelange, 4, rue Gruefwiss,

- Monsieur Michel WURTH, directeur général, né à Luxembourg le 17 avril 1954, demeurant à L-5231 Sandweiler, 43, rue d'Itzig, en qualité de vice-président».

Conformément à l'article 6 des statuts, les administrateurs sont nommés pour une durée de trois ans.

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

Le présent acte sera communiqué au Ministre de la justice en vue de l'approbation par arrêté grand-ducal.

#### *Frais*

Le montant des frais généralement quelconques incombant à la Fondation en raison du présent acte s'élève approximativement à EUR 1.100,-.

Dont acte, fait et passé à Hesperange.

Et après lecture faite et interprétation donnée à la comparante, connue du notaire instrumentant par nom, prénom usuel, état et demeure, elle a signé le présent acte avec le notaire.

Signé: M. Muller, M. Decker.

Enregistré à Luxembourg Actes Civils 1, le 11 mars 2016. Relation: 1LAC/2016/8309. Reçu soixante-quinze euros 75,00 €.

*Le Receveur* (signé): Paul Molling.

Le présent acte a été approuvé suivant Arrêté Grand-Ducal du 24 avril 2016.

POUR EXPÉDITION CONFORME, délivrée aux fins de dépôt au registre de commerce et des sociétés.

Hesperange, le 3 mai 2016.

Référence de publication: 2016103184/63.

(160074418) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

#### **Gemstone 3 S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 462.500,00.**

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

R.C.S. Luxembourg B 117.419.

Le siège social de l'associé Gemstone Holding S.A., RCS Luxembourg B 116 273 est désormais le suivant  
1, rue Jean Piret, L-2350 Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.  
Luxembourg, le 3 mai 2016.

Référence de publication: 2016103233/12.

(160074495) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

#### **Hestia Group - FIS, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-1122 Luxembourg, 2, rue d'Alsace.

R.C.S. Luxembourg B 183.330.

*Extract of the minutes of the Annual General Meeting dated Avril 20<sup>th</sup>, 2016*

Re-appointment of the Authorised Independent Auditor, Deloitte Audit S.à.r.l., for a new period of one year.

#### **Suit la traduction française**

*Extrait du procès-verbal de l'Assemblée Générale Ordinaire daté du 20 Avril 2016*

Renouvellement de Deloitte Audit S.à.r.l. en tant que réviseur d'entreprises agréé indépendant, pour une nouvelle période de 1 an.

*Pour Hestia Group-FIS*

Référence de publication: 2016103266/14.

(160074617) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**Fosca, Société en Commandite par Actions (en liquidation).**

Siège social: L-1282 Luxembourg, 1, rue Hildegard von Bingen.

R.C.S. Luxembourg B 102.578.

I. En date du 7 mars 2016 et avec effet au 1<sup>er</sup> avril 2016, le liquidateur a pris connaissance de la décision de la ville de Luxembourg de modifier le nom et le code postal de la rue Robert Stümper.

En conséquence, le siège social de la Société est au 1, rue Hildegard von Bingen, L-1282 Luxembourg.

II. Le siège social du liquidateur, FOSCA Managers S.à r.l., est au 1, rue Hildegard von Bingen, L-1282 Luxembourg, avec effet au 1<sup>er</sup> avril 2016.

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

Luxembourg, le 2 mai 2016.

Référence de publication: 2016103207/14.

(160074963) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**Five Arrows Secondary Opportunities III Soparfi SCA, Société en Commandite par Actions.**

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

R.C.S. Luxembourg B 174.439.

In the year two thousand and sixteen, on the twenty-first of April;

Before Us Maître Jean SECKLER, notary residing in Luxembourg (Grand Duchy of Luxembourg);

was held

an extraordinary general meeting (the Meeting) of the shareholders of "Five Arrows Secondary Opportunities III Soparfi SCA", a société en commandite par actions incorporated under the laws of Luxembourg, having its registered office at 1, Place d'Armes, L-1136 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 174.439, incorporated on December 18, 2012 pursuant to a deed of Maître Francis KESSELER, then notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations number 522 of March 2, 2013 (the Company). The articles of association of the Company (the Articles) have been amended for the last time on February 22, 2016 pursuant to a deed of the undersigned notary, not yet published in the Mémorial C, Recueil des Sociétés et Associations.

THERE APPEARED:

1) Five Arrows Managers, a société anonyme incorporated under the laws of Luxembourg, having its registered office at 1, Place d'Armes, L-1136 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 143.757;

here represented by Mr. Henri DA CRUZ, private employee, residing professionally in Junglinster, by virtue of power of attorney given under private seal;

2) Five Arrows Co-Investments Feeder V S.C.A. SICAR, a société d'investissement en capital à risque under the form of a société en commandite par actions incorporated under the laws of Luxembourg, having its registered office at 1, Place d'Armes, L-1136 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 152.399, acting through its general partner - manager Five Arrows Managers, a société anonyme incorporated under the laws of Luxembourg, having its registered office at 1, Place d'Armes, L-1136 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 143.757;

here represented by Mr. Henri DA CRUZ, prenamed, by virtue of power of attorney given under private seal;

3) Five Arrows Secondary Opportunities III Co-Investments S.C.A., SICAR, a société d'investissement en capital à risque under the form of a société en commandite par actions incorporated under the laws of Luxembourg, having its registered office at 1, Place d'Armes, L-1136 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 167.385, acting through its general partner - manager Five Arrows Managers, a société anonyme incorporated under the laws of Luxembourg, having its registered office at 1, Place d'Armes, L-1136 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 143.757;

here represented by Mr. Henri DA CRUZ, prenamed, by virtue of power of attorney given under private seal;

4) Five Arrows Secondary Opportunities III FPCI, a fonds professionnel de capital investissement established under the laws of France acting through its management company, Five Arrows Manager SAS, a société par actions simplifiée, incorporated under the laws of France, having its registered office at 23 bis, Avenue Messine, 75008 Paris, France, registered with the Trade and Companies Register of Paris, under number 509 679 189;



here represented by Mr. Henri DA CRUZ, prenamed, by virtue of power of attorney given under private seal;  
(the appearing parties listed under points 1 to 4 included are hereafter collectively referred to as the Shareholders).

Said powers of attorney, after having been signed *ne varietur* by the proxyholder of the Shareholders and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

The Shareholders, prenamed and represented as stated above, have requested the undersigned notary to record that:

I. The Shareholders hold all the shares in the share capital of the Company and are duly represented at this meeting, which is consequently regularly constituted;

II. The agenda of the meeting is as follows:

1. Waiver of the convening notices;

2. Decrease of the share capital of the Company by an amount of thirty thousand nine hundred and ninety-nine euros (EUR 30,999) in order to bring the share capital from its present amount of two hundred and eighty-six thousand seven hundred and eighty-seven euros (EUR 286,787) to two hundred and fifty-five thousand seven hundred and eighty-eight euros (EUR 255,788), by way of redemption and cancellation of thirty thousand nine hundred and ninety-nine (30,999) ordinary shares;

3. Creation of a new class of shares of the Company, namely the class F tracking shares (the Tracking Shares F), in registered form, with a nominal value of one euro (EUR 1) each;

4. Increase of the share capital of the Company by an amount of one thousand euros (EUR 1,000) in order to bring the share capital from its present amount of two hundred and fifty-five thousand seven hundred and eighty-eight euros (EUR 255,788) to two hundred and fifty-six thousand seven hundred and eighty-eight euros (EUR 256,788), by way of the issuance of one thousand (1,000) Tracking Shares F, in registered form, with a nominal value of one euro (EUR 1) each;

5. Subscription to and payment of the share capital increase specified in item 4. above;

6. Subsequent amendment to the article 5.1. of the Articles;

7. Amendment to the Company's shareholders register in order to reflect the share capital decrease and increase specified in items 2 and 4 above, and to empower and authorise any director of the general partner of the Company, each acting individually, to proceed on behalf of the Company with the registration of (i) the share capital decrease and cancellation of ordinary shares and (ii) the creation of the Tracking Shares F and the increase of the share capital in the Company's shareholders register; and

8. Miscellaneous.

III. The Meeting has taken the following resolutions:

#### *First resolution*

The entirety of the share capital of the Company being represented, the Meeting waives the convening notices, the Shareholders considering themselves as duly convened and declaring having perfect knowledge of the agenda which has been communicated to them in advance.

#### *Second resolution*

The Meeting resolves to decrease the share capital of the Company by an amount of thirty thousand nine hundred and ninety-nine euros (EUR 30,999) in order to bring the share capital from its present amount of two hundred and eighty-six thousand seven hundred and eighty-seven euros (EUR 286,787) to two hundred and fifty-five thousand seven hundred and eighty-eight euros (EUR 255,788), by way of redemption and cancellation of thirty thousand nine hundred and ninety-nine (30,999) ordinary shares, and repayment to the Shareholders.

#### *Third resolution*

The Meeting resolves to create a new class of shares of the Company, namely the class F tracking shares (the Tracking Shares F), in registered form, with a nominal value of one euro (EUR 1) each.

#### *Fourth resolution*

The Meeting resolves to increase the share capital of the Company by an amount of one thousand euros (EUR 1,000) in order to bring the share capital from its present amount of two hundred and fifty-five thousand seven hundred and eighty-eight euros (EUR 255,788) to two hundred and fifty-six thousand seven hundred and eighty-eight euros (EUR 256,788), by way of the issuance of one thousand (1,000) Tracking Shares F, in registered form, with a nominal value of one euro (EUR 1) each.

#### *Fifth resolution*

The Meeting resolves to accept and record the following subscriptions for and full payment of the share capital increase above as follows:

- Five Arrows Secondary Opportunities III Co-Investments S.C.A., SICAR, prenamed and represented as stated above, declares to subscribe to seventy-seven (77) Tracking Shares F, in registered form, with a nominal value of one euro (EUR

1) each, and to pay them up in full by a contribution in cash in an aggregate amount of seventy-seven euros (EUR 77), which shall be allocated to the nominal share capital account of the Company.

- Five Arrows Secondary Opportunities III Co-Investments FPCI, prenamed and represented as stated above, declares to subscribe to nine hundred and twenty-three (923) Tracking Shares F, in registered form, with a nominal value of one euro (EUR 1) each, and to pay them up in full by a contribution in cash in an aggregate amount of nine hundred and twenty-three euros (EUR 923), which shall be allocated to the nominal share capital account of the Company.

The aggregate amount of one thousand euros (EUR 1,000) is forthwith at the free disposal of the Company, evidence of which has been given to the undersigned notary by way of a blocking certificate.

#### *Sixth resolution*

The Meeting resolves to amend article 5.1. of the Articles, which shall henceforth read as follows:

“**5.1.** The share capital is set at two hundred and fifty-six thousand seven hundred and eighty-eight euros (EUR 256,788), represented by one (1) management share (the Management Share), ten thousand six hundred and twenty (10,620) class A tracking shares (the Tracking Shares A), thirty-one thousand four hundred twenty (31,420) class B tracking shares (the Tracking Shares B), one hundred forty-one thousand ninety-eight (141,098) class C tracking shares (the Tracking Shares C), sixty-five thousand five hundred fifty-one (65,551) class D tracking shares (the Tracking Shares D), seven thousand and ninety-eight (7,098) class E tracking shares (the Tracking Shares E) and one thousand (1,000) class F tracking shares (the Tracking Shares F, and collectively with the Tracking Shares A, the Tracking Shares B, the Tracking Shares C, the Tracking Shares D and the Tracking Shares E the Tracking Shares), all in registered form, without nominal value.

The Management Share and the Tracking Shares are collectively referred to as the Shares and individually as a Share.”

#### *Seventh resolution*

The Meeting resolves to amend the Company's shareholders register in order to reflect the decrease and increase specified in the second and fourth resolutions above, and to empower and authorise any director of the general partner of the Company, each acting individually, to proceed on behalf of the Company with the registration of (i) the share capital decrease and cancellation of ordinary shares and (ii) the creation of the Tracking Shares F and the increase of the share capital in the Company's shareholders register.

There being no further business, the meeting is closed.

#### *Estimate of costs*

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is approximately one thousand five hundred (EUR 1,500.-).

#### *Declarations*

The undersigned notary, who knows English, states that on request of the appearing parties, the present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the English version will prevail.

WHEREOF, the present notarial deed was drawn up in Junglinster, on the day indicated at the beginning of this deed.

The document having been read to the proxyholder of the appearing parties, such proxyholder signed together with the undersigned notary the present original deed.

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

L'an deux mille seize, le vingt-et-un avril;

Pardevant Nous, Maître Jean SECKLER, notaire de résidence à Junglinster (Grand-Duché de Luxembourg);

S'est tenue

une assemblée générale extraordinaire (l'Assemblée) des actionnaires de «Five Arrows Secondary Opportunities III Soparfi SCA», une société en commandite par actions constituée selon le droit Luxembourgeois, ayant son siège social au 1, Place d'Armes, L-1136 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 174.439, constituée le 8 décembre 2012 selon un acte de Maître Francis KESSELER, alors notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations numéro 522 du 2 mars 2013 (la Société). Les statuts de la Société (les Statuts) ont été modifiés pour la dernière fois le 22 février 2016 selon un acte du notaire instrumentant, pas encore publié au Mémorial C, Recueil des Sociétés et Associations.

ONT COMPARU:

1) Five Arrows Managers, une société anonyme régie par les lois de Luxembourg, avec siège social au 1, Place d'Armes, L-1136 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 143.757; ici représentée par Monsieur Henri DA CRUZ, employé privé, de résidence professionnelle à Junglinster, en vertu d'une procuration donnée sous seing privé.

2) Five Arrows Co-Investments Feeder V S.C.A. SICAR, une société d'investissement en capital à risque constituée sous la forme d'une société en commandite par actions régie par les lois de Luxembourg, avec siège social au 1, Place d'Armes, L-1136 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 152.399, agissant via son associé commandité gérant Five Arrows Managers, une société anonyme régie par les lois de Luxembourg, avec siège social au 1, Place d'Armes, L-1136 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 143.757;

ici représentée par Monsieur Henri DA CRUZ, prénommé, en vertu d'une procuration donnée sous seing privé.

3) Five Arrows Secondary Opportunities III Co-Investments S.C.A., SICAR, une société d'investissement en capital à risque constituée sous la forme d'une société en commandite par actions régie par les lois de Luxembourg, avec siège social au 1, Place d'Armes, L-1136 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg B 167.385, agissant via son associé commandité gérant Five Arrows Managers, une société anonyme régie par les lois de Luxembourg, avec siège social au 1, Place d'Armes, L-1136 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 143.757;

ici représentée par Monsieur Henri DA CRUZ, prénommé, en vertu d'une procuration donnée sous seing privé.

4) Five Arrows Secondary Opportunities III FPCI, un fonds professionnel de capital investissement de droit français agissant via sa société de gestion, Five Arrows Manager SAS, une société par actions simplifiée, constituée sous le droit français, ayant son siège social au 23 bis, Avenue Messine, 75008 Paris, France, immatriculée auprès du Registre du Commerce et des Sociétés de Paris sous le numéro 509 679 189;

ici représentée par Monsieur Henri DA CRUZ, prénommé, en vertu d'une procuration donnée sous seing privé.

(les parties comparantes listées sous les points 1 à 4 inclus sont ci-après collectivement désignés comme les Actionnaires).

Lesdites procurations, après avoir été signées ne varietur par le mandataire des Actionnaires et le notaire instrumentant, resteront annexées au présent acte pour les formalités de l'enregistrement.

Les Actionnaires, précité et représenté comme indiqué ci-dessus ont prié le notaire instrumentant d'acter ce qui suit:

I. les Actionnaires détiennent l'ensemble des actions du capital social de la Société et sont dûment représentés à l'Assemblée, laquelle est par conséquent régulièrement constituée;

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

1. Renonciation aux formalités de renonciation;

2. Réduction du capital social de la Société d'un montant de trente mille neuf cent quatre-vingt-dix-neuf euros (EUR 30.999) afin de porter le capital social de son montant actuel de deux cent quatre-vingt-six mille sept cent quatre-vingt-sept euros (EUR 286.787) à deux cent cinquante-cinq mille sept cent quatre-vingt-huit euros (EUR 255.788), par voie de rachat et annulation de trente mille neuf cent quatre-vingt-dix-neuf (30.999) actions ordinaires;

3. Création d'une nouvelle classe d'actions de la Société, soit les actions traçantes de classe F (les Actions Traçantes F) sous forme nominative et ayant une valeur nominative d'un euro (EUR 1) chacune;

4. Augmentation du capital social de la Société d'un montant de mille euros (EUR 1.000) afin de porter le capital social de son montant actuel de deux cent cinquante-cinq mille sept cent quatre-vingt-huit euros (EUR 255.788) à deux cent cinquante-six mille sept cent quatre-vingt-huit euros (EUR 256.788), par voie d'émission de mille (1.000) Actions Traçantes F sous forme nominative et ayant une valeur nominative d'un euro (EUR 1) chacune;

5. Modification subséquente à l'article 5.1 des Statuts;

6. Modification du registre des actionnaires de la Société afin de refléter la réduction et l'augmentation du capital social aux points 2 et 4 ci-dessus, et avec pouvoir et autorité donné à tout administrateur de l'actionnaire commandité de la Société, chacun agissant individuellement, afin de procéder pour le compte de la Société à l'enregistrement (i) de la réduction du capital social et l'annulation des actions ordinaires et (ii) la création des Actions Traçantes F et l'augmentation du capital social dans le registre des actionnaires de la Société; et

7. Divers.

III. L'Assemblée a pris les résolutions suivantes:

#### *Première résolution*

La totalité du capital social de la Société étant représentée, l'Assemblée renonce aux formalités de convocation, les Actionnaires se considérant eux-mêmes comme ayant été dûment convoqués et déclarant avoir connaissance de l'ordre du jour qui leur a été communiqué à l'avance.

#### *Deuxième résolution*

L'Assemblée décide de réduire capital social de la Société d'un montant de trente mille neuf cent quatre-vingt-dix-neuf euros (EUR 30.999) afin de porter le capital social de son montant actuel de deux cent quatre-vingt-six mille sept cent quatre-vingt-sept euros (EUR 286.787) à deux cent cinquante-cinq mille sept cent quatre-vingt-huit euros (EUR 255.788), par voie de rachat et annulation de trente mille neuf cent quatre-vingt-dix-neuf (30.999) actions ordinaires, et repaiement aux Actionnaires.

### *Troisième résolution*

L'Assemblée décide de créer une nouvelle classe d'actions de la Société, soit les actions traçantes de classe F (les Actions Traçantes F) sous forme nominative et ayant une valeur nominative d'un euro (EUR 1) chacune.

### *Quatrième résolution*

L'Assemblée décide d'augmenter le capital social de la Société d'un montant de mille euros (EUR 1.000) afin de porter le capital social de son montant actuel de deux cent cinquante-cinq mille sept cent quatre-vingt-huit euros (EUR 255.788) à deux cent cinquante-six mille sept cent quatre-vingt-huit euros (EUR 256.788), par voie d'émission de mille (1.000) Actions Traçantes F sous forme nominative et ayant une valeur nominative d'un euro (EUR 1) chacune.

### *Cinquième résolution*

L'Assemblée décide d'accepter et enregistrer les souscriptions suivantes aux parts sociales et la libération intégrale de l'augmentation du capital social ci-dessus comme suit:

- Five Arrows Secondary Opportunities III Co-Investments S.C.A., SICAR, représenté comme décrit ci-dessus, déclare souscrire à soixante-dix-sept (77) Actions Traçantes F, sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, et de les libérer entièrement par voie d'un apport en numéraire d'un montant total soixante-dix-sept euros (EUR 77), qui doit être alloué au compte de capital social de la Société.

- Five Arrows Secondary Opportunities III Co-Investments FPCI, représenté comme décrit ci-dessus, déclare souscrire à neuf cent vingt-trois (923) Actions Traçantes F, sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, et de les libérer entièrement par voie d'un apport en numéraire d'un montant total neuf cent vingt-trois euros (EUR 923), qui doit être alloué au compte de capital social de la Société.

Le montant total de mille euros (EUR 1.000) est immédiatement à la libre disposition de la Société, dont la preuve a été apportée au notaire instrumentant par un certificat de blocage.

### *Sixième résolution*

L'Assemblée décide de modifier l'article 5.1 des Statuts, qui aura désormais la teneur suivante:

«Le capital social est fixé à deux cent cinquante-six mille sept cent quatre-vingt-huit euros (EUR 256.788), représenté par une (1) action de commandité (les Actions de Commandité), dix mille six cent vingt (10.620) actions traçantes de classe A (les Actions Traçantes A), trente et un mille quatre cent vingt (31.420) actions traçantes de classe B (les Actions Traçantes B), cent quarante et un mille quatre-vingt-dix-huit (141.098) actions traçantes de classe C (les Actions Traçantes C), soixante-cinq mille cinq cent cinquante et une (65.551) actions traçantes de classe D (Actions Traçantes D), sept mille quatre-vingt-dix-huit (7.098) actions traçantes de classe E (les Actions Traçantes E) et mille (1.000) actions traçantes de classe F (les Actions Traçantes F, et ensemble avec les Actions Traçantes A, les Actions Traçantes B, les Actions Traçantes C, les Actions Traçantes D et les Actions Traçantes E, les Actions Traçantes), toutes sous forme nominative et ayant une valeur nominale d'un Euro (EUR 1) chacune.

L'/les Action(s) de Commandité, les Actions Ordinaires et les Actions Traçantes sont collectivement désignées les Actions et individuellement une Action».

### *Septième résolution*

L'Assemblée décide de modifier le registre des actionnaires de la Société afin de refléter la réduction et l'augmentation du capital social des deuxième et quatrième résolutions ci-dessus, et avec pouvoir et autorité donné à tout administrateur de l'actionnaire commandité de la Société, chacun agissant individuellement, afin de procéder pour le compte de la Société à l'enregistrement (i) de la réduction du capital social et l'annulation des actions ordinaires et (ii) la création des Actions Traçantes F et l'augmentation du capital social dans le registre des actionnaires de la Société

Plus aucun point ne figurant à l'ordre du jour, la séance est levée.

### *Estimation des frais*

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge en raison du présent acte est estimé à environ mille cinq cents euros (EUR 1.500,-).

### *Déclarations*

Le notaire instrumentant, qui comprend et parle la langue anglaise, déclare qu'à la requête des parties comparantes, le présent acte est rédigé en anglais, suivi d'une version française et en cas de divergences entre la version anglaise et française, la version anglaise fera foi.

DONT ACTE, fait et passé à Junglinster, à la date indiquée en tête des présentes.

Et après lecture faite au mandataire des parties comparantes, ce mandataire a signé avec le notaire instrumentant le présent acte original.

Signé: Henri DA CRUZ, Jean SECKLER.

Enregistré à Grevenmacher Actes Civils, le 02 mai 2016. Relation GAC/2016/3413. Reçu soixante-quinze euros 75,00 €.

*Le Receveur* (signé): G. SCHLINK.

Référence de publication: 2016103180/259.

(160075020) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**Five Arrows Secondary Opportunities III Soparfi SCA, Société en Commandite par Actions.**

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

R.C.S. Luxembourg B 174.439.

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

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

Junglinster, le 3 mai 2016.

Pour copie conforme

Référence de publication: 2016103181/11.

(160075038) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**Fondaco Lux S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 137.128.

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.

Fondaco Lux S.A.

Référence de publication: 2016104153/10.

(160076121) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Firth Improvement S.à r.l., Société à responsabilité limitée.**

Siège social: L-1520 Luxembourg, 8, rue Adolphe Fischer.

R.C.S. Luxembourg B 186.829.

L'an deux mille seize, le vingt-deux avril.

Par-devant Maître Patrick SERRES, notaire de résidence à Remich (Grand-Duché de Luxembourg).

Ont comparu:

- 1) Monsieur Luke FIRTH, lean consultant, demeurant à L-7594 Beringen, 3, rue des Noyers;
- 2) Madame Louise Helen FIRTH, assistante, demeurant à L-7594 Beringen, 3, rue des Noyers.

Lesquels comparants déclarent être les seuls et uniques associés de la société à responsabilité limitée FIRTH IMPROVEMENT S.à r.l., ayant son siège social à L-1445 Strassen, 3, rue Thomas Edison, constituée suivant acte notarié du 25 avril 2014, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1817 du 11 juillet 2014.

Le capital social est fixé à douze mille cinq cents euros (12.500.- EUR), divisé en cent vingt-cinq (125) parts sociales de cent euros (100.- EUR) chacune.

Lesdits comparants se sont ensuite réunis en assemblée générale extraordinaire, à laquelle ils déclarent avoir été régulièrement convoqués et ont pris à l'unanimité et sur ordre du jour conforme les résolutions suivantes:

*Première résolution*

L'assemblée décide de transférer avec effet immédiat le siège social de la société à L-1520 Luxembourg, 8, rue Adolphe Fischer et de modifier l'article 2.1, première phrase, des statuts en conséquence qui aura la teneur suivante:

**Version anglaise**

« **Art. 2.1. (First sentence).** The registered office of the Company is established in the municipality of Luxembourg. ».

**Version française**

« **Art. 2.1. (Première phrase).** Le siège social est établi dans la commune de Luxembourg. »

*Deuxième résolution*

L'assemblée constate la nouvelle adresse du gérant unique Monsieur Luke FIRTH, lean consultant, demeurant à L-7594 Beringen, 3, rue des Noyers.



*Déclaration*

Les associés prénommés déclarent, en application de la loi du 12 novembre 2004 relative à la lutte contre le blanchiment et contre le financement du terrorisme, et du règlement grand-ducal du 1<sup>er</sup> février 2010, être les bénéficiaires réels et finaux de la société ci-dessus et certifient que les fonds/biens/droits ne proviennent d'aucune infraction pénale.

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

Et après lecture faite et interprétation en langue du pays aux comparants, connus du notaire par noms, prénoms, état et demeure, ils ont signé avec Nous notaire le présent acte.

Signé: L. FIRTH, L. H. FIRTH, Patrick SERRES.

Enregistré à Grevenmacher Actes Civils, le 29 avril 2016. Relation: GAC/2016/3357. Reçu soixante-quinze euros 75,00 €.

*Le Receveur (signé): G. SCHLINK.*

Pour expédition conforme, délivrée aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Remich, le 04 mai 2016.

Référence de publication: 2016104148/42.

(160075618) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**FININFOR & ASSOCIES (Luxembourg) S.A., Société Anonyme.**

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.

R.C.S. Luxembourg B 66.337.

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EXTRAIT

Il résulte de l'Assemblée Générale Ordinaire du lundi 2 mai 2016 que les modifications suivantes ont été apportées:

- Renouvellement des mandats des organes sociaux:

\* Le mandat d'administrateur de Madame Delphine GIAUQUE a été renouvelé pour une durée de 5 ans.

\* Le mandat d'administrateur de Monsieur Patrick MEUNIER a été renouvelé pour une durée de 5 ans.

\* Le mandat d'administrateur de Monsieur Roger PALMA a été renouvelé pour une durée de 5 ans.

\* Le mandat d'administrateur de Monsieur Roberto BONADEI a été renouvelé pour une durée de 5 ans.

\* Le mandat de Commissaire aux comptes de la société MRM Consulting S.A. a été renouvelé pour une durée de 5 ans.

Les mandats susvisés prendront donc fin à l'issue de l'Assemblée Générale Ordinaire des Actionnaires qui se tiendra en 2021.

Pour extrait sincère et conforme

Référence de publication: 2016104146/18.

(160075575) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Fininco, Société Anonyme.**

Siège social: L-4940 Bascharage, 5, rue Bommel.

R.C.S. Luxembourg B 5.543.

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*Extrait des décisions prises par les associés en date du 29 avril 2016*

1. M. Johan DEJANS a démissionné de son mandat d'administrateur avec effet immédiat.

2. Mme Valérie PECHON a démissionné de son mandat d'administrateur et délégué à la gestion journalière avec effet immédiat.

3. M. Ed BREEDVELD, administrateur de sociétés, né à Schiedam (Pays-Bas), le 9 juin 1978 demeurant professionnellement à L-2453 Luxembourg, rue Eugène Ruppert 6, a été nommé comme administrateur avec effet au 29 avril 2016, jusqu'à l'issue de l'assemblée générale statutaire de 2018.

4. M. Frank WELMAN, administrateur de sociétés, né à Heerlen, (Pays-Bas) le 21 septembre 1963, demeurant professionnellement à L-2453 Luxembourg, rue Eugène Ruppert 6, (Luxembourg), a été nommé comme administrateur avec effet au 29 avril 2016, jusqu'à l'issue de l'assemblée générale statutaire de 2018.

Luxembourg, le 2 mai 2016.

Pour extrait sincère et conforme

*Pour FININCO*

*Un mandataire*

Référence de publication: 2016104145/21.

(160075336) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Forty Bay S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 209.309,00.**

Siège social: L-2420 Luxembourg, 24, avenue Emile Reuter.

R.C.S. Luxembourg B 205.052.

In the year two thousand and sixteen, on the twenty-eighth day of April,  
before us Maître Edouard Delosch, notary residing in Luxembourg, Grand Duchy of Luxembourg,

There appeared:

ARDIAN Infrastructure Fund IV S.C.A., SICAR, a société d'investissement en capital à risque in the form of a société en commandite par actions governed by the laws of the Grand Duchy of Luxembourg, with registered office at 24, avenue Emile Reuter, L-2420 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Register of Commerce and Companies under number B 193470 ("AIF IV"),

represented by Jennifer Ferrand, private employee, with professional address in Luxembourg, by virtue of a proxy, given in Luxembourg on 27 April 2016;

ARDIAN Infrastructure Fund IV S.C.A., SICAR B, a société d'investissement en capital à risque in the form of a société en commandite par actions governed by the laws of the Grand Duchy of Luxembourg, with registered office at 24, avenue Emile Reuter, L-2420 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Register of Commerce and Companies under number B 193880 ("AIF IV B", together with AIF IV the "Shareholders"),

represented by Jennifer Ferrand, private employee, with professional address in Luxembourg, by virtue of a proxy, given in Luxembourg on 27 April 2016,

such proxies shall remain annexed to the present deed for the purpose of registration.

The Shareholders requested the undersigned notary to record that the Shareholders are the shareholders of Forty Bay S.à r.l., a société à responsabilité limitée governed by the laws of Luxembourg, having a share capital of twelve thousand five hundred euro (EUR 12,500.-), with registered office at 24, avenue Emile Reuter, L-2420 Luxembourg, Grand Duchy of Luxembourg, incorporated following a deed of the undersigned notary dated 24 March 2016, not yet published and registered with the Luxembourg Register of Commerce and Companies under number B 205052 (the "Company"). The articles of incorporation of the Company have not yet been amended.

The Shareholders, represented as above mentioned, having recognised to be duly and fully informed of the resolutions to be taken on the basis of the following agenda:

*Agenda*

1 To increase the corporate capital of the Company by an amount of two hundred seventy-seven thousand eight hundred and nine euro (EUR 277,809.-) so as to raise it from its present amount of twelve thousand five hundred euro (EUR 12,500.-) to two hundred ninety thousand three hundred and nine euro (EUR 290,309.-).

2 To issue two hundred seventy-seven thousand eight hundred and nine (277,809) new shares with a nominal value of one euro (EUR 1.-) each, having the same rights and privileges as the existing shares.

3 To accept subscription (i) for two hundred fifty-seven thousand nine hundred seventy-four (257,974) new shares, with payment of a share premium in a total amount of twenty-five million five hundred thirty-nine thousand four hundred twenty-three euro (EUR 25,539,423.-) by ARDIAN Infrastructure Fund IV S.C.A., SICAR and to accept full payment by a contribution in cash for these new shares and (ii) for nineteen thousand eight hundred thirty-five (19,835) new shares, with payment of a share premium in a total amount of one million nine hundred sixty-three thousand six hundred twenty-four euro (EUR 1,963,624.-) by ARDIAN Infrastructure Fund IV S.C.A., SICAR B and to accept full payment by a contribution in cash for these new shares.

4 To amend the first paragraph of article 5 of the articles of association of the Company so as to reflect the foregoing proposed resolutions.

5 Miscellaneous.

have requested the undersigned notary to record the following resolutions:

*First resolution*

The Shareholders resolved to increase the corporate capital of the Company by an amount of two hundred seventy-seven thousand eight hundred and nine euro (EUR 277,809.-) so as to raise it from its present amount of twelve thousand five hundred euro (EUR 12,500.-) to two hundred ninety thousand three hundred and nine euro (EUR 290,309.-).

*Second resolution*

The Shareholders resolved to issue two hundred seventy-seven thousand eight hundred and nine (277,809) new shares with a nominal value of one euro (EUR 1.-) each, having the same rights and privileges as the existing shares.

### *Subscription - Payment*

Thereupon appeared the Shareholders, represented as above mentioned.

AIF IV declared to subscribe for two hundred fifty-seven thousand nine hundred seventy-four (257,974) new shares with a nominal value of one euro (EUR 1.-) each, with payment of a share premium in a total amount of twenty-five million five hundred thirty-nine thousand four hundred twenty-three euro (EUR 25,539,423.-) and to fully pay up these new shares in cash.

AIF IV B declared to subscribe for nineteen thousand eight hundred thirty-five (19,835) new shares with a nominal value of one euro (EUR 1.-) each, with payment of a share premium in a total amount of one million nine hundred sixty-three thousand six hundred twenty-four euro (EUR 1,963,624.-) and to fully pay up these new shares in cash.

The amount of twenty-seven million seven hundred eighty thousand eight hundred fifty-six euro (EUR 27,780,856.-) was thus as from that moment at the disposal of the Company, evidence thereof having been submitted to the undersigned notary.

### *Third resolution*

The Shareholders resolved to accept the said subscription and payment and to allot the above newly issued shares according to the above mentioned subscription.

### *Fourth resolution*

The Shareholders resolved to amend the first paragraph of article 5 of the articles of association of the Company so as to reflect the capital increase. Said paragraph shall from now on read as follows:

“ **Art. 5. Share Capital.** The share capital of the Company is set at two hundred ninety thousand three hundred and nine euro (EUR 290,309.-) divided into two hundred ninety thousand three hundred and nine (290,309) shares, each having a nominal value of one euro (EUR 1.-), all of which are fully paid up.”

### *Expenses*

The expenses, costs, fees and charges of any kind which shall be borne by the Company as a result of the present deed are estimated at six thousand seven hundred euro (EUR 6,700.-).

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

Whereupon the present deed was drawn up in Luxembourg, on the day referred to at the beginning of this document.

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

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

L'an deux mille seize, le vingt-huitième jour du mois d'avril,

Par-devant nous Maître Edouard Delosch, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

A comparu:

ARDIAN Infrastructure Fund IV S.C.A., SICAR, une société d'investissement en capital à risque ayant adopté la forme d'une société en commandite régie par le droit du Grand-Duché de Luxembourg, ayant son siège social au 24, avenue Emile Reuter, L-2420 Luxembourg, Grand-Duché de Luxembourg et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 193470 («AIF IV»),

représentée par Jennifer Ferrand, employée privée, domiciliée professionnellement à Luxembourg, en vertu d'une procuration donnée à Luxembourg le 27 avril 2016; et

ARDIAN Infrastructure Fund IV S.C.A., SICAR B, une société d'investissement en capital à risque ayant adopté la forme d'une société en commandite régie par le droit du Grand-Duché de Luxembourg, ayant son siège social au 24, avenue Emile Reuter, L-2420 Luxembourg, Grand-Duché de Luxembourg et immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 193880 («AIF IV B»), ensemble avec AIF IV les «Associés»),

représentée par Jennifer Ferrand, employée privée, domiciliée professionnellement à Luxembourg, en vertu d'une procuration donnée à Luxembourg le 27 avril 2016,

lesquelles procurations resteront annexées au présent acte aux fins d'enregistrement.

Les Associés ont requis le notaire instrumentant d'acter que les Associés sont les associés de Forty Bay S.à r.l., une société à responsabilité limitée régie par le droit luxembourgeois, ayant un capital social de douze mille cinq cent euros (EUR 12.500,-), dont le siège social est au 24, avenue Emile Reuter, L-2420 Luxembourg, Grand-Duché de Luxembourg, constituée suivant acte du notaire soussigné en date du 24 mars 2016, pas encore publié, et immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 205052 (la «Société»). Les statuts n'ont pas encore été modifiés à ce jour.

Les Associés, représentés comme indiqué ci-dessus, ayant reconnu avoir été dûment et pleinement informé des décisions à intervenir sur la base de l'ordre du jour suivant:

#### *Ordre du jour*

1 Augmentation du capital social de la Société à concurrence d'un montant de deux cent soixante-dix-sept mille huit cent neuf euros (EUR 277.809,-) afin de le porter de son montant actuel de douze mille cinq cent euros (EUR 12.500,-) à deux cent quatre-vingt-dix mille trois cent neuf euros (EUR 290.309,-).

2 Emission de deux cent soixante-dix-sept mille huit cent neuf (277.809) nouvelles parts sociales d'une valeur nominale d'un euro (EUR 1,-) chacune, ayant les mêmes droits et privilèges que les actions existantes.

3 Approbation de la souscription (i) pour deux cent cinquante-sept mille neuf cent soixante-quatorze (257.974) nouvelles parts sociales émises par la Société avec paiement d'une prime d'émission d'un montant total de vingt-cinq millions cinq cent trente-neuf mille quatre cent vingt-trois euros (EUR 25.539.423,-), par ARDIAN Infrastructure Fund IV S.C.A., SICAR et acceptation de la libération intégrale en numéraire de ces nouvelles parts sociales et (ii) dix-neuf mille huit cent trente-cinq (19.835) nouvelles parts sociales émises par la Société avec paiement d'une prime d'émission d'un montant total d'un million neuf cent soixante-trois mille six cent vingt-quatre euros (EUR 1.963.624,-), par ARDIAN Infrastructure Fund IV S.C.A., SICAR B et acceptation de la libération intégrale en numéraire de ces nouvelles parts sociales.

4 Modification du premier alinéa de l'article 5 des statuts de la Société afin de refléter les résolutions proposées ci-dessus.

5 Divers.

a requis le notaire soussigné d'acter les résolutions suivantes:

#### *Première résolution*

Les Associés ont décidé d'augmenter le capital social de la Société à concurrence d'un montant de deux cent soixante-dix-sept mille huit cent neuf euros (EUR 277.809,-) afin de le porter de son montant actuel de douze mille cinq cent euros (EUR 12.500,-) à deux cent quatre-vingt-dix mille trois cent neuf euros (EUR 290.309,-).

#### *Deuxième résolution*

Les Associés ont décidé d'émettre deux cent soixante-dix-sept mille huit cent neuf (277.809) nouvelles parts sociales d'une valeur nominale d'un euro (EUR 1,-) chacune, ayant les mêmes droits et privilèges que les actions existantes.

#### *Souscription - Paiement*

Ont ainsi comparu les Associés, représentés tel que susmentionné.

AIF IV a déclaré souscrire deux cent cinquante-sept mille neuf cent soixante-quatorze (257.974) nouvelles parts sociales d'une valeur nominale d'un euro (EUR 1,-) chacune, avec paiement d'une prime d'émission d'un montant total de vingt-cinq millions cinq cent trente-neuf mille quatre cent vingt-trois euros (EUR 25.539.423,-), et libérer intégralement en espèces ces parts sociales nouvelles.

AIF IV B a déclaré souscrire dix-neuf mille huit cent trente-cinq (19.835) nouvelles parts sociales d'une valeur nominale d'un euro (EUR 1,-) chacune, avec paiement d'une prime d'émission d'un montant total d'un million neuf cent soixante-trois mille six cent vingt-quatre euros (EUR 1.963.624,-), et libérer intégralement en espèces ces parts sociales nouvelles.

Le montant de vingt-sept millions sept cent quatre-vingt mille huit cent cinquante-six euros (EUR 27.780.856,-) a été mis à la disposition de la Société à partir de ce moment, la preuve en ayant été rapportée au notaire soussigné.

#### *Troisième résolution*

Les Associés ont décidé d'approuver ladite souscription et ledit paiement et d'attribuer les nouvelles parts sociales selon la souscription susmentionnée.

#### *Quatrième résolution*

Les Associés ont décidé de modifier le premier alinéa de l'article 5 des statuts de la Société afin de refléter l'augmentation de capital. Ledit alinéa sera dorénavant rédigé comme suit:

« **Art. 5. Capital social.** Le capital social de la Société est fixé à deux cent quatre-vingt-dix mille trois cents neuf euros (EUR 290.309,-) divisé en deux cent quatre-vingt-dix mille trois cents neuf (290.309) parts sociales, chacune ayant une valeur nominale d'un euro (EUR 1,-), celles-ci étant entièrement libérées. »

#### *Frais*

Les frais, dépenses, honoraires et charges de toute nature payable par la Société en raison du présent acte sont évalués à six mille sept cents (EUR 6.700,-).

Le notaire soussigné qui comprend et parle la langue anglaise, déclare par la présente qu'à la demande de la partie comparante ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande de la même comparante, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

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

Lecture du présent acte faite et interprétation donnée aux mandataires de la comparante, connue du notaire soussigné par ses nom, prénoms usuels, état et demeure, elle a signé, avec le notaire soussigné, le présent acte.

Signé: J. FERRAND, DELOSCH.

Enregistré à Luxembourg Actes Civils 1, le 29 avril 2016. Relation: 1LAC/2016/14202. Reçu soixante-quinze (75.-) euros.

*Le Receveur (signé): P. MOLLING.*

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Luxembourg, le 04 mai 2016.

Référence de publication: 2016104135/170.

(160075355) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Fiduciaire de Luxembourg, Société Anonyme.**

Siège social: L-1840 Luxembourg, 38, boulevard Joseph II.

R.C.S. Luxembourg B 34.978.

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.

FIDUCIAIRE DE LUXEMBOURG

Boulevard Joseph II

L-1840 Luxembourg

Signature

Référence de publication: 2016104143/13.

(160075970) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 106.552.

*Extrait du procès-verbal de l'assemblée générale ordinaire tenue le 29 mars 2016 à 9.00 heures au siège social.*

Les mandats des administrateurs et du réviseur d'entreprises venant à échéance, l'assemblée générale ordinaire du 29 mars 2016 décide d'élire pour la période expirant à l'assemblée générale ordinaire approuvant les comptes 2016:

*Conseil d'Administration:*

- Monsieur Ubaldo MIGLIORATI, employé privé, demeurant à L-1724 Luxembourg (Grand-Duché de Luxembourg), 19-21, boulevard du Prince Henri, Administrateur et Président du Conseil d'Administration;

- Monsieur Pier Paolo SQUILLANTE, employé privé, demeurant à L-1724 Luxembourg (Grand-Duché de Luxembourg), 19-21, Boulevard du Prince Henri, Administrateur;

- Monsieur Francesco MOGLIA, employé privé, demeurant à L-2449 Luxembourg (Grand-Duché de Luxembourg), 26 boulevard Royal, Administrateur.

*Réviseur d'entreprises:*

KPMG Luxembourg S.à.r.l., 39 avenue John F. Kennedy, L-1855 Luxembourg.

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

Pour extrait conforme

DONATELLO SICAV

Intesa Sanpaolo Bank Luxembourg

Société Anonyme

*Banque Domiciliataire*

Signatures

Référence de publication: 2016104091/26.

(160075312) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 106.552.

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.

DONATELLO SICAV

Intesa Sanpaolo Bank Luxembourg

Société Anonyme

*Banque domiciliataire*

Signatures

Référence de publication: 2016104092/14.

(160075352) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Donker-Wellens Beteiligungsgesellschaft S.A., Société Anonyme.**

Siège social: L-2320 Luxembourg, 69, boulevard de la Pétrusse.

R.C.S. Luxembourg B 92.778.

*Extrait des résolutions prises par l'assemblée générale ordinaire annuelle des actionnaires de la société le 10 novembre 2015*

L'assemblée générale ordinaire annuelle a renouvelé les mandats suivants pour une période prenant fin à la prochaine assemblée générale annuelle en relation avec les comptes de l'exercice se clôturant au 30 juin 2016:

1. Monsieur Pierre METZLER, demeurant professionnellement au 69, boulevard de la Pétrusse L-2320 Luxembourg: administrateur de la Société;

2. Monsieur François BROUXEL, demeurant professionnellement au 69, boulevard de la Pétrusse L-2320 Luxembourg: administrateur de la Société;

3. Monsieur Michel BULACH, demeurant professionnellement au 69, boulevard de la Pétrusse L-2320 Luxembourg: administrateur de la Société.

L'assemblée générale ordinaire annuelle a décidé de nommer, avec effet immédiat, nouveau commissaire aux comptes la société Mayfair Audit S.à r.l. ayant son siège social au 2, Millewee, L-7257 Walferdange, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 189753, jusqu'à l'assemblée générale annuelle approuvant les comptes au 30 juin 2016.

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

Référence de publication: 2016104093/22.

(160075484) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**DB STG Lux 10 S.à r.l., Société à responsabilité limitée.**

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

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

R.C.S. Luxembourg B 202.837.

*Extrait des résolutions adoptées lors de l'assemblée générale extraordinaire du 28 avril 2016:*

- Est nommé gérant de la société pour une période indéterminée Mme. Beata Wlodarczak-Mantione, employée privée, résidant professionnellement au 2, Boulevard Konrad Adenauer, L-1115 Luxembourg en remplacement du gérant démissionnaire Mme. Laurie Domecq, avec effet au 28 avril 2016.

Luxembourg, le 28 avril 2016.

Signatures

*Un mandataire*

Référence de publication: 2016104076/15.

(160076029) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**DB STG Lux 11 S.à r.l., Société à responsabilité limitée.****Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 202.955.

—  
*Extrait des résolutions adoptées lors de l'assemblée générale extraordinaire du 28 avril 2016:*

- Est nommé gérant de la société pour une période indéterminée Mme. Beata Wlodarczak-Mantione, employée privée, résidant professionnellement au 2, Boulevard Konrad Adenauer, L-1115 Luxembourg en remplacement du gérant démissionnaire Mme. Laurie Domecq, avec effet au 28 avril 2016.

Luxembourg, le 28 avril 2016.

Signatures

*Un mandataire*

Référence de publication: 2016104077/15.

(160076028) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**DCC Treasury Services Limited Luxembourg Branch, Succursale d'une société de droit étranger.**

Adresse de la succursale: L-2520 Luxembourg, 9, Allée Scheffer.

R.C.S. Luxembourg B 120.656.

—  
EXTRAIT

Il résulte des résolutions de la maison mère de la Succursale prisent en date du 8 avril 2016 que:

1. La démission de Madame Dorota Ignaszewska, en tant que représentant permanent de la Succursale, a été acceptée avec effet au 1<sup>er</sup> avril 2016;

2. Monsieur Marc Chong Kan, né le 24 août 1964 à Paris, France et résidant professionnellement au 9 Allée Scheffer, L-2520 Luxembourg a été nommé représentant permanent de la Succursale avec effet 1<sup>er</sup> avril 2016 et ce pour une durée indéterminée

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

Pour extrait conforme.

Luxembourg, le 4 mai 2016.

Référence de publication: 2016104084/17.

(160075832) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Dundee International (Luxembourg) Investments 3 S.à r.l., Société à responsabilité limitée.**

Siège social: L-1282 Luxembourg, 2, rue Hildegard von Bingen.

R.C.S. Luxembourg B 162.381.

—  
EXTRAIT

Il résulte des décisions prises par l'associé unique de la Société en date du 4 mai 2016 que M. Pietro Longo, ayant son adresse professionnelle au 4, rue Adolphe, L-1116 Luxembourg, a été nommé gérant de catégorie B de la Société, avec effet au 4 mai 2016 et pour une durée indéterminée.

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

Pour extrait sincère et conforme

Dundee International (Luxembourg) Investments 3 S.à r.l.

Référence de publication: 2016104067/14.

(160075751) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**High Road Capital Partners S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 145.395.

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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.

*Pour High Road Capital Partners S.à r.l.*

*Un mandataire*

Référence de publication: 2016104187/11.

(160076006) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Hoche Participations S.A., Société Anonyme.**

Siège social: L-1840 Luxembourg, 1, boulevard Joseph II.

R.C.S. Luxembourg B 133.502.

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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.

PRIVATE INVESTMENT TRUST SARL

Signature

Référence de publication: 2016104188/11.

(160075574) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Hawksley Corporation S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 57.500,00.**

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

R.C.S. Luxembourg B 112.291.

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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 4 mai 2016.

Référence de publication: 2016104184/10.

(160076023) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Howick Card S.à r.l., Société à responsabilité limitée.**

Siège social: L-1246 Luxembourg, 4, rue Albert Borschette.

R.C.S. Luxembourg B 130.595.

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

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

Luxembourg.

Référence de publication: 2016104189/10.

(160075390) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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**Howick Card S.à r.l., Société à responsabilité limitée.**

Siège social: L-1246 Luxembourg, 4, rue Albert Borschette.

R.C.S. Luxembourg B 130.595.

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*Extrait des résolutions prises par l'actionnaire en date du 2 mai 2016*

*Première résolution:*

L'actionnaire prend acte de la démission de:

- Monsieur Antoine Widehen, gérant unique, résidant professionnellement au 4 rue Albert Borschette, L-1246 Luxembourg, avec effet immédiat.

*Deuxième résolution:*

L'actionnaire nomme comme gérant unique, avec effet immédiat et pour une durée indéterminée:

- Monsieur Manuel Lopez, né le 26 Mai 1984 à Luxembourg, résidant professionnellement au 4, rue Albert Borschette L-1246 Luxembourg

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

Fait à Luxembourg.

*Pour HOWICK CARD SARL*

Référence de publication: 2016104190/19.

(160075405) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

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

R.C.S. Luxembourg B 57.112.

## EXTRAIT

Il résulte d'un courrier recommandé reçu au siège social de la société anonyme GALEA FINANCE S.A. (B57112), que la société SGG S.A., ayant son siège social au 412F, route d'Esch, L-1471 Luxembourg a résilié la convention de domiciliation avec effet à ce jour, le siège social de la société anonyme GALEA FINANCE S.A. (B57112).

Luxembourg, le 2 mai 2016.

Pour extrait conforme

*Le domiciliataire*

Référence de publication: 2016104165/13.

(160075510) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

**Iconix Luxembourg Holdings S.à r.l., Société à responsabilité limitée.**

Siège social: L-1610 Luxembourg, 42-44, avenue de la Liberté.

R.C.S. Luxembourg B 172.340.

*Extrait des résolutions prises par l'associé unique de la Société en date du 25 avril 2016*

La démission de Monsieur Hugo FROMENT, gérant de catégorie B est acceptée avec effet au 25 avril 2016.

La nomination de Monsieur Martin Paul GALLIVER, administrateur de sociétés, né le 15 juin 1980 à Monaco (Principauté de Monaco), avec adresse professionnelle au 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg en tant que gérant de catégorie B est acceptée avec effet au 25 avril 2016 et ce, pour une durée indéterminée dans le temps.

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

Extrait sincères et conformes

*Pour Iconix Luxembourg Holdings S.à r.l.*

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2016104203/17.

(160075577) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

**Image Processing Systems S.A., Société Anonyme.**

Siège social: L-8009 Strassen, 111, route d'Arlon.

R.C.S. Luxembourg B 46.547.

1. L'adresse privée de Mr. Habsburg-Lothringen a changé. Sa nouvelle adresse est

12 Elgin Road, Flat 5

Dublin 4

Irlande

2. Les nom et prénoms de Mr. Peter Aicher n'étaient pas correctement orthographiés. L'orthographe correcte est:

NOM: AIHERS

Prénoms: Pêteris Rüdolfs

3. L'adresse de Mr. von Berckheim était manquante. Son adresse est:

9, Zollernstrasse

72379 Hechingen

Allemagne

Pour extrait sincère et conforme

Signature

Référence de publication: 2016104205/20.

(160075445) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 mai 2016.

**Constance, Société à responsabilité limitée.**

Siège social: L-2132 Luxembourg, 18, avenue Marie-Thérèse.

R.C.S. Luxembourg B 103.077.

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: 2016103043/9.

(160074116) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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

Siège social: L-2163 Luxembourg, 29, avenue Monterey.

R.C.S. Luxembourg B 111.706.

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: 2016103044/9.

(160075008) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**Crèche La Petite Sirène S.à.r.l., Société à responsabilité limitée.**

Siège social: L-1321 Luxembourg, 115, rue de Cessange.

R.C.S. Luxembourg B 76.294.

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: 2016103047/9.

(160073991) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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**CECINA S.C., Société à responsabilité limitée.**

Siège social: L-2450 Luxembourg, 15, boulevard Roosevelt.

R.C.S. Luxembourg E 5.888.

Les statuts coordonnés suivant l'acte n° 2744 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: 2016103056/9.

(160074326) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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

Siège social: L-3372 Leudelange, 26, rue Léon Laval.

R.C.S. Luxembourg B 43.789.

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: 2016103042/9.

(160074025) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2016.

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