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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° 3304

28 décembre 2013

SOMMAIRE

| | | | |
|--|--------|---|--------|
| Acoso Holding S.A., SPF | 158589 | I.C.W. | 158583 |
| Acoso Holding S.A., SPF | 158586 | Industrial Project Coordination Company | |
| Acoso Royalties S.à r.l. | 158590 | SA - SPF | 158583 |
| Acoso Royalties S.à r.l. | 158590 | Investindustrial Holdings S.A. | 158583 |
| Allida S.A., SPF | 158591 | Logis Dot Com S.A. | 158579 |
| Amundi International Sicav | 158547 | Looking S.à r.l. | 158588 |
| Atlantic Mercantile Holding S.A. | 158565 | LSF7 Husky Lux Purchaser S.à r.l. | 158584 |
| Drover Investments S.à r.l. | 158592 | Lux Paysage S.à r.l. | 158579 |
| Expert Construction et Immobilier S.à r.l. | | Mediatrix Belux, GEIE | 158573 |
| | 158592 | Nerthus Invest S.A. | 158546 |
| F.G.C. Mobile s.à r.l. | 158586 | Saxo Invest | 158546 |
| First Eagle Amundi | 158547 | SoGeris | 158587 |
| Gahla Investissement S.A. | 158547 | Soludi S.A. | 158587 |
| Gallo S.A. | 158585 | Sterling Holdings S.A. | 158576 |
| Gallo S.A. | 158585 | Sterling Sub Holdings S.A. | 158576 |
| Garage Kieffer s.à r.l. | 158585 | Valens Sàrl | 158590 |
| GCB Coal Holding II S.à r.l. | 158585 | Van Burg S.A. | 158591 |
| GC Investments II S.à r.l. | 158586 | Van Dijck | 158590 |
| Geert Dirkx S.à r.l. | 158573 | Vera S.A. | 158592 |
| GE-Systems | 158584 | Vesuvio | 158590 |
| Global Access S.à r.l. | 158585 | Villanucci-Moons S.à r.l. | 158589 |
| Groupe de Narda Participations S.à r.l. . | 158584 | Voronet S.A. | 158592 |
| H 96 Holding S.A. | 158584 | Vous S.A. | 158591 |
| Hauck & Aufhäuser Investment Gesell- | | Willow Finance S.à r.l. | 158591 |
| schaft S.A. | 158579 | Window of Europe AG | 158589 |
| Henley Trust (Luxembourg) S.à r.l. | 158573 | Wings International S.à r.l. | 158591 |
| HFX S.A. | 158584 | Wood Luxembourg Properties S.à r.l. . | 158589 |
| High-Tech Imp-Ex Loris Mariotto S.à r.l. | | XPECT SA | 158588 |
| | 158583 | XPECT SA | 158588 |
| Home Consult S.A. | 158586 | Zina S.A. | 158588 |
| Husky Loan Company Luxembourg S.à r.l. | | | |
| | 158584 | | |

Saxo Invest, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 157.442.

As the extraordinary general meeting of the shareholders of the Company held on 27 December 2013 could not validly deliberate due to a lack of quorum in respect of the first item of the agenda, the shareholders are hereby convened to attend the

RECONVENED EXTRAORDINARY GENERAL MEETING

of the Company to be held at the registered office of the Company on 29 January 2014 at 10.00 a.m. (Luxembourg time) or at any adjournment thereof to deliberate on and vote on the following agenda:

Agenda:

Amendment of the articles of incorporation of the Company (the "Articles") with effect from 7 February 2014 in order to:

- (i) amend certain definitions in the section of the Articles entitled "Preliminary Title - Definitions";
- (ii) amend article 1 of the Articles so as to change the Company's name from "Saxo Invest" to "CGS FMS";
insert a new article 5.5 in the Articles so as to enable the Company to create sub-funds or classes of shares
- (iii) qualifying as "UCITS ETF" within the meaning of ESMA's Guidelines on ETFs and other UCITS issues (ESMA/2012/832) of 18 December 2012;
amend article 11 of the Articles to give power to the Company's board of directors to proceed to a compulsory
- (iv) redemption of shares from any shareholder of the Company who might cause the Company to incur any tax liability resulting, among others, from the Foreign Account Tax Compliance Act (FATCA); and
- (v) amend article 28 of the Articles to clarify that the Company's board of directors has the power to decide the merger of share classes of the Company.

A draft of the revised Articles is available at the Company's registered office free of charge.

The shareholders are advised that in order to be able to deliberate and vote validly on the agenda, no quorum will be required. The resolution will be adopted if approved by a majority of two thirds of the votes cast. Votes cast shall not include votes attaching to shares in respect of which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote. Each entire share is entitled to one vote.

Shareholders may vote in person or by proxy.

Forms of proxy already received for the extraordinary general meeting held on 27 December 2013 remain valid unless expressly revoked.

A form of proxy is available at the registered office of the Company, upon request.

To be valid, this form must be duly completed, dated, signed and returned by mail to the Company's registered office, 2-4, rue Eugène Ruppert, L-2453 Luxembourg, before 17:00 (Luxembourg time) on 28 January 2014 for the attention of Domiciliary Services or by fax to +352 24 52 4204 followed by mail.

The Board of Directors.

Référence de publication: 2013181161/755/39.

Nerthus Invest S.A., Société Anonyme.

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

R.C.S. Luxembourg B 124.740.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra extraordinairement à l'adresse du siège social, le 6 janvier 2014 à 10.00 heures, avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels et des rapports du conseil d'administration et du commissaire aux comptes.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012.
3. Décision à prendre en vertu de l'article 100 de la loi sur les sociétés commerciales.
4. Décision à prendre en vertu de l'article 100 de la loi sur les sociétés commerciales au titre des exercices clos au 31 décembre 2010 et au 31 décembre 2011.
5. Décharge à donner aux administrateurs et au commissaire aux comptes.
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2013176378/534/19.

Gahla Investissement S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 171.178.

Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le 6 janvier 2014 à 15.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 décembre 2012, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 décembre 2012.
4. Divers.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2013177449/1023/16.

First Eagle Amundi, Société d'Investissement à Capital Variable,

(anc. Amundi International Sicav).

Siège social: L-1616 Luxembourg, 28-32, place de la Gare.

R.C.S. Luxembourg B 55.838.

In the year two thousand and thirteen, on the sixteenth day of October.

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

Was held an extraordinary general meeting of shareholders of AMUNDI INTERNATIONAL SICAV, a "société d'investissement à capital variable", having its registered office at 28-32, place de la Gare, L-1616 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 55.838, incorporated on August 12, 1996 pursuant to a notarial deed published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 439 of September 6, 1996, which articles of association have been amended for the last time pursuant to a notarial deed held before Maître Jean-Joseph WAGNER, notary, residing in Sanem, on June 17, 2010, published in the Mémorial under number 1359 of July 2nd, 2010.

The meeting was opened at 11:00 a.m. with Ms Clarisse Niekrasz, private employee, professionally residing in Luxembourg, as chairman (the "Chairman").

Who appointed Ms Stéphanie Doeble, private employee, professionally residing in Luxembourg as secretary to the meeting (the "Secretary").

The meeting elected as scrutineer Mr Yan Dhuicque, private employee, professionally residing in Luxembourg (the "Scrutineer").

The bureau of the meeting (the "Meeting") having thus been constituted, the Chairman declared and requested the notary to state, that:

I. The present Extraordinary General Meeting has been convened by notices containing the agenda published in Luxembourg on the 13th of September, 2013 and the 30th of September, 2013 in the Memorial, the Luxemburger Wort and the Tageblatt as well as on the 13th of September, 2013 in the following foreign newspapers:

- In Austria: Der Standard
- In Cyprus: O phililefteros and Politis
- In Norway: Dagens Naeringsliv
- In Portugal: Diario Economico
- In Sweden: Post-och InrikesTidningar
- In Germany: Bundesanzeiger
- In Spain: Cinco Dias and Expansion
- In Greece: Naftemporiki and CHRIMATIS TIRIO
- In the Netherlands: Het Financieele Dagblad and Officiele Prij scourant

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

III. It appears from the attendance list that out of 12,078,505.072 shares in circulation, 116,196 shares are present or represented at the present extraordinary general meeting.

A first extraordinary general meeting, convoked called upon the notices set forth in the minutes, with the same agenda as the agenda of the present meeting, was held on the September 2, 2013 and could not validly decide on the items of the agenda for lack of the legal quorum.

According to articles 67 and 67-1 of the law of 10 August 1915 on commercial companies, as amended from time to time, the present meeting is authorized to take resolutions pertaining to the extraordinary general meeting of shareholders whatever the proportion of the represented capital may be.

IV. That the agenda of the Extraordinary General Meeting is the following:

1. To amend the text of a number of articles of the Articles of Incorporation in order to implement the changes as required by the new law dated 17 December 2010 on undertakings for collective investment (the "2010 Law"), implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 (the "UCITS IV Directive"), and in particular to (not exhaustive summary):

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

- align the provisions related to the eligible assets and related diversification limits with the new provisions of the 2010 Law;

- replace any reference to the "simplified prospectus" by references to the Key Investor Information documents.

2. To amend articles 1 and 3 in order to change the denomination of the Company and to amend the corporate object of the Company as follows:

"The sole object of the Company is the collective investment of its assets in transferable securities and/or in money market instruments authorised by the Part I of the Luxembourg Law dated 17 December 2010 relating to Undertakings for Collective Investment as may be amended from time to time (the "2010 Law"), with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry on any operation deemed useful for the accomplishment and development of its object in the broadest sense in the frame of the 2010 Law."

3. To amend articles 4 and 10 in order to provide the Company's Board of Directors with the authority to decide on potential transfer of the registered office of the Company within the municipality of the City of Luxembourg and to define the "US persons" status in the prospectus of the Company.

4. To amend articles 6, 7 and 8 in order for the Company to adopt a multi-compartment structure consisting of one or several sub-funds (the "Sub-Fund(s)") and to state that shares are issued with no par value and in registered form only.

5. To amend article 12 related to the right to postpone redemption and conversion of all or part of shares in the case where redemption and conversion requests for any Valuation Day exceed 10% of the Net Asset Value or the number of shares of the shares of a Sub-Fund and to the possibility to redeem in kind.

6. To amend article 13 in connection with the possibility to suspend the determination of the Net Asset Value and the issue and redemption of shares as well as the right to convert shares into shares of another Sub-Fund of the Company under certain circumstances.

7. To amend articles 17 and 18 with regard to quorum requirement and to the general meeting convening process.

8. To amend articles 19, 21 and 22 related to the composition of the Board of Directors, to the appointment of a Chairman of the Board of Directors and to the holding of board meetings and related decision-making process.

9. To amend article 23 in order to provide two directors or any person authorised by the Company's Board of Directors with the authority to sign the minutes of any meeting of the Board of Directors as well as copies or extracts of such minutes of any meeting of the Board.

10. To amend 24 related to the delegation rights granted to the Board of Directors and the possibility for a director or any representative or delegate to the daily management appointed by the Board to follow up in the name of the Company any legal action, in a capacity as either claimant or defendant.

11. To amend article 25 in order to provide the Board of Directors with the authority to decide that part or all of the assets of the Company may be co-managed with assets belonging to other collective investment schemes.

12. To amend the provisions of article 26 related to conflicts of interests.

13. To amend articles 27 and 28 in order to foresee the possibility to indemnify officers or delegates of the Company and to reimburse members of the Board of Directors for expenses engaged in connection with the management or the performance of the activities of the Company insofar as they are reasonable.

14. To amend article 29 in order to foresee the possibility for the Company to designate a management company located in Luxembourg or in another EU Member State.

15. To amend articles 2, 33, 34 and 35 (to become article 36) and to insert a new article 35 in connection with the possibility to dissolve the Company, to terminate its Sub-Funds, classes of shares and sub-classes of shares, to contribute and merge Sub-Funds of the Company and lastly to merge the Company.

16. To completely restate the Articles of Incorporation in order to reflect the various amendments adopted by the extraordinary general meeting and resolve that the only version of the Articles of Incorporation will be the English version and that the effective date of the resolutions of the above agenda shall become effective on the date of the extraordinary general meeting.

17. Miscellaneous.

After the foregoing has been approved by the general meeting, the same unanimously took the following resolutions:

First resolution

The extraordinary general meeting decides to amend the text of a number of articles of the Articles of Incorporation in order to implement the changes as required by the new law dated 17 December 2010 on undertakings for collective investment (the "2010 Law"), implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 (the "UCITS IV Directive"), and in particular to:

- replace any reference to the law dated 20 December 2002 on undertakings for collective investment by references to the 2010 law;
- align the provisions related to the eligible assets and related diversification limits with the new provisions of the 2010 Law;
- replace any reference to the "simplified prospectus" by references to the Key Investor Information documents.

Second resolution

The extraordinary general meeting decides to amend:

- article 1 in order to change the denomination of the Company into "FIRST EAGLE AMUNDI"; and
- the corporate object of the Company in article 3 in order to update the reference to the fund legislation. The new text of article 3 will read as follows:

"The sole object of the Company is the collective investment of its assets in transferable securities and/or in money market instruments authorised by the Part I of the Luxembourg Law dated 17 December 2010 relating to Undertakings for Collective Investment as may be amended from time to time (the "2010 Law"), with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry on any operation deemed useful for the accomplishment and development of its object in the broadest sense in the frame of the 2010 Law."

Third resolution

The extraordinary general meeting decides to amend article 4 in order to provide the Company's Board of Directors with the authority to decide on potential transfer of the register office of the Company within the municipality of the City of Luxembourg and to amend article 10 in order to give the responsibility to the Company's Board to define the "US persons" status in the prospectus of the Company.

Fourth resolution

The extraordinary general meeting decides to amend:

- article 6 in order to state that the shares issued by the Company are of no par value;
- article 7 in order for the Company to adopt a multi-compartment structure consisting of one or several sub-funds (the "Sub-Fund(s)"), each one representing a specific portfolio of assets and liabilities and to provide the Company's Board of Directors with the authority to change the characteristics of any class of shares as described in the prospectus of the Company; and
- article 8 in order to state that the shares are issued by the Company in registered form only and no longer in bearer form.

As a result, it is decided that the denomination of the single Sub-Fund of the Company is "First Eagle Amundi International Fund".

Fifth resolution

The extraordinary general meeting decides to amend article 12 in order to clarify the text of the Articles of Incorporation with regard to:

- the right, in the case where requests for redemption and conversion for any Valuation Day exceed 10% of the Net Asset Value or the number of shares of the shares of a sub-fund, to postpone redemption and conversion of all or part of such shares to the following Valuation Day and to align the wording of the Articles of Incorporation with the prospectus of the Company;
- the right of the Company, with the consent of the shareholders concerned or under exceptional circumstances, subject to the prior information of the shareholders concerned, to satisfy the payment of the redemption price through a redemption in kind.

Sixth resolution

The extraordinary general meeting decides to amend article 13 in order to provide the Company with the authority to suspend the determination of the Net Asset Value and the issue and redemption of shares as well as the right to convert shares into shares of another sub-fund of the Company in case of a decision to merge the Company or a sub-fund thereof provided that any such suspension is justified for the protection of the shareholders in order to comply with the provisions of the 2010 Law or during any period when factors related to, among others, the political, economic, military, monetary, and fiscal situation and escaping the control, the responsibility and the means of action of the Company prevent it from disposing of the assets of one or more Sub-Funds or determining the net asset value of one or more Sub-funds of the Company in a usual and reasonable way.

Seventh resolution

The extraordinary general meeting decides to amend:

- article 17 in order to clarify the text of the Articles of Incorporation with regard to applicable quorum required for any meeting of shareholders debating on the amendments of the Articles of Incorporation; and
- article 18 in order to precise that shareholders shall meet upon call of the Company's Board pursuant to registered mail or by ordinary mail only if notices are published.

Eighth resolution

The extraordinary general meeting decides to amend:

- article 19 in order to foresee that the Board of Directors shall be composed of not less than four (4) members and that half of them shall derive from or be selected by the corporate group of Amundi and half of them shall derive from or be selected by the corporate group of First Eagle Investment Management LLC;
- article 21 in order to state that the Board of Directors may choose from among its members deriving from or selected by Amundi corporate group a chairman;
- amend article 22 in order to state that board meetings may be held by telephone link or telephone conference, provided that the vote be confirmed in writing; and
- amend article 22 in order to state that the Board of Directors can deliberate or act validly only if all Directors are present or represented at a meeting of Directors. Except in case of Strategic Decisions as defined hereunder, decisions shall be taken by a simple majority of the votes of the Directors present or represented at such meeting and in the event that the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

The following decisions are deemed to be Strategic Decisions:

- Appointment of the Management company, delegated powers and remuneration;
- Appointment of the main distributor of the Company;
- Appointment of the Custodian;
- Establishment of the list of signatures list and powers;
- Appointment of the delegated portfolio manager;
- Suspension of clients' subscriptions;
- Reporting of the Management Company;
- Merger of the Company (by convening to a meeting of shareholders) or one of its Sub-Funds with or within another investment vehicle and liquidation of specific Sub-Funds;

Strategic Decisions shall be validly taken by a two thirds (2/3) qualified majority of the Directors present or represented with no specific casting vote granted to the chairman of the Board of Directors.

Ninth resolution

The extraordinary general meeting decides to amend article 23 in order to provide two directors or any person authorised by the Company's Board of Directors with the authority to sign the minutes of any meeting of the Board of Directors as well as copies or extracts of such minutes of any meeting of the Board.

Tenth resolution

The extraordinary general meeting decides to amend 24 in order to foresee:

- the possibility for the chairman of the Board, two directors or any representative(s), delegate(s) to the daily management or any other authorised agent up to the limit of their powers to represent the Company in acts, including those in which a civil servant or a legal officer is involved and in court and to bind in any circumstances the Company; and
- the possibility for a director or any representative or delegate to the daily management appointed by the Board to follow up in the name of the Company any legal action, in a capacity as either claimant or defendant.

Eleventh resolution

The extraordinary general meeting decides to amend article 25 in order to provide the Board of Directors with the authority to decide that part or all of the assets of the Company may be co-managed with assets belonging to other collective investment schemes as defined in the prospectus in order to reduce operational and administrative charges while allowing a wider diversification of the investments.

Twelfth resolution

The extraordinary general meeting decides to amend the provisions of article 26 related to conflicts of interests.

Thirteenth resolution

The extraordinary general meeting decides to amend:

- article 27 in order to foresee the possibility to indemnify officers or delegates of the Company and to precise that the right of indemnification shall be understood to the fullest extent permitted under applicable laws; and
- article 28 in order to foresee the possibility to reimburse the members of the Board of Directors not only for any expenses engaged in on behalf of the Company but also for expenses engaged in connection with the management or the performance of the activities of the Company insofar as they are reasonable.

Fourteenth resolution

The extraordinary general meeting decides to amend article 29 in order to foresee the possibility for the Company to designate a management company located in Luxembourg or in another EU Member State.

Fifteenth resolution

The extraordinary general meeting decides to:

- amend article 2 in order to remove the description of the dissolution of the Company, such a dissolution being already described in article 33;
- amend article 34 in order to clearly foresee the possibility to terminate not only classes of shares but also sub-classes of shares and Sub-Funds;
- add a new article 35 in order to foresee the possibility to contribute or merge Sub-Funds in compliance with the new provisions of the 2010 Law; and
- amend article 36 in order to completely restate this article related to the merger of the Company to align it with the new provisions of the 2010 Law.

Sixteenth resolution

The general meeting decides to completely restate the Articles of Incorporation in order to reflect the various amendments adopted by the extraordinary general meeting and resolve that the only version of the Articles of Incorporation will be the English version.

On the basis of the above resolutions, the general meeting decides to amend the articles of the Company, so that they will read under coordinated form as follows:

1. Denomination, Duration, Corporate Object, Registered office

Art. 1. Denomination. There exists among the subscribers and all those who become owners of shares hereafter issued, a corporation in the form of a société d'investissement à capital variable under the name of "FIRST EAGLE AMUNDI" (hereinafter referred to as the "Company").

Art. 2. Duration. The Company is established for an unlimited period of time.

Art. 3. Corporate object. The sole object of the Company is the collective investment of its assets in transferable securities and/or in money market instruments authorised by Part I of the Luxembourg Law dated 17 December 2010 relating to Undertakings for Collective Investment as may be amended from time to time (the "2010 Law"), with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry on any operation deemed useful for the accomplishment and development of its object in the broadest sense in the frame of the 2010 Law.

Art. 4. Registered office. The registered office of the Company is established in Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors of the Company.

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

The registered office may be transferred within the municipality of the City of Luxembourg by decision of the Board of the Company.

2. Share capital, Variations of the Share capital, Characteristics of the Shares

Art. 5. Share capital. The share capital of the Company shall be at any time equal to the total net assets of the Company, as defined in Article 11 hereof. The capital of the Company must reach the equivalent in USD of EUR 1,250,000.- within the first six months following its incorporation, and thereafter may not be less than this amount.

The reference currency of the Company is the Unites Stated Dollar (USD).

Art. 6. Variations in share capital. The share capital may be increased or decreased as a result of the issue by the Company of new fully paid-up shares of no par value or the repurchase by the Company of existing shares from its shareholders.

Art. 7. Sub-Funds and Classes of shares. The Company is a multi-compartment structure consisting of one or several sub-funds (the "Sub-Fund(s)"), each one representing a specific portfolio of assets and liabilities. In compliance with the provisions of 2010 Law, there is no cross liability between Sub-Funds. The rights of shareholders and of creditors concerning a Sub-Fund or which have arisen in connection with the creation, operation or liquidation of a Sub-Fund are limited to the assets of that Sub-Fund only. Each Sub-Fund is invested in accordance with the investment objective and policy applicable to it. The investment objective and policy as well as other specific features of each Sub-Fund will be decided by the Board of Directors in compliance with Article 22.

Subject to Article 22, the Board of Directors may decide to create at any time additional Sub-Funds or to close an existing Sub-Fund.

Subject to Article 22, the Board of Directors of the Company may, at any time, issue different classes of shares within each Sub-Fund (hereinafter referred to as a "Class" or "Classes") which may differ in, inter alia, their charging structure, the minimum investment requirements, the management fees or type of target investors. Such Classes may be divided into Sub-Classes (hereinafter referred to as a "Sub-Class" or "Sub-Classes") for which shares are entitled to regular dividend payments ("Distribution shares") or shares with earnings reinvested ("Capitalisation shares"). At its discretion, the Board of Directors may also decide to change the characteristics of any Class as described in the prospectus in accordance with the procedures that it has determined.

Art. 8. Form of the shares. Upon their issue, the shares are freely negotiable. The shares of each Class benefit in an equal manner from the profits of the Company, and do not benefit from any preferred right or pre-emption right. At the general meetings of shareholders, one vote is granted to each share, regardless of its net asset value.

Fractions of shares, up to one thousandth, may be issued and will participate in proportion to the profits of the Company but do not carry any voting rights.

The Company may issue shares in registered form only.

Shares issued shall be materialised either by a registered certificate (for any whole number of shares), or by an inscription in the register of shareholders (for any number of shares, including thousandths of shares).

In the absence of a specific request for share certificates, each shareholder will receive written confirmation of the number of shares held in the Company, in each Sub-Fund and in each Class. Upon request, a shareholder may receive without any charge, a registered certificate in respect of the shares held.

The certificates delivered by the Company are signed by two Directors (the two signatures may be either hand-written or printed or appended with a signature stamp) or by one Director and another person authorised by the Board of Directors for the purpose of authenticating certificates (in which case, the signature must be hand-written).

In case a holder of registered shares requests that more than one certificate be issued for his shares, the cost of such additional certificates may be charged to him.

The transfer of registered shares shall be carried out (a) in case certificates have been issued, through the delivery to the Company of the certificate(s) representing such shares, together with all transfer documents required by the Company, and (b) if no certificate(s) have been issued, through a written statement of transfer recorded in the register of shareholders, dated and signed by the assignor and the assignee or by their due representatives justifying as to their required powers.

The Board of Directors may delegate to any Director, manager of the Company or any other person duly authorised in this regard, the charge of accepting subscriptions and of receiving in return the price representing such subscribed shares.

Shares shall only be issued upon acceptance of the subscription and receipt of the purchase price by the Custodian Bank or by a person acting for its account. Following acceptance of the subscription and receipt of the relevant purchase price, rights in the subscribed shares shall be vested in the subscriber and, following his request, he shall forthwith receive final share certificates in registered form.

The payment of dividends shall be carried out as regards registered shares at the address of the relevant shareholder recorded in the register of shareholders.

All shares issued by the Company shall be recorded in the register of shareholders; it shall be kept at the registered office of the Company. Such share register shall set forth the name of each shareholder, his residence or elected domicile, the number of shares held by him, the Class of each such share and its related Sub-Fund, the amounts paid for each such share, the transfer of shares and the dates of such transfers. The share register is conclusive evidence of ownership. The Company treats the registered owner of a share as the absolute and beneficial owner thereof.

Any registered shareholder shall be bound to provide the Company with an address to which all communications and information pertaining to the Company may be sent. This address shall also be recorded in the register of shareholders.

In case any such shareholder shall fail to supply the Company with an address, mention of such failure may be recorded in the register of shares, and the address of the shareholder shall be deemed to be that of the registered office of the Company or such other address as may be determined by the Company, until another address is supplied by the concerned shareholder. The shareholder may have the address inscribed in the register of shares modified at any time by a written statement sent to the Company at its registered office, or at such other address as may be decided upon by the Company.

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

Art. 9. Loss or Destruction of share certificates. 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, including an indemnity or other verification of title or claim to title countersigned by a bank, stockbroker or other party acceptable to the Company. Upon the issue of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate shall become null and void.

Mutilated or defaced share certificates may be exchanged for new ones by order of the Company.

The mutilated or defaced certificates shall be delivered to the Company and shall be annulled immediately.

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

Art. 10. Limitation to the ownership of shares. The Board of Directors may restrict or prevent the direct or indirect ownership of shares in the Company by any person, firm, partnership or corporate body, if in the sole opinion of the Board of Directors such holding may be detrimental to the interests of the existing shareholders or of the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become exposed to tax disadvantages, fines or penalties that it would not have otherwise incurred (such persons, firms, partnerships or corporate bodies to be determined by the Board of Directors).

For such purposes, the Board of Directors may, at its discretion and without liability:

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

b) where it appears to the Board of Directors that any person, who is precluded from holding shares in the Company, either alone or in conjunction with any other person, is a beneficial owner of shares, compulsorily purchase from any such shareholder all shares held by such shareholder; or

c) where it appears to the Board of Directors that one or more persons are the owners of a proportion of the shares in the Company which would render the Company subject to tax or other regulations of jurisdictions other than Luxembourg, compulsorily repurchase all or a proportion of the shares held by such shareholders.

In such cases enumerated at (a) to (c) (inclusive) here above, the following proceedings shall be applicable:

1) The Company shall serve a notice (hereinafter referred to as the "redemption notice") upon the holder of shares subject to compulsory repurchase; the redemption notice shall specify the shares to be repurchased as aforesaid, the redemption price (as defined here below) to be paid for such shares and the place at which this price is payable. Any such notice may be served upon such shareholder by registered mail, addressed to such shareholder at his last known address or at his address as indicated in the share register. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate, if issued, representing shares specified in the redemption notice. Immediately after the close of business on the date specified in the redemption notice, such shareholder shall cease to be the owner of the shares specified in the redemption notice and the share certificate, if issued, representing such shares shall be cancelled in the books of the Company,

2) The price at which the shares specified in any redemption notice shall be purchased (hereinafter referred to as the "redemption price") shall be an amount equal to the net asset value per share of the Class to which the shares belong, determined in accordance with Article 11 hereof, as at the date of the redemption notice,

3) Subject to all applicable laws and regulations, payment of the redemption price will be made to the owner of such shares in the currency in which the shares are denominated, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such owner upon surrender of the

share certificate, if issued, representing the shares specified in such redemption notice. Upon deposit of such redemption price as aforesaid, no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the redemption price so deposited (without interest) from such bank upon effective surrender of the share certificate, if issued, as aforesaid,

4) The exercise by the Board of Directors of the powers conferred by this Article 10 shall not be questioned or invalidated in any case on the ground that there was insufficient evidence of ownership of shares by any person at the date of any redemption notice, provided that in such case the said powers were exercised by the Board of Directors in good faith.

The Company may also, at its discretion and without liability, decline to accept the vote of any person who is precluded from holding shares in the Company at any meeting of shareholders of the Company.

Specifically, the Company may restrict or prevent the direct or indirect ownership of shares in the Company by any "US person", as defined from time to time by the Board of Directors in the prospectus of the Company.

3. Net asset value, Issue and Repurchase of Shares, Suspension of the calculation of the net asset value

Art. 11. Net asset value. The net asset value per share of each Sub-Fund, of each Class and of each Sub-Class of the Company shall be determined periodically under the responsibility of the Board of Directors of the Company, but in any case not less than twice a month, as the Board of Directors may determine (every such day for determination of the net asset value being referred to herein as the "Valuation Day") on the basis of the last available closing prices of the dealing day preceding the Valuation Day on the markets where the securities held by the Company are negotiated. If such day falls on a (legal or bank) holiday in Luxembourg, then the Valuation Day shall be the first succeeding full business day in Luxembourg.

The net asset value per share is expressed in the reference currency of the Company as well as in any other Currency as may be decided by the Board of Directors for each Sub-Fund, each Class and for each Sub-Class of shares, and is determined by dividing the net assets of the Company properly attributable to such Sub-Fund, Class and Sub-Class of shares less value of the total liabilities of the Company properly attributable to such Sub-Fund, to such Class and to such Sub-Class of shares by the total number of shares of such Sub-Fund, Class and of such Sub-Class outstanding on any Valuation Day.

If since the close of business, there has been a material change in the quotations on the markets on which a substantial portion of the investments of the Company are dealt or quoted, the Company may, in order to safeguard the interests of shareholders and the Company, cancel the first valuation and carry out a second valuation.

The total net assets attributable to each Sub-Fund, to each Class and to each Sub-Class of shares of the Company shall be determined by multiplying the number of shares of a Sub-Fund, of a Class and of a Sub-Class by the applicable purchase price per share. The amount of such total net assets shall be subsequently adjusted when shares of such Sub-Fund, of such Class and of such Sub-Class are issued or repurchased according to the amount received or paid as the case may be.

The valuation of the net asset value per share of the different Sub-Funds, of the different Classes and of the different Sub-Classes of shares shall be made in the following manner:

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

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, stocks, units or shares of undertakings for collective investments, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (i) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
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 assets;
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. all other assets of any kind and nature including expenses paid in advance.

b. The value of such assets shall be determined as follows:

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

2. Securities listed on a recognised stock exchange or dealt on any other regulated market (hereinafter referred to as a "Regulated Market") that operates regularly, is recognised and is open to the public, will be valued at their last available closing prices, or, in the event that there should be several such markets, on the basis of their last available closing prices on the main market for the relevant security;

3. In the event that the last available closing price does not, in the opinion of the Board of Directors, truly reflect the fair market value of the relevant securities, the value of such securities will be defined by the Board of Directors based on the reasonably foreseeable sales proceeds determined prudently and in good faith;

4. Securities not listed or traded on a stock exchange or not dealt on another Regulated Market will be valued on the basis of the probable sales proceeds determined prudently and in good faith by the Board of Directors;

5. The liquidating value of futures, forward or options contracts not traded on exchanges or on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the Directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on exchanges and Regulated Markets on which the particular futures, forward or option contracts are traded by the Company; provided that if a future, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Directors may deem fair and reasonable;

6. The value of money market instruments not listed or dealt in on any stock exchange or any other Regulated Market are valued at their face value with interest accrued;

7. In case of short term instruments with remaining maturity of less than 90 days, the value of the instrument based on the net acquisition cost, is gradually adjusted to the repurchase price thereof. In the event of material changes in market conditions, the valuation basis of the investment is adjusted to the new market yields;

8. Interest rate swaps will be valued at their market value established by reference to the applicable interest rates curve. Swaps pegged to indexes or financial instruments shall be valued at their market value, based on the applicable index or financial instrument. The valuation of the swaps tied to such indexes or financial instruments shall be based upon the market value of said swaps, in accordance with procedures laid down by the Board of Directors;

9. Investments in open-ended UCIs will be valued on the basis of the last available net asset value of the units or shares of such UCIs;

10. All other transferable securities and other permitted assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors.

Any assets held by the Company not expressed in the reference currency of the Company will be translated into such reference currency at the rate of exchange prevailing in a recognised market the day on which the last available closing prices are taken.

The Board of Directors, in its discretion, may permit some other method of valuation, based on the probable sales price as determined with prudence and in good faith by the Board of Directors, to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

In the event that the quotations of certain assets held by the Company should not be available for calculation of the net asset value per share, each one of these quotations may be replaced by its last known quotation (provided this last known quotation is also representative) preceding the last quotation of the relevant month or by the last appraisal of the last quotation of such month on the relevant Valuation Day, as determined by the Board of Directors.

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

1. all loans, bills and accounts payable;
2. all accrued or payable administrative expenses (including global management fees, distribution fees, custodian fees, administrative fees, registrar and transfer agent fees, nominee fees and other third party fees);
3. all known liabilities, present and future, including all matured contractual obligations for payment of money or property;

4. an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves, if any, authorised and approved by the Directors, in particular those that have been set aside for a possible depreciation of the investments of the Company; and

5. all other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares of the Company. In determining the amount of such liabilities, the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its Directors (including all reasonable out of pocket expenses), the investment manager and the sub-investment manager, accountants, custodian Bank and paying agent, administrative, corporate and domiciliary agent, registrar and transfer agent and permanent representatives in places of registration, nominees and any other agent employed by the Company, fees for legal and auditing services, cost of any proposed listings, maintaining such listings, promotion, printing, reporting and publishing expenses (including reasonable marketing and advertising expenses and costs of preparing, translating and printing in different languages) of prospectuses, Key Investor Information documents, explanatory memoranda or registration statements, annual reports and semi-annual reports, long form reports, taxes or governmental and supervisory authority charges, insurance costs and all other ope-

rating expenses, including the cost of buying and selling assets, interests, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

All shares in the process of being redeemed by the Company shall be deemed to be issued until the close of business on the Valuation Day applicable to the redemption. The redemption price is a liability of the Company from the close of business on this date until paid.

All shares issued by the Company in accordance with subscription applications received shall be deemed issued from the close of business on the Valuation Day applicable to the subscription. The subscription price is an amount owed to the Company from the close of business on such day until paid.

As far as possible, all investments and divestments chosen and in relation to which action is taken by the Company up to the Valuation Day shall be taken into consideration in the valuation.

Art. 12. Issue, Redemption and Conversion of shares. The Board of Directors is authorised to issue further fully paid-up shares of each Sub-Fund, of each Class and each Sub-Class at any time at a price based on the net asset value per share for each Sub-Fund, for each Class and for each Sub-Class determined in accordance with Article 11 hereof, as of such valuation date in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by applicable sales charges, as approved from time to time by the Board of Directors in compliance with Article 22.

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

All new share subscriptions shall, under pain of nullity, be entirely liberated, and the shares issued carry the same rights as those shares in existence on the date of the issuance.

Subject to Article 22, the Board of Directors may reject any subscription in whole or in part, and may, at any time and from time to time and in their absolute discretion without liability and without notice, discontinue the issue and sale of shares of any Sub-Fund, of any Class and any Sub-Class.

The Board of Directors may, at its discretion, decide to accept securities as valid consideration for a subscription provided that these comply with the investment policy and restrictions of the Company. Shares will only be issued upon receipt of the securities being transferred as payment in kind. Such subscription in kind, if made, will be reviewed and the value of the assets so contributed verified by the auditor of the Company. A report will be issued detailing the securities transferred, their respective market values of the day of the transfer and the number of shares issued and such report will be available at the office of the Company. Exceptional costs resulting from a subscription in kind will be borne exclusively by the subscriber concerned.

Any shareholder may request the redemption of all or part of his shares by the Company under the terms and conditions set forth by the Board of Directors in the prospectus and within the limits as provided in this Article 12. The redemption price per share shall be paid within a period as determined by the Board of Directors which shall not exceed ten business days from the relevant valuation date, as it is determined in accordance with such policy as the Board of Directors may from time to time determine, provided that the share certificates, if any, and the transfer documents have been received by the Company. The redemption price shall be equal to the net asset value per share relative to the Sub-Fund, the Class and to the Sub-Class to which it belongs, determined in accordance with the provisions of Article 11 hereof, decreased by charges and commissions at the rate provided in the prospectus. Any such request for redemption must be filed by such shareholder in written form at the registered office of the Company in Luxembourg or with any other legal entity appointed by the Company for the redemption of shares. The request shall be accompanied by the certificate(s) for such shares, if issued. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency (a maximum of two decimal places of the reference currency as the Board of Directors shall determine).

The Company shall ensure at all times to have enough liquidity to enable satisfaction of any requests for redemption of shares.

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

Further if, at any given date, requests for redemption and conversion for any Valuation Day exceed a certain level to be determined by the Board of Directors in relation to the Net Asset Value or the number of shares of a Sub-Fund, the Board of Directors reserves the right to postpone redemption and conversion of all or part of such shares to the following Valuation Day. On the following Valuation Day, such requests will be dealt with in priority to any subsequent requests for redemption and conversion.

With the consent of the shareholders concerned or under exceptional circumstances, subject to the prior information of the shareholders concerned, the Company will have the right, if the Board of Directors determines so, to satisfy the payment of the redemption price through a redemption in kind by allocating to such shareholder investments from the portfolio of assets set up in connection with such Sub-Fund, such Classes and in such Sub-Classes of shares equal in value

(calculated in a manner as described in Article 11 hereof) as of the valuation date on which the redemption price is calculated to the value of shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other shareholders and the valuation used shall be confirmed by a special report of the auditor. The cost of such transfer shall be borne by the transferee, as stated in the prospectus.

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

Any shareholder is entitled to request for the conversion of whole or part of his shares, provided that the Board of Directors may, in the prospectus:

- a) set terms and conditions as to the right for and frequency of conversion of shares between Sub-Funds, Classes and Sub-Classes; and
- b) subject conversions to the payment of such charges and commissions as it shall determine.

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

Such a conversion shall be effected on the basis of the net asset value of the relevant shares, determined in accordance with the provisions of Article 11 hereof. The relevant number of shares may be rounded up or down to a maximum of three decimal places as the Board of Directors shall determine.

The shares which have been converted into another Sub-Fund, Class or Sub-Class will be cancelled.

The requests for subscription, redemption and conversion shall be received at the location designated to and for this effect by the Board of Directors.

The Board of Directors may, at its discretion and under the provisions of the prospectus, decide to suspend temporarily the issue of new shares of the Company. The decision of suspension will be published in one Luxembourg newspaper and in such other newspapers as the Board of Directors may decide. The shareholders shall also be informed by a notice sent by mail at their address recorded in the Register of shareholders. The subscription orders received during the temporary closing of subscription will not be kept for further treatment.

During the period of suspension, the shareholders will remain free to redeem their shares at any Valuation Day.

The Board of Directors may decide, at its discretion and under the provisions of the prospectus, to reopen the issue of shares. The shareholders and the public will be informed according to the same modalities as mentioned here above.

Art. 13. Suspension of the calculation of the net asset value and of the issue, the redemption and the conversion of shares. The Company may at any time suspend temporarily the calculation of the net asset value and the issue, sale, redemption and conversion of shares in the following circumstances:

- a) during any period when any of the principal stock exchanges or other recognised markets on which a substantial portion of the investments of the Company is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company;
- b) during the existence of any state of affairs which constitutes an emergency (as political, military, economic or monetary events) in the opinion of the Board of Directors as a result of which disposal or valuation of assets owned by the Company would be impracticable;
- c) during any breakdown in the means of communication normally employed in determining the price or value of any of the investments of the Company or the current price or value on any stock exchange or other market in respect of the assets of the Company;
- d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares 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 Directors, be effected at normal rates of exchange;
- e) when, for any other reason beyond the control of the Directors, the prices of any investments owned by the Company cannot promptly or accurately be ascertained; or
- f) in case of decision to or upon the publication of a notice convening a general meeting of shareholders to wind-up the Company or a Sub-Fund of the Company; or
- g) in case of a decision to merge the Company or to contribute or to merge a Sub-Fund of the Company provided that any such suspension is justified for the protection of the shareholders; or during any period when factors related to, among others, the political, economic, military, monetary, and fiscal situation and escaping the control, the responsibility and the means of action of the Company prevent it from disposing of the assets of one or more Sub-Funds or determining the net asset value of one or more Sub-Funds of the Company in a usual and reasonable way.

Under exceptional circumstances, the Board of Directors reserves the right to conduct the necessary sales of transferable securities before setting the share price at which shareholders can apply to have their shares redeemed or converted. In this case, subscription, redemption and conversion applications in process shall be dealt with on the basis of the net asset value thus calculated after the necessary sales, which shall have been effected without delay.

Subscribers and shareholders tendering shares for redemption and conversion shall be advised of the suspension of the calculation of the net asset value.

The suspension of the calculation of the net asset value may be published by adequate means if the duration of the suspension is to exceed a certain period.

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

Suspended subscriptions, redemptions and conversions shall be executed on the first Valuation Day following the resumption of net asset value calculation by the Company.

4. General Shareholders' meetings.

Art. 14. General provisions. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Any meeting of shareholders of a given Sub-Fund, Class or Sub-Class of shares shall be vested with the same powers as above with regard to any act affecting the sole holders of shares of such Sub-Fund, Class or Sub-Class of shares.

Art. 15. Annual general shareholders' meeting. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company or such other place in Luxembourg as may be specified in the notice of the meeting, on the third Thursday of June at 11:00 a.m. If such day is a bank holiday, then the annual general meeting shall be held on the next following full bank business day at the same hour. The annual general meeting may be held abroad if, in the absolute and final judgement of the Board of Directors, exceptional circumstances so require.

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

Art. 16. General meetings of shareholders of a given Sub-Fund or Class of shares. The shareholders of any Sub-Fund, any Class or Sub-Class of shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund, Class or Sub-Class of shares. The general provisions set out in these Articles of Incorporation, as well as in the Luxembourg Law dated 10 August 1915 on Commercial Companies as amended from time to time, shall apply to such meetings.

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

Each share, regardless of the Sub-Fund, Class or Sub-Class to which it belongs, is entitled to one vote, subject to the limitations imposed by these Articles of Incorporation. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable, telegram, telex or facsimile transmission. Fractions of shares are not entitled to a vote.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by simple majority of those present or represented and voting.

The quorum required for any meeting of shareholders debating on the amendment of the Articles of Incorporation shall be fifty per cent of outstanding shares, except otherwise stated hereinafter. Whenever such quorum is not reached within one half-hour after the time set for the meeting, such meeting shall be closed and a second meeting with the same agenda shall be convened under the conditions of the Luxembourg Law dated 10 August 1915 on commercial companies as amended from time to time.

The quorum for the second meeting shall be that of such persons as are present or represented by proxy at such meeting, the proxies issued for the first meeting being valid for the second meeting.

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

Further, the shareholders of each Class separately will deliberate and vote (subject to the conditions of quorum and majority voting as provided by law) on the following items:

- 1) affectation of the net profits of their Class; and
- 2) resolutions affecting the rights of the shareholders of one Class vis-à-vis of the other Classes.

Art. 18. Notice to the General Shareholders' Meetings. Shareholders shall be convened upon call by the Board of Directors by a convening notice stating the agenda of the meeting, to be sent by registered mail at least eight days prior to the date set for the meeting to all shareholders at their address recorded in the register of shareholders.

If notices are published or are required to be published in the Memorial Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspapers as the Board of Directors may decide from time to time, convening notices may be sent by ordinary mail only.

5. Management of the company

Art. 19. Board of Directors. The Company shall be managed by a Board of Directors composed of not less than four (4) members; the members of the Board of Directors need not to be shareholders of the Company. Half of them shall derive from or be selected by the corporate group of Amundi and half of them shall derive from or be selected by the corporate group of First Eagle Investment Management LLC. For the purpose of these Articles of Incorporation, a corporate group is understood as the collection of parent and subsidiaries companies that is managed as a single economic entity through a common source of control.

Art. 20. Duration of the functions of the Directors, Renewal of the Board of Directors. The Directors shall be elected by the annual general meeting of shareholders for a period not exceeding six years and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by decision of the shareholders.

In the event of a vacancy in the office of a Director due to death, retirement or otherwise, the remaining Directors may meet and may elect, by majority vote, a Director to fill such vacancy on a provisional basis until the next general meeting of shareholders, subject however to the conditions set forth in Article 19 above.

Art. 21. Chairman of the Board of Directors. The Board of Directors may choose from among its members deriving from or selected by Amundi corporate group a chairman. It may also choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the meetings of shareholders.

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

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

Directors may assist at board meetings and board meetings may be held by telephone link or telephone conference, provided that the vote be confirmed in writing.

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

Written notice of any meeting of the Board of Directors shall be given to all Directors at least 3 business days in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of the meeting. This notice may be waived by a consent in writing or by cable, telegram, telex, facsimile transmission or any other electronic mean of each Director. Separate notice shall not be required for meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any meetings of the Board of Directors by appointing in writing or by cable, telegram, telex, facsimile transmission or any other electronic mean another Director as his proxy.

Directors may not bind the Company by their individual signature, except as specifically permitted by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if all Directors are present or represented at a meeting of Directors. Except in case of Strategic Decisions as defined hereunder, decisions shall be taken by a simple majority of the votes of the Directors present or represented at such meeting and in the event that the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

The following decisions are deemed to be Strategic Decisions at the date of the present Articles of Incorporation:

- Appointment of the Management company, delegated powers and remuneration;
- Appointment of the main distributor of the Company;
- Appointment of the Custodian;
- Establishment of the list of signatures list and powers;
- Appointment of the delegated portfolio manager;
- Suspension of clients' subscriptions;
- Reporting of the Management Company;
- Merger of the Company (by convening to a meeting of shareholders) or one of its Sub-Funds with or within another investment vehicle and liquidation of specific Sub-Funds.

Strategic Decisions shall be validly taken by a two thirds (2/3) qualified majority of the Directors present or represented with no specific casting vote granted to the chairman of the Board of Directors. The Board of Directors reserves the

right to decide at any time to adapt or change the above list of Strategic Decisions by a two thirds (2/3) qualified majority of the Directors present or represented with no specific casting vote granted to the chairman of the Board of Directors.

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

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

Art. 23. Minutes. The minutes of any meeting of the Board of Directors shall be signed by the chairman, or in his absence, by the chairman pro tempore who presides at such meeting or by the joint signature of two Company's Director or by any person duly authorised by the Board of Directors.

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 or by any person authorised by the Board of Directors.

Art. 24. Engagement of the Company vis-à-vis third persons. The Company is represented in acts, including those in which a civil servant or a legal officer is involved and in court:

- either by the chairman of the Board of Directors; or
- jointly by two Directors; or
- by the representative(s) or by the delegate(s) to the daily management up to the limit of their powers as determined by the Board of Directors.

Besides, it is validly committed by specially authorised agents within the limits of their mandates as determined by the Board of Directors.

Legal actions, in a capacity as either claimant or defendant, shall be followed up in the name of the Company by a member of the Board or by the representative or by the delegate(s) to the daily management appointed by the Board.

The Company shall be engaged in any circumstances by the signature of two members of the Board of Directors or by the individual signature of any duly authorised Director or officer of the Company to whom authority has been delegated by the Board of Directors.

Art. 25. Powers of the Board of Directors. The Board of Directors determines the general orientation of the management and of the investment policy, as well as the guidelines to be followed in the management of the Company, always in application of the principle of risk diversification.

In the determination and implementation of the investment policy, the Board of Directors may cause the assets of the Company to be invested in any eligible assets allowed to undertaking for collective investment in transferable securities in accordance with Part I of the 2010 Law, in particular in:

- a) transferable securities and money market instruments:
 - i) dealt on any regulated market as defined in the European directive 2004/39/EEC of the European parliament and of the Council of April 21st, 2004,
 - ii) dealt on another market in a Member State (for the purpose of this Article, Member State shall mean a Member State of the European Union and States that are contracting parties to the Agreement creating the European Economic Area other than Member States of the European Union within the limits set forth by this Agreement and related acts), which is regulated, operates regularly and is recognised and open to the public,
 - iii) if admitted to official listing on a stock exchange in an Eligible State or dealt in on another regulated market in an Eligible State which operates regularly and is recognised and open to the public.
 - each of the regulated market referred to in i), ii) and iii) being a "Regulated Market".
 - "Eligible State" means a member state of the Organisation for the Economic Cooperation and Development, and any country of Western or Eastern Europe, Africa, Asia, Oceania or the American continents.
 - iv) recently issued transferable securities and money market instruments under the reserve that the conditions of issue include an undertaking to request an admission on the official listing of a stock exchange or another Regulated Market as here above defined, such admission being secured within one year of issue;
- b) any other transferable securities, money market instruments, debt instruments or other assets within the framework of the restrictions to be determined by the Board of Directors as further provided in the prospectus of the Company in accordance with 2010 Law as amended from time to time and applicable regulations;
- c) units or shares of UCITS authorised according to Directive 2009/65/EC and/or in other UCIs within the meaning of the Directive 2009/65/EC, should they be situated in a Member State of the European Union or not, provided that:
 - (1) such other UCIs are authorised under laws which state that they are subject to supervision considered by the Luxembourg Supervisory Authority as equivalent as that laid down in Community legislation and that cooperation between authorities is sufficiently ensured;
 - (2) the level of protection offered to the unitholders/shareholders in such other UCIs is equivalent to that provided for unitholders/shareholders in a UCITS, and in particular that the rules on asset segregation, borrowings, lending and

uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;

(3) the activity of the other UCI is reported in semi-annual and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;

(4) the UCITS or the other UCI in which the Company intends to invest, may not, according to its constitutive documents, invest more than 10% of its net assets in aggregate, in units/shares of other UCITS or other UCIs.

d) financial derivative instruments, such as equivalent cash-settled instruments, dealt in on a Regulated Market, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

i. the underlying consists in transferable securities and/or in other liquid financial assets allowed to undertaking for collective investment in transferable securities in accordance with Part I of the 2010 Law,

ii. the counterparties to OTC derivatives transactions are institutions subject to prudential supervision, and belonging to the categories approved from time to time by the Luxembourg competent authority,

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

By consequences, the Company shall ensure that the global exposure relating to the use of derivative instruments does not exceed the total net asset value of its portfolio. The risk exposure will be calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

e) liquid assets and deposits in full compliance with the 2010 Law.

Subject to the Commission de Surveillance du Secteur Financier (the "CSSF") authorisation, Company may decide to invest up to 100% of its net assets attributable to each Sub-Fund in various issues of transferable securities and money market instruments issued or guaranteed by a Member State, by one or more of its local authorities, by a non-Member State of the European Union or a public international body of which one or more Member State(s) of the European Union belongs, it being understood that if the Company intends to take advantage of the present provision the relevant Sub-Fund must hold securities belonging to at least six different issues, without the value of a single issue exceeding 30% of the net assets of the that Sub-Fund.

A Sub-Fund of the Company may subscribe, acquire and hold securities issued by one or more other Sub-Fund(s) of the Company without being subject to the requirements of the Law of 10th August 1915 on commercial companies, as amended, with respect to the subscriptions, acquisition and or holding by a company of its own shares, under the condition however that:

- the target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this target Sub-Fund, and
- no more than 10% of the assets of the target Sub-Fund whose acquisition is contemplated may be invested in aggregate in shares of other target Sub-Fund, and
- voting rights, if any attaching to the relevant securities are suspended for as long they are held by the Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports, and
- in any event, for as long as these securities are held by the Sub-Fund, their value will not be taken in to consideration for the calculation of the net asset of the Company for the purpose of verifying the minimum threshold for the asset imposed by the 2010 Law, and
- there is no duplication of the management/subscription or repurchase fees between those at the level of the investing Sub-Fund and the target Sub-Fund.

In addition, the Company may also adopt master-feeder investment policy in compliance with the provisions of the 2010 Law and under the condition that such a policy is specifically allowed by the investment policy of the relevant Sub-Fund that will act as a feeder fund, as published in the offering prospectus of the Company.

For the purpose of this Article, and in accordance with the provisions of the 2010 Law, each Sub-Fund shall be regarded as a separate UCITS. The investment restrictions applicable to the UCITS under management shall consequently be applicable at Sub-Fund's level.

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

Art. 26. Conflicts of Interest. There may be significant conflicts of interest between the Company, its shareholders and Amundi, First Eagle Investment Management LLC and their affiliates.

The Management Company (which may also act as Promoter of the Company), the Investment Manager, the Custodian Bank, the Administrative, Corporate and Domiciliary Agent and any Sub-Investment Managers may be all direct or indirect subsidiaries of Amundi or First Eagle Investment Management LLC. Other subsidiaries and affiliates of the Management Company, the Investment Manager and their affiliates, as well as collective investment schemes managed and/or offered by the Management Company, the Investment Manager and their affiliates may also be shareholders of the Company.

Amundi, First Eagle Investment Management LLC and their affiliates may purchase and sell for their own account securities in which the Company may also invest. In addition, in the normal course of business, the Company may purchase

and sell assets from and to Amundi, First Eagle Investment Management LLC and their affiliates, provided that the transactions are done on an arm's length basis. In addition, Amundi, First Eagle Investment Management LLC and their affiliates may give investment advice in respect of, or manage, third-party funds that are invested in the same securities in which the Company invests.

As Amundi and its affiliates are, inter alia, major banking institutions, Amundi and such affiliates may lend money to many of the companies or in countries in which the Company will invest. Credit decisions that Amundi and its affiliates make in respect of such companies or countries could have an impact on the market value of the securities in which the Company invests. Furthermore, Amundi and its affiliates' position as lenders will, in almost all instances, be senior to the securities in which the Company invests.

Amundi, First Eagle Investment Management LLC and their affiliates may also engage in other activities involving or affecting the securities in which the Company will invest. In particular, Amundi, First Eagle Investment Management LLC and their affiliates may be involved in the origin of transactions concerning such securities, underwriting such securities and acting as broker-dealer in respect of such securities. In addition, Amundi, First Eagle Investment Management LLC and their affiliates may perform other services for portfolio companies and receive fees, commissions and other remuneration therefore.

In effecting foreign exchange or in making any purchase or sale of any security or other asset for the Company, the Management Company, the Investment Manager or any Sub-Investment Manager as well as any affiliates may act as counterpart, principal, agent or broker in the transaction and may be separately compensated in that capacity.

Art. 27. Indemnification of the Directors, Officers or Delegates. The Company shall indemnify any Director, officer or delegates, and his heirs, executors and administrators, against expenses reasonable incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director, officer or delegate 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 be understood to the fullest extent permitted under applicable laws and shall not exclude other rights to which he may be entitled.

Art. 28. Allowances to the Board of Directors. The general meeting of shareholders may allow the members of the Board of Directors, as remuneration for services rendered, a fixed annual sum, as Directors' remuneration, such amount being carried as general expenses of the Company and which shall be divided at the discretion of the members of Board of Directors among themselves.

Furthermore, the members of the Board of Directors may be reimbursed for any expenses engaged in on behalf of the Company or in connection with the management or the performance of the activities of the Company insofar as they are reasonable.

The remuneration of the chairman or the secretary of the Board of Directors as well as those of the general manager (s) and officers shall be fixed by the Board.

Art. 29. Management Company and Investment Managers, Sub-Investment Managers, Custodian and other contractual parties. Subject to Article 22, the Board is vested with the broadest powers to appoint a management company regulated under chapter 15 of the 2010 Law domiciled in Luxembourg or any other management company domiciled in any other EU Member State (the "Management Company"). Such a Management Company would then provide the Company with Central Administration services and distribution services and, in respect of the investment policy of the Company, with investment management services.

The Management Company may enter into one or more management agreements with any company based in Luxembourg or in a foreign country (the "Manager(s)") by virtue of which the Manager(s) shall provide the Management Company with advice, recommendations and management services connected with the Company's investment policy.

The Managers may enter into investment advisory agreements with any company based in Luxembourg or in a foreign country (the "Investment Advisor") in order to be advised and assisted while managing its portfolio.

The shareholders are informed by the Company's prospectus of the management fees paid out for the investment services carried out by the Managers and the Investment Advisors.

In addition and subject to the prior approval of the Board of Directors, the Management Company may enter into service agreements with other contractual parties, for example an administrative, corporate and domiciliary agent to fulfil the role of "administration centrale" as defined in the Institut Monétaire Luxembourgeois Circular 91/75 of 21 January 1991 and a global distributor having the power to appoint distributors and intermediaries to offer and sell the shares of the Company to investors.

The Company shall enter into a custody agreement with a bank (hereinafter referred to as the "Custodian") which shall satisfy the requirements of the 2010 Law. 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 law.

In the event of the Custodian desiring to retire, the Board of Directors shall use its best endeavours to find another bank to act as Custodian in place of the retiring Custodian and the Board of Directors shall appoint such bank as Custodian. The Board of Directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor Custodian shall have been appointed in accordance with these provisions to act in the place thereof.

6. Auditor

Art. 30. Auditor. The operations of the Company and its financial situation including particularly its books shall be supervised by an auditor who shall satisfy the requirements of Luxembourg Law as to respectability and professional experience and who shall perform the duties foreseen by the Luxembourg 2010 Law on Undertakings for Collective Investment as may be amended from time to time. The auditors shall be elected by the general meeting of shareholders.

7. Annual accounts

Art. 31. Accounting year. The accounting year of the Company shall begin on March 1st in each year and shall terminate on the last day of February of the next year.

The accounts of the Company shall be expressed in United States Dollar (USD). In case several Sub-Funds, Classes or Sub-Classes of shares exist, such as provided in Article 7 of the present Articles of Incorporation, and if the accounts of such Sub-Funds, Classes or Sub-Classes of shares are expressed in different currencies, such accounts shall be converted into United States Dollar and added in view of determining the accounts of the Company.

Art. 32. Distribution Policy. In principle, the Company does intend to distribute neither its investment income nor the net capital gains realised as the management of the Company is oriented towards capital gains. The Board of Directors shall therefore recommend the reinvestment of the results of the Company and as a consequence no dividend shall be paid to shareholders.

The Board of Directors nevertheless reserves the right to propose the payment of a dividend at any time.

In any case, no distribution of dividends may be made if, as a result, the share capital of the Company would fall below 1,250,000 Euro.

Declared dividends not claimed within five years of the due date will lapse and revert to the Company. The Board of Directors has all powers and may take all measures necessary for the implementation of this position. No interest shall be paid on a dividend declared and held by the Company at the disposal of its beneficiary. The payment of revenues shall be due for payment only if the foreign exchange regulations enable to distribute them in the country where the beneficiary lives.

8. Termination of the company

Art. 33. Dissolution and Liquidation of the Company. The Company may at any time be dissolved by a resolution taken by the general meeting of shareholders subject to the quorum and majority requirements as defined by the 2010 Law as may be amended from time to time.

Whenever the capital falls below two thirds of the minimum capital as provided by the 2010 Law as may be amended from time to time, the Board of Directors has to submit the question of the dissolution or the liquidation of the Company to the general meeting of shareholders. The general meeting for which no quorum shall be required shall decide on simple majority of the votes of the shares presented or represented at the meeting.

The question of the dissolution and of the liquidation of the Company shall also be referred to the general meeting of shareholders whenever the capital fall below one quarter of the minimum capital as provided by the 2010 Law as may be amended from time to time. In such event the general meeting shall be held without quorum requirements and the dissolution or the liquidation may be decided by the shareholders holding one quarter of the votes present or represented at that meeting.

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

The issue of new shares by the Company shall cease on the date of publication of the notice of the general meeting of shareholders, to which the dissolution and liquidation of the Company shall be proposed.

The liquidation shall be carried out by one or several liquidators (who may be natural persons or legal entities) named by the meeting of shareholders effecting such dissolution, and which shall determine their powers and their compensation. The appointed liquidator(s) shall realise the assets of the Company, subject to the supervision of the relevant supervisory authority in the best interest of the shareholders.

The proceeds of the liquidation of the Company, net of all liquidation expenses, shall be distributed by the liquidators among the holders of shares in each Class in accordance with their respective rights.

The amounts not claimed by shareholders at the end of the liquidation process shall be deposited, in accordance with Luxembourg Law, with the Caisse de Consignation in Luxembourg until the statutory limitation period has lapsed.

Art. 34. Termination of a Sub-Fund, a Class or Sub-Class of shares. Subject to Article 22, the Board of Directors may decide at any time to terminate any Sub-Fund, Class or Sub-Class of shares in taking due account of the interests of the shareholders. In such case, the Directors may offer the shareholders of such Sub-Fund, Class or Sub-Class the conversion

of their shares into shares of another Sub-Fund, Class or Sub-Class, under the terms fixed by the Board of Directors, or the redemption of their shares for cash at the net asset value per share (including all estimated expenses and costs relating to the termination) determined on the Valuation Day.

In the event that for any reason, the value of the net assets in any Sub-Fund, Class or Sub-Class of shares has decreased to an amount determined by the Board of Directors from time to time to be the minimum level for such Sub-Fund, Class or Sub-Class to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Sub-Fund, Class or Sub-Class of shares concerned would have material adverse consequences on that Class, the Board of Directors may decide to compulsorily redeem all the shares of the relevant Sub-Fund, Class or Sub-Class at the net asset value per share (taking into account actual realisation prices of investments and realisation expenses, including all estimated expenses and costs relating to the termination), calculated on the Valuation Day at which such decision shall take effect. The Company shall serve a notice to the shareholders of the relevant Sub-Fund, Class or Sub-Class of shares in writing prior to the effective date for such compulsory redemption, which will indicate the reasons for, and the procedure of, the redemption operations.

Any request for subscription shall be suspended as from the moment of the announcement of the compulsory redemption of the relevant Sub-Fund, Class or Sub-Class.

Notwithstanding the above powers conferred on the Directors, the general meeting of shareholders of shares issued in a Sub-Fund, Class or a Sub-Class may, upon proposal from the Directors, redeem all the shares issued in such Sub-Fund, Class or Sub-Class and refund to the shareholders the net asset value of their shares (taking into account actual realisation prices of investments and realisation expenses, including all estimated expenses and costs relating to the termination) calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders that shall decide by resolution taken by simple majority of those present or represented.

Assets which are not distributed to their owners upon the implementation of the redemption will be deposited, in accordance with Luxembourg Law, with the Caisse de Consignation in Luxembourg until the statutory limitation period has lapsed.

All redeemed shares shall be cancelled thereafter by the Company.

Art. 35. Contribution and Merger of a Sub-Fund. The Board of Directors, subject to the conditions set out in the 2010 Law and in compliance with Article 22 hereto, may decide to contribute or merge a Sub-Fund with a foreign or a domestic (Luxembourg) fund or sub-fund of a foreign fund or a domestic fund (including any Sub-Fund of the Company) as defined in accordance with the conditions set out in the 2010 Law.

In all cases and subject to Article 22, the Board of Directors of the Company will be competent to decide on the effective date of such a merger.

Notice will be given to the shareholders. Each shareholder of the relevant Sub-Funds, Classes or Sub-Classes shall be given the possibility, within a period of one month as of the date of the sending, to request either the repurchase of its shares, free of any charges, or the conversion of its shares, free of any charges.

Art. 36. Merger of the Company. The Company may, either as a merging UCITS or as a receiving UCITS, be subject to cross-border and domestic (Luxembourg) mergers in accordance with the definitions and conditions set out in the 2010 Law. Subject to Article 22, the Board of Directors of the Company will be competent to decide on such a merger and on the effective date of such a merger in case the Company is the receiving UCITS.

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

Notice of the merger shall be given to the shareholders of the Company. Each shareholder shall be given the possibility, within a period of one month as of the date of the publication, to request either the repurchase of its Shares, free of any charges, or the conversion of its Shares, free of any charges.

Art. 37. Expenses borne by the Company. The Company shall bear its initial incorporation costs, including the costs of drawing up and printing the prospectus, notary public fees, the filing costs with administrative and stock exchange authorities, the costs of printing the certificates and any other costs pertaining to the establishment and launching of the Company.

The costs were amortised on the first five accounting years of the Company.

The Company bears all its running costs as foreseen in Article 11 hereof.

Art. 38. Amendment of the Articles of Incorporation. These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and majority voting requirements provided by the Laws of Luxembourg.

Any amendment of the terms and conditions of the Company which has as an effect a decrease of the rights or guarantees of the shareholders or which imposes on them additional costs, shall only come into force after a period of one month starting at the date of the approval of the amendment by the general shareholders' meeting. During this month, the shareholders may continue to request the redemption of their shares under the conditions in force before the relevant amendment.

Art. 39. General provisions. All matters not governed by these Articles of Incorporation shall be determined in accordance with the 2010 Law, or subjected to the Law of 10th August 1915 on commercial companies, as the case may be. In case of contradiction with the provisions of the Articles, the imperative provisions of the 2010 Law will prevail, or as the case may be the imperative provisions of the Law of 10th August 1915.

These Articles are worded in English only.

Seventeenth resolution

The general meeting decides to resolve that the effective date of the resolutions of the above agenda shall become effective on the date of the extraordinary general meeting. Therefore, the general meeting resolves that the date of effectiveness of the resolutions set out in the agenda will be 16 October 2013.

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

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

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

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

Signé: C. NIEKRASZ, S. DOEBLE, Y. DHUICQUE et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 25 octobre 2013. Relation: LAC/2013/48634. Reçu soixante-quinze euros (75,- EUR).

Le Receveur ff. (signé): C. FRISING.

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

Luxembourg, le 13 décembre 2013.

Référence de publication: 2013174550/1018.

(130213039) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2013.

Atlantic Mercantile Holding S.A., Société Anonyme.

Siège social: L-1212 Luxembourg, 3, rue des Bains.

R.C.S. Luxembourg B 182.787.

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STATUTES

IN THE YEAR TWO THOUSAND AND THIRTEEN, ON THE NINETEENTH DAY of DECEMBER.

Before the undersigned Maître Cosita DELVAUX, notary, residing in Redange-sur-Attert, Grand Duchy of Luxembourg.

There appeared:

EOS Servizi Fiduciari S.p.A., a company incorporated and organized under the laws of Italy, having its registered office in Milan (Italy), at via Montebello n. 39, and registered with Trade and Companies Register of Milan under the number 07068510150,

duly represented by Mrs Vania BARAVINI, having her professional address in Luxembourg, Grand Duchy of Luxembourg,

by virtue of a proxy given in Milan on December 16, 2013.

The proxy, after having been signed ne varietur by the proxyholder and the undersigned notary, shall remain attached to this deed in order to be registered therewith.

Such appearing party has requested the notary to document the deed of incorporation of a société anonyme, which it wishes to incorporate and whose articles of association shall be as follows:

Name - Registered office - Duration - Object - Capital

Art. 1. Between the above-mentioned persons and all those that might become owners of the shares created hereafter, a joint stock company is herewith formed under the name of Atlantic Mercantile Holding S.A. (the "Company"), governed by the present articles of association (the Articles) and by the current Luxembourg laws, especially, the law of 10 August 1915 on commercial companies, as amended (the "Law").

Art. 2. The Company has its registered office in the City of Luxembourg, Grand Duchy of Luxembourg.

The registered office may be transferred within the municipality of the City of Luxembourg by decision of the Board of Directors.

The registered office of the Company may be transferred to any other place in the Grand Duchy of Luxembourg or abroad by means of a resolution of an extraordinary general meeting of shareholder(s) deliberating in the manner provided by the Law.

The Company may have offices and branches (whether or not a permanent establishment) both in Luxembourg and abroad.

In the event that the Board of Directors should determine that extraordinary political, economic or social developments have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, or with the cease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company. Such temporary measures will be taken and notified to any interested parties by the Board of Directors of the Company.

Art. 3. The company is established for an unlimited period.

Art. 4. The Company's object is to hold, directly or indirectly, interests in any form whatsoever, in other Luxembourg or foreign entities, to acquire by way of purchase, subscription or acquisition, any securities and rights of any kind through participation, contribution, underwriting firm purchase or option, negotiation or in any other way, or to acquire financial debt instruments in any form whatsoever, and to possess, administer, develop and manage such holding of interests.

The Company may also enter into the following transactions:

- To borrow money in any form or to obtain any form of credit facility and raise funds through, including, but not limited to, the issue of bonds, notes, promissory notes and other debt or equity instruments, the use of financial derivatives or otherwise.

- To render assistance in any form, including but not limited to advances, loans, money deposits and credits, to its subsidiaries or companies in which it has a direct or indirect interest, even not substantial, or any company being a direct or indirect shareholder of the Company or any company belonging to the same group as the company (hereafter referred to as the "Connected Companies" and each as a "Connected Company").

- For purposes of this Article, a company shall be deemed to be part of the same group as the Company if such other company directly or indirectly owns, is in control of, is controlled by, or is under common control with, the Company, in each case whether beneficially or as trustee, guardian or other fiduciary. A company shall be deemed to control another company if the controlling company possesses, directly or indirectly, all or substantially all of the share capital of the company or has the power to direct or cause the direction of the management or policies of the other company, whether through the ownership of voting securities, by contract or otherwise.

- To enter into any guarantee, pledge or any other form of security, whether by personal covenant or by mortgage or charge upon all or part of the undertaking, property assets (present or future) or by all or any of such methods, for the performance of any contracts or obligations of the Company and of any of the Connected Companies, or any directors or officers of the Company or any of the Connected Companies, and to render any assistance to the Connected Companies, within the limits of any applicable law.

- To enter into agreements, including, but not limited to any form of acquisition agreement, sale promise, partnership agreements, underwriting agreements, marketing agreements, management agreements, advisory agreements, administration agreements and other contracts for services, selling agreements, in relation to the raising of funds.

- Subject to the prior receipt of the relevant authorizations as foreseen by the laws of the Grand Duchy of Luxembourg, the Company can perform any commercial activity whatsoever which may be liable to promote its development or extension and to be in the interest of the Company.

- The company may take any measure to safeguard its rights and make any transactions whatsoever connected directly or indirectly in all areas as described above in order to facilitate the accomplishment of its purpose.

Art. 5. The subscribed capital of the company is fixed at USD 2.800.000,- (two million and eight hundred thousand United States Dollars) divided into 2.800.000 (two million and eight hundred thousand) shares with a nominal value of USD 1,- (one United States Dollar) each.

The shares are in registered or bearer form, at the option of the shareholders.

The company may, to the extent and under the terms permitted by law, redeem its own shares.

The subscribed capital of the company may be increased or reduced by a decision of the general meeting of shareholders voting with the same quorum as for the amendment of the Articles.

Board of directors and Statutory auditor

Art. 6. The company is administered by a board of not less than three members, shareholders or not, who are elected for a term which may not exceed six years by the general meeting and who can be dismissed at any time by the general meeting.

If the post of a director elected by the general meeting becomes vacant, the remaining directors thus elected, may provisionally fill the vacancy. In this case, the next general meeting will proceed to the final election.

Art. 7. The board of directors chooses among its members a chairman. If the chairman is unable to be present, his place will be taken by one of the directors present at the meeting designated to that effect by the board.

The meetings of the board of directors are convened by the chairman or by any two directors.

The board of directors can only validly debate and take decisions if the majority of its members is present or represented. Proxies between directors being permitted, a director can represent more than one of his colleagues.

Art. 8. The minutes of the meetings of the board of directors shall be signed by all the directors having assisted at the debates.

Copies or extracts shall be certified conform by one director or by a proxy.

Art. 9. The board of directors is vested with the broadest powers to perform all acts of administration and disposition in the company's interest. All powers not expressly reserved to the general meeting by the law of August 10, 1915, as subsequently modified, or by the present Articles of the company, fall within the competence of the board of directors.

Art. 10. The board of directors may delegate all or part of its powers concerning the daily management to members of the board or to third persons who need not be shareholders.

Art. 11. Towards third parties, the company is in all circumstances committed either by the joint signatures of any two directors or by the sole signature of the delegate of the board acting within the limits of his powers. In its current relations with the public administration, the company is validly represented by one director, whose signature legally commits the company.

Art. 12. The company is supervised by one or several statutory auditors, shareholders or not, who are appointed by the general meeting, which determines their number and their remuneration, and who can be dismissed at any time.

The term of the mandate of the statutory auditor(s) is fixed by the general meeting for a period not exceeding six years.

General meeting of Shareholders

Art. 13. The general meeting represents the whole body of shareholders. It has the most extensive powers to carry out or ratify such acts as may concern the corporation.

The convening notices are made in the form and delays prescribed by law.

Art. 14. The annual general meeting will be held in the municipality of the registered office at the place specified in the convening notice on the second Thursday of the month of June, at 11.00 o'clock.

If such day is a holiday, the general meeting will be held on the next following business day.

Art. 15. The board of directors or the auditor(s) may convene an extraordinary general meeting. It must be convened at the written request of shareholders representing 10% of the company's share capital.

Art. 16. Each share entitles to the casting of one vote.

The company will recognize only one holder for each share; in case a share is held by more than one person, the company has the right to suspend the exercise of all rights attached to that share until one person has been appointed as sole owner, in relation to the company.

Business year - Distribution of profits

Art. 17. The business year begins on January first and ends on December thirty-first of each year.

The board of directors draws up the annual accounts according to the legal requirements.

It submits these documents with a report of the company's activities to the statutory auditor(s) at least one month before the statutory general meeting.

Art. 18. At least 5% of the net profit for the financial year have to be allocated to the legal reserve fund. Such contribution will cease to be compulsory when the reserve fund reaches 10% of the subscribed capital.

The remaining balance is at the disposal of the general meeting.

Advances on dividends may be paid by the board of directors in compliance with the legal requirements.

The general meeting can decide to assign profits and distributable reserves to the amortization of the capital, without reducing the subscribed capital.

Dissolution - Liquidation

Art. 19. The company may be dissolved by a decision of the general meeting voting with the same quorum as for the amendment of the Articles.

Should the company be dissolved, the liquidation will be carried out by one or several liquidators, legal or physical persons, appointed by the general meeting which will specify their powers and remuneration.

General disposition

Art. 20. The law of August 10, 1915 on Commercial Companies as subsequently amended shall apply in so far as these Articles do not provide for the contrary.

Transitory Disposition

The first financial year begins on the date of incorporation of the company and ends on December 31, 2014.

The first annual general meeting shall be held in 2015.

The first directors and the first auditor(s) are elected by the extraordinary general shareholders' meeting that shall take place immediately after the incorporation of the company.

By way of derogation with article 7 of the Articles, the first chairman of the board of directors is designated by the extraordinary general meeting that designates the first board of directors of the company.

Subscription and Payment

The articles of association having been adopted, the appearing party, represented as stated here above, declares that the 2.800.000 (two million and eight hundred thousand) shares have been subscribed to as follows:

| Subscribers | Number of shares | Amount subscribed USD | Amount paid-up USD |
|--------------------------------------|---------------------|-----------------------------|---|
| EOS Servizi Fiduciari S.p.A. | 2.800.000 | 2.800.000,- | 2.800.000,- by way of a contribution in kind |
| TOTAL | 2.800.000 | 2.800.000,- | 2.800.000,- |

All the 2.800.000 (two million and eight hundred thousand) shares issued by the Company were subscribed as detailed above and were all paid up by way of a contribution in kind as follows:

EOS Servizi Fiduciari S.p.A., duly represented by Mrs Vania BARAVINI, prenamed, residing in Luxembourg by virtue of a proxy given in Milan on December 16, 2013, declares to subscribe to the ownership of 2.800.000 (two million and eight hundred thousand) shares having a par value of USD 1,- (one USD) each, and to fully pay up such shares by a contribution in kind consisting in 223 (two hundred and twenty-three) shares held by EOS Servizi Fiduciari S.p.A. in the US company ONE CPW VIEW LTD, with registered office c/o Pino & Associates LLP, 50 Main Street, White Plains, New York, which have at least a value of USD 2.800.000,- (two million and eight hundred thousand USD), and which is to be allocated to the subscription of 2.800.000 (two million and eight hundred thousand) shares to be issued by the Company and having a total nominal value of USD 2.800.000,- (two million and eight hundred thousand USD).

Evidence of such contribution in kind and its total value has been given to the notary by a copy of a valuation report, issued in accordance to the art. 26-1 of the law dated August 10, 1915, by A3T S.A., Réviseur d'entreprises agréé, having its registered office at 44, bld Grande-Duchesse Charlotte, L-1330 Luxembourg (the "Auditor") which has valued the contribution in kind at least an amount of USD 2.800.000,- (two million and eight hundred thousand USD), which is equal to the value of the shares issued by the Company, the conclusion of the Auditor's report being the following:

"Based on the work performed and described above, we have no observation to mention on the value of the contribution in kind which corresponds at least in number and nominal value to the 2.800.000 ordinary shares with a nominal value of USD 1,- each, to be issued."

All the necessary powers are granted to the holder of a copy of the present deed in order to make ONE CPW VIEW LTD duly finalize the registration of the Company as registered holder of the 223 shares issued by ONE CPW VIEW LTD and representing 100% of its corporate capital.

Verification

The notary executing this deed declares that the conditions prescribed in art. 26 of the law of August 10, 1915 on Commercial Companies as subsequently amended have been fulfilled and expressly bears witness to their fulfillment.

Expenses

The amount of the expenses for which the company is liable as a result of its incorporation is approximately fixed at EUR 3,000.-.

Extraordinary general meeting

Immediately after the incorporation of the company, the appearing person, acting in the above stated capacities, representing the whole of the share capital, considering itself to be duly convened, passed the following resolutions:

First resolution

The number of directors is fixed at 3 (three).

The following have been elected as directors, their mandate expiring at the general meeting which will be called to deliberate on the financial statements of the first business year:

1. Ms. Vania BARAVINI, born on May 21, 1964, in Esch-sur-Alzette, residing at 89, rue Clair-Chêne, L-4062 Esch-sur-Alzette;

2. Ms. Cesara FIRPO, born on March 13, 1963, in Vigevano (Italy), residing professionally at 15, via Carducci, I-20123 Milano (Italy);

3. Mr. Alessandro CUSUMANO, born on April 6, 1981, in Borgomanero (Italy), residing professionally at 3, rue des Bains, L-1212 Luxembourg.

Ms. Cesara FIRPO is elected as chairman of the board of directors.

Second resolution

The following has been appointed as statutory auditor, its mandate expiring at the general meeting which will be called to deliberate on the financial statements of the first business year:

DIMEST S.A., having its registered office at 3, rue des Bains, L-1212 Luxembourg, registered with the Trade and Companies Register of Luxembourg under the number B 176.670.

Third resolution

The company's registered office is located at L-1212 Luxembourg, 3, rue des Bains.

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

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

The document having been read and translated into the language of the persons appearing, all of whom are known to the notary by their surnames, Christian names, civil status and residences, said persons appearing

Suit la traduction en français du texte qui précède:

L'AN DEUX MILLE TREIZE, LE DIX-NEUF DECEMBRE.

Par-devant la soussignée Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert, Grand-Duché de Luxembourg.

A comparu:

EOS Servizi Fiduciari S.p.A., une société de droit italien, ayant son siège social à via Montebello n. 39, Milan (Italie), inscrite auprès du Registre de Commerce de Milan sous le numéro 07068510150,

ici représentée par Madame Vania BARAVINI, demeurant professionnellement à Luxembourg, Grand-Duché de Luxembourg,

en vertu d'une procuration signée à Milan le 16 décembre 2013.

Laquelle procuration, signée «ne varietur» par le mandataire de la partie comparante et le notaire instrumentaire, restera annexée au présent acte aux fins de formalisation.

Lequel mandataire, agissant en sa susdite qualité, a requis le notaire instrumentaire d'arrêter ainsi qu'il suit les statuts d'une société anonyme que la partie pré-mentionnée déclare constituer par les présentes:

Dénomination - Siège - Durée - Objet - Capital

Art. 1^{er}. Entre la personne ci-avant désignée et toutes celles qui deviendraient dans la suite propriétaire des actions ci-après créées, il est formé une société anonyme sous la dénomination de Atlantic Mercantile Holding S.A. (la «Société»), régie par les présents statuts (les «Statuts») et par les lois luxembourgeoises actuellement en vigueur, et plus particulièrement par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la «Loi»).

Art. 2. Le siège social de la Société est établi dans la Ville de Luxembourg, Grand-Duché de Luxembourg.

Il pourra être transféré en tout autre lieu de la commune de Luxembourg par décision du conseil d'administration.

Il pourra être transféré en tout autre lieu du Grand-Duché de Luxembourg ou à l'étranger par décision de l'assemblée générale extraordinaire des associés prise dans les conditions requises par la Loi.

La Société pourra ouvrir des bureaux ou succursales permanents ou non, au Luxembourg et à l'étranger.

Au cas où le Conseil d'Administration estimerait que des événements extraordinaires d'ordre politique, économique ou social de nature à compromettre l'activité normale au siège social, ou la communication aisée avec ce siège ou de ce siège avec l'étranger se sont produits ou sont imminents, il pourra transférer provisoirement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales; cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la Société laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise. Cette mesure temporaire sera prise et portée à la connaissance des tiers par le conseil de gérance de la Société.

Art. 3. La société est constituée pour une durée illimitée.

Art. 4. L'objet de la Société est de détenir, directement ou indirectement, des participations, sous quelque forme que ce soit, dans toutes sociétés ou entreprises luxembourgeoises ou étrangères et d'acquérir au moyen d'achat, de souscription, d'acquisition tous titres et droits, sous quelque forme que ce soit, par voie de participation, d'apport, de prise

ferme ou d'option d'achat, de négociation et de toute autre manière, ou d'acquérir des instruments financiers, sous quelque forme que ce soit, et de posséder, d'administrer, de développer et de gérer cette détention de participations.

La Société peut réaliser les opérations suivantes:

- L'emprunt d'argent, sous quelque forme que ce soit, ou l'obtention de crédit, sous quelque forme que ce soit, et la levée de fonds au moyen de, comprenant mais sans limitation, l'émission d'obligations, de billets à ordre, de reconnaissances de dettes et d'autres instruments obligataires, l'utilisation de produits dérivés ou autres.

- L'assistance, sous quelque forme que ce soit, comprenant mais sans limitation, par avances, prêts, dépôts monétaires et crédits, à ses filiales ou sociétés dans lesquelles elle a un intérêt financier direct ou indirect, même non substantiel, ou à des sociétés qui sont actionnaires directs ou indirects de la Société ou à des sociétés appartenant au même groupe de la Société (dénommées ci-après les «Sociétés Affiliées» et chacune comme la «Société Affiliée»).

- Pour les besoins de cet article, une société sera considérée comme appartenant au même groupe de la Société si cette société détient, directement ou indirectement, contrôle, est contrôlée par, ou est sous contrôle commun avec, la Société, dans tous les cas que ce soit en tant que bénéficiaire économique, mandataire, gardien ou autres fiducies. Une société sera considérée contrôler une autre société si la première société détient, directement ou indirectement, tout ou quasi tout le capital social de la société contrôlée ou a le pouvoir de diriger ou influencer la direction de la gestion ou de la politique de l'autre société, tant par son droit de vote que par contrat ou autrement.

- L'octroi de garantie, de gage ou de tout autre forme de privilège, que ce soit par des conventions personnelles ou hypothécaires, sur l'entière ou une partie de l'entreprise, sur les biens (présents et futurs) quel que soit la méthode, en vue de l'accomplissement de tous contrats ou de toutes obligations de la Société et de toute Société Affiliée, ou de tout directeur ou officier de la Société ou des Sociétés Affiliées et de donner assistance aux Sociétés Affiliées dans les limites des lois applicables.

- La conclusion de contrats, comprenant mais sans limitation, sous toutes formes de contrat d'acquisition, de promesse de vente, de contrats d'association, de contrats de prise ferme, de contrats de marketing, de contrats de gestion et de mise à disposition, de contrats d'administration et tout autre contrat pour les services, les contrats de vente, en relation avec la levée de fonds.

- Sous réserve de l'obtention préalables des autorisations telles que requises par les lois du Grand-Duché de Luxembourg, la Société peut accomplir toute activité commerciale généralement quelconque, susceptible de faciliter son développement ou extension ou d'être dans l'intérêt de la Société.

- La Société peut prendre toutes mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques, en relation directe ou indirecte avec les secteurs décrits ci-dessus et aux fins de faciliter l'accomplissement de son objet.

Art. 5. Le capital souscrit de la société est fixé à USD 2.800.000,- (deux millions huit cent mille dollars des Etats Unis) représenté par 2.800.000 (deux millions huit cent mille) actions d'une valeur nominale de USD 1,- (un dollar des Etats Unis) chacune.

Les actions sont nominatives ou au porteur au choix de l'actionnaire.

La société peut, dans la mesure et aux conditions prescrites par la loi, racheter ses propres actions.

Le capital souscrit de la société peut être augmenté ou réduit par décision de l'assemblée générale des actionnaires statuant comme en matière de modification des statuts.

Administration - Surveillance

Art. 6. La société est administrée par un conseil composé de trois membres au moins, actionnaires ou non, nommés pour un terme qui ne peut excéder six ans par l'assemblée générale et toujours révocables par elle.

En cas de vacance d'une place d'administrateur nommé par l'assemblée générale, les administrateurs restants ainsi nommés ont le droit d'y pourvoir provisoirement. Dans ce cas, l'assemblée générale, lors de la première réunion, procède à l'élection définitive.

Art. 7. Le conseil d'administration élit parmi ses membres un président. En cas d'empêchement du président, l'administrateur désigné à cet effet par les administrateurs présents, le remplace.

Le conseil d'administration se réunit sur la convocation du président ou sur la demande de deux administrateurs.

Le conseil d'administration ne peut valablement délibérer et statuer que si la majorité de ses membres est présente ou représentée. Le mandat entre administrateurs étant admis, un administrateur peut représenter plus d'un de ses collègues.

Art. 8. Les procès-verbaux des séances du conseil d'administration sont signés par les membres présents aux séances. Les copies ou extraits seront certifiés conformes par un administrateur ou par un mandataire.

Art. 9. Le conseil d'administration est investi des pouvoirs les plus étendus pour faire tous les actes d'administration et de disposition qui rentrent dans l'objet social. Il a dans sa compétence tous les actes qui ne sont pas réservés expressément par la loi du 10 août 1915 et ses modifications ultérieures et les statuts à l'assemblée générale.

Art. 10. Le conseil d'administration pourra déléguer tout ou partie de ses pouvoirs de gestion journalière à des administrateurs ou à des tierces personnes qui ne doivent pas nécessairement être actionnaires.

Art. 11. Vis-à-vis des tiers, la société est engagée en toutes circonstances par les signatures conjointes de deux administrateurs ou par la signature individuelle d'un délégué du conseil dans les limites de ses pouvoirs. La signature d'un seul administrateur sera toutefois suffisante pour représenter valablement la société dans ses rapports avec les administrations publiques.

Art. 12. La société est surveillée par un ou plusieurs commissaires, actionnaires ou non, nommés par l'assemblée générale qui fixe leur nombre et leur rémunération, et toujours révocables.

La durée du mandat de commissaire est fixée par l'assemblée générale.

Elle ne pourra cependant dépasser six années.

Assemblée Générale

Art. 13. L'assemblée générale réunit tous les actionnaires. Elle a les pouvoirs les plus étendus pour décider des affaires sociales.

Les convocations se font dans les formes et délais prévus par la loi.

Art. 14. L'assemblée générale annuelle se réunit dans la commune du siège social, à l'endroit indiqué dans la convocation, le deuxième jeudi du mois de juin à 11.00 heures.

Si la date de l'assemblée tombe sur un jour férié, elle se réunit le premier jour ouvrable qui suit.

Art. 15. Une assemblée générale extraordinaire peut être convoquée par le conseil d'administration ou par le(s) commissaire(s). Elle doit être convoquée sur la demande écrite d'actionnaires représentant 10% du capital social.

Art. 16. Chaque action donne droit à une voix.

La société ne reconnaît qu'un propriétaire par action. Si une action de la société est détenue par plusieurs propriétaires en propriété indivise, la société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

Année sociale - Répartition des bénéfices

Art. 17. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

Le conseil d'administration établit les comptes annuels tels que prévus par la loi.

Il remet ces pièces avec un rapport sur les opérations de la société un mois au moins avant l'assemblée générale ordinaire au(x) commissaire(s).

Art. 18. Sur le bénéfice net de l'exercice, il est prélevé 5% au moins pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint 10% du capital social.

Le solde est à la disposition de l'assemblée générale.

Le conseil d'administration pourra verser des acomptes sur dividendes sous l'observation des règles y relatives.

L'assemblée générale peut décider que les bénéfices et réserves distribuables seront affectés à l'amortissement du capital sans que le capital exprimé soit réduit.

Dissolution - Liquidation

Art. 19. La société peut être dissoute par décision de l'assemblée générale, statuant suivant les modalités prévues pour les modifications des statuts. Lors de la dissolution de la société, la liquidation s'effectuera par les soins d'un ou de plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale qui détermine leurs pouvoirs et leur rémunération.

Disposition générale

Art. 20. La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.

Dispositions transitoires

Le premier exercice social commence le jour de la constitution de la société et se termine le 31 décembre 2014.

La première assemblée générale annuelle se tiendra en 2015.

Les premiers administrateurs et le(s) premier(s) commissaire(s) sont élus par l'assemblée générale extraordinaire des actionnaires suivant immédiatement la constitution de la société.

Par dérogation à l'article 7 des statuts, le premier président du conseil d'administration est désigné par l'assemblée générale extraordinaire désignant le premier conseil d'administration de la société.

Souscription et Libération

Les statuts ayant été ainsi adoptés, la partie comparante, représentée comme dit ci-avant, déclare que les 2.800.000 (deux millions huit cent mille) actions ont été souscrites comme suit:

| Souscripteurs | Nombre d'actions | Montant souscrit USD | Montant libéré USD |
|-----------------------------------|---------------------|----------------------------|---|
| EOS Servizi Fiduciari S.p.A. | 2.800.000 | 2.800.000,- | 2.800.000,- moyennant apport en nature |
| TOTAL | 2.800.000 | 2.800.000,- | 2.800.000,- |

Toutes les 2.800.000 actions émises par la Société ont été souscrites comme détaillé ci-avant et ont été libérées comme suit:

EOS Servizi Fiduciari S.p.A., dûment représentée par Madame Vania BARAVINI, prénommée, demeurant à Luxembourg, en vertu d'une procuration, donnée à Milan le 16 décembre 2013, déclare souscrire à la propriété de 2.800.000 (deux millions huit cent mille) actions d'une valeur nominale de 1,- USD (un US dollar) chacune, et de libérer intégralement ces actions par un apport en nature, consistant en 223 actions détenues par EOS Servizi Fiduciari S.p.A. dans le capital de la société ONE CPW VIEW LTD, ayant son siège social c/o Pino & Associates LLP, 50 Main Street, White Plains, New York, qui ont au moins une valeur estimée à USD 2.800.000,- (deux millions huit cent mille dollars des Etats Unis) et qui est alloué à la souscription de 2.800.000 (deux millions huit cent mille) actions à émettre par la Société et ayant une valeur nominal totale de USD 2.800.000,- (deux millions huit cent mille dollars des Etats Unis).

La preuve de cet apport en nature et sa valeur totale ont été donné au notaire sous la forme d'une copie d'un rapport d'évaluation lequel indique que A3T S.A., Réviseur d'Entreprises Agréé, ayant son siège social au 44, bld Grande-Duchesse Charlotte, L-1330 Luxembourg (the "Auditor"), a évalué l'apport en nature à un montant d'au moins USD 2.800.000,- (deux millions huit cent mille dollars des Etats Unis) ce qui est égal à la valeur des actions émises par la Société, les conclusions du rapport du Réviseur d'Entreprise Agréé étant les suivantes:

«Sur la base du travail effectué et décrit ci-avant, nous n'avons pas d'observation à mentionner sur la valeur de l'apport en nature qui correspond au moins en nombre et en valeur nominale à 2.800.000 actions ordinaires ayant une valeur nominale de USD 1,- chacune, à émettre.»

Tous pouvoirs sont en outre conférés au porteur d'une copie des présentes à l'effet de faire dûment finaliser à ONE CPW VIEW LTD l'enregistrement de la Société comme détenteur inscrit des 223 actions remises par ONE CPW VIEW LTD et représentant 100% du capital social de cette dernière.

Constatation

Le notaire instrumentant a constaté que les conditions exigées par l'article 26 de la loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures ont été accomplies.

Frais

Les parties ont évalué les frais incombant à la société du chef de sa constitution à environ EUR 3.000,-.

Assemblée Générale extraordinaire

Et à l'instant, le comparant, ès qualité qu'il agit, représentant l'intégralité du capital social, s'est constitué en assemblée générale extraordinaire à laquelle il se reconnaît dûment convoqué et a pris les résolutions suivantes:

Première résolution

Le nombre d'administrateurs est fixé à trois.

Sont appelés aux fonctions d'administrateurs, leur mandat expirant à l'assemblée générale statuant sur les comptes du premier exercice social:

1. Madame Vania BARAVINI, née le 21 mai 1964 à Esch-sur-Alzette et résidente au 89, rue Clair-Chêne, L-4062 Esch-sur-Alzette;

2. Madame Cesara FIRPO, née le 13 mars 1963 à Vigevano (Italie) et résidente au 15, via Carducci, I-20123 Milano (Italie);

3. Monsieur Alessandro CUSUMANO, né le 6 avril 1981 à Borgomanero (Italie) et résident au 3, rue des Bains, L-1212 Luxembourg.

Madame Cesara FIRPO est nommée aux fonctions de président du conseil d'administration.

Deuxième résolution

Est appelée aux fonctions de commissaire aux comptes, son mandat expirant à l'assemblée générale statuant sur les comptes du premier exercice social:

158573

DIMEST S.A., ayant son siège statutaire au 3, rue des Bains, L-1212 Luxembourg, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 176.670.

Troisième résolution

Le siège social de la société est fixé à L-1212 Luxembourg, 3, rue des Bains.

Le notaire soussigné qui comprend et parle l'anglais, constate qu'à la demande des comparants, le présent acte est rédigé en langue anglaise suivi d'une traduction en français. Sur demande des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, la version anglaise prévaudra.

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

Et après lecture faite au comparant, connu du notaire instrumentaire par ses nom, prénom usuel, état et demeure, le comparant a signé avec Nous notaire le présent acte.

Signé: V. BARAVINI, C. DELVAUX.

Enregistré à Redange/Attert, le 20 décembre 2013. Relation: RED/2013/2298. Reçu soixante-quinze euros (75,00 €).

Le Releveur (signé): T. KIRSCH.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de la publication au Mémorial C, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 20 décembre 2013.

M^e Cosita DELVAUX.

Référence de publication: 2013179413/420.

(130219716) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2013.

Mediatrix Belux, GEIE, Groupement Européen d'Intérêt Economique.

Siège social: L-2351 Luxembourg, 16, rue des Primevères.

R.C.S. Luxembourg D 87.

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CLOTURE DE LIQUIDATION

Extrait

Il ressort du procès-verbal de l'assemblée générale extraordinaire du 9 décembre 2013

1. que le groupement européen d'intérêt économique est dissout et qu'il a cessé d'exister.
2. que décharge est accordée aux gérants
3. que les livres et documents de la société seront conservés pendant la durée légale au siège de la société anonyme luxembourgeoise MEDIXIM S.A., 16, rue des Primevères, L-2351 Luxembourg.

Luxembourg, le 9 décembre 2013.

Pour extrait conforme

Référence de publication: 2013175965/16.

(130214825) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 décembre 2013.

**Henley Trust (Luxembourg) S.à r.l., Société à responsabilité limitée,
(anc. Geert Dirlx S.à r.l.).**

Capital social: EUR 25.000,00.

Siège social: L-2561 Luxembourg, 31, rue de Strasbourg.

R.C.S. Luxembourg B 172.533.

—
L'AN DEUX MIL TREIZE, LE DIX-NEUVIEME JOUR DU MOIS DE DECEMBRE.

Par-devant Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert.

Ont comparu:

1. Monsieur Geert DIRKX, expert-comptable, demeurant professionnellement au 31, rue de Strasbourg, L-2561 Luxembourg, l'usufruitier de toutes les parts sociales de la société GEERT DIRKX S.à r.l., (ci-après «la Société»);
2. LUTRAG AG, une société anonyme de droit luxembourgeois, ayant son siège social au 31, rue de Strasbourg, L-2561 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 153.364, le nu-proprétaire de toutes les parts sociales de GEERT DIRKX S.à r.l..

Les parties comparantes prient le notaire d'acter ce qui suit:

I. La société «GEERT DIRKX S.à r.l.», une société à responsabilité limitée, ayant son siège à L-2561 Luxembourg, 31, rue de Strasbourg, inscrite au Registre de Commerce de Luxembourg sous le numéro B 172.533, a été constituée le 2 novembre 2012 devant Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, acte publié au Mémorial C,

Recueil des Sociétés et des Associations, numéro 2935, page 140857, du 4 décembre 2012. Les statuts n'ont pas été modifiés depuis.

II. Le capital de la Société s'élève à douze mille cinq cents euros (EUR 12.500,-) représenté par cent (100) parts sociales sans indication de valeur nominale, chacune entièrement libérée.

III. Que l'agenda de la présente assemblée est:

1. Changement de la dénomination sociale de GEERT DIRKX S.à r.l. en HENLEY TRUST (LUXEMBOURG) S.à r.l.
2. Augmentation du capital de la Société d'un montant de douze mille cinq cents euros (EUR 12.500,-) afin de le porter de son montant actuel de douze mille cinq cents euros (EUR 12.500,-) au montant de vingt-cinq mille euros (EUR 25.000,-) sans émission de nouvelles parts sociales.
3. Modification et totale refonte des statuts de la Société.
4. Divers.

Les parties comparantes prient le notaire instrumentant de prendre acte des résolutions suivantes:

Première résolution

Les associés décident de changer la dénomination de «GEERT DIRKX S. à r.l.» en «HENLEY TRUST (LUXEMBOURG) S.à r.l.».

Deuxième résolution

Les associés décident d'augmenter le capital de la Société d'un montant de douze mille cinq cents euros (EUR 12.500,-) afin de le porter de son montant actuel de douze mille cinq cents euros (EUR 12.500,-) au montant de vingt-cinq mille euros (EUR 25.000,-) sans émission de nouvelles parts sociales.

Souscription et paiement

Les associés existants, prénommés, souscrivent intégralement à l'augmentation de capital et paient intégralement le montant de douze mille cinq cents euros (EUR 12.500,-) en espèces.

Preuve du paiement a été donnée au notaire instrumentant.

Troisième résolution

Les associés décident de changer et refondre intégralement les statuts de la Société comme suit:

Art. 1^{er}. Il est formé une société à responsabilité limitée sous la dénomination «HENLEY TRUST (LUXEMBOURG) S.à r.l.» qui sera régie par les lois relatives à une telle entité (ci-après «la Société»), et en particulier la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après «la Loi»), ainsi que par les présents statuts de la Société (ci-après «les Statuts»).

Art. 2. Le siège social est établi à Luxembourg.

Le siège social peut être transféré à l'intérieur de la commune par simple décision du gérant, ou en cas de pluralité de gérants, du conseil de gérance.

Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une délibération de l'assemblée générale extraordinaire des associés délibérant comme en matière de modification des Statuts.

La Société peut avoir des bureaux et des succursales tant au Luxembourg qu'à l'étranger.

Art. 3. La Société a pour objet l'exécution de tous travaux d'expertises comptables, fiscales, économiques et financières, de toutes les activités de domiciliation, ainsi que toutes activités se rattachant directement à la profession d'expert-comptable, fiscal, économique et financier.

La Société pourra prendre des participations dans toutes sociétés exerçant des activités similaires ou complémentaires.

D'une manière générale, la Société peut effectuer toute opération qu'elle jugera utile à la réalisation et au développement de son objet social.

L'énumération qui précède doit être interprétée de la façon la plus large.

Art. 4. La Société est constituée pour une durée illimitée. La Société ne sera pas dissoute par suite du décès, de la suspension des droits civils, de l'insolvabilité ou de la faillite de l'associé unique ou d'un des associés.

Art. 5. Le capital social est fixé à vingt-cinq mille euros (EUR 25.000,-) représenté par cent (100) parts sociales sans désignation de valeur nominale.

Il est prévu que la propriété de chaque part sociale pourra être exercée soit en pleine propriété soit en usufruit et en nue-propriété, et - dans ce dernier cas - respectivement par un associé dénommé «Usufruitier» et par un autre associé dénommé «Nu-propriétaire».

L'Usufruitier exerce à tout moment les droits de vote aux assemblées générales.

Le Nu-propriétaire bénéficie de tous les autres droits sociaux dans leur ensemble et plus spécifiquement le droit aux dividendes, le droit préférentiel de souscription des parts sociales nouvelles en cas d'augmentation de capital et le droit au produit de liquidation de la Société.

La qualité d'usufruitier ou de nu-propriétaire des parts sociales est matérialisée par l'inscription dans le registre des associés.

Les parts sociales sont et resteront nominatives.

Le capital peut être modifié à tout moment par une décision de l'associé unique ou par une décision de l'assemblée générale des associés, statuant comme en matière de modification des statuts.

La Société peut procéder au rachat de ses propres parts sociales, respectant les conditions prévues par la Loi.

Art. 6. La Société est gérée par un ou plusieurs gérants, nommés pour une durée limitée ou illimitée.

Si plusieurs gérants sont nommés, ils constituent un conseil de gérance. Le(s) gérant(s) n'est (ne sont) pas obligatoirement associés.

Le(s) gérant(s) est (sont) révocables ad nutum.

Dans les rapports avec les tiers, le(s) gérant(s) a (ont) tous pouvoirs pour agir au nom de la Société et pour effectuer et approuver tous actes et opérations conformément à l'objet social et pourvu que les termes du présent article aient été respectés.

Tous les pouvoirs non expressément réservés à l'assemblée générale des associés par la Loi ou les Statuts seront de la compétence du gérant et en cas de pluralité de gérants, du conseil de gérance.

La société est valablement engagée par la signature de son gérant unique et en cas de pluralité de gérants, par la signature conjointe de deux membres du conseil de gérance.

Le gérant, ou en cas de pluralité de gérants, le conseil de gérance, peut subdéléguer la totalité ou une partie de ses pouvoirs à un ou plusieurs agents ad hoc.

Le gérant, ou en cas de pluralité de gérants, le conseil de gérance, détermine les responsabilités et la rémunération (s'il y en a) de ces agents, la durée de leurs mandats ainsi que toutes autres conditions de leur mandat.

En cas de pluralité de gérants, les résolutions du conseil de gérance sont adoptées à la majorité des gérants présents ou représentés.

Une décision prise par écrit, approuvée et signée par tous les gérants, produira effet au même titre qu'une décision prise à une réunion du conseil de gérance.

Chaque gérant et tous les gérants peuvent participer aux réunions du conseil par conférence call par téléphone ou vidéo ou par tout autre moyen similaire de communication ayant pour effet que tous les gérants participant au conseil puissent se comprendre mutuellement.

Dans ce cas, le ou les gérants concernés seront censés avoir participé en personne à la réunion.

Art. 7. Le ou les gérants ne contractent à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Art. 8. L'année sociale commence le premier octobre et se termine le trente septembre de l'année suivante.

Art. 9. Chaque année, à la fin de l'exercice social, les comptes de la Société sont établis et le gérant, ou en cas de pluralité de gérants, le conseil de gérance prépare un inventaire comprenant l'indication de la valeur des actifs et passifs de la Société.

Tout associé peut prendre connaissance desdits inventaires et bilan au siège social.

Art. 10. Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net.

Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution de la réserve légale, jusqu'à celle-ci atteigne dix pour cent (10%) du capital social.

Le solde des bénéfices nets peut être distribué aux associés en proportion avec leur participation dans le capital de la Société.

Art. 11. La Société peut être dissoute à tout moment en respectant les conditions fixées par la Loi. Au moment de la dissolution de la Société, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui détermineront leurs pouvoirs et rémunérations.

Art. 12. Pour tout ce qui ne fait pas l'objet d'une prévision spécifique par les Statuts, il est fait référence à la Loi.

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

Et après lecture faite et interprétation donnée au comparant, connu du notaire instrumentaire par ses nom, prénom usuel, état et demeure, il a signé avec Nous notaire le présent procès-verbal.

Signé: G. DIRKX, C. DELVAUX.

Enregistré à Redange/Attert, le 20 décembre 2013. Relation: RED/2013/2295. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): T. KIRSCH.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de la publication au Mémorial C, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 20 décembre 2013.

M^e Cosita DELVAUX.

Référence de publication: 2013179820/129.

(130219682) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2013.

Sterling Holdings S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 20, avenue Monterey.

R.C.S. Luxembourg B 104.775.

Sterling Sub Holdings S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 20, avenue Monterey.

R.C.S. Luxembourg B 104.772.

—
PROJET DE FUSION / MERGER PROPOSAL

In the year two thousand and thirteen, on the twentieth day of the month of December.

Before Me Blanche Moutrier, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg.

There appeared:

1) Sterling Holdings S.A., a société anonyme, with registered office at 20, avenue Monterey, L-2163 Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 104.775, incorporated pursuant to a deed of 15th December 2004 of Me Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 1308 and 1309 of 22 December 2004 and whose articles of incorporation have been amended for the last time on 30 December 2009 pursuant to a deed of Me Henri Hellinckx, prenamed, published in the Mémorial number 693 of 1st April 2010 (hereafter the "Absorbing Company"), represented by Me Nora Filali, avocat, residing in Luxembourg, pursuant to a proxy dated 19 December 2013, which shall be registered with the present deed;

2) Sterling Sub Holdings S.A., a société anonyme, with registered office at 20, avenue Monterey, L-2163 Luxembourg and registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 104.772, incorporated pursuant to a deed of 14th December 2004 of Me Henri Hellinckx, published in the Mémorial number 1310 of 22nd December 2004, and whose articles of incorporation have been amended for the last time on 30th November 2010 pursuant to a deed of Me Blanche Moutrier, notary residing in Esch-sur-Alzette, published in the Mémorial number 77 of 14th January 2011 (hereafter the "Absorbed Company" and together with the Absorbing Company, the "Merging Companies") represented by Me Nora Filali, avocat, residing in Luxembourg, pursuant to a proxy dated 19 December 2013, which shall be registered with the present deed.

The appearing parties, represented as stated hereabove, have requested the undersigned notary to record the following merger proposal:

Merger Proposal

1) The Absorbing Company intends to merge with and to absorb the Absorbed Company. In this respect, the board of directors of the Absorbing Company and the board of directors of the Absorbed Company approved the merger of the Absorbing Company and of the Absorbed Company by acquisition by the Absorbing Company of the Absorbed Company.

2) The Absorbing Company holds all the shares in the Absorbed Company.

Consequently, the merger will be accomplished pursuant to articles 278 and following of the law of 10 August 1915 on commercial companies, as amended (the "Law on Commercial Companies").

3) The merger shall become effective on the first business day following one month after the publication of the present merger proposal in the Mémorial.

4) For accounting purposes, all operations of the Absorbed Company shall be considered as operations of the Absorbing Company as of 15 December 2013.

5) None of the shareholders of the Merging Companies has any special rights and no securities other than shares have been issued in the Merging Companies.

6) No particular advantages are granted to the directors or the auditors or experts (to the extent appointed) of the Merging Companies.

7) The shareholders of the Absorbing Company are entitled to inspect the documents specified under article 267 paragraph (1) a), b) and c) of the Law on Commercial Companies (namely, (i) the common draft terms of merger, (ii) the

annual accounts and the annual reports of the Merging Companies for the last three financial years and (iii) an accounting statement drawn up as at 15 December 2013) during a period of one month starting from the date of publication of the present deed in the Mémorial at the registered office of the Absorbing Company; on simple request any shareholder can obtain copies of these documents free of charge.

8) One or more shareholders of the Absorbing Company holding at least 5% of the shares in the subscribed capital are entitled during the period provided for under point 7) to require that a general meeting be called in order to decide whether or not to approve the merger.

9) Unless a contrary decision of a general meeting, the merger will, as set out before, become effective and will ipso jure, as set out under article 274 of the Law on Commercial Companies and point 3) hereabove, with the exception of article 274 paragraph (1) b), have the following consequences:

a) the universal transfer, both as between the Absorbed Company and the Absorbing Company and vis-à-vis third parties, of all the assets and liabilities of the Absorbed Company to the Absorbing Company;

b) the Absorbed Company shall cease to exist; and

c) the cancellation of the shares of the Absorbed Company held by the Absorbing Company.

10) The articles of incorporation of the Absorbing Company will not be altered as a result of the merger. The share capital of the Absorbing Company will not be increased as a result of the merger.

11) The Absorbing Company shall proceed to all formalities necessary or useful in order to give effect to the merger and the universal transfer of all assets and liabilities of the Absorbed Company.

12) The mandates of the directors of the Absorbed Company shall end at the effective date of the merger.

13) The corporate documents relating to the Absorbed Company will be kept at the registered office of the Absorbing Company for the period provided for by law.

In accordance with the provisions of article 271 paragraph (2) of the Law on Commercial Companies the undersigned notary certifies the lawfulness of the present merger proposal established in accordance with the Law on Commercial Companies.

The undersigned notary who understands and speaks English acknowledges that, at the request of the parties hereto, this deed is drafted in English, followed by a French translation; at the request of the same parties, in case of divergences between the English and the French version, the English version shall prevail.

Whereof the present deed was drawn up in Luxembourg, on the day before mentioned.

The document having been read to the appearing persons, all known to the notary by their surnames, names, civil status and residences, the said persons signed together with us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille treize, le vingtième jour du mois de décembre.

Par-devant Maître Blanche Moutrier, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg.

Ont comparu:

1) Sterling Holdings S.A., une société anonyme, avec siège social au 20, avenue Monterey, L-2163 Luxembourg, inscrite auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 104.775, constituée le 15 décembre 2004 suivant acte reçu de Me Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial») numéro 1308 et 1309 du 22 décembre 2004, dont les statuts ont été modifiés pour la dernière fois suivant acte reçu de Me Henri Hellinckx, prénommé, le 30 décembre 2009, publié au Mémorial numéro 693 du 1^{er} avril 2010 (ci-après la «Société Absorbante») représentée par Me Nora Filali, avocat, demeurant à Luxembourg, en vertu d'une procuration en date du 19 décembre 2013, qui sera enregistrée ensemble avec le présent acte;

2) Sterling Sub Holdings S.A., une société anonyme, avec siège social au 20, avenue Monterey, L-2163 Luxembourg, inscrite auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 104.772, constituée le 14 décembre 2004 suivant acte reçu de Me Henri Hellinckx, notaire de résidence à Luxembourg, publié au Mémorial numéro 1310 du 22 décembre 2004, dont les statuts ont été modifiés pour la dernière fois suivant acte reçu de Me Blanche Moutrier, notaire de résidence à Esch-sur-Alzette, en date du 30 novembre 2010, publié au Mémorial numéro 77 du 14 janvier 2011 (ci-après la «Société Absorbée» et ensemble avec la Société Absorbante, les «Sociétés Fusionnantes»), représentée par Me Nora Filali, avocat, demeurant à Luxembourg, en vertu d'une procuration en date du 19 décembre 2013, qui sera enregistrée ensemble avec le présent acte.

Les parties comparantes, ès qualités qu'elles agissent, ont demandé au notaire instrumentant d'acter le projet de fusion comme suit:

Projet de Fusion

1) La Société Absorbante a l'intention de fusionner par absorption avec la Société Absorbée. Dans ce contexte, le conseil d'administration de la Société Absorbante et le conseil d'administration de la Société Absorbée ont approuvé la

fusion de la Société Absorbante et de la Société Absorbée par absorption de la Société Absorbée par la Société Absorbante.

2) La Société Absorbante détient toutes les actions de la Société Absorbée.

En conséquence, la fusion sera effectuée sur base des articles 278 et suivants de la loi sur les sociétés commerciales du 10 août 1915, telle que modifiée (la «Loi sur les sociétés commerciales»).

3) La fusion sera effective, le premier jour ouvrable à compter de l'écoulement d'un délai d'un mois à partir de la publication du présent projet de fusion dans le Mémorial.

4) Du point de vue comptable, les opérations de la Société Absorbée seront considérées accomplies pour le compte de la Société Absorbante à partir du 15 décembre 2013.

5) Aucun des actionnaires des Sociétés Fusionnantes n'a des droits spéciaux et il n'y a pas d'autres titres que des actions qui ont été émis par les Sociétés Fusionnantes.

6) Aucun avantage particulier n'est attribué aux membres du conseil d'administration ou réviseurs ou experts (dans la mesure où ils étaient nommés) des Sociétés Fusionnantes.

7) Les actionnaires de la Société Absorbante auront le droit, pendant une période d'un mois suivant la publication du présent acte au Mémorial, de prendre connaissance des documents mentionnés à l'article 267 paragraphe (1) a), b) et c) de la Loi sur les sociétés commerciales (à savoir, (i) le projet commun de fusion, (ii) les comptes annuels et les rapports de gestion des Sociétés Fusionnantes des trois derniers exercices comptables et (iii) un état comptable arrêté au 15 décembre 2013) au siège social de la Société Absorbante; les actionnaires sont autorisés à recevoir copie de ces documents sans frais sur simple demande.

8) Un ou plusieurs actionnaires de la Société Absorbante détenant au moins cinq (5%) des parts sociales auront le droit de requérir, pendant la période prévue sous le point 7), qu'une assemblée générale soit convoquée afin de statuer sur l'approbation de la fusion.

9) Sous réserve d'une décision contraire de l'assemblée générale, la fusion, comme précédemment mentionné, sera effective et entraînera ipso jure, tel que mentionné à l'article 274 de la Loi sur les sociétés commerciales et du point 3) ci-dessus, avec exception de l'article 274 (1) b), les effets suivants:

a) la transmission universelle, tant entre la Société Absorbée et la Société Absorbante qu'à l'égard des tiers, de l'ensemble du patrimoine actif et passif de la Société Absorbée à la Société Absorbante;

b) la Société Absorbée cesse d'exister; et

c) l'annulation des actions de la Société Absorbée détenues par la Société Absorbante.

10) Les statuts de la Société Absorbante ne seront pas modifiés en conséquence de la fusion. Le capital social de la Société Absorbante ne sera pas augmenté en conséquence de la fusion.

11) La Société Absorbante procédera à toutes les formalités nécessaires ou utiles afin de donner effet à la fusion et à la transmission universelle de l'ensemble du patrimoine actif et passif de la Société Absorbée.

12) Les mandats des membres du conseil d'administration de la Société Absorbée prendront fin à la date effective de la fusion.

13) Les livres et documents de la Société Absorbante seront conservés au siège social de la Société Absorbante pendant le délai prévu par la loi.

Conformément à l'article 271 paragraphe (2) de la Loi sur les sociétés commerciales, le notaire instrumentant atteste la légalité du présent projet de fusion établi conformément à la Loi sur les sociétés commerciales.

Le notaire instrumentant, qui comprend et parle l'anglais, déclare par les présentes qu'à la demande des parties le présent acte est rédigé en anglais suivi d'une traduction française; à la demande des mêmes parties, en cas de divergences entre la version anglaise et la version française, la version anglaise fera foi.

En foi de quoi le présent acte a été rédigé à Luxembourg à la date indiquée au début des présentes.

Le document ayant été lu aux comparants, qui sont connus du notaire de par leurs nom, prénom, statut civil et résidence, le mandataire des comparants a signé avec Nous notaire l'original de cet acte.

Signé: N. Filali, Moutrier Blanche.

Enregistré à Esch/Alzette, Actes Civils, le 23 décembre 2013. Relation: EAC/2013/16932. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): A. Santioni.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 23 décembre 2013.

Référence de publication: 2013180382/156.

(130220120) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 décembre 2013.

Hauck & Aufhäuser Investment Gesellschaft S.A., Société Anonyme.

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

R.C.S. Luxembourg B 31.093.

Auflösung

Gemäß Beschluss des Vorstandes der Hauck Aufhäuser Investment Gesellschaft S.A. vom 19. Dezember 2013 wurde das Sondervermögen SvR Capital am 23. Dezember 2013 entsprechend Artikel 12 Nr. 3 d) des Allgemeinen Verwaltungsverordnungsreglements aufgelöst. Das Liquidationsverfahren wurde vollständig abgeschlossen. Eine Hinterlegung von Geldern bei der Caisse de Consignation war nicht notwendig.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, im Dezember 2013.

Für den Vorstand der Verwaltungsgesellschaft.

Référence de publication: 2013181162/1565/13.

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

Siège social: L-3390 Peppange, 77, rue de Crauthem.

R.C.S. Luxembourg B 156.134.

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

Signature.

Référence de publication: 2013169785/10.

(130206561) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 décembre 2013.

Logis Dot Com S.A., Société Anonyme.

Siège social: L-3877 Schiffflange, 33, rue du Stade.

R.C.S. Luxembourg B 182.159.

STATUTS

L'an deux mille treize, le vingt-cinq novembre.

Par-devant Maître Gérard LECUIT, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

Ont comparu:

1.- La société anonyme CHAOS PROPERTIES S.A., ayant son siège social à L-1530 Luxembourg, 53, rue Anatole France, R.C.S. Luxembourg B numéro 171071, constituée par acte du notaire soussigné en date du 14 août 2012, publié au Mémorial C numéro 2365 du 22 septembre 2012,

représentée par ses administrateurs habilités à engager la société par leurs signatures conjointes suite aux stipulations de l'article 12.- des statuts, et nommés à ces fonctions suivant décision prise en assemblée générale des actionnaires qui s'est tenue consécutivement audit acte de constitution, à savoir:

a.- Monsieur Joseph JUNKER, demeurant à L-5751 Frisange, 34C, rue Robert Schuman,

b.- La société civile immobilière GRISWISSCHEN SCI, ayant son siège social à L-5751 Frisange, 34C, rue Robert Schuman, R.C.S. Luxembourg E numéro 4.536,

représentée par Monsieur Joseph JUNKER, prénommé, en sa qualité de gérant,

nommé à cette fonction lors de l'assemblée générale des associés tenue consécutivement à l'acte de constitution reçu par le notaire Joseph ELVINGER de résidence à Luxembourg, en date du 15 juillet 2011, publié au Mémorial C numéro 2131 du 13 septembre 2011, et habilité à engager la société par sa seule signature suite aux stipulations de l'article 10, alinéa 2 des statuts.

2.- La société anonyme «EURO-PLAN & PROJEKT A.G.», ayant son siège social à L-7220 Helmsange, 49, route de Diekirch, R.C.S. Luxembourg B numéro 84175, constituée aux termes d'un acte reçu par le notaire Henri BECK de résidence à Echternach en date du 19 octobre 2001, publié au Mémorial C numéro 315 du 26 février 2002, et dont les statuts ont été modifiés à diverses reprises et pour la dernière fois aux termes d'un acte dressé par le notaire Tom METZLER alors de résidence à Luxembourg-Bonnevoie en date du 26 septembre 2006, publié au Mémorial C numéro 2207 du 25 novembre 2006, représentée par:

a) Monsieur Herbert HERY, ingénieur diplômé, demeurant à D-67126 Hochdorf-Assenheim, en sa qualité d'administrateur-délégué,

b) Monsieur Georges SCHMIT, conseiller économique en retraite, demeurant à L-7220 Helmsange, 49, route de Diekirch, en sa qualité d'administrateur,

tous les deux nommés à leurs dites fonctions suivant décision prise en assemblée générale du 2 mai 2012 et publiée par extrait du Mémorial C numéro 1529 du 19 juin 2012, et habilités à engager la société par leurs signatures conjointes suite aux stipulations contenues dans l'article 11., premier paragraphe, des statuts.

Lesquels comparants, ès-qualités qu'ils agissent, ont prié le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société anonyme à constituer entre eux.

Dénomination - Siège - Durée - Objet - Capital

Art. 1^{er}. Entre les personnes ci-avant désignées et toutes celles qui deviendraient dans la suite propriétaire des actions ci-après créées, il est formé une société anonyme sous la dénomination de «LOGIS DOT COM S.A.».

Art. 2. Le siège de la société est établi à Schifflange.

Par simple décision du conseil d'administration, la société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger.

Sans préjudice des règles du droit commun en matière de résiliation contractuelle, au cas où le siège de la société est établi par contrat avec des tiers, le siège de la société pourra être transféré sur simple décision du conseil d'administration à tout autre endroit de la commune du siège. Le siège social pourra être transféré dans toute autre localité du Grand-Duché par décision de l'assemblée générale.

Lorsque des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger, se sont produits ou seront imminents, le siège social pourra être transféré provisoirement à l'étranger jusqu'à cessation complète de ces circonstances anormales, sans que toutefois cette mesure puisse avoir d'effet sur la nationalité de la société, laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise.

Pareille déclaration de transfert du siège social sera faite et portée à la connaissance des tiers par l'un des organes exécutifs de la société ayant qualité de l'engager pour les actes de gestion courante et journalière.

Art. 3. La société est constituée pour une durée illimitée.

Art. 4. La société a pour objet l'exploitation d'une agence immobilière, la gérance, l'administration et l'exploitation de tous biens immobiliers, ainsi que l'achat, la vente et l'échange d'immeubles bâtis et non bâtis.

Elle pourra notamment réaliser toutes opérations commerciales, industrielles, financières, mobilières ou immobilières ainsi que toutes opérations généralement quelconques, qui se rattachent directement ou indirectement à son objet ou qui le favorisent.

Art. 5. Le capital souscrit de la société est fixé à EUR 50.000 (cinquante mille euros) représenté par 1.000 (mille) actions d'une valeur nominale de EUR 50 (cinquante euros) chacune.

Les actions sont nominatives ou au porteur au choix de l'actionnaire.

Le capital souscrit de la société peut être augmenté ou réduit par décision de l'assemblée générale des actionnaires statuant comme en matière de modification des statuts.

Administration - Surveillance

Art. 6. La société est administrée par un conseil composé de trois membres au moins, de Classe A et de Classe B, actionnaires ou non, nommés pour un terme qui ne peut excéder six ans par l'assemblée générale et toujours révocables par elle.

En cas de vacance d'une place d'administrateur nommé par l'assemblée générale, les administrateurs restants ainsi nommés ont le droit d'y pourvoir provisoirement. Dans ce cas, l'assemblée générale, lors de la première réunion, procède à l'élection définitive.

Si la société est établie par un actionnaire unique ou si à l'occasion d'une assemblée générale des actionnaires, il est constaté que la Société a seulement un actionnaire restant, le Conseil d'Administration peut être réduit à un Administrateur (L' «Administrateur Unique») jusqu'à la prochaine assemblée générale des actionnaires constatant l'existence de plus d'un actionnaire. Une personne morale peut être membre du Conseil d'Administration ou peut être l'Administrateur Unique de la Société. Dans un tel cas, son représentant permanent sera nommé ou confirmé en conformité avec la Loi.

Art. 7. Le conseil d'administration peut élire parmi ses membres un président. En cas d'empêchement du président, l'administrateur désigné à cet effet par les administrateurs présents, le remplace.

Le conseil d'administration se réunit sur la convocation du président ou sur la demande de deux administrateurs.

Le conseil d'administration ne peut valablement délibérer et statuer que si la majorité de ses membres est présente ou représentée, le mandat entre administrateurs étant admis sans qu'un administrateur ne puisse représenter plus d'un de ses collègues.

Les administrateurs peuvent émettre leur vote sur les questions à l'ordre du jour par lettre, télécopie ou courrier électronique, ces deux derniers étant à confirmer par écrit.

Une décision prise par écrit, approuvée et signée par tous les administrateurs, produira effet au même titre qu'une décision prise à une réunion du conseil d'administration.

Art. 8. Toute décision du conseil est prise à la majorité absolue des membres présents ou représentés. En cas de partage, la voix de celui qui préside la réunion du conseil est prépondérante.

Art. 9. Les procès-verbaux des séances du conseil d'administration sont signés par les membres présents aux séances. Les copies ou extraits seront certifiés conformes par un administrateur ou par un mandataire.

Art. 10. Le conseil d'administration est investi des pouvoirs les plus étendus pour faire tous les actes d'administration et de disposition qui rentrent dans l'objet social. Il a dans sa compétence tous les actes qui ne sont pas réservés expressément par la loi du 10 août 1915 et ses modifications ultérieures et les statuts à l'assemblée générale.

Art. 11. Le conseil d'administration pourra déléguer tout ou partie de ses pouvoirs de gestion journalière à des administrateurs ou à des tierces personnes qui ne doivent pas nécessairement être actionnaires.

Art. 12. Vis-à-vis des tiers, la société est engagée en toutes circonstances par les signatures conjointes d'un administrateur de classe A et d'un administrateur de classe B, dont obligatoirement celle d'un administrateur dûment autorisé par le Ministère des Classes Moyennes et du Tourisme à exercer les activités décrites dans l'objet social. La signature d'un seul administrateur de classe A ou de classe B sera toutefois suffisante pour représenter valablement la société dans ses rapports avec les administrations publiques.

Vis-à-vis des banques la société est engagée en toutes circonstances par les signatures conjointes de deux administrateurs, ou par la signature individuelle du Président du Conseil d'Administration.

Art. 13. La société est surveillée par un ou plusieurs commissaires, actionnaires ou non, nommés par l'assemblée générale qui fixe leur nombre et leur rémunération, et toujours révocables.

La durée du mandat de commissaire est fixée par l'assemblée générale. Elle ne pourra cependant dépasser six années.

Assemblée générale

Art. 14. La Société peut avoir un actionnaire unique lors de sa constitution. Il en est de même lors de la réunion de toutes ses actions en une seule main. Le décès ou la dissolution de l'actionnaire unique n'entraîne pas la dissolution de la société.

S'il y a seulement un actionnaire, l'actionnaire unique assure tous les pouvoirs conférés à l'assemblée générale des actionnaires et prend les décisions par écrit.

L'assemblée générale réunit tous les actionnaires. Elle a les pouvoirs les plus étendus pour décider des affaires sociales. Les convocations se font dans les formes et délais prévus par la loi.

Art. 15. L'assemblée générale annuelle se réunit dans la commune du siège social, à l'endroit indiqué dans la convocation, le dernier vendredi du mois d'avril à 16.00 heures.

Si la date de l'assemblée tombe sur un jour férié, elle se réunit le premier jour ouvrable qui suit.

Art. 16. Une assemblée générale extraordinaire peut être convoquée par le conseil d'administration ou par le(s) commissaire(s). Elle doit être convoquée sur la demande écrite d'actionnaires représentant 10 % du capital social.

Art. 17. Chaque action donne droit à une voix.

La société ne reconnaît qu'un propriétaire par action. Si une action de la société est détenue par plusieurs propriétaires en propriété indivise, la société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

Année sociale - Répartition des bénéfices

Art. 18. L'année sociale commence le 1^{er} janvier et finit le 31 décembre de chaque année.

Le conseil d'administration établit les comptes annuels tels que prévus par la loi.

Il remet ces pièces avec un rapport sur les opérations de la société un mois au moins avant l'assemblée générale ordinaire au(x) commissaire(s).

Art. 19. Sur le bénéfice net de l'exercice, il est prélevé 5% au moins pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint 10% du capital social.

Le solde est à la disposition de l'assemblée générale.

Le conseil d'administration pourra verser des acomptes sur dividendes sous l'observation des règles y relatives.

L'assemblée générale peut décider que les bénéfices et réserves distribuables seront affectés à l'amortissement du capital sans que le capital exprimé soit réduit.

Dissolution - Liquidation

Art. 20. La société peut être dissoute par décision de l'assemblée générale, statuant suivant les modalités prévues pour les modifications des statuts.

Lors de la dissolution de la société, la liquidation s'effectuera par les soins d'un ou de plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale qui détermine leurs pouvoirs et leur rémunération.

Disposition générale

Art. 21. La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.

Dispositions transitoires

Le premier exercice social commence le jour de la constitution de la société et se termine le 31 décembre 2014.

La première assemblée générale annuelle se tiendra en 2015.

Les premiers administrateurs et le(s) premier(s) commissaire(s) sont élus par l'assemblée générale extraordinaire des actionnaires suivant immédiatement la constitution de la société.

Par dérogation à l'article 7 des statuts, le premier président du conseil d'administration est désigné par l'assemblée générale extraordinaire désignant le premier conseil d'administration de la société.

Souscription et paiement

Les 1.000 (mille) actions ont été souscrites comme suit par:

| Souscripteurs | Nombre d'actions | Montant souscrit et libéré en EUR |
|---|------------------|-----------------------------------|
| 1. CHAOS PROPERTIES S.A., prénommée | 750 | 37.500.- |
| 2. EURO-PLAN & PROJEKT A.G. prénommée | 250 | 12.500.- |
| TOTAUX | 1000 | 50.000.- |

Toutes les actions ont été intégralement libérées par des versements en espèces, de sorte que la somme de EUR 50.000 (cinquante mille euros) se trouve dès à présent à la libre disposition de la société, preuve en ayant été donnée au notaire instrumentant.

Constatation

Le notaire instrumentant a constaté que les conditions exigées par l'article 26 de la loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures ont été accomplies.

Frais

Les parties ont évalué les frais incombant à la société du chef de sa constitution à environ mille euros (EUR 1.000.-)

Assemblée générale extraordinaire

Et à l'instant, les comparants, ès-qualités qu'ils agissent, représentant l'intégralité du capital social, se sont constitués en assemblée générale extraordinaire à laquelle ils se reconnaissent dûment convoqués et ont pris, à l'unanimité des voix, les résolutions suivantes:

Première résolution

Le nombre d'administrateurs est fixé à quatre.

Sont appelés aux fonctions d'administrateurs, leurs mandats expirant à l'assemblée générale statuant sur les comptes de l'exercice social prenant fin le 31 décembre 2014:

Administrateurs de Classe A:

1. Monsieur Joseph JUNKER, administrateur de sociétés, demeurant à L-5751 Frisange, 34C, rue Robert Schuman;
2. Monsieur Marco OLIVEIRA, project manger, demeurant à L-5751 Frisange, 34C, rue Robert Schuman;

Administrateurs de Classe B:

3. EURO-PLAN & PROJEKT A.G, ayant son siège social à L-7220 Helmsange, 49, route de Diekirch et ayant comme représentant permanent chargé de l'exécution de cette mission, Monsieur Georges SCHMIT, demeurant à L-7220 Helmsange, 49, route de Diekirch;

4. Madame Irina GOLOVENKO, agent immobilier, demeurant à L-2512 Luxembourg, 3, Place Sauerwiss;

Monsieur Joseph JUNKER est nommé aux fonctions de président du conseil d'administration.

Deuxième résolution

Est appelé aux fonctions de commissaire aux comptes, son mandat expirant à l'assemblée générale statuant sur les comptes du premier exercice social: AUDIEX S.A., ayant son siège social à L-1911 Luxembourg, 9, rue du Laboratoire, R.C.S. B 65.469.

Troisième résolution

Le siège social de la société est fixé au 33, rue du Stade, L-3877 Schiffflange.

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

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par noms, prénoms, états et demeures, les comparants ont signé avec le notaire le présent acte.

Signé: J. JUNKER, H. HERY, G. SCHMIT, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 26 novembre 2013. Relation: LAC/2013/53511. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 5 décembre 2013.

Référence de publication: 2013169778/201.

(130207085) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 décembre 2013.

Investindustrial Holdings S.A., Société Anonyme.

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

R.C.S. Luxembourg B 84.872.

Extrait des résolutions prises par les actionnaires de la société en date du 6 décembre 2013

En date du 6 décembre 2013, les actionnaires de la Société ont pris la résolution suivante:

- De renouveler le mandat de M. Marco Pierettori en tant qu'administrateur de la Société, avec effet rétroactif au 14 aout 2013, son mandat expirant après l'Assemblée Générale des Actionnaires de la Société devant se tenir en 2015.

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

Pour extrait sincère et conforme

Eckart Vogler

Administrateur

Référence de publication: 2013171570/15.

(130209452) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Industrial Project Coordination Company SA - SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-8041 Strassen, 65, rue des Romains.

R.C.S. Luxembourg B 13.619.

Les comptes annuels du 1^{er} juillet 2011 au 30 juin 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013171549/12.

(130208967) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

I.C.W., Société Anonyme.

Siège social: L-9516 Wiltz, 30, rue du Château.

R.C.S. Luxembourg B 95.242.

Les comptes annuels au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Wiltz, le 27/12/2012.

Référence de publication: 2013171547/10.

(130209891) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

High-Tech Imp-Ex Loris Mariotto S.à r.l., Société à responsabilité limitée.

Siège social: L-2220 Luxembourg, 551, rue de Neudorf.

R.C.S. Luxembourg B 99.287.

Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour le gérant

Référence de publication: 2013171538/10.

(130209040) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

HFX S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 44, rue de la Vallée.

R.C.S. Luxembourg B 152.578.

Le bilan au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013171537/10.

(130209086) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

H 96 Holding S.A., Société Anonyme Soparfi.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 57.179.

Les comptes au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

H 96 HOLDING S.A.

Régis DONATI / Jacopo ROSSI

Administrateur / Administrateur

Référence de publication: 2013171525/12.

(130209331) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

**Husky Loan Company Luxembourg S.à r.l., Société à responsabilité limitée,
(anc. LSF7 Husky Lux Purchaser S.à r.l.).**

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

R.C.S. Luxembourg B 151.007.

Le bilan au 12 mai 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 10 décembre 2013.

Un mandataire

Référence de publication: 2013171535/11.

(130209921) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Groupe de Narda Participations S.à r.l., Société à responsabilité limitée.

Siège social: L-1471 Luxembourg, 228-230, route d'Esch.

R.C.S. Luxembourg B 114.296.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013171524/10.

(130209174) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

GE-Systems, Société à responsabilité limitée.

Siège social: L-1513 Luxembourg, 29, boulevard Prince Félix.

R.C.S. Luxembourg B 41.327.

Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour la société

Signature

Référence de publication: 2013171515/11.

(130209644) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Global Access S.à r.l., Société à responsabilité limitée.

Siège social: L-9068 Ettelbruck, 33, rue Jean-Antoine Zinnen.

R.C.S. Luxembourg B 96.969.

Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

FIDUCIAIRE ROLAND KOHN S.à.r.l.

259 ROUTE D'ESCH

L-1471 LUXEMBOURG

Signature

Référence de publication: 2013171520/13.

(130208971) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

GCB Coal Holding II S.à r.l., Société à responsabilité limitée.

Siège social: L-1114 Luxembourg, 10, rue Nicolas Adames.

R.C.S. Luxembourg B 161.123.

Le bilan et annexes au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013171513/9.

(130209054) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Garage Kieffer s.à r.l., Société à responsabilité limitée.

Siège social: L-8422 Steinfort, 110-112, rue de Hobscheid.

R.C.S. Luxembourg B 112.520.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature

Mandataire

Référence de publication: 2013171509/11.

(130209481) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Gallo S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-5324 Contern, 1A, rue des Chaux.

R.C.S. Luxembourg B 50.280.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013171508/10.

(130209605) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Gallo S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-5324 Contern, 1A, rue des Chaux.

R.C.S. Luxembourg B 50.280.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013171507/10.

(130209604) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

GC Investments II S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2520 Luxembourg, 51, allée Scheffer.

R.C.S. Luxembourg B 160.301.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013171512/9.

(130209760) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

F.G.C. Mobile s.à.r.l., Société à responsabilité limitée.

R.C.S. Luxembourg B 100.028.

CLÔTURE DE LIQUIDATION

Par jugement du 27.11.2013, le Tribunal d'arrondissement de et à Diekirch, siégeant en matière commerciale a déclaré close les opérations de liquidation de la société à responsabilité limitée F.G.C. MOBILE Sàrl, ayant eu son siège social à L-9240 Diekirch, 6 Grand-Rue, inscrite au registre de commerce et des sociétés sous le numéro B 100028.

Le même jugement a donné décharge au liquidateur.

Pour extrait conforme

Me Claude SPEICHER

Le liquidateur / Avocat à la Cour

Référence de publication: 2013171901/14.

(130208760) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2013.

Home Consult S.A., Société Anonyme.

Capital social: EUR 30.986,69.

Siège social: L-9010 Ettelbruck, 6, rue de Bastogne.

R.C.S. Luxembourg B 101.642.

EXTRAIT

La société HOME CONSULT S.A., société de droit luxembourgeois, immatriculée au Registre de commerce et des sociétés de Luxembourg sous le numéro B 101 642, avec pour siège social, L-9047 Ettelbruck, 18, Rue Prince Henri, représentée par son administrateur unique, Madame GIRST Josée, née le 2 juillet 1957 à Ettelbruck et demeurant à L-9186 Stegen, 9, rue Nic Pletschette

Vous informe que l'adresse du siège de HOME Consult SA a changé comme suit:

6 rue de Bastogne L-9010 Ettelbruck

GIRST Josée.

Référence de publication: 2013171902/15.

(130208884) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 décembre 2013.

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

Siège social: L-2449 Luxembourg, 17, boulevard Royal.

R.C.S. Luxembourg B 166.798.

Monsieur Nicolas Vainker Bouvier de Lamotte, avec adresse professionnelle à 17 bd Royal, L-2449 Luxembourg, Monsieur Niels Aakrann, demeurant à 18 rue Gritt, L-6185 Gonderange et Monsieur Daan Martin, avec adresse professionnelle à 17 bd Royal, L-2449 Luxembourg, ont démissionné comme administrateurs de la société, Acoso Holding SA, SPF, RCS Luxembourg B 166798, le 9 décembre 2013.

Vainker & Associates S.à r.l., avec son siège social à 17 boulevard Royal, L-2449 Luxembourg, a déposé son mandat comme commissaire aux comptes de la société, Acoso Holding SA, SPF, RCS Luxembourg B 166798, le 9 décembre 2013.

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

Signature.

Référence de publication: 2013171904/15.

(130209778) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

SoGeris, Groupement d'Intérêt Economique.

Siège social: L-9010 Ettelbruck, 6, rue de Bastogne.

R.C.S. Luxembourg C 98.

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EXTRAIT

Entre les associés,

la société HOME CONSULT S.A., société de droit luxembourgeois, immatriculée au Registre de commerce et des sociétés de Luxembourg sous le numéro B 101 642, avec pour siège social, L-9047 Ettelbrück, 18, Rue Prince Henri, représentée par son administrateur unique, Madame GIRST Josée, née le 2 juillet 1957 à Ettelbrück et demeurant à L-9186 Stegen, 9, rue Nic Pletschette

et

la société URBANGEST SÀRL., société de droit luxembourgeois, immatriculée au Registre de commerce et des sociétés de Luxembourg sous le numéro B 148 771, avec pour siège social, L-9047 Ettelbrück, 18, Rue Prince Henri, représentée par son administrateur Di-Pillo Pascal Robert, né le 27 février 1965 à LONGWY et demeurant à B-6780 Messancy, 24 rue de Guerlange

Conviennent de commun accord de changer dans l'article 2 des statuts l'adresse du siège de SoGeris Gie comme suit:
6 rue de Bastogne L-9010 Ettelbruck

Art. 2. Le siège du Groupement est établi au 18, rue Prince Henri, L-9047 ETTTELBRUCK

Il pourra être transféré en toute autre localité du Grand-Duché de Luxembourg par simple décision du Conseil d'Administration.

GIRST Josée / Di-Pillo Pascal.

Référence de publication: 2013171918/24.

(130209963) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Soludi S.A., Société Anonyme.

Siège social: L-8540 Ospern, 14, An der Acht.

R.C.S. Luxembourg B 95.295.

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LIQUIDATION JUDICIAIRE

Par jugement rendu en date du 13 novembre 2013, le Tribunal d'Arrondissement de et à Diekirch, siégeant en matière commerciale, a ordonné en vertu de l'article 203 de la loi du 10 août 1915 concernant les sociétés commerciales, la dissolution et la liquidation de

la société anonyme SOLUDI S.A., établie et ayant son siège social à L-8540 Ospern, 14, An der Acht, inscrite au registre de commerce et des sociétés de et à Diekirch sous le numéro B 95295.

Le même jugement a nommé Juge-Commissaire Monsieur le Juge Jean-Claude WIRTH, et liquidateur Maître Daniel BAULISCH, Avocat à la Cour, demeurant à L-9225 Diekirch, 9, rue de l'Eau.

Le Tribunal d'Arrondissement de et à Diekirch a déclaré applicables les dispositions légales relatives à la liquidation de la faillite et a dit que le présent jugement est exécutoire par provision.

Le Tribunal d'Arrondissement de et à Diekirch a également mis les frais à charge de la société, sinon, en cas d'absence ou d'insuffisance d'actif, à charge du Trésor.

Pour extrait conforme

Me Daniel BAULISCH

Le liquidateur

Référence de publication: 2013171919/22.

(130209690) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

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

Siège social: L-8552 Oberpallen, 8, rue de la Platinerei.

R.C.S. Luxembourg B 95.389.

LIQUIDATION JUDICIAIRE

Par jugement rendu en date du 13 novembre 2013, le Tribunal d'Arrondissement de et à Diekirch, siégeant en matière commerciale, a ordonné en vertu de l'article 203 de la loi du 10 août 1915 concernant les sociétés commerciales, la dissolution et la liquidation de

la société à responsabilité limitée LOOKING s. à r.l., établie et ayant son siège social à L-8552 Oberpallen, 8, rue de la Platinerei, inscrite au registre de commerce et des sociétés de et à Diekirch sous le numéro B 95389.

Le même jugement a nommé Juge-Commissaire Monsieur le Juge Jean-Claude WIRTH, et liquidateur Maître Daniel BAULISCH, Avocat à la Cour, demeurant à L-9225 Diekirch, 9, rue de l'Eau.

Le Tribunal d'Arrondissement de et à Diekirch a déclaré applicables les dispositions légales relatives à la liquidation de la faillite et a dit que le présent jugement est exécutoire par provision.

Le Tribunal d'Arrondissement de et à Diekirch a également mis les frais à charge de la société, sinon, en cas d'absence ou d'insuffisance d'actif, à charge du Trésor.

Pour extrait conforme

Me Daniel BAULISCH

Le liquidateur

Référence de publication: 2013171915/22.

(130209691) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Zina S.A., Société Anonyme.

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

R.C.S. Luxembourg B 92.242.

Le bilan au 31/12/2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 10 décembre 2013.

Référence de publication: 2013171894/10.

(130209834) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

XPECT SA, Société Anonyme.

Siège social: L-1133 Luxembourg, 15, rue des Ardennes.

R.C.S. Luxembourg B 85.487.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour XPECT S.A.

Fiduciaire des Classes Moyennes

Référence de publication: 2013171891/11.

(130208826) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

XPECT SA, Société Anonyme.

Siège social: L-1133 Luxembourg, 15, rue des Ardennes.

R.C.S. Luxembourg B 85.487.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour XPECT S.A.

Fiduciaire des Classes Moyennes

Référence de publication: 2013171892/11.

(130208827) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

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

R.C.S. Luxembourg B 166.798.

Le contrat de domiciliation entre VAINKER & ASSOCIATES S.à r.l. et ACOSO HOLDING SA, SPF, signé le 15 février 2012, a été résilié le 9 décembre 2013. VAINKER & ASSOCIATES S.à r.l. dénonce l'utilisation de l'adresse suivante, 17 bd Royal, L-2449 Luxembourg, comme siège social de la société, ACOSO HOLDING SA, SPF, RCS Luxembourg B 166798.

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

VAINKER & ASSOCIATES S.à r.l.

Signature

Référence de publication: 2013171905/12.

(130209779) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Window of Europe AG, Société Anonyme.

Siège social: L-1637 Luxembourg, 5, rue Goethe.

R.C.S. Luxembourg B 136.763.

Auszug aus der Ordentlichen Jahreshauptversammlung der Aktionäre der Gesellschaft vom 03 Dezember 2013

Die Aktionäre der Gesellschaft haben in der am 03. Dezember 2013 stattgefundenen ordentlichen Jahreshauptversammlung unter anderem folgende Beschlüsse gefasst:

1. Erneuerung des Mandats von Mayfair Trust S.à r.l., mit Gesellschaftssitz in L-7257 Walferdange, 2, Millewee, eingetragen im Handels- und Gesellschaftsregister Luxemburg unter Nummer B.112769 als Rechnungsprüfer der Gesellschaft bis zur ordentlichen Jahreshauptversammlung die sich im Jahr 2014 zusammenfinden wird;

2. Erneuerung des Mandats von

- Herrn Dmitri MAZUROV, mit Adress in Russia, 121609 Moskau, 45 Krylatskaya St., Bldg.2 Apt 38.

- Herrn Roman FAIZOV, mit Adress in der Schweiz, 1091 Chenaux, 12, rue Chemin du Carroz.

- Herrn Pierre METZLER, mit Adress in Luxembourg, L-2320, 69 Boulevard de la Pétrusse,

bis zur Abhaltung der Jahreshauptversammlung, welche im Jahre 2018 über die Genehmigung des Jahresabschlusses des Gesellschaftsjahres endend zum 31. Dezember 2017 entscheidet, zu verlängern.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2013171886/20.

(130209335) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Wood Luxembourg Properties S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 101.892.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

For WOOD LUXEMBOURG PROPERTIES S.à r.l.

SGG S.A.

Signatures

Agent domiciliataire

Référence de publication: 2013171888/13.

(130209273) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Villanucci-Moons S.à r.l., Société à responsabilité limitée.

Siège social: L-1630 Luxembourg, 20, rue Glesener.

R.C.S. Luxembourg B 151.929.

Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2013171877/9.

(130209203) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Van Dijck, Société Anonyme.

Siège social: L-1258 Luxembourg, 6, rue Jean-Pierre Brasseur.
R.C.S. Luxembourg B 38.191.

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

Signature
Un mandataire

Référence de publication: 2013171871/11.

(130209238) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Valens Sàrl, Société à responsabilité limitée.

Siège social: L-1651 Luxembourg, 15-17, avenue Guillaume.
R.C.S. Luxembourg B 145.371.

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

Référence de publication: 2013171869/9.

(130209805) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Vesuvio, Société à responsabilité limitée.

Siège social: L-1471 Luxembourg, 152, route d'Esch.
R.C.S. Luxembourg B 9.691.

Le bilan arrêté au 31.12.2012 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Ehnen, le 3 décembre 2013.

Pour VESUVIO SARL

Fiduciaire Roger Linster Sàrl

Référence de publication: 2013171876/12.

(130208949) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Acoso Royalties S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 17, boulevard Royal.
R.C.S. Luxembourg B 166.907.

Monsieur Daan Martin, avec adresse professionnelle à 17 Kievitstraat, B-2920 Kalmthout, a démissionné comme gérant de la société, Acoso Royalties S.à r.l., RCS Luxembourg B 166907, le 9 décembre 2013.

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

Signature.

Référence de publication: 2013171906/11.

(130209782) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Acoso Royalties S.à r.l., Société à responsabilité limitée.

R.C.S. Luxembourg B 166.907.

Le contrat de domiciliation entre VAINKER & ASSOCIATES S.à r.l. et ACOSO ROYALTIES S.à r.l., signé le 15 février 2012, a été résilié le 9 décembre 2013. VAINKER & ASSOCIATES S.à r.l. dénonce l'utilisation de l'adresse suivante, 17 bd Royal, L-2449 Luxembourg, comme siège social de la société, ACOSO ROYALTIES S.à r.l., RCS Luxembourg B 166907.

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

VAINKER & ASSOCIATES S.à r.l.

Signature

Référence de publication: 2013171907/12.

(130209784) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Wings International S.à.r.l., Société à responsabilité limitée.

Siège social: L-5465 Waldbredimus, 14, rue des Romains.
R.C.S. Luxembourg B 29.287.

Le bilan arrêté au 31.12.2012 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Ehnen, le 3 décembre 2013.

Pour WINGS INTERNATIONAL SARL

Fiduciaire Roger Linster Sàrl

Référence de publication: 2013171887/12.

(130208948) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Vous S.A., Société Anonyme.

Siège social: L-8437 Steinfort, 68, rue de Koerich.
R.C.S. Luxembourg B 127.191.

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

Référence de publication: 2013171879/9.

(130209438) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Van Burg S.A., Société Anonyme.

Siège social: L-2120 Luxembourg, 16, allée Marconi.
R.C.S. Luxembourg B 32.294.

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

FIDUCIAIRE CONTINENTALE S.A.

Référence de publication: 2013171870/10.

(130209799) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

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

Siège social: L-2449 Luxembourg, 17, boulevard Royal.
R.C.S. Luxembourg B 151.748.

Monsieur Nicolas Vainker Bouvier de Lamotte, avec adresse professionnelle à 17 bd Royal, L-2449 Luxembourg, Monsieur Niels Aakrann, demeurant à 18 rue Gritt, L-6185 Gonderange et Monsieur Daan Martin, avec adresse professionnelle à 17 bd Royal, L-2449 Luxembourg, ont démissionné comme administrateurs de la société, Allida SA, SPF, RCS Luxembourg B 151748, le 9 décembre 2013.

Vainker & Associates S.à r.l., avec son siège social à 17 boulevard Royal, L-2449 Luxembourg, a déposé son mandat comme commissaire aux comptes de la société, Allida SA, SPF, RCS Luxembourg B 151748, le 9 décembre 2013.

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

VAINKER & ASSOCIATES S.à r.l.

Signature

Référence de publication: 2013171909/16.

(130209772) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

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

Capital social: EUR 50.000,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.
R.C.S. Luxembourg B 127.280.

Nous vous prions de bien vouloir prendre note du changement de dénomination du gérant ATC Management (Luxembourg) S. à r.l., et ce avec effet au 2 décembre 2013:

Intertrust Management (Luxembourg) S.à r.l.

158592

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

Luxembourg, le 9 décembre 2013.

Signature

Un mandataire

Référence de publication: 2013171882/15.

(130209499) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Voronet S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 101.516.

Le Bilan au 31.12.2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013171878/10.

(130209153) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Vera S.A., Société Anonyme.

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

R.C.S. Luxembourg B 161.390.

Extrait des résolutions prises par l'assemblée générale extraordinaire tenue le 27 novembre 2013

Est nommé administrateur supplémentaire son mandat prenant fin lors de l'assemblée générale ordinaire statuant sur les comptes au 31 décembre 2012, Monsieur Laurent LOTTEAU, directeur de communication, demeurant à 5, rue Renard, F-75004 Paris.

Pour extrait conforme.

Luxembourg, le 27 novembre 2013.

Référence de publication: 2013171874/13.

(130208941) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 décembre 2013.

Expert Construction et Immobilier S.à r.l., Société à responsabilité limitée.

Siège social: L-4830 Rodange, 4, route de Longwy.

R.C.S. Luxembourg B 149.564.

Les comptes annuels au 31/12/2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

MORBIN Nathalie.

Référence de publication: 2013169612/10.

(130206707) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 décembre 2013.

Drover Investments S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2134 Luxembourg, 56, rue Charles Martel.

R.C.S. Luxembourg B 148.031.

Les comptes annuels de la société au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour la société

Un mandataire

Référence de publication: 2013172117/12.

(130210518) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 décembre 2013.
