

# MEMORIAL

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# MEMORIAL

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des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

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27 novembre 2009

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**Barclays Luxembourg Portfolios (Sterling) Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 120.390.

Notice is hereby given of the

**ANNUAL GENERAL MEETING**

of shareholders of the Company (the "AGM") to be held at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg-Kirchberg, Grand Duchy of Luxembourg on Thursday 17 December 2009 at 11.00 am (Luxembourg Time) with the following agenda:

*Agenda:*

1. Hearing of the independent auditors' and directors' reports and the approval of the audited financial statements of the Company for the financial year ended 31 August 2009.
2. Discharge of the directors.
3. Re-appointment of the directors.
4. Remuneration of the independent directors.
5. Re-appointment of the independent auditors.
6. Any other business which may be properly brought before the meeting.

Resolutions to be taken on the above mentioned agenda will require no quorum and will be passed if a simple majority or more of the shares present or represented at the AGM and voting, vote in favour.

Each share is entitled to one vote. A shareholder may act at the AGM by proxy. The Form of Proxy will be available from the registered office of the Company.

*By order of The Board of Directors.*

Référence de publication: 2009145814/1163/23.

**Orco Property Group, Société Anonyme.**

Siège social: L-8308 Capellen, 40, Parc d'Activités Capellen.  
R.C.S. Luxembourg B 44.996.

A

**GENERAL MEETING**

of the holders of the bonds registered under ISIN code: FR0010249599 (the "Bonds 2010") as described in the Prospectus (as defined below) issued by the Company in relation to the issue on November 18, 2005 of € 50,272,605.30 bonds with redeemable share subscription warrants attached due November 18, 2010 (the "Prospectus"), will be held at the registered office of the Company, Parc d'Activités Capellen, 40, L-8308 Capellen, Grand Duchy of Luxembourg, on December 16, 2009 at 13.30 Central European time ("CET") (the "Meeting"). The Meeting will be held in order to consider the following agenda:

*Agenda:*

Approval of the amendment of the section 4.1.8.1.3.2 of the Bonds 2010 terms and conditions as stated in the Prospectus.

*Proposed amendment of the section 4.1.8.1.3.2 of the Prospectus*

As of the date of the Meeting, the current terms of the Bonds 2010 under section 4.1.8.1.3.2 of the terms and conditions of the Bonds 2010 are the following:

"4.1.8.1.3.2. Early redemption at the option of the bearers exercising the Redeemable Share Subscription Warrants and payment by offset of the amount of the share subscription by exercise of the Redeemable Share Subscription Warrants.

For every 10 Redeemable Share Subscription Warrants exercised (see Section 4.2.1.7.1 "Exercise Price of the Redeemable Share Subscription Warrants and number of shares of Orco Property Group received through the exercise of the Redeemable Share Subscription Warrants"), the bearers of the Redeemable Share Subscription Warrants may request early redemption of one Bond at a price of 686,10 €, including accrued interest. However, this amount shall only be payable by offset against the amount of the subscription corresponding to the exercise of the 10 Redeemable Share Subscription Warrants."

Subject to a general meeting of the holders of the warrants registered under ISIN code: LU0234878881 (the "Warrants 2012") approving the second resolution of the agenda of the convening notice of the general meeting of the warrant holders to be held on December 16, 2009, concerning the amendment of the payment conditions of the exercise price of the Warrants 2012 by the sale of Bonds 2010 as defined in Section 4.2.1.7.1 of the terms and conditions of the Bonds 2010,

the Meeting is invited to resolve to amend the current terms of the Bonds 2010 under Section 4.1.8.1.3.2 of the terms and conditions of the Bonds 2010 so as to read as follows:

"4.1.8.1.3.2. Early redemption at the option of the bearers exercising the Redeemable Share Subscription Warrants and payment by offset of the amount of the share subscription by exercise of the Redeemable Share Subscription Warrants.

For every N (as defined below) Redeemable Share Subscription Warrants exercised, bearers may pay for their subscription of A € (as defined below) by (i) the sale to the Company of 1 Bond with an initial nominal value of 686.10 € (see Section 4.2.1.7.1 "Exercise Price of the Redeemable Share Subscription Warrants and number of shares of Orco Property Group received through the exercise of the Redeemable Share Subscription Warrants") made due and payable to this effect at a price equal to its outstanding principal amount as of the date of the sale ("ONV") and (ii) the payment in cash of R € (as defined below),

Where

"N" means the number rounded up to the nearest whole number calculated by the following formula:

$ONV / K$ ;

"A" means the amount calculated by the following formula:

$N \times K$ ;

"K" means the applicable Exercise Price as of the date of the exercise of such Redeemable Share Subscription Warrants;

"R" means the amount calculated by the following formula:

$A - ONV$ ."

Please refer to the Company's website at [www.orcogroup.com](http://www.orcogroup.com) for further details pertaining to the proposed amendments to the terms and conditions of the Bonds 2010 being subject to the approval by the Meeting.

The voting certificate, hereinafter mentioned, necessary to be represented and participate at the Meeting shall be at the disposal of the holders of Bonds 2010 from November 27, 2009 either with the Company on [www.orcogroup.com](http://www.orcogroup.com), or on request with the Bondholders Representative by email at [lloroi@pt.lu](mailto:lloroi@pt.lu).

Copies of the Prospectus and the articles of association of the Company are available on the Company's website at <http://www.orcogroup.com>. and at the registered office of the Company upon request.

The Bondholder's representative would like to point out that for holders of Bonds 2010 of the Company, the conditions for attendance or representation at the Meeting are as follows:

#### 1. Authorization to participate

As mentioned in the Prospectus, holders of Bonds 2010 ("Bondholders"), and proxies showing a voting certificate and register of voting certificates issued by the Paying Agent (CACEIS, Services assemblées, 14, rue du Rouget de Lisle, F-92889 Issy les Moulineaux) can attend and vote at the Meeting. The Company and its legal advisors, as well as its financial advisors and such other persons as may be accepted by the Meeting, may attend and speak at the Meeting. Any instructions to participate at the Meeting or to vote by proxy given by a Beneficial Owner will remain valid and effective for an adjourned meeting. A Beneficial Owner who took no action in respect of the Meeting can give instructions for the adjourned meeting by following the same procedure.

#### 2. Participation in and Voting at the Meeting

In accordance with Article 94-2 and 94-3 of the law of 10th August, 1915 on commercial companies as amended and in accordance with the terms and conditions of the Bonds 2010, the quorum at the Meeting is 50% of the outstanding Bonds 2010. The resolutions will be passed by 2/3 of the votes cast by the bondholders present or represented.

The attention of Bondholders is particularly drawn to the fact that the meeting can take valid resolutions that will validly bind all the Bondholders (even those not represented at the meeting).

In addition, Article 94-5 of the law of 10th August, 1915 on commercial companies as amended provides that when a Bondholder representative has been appointed in accordance with the provisions of the law of 10th August, 1915 on commercial companies as amended, Bondholders may no longer exercise their rights individually.

As is customary for securities such as the Bonds 2010, the Bonds 2010 are generally held through banks or other financial institutions ("Intermediaries") which have accounts with the clearing and depositary systems, Euroclear France ("Euroclear"), through which transactions in the Bonds 2010 are effected.

All of the Bonds 2010 are represented by a bearer global bond (the "Global Bond"). The Global Bond is presently held by Euroclear France.

Each person (a "Beneficial Owner") who is the owner of a particular principal amount of the Bonds 2010, through Euroclear France or its respective account holders (the "Accountholders"), should be entitled to attend and vote at the Meeting in accordance with the procedures set out below.

Voting instructions may be delivered only through direct Accountholders with the type of vote: in favour of/against/abstain from the proposed resolutions and by stating the Principal Amount of Bonds 2010. A splitting of the resolutions is not accepted.

In order to obtain a voting certificate or instruct the Paying Agent to appoint a proxy to attend and vote at the Meeting (or any adjourned meeting, as the case may be) in accordance with a Bondholder's instructions, an Accountholder must

procure delivery of an electronic voting instruction, in accordance with the procedures of Euroclear France, to the relevant Paying Agent prior to the Expiration Time on the Expiration Date all of them as defined below.

If a Bondholder is not wishing to attend and vote at the Meeting or any adjourned such meeting in person, he can instruct the Paying Agent to appoint a proxy to attend and vote at the Meeting or any adjourned such meeting on his behalf with the type of vote: in favour of/against/abstain from the proposed resolutions. A splitting of the resolutions is not accepted.

Bondholders may also allow their voting right in the Bondholders meeting to be exercised by an authorized representative, e.g. allow another person of their choice to act as proxy. The authorizations must be issued in writing.

Beneficial Owners who are not Accountholders must arrange through their broker, dealer, commercial bank, custodian, trust company or other nominee to contact the Accountholder through which they hold their Bond(s) 2010 in order to procure delivery of their voting instructions via Euroclear France to the relevant Paying Agent prior to the Expiration Time on the Expiration Date.

The expiration time shall be 12.00 pm CET (the "Expiration Time") of December 11, 2009 (the "Expiration Date"). The Company has the right to postpone the Expiration Date; in that case, notice of such postponement shall be given to the Bondholders.

Once the Paying Agent has issued a voting certificate for a meeting in respect of a Bonds 2010, it shall not release the Bond 2010 until either (i) the meeting has been concluded or (ii) the voting certificate has been surrendered to the Paying Agent. A vote cast in accordance with a block voting instruction may not be revoked or altered during the 48 hours before the time fixed for the meeting.

Beneficial Owners should note that they must allow sufficient time for compliance with the standard operating procedures of Euroclear France and, if applicable, such Accountholder in order to ensure delivery of their voting instructions to the Paying Agent in accordance with the time-frame set out in the present Notice. Beneficial Owners are urged to contact any such person promptly to ensure timely delivery of such voting instructions.

Once instructions to participate in the Meeting or to vote by proxy have been given, the Beneficial Owner's interest in the Bonds 2010 will be blocked until the conclusion of the Meeting or the adjourned meeting. This means that it may not be possible to sell such Bonds 2010 until the conclusion of the Meeting or any adjourned meeting.

Any instructions to participate at the Meeting or to vote by proxy given by a Beneficial Owner will remain valid and effective for the adjourned meeting. Beneficial Owners who took no action in respect of the Meeting can give instructions for the adjourned meeting by following the same procedure set forth above.

For the purposes of the present Notice, "48 hours" and "24 hours" shall mean a period of 48 hours or 24 hours, respectively, including all or part of a day upon which banks are open for business in both the place where the relevant meeting is to be held and in each of the places where the Paying Agent have their specified offices (disregarding for this purpose the day upon which such meeting is to be held) and such period shall be extended by one period or, to the extent necessary, more periods of 24 hours or 48 hours until there is included as aforesaid all or part of a day upon which banks are open for business as aforesaid.

The period to give instructions is scheduled from November 27, 2009 to December 11, 2009

Last deadline to receive the Electronic Voting Instruction is December 11, 2009

Last deadline for revocation, for cancellation or changes is December 11, 2009

### 3. Contact

The Paying Agent

CACEIS Corporate Trust

Service assemblées

14, rue du Rouget de Lisle, F-92889 Issy les Moulineaux

Fax: +33 1.49.08.05.82

Email: gisele.gresle@caceis.com

The Company

ORCO PROPERTY GROUP, 40, Parc d'Activités Capellen, L-8308 Capellen

Att. M. Olivier Lansac & Ralph Limburg

Tel.: +352 26 47 67 50

Fax: +352 26 47 67 67

Email: olansac@orcogroup.com & rlimburg@orcogroup.com

Paris, November 27, 2009.

*For the board of directors of the Company*

Jean-François Ott

*Director*

Référence de publication: 2009146863/1273/146.

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**Barclays Investment Funds (Luxembourg), Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 31.439.

Notice is hereby given of the

**ANNUAL GENERAL MEETING**

of shareholders of the Company (the "AGM") to be held at 46A, avenue J.F. Kennedy, L-1855 Luxembourg-Kirchberg, Grand Duchy of Luxembourg on Thursday 17 December 2009 at 12.00 noon (Luxembourg Time) with the following agenda:

*Agenda:*

1. Hearing of the independent auditors' and directors' reports and the approval of the audited financial statements of the Company for the financial year ended 31 August 2009.
2. Discharge of the directors.
3. Re-appointment of the directors.
4. Remuneration of the independent directors.
5. Re-appointment of the independent auditors.
6. Any other business which may be properly brought before the meeting.

Resolutions to be taken on the above mentioned agenda will require no quorum and will be passed if a simple majority or more of the shares present or represented at the AGM and voting, vote in favour.

Each share is entitled to one vote. A shareholder may act at the AGM by proxy. The Form of Proxy will be available from the registered office of the Company.

*By order of The Board of Directors.*

Référence de publication: 2009145815/1163/24.

**Orco Property Group, Société Anonyme.**

Siège social: L-8308 Capellen, 40, Parc d'Activités Capellen.

R.C.S. Luxembourg B 44.996.

A

**GENERAL MEETING**

of the holders of the warrants 2014 (the "Warrantholders"), registered under ISIN code: XS0290764728 (the "Warrants 2014") as described under the Prospectuses (as defined below) and amended by the general meeting of the Warrantholders held on April 11, 2008 (the "2008 Warrantholders Meeting") and by the general meeting of the Warrantholders held on September 15, 2009 (the "2009 Warrantholders Meeting"), issued by the Company (i) under the issue of € 175,000,461.60 bonds with redeemable warrants attached on March 28, 2007 pursuant to a prospectus dated March 22, 2007 (the "Prospectus I"), and (ii) as a result of the exchange offer of all issued and outstanding warrants registered under ISIN code: LU0234878881 pursuant to a prospectus dated October 22, 2007 (the "Prospectus II" and the Prospectus I shall be collectively referred to as the "Prospectuses") will be held at the registered office of the Company, Parc d'Activités Capellen, 40, L-8308 Capellen, Grand-Duchy of Luxembourg, on December 16, 2009 at 11.30 Central European time ("CET") (the "Meeting"), in order to consider the following agenda:

*Agenda:*

1. Approval of the amendment of the section 4.2.1.7.1 of the Prospectuses.
2. Approval of the amendments applicable until February 15, 2010 of (i) the New Exercise Price and the New Exercise Ratio (as defined below) and (ii) the New Soft Call Prices (as defined below) so as to allow the Company to redeem by tranches, at its discretion, outstanding Warrants 2014 at any time until February 15, 2010 at a unit price of € 0.01 provided that the Parity Value (as defined in the Prospectuses) exceeds the relevant New Soft Call Price, depending on the applicable tranche, in each case with the necessary subsequent amendments to effect the proposed amendments to the terms and conditions of the Warrants 2014.

*Proposed amendments*

**1. AMENDMENT OF THE SECTION 4.2.1.7.1 OF THE PROSPECTUSES**

The "Bonds 2014" are the bonds issued by the Company and registered under ISIN code: XS0291838992.

"New Bonds" means the new bonds to be issued upon the Bonds (as defined below) restructuring initiated under the Safeguard Court Protection on March 25, 2009.

The bonds issued by the Company and registered under ISIN code: FR0010249599 (the "Bonds 2010"), the convertible bonds issued by the Company under ISIN code: FR0010333302 (the "Convertible Bonds"), the Bonds 2014, the bonds

exchangeable into HVAR shares issued by the Company and registered under ISIN code: XS0223586420 (the "Exchangeable Bonds"), the floating rate bonds issued by the Company and registered under ISIN code: CZ0000000195 (the "Floating Rate Bonds"), (together the "Bonds").

Section 4.2.1.7.1 refers to the concept of "New Bonds" which were the bonds contemplated to be issued upon the Bonds (as defined below) restructuring initiated under the Safeguard Court Protection opened on March 25, 2009. As the Bonds restructuring proposed to the Bondholders by Orco Property Group was rejected by the general assembly of Bondholders held on September 24, 2009, Orco Property Group will not be in a position to issue New Bonds and therefore it is proposed to delete any reference to New Bonds in Section 4.2.1.7.1 of the Prospectuses.

Subject to a general meeting of the holders of the bonds registered under ISIN code: XS0291838992 and XS0291840626 (the "2014 Bonds") approving the amendment of the Section 4.1.8.1.2.2 of the Prospectus I, such amendment pertaining to the terms and conditions of the 2014 Bonds, the Meeting is invited to resolve to amend the current terms of the Warrants 2014 under section 4.2.1.7.1 so as to read as follows:

Each Warrant 2014 shall entitle its holder to acquire 1.60 existing shares and/or subscribe to 1.60 new shares at the exercise price of € 11.20 to be paid in cash.

However, for every N (as defined below) Warrants 2014 exercised, the Warrantholders may pay for their subscription of A € (as defined below) by (i) the sale to the Company of 1 Bond 2014 with an initial nominal value of €1,463.90 made due and payable to this effect at a price equal to its outstanding principal amount as of the date of the sale ("ONV") and (ii) the payment in cash of R € (as defined below).

Where

"N" means the number rounded up to the nearest whole number calculated by the following formula:

$ONV / K$ ;

"K" means the applicable Exercise Price (as defined pursuant to section 4.2.1.7.1 of the Prospectus) as of the date of the exercise of such Warrants 2014;

"A" means the amount calculated by the following formula:

$N \times K$ ;

"R" means the amount calculated by the following formula:

$A - ONV$ .

## 2. AMENDMENTS OF THE TERMS AND CONDITIONS OF THE WARRANTS 2014 APPLICABLE UNTIL FEBRUARY 15, 2010

As of the date of the Meeting, and as a result of previous adjustments made in accordance with the terms and conditions of the Warrants 2014, the current terms of the Warrants 2014 are the following:

(i) Exercise Price and Exercise Ratio of the Warrants 2014:

As of the date of the Meeting, as defined in the first paragraph of the section 4.2.1.7.1 of the Prospectuses as amended, each Warrant 2014 shall entitle its holder to acquire 1.60 existing Shares (as defined in the Prospectus N°2) and/or subscribe to 1.60 new Shares (the "Exercise Ratio") at the Exercise Price of € 11.20 to be paid in cash (as defined in the Prospectuses) (the "Exercise Price").

(ii) The redemption of the Warrants 2014 at the Company's option:

As of the date of the Meeting, the first paragraph of the section 4.2.1.11.2.1. of the Prospectus N°1 and the first paragraph of the section 4.2.1.11.2. of the Prospectus N°2, as amended, provide that:

"On giving notice (which shall be irrevocable) to the Warrantholders, the Issuer may, at any time, on or after September 16, 2009 up to the end of the Exercise Period, redeem the outstanding Warrants 2014, by tranches, at a price of € 0.01 per Warrant 2014.

The first tranche shall be made up of one third of the outstanding Warrants 2014 as of the date of the relevant notice of redemption to the Warrantholders. The Issuer may proceed with the redemption of this first tranche provided that the Parity Value (as defined in Section 4.2.1.11.2.1 of the Prospectus N°1) of not less than 20 Dealing Days (as defined in the summary of the Prospectus N°1) during the period of 30 consecutive Dealing Days ending not earlier than the 14th Dealing Day prior to the date on which the relevant notice of redemption is given to the Warrantholders exceeds € 16.00.

The second tranche shall be made up of half of the outstanding Warrants 2014 as of the date of the relevant notice of redemption to the Warrantholders. The Issuer may proceed with the redemption of this second tranche provided that the Parity Value of not less than 20 Dealing Days during the period of 30 consecutive Dealing Days ending not earlier than the 14th Dealing Day prior to the date on which the relevant notice of redemption is given to the Warrantholders exceeds € 24.00.

The third and last tranche shall be made up of all of the outstanding Warrants 2014 as of the date of the relevant notice of redemption to the Warrantholders. The Issuer may proceed with the redemption of this third tranche provided that the Parity Value of not less than 20 Dealing Days during the period of 30 consecutive Dealing Days ending not earlier than the 14th Dealing Day prior to the date on which the relevant notice of redemption is given to the Warrantholders exceeds € 32.00."

The "Current Soft Call Prices" means the above mentioned prices of € 16 (for the first tranche), € 24 (for the second tranche) and € 32 (for the last tranche).

The Meeting is invited to resolve to amend the current terms of the Warrants 2014 until February 15, 2010 as follows:

(i) New Exercise Price and New Exercise Ratio

As a result of the amendment, until February 15, 2010, each Warrant 2014 shall entitle its holder to acquire 8.70 existing Shares and/or subscribe to 8.70 new Shares (the "New Exercise Ratio") at the Exercise Price of € 60.90 to be paid in cash (as defined in the Prospectuses) (the "New Exercise Price").

As from February 16, 2010, the New Exercise Ratio and the New Exercise Price will automatically be adjusted back respectively to 1.60 (being, as the case may be, subject to any adjustment applicable from the date of this Meeting according to section 4.2.2.4) and € 11.20.

(ii) The redemption of the Warrants 2014 at the Company's option:

The Meeting resolves to modify, until February 15, 2010, the Current Soft Call Price to € 87.00 for a first tranche of the Warrants 2014 (one third of the outstanding Warrants 2014), to € 130.50 for a second tranche of the Warrants 2014 (half of the outstanding Warrants 2014) and € 174.00 for a third and last tranche of the Warrants 2014 (all of the outstanding Warrants 2014), (the "New Soft Call Prices").

As from February 16, 2010, the New Soft Call Prices will automatically be adjusted back to € 16 (for the first tranche), € 24 (for the second tranche) and € 32 (for the third tranche).

Please refer to the company's website at [www.orcogroup.com](http://www.orcogroup.com) for further details pertaining to the proposed amendments to the terms and conditions of the Warrants 2014 being subject to their approval by the Meeting.

\*\*\*\*

The Meeting shall not validly deliberate on the agenda mentioned above, unless at least one half of the total number of the Warrants 2014 outstanding at the time of the Meeting is represented.

If such quorum is not met, a second meeting may be convened, by means of notices published twice at fifteen days interval at least and fifteen days before the meeting in the *Mémorial C, Recueil des Sociétés et Associations* and in two Luxembourg newspapers. The second meeting shall validly deliberate regardless of the proportion of the Warrants 2014 represented.

At both meetings, resolutions, in order to be adopted, must be carried by at least seventy-five (75%) percent of the votes cast by the Warrantholders present or represented.

Copies of the Prospectuses, the articles of association of the Company and the proposed amendments to the terms and conditions of the Warrants 2014 are available on the Company's website at [www.orcogroup.com](http://www.orcogroup.com) and at the registered office of the Company upon request.

The board of directors of the Company would like to point out that for Warrantholders whose ownership is directly or indirectly recorded in the warrant registry of the Company, the conditions for attendance or representation at the Meeting are as follows:

1. Conditions for personal attendance

(i) Warrantholders whose ownership is indirectly recorded in the warrant registry of the Company

Warrantholders whose ownership is indirectly recorded in the warrant registry of the Company and who elect to attend the Meeting in person must use their usual applicable contacting method for informing their financial intermediary, with whom their Warrants 2014 are on deposit, accordingly. They must further request their financial intermediary, with whom their Warrants 2014 are on deposit, to block their Warrants 2014 to the relevant central registration bank no later December 11, 2009.

Their Warrants shall be blocked until the close of the Meeting.

The Warrantholders shall also announce their intention to participate at the Meeting by completing, signing, dating and returning on no later than December 11, 2009, at the latest to the relevant central registration bank or to the Company (C/O "Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, à Olivier Lansac et Ralph Limburg, département juridique"), the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank.

(ii) Warrantholders whose ownership is directly recorded in the warrant registry of the Company

Warrantholders whose ownership is directly recorded in the warrant registry of the Company, shall announce their intention to participate to the Meeting by completing, signing, dating and returning on December 11, 2009, at the latest to the relevant central registration bank or to the Company (C/O "Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, à Olivier Lansac et Ralph Limburg, département juridique") the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank.

2. Conditions for proxy voting or grant a mandate

(i) Warrantholders whose ownership is indirectly recorded in the warrant registry of the Company

Warrantheolders whose ownership is indirectly recorded in the warrant registry of the Company and who are unable to attend the Meeting in person, may give a voting instruction to a third party that the Warrantheolder designates.

Prior to giving voting instructions to a proxy, this Warrantheolder must a) have instructed the relevant central registration bank to block its Warrants 2014 (see "Conditions for personal attendance"), and b) complete, sign and date the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank, indicating the name of the proxy.

The completed, signed and dated participation form must be returned to the relevant central registration bank or to the Company (C/O "Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, à Olivier Lansac et Ralph Limburg, département juridique") no later than December 11, 2009, at the latest, in order to have that name recorded on the registration list of the Meeting.

If a Warrantheolder wishes to be represented by a proxy other than the Chairman of the Meeting, then this holder must (a) have instructed the relevant central registration bank to block its Warrants 2014 (see "Conditions for personal attendance"), and (b) complete, sign and date the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank, indicating the name of the proxy. The completed, signed and dated participation form must be returned to the relevant central registration bank or to the Company (C/O "Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, à Olivier Lansac et Ralph Limburg, département juridique") no later than December 11, 2009, at the latest, in order to have that name recorded on the registration list of the Meeting.

Warrantheolders, who have blocked their Warrants 2014 and have executed a participation form but who wish to revoke such proxy may do so at any time by timely delivering a properly executed, later dated participation form no later than December 11, 2009, at the latest, or by properly attending and voting in person at the Meeting.

Simply attending the Meeting without voting will not revoke the proxy.

(ii) Warrantheolders whose ownership is directly recorded in the warrant registry of the Company.

Warrantheolders whose ownership is directly recorded in the warrant registry of the Company must complete, sign and date the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank.

The completed, signed and dated participation form must be returned to the relevant central registration bank or to the Company (C/O "Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, à Olivier Lansac et Ralph Limburg, département juridique") no later than December 11, 2009, at the latest.

### 3. Request for information and central registration banks

Warrantheolders looking for more information can do so by:

(i) contacting directly the Company's services:

\* At the registered office of the Company - Legal Department

Tel.: +352 26 47 67 47

Fax.: +352 26 47 67 67

(ii) contacting one of the central registration banks :

\* For Warrants 2014 that are included in the Euroclear France system and that are admitted to trading on Euronext Paris by NYSE Euronext:

CACEIS

14, rue Rouget de Lisle F - 92189 Issy les Moulineaux

Tel.: +33 157783479 (Julien Manuel)

Fax: + 33 149080582 or + 33 1 49080583

\* For Warrants 2014 that are included in the Clearstream Banking or Euroclear Bank system and that are admitted to trading on Euronext Brussels by NYSE Euronext:

The Bank of New York Mellon

Bank of New York Mellon, One Canada Square, London, E14 5AL

Tel: +44 207 9648849

Fax: +44 207 9642536

Paris, November 27, 2009.

*For the board of directors of the Company*

Jean-François Ott

*Director*

Référence de publication: 2009146860/1273/203.



**Barclays Luxembourg Portfolios (Euro&Dollar) Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 120.391.

Notice is hereby given of the

**ANNUAL GENERAL MEETING**

of shareholders of the Company (the "AGM") to be held at 46A, avenue J.F. Kennedy, L-1855 Luxembourg-Kirchberg, Grand Duchy of Luxembourg on Thursday 17 December 2009 11.30 am (Luxembourg Time) with the following agenda:

*Agenda:*

1. Hearing of the independent auditors' and directors' reports and the approval of the audited financial statements of the Company for the financial year ended 31 August 2009.
2. Discharge of the directors.
3. Re-appointment of the directors.
4. Remuneration of the independent directors.
5. Re-appointment of the independent auditors.
6. Any other business which may be properly brought before the meeting.

Resolutions to be taken on the above mentioned agenda will require no quorum and will be passed if a simple majority or more of the shares present or represented at the AGM and voting, vote in favour.

Each share is entitled to one vote. A shareholder may act at the AGM by proxy. The Form of Proxy will be available from the registered office of the Company.

*By order of The Board of Directors.*

Référence de publication: 2009145816/1163/23.

**Orco Property Group, Société Anonyme.**

Siège social: L-8308 Capellen, 40, Parc d'Activités Capellen.

R.C.S. Luxembourg B 44.996.

ISIN: XS0291838992

ISIN: XS0291840626

A

**GENERAL MEETING**

of the holders of the bonds registered under ISIN code: XS0291838992 and XS0291840626 (the "Bonds 2014") as described in the Prospectus (as defined below) issued by the Company in relation to the issue on March 28, 2007 of € 175.000.461,60, 2.5 per cent bonds with redeemable warrants attached due March 28, 2014 at an issue price: 97,10 per cent, represented by 119.544 bonds of € 1421,45 each (the "Prospectus"), will be held at the registered office of the Company, Parc d'Activités Capellen, 40, L-8308 Capellen, Grand-Duchy of Luxembourg, on December 16, 2009 at 14.30 Central European time ("CET") (the "Meeting"). The Meeting will be held in order to consider the following agenda:

*Agenda:*

Approval of the amendment of the section 4.1.8.1.2.2 of the Bonds 2014 terms and conditions as stated in the Prospectus.

*Proposed amendment of the section 4.1.8.1.2.2 of the Prospectus*

As of the date of the Meeting, the current terms of the Bonds 2014 under section 4.1.8.1.2.2 of the terms and conditions of the Bonds 2014 are the following:

"4.1.8.1.2.2. Early redemption at the option of the Bondholders exercising the Warrants and prepayment of the Bonds by way of setoff against the amount due by them to the Company as a result of the Shares subscription by exercise of the Warrants.

For every 10 Warrants exercised (see Section 4.2.1.7.1), Bondholders may pay for the subscription of their Shares of €1,463.90 (10 x €146.39) by the sale to the Company of 1 Bond with a nominal value of €1463.90 made due and payable to this effect at a price of €1,463.90."

Subject to a general meeting of the holders of the warrants registered under ISIN code: XS0290764728 (the "Warrants 2014") approving the amendment of the Section 4.2.1.7.1 of the terms and conditions of the Warrants 2014 the Meeting is invited to resolve to amend the current terms of the Bonds 2014 under section 4.1.8.1.2.2 of the terms and conditions of the Bonds 2014 so as to read as follows:

"4.1.8.1.2.2. Early redemption at the option of the Bondholders exercising the Warrants and prepayment of the Bonds by way of setoff against the amount due by them to the Company as a result of the Shares subscription by exercise of the Warrants.

For every N (as defined below) Warrants exercised (see Section 4.2.1.7.1), Bondholders may pay for the subscription of their Shares of €A (as defined below) by (i) the sale to the Company of 1 Bond with an initial nominal value of €1,463.90 made due and payable to this effect at a price equal to its outstanding principal amount as of the date of the sale ("ONV") and (ii) the payment in cash of R € (as defined below).

Where

"N" means the number rounded up to the nearest whole number calculated by the following formula:

$ONV / K$ ;

"A" means the amount calculated by the following formula:

$N \times K$ ;

"K" means the applicable Exercise Price (as defined pursuant to section 4.2.1.7.1 of the Prospectus) as of the date of the exercise of such Warrants;

"R" means the amount calculated by the following formula:

$A - ONV$ ."

Please refer to the Company's website at [www.orcogroup.com](http://www.orcogroup.com) for further details pertaining to the proposed amendments to the terms and conditions of the Bonds 2014 being subject to the approval by the Meeting.

The voting certificate, hereinafter mentioned, necessary to be represented and participate at the Meeting shall be at the disposal of the holders of Bonds 2014 from November 27, 2009 either with the Company on [www.orcogroup.com](http://www.orcogroup.com), or on request with the Bondholders Representative by email at [lleroi@pt.lu](mailto:lleroi@pt.lu).

Copies of the Prospectus and the articles of association of the Company are available on the Company's website at <http://www.orcogroup.com> and at the registered office of the Company upon request.

The Bondholder's representative would like to point out that for holders of Bonds 2014 of the Company, the conditions for attendance or representation at the Meeting are as follows:

#### 1. Authorization to participate

As mentioned in the Prospectus, holders of Bonds 2014 ("Bondholders"), and proxies showing a voting certificate and register of voting certificates issued by the Paying Agent (Bank of New York Mellon, Brussels Branch, One Canada Square, London, E14 5AL) can attend and vote at the Meeting. The Company and its legal advisors, as well as its respective financial advisors and such other persons as may be accepted by the Meeting, may attend and speak at the Meeting. Any instructions to participate at the Meeting or to vote by proxy given by a Beneficial Owner will remain valid and effective for an adjourned meeting. Beneficial Owner who took no action in respect of the Meeting can give instructions for the adjourned meeting by following the same procedure.

#### 2. The percentage necessary to pass a resolution

In accordance with Article 94-2 and 94-3 of the law of 10th August, 1915 on commercial companies as amended and in accordance with the terms and conditions of the Bonds 2014, the quorum at the general meeting is 50% of the outstanding Bonds 2014. The resolutions will be passed by 2/3 of the votes cast by the bondholders present or represented.

#### 3. Participation in and Voting at the Meeting

The attention of Bondholders is particularly drawn to the fact that the meeting can take valid resolutions that will validly bind all the Bondholders (even those not represented at the meeting). In addition, Article 94-5 of the law of 10th August, 1915 on commercial companies as amended provides that when a Bondholder representative has been appointed in accordance with the provisions of the law of 10th August, 1915 on commercial companies as amended, Bondholders may no longer exercise their rights individually.

As is customary for securities such as the Bonds 2014, the Bonds 2014 are generally held through banks or other financial institutions ("Intermediaries") which have accounts with the clearing and depositary systems, Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear") and Clearstream Banking, société anonyme ("Clearstream, Luxembourg"), through which transactions in the Bonds 2014 are effected.

All of the Bonds 2014 are represented by a bearer global bond (the "Global Bond"). The Global Bond is presently held by a common depositary for Euroclear and Clearstream Luxembourg.

Each person (a "Beneficial Owner") who is the owner of a particular principal amount of the Bonds 2014, through Euroclear, Clearstream Luxembourg or their respective account holders with Euroclear or Clearstream Luxembourg (the "Accountholders"), should be entitled to attend and vote at the Meeting in accordance with the procedures set out below.

Voting instructions may be delivered only through direct Accountholders with the type of vote: in favour of / against / abstain from the proposed resolutions and by stating the Principal Amount of Bonds 2014. A splitting of the resolutions is not accepted.

In order to obtain a voting certificate or to appoint a proxy to attend and vote at the Meeting (or any adjourned meeting, as the case may be) in accordance with a Bondholder's instructions, an Accountholder must procure delivery of an electronic voting instruction, in accordance with the procedures of Euroclear or Clearstream Luxembourg, to the relevant Paying Agent prior to the Expiration Time on the Expiration Date all of them as defined below.

If a Bondholder is not wishing to attend and vote at the Meeting or any adjourned such meeting in person, he can appoint a proxy to attend and vote at the Meeting or any adjourned such meeting on his behalf with the type of vote: in favour of / against / abstain from the proposed resolutions. A splitting of the resolutions is not accepted.

Bondholders may also allow their voting right in the Bondholders meeting to be exercised by an authorized representative, e.g. allow another person of their choice to act as proxy. The authorizations must be issued in writing.

Beneficial Owners who are not Accountholders must arrange through their broker, dealer, commercial bank, custodian, trust company or other nominee to contact the Accountholder through which they hold their Bond(s) 2014 in order to procure delivery of their voting instructions via Euroclear or Clearstream, Luxembourg to the relevant Paying Agent prior to the Expiration Time on the Expiration Date.

The expiration time shall be at 12.00 pm CET (the "Expiration Time") of December 11, 2009 (the "Expiration Date"). The Company has the right to postpone the Expiration Date; in that case, notice of such postponement shall be given to the Bondholders.

Once the Paying Agent has issued a voting certificate for a meeting in respect of a Bonds 2014, it shall not release the Bond 2014 until either (i) the meeting has been concluded or (ii) the voting certificate has been surrendered to the Paying Agent. A vote cast in accordance with a block voting instruction may not be revoked or altered during the 48 hours before the time fixed for the meeting.

Beneficial Owners should note that they must allow sufficient time for compliance with the standard operating procedures of Euroclear and Clearstream Luxembourg and, if applicable, such Accountholder in order to ensure delivery of their voting instructions to the Paying Agent in accordance with the time-frame set out in this Notice. Beneficial Owners are urged to contact any such person promptly to ensure timely delivery of such voting instructions.

Once instructions to participate in the meeting or to vote by proxy have been given, the Beneficial Owner's interest in the Bonds 2014 will be blocked until the conclusion of the meeting or the adjourned meeting. This means that it may not be possible to sell such Bonds 2014 until the conclusion of the meeting or any adjourned meeting.

Any instructions to participate at the meeting or to vote by proxy given by a Beneficial Owner will remain valid and effective for the adjourned meeting. Beneficial Owners who took no action in respect of the Meeting can give instructions for the adjourned meeting by following the same procedure set forth above.

For the purposes of the present Notice, "48 hours" and "24 hours" shall mean a period of 48 hours or 24 hours, respectively, including all or part of a day upon which banks are open for business in both the place where the relevant meeting is to be held and in each of the places where the Paying Agent have their specified offices (disregarding for this purpose the day upon which such meeting is to be held) and such period shall be extended by one period or, to the extent necessary, more periods of 24 hours or 48 hours until there is included as aforesaid all or part of a day upon which banks are open for business as aforesaid.

The period to give instructions is scheduled from November 27, 2009 to December 11, 2009

Last deadline to receive the Electronic Voting Instruction is December 11, 2009

Last deadline for revocation, for cancellation or changes is December 11, 2009

#### 4. Contact

The Paying Agent

Bank of New York Mellon,

One Canada Square, London, E14 5AL

Tel: + 44 (0)20.7964.8889

Email: [latoya.austin@bnymellon.com](mailto:latoya.austin@bnymellon.com)

The Company

ORCO PROPERTY GROUP, 40, Parc d'Activités Capellen, L-8308 Capellen

Att. M. Olivier Lansac & Ralph Limburg

Tel: +352 26 47 67 50

Fax: +352 26 47 67 67

Email: [olansac@orcogroup.com](mailto:olansac@orcogroup.com) & [rlimburg@orcogroup.com](mailto:rlimburg@orcogroup.com)

Paris, November 27, 2009.

*For the board of directors of the Company*

Mr. Jean-François Ott

*Director*

Référence de publication: 2009146861/1273/144.

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**Capale S.A., Société Anonyme.**

Siège social: L-1526 Luxembourg, 23, Val Fleuri.

R.C.S. Luxembourg B 57.276.

Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

des Actionnaires qui aura lieu de façon extraordinaire le 17 décembre 2009 à 10.00 heures au siège social de la société avec l'ordre du jour suivant:

*Ordre du jour:*

- Constatation et approbation du report de la date de l'Assemblée Générale Ordinaire ayant pour objet d'approuver les comptes annuels de la période allant du 1<sup>er</sup> janvier 2008 au 30 septembre 2008.
- Présentation et approbation du rapport de gestion du Conseil d'Administration ainsi que du rapport de contrôle du Commissaire relatifs à la période allant du 1<sup>er</sup> janvier 2008 au 30 septembre 2008.
- Approbation du bilan de la période allant du 1<sup>er</sup> janvier 2008 au 30 septembre 2008 et du compte de profits et pertes y relatif; affectation du résultat.
- Décharge aux Administrateurs et au Commissaire pour l'exercice de leurs mandats durant la période allant du 1<sup>er</sup> janvier 2008 au 30 septembre 2008.
- Divers.

Pour prendre part à cette assemblée, Messieurs les actionnaires sont priés de déposer leurs actions au porteur cinq jours francs au moins avant la date de la réunion de l'Assemblée Générale Ordinaire au 23, Val Fleuri à Luxembourg.

*Le Conseil d'Administration.*

Référence de publication: 2009146914/565/23.

**Platinum Funds, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-1471 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 143.329.

The

**ANNUAL GENERAL MEETING**

of the Shareholders ("the Meeting") of PLATINUM FUNDS will be held at the Company's registered office on December 14, 2009 at 5.00 p.m.

*Agenda:*

1. To hear and approve:
  - a) the Management Report of the Directors
  - b) the Report of the Auditor
2. To approve the Statement of Assets and Liabilities and the Statement of Operations for the period from November 27, 2008 (date of incorporation) to June 30, 2009
3. Allocation of the net result
4. To discharge the Directors with respect to their performance of duties during the period from November 27, 2008 (date of incorporation) to June 30, 2009
5. To elect the Directors and the Auditor to serve for the financial year ending on June 30, 2010
6. Miscellaneous

Shareholders are advised that no quorum is required for the adoption of resolutions by the Meeting and that resolutions will be passed by a majority of the votes cast by those shareholders present or represented at the Meeting.

For organizational reasons, those shareholders who wish to attend the Meeting in person are requested to register with PLATINUM FUNDS, 69, route d'Esch, L-1470 Luxembourg, to the attention of Mrs. Anne-Marie MULLER (fax: +352 2460-3331), by December 11, 2009 at the latest.

PLATINUM FUNDS

*The Board of Directors*

Référence de publication: 2009147405/584/28.

**Karibou S.A., Société Anonyme.**

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.  
R.C.S. Luxembourg B 128.443.

The shareholders are convened hereby to attend the

**ORDINARY GENERAL MEETING**

of the company, which will be held at the headoffice, on *December 14, 2009* at 10.00 a.m.

*Agenda:*

1. Approval of the reports of the Board of Directors and of the Statutory Auditor.
2. Approval of the balance-sheet and profit and loss statement as at June 30, 2009 an allotment of results.
3. Discharge to the Directors and the Statutory Auditor in respect of the carrying out of their duties during the fiscal year ending June 30, 2009.
4. Miscellaneous.

*THE BOARD OF DIRECTORS.*

Référence de publication: 2009147413/1023/16.

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**Haston S.A., Société Anonyme Holding.**

Siège social: L-2227 Luxembourg, 23, avenue de la Porte-Neuve.  
R.C.S. Luxembourg B 56.418.

Mesdames et Messieurs les actionnaires sont priés d'assister

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra vendredi *18 décembre 2009* à 9.30 heures au 23, avenue de la Porte-Neuve à Luxembourg, avec pour

*Ordre du jour:*

- Rapports de gestion du Conseil d'Administration,
- Rapports du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2007 et au 31 décembre 2008 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Nominations statutaires,
- Délibération et décision sur la continuité éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales,
- Fixation des émoluments du commissaire aux comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

*Le Conseil d'Administration.*

Référence de publication: 2009147417/755/21.

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**Asteco S.A., Société Anonyme.**

Siège social: L-1628 Luxembourg, 7A, rue des Glacis.  
R.C.S. Luxembourg B 127.356.

Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

de notre société qui se tiendra extraordinairement au siège social en date du *7 décembre 2009* à 11.00 heures avec l'ordre du jour suivant:

*Ordre du jour:*

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes au 31 décembre 2008;
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2008;
3. Décharge à donner aux administrateurs et au commissaire;
4. Divers.

*Le conseil d'administration.*

Référence de publication: 2009141882/16.

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**Invista European Real Estate Trust SICAF, Société Anonyme sous la forme d'une Société d'Investissement à Capital Fixe.**

Siège social: L-2449 Luxembourg, 25C, boulevard Royal.  
R.C.S. Luxembourg B 108.461.

At the occasion of a first extraordinary general meeting (the "First Extraordinary General Meeting") of the shareholders of Invista European Real Estate Trust SICAF, a société d'investissement à capital fixe organised under the form of a société anonyme (public limited liability company) with registered office at 25C, boulevard Royal, L-2449 Luxembourg and registered with the Luxembourg trade and companies register under number B 108.461 (the "Company"), which was held before Maître Jacques Delvaux, notary residing in Luxembourg, Grand Duchy of Luxembourg, on 24 November 2009, 9.017 % of the share capital of the Company was present or represented. The quorum required by article 67-1 (2) of the Luxembourg law on commercial companies dated 10 August 1915, as amended (the "Law") was therefore not reached at such meeting.

NOTICE IS HEREBY GIVEN to the shareholders of the Company of a

**SECOND EXTRAORDINARY GENERAL MEETING**

(the "Second Extraordinary General Meeting"), in accordance with article 67-1 (2) of the Law, to be held on 29 December 2009 at 10.00 a.m. CET at the office of Citco REIF Services (Luxembourg) S.A.: 20, rue de la Poste, L-2346 Luxembourg, Grand Duchy of Luxembourg, to consider and pass resolutions on the following agenda:

*Agenda:*

Item 1.

To acknowledge and approve that all the resolutions under items 2 to 19 below will, given their reciprocal interdependence, be conditional upon each of such resolutions being approved by a two thirds majority of the votes cast at the Extraordinary General Meeting and that, if, for any reason, any of the resolutions under items 2 to 19 below is not approved at the two thirds majority requirement, all resolutions (even those that would have previously been approved at the required majority) will not become effective and the Extraordinary General Meeting will not proceed to the vote on any further point on the agenda.

Item 2.

To determine to no longer attribute an express par value to the shares of the Company (the "Shares", each a "Share") in the articles of association of the Company (the "Articles"). Pursuant to Luxembourg law, this will result in the accounting par value of the Shares being automatically equal to the amount of the share capital divided by the number of Shares in issue at that time.

Item 3.

To reduce the Company's share capital from its current amount of € 142,829,093.75 to € 11,426,327.5 (the "Share Capital Reduction") without the cancellation of Shares (so that the number of Shares will remain unchanged) and without any reimbursement or repayment to the Shareholders as follows:

(i) firstly, by absorbing the (non consolidated) losses of the Company as at 30 September 2008 in an amount of € 13,089,270 (the "Losses") as evidenced by the audited annual accounts of the Company as of 30 September 2008 drawn up by the board of directors of the Company (the "Board"), which will result in the share capital of the Company being reduced to € 129,739,823.75; and

(ii) secondly, by creating a non-distributable reserve of an amount of € 118,313,496.25 (the "Non-Distributable Reserve"), which can exclusively be used to absorb losses incurred or to increase the share capital of the Company through the capitalisation of the Non-Distributable Reserve;

so that, after the Share Capital Reduction, each Share shall have an accounting par value of 10 eurocents (€ 0.1).

Item 4.

To acknowledge that the Share Capital Reduction by way of the creation of the Non-Distributable Reserve as per item 3. above will allow creditors of the Company to apply for the posting of collateral to the Luxembourg district court within 30 days from the publication of the notarial deed recording the minutes of the Extraordinary General Meeting in the Luxembourg official gazette in accordance with article 69 of the Luxembourg act of 10 August 1915 on commercial companies, as amended (the Company Act).

Item 5.

To amend paragraph 1. of article 6 of the Articles to reflect the Share Capital Reduction as per item 3. above, to convert all existing Shares into ordinary shares of the Company (the "Ordinary Shares") without amending their rights and obligations and to reflect item 2. above so as to read as follows:

"The Company has an issued share capital of EUR 11,426,327.5 (eleven million four hundred and twenty-six thousand three hundred and twenty-seven euro and fifty eurocents) consisting of one hundred and fourteen million two hundred

and sixty-three thousand two hundred and seventy-five (114,263,275) Ordinary Shares without indication of nominal value, all of which have been fully paid-up."

Item 6.

To approve the special report prepared by the Board in accordance with article 32-3 paragraph 5 of the Company Act with respect to the proposed elimination or limitation of the preferential subscription right of the Shareholders pursuant to items 9. to 14. below.

Item 7.

To re-set the Company's authorised capital from its current amount of € 938,463,133.75 to an amount of € 938,463,133 represented by 9,355,494,196 Ordinary Shares and 29,137,134 Preference Shares (as defined below).

Item 8.

To amend paragraph 3. of article 6 of the Articles to reflect item 7. above and the reduction of accounting par value of the Shares as per item 2. above as follows:

"The Company shall have an authorised capital of nine hundred and thirty-eight million four hundred and sixty-three thousand one hundred and thirty-three euro (EUR 938,463,133) represented by nine billion three hundred and fifty-five million four hundred and ninety-four thousand one hundred and ninety-six (9,355,494,196) Ordinary Shares and twenty-nine million one hundred and thirty-seven thousand one hundred and thirty-four (29,137,134) Preference Shares without indication of nominal value (the Authorised Capital)."

Item 9.

To authorise the Board to issue, within the authorised capital of the Company and during a period starting as of the date on which the Shareholders will validly vote on and approve this item and expiring on the date that is forty five calendar days thereafter (the "Special Offering Period") the following securities with the following specific features with the right to eliminate or limit the existing Shareholders' preferential subscription right to subscribe for these securities:

(i) up to 145,685,674 Ordinary Shares at a price that is not less than their accounting par value that will be redeemed by the Company upon request of the Shareholders holding the relevant Ordinary Shares at a price of 0.20 pence per Ordinary Share (i.e., at their issue price) if such Ordinary Shares are not admitted to the official list of the United Kingdom Listing Authority and to trading on the London Stock Exchange on or before 8 January 2010 provided that this redemption right can only be exercised as from and including 8 January 2010 until and including 15 January 2010;

(ii) up to 29,137,134 non-voting preference shares (the "Preference Shares", each a "Preference Share") conferring:

(A) in accordance with article 44 of the Company Act:

I. a preferential cumulative dividend (the "Preference Dividend") corresponding to the higher of (a) 50 per cent. per annum of their accounting par value of € 0.10 (the "Par Value") and (b) the relevant percentage per annum of the Par Value, as will, when converted on each payment date at the spot rate of exchange between Sterling and Euro (or Euro and Sterling) chosen by the Board for the purposes of such conversion (the "Prevailing Exchange Rate"), enable the Company to pay to each Preference Share holder an amount in Sterling equal to 9.0 per cent. per annum of the preference share issue price (i.e., one (1) Sterling, the "Preference Share Issue Price") (such 9 per cent. per annum amount being the "Preferred Dividend Sterling Equivalent"); and

II. a preferential right to the reimbursement of an amount equal to (i) the higher of (a) the Preference Share Issue Price at the Prevailing Exchange Rate and (b) the amount received by the Company for the subscription of the Preference Shares issued during the Special Offering Period following conversion of the aggregate Preference Share Issue Price of such Preference Shares into Euro at the Prevailing Exchange Rate on the date of issue increased by (ii) any accrued but unpaid Preference Dividend (the "Repayment Amount");

being acknowledged that after payment of the Preference Dividend and the Repayment Amount in case of liquidation of the Company to the Preference Shares holders, any amount remaining available for distribution shall be available for distribution only to the holders of other shares of the Company;

(B) voting rights as per articles 44 to 46(1) of the Company Act; and

(C) voting rights in the same manner as other Shareholders at all meetings, in case, despite the existence of profits available for that purpose, the Preference Dividend is not paid in its entirety for any reason whatsoever for a period of one financial year until such time as all cumulative Preference Dividend shall have been paid in full,

that will be redeemed by the Company in the following circumstances, in accordance with the terms of, and subject to the conditions set out in, article 49-8 of the Company Act:

(A) upon request of the holders of such Preference Shares, Preference Shares issued during the Special Offering Period will be redeemed by the Company at the Preference Share Issue Price if such Preference Shares are not admitted to the official list of the United Kingdom Listing Authority and to trading on the London Stock Exchange on or before 8 January 2010 provided that this redemption right can only be exercised as from and including 8 January 2010 until and including 15 January 2010 and it is acknowledged that, in these circumstances, the Warrants issued with any Preference Shares so redeemed will be redeemed by the Company for no consideration;

(B) at any time, subject to such Preference Shares having been redeemed by the Company through the facilities of the London Stock Exchange at market price; or

(C) upon a change of control of the Company (defined as the acquisition by a single person or persons acting in concert of more than 50% of the voting rights attached to the Ordinary Shares), at the request of any Preference Share holders, at a price equal to the higher of (i) the Repayment Amount, or (ii) the average mid-market closing price over the 5 business days prior to the announcement of the offer which results in the change of control; or

(D) if more than 75% of the Preference Shares have been redeemed before the expiration of the 7-year period referred to under item (E) below, by way of a mandatory redemption programme launched by the Company at its sole discretion, at a price equal to the higher of (i) the Repayment Amount, or (ii) the average mid-market closing price over the 5 business days prior to the announcement of the launch of such programme; or

(E) if not redeemed earlier pursuant to items (A) to (D) above, on a date that is seven years after their issue at a price equal to the Repayment Amount;

(iii) up to 29,137,134 warrants (the "Warrants", each a "Warrant"), each Warrant entitling its holder to subscribe for one new Ordinary Share upon exercise of the Warrant, being exercisable on a semi-annual basis during a maximum period of four years as from the Warrant's issue in accordance with and subject to such terms and conditions as will be determined by the Board provided that the exercise price of the Warrants shall be not less than the accounting par value of the Ordinary Shares. Upon exercise of the Warrants, the Board is authorised to issue the relevant Ordinary Shares.

**Item 10.**

To approve that one Warrant shall be issued with each Preference Share to the subscriber of that Preference Share without consideration and to authorise the Board to issue the Warrants for free at a ratio of one Warrant per Preference Share issued as per item 9. above.

**Item 11. To:**

(i) approve that the issue price of the Preference Shares and Ordinary Shares and the exercise price of the Warrants that can be issued during the Special Offering Period as per item 9. above by the Board within the limits of the authorised share capital can be below the latest published net asset value of the Ordinary Shares ("NAV") as at their date of issue or exercise; and

(ii) expressly authorise the Board to issue the Preference Shares, the Ordinary Shares and the Warrants at a (issue or exercise) price that is or can be below the latest published NAV of the Ordinary Shares during the Special Offering Period.

**Item 12.**

To amend articles 8 and 9 of the Articles to reflect items 9. to 11. above, to authorise the Board to issue Ordinary Shares (and, as the case may be, additional warrants if and when required to comply with adjustment mechanisms provided for in the terms and conditions of the Warrants) within the limits of the Authorised Capital from a period starting as of end of the Special Offering Period and expiring on fifth anniversary of the date on which the shareholders of the Company will validly vote on this item (the "Ordinary Offering Period"), to authorise the Board to carry out/decide increases of the share capital within the Authorised Capital by way of the incorporation of reserves, and to introduce other cosmetic or minor amendments so that articles 8 and 9 of the Articles shall read as follows, it being understood that the information between square brackets shall be confirmed at the occasion of the extraordinary general meeting:

**"8. ISSUE AND SALE OF SHARES - RIGHTS OFFERINGS - WARRANTS**

*Ordinary Shares*

Within a period starting as of [date on which the shareholders of the Company will validly vote on this item 12.], and expiring on the date that is forty five calendar days thereafter (the "Special Offering Period"), the Board is authorised, if it determines it to be in the best interests of the Company, to issue from time to time and within the limits of the Authorised Capital up to one hundred and forty-five million six hundred and eighty-five thousand six hundred and seventy-four (145,685,674) Ordinary Shares at a price that is not less than their accounting par value with the right to eliminate or limit the existing holders of Ordinary Shares' preferential subscription right to subscribe for these Ordinary Shares.

Within a period starting as of the end of the Special Offering Period and expiring on [the fifth anniversary of the date on which the shareholders of the Company will validly vote on this item 12.] (the "Ordinary Offering Period"), the Board is authorised to issue from time to time additional Ordinary Shares up to the total amount of the Authorised Capital. During the Ordinary Offering Period, the Board is authorised to issue within the limits of the Authorised Capital Ordinary Shares for subscription by way of contributions in cash with the right to eliminate or limit the existing Shareholders' preferential right to subscribe to these Ordinary Shares if these Ordinary Shares are issued at or above the latest published Net Asset Value per Ordinary Share (the "Fair Price"). If, during the Ordinary Offering Period, the Board offers Ordinary Shares for subscription by contribution in cash at a price per Ordinary Share which is below the Fair Price, issuance of such Ordinary Shares must be made by reserving for existing holders of Ordinary Shares the right to subscribe to these new Ordinary Shares or to Ordinary Shares previously redeemed by the Company on a preferential and rateable basis in compliance with the provisions of the following paragraph ("Rights Offering"). Ordinary Shares may not be issued at a price which is less than their accounting par value.



Where the Board determines it to be in the best interests of the Company to issue during the Ordinary Offering Period Ordinary Shares at a price below the Fair Price by way of Rights Offerings: (i) the rights to subscribe to such Ordinary Shares shall be reserved for existing holders of Ordinary Shares on a preferential and rateable basis, (ii) such offering shall be on such terms and conditions as the Board determines are fair and reasonable to the existing holders of Ordinary Shares and customary for such offerings and (iii) the Board shall use its reasonable efforts to ensure that any existing holders of Ordinary Shares electing not to subscribe to Ordinary Shares pursuant to the Rights Offerings receive value for such rights, at market prices, by a method which the Board determines to be appropriate in compliance with applicable law and to be in the best interest of the relevant Shareholders.

The Board will determine the conditions of any issue of Ordinary Shares (whether during the Special Offering Period or the Ordinary Offering Period) including (i) whether such Ordinary Shares will be issued against contributions in cash, contributions in kind or by capitalisation of reserves, in whole or in part and (ii) in relation to Ordinary Shares to be issued against contributions in cash or in kind, the price per Ordinary Share and payment terms and terms of delivery, respectively.

Any contributions in kind have to be compatible with the investment policy of the Company. Furthermore, such contributions have to be made in accordance with Article 26-1 of the Company Act, and thus are subject to a valuation report being drawn-up by the auditor of the Company.

The Board may impose restrictions on the frequency at which Ordinary Shares shall be issued; the Board may, in particular, decide that Ordinary Shares shall only be issued during one or more offering periods or at such other frequency as provided for in the Prospectus, decide to discontinue temporarily, cease permanently or limit the issue of Ordinary Shares at any time to persons or corporate bodies resident or established in certain particular countries and territories. The Board may reject in its absolute discretion any application for Ordinary Shares. No Ordinary Shares will be issued during any period when the calculation of the Net Asset Value is suspended pursuant to the provisions of Article 12.

Any application for subscription shall be irrevocable, except in the event of a suspension of the calculation of the Net Asset Value. If, during the offering period for any particular offering, there is a suspension of the calculation of the Net Asset Value, any application for subscription made prior to such suspension may be revoked by the subscriber.

#### *Preference Shares - Warrants*

The Board is authorised, if it determines it to be in the best interests of the Company, to issue during the Special Offering Period and within the limits of the Authorised Capital the following securities with the following specific features with the right to eliminate or limit the existing holders of Ordinary Shares' preferential subscription right to subscribe for these securities:

(a) up to twenty-nine million one hundred and thirty-seven thousand one hundred and thirty-four (29,137,134) non-voting preference shares (the "Preference Shares", each a "Preference Share") conferring:

(i) in accordance with article 44 of the Company Act, a preferential cumulative dividend (the "Preference Dividend") corresponding to the higher of (a) 50 per cent. per annum of their accounting par value of €0.10 (the "Par Value") and (b) the relevant percentage per annum of the Par Value, as will, when converted on each payment date at the spot rate of exchange between Sterling and Euro (or Euro and Sterling) chosen by the Board for the purposes of such conversion (the "Prevailing Exchange Rate"), enable the Company to pay to each Preference Share holder an amount in Sterling equal to 9.0 per cent. per annum of the preference share issue price (i.e., one (1) Sterling, the "Preference Share Issue Price") (such 9 per cent. per annum amount being the "Preferred Dividend Sterling Equivalent") and a preferential right to the reimbursement of an amount equal to (i) the higher of (a) the Preference Share Issue Price at the Prevailing Exchange Rate and (b) the amount received by the Company for the subscription of the Preference Shares issued during the Special Offering Period following conversion of the aggregate Preference Share Issue Price of such Preference Shares into Euro at the Prevailing Exchange Rate on the date of issue increased by (ii) any accrued but unpaid Preference Dividend (the "Repayment Amount"), being acknowledged that after payment of the Preference Dividend and the Repayment Amount in case of liquidation of the Company to the Preference Shares holders, any amount remaining available for distribution shall be available for distribution only to the holders of other shares of the Company;

(ii) voting rights as per articles 44 to 46(1) of the Company Act; and

(iii) voting rights in the same manner as other Shareholders at all meetings, in case, despite the existence of profits available for that purpose, the Preference Dividend is not paid in its entirety for any reason whatsoever for a period of one financial year until such time as all cumulative Preference Dividend shall have been paid in full,

that will be redeemed in accordance with article 9 below;

(b) up to twenty-nine million one hundred and thirty-seven thousand one hundred and thirty-four (29,137,134) warrants (the "Warrants", each a "Warrant"), each Warrant entitling its holder to subscribe for one new Ordinary Share upon exercise of the Warrant, being exercisable on a semi-annual basis during a maximum period of four years as from the Warrant's issue in accordance with and subject to such terms and conditions as will be determined by the Board provided that the exercise price of the Warrants shall be not less than the accounting par value of the Shares. The Warrants shall be issued for free at a ratio of one Warrant per issued Preference Share. Upon exercise of the Warrants, the Board is authorised to issue the relevant Ordinary Shares.

The Board is further authorised, if and when required under the terms and conditions of the Warrants, to issue during the Ordinary Offering Period and within the limits of the Authorised Capital such additional number of warrants as is necessary to comply with adjustment mechanisms provided for in the terms and conditions of the Warrants, with specific features similar to those of the warrants, and with the right to eliminate or limit the existing holders of Ordinary Shares' preferential subscription right to subscribe for these additional warrants.

#### *General*

The price per Share at which the Company offers Shares for subscription or sale may be increased by an amount representing a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the offering and/or by an amount representing applicable sales commissions and fees and expense reimbursement as determined from time to time by the Board, as its discretion. The price so determined shall be payable within a period as determined by the Board and disclosed in the Prospectus. The Company may decide, at the discretion of the Board, to pay such costs and expenses, commissions and fees and expense reimbursement out of the assets of the Company. If the consideration payable to the Company for the newly issued Shares exceeds the accounting par value of the Shares, the excess is to be treated as share premium in respect of the Shares in the books of the Company.

The Board may delegate to any Director, manager, officer, or any other agent of the Company the power to accept subscriptions and to receive payment of the price of the new Shares to be issued and to deliver them.

The Board is authorised to make an application for admission of each Class of Shares and of the Warrants to the official list of any major stock exchange as the Board may determine.

## 9. REDEMPTION OF SHARES

### *Ordinary Shares*

The Company is a closed-ended undertaking for collective investment. Consequently, Ordinary Shares in the Company shall not be redeemable at the request of a Shareholder. All the Ordinary Shares of the Company are redeemable shares within the meaning of article 49-8 of the Company Act and the Company may proceed at its own initiative or upon request of Shareholders with a redemption of Ordinary Shares whenever the Board considers this to be in the best interest of the Company, subject to the terms and conditions it shall determine and within the limitations set forth by the Company Act and these Articles.

Ordinary Shares shall be redeemed at the Fair Price as at the date specified by the Board at its discretion, less an amount, if any, equal to any duties and charges which will be incurred upon the disposal of the Company's investments as at the date of redemption in order to fund such a redemption, which duties and charges shall be equal (in percentage terms) with respect to all Ordinary Shares, subject to the provisions of Article 10 hereof. Notwithstanding the above, the Board may redeem Ordinary Shares at a price which is below the Fair Price if (i) the Shares are admitted to the official list of a major stock exchange, (ii) the redemption price is not more than 5 per cent. above the average of the middle market quotations for the Ordinary Shares for the five business days before the redemption occurs or, if higher, the higher of (a) the latest independent trade and (b) the current highest independent bid and (iii) the Board considers that such redemption will enhance Shareholder value.

Notwithstanding anything to the contrary herein, upon the request of the Shareholders holding such Ordinary Shares, Ordinary Shares issued during the Special Offering Period will be redeemed by the Company at a price of 0.20 pence per Ordinary Share (i.e., at their issue price) if such Ordinary Shares are not admitted to the official list of the United Kingdom Listing Authority and to trading on the London Stock Exchange on or before 8 January 2010 provided that this redemption right can only be exercised as from and including 8 January 2010 until and including 15 January 2010.

The redemption price per Ordinary Share shall be paid within a period as determined by the Board which shall not exceed thirty Luxembourg Banking Days from the date fixed for redemption, provided that the Share certificates, if any, and the transfer documents have been received by the Company, subject to the provisions of Article 12 hereof.

### *Preference Shares*

The Preference Shares shall be redeemed by the Company in the following circumstances, in accordance with the terms of, and subject to the conditions set out in, article 49-8 of the Company Act:

(i) upon request of the holders of such Preference Shares, Preference Shares issued during the Special Offering Period will be redeemed by the Company at the Preference Share Issue Price if such Preference Shares are not admitted to the official list of the United Kingdom Listing Authority and to trading on the London Stock Exchange on or before 8 January 2010 provided that this redemption right can only be exercised as from and including 8 January 2010 until and including 15 January 2010 and it is acknowledged that, in these circumstances, the Warrants issued with any Preference Shares so redeemed will be redeemed by the Company for no consideration;

(ii) at any time, subject to such Preference Shares having been redeemed by the Company through the facilities of the London Stock Exchange at market price; or

(iii) upon a change of control of the Company (defined as the acquisition by a single person or persons acting in concert of more than 50% of the voting rights attached to the Ordinary Shares), at the request of any Preference Share holders, at a price equal to the higher of (i) the Repayment Amount, or (ii) the average mid-market closing price over the 5 business days prior to the announcement of the offer which results in the change of control; or

(iv) if more than 75% of the Preference Shares have been redeemed before the expiration of the 7-year period referred to under item (v) below, by way of a mandatory redemption programme launched by the Company at its sole discretion, at a price equal to the higher of (i) the Repayment Amount, or (ii) the average mid-market closing price over the 5 business days prior to the announcement of the launch of such programme; or

(v) if not redeemed earlier pursuant to items (i) to (iv) above, on a date that is seven years after their issue at a price equal to the Repayment Amount.

#### *General*

Shares redeemed by the Company shall remain in existence as treasury shares held by the Company but shall not have any voting rights or any right to participate in any dividends declared by the Company or in any distribution paid upon the liquidation or winding-up of the Company and shall be disregarded for purposes of determining net asset value per Share, in each case, for so long as such Shares are held by the Company. An amount equal to the accounting par value of all the shares redeemed shall be included in a reserve which cannot be distributed to the Shareholders except in the event of a reduction in the subscribed capital or where the proceeds of a new issue of Shares is made with a view to carry out such redemption.

Where Shares are redeemed by the Company upon its initiative, a notice of redemption will be published in the Journal Officiel du Grand-Duché de Luxembourg, Recueil des Sociétés et Associations, Mémorial C.

Shares may be redeemed at the initiative of the Company, e.g., (i) if the value of the assets of the Company has decreased to an amount determined by the Board to be below the minimum level for the Company to be operated in an economically efficient manner, (ii) if there has been an adverse change in the economic or political situation of the region on which the Company focuses, (iii) in order to distribute to the Shareholders upon the disposal of an investment asset by the Company the net proceeds of such investment, notwithstanding any distribution pursuant to Article 28 hereof or (iv) in the circumstances, and in the manner, described in Article 10 hereof. Except as otherwise provided in these Articles, Shares will be redeemed on a pro rata basis among Shareholders."

#### Item 13.

To amend article 28 of the Articles by (i) deleting from Article 28 sub-item (d) of paragraph 4. and (ii) including a new paragraph 5. in Article 28 to reflect that Preference Shares that can be issued as per item 9. above will have the right to the Preference Dividend and the a preferential right to the reimbursement of the Repayment Amount which shall read as follows:

"Any distribution shall be made in accordance with, and subject to, the right of Preference Shares to receive the Preference Dividend as set out in Article 8 and to the reimbursement of the Repayment Amount by preference to Ordinary Shares, in accordance with article 44 of the Company Act. If cash distribution on any Preference Share is unpaid and accruing, no cash distribution will be made in respect of any Ordinary Share in issue until all such unpaid amount have been paid."

#### Item 14.

To amend paragraph 2. of article 26 of the Articles to reflect that the Board is authorised to issue the Preference Shares as per item 9. above as follows:

"Each whole Share is entitled to one vote, subject to the limitations imposed by these Articles. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing or by cable, telegram, telex or telefax message. Notwithstanding the preceding sentence, Preference Shares shall not have the right to vote except in circumstances as set out in article 8 above."

#### Item 15.

To amend paragraph 1. of article 11 of the Articles so as to reflect the (possible) existence of several classes of Shares (i.e., Ordinary Shares and Preference Shares) and the calculation of a separate net asset value per Share in respect of each such class as follows:

"The Net Asset Value per Share of each Class shall be expressed in euro. The Net Asset Value per Class shall be determined as of any valuation day as set forth in the Prospectus (a "Valuation Day") as follows: each Class participates in the Company according to the distribution and capital reimbursement entitlements (including, for the avoidance of doubt, liability to pay preferred dividends or other preferential rights to receive distributions attached to a particular Class) attributable to each such Class. The value of the total distribution and capital reimbursement entitlements attributed to a particular Class on a given Valuation Day adjusted with the liabilities relating to that Class on that Valuation Day represents the total Net Asset Value attributable to that Class on that Valuation Day. A separate Net Asset Value per Share, which may differ as a consequence of these variable factors, will be calculated for each Class as follows: the Net Asset Value of that Class on that Valuation Day divided by the total number of Shares of that Class then outstanding on that Valuation Day."

#### Item 16.

To restate the Articles in their entirety so as to reflect items 2. to 15. above and to make further cosmetic and minor changes (including changes designed to update the provisions dealing with U.S. Persons and Prohibited Persons, as these terms are defined in the Articles) thereto.

Item 17.

To approve that Invista Real Estate Investment Management Holdings plc ("Invista Holdings"), the parent company of the investment manager of the Company, has committed to subscribe to up to an aggregate number of 21,492,315 Ordinary Shares during the Special Offering Period and that Invista Holdings will be paid a commission of 3% of two-thirds of the total amount of its commitment.

Item 18.

To satisfy the requirement set out in Listing Rule 9.5.10 of the UK Listing Authority (made under section 74 of the UK Financial Services and Markets Act 2000), to:

(i) approve that the issue price of the Ordinary Shares and the exercise price of the Warrants that can be issued by the Board within the limits of the authorised share capital can be at a discount of more than 10 per cent. to the middle market price of the existing Ordinary Shares at the time of announcing the terms of an offer in a circular issued by the Company on 16 November 2009; and

(ii) expressly authorise the Board to issue the Ordinary Shares and the Warrants at a (issue or exercise) price that is or can be at a discount of more than 10 per cent. to the middle market price of the existing Ordinary Shares at the time of announcing the terms of an offer in a circular issued by the Company on 16 November 2009.

Item 19.

To acknowledge and approve that the contemplated issue of the Ordinary Shares, Preference Shares and Warrants in accordance with the terms of the offer made in the circular (the "Circular") and the public offer prospectus (the "Prospectus") (to be) issued by the Company on or around 16 November 2009 will have a partial dilutive effect on the shareholding and voting interest of the current shareholders of the Company and that such dilutive effect will further increase to the extent by which the current shareholders of the Company do not subscribe to the contemplated share capital increase in accordance with their rights to do so as described in the Circular and the Prospectus.

Notes

(a) Shareholders that hold their Shares directly and not through CREST on the Record Date (as defined below) ("Qualifying Shareholders") who plan to attend the Second Extraordinary General Meeting referred to above, should complete the relevant attendance form and date, sign and return a copy by fax and the original by mail before 5.00 p.m. CET on 23 December 2009 to the attention of Ms Marta Kozinska, Citco REIF Services (Luxembourg) S.A., 20 rue de la Poste, L-2346 Luxembourg, fax number +352 47 24 73.

(b) Qualifying Shareholders who will not be able to attend the Extraordinary General Meeting may complete the relevant form of proxy (the "Form of Proxy") and date, sign and return a copy by fax and the original by mail before 5.00 p.m. CET on 23 December 2009 to the attention of Ms Marta Kozinska, Citco REIF Services (Luxembourg) S.A., 20 rue de la Poste, L-2346 Luxembourg, fax number +352 47 24 73.

Please note that any Forms of Proxy received after 5.00 p.m. CET on 23 December 2009 or incomplete Forms of Proxy will not be taken into account for the calculation of the vote in respect of the Second Extraordinary General Meeting of 29 December 2009.

Qualifying Shareholders are informed that any completed Form of Proxy which was returned for attendance at the First Extraordinary General Meeting held on 24 November 2009 (even, for the avoidance of doubt, after the deadline set for return of the same in respect of the First Extraordinary General Meeting) will remain valid for the Second Extraordinary General Meeting, provided that the Qualifying Shareholders having submitted their Forms of Proxy in respect of the First Extraordinary General Meeting have not notified the Company in writing of the revocation of their Form of Proxy in respect of the First Extraordinary General Meeting, at the time on which the deadline for posting of Forms of Proxy in respect of the Second Extraordinary General Meeting expires (it being understood that a completed Form of Proxy returned on time for the Second Extraordinary General Meeting shall be deemed to constitute a revocation of any Form of Proxy returned with respect to the First Extraordinary General Meeting) and that the relevant Form of Proxy shall be valid only for the (remaining) number of Shares that each of the relevant Shareholder holds at 6.00 p.m. CET on the date which is two days prior to the Second Extraordinary General Meeting.

(c) Holders of the dematerialised depositary interests in respect of shares of the Company issued and to be issued (the "Depositary Interests") by Capita IRG Trustees Limited (the "Depositary") ("DI Holders") should therefore complete the relevant voting direction forms and date, sign and return a copy by fax and the original by mail before 6.00 p.m. on 21 December 2009 to the attention of Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, fax: +44(0)2986392180. Once Capita IRG Trustees Limited has collated responses from DI Holders, it will lodge with Citco REIF Services (Luxembourg) S.A. a Form of Proxy representing in aggregate the instructions of DI Holders.

Please note that any voting direction forms received after 6.00 p.m. on 21 December 2009 or incomplete voting direction forms will not be taken into account for the calculation of the vote in respect of the Second Extraordinary General Meeting of 29 December 2009.

DI Holders are informed that any completed voting direction forms which was returned in respect of the First Extraordinary General Meeting held on 24 November 2009 (even, for the avoidance of doubt, after the deadline set for

return of the same in respect of the First Extraordinary General Meeting) will remain a valid voting direction for the Second Extraordinary General Meeting, provided that the DI Holders having submitted their voting direction forms in respect of the First Extraordinary General Meeting have not notified the Company in writing of the revocation of their voting direction form in respect of the First Extraordinary General Meeting at the time on which the deadline for posting of voting direction forms in respect of the Second Extraordinary General Meeting expires (it being understood that a completed voting direction form returned on time for the Second Extraordinary General Meeting shall be deemed to constitute a revocation of any voting direction form returned with respect to the First Extraordinary General Meeting) are still holders of Depositary Interests and that the relevant voting direction forms shall be valid only for the (remaining) number of Depositary Interests that each of the relevant holder of Depositary Interests holds at 6.00 p.m. on 21 December 2009.

(d) Only Qualifying Shareholders entitled to vote at 6.00 p.m. CET on the date which is two days prior to the Second Extraordinary General Meeting will be entitled to vote. Only DI Holders entered on the register of DI Holders at 6.00 p.m. (Luxembourg time) on 21 December 2009 shall be entitled to attend and vote at the Second Extraordinary General Meeting of 29 December 2009 (or any adjournment thereof).

Changes to entries on the register of Shareholders (or, in respect of Depositary Interest(s), in the register of Depositary Interests held by Capita IRG Trustees Limited) after the above times shall be disregarded in determining the rights of persons to vote (and the number of votes they may cast) at the Second Extraordinary General Meeting.

(e) Qualifying Shareholders and DI Holders are advised that no quorum is required for the Second Extraordinary General Meeting to validly deliberate and vote upon items of its agenda and that resolutions to be adopted at the Second Extraordinary General Meeting require a two-thirds majority of the votes validly cast, abstentions, invalid and blank votes not being taken into account. Each Share is entitled to one vote.

(f) The full text of the proposed revised Articles of the Company (together with a version that shows the changes against the current version of the Articles) is available for inspection, and the attendance form, the Form of Proxy, and the voting direction forms for the Second Extraordinary General Meeting are available, at the offices of Herbert Smith LLP, Exchange House, Primrose Street, London EC2A 2HS, the registered office of the Company and on <http://www.ieret.eu/>.

Référence de publication: 2009147416/755/429.

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### **Lux-Garantie, Société d'Investissement à Capital Variable.**

Siège social: L-1930 Luxembourg, 1, place de Metz.

R.C.S. Luxembourg B 55.646.

Mesdames, Messieurs les actionnaires sont priés d'assister à

#### **l'ASSEMBLEE GENERALE ORDINAIRE**

qui sera tenue dans les locaux de la de la Banque et Caisse d'Epargne de l'Etat, Luxembourg à Luxembourg, 1, rue Zithe, le lundi 21 décembre 2009 à 11.00 heures et qui aura l'ordre du jour suivant:

#### *Ordre du jour:*

1. Recevoir le rapport du Conseil d'Administration et le rapport du Réviseur d'Entreprises pour l'exercice clos au 30 septembre 2009.
2. Recevoir et adopter les comptes annuels arrêtés au 30 septembre 2009; affectation des résultats.
3. Donner quitus aux Administrateurs.
4. Nominations statutaires.
5. Nomination du Réviseur d'Entreprises.
6. Divers.

Les propriétaires d'actions au porteur désirant être présents ou représentés moyennant procuration à l'Assemblée Générale devront en aviser la Société et déposer leurs actions au moins cinq jours francs avant l'Assemblée aux guichets d'un des agents payeurs ci-après:

**BANQUE ET CAISSE D'EPARGNE DE L'ETAT, LUXEMBOURG**

**BANQUE RAIFFEISEN S.C.**

**FORTUNA BANQUE S.C.**

Les propriétaires d'actions nominatives inscrits au registre des actionnaires en nom à la date de l'Assemblée sont autorisés à voter ou à donner procuration en vue du vote. S'ils désirent être présents à l'Assemblée Générale, ils doivent en informer la Société au moins cinq jours francs avant.

Les résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requièrent aucun quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

**LE CONSEIL D'ADMINISTRATION.**

Référence de publication: 2009147406/755/30.

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**Quoniam Funds Selection SICAV, Société d'Investissement à Capital Variable.**

Siège social: L-1471 Luxembourg, 308, route d'Esch.

R.C.S. Luxembourg B 141.455.

Einberufung zur

**ORDENTLICHEN GENERALVERSAMMLUNG**

der Aktionäre welche am 2. Dezember 2009 um 10.00 Uhr am Gesellschaftssitz stattfindet und folgende Tagesordnung hat:

*Tagesordnung:*

1. Entgegennahme des Berichtes des Verwaltungsrates
2. Entgegennahme des Berichtes des Wirtschaftsprüfers
3. Genehmigung des Jahresabschlusses zum 30. September 2009
4. Beschluss über die Verwendung des Ergebnisses des am 30. September 2009 endenden Geschäftsjahres
5. Entlastung der Mitglieder des Verwaltungsrates
6. Bestellung des Wirtschaftsprüfers
7. Verschiedenes

Die Punkte auf der Tagesordnung unterliegen keinen Anwesenheitsbedingungen und die Beschlüsse werden durch die einfache Mehrheit der anwesenden oder vertretenen Aktionäre gefasst.

Um zu der Versammlung zugelassen zu werden, müssen Eigentümer von Inhaberaktien wenigstens drei Tage vor der Versammlung ihre Aktienzertifikate bei der Union Investment Financial Services S.A., 308, route d'Esch, L-1471 Luxembourg hinterlegen. Sie werden auf Vorlage einer Bestätigung der Hinterlegung (Sperrbescheinigung) zur Generalversammlung der Aktionäre zugelassen.

*Der Verwaltungsrat.*

Référence de publication: 2009147404/755/25.

**Lux-Avantage Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1930 Luxembourg, 1, place de Metz.

R.C.S. Luxembourg B 46.041.

Mesdames, Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

sera tenue dans les locaux de la Banque et Caisse d'Epargne de l'Etat, Luxembourg, à Luxembourg, 1, rue Zithe, le jeudi 17 décembre 2009 à 11.00 heures et qui aura l'ordre du jour suivant:

*Ordre du jour:*

1. Recevoir le rapport du Conseil d'Administration et le rapport du Réviseur d'Entreprises pour l'exercice clos au 30 septembre 2009.
2. Recevoir et adopter les comptes annuels arrêtés au 30 septembre 2009; affectation des résultats.
3. Donner quitus aux Administrateurs.
4. Nominations statutaires.
5. Nomination du Réviseur d'Entreprises.
6. Divers.

Les propriétaires d'actions au porteur désirant être présents ou représentés moyennant procuration à l'Assemblée Générale devront en aviser la Société et déposer leurs actions au moins cinq jours francs avant l'Assemblée aux guichets d'un des agents payeurs ci-après:

**BANQUE ET CAISSE D'EPARGNE DE L'ETAT, LUXEMBOURG**

**BANQUE RAIFFEISEN S.C.**

**FORTUNA BANQUE S.C.**

Les propriétaires d'actions nominatives inscrits au registre des actionnaires en nom à la date de l'Assemblée sont autorisés à voter ou à donner procuration en vue du vote. S'ils désirent être présents à l'Assemblée Générale, ils doivent en informer la Société au moins cinq jours francs avant.

Les résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requièrent aucun quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

*LE CONSEIL D'ADMINISTRATION.*

Référence de publication: 2009147408/755/30.

**F.A.M. Personal Fund, Société d'Investissement à Capital Variable (en liquidation).**

Siège social: L-1855 Luxembourg, 50, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 72.628.

L'Assemblée Générale Extraordinaire des actionnaires de la société F.A.M. Personal Fund (en liquidation) qui s'est tenue le 26 novembre 2009 n'ayant pu délibérer sur les points de l'ordre du jour étant donné que le quorum de présence requis n'a pas été atteint, les actionnaires sont invités à assister à:

**L'ASSEMBLEE GENERALE EXTRAORDINAIRE**

qui se tiendra au siège social de la Société, le 14 décembre 2009 à 15.00 heures, afin de délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

1. Présentation du rapport du conseil d'administration et décharge des administrateurs pour l'exercice de leur mandat prenant fin à la date de la mise en liquidation ;
2. Présentation et approbation des comptes audités pour la période entre le 1<sup>er</sup> octobre 2008 et le 6 juillet 2009;
3. Présentation des comptes de liquidation, des rapports du liquidateur ainsi que du réviseur d'entreprises sur la liquidation;
4. Acceptation des comptes de liquidation et décharge au liquidateur pour l'exercice de son mandat;
5. Clôture de la liquidation de la Société;
6. Désignation de l'endroit de conservation des livres et documents sociaux de la Société pendant cinq ans au moins;
7. Mesures prises en vue de la consignation des sommes et valeurs revenant aux créanciers ou aux associés dont la remise n'aurait pu leur être faite;
8. Divers.

Aucun quorum de présence n'est requis pour cette assemblée. Les résolutions à l'ordre du jour seront adoptées si elles réunissent les deux tiers au moins des voix des actionnaires présents ou représentés.

Dans un souci d'organisation de cette assemblée, les actionnaires sont invités à faire connaître leur intention de prendre part à celle-ci deux jours francs au moins qu'elle soit tenue. Les actionnaires seront admis à cette assemblée sur justification de leur identité.

Les actionnaires qui ne pourront pas assister à ces Assemblées peuvent librement se faire représenter en renvoyant la procuration dont le formulaire est disponible sur demande au siège social de la Société. Les procurations dûment complétées et signées doivent être envoyées au plus tard le 11 décembre 2009 à 14.00 heures par fax au +352 42.42.65.00 suivi de l'original par courrier à l'adresse du siège social de la Société.

Les comptes audités de F.A.M. Personal Fund (en liquidation) pour la période allant du 1<sup>er</sup> octobre 2008 au 6 juillet 2009 ainsi que le projet des comptes de liquidation, des rapports du liquidateur et du réviseur d'entreprises sont disponibles au siège social de la Société.

*Le Liquidateur.*

Référence de publication: 2009147419/755/37.

**F.A.M. Fund, Société d'Investissement à Capital Variable (en liquidation).**

Siège social: L-1855 Luxembourg, 50, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 72.491.

L'Assemblée Générale Extraordinaire des actionnaires de la société F.A.M. Fund (en liquidation) qui s'est tenue le 26 novembre 2009 n'ayant pu délibérer sur les points de l'ordre du jour étant donné que le quorum de présence requis n'a pas été atteint, les actionnaires sont invités à assister à:

**L'ASSEMBLEE GENERALE EXTRAORDINAIRE**

qui se tiendra au siège social de la Société, le 14 décembre 2009 à 14.30 heures, afin de délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

1. Présentation du rapport du conseil d'administration et décharge des administrateurs pour l'exercice de leur mandat prenant fin à la date de la mise en liquidation;
2. Présentation et approbation des comptes audités pour la période entre le 1<sup>er</sup> octobre 2008 et le 20 juillet 2009;
3. Présentation des comptes de liquidation et du rapport du liquidateur;
4. Présentation et approbation de la cession à un tiers identifié par le liquidateur et par la banque dépositaire pour un montant total de EUR 100,- des titres illiquides ACT ANGLO IRISH BANK (code ISIN IE00B06H8J93) et PRV AMERICAN HOME MORTF CUM RED A 9,75 (code ISIN US02660R2067), valorisés à zéro, dans lesquels le

compartiment F.A.M. FUND - Fundamental Investments a investi. Toutes les informations portées à la connaissance du liquidateur concernant ces 2 titres.

5. Approbation des comptes de liquidation;
6. Présentation du rapport du réviseur d'entreprises à la liquidation;
7. Décharge au liquidateur pour l'exercice de son mandat;
8. Clôture de la liquidation de la Société;
9. Désignation de l'endroit de conservation des livres et documents sociaux de la Société pendant cinq ans au moins;
10. Mesures prises en vue de la consignation des sommes et valeurs revenant aux créanciers ou aux associés dont la remise n'aurait pu leur être faite;
11. Divers.

Aucun quorum de présence n'est requis pour cette assemblée. Les résolutions à l'ordre du jour seront adoptées si elles réunissent les deux tiers au moins des voix des actionnaires présents ou représentés.

Dans un souci d'organisation de cette assemblée, les actionnaires sont invités à faire connaître leur intention de prendre part à celle-ci deux jours francs au moins qu'elle soit tenue. Les actionnaires seront admis à cette assemblée sur justification de leur identité.

Les actionnaires qui ne pourront pas assister à ces Assemblées peuvent librement se faire représenter en renvoyant la procuration dont le formulaire est disponible sur demande au siège social de la Société. Les procurations dûment complétées et signées doivent être envoyées au plus tard le 11 décembre 2009 à 14.00 heures par fax au +352 42.42.65.00 suivi de l'original par courrier à l'adresse du siège social de la Société.

Les comptes audités de F.A.M. Fund (en liquidation) pour la période allant du 1<sup>er</sup> octobre 2008 au 20 juillet 2009 ainsi que le projet des comptes de liquidation, des rapports du liquidateur et du réviseur d'entreprises sont disponibles au siège social de la Société.

*Le liquidateur.*

Référence de publication: 2009147423/755/43.

**Lux-Croissance, Société d'Investissement à Capital Variable.**

Siège social: L-1930 Luxembourg, 1, place de Metz.

R.C.S. Luxembourg B 38.527.

Mesdames, Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui sera tenue dans les locaux de la Banque et Caisse d'Epargne de l'Etat, Luxembourg à Luxembourg, 1, rue Zithe, le lundi 14 décembre 2009 à 11.00 heures et qui aura l'ordre du jour suivant:

*Ordre du jour:*

1. Recevoir le rapport du Conseil d'Administration et le rapport du Réviseur d'Entreprises pour l'exercice clos au 30 septembre 2009.
2. Recevoir et adopter les comptes annuels arrêtés au 30 septembre 2009; affectation des résultats.
3. Donner quitus aux Administrateurs.
4. Nominations statutaires.
5. Nomination du Réviseur d'Entreprises.
6. Divers.

Les propriétaires d'actions au porteur désirant être présents ou représentés moyennant procuration à l'Assemblée Générale devront en aviser la Société et déposer leurs actions au moins cinq jours francs avant l'Assemblée aux guichets d'un des agents payeurs ci-après:

Pour le Luxembourg:

BANQUE ET CAISSE D'EPARGNE DE L'ETAT, LUXEMBOURG

BANQUE RAIFFEISEN S.C.

Pour l'Allemagne:

Deutsche Bank AG, Taunusanlage 12, D-60325 Frankfurt am Main

Les propriétaires d'actions nominatives inscrits au registre des actionnaires en nom à la date de l'Assemblée sont autorisés à voter ou à donner procuration en vue du vote. S'ils désirent être présents à l'Assemblée Générale, ils doivent en informer la Société au moins cinq jours francs avant.

Les résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requièrent aucun quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

*LE CONSEIL D'ADMINISTRATION.*

Référence de publication: 2009142054/755/32.



**Acergy S.A., Société Anonyme Holding.**

Siège social: L-1471 Luxembourg, 412F, route d'Esch.  
R.C.S. Luxembourg B 43.172.

The

**EXTRAORDINARY GENERAL MEETING**

of Shareholders (the "Meeting") of Acergy S.A. (the "Company"), a Société Anonyme Holding R.C.S. Luxembourg B 43172, having its Registered Office at 412F, route d'Esch, L-2086 Luxembourg, will be held at the offices of SGG S.A., 412F, route d'Esch, L-2086 Luxembourg, on Thursday *December 17, 2009* at 11.00 a.m. (local time), for the following purposes:

*Agenda:*

1. To approve the recommendation of the Board of Directors of the Company to adopt amended Articles of Incorporation as summarised in the Chairman's letter which has been sent to eligible shareholders.
2. To approve the recommendation of the Board of Directors of the Company to appoint Mr. Dod Fraser as a Director of the Company until the next Annual General Meeting or until his successor is appointed.
3. To approve the recommendation of the Board of Directors of the Company to adopt the proposed Acergy S.A. 2009 Long-Term Incentive Plan.

A summary of the proposed changes to the Articles, along with a biography of Mr. Dod Fraser and a summary of the proposed 2009 Long-Term Incentive Plan, is included in the Chairman's letter which has been sent to eligible shareholders. Furthermore, these documents together with the full text of the proposed amended Articles of Incorporation and the rules of the 2009 Long-Term Incentive Plan are available online at: [www.acergy-group.com/public/December2009EGM](http://www.acergy-group.com/public/December2009EGM) and can also be obtained from the Company Secretary, Acergy S.A., 412F, route d'Esch, L-2086 Luxembourg.

The Extraordinary General Meeting shall be conducted in conformity with the quorum and voting requirements of Luxembourg Company Law and the Company's Articles of Incorporation.

The Board of Directors of the Company has determined that Shareholders of record at the close of business on Friday October 30, 2009 will be entitled to vote at the aforesaid Meeting and any adjournments thereof.

The Company's Board of Directors recommends that eligible shareholders vote in favour of the proposals to be considered at the Meeting.

Sir Peter Mason K.B.E.

*Chairman*

November 10, 2009.

The deadline for submission of votes of American Depositary Receipt holders is Monday December 7, 2009 and for holders of Common Shares is Wednesday December 9, 2009.

Every shareholder is entitled to ask questions related to items on the agenda of the Extraordinary General Meeting.

Référence de publication: 2009147425/795/36.

**MARRIE Spf S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 17.798.

Messieurs les Actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

de la société qui se tiendra le *8 décembre 2009* à 11.00 heures au siège avec pour

*Ordre du jour:*

- Rapports du Conseil d'Administration et du Commissaire;
- Approbation du bilan et du compte de Profits et Pertes arrêtés au 30.09.2009;
- Affectation du résultat au 30.09.2009;
- Quitus aux administrateurs et au commissaire;
- Ratification de la nomination d'un Administrateur par le Conseil d'Administration du 27.03.2009;
- Divers.

Pour assister à cette Assemblée, Messieurs les Actionnaires, sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au Siège Social.

**LE CONSEIL D'ADMINISTRATION.**

Référence de publication: 2009142053/19.

**Erole Participation S.A., Société Anonyme.**

Siège social: L-1526 Luxembourg, 23, Val Fleuri.  
R.C.S. Luxembourg B 110.848.

Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

des actionnaires qui sera tenue de façon extraordinaire le 7 décembre 2009 à 10.00 heures au siège social de la société avec l'ordre du jour suivant:

*Ordre du jour:*

- Constatation et approbation du report de la date de l'Assemblée Générale Ordinaire ayant pour objet d'approuver les comptes annuels de l'exercice clôturé au 31 décembre 2008.
- Présentation et approbation du rapport de gestion du Conseil d'Administration ainsi que du rapport de contrôle du Commissaire relatifs à l'exercice clôturé au 31 décembre 2008.
- Approbation du bilan arrêté au 31 décembre 2008 et du compte de profits et pertes y relatif; affectation du résultat.
- Décharge aux Administrateurs et au Commissaire pour l'exercice de leur mandat durant l'exercice clôturé au 31 décembre 2008.
- Divers.

Pour prendre part à cette assemblée, Messieurs les actionnaires sont priés de déposer leurs actions au porteur cinq jours francs au moins avant la date de la réunion de l'Assemblée Générale Ordinaire au 23, Val Fleuri à Luxembourg.

*Le Conseil d'Administration.*

Référence de publication: 2009141430/565/22.

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**Green Bear S.A., Société Anonyme.**

Siège social: L-1621 Luxembourg, 24, rue des Genêts.  
R.C.S. Luxembourg B 114.689.

Mesdames et Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE EXTRAORDINAIRE**

qui se tiendra le 8 décembre 2009 à 14.30 heures au siège social de la société, à l'effet de délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

1. Discussion sur l'opportunité d'accepter la proposition d'Enfinity portant sur la cession de l'essentiel des projets éoliens en Pologne pouvant atteindre un montant compris entre 10.000.000,- EUR et 20.000.000,- EUR. (Les conditions de cession sont disponibles au siège social de la société; les actionnaires détenteurs d'actions nominatives ont été informés des conditions par courrier.)

Tout actionnaire aura le droit de voter en personne ou par mandataire, qu'il soit actionnaire ou non, une action donnant droit à une voix, pour autant que la qualité d'actionnaire soit justifiée.

Les représentations ou votes par procuration ne pourront être pris en compte que si les pouvoirs sont parvenus au siège social de la société au plus tard la veille de la date de l'assemblée générale extraordinaire, accompagnés des justificatifs originaux de la qualité d'actionnaire (titre au porteur, certificat d'inscription nominative).

*Le Conseil d'administration.*

Référence de publication: 2009141850/9766/21.

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**SF (Lux) Sicav 1, Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 100.557.

Shareholders are invited to attend the

**ANNUAL GENERAL MEETING**

of shareholders which will be held at 33A avenue J.F. Kennedy, Luxembourg, on December 7th, 2009 at 11:00 a.m. The Annual General Meeting scheduled for August 20th, 2009 was duly convened and postponed until December 7th, 2009 because the annual report was not finished.

*Agenda:*

1. Reports of the Board of Directors and the Auditors.
2. Approval of the financial statements as of May 31st, 2009.

3. Decision on allocation of net profits.
4. Discharge of the Directors and of the Auditors in respect of the carrying out of their duties during the fiscal year ended May 31st, 2009.
5. Election and remuneration of the Members of the Board of Directors.
6. Appointment of the Auditor.
7. Miscellaneous.

*NOTES:*

Holders of registered shares may vote at the Meeting:

\* in person by producing identification at the Meeting;

\* by proxy by completing the proxy form and returning it to SF (Lux) Sicav 1 c/o UBS Fund Services (Luxembourg) S.A. at the latest on December 1st, 2009.

Holders of bearer shares may vote at the Meeting:

\* in person by producing at the Meeting a blocking certificate issued by the Custodian Bank, UBS (Luxembourg) S.A., which will be issued to them against blocking of their shares, at the latest on December 1st, 2009.

\* by proxy by completing the proxy form which will be made available to them against blocking of their shares as aforesaid. The proxies must be sent together with the blocking certificate to and have to be in possession of SF (Lux) Sicav 1 c/o UBS Fund Services (Luxembourg) S.A. at the latest on December 1st, 2009.

\* Share certificates so deposited will be retained until the day after the Meeting or any adjournment thereof has been concluded.

*The Board of Directors.*

Référence de publication: 2009142702/755/34.

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**Lux-Equity, Société d'Investissement à Capital Variable.**

Siège social: L-1930 Luxembourg, 1, place de Metz.

R.C.S. Luxembourg B 45.423.

Mesdames, Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui sera tenue dans les locaux de la Banque et Caisse d'Epargne de l'Etat, Luxembourg à Luxembourg, 1, rue Zithe, le jeudi 10 décembre 2009 à 11.00 heures et qui aura l'ordre du jour suivant:

*Ordre du jour:*

1. Recevoir le rapport du Conseil d'Administration et le rapport du Réviseur d'Entreprises pour l'exercice clos au 30 septembre 2009.
2. Recevoir et adopter les comptes annuels arrêtés au 30 septembre 2009; affectation des résultats.
3. Donner quitus aux Administrateurs.
4. Nominations statutaires.
5. Nomination du Réviseur d'Entreprises.
6. Divers.

Les propriétaires d'actions au porteur désirant être présents ou représentés moyennant procuration à l'Assemblée Générale devront en aviser la Société et déposer leurs actions au moins cinq jours francs avant l'Assemblée aux guichets d'un des agents payeurs ci-après:

Pour le Luxembourg:

BANQUE ET CAISSE D'EPARGNE DE L'ETAT, LUXEMBOURG

BANQUE RAIFFEISEN S.C.

Pour l'Allemagne:

Deutsche Bank AG, Taunusanlage 12, D-60325 Frankfurt am Main

Les propriétaires d'actions nominatives inscrits au registre des actionnaires en nom à la date de l'Assemblée sont autorisés à voter ou à donner procuration en vue du vote. S'ils désirent être présents à l'Assemblée Générale, ils doivent en informer la Société au moins cinq jours francs avant.

Les résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requièrent aucun quorum spécial et seront adoptées si elles sont votées à la majorité des voix des actionnaires présents ou représentés.

*LE CONSEIL D'ADMINISTRATION.*

Référence de publication: 2009142055/755/32.

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**Criali Investment S.A., Société Anonyme.**

**Capital social: EUR 17.359.000,00.**

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

R.C.S. Luxembourg B 110.028.

Les actionnaires de la société CRIALI INVESTMENT S.A., une société anonyme de droit luxembourgeois ayant son siège social au 3, rue des Bains, L-1212 Luxembourg, Grand-duché de Luxembourg, inscrite auprès du registre du commerce et des sociétés de Luxembourg sous le numéro B 110.028 (les «Actionnaires») sont priés d'assister à une

**ASSEMBLEE GENERALE EXTRAORDINAIRE**

de la Société qui se tiendra le mardi 8 décembre 2009 à 11.00 heures au siège social de la Société (l'«Assemblée») en vue de délibérer sur l'ordre du jour suivant:

*«Ordre du jour:*

1. Augmentation du capital social de la Société d'un montant maximum de 6.000.000,- EUR (six millions d'Euros) par apport en numéraire afin de le porter de son montant actuel de 17.359.000,- EUR (dix-sept millions trois cent cinquante-neuf mille Euros) au montant maximum de 23.359.000,- EUR (vingt-trois millions trois cent cinquante-neuf mille Euros) représenté par 2.335.900 (deux millions trois cent trente-cinq mille neuf cents) actions au porteur d'une valeur nominale de 10,- EUR (dix Euros) chacune, par l'émission de 600.000 (six cent mille) nouvelles actions au porteur d'une valeur nominale de 10,- EUR (dix Euros) chacune, étant noté que dans l'hypothèse où l'augmentation de capital telle que proposée n'était pas entièrement souscrite, il ne sera procédé à l'augmentation du capital social qu'à concurrence des souscriptions recueillies, conformément aux dispositions de l'article 32-1 (3) de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée;
2. Autorisation conférée au conseil d'administration de la Société de procéder à toutes les formalités liées (i) à la souscription des nouvelles actions au porteur à émettre par la Société et (ii) à la convocation d'une nouvelle assemblée générale extraordinaire des actionnaires de la Société à l'issue des souscriptions recueillies, ayant notamment pour ordre du jour l'entérinement des souscriptions et des paiements en numéraire des nouvelles actions de la Société, dans le cadre de l'augmentation du capital social de la Société mentionnée au point précédent; et
3. Divers.»

Les Actionnaires sont par la présente informés qu'ils peuvent d'ores et déjà prendre connaissance au siège social de la Société du procès-verbal de la réunion du conseil d'administration tenue le 5 novembre 2009.

Conformément aux dispositions de l'article 10 paragraphe 3 des statuts de la Société, les Actionnaires sont priés d'effectuer le dépôt de l'original de leur titre au porteur cinq jours francs avant la date de l'Assemblée au siège social de la Société, soit pour le 1<sup>er</sup> décembre 2009 au plus tard.

Conformément aux dispositions de l'article 10 paragraphe 4 des statuts de la Société, tout Actionnaire aura le droit de voter en personne ou par mandataire, actionnaire ou non. Des modèles de procuration sont disponibles sur simple demande effectuée par courrier adressé au siège social de la Société à l'attention du conseil d'administration. Les procurations sont ensuite à retourner au siège social de la Société pour le 1<sup>er</sup> décembre 2009 au plus tard.

Pour toute demande supplémentaire d'information, les Actionnaires sont invités à prendre directement contact auprès de CRIALI INVESTMENT S.A., à l'attention du conseil d'administration, 3, rue des Bains, L-1212 Luxembourg, Grand-duché de Luxembourg.

*Le conseil d'administration.*

Référence de publication: 2009143077/3665/42.

**SF (Lux) SICAV 2, Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 101.287.

Die Aktionäre werden hiermit zur

**ORDENTLICHEN GENERALVERSAMMLUNG**

eingeladen, die am Montag, 7. Dezember 2009, um 11.30 Uhr am Gesellschaftssitz stattfinden wird. Die Generalversammlung vom 20. August 2009 wurde ordnungsgemäss einberufen und mangels Fertigstellung des Jahresberichtes vertagt auf den 7. Dezember 2009 mit folgender Tagesordnung:

*Tagesordnung:*

1. Tätigkeitsbericht des Verwaltungsrates und Bericht des Abschlussprüfers.
2. Genehmigung der Jahresabschlussrechnung per 31. Mai 2009.
3. Beschluss über die Verwendung des Jahresergebnisses.
4. Entlastung der Verwaltungsratsmitglieder und des Abschlussprüfers.

5. Statutarische Ernennungen.
6. Mandat Abschlussprüfer.
7. Diverses.

Jeder Aktionär ist berechtigt, an der ordentlichen Generalversammlung teilzunehmen. Er kann sich auf Grund schriftlicher Vollmacht durch einen Dritten vertreten lassen. Jede Aktie gewährt eine Stimme.

Um an der ordentlichen Generalversammlung teilzunehmen, müssen die Aktionäre ihre Aktien bis zum 1. Dezember 2009, spätestens 16.00 Uhr bei der Depotbank, UBS (Luxembourg) S.A., 33A. avenue J.F. Kennedy, L-1855 Luxembourg oder einer anderen Zahlstelle hinterlegen; Vollmachten müssen ebenfalls bis zu diesem Zeitpunkt bei der Adresse der Gesellschaft eingehen.

Der Verwaltungsrat.

Référence de publication: 2009142703/755/26.

### **Orco Property Group, Société Anonyme.**

Siège social: L-8308 Capellen, 40, Parc d'Activités Capellen.

R.C.S. Luxembourg B 44.996.

A

#### GENERAL MEETING

of the holders of the warrants 2012 (the "Warrantholders"), registered under ISIN code: LU0234878881 (the "Warrants 2012") as described under the Prospectus (as defined below) issued by the Company at the occasion of the issue of € 50,272,605.30 bonds with redeemable warrants attached on November 18, 2005 pursuant to a prospectus dated November 14, 2005 (the "Prospectus") will be held at the registered office of the Company, Parc d'Activités Capellen, 40, L-8308 Capellen, Grand-Duchy of Luxembourg, on *December 16, 2009* at 11.00 Central European time ("CET") (the "Meeting"), in order to consider the following agenda:

#### *Agenda:*

1. Approval of the amendment of the terms and conditions of the Warrants 2012 in particular the exercise price, the exercise parity and the redemption conditions thereof.
2. Approval of the amendment of the payment conditions of the exercise price of Warrants 2012 by the sale of Bonds 2010.

#### *Proposed amendments*

1. Amendment of the terms and conditions of the Warrants 2012 in particular the exercise price, the exercise parity and the redemption conditions thereof.

As of the date of the Meeting, the current terms of the Warrants 2012 are the following:

(i) Exercise Price of the Warrants 2012:

As of the date of the Meeting, pursuant to section 4.2.1.7.1 of the Prospectus, and as a result of previous adjustments made in accordance with the terms and conditions of the Warrants 2012, each Warrant 2012 entitles its holder to subscribe to 1.03 new Share (as defined in the Prospectus, the "Exercise Parity") at the exercise price of €68.61 to be paid in cash (the "Exercise Price").

(ii) The redemption of the Warrants 2012 at the Company's option:

As of the date of the Meeting, the first paragraph of the section 4.2.1.11.2.1 of the Prospectus provides that the Company may redeem all or part of the outstanding Warrants 2012, at its sole discretion, at any time from November 19, 2007 until November 18, 2012 at a unit price of € 0.01 provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement, of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds 96.05€ (the "Current Soft Call Price").

The Meeting is invited to resolve to amend the current terms of the Warrants 2012 as follows:

(i) New Exercise Price and New Exercise Parity

The Meeting is invited to resolve to amend the current terms of the Warrants 2012 under section 4.2.1.7.1 so as to read as follows:

"Without prejudice to the provisions of paragraph 4.2.2.4 "Adjustment rules applicable in the occurrence of an event that has an effect on the underlying instrument", (i) until February 15, 2010, one Redeemable Share Subscription Warrant shall carry the right to subscribe to 8.7 new shares in Orco Property Group (hereinafter the "Exercise Parity" applicable until February 15, 2010) subject to the payment of an exercise price of € 60.90 (hereinafter the "Exercise Price" applicable until February 15, 2009) to be paid in cash, simultaneously to the exercise of the Redeemable Share Subscription Warrants and (ii) from February 16, 2010, one Redeemable Share Subscription Warrant shall carry the right to subscribe to 1.03

new share in Orco Property Group (hereinafter the "Exercise Parity" applicable from February 16, 2010) subject to the payment of an exercise price of € 7.21 (hereinafter the "Exercise Price" applicable from February 16, 2010) to be paid in cash, simultaneously to the exercise of the Redeemable Share Subscription Warrants."

(ii) The redemption of the Warrants 2012 at the Company's option:

The Meeting is invited to resolve to modify,

i) until February 15, 2010, the Current Soft Call Price to € 87.00 for a first tranche of the Warrants 2012 (one third of the outstanding Warrants 2012), to € 130.50 for a second tranche of the Warrants 2012 (half of the outstanding Warrants 2012) and € 174.00 for a third and last tranche of the Warrants 2012 (all of the outstanding Warrants 2012) so as to allow the Company to redeem the outstanding Warrants 2012, at its sole discretion, at any time until February 15, 2010 at a unit price of € 0.01 provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 87.00 for the first tranche, € 130.50 for the second tranche and € 174.00 for the third and last tranche (the "New Soft Call Prices" applicable until February 15, 2010),

ii) as from February 16, 2010, the Current Soft Call Price to € 10.30 for a first tranche of the Warrants 2012 (one third of the outstanding Warrants 2012), to € 15.45 for a second tranche of the Warrants 2012 (half of the outstanding Warrants 2012) and € 20.60 for a third and last tranche of the Warrants 2012 (all of the outstanding Warrants 2012) so as to allow the Company to redeem the outstanding Warrants 2012, at its sole discretion, at any time until November 18, 2012 at a unit price of € 0.01 provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 10.30 for the first tranche, € 15.45 for the second tranche and € 20.60 for the third and last tranche (the "New Soft Call Prices" applicable from February 16, 2010).

To reflect the foregoing it is proposed that the section 4.2.1.11.2.1 of the Prospectus be deleted and replaced by the following:

"On giving notice (which shall be irrevocable) to the Holders of Redeemable Share Subscription Warrants, the Issuer may, at any time, until the end of the Exercise Period, redeem the outstanding Redeemable Share Subscription Warrants, by tranches, at a price of € 0.01 per Redeemable Share Subscription Warrant.

The first tranche shall be made up of one third of the outstanding Redeemable Share Subscription Warrants as of the date of the relevant notice of redemption to the Holders of Redeemable Share Subscription Warrants. The Issuer may proceed with the redemption of this first tranche provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 87.00 until February 15, 2010 and €10.30 as from February 16, 2010.

The second tranche shall be made up of half of the outstanding Redeemable Share Subscription Warrants as of the date of the relevant notice of redemption to the Holders of Redeemable Share Subscription Warrants. The Issuer may proceed with the redemption of this second tranche provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 130.50 until February 15, 2010 and €15.45 as from February 16, 2010.

The third tranche shall be made up of all of the outstanding Redeemable Share Subscription Warrants as of the date of the relevant notice of redemption to the Holders of Redeemable Share Subscription Warrants. The Issuer may proceed with the redemption of this third tranche provided that the average price (weighted for the volume of transactions of the Orco Property Group share on the Euronext Paris S.A. Eurolist market), of the ten stock exchange trading sessions preceding the publication of the early redemption announcement (as defined later in this paragraph), of the products (1) of the closing prices of the Orco Property Group share on the Euronext Paris S.A. Eurolist Market and (2) of the Exercise Parity in force at each of these sessions exceeds € 174.00 until February 15, 2010 and €20.60 as from February 16, 2010.

In the event that the Issuer redeems some of the Redeemable Share Subscription Warrants remaining in circulation, the number of Redeemable Share Subscription Warrants to be redeemed (hereinafter "Number of Redeemable Share Subscription Warrants to be Redeemed") shall amount, for each tranche of redemption to the number rounded down to the lowest whole number of Redeemable Share Subscription Warrants. One month prior to the partial early redemption date, the financial intermediaries shall establish the number of Redeemable Share Subscription Warrants which are to be redeemed early by applying the ratio of the Number of Redeemable Share Subscription Warrants to be Redeemed and the number of Redeemable Share Subscription Warrants remaining in circulation to the number of Redeemable Share Subscription Warrants appearing in each account, rounding off the result thus obtained to the next lowest whole number.

Application will be made to admit these Redeemable Share Subscription Warrants to trading on the Euronext Paris S.A. Eurolist Market under a new ISIN code until their redemption date. The number of Redeemable Share Subscription Warrants which are not redeemed early shall be carried over, where applicable, to the third and last tranche.

A "Stock Exchange Day" shall mean a Working Day on which Euronext Paris S.A. provides quotation of shares other than a day on which the quotations cease before the normal closing time.

For the purpose of this paragraph, a "Working Date" is a day (other than a Saturday or Sunday) when the banks in Paris are open and when Euroclear France operates.

Announcement to holders of Redeemable Share Subscription Warrants of the redemption of Redeemable Share Subscription Warrants

The Company's decision to redeem Redeemable Share Subscription Warrants early shall be published in advance at least one month before the Redeemable Share Subscription Warrants redemption date in an announcement in a Luxembourg daily newspaper, a French national financial newspaper and in a Euronext Paris S.A. announcement (hereinafter, the "Early Redemption Announcement").

In the event that the Company redeems the Redeemable Share Subscription Warrants, Holders of the Redeemable Share Subscription Warrants may avoid such redemption by exercising their Redeemable Share Subscription Warrants until the date set for the redemption in accordance with the stipulations of Section 4.2.1.7.3. After this date, the Redeemable Share Subscription Warrants shall be redeemed by the Company and cancelled."

## 2. Amendment of the payment conditions of the exercise price of the Warrants 2012 by the sale of Bonds 2010.

As of the date of the Meeting, pursuant to section 4.2.1.7.1 of the Prospectus, and as a result of previous adjustments made in accordance with the terms and conditions of the Warrants 2012, each Warrant 2012 entitles its holder to subscribe to 1.03 new Share (as defined in the Prospectus, the "Exercise Parity") at the exercise price of €68.61 to be paid in cash (the "Exercise Price"). However, for every 10 Warrants 2012 exercised, Warranholders may pay for their subscription of €686.10 (10 x €68.61) by the sale to the Company of one Bond 2010 (as defined below) with a nominal value of €686.10 made due and payable to this effect at a price of €686.10.

The bonds issued by OPG and registered under ISIN code: FR0010249599 (the "Bonds 2010").

The Meeting is invited to resolve to amend the current terms of the Warrants 2012 as follows:

Subject to a general meeting of the holders of the Bonds 2010 approving the amendment of the Section 4.1.8.1.3.2 of the Prospectus, such amendment pertaining to the terms and conditions of the Bonds 2010, and subject to the general meeting of the holders of the Warrants 2012 having approved the above first resolution, the Meeting is invited to resolve to amend the current terms of the Warrants 2012 under section 4.2.1.7.1 so as to read as follows:

"Without prejudice to the provisions of paragraph 4.2.2.4 "Adjustment rules applicable in the occurrence of an event that has an effect on the underlying instrument", (i) until February 15, 2010, one Redeemable Share Subscription Warrant shall carry the right to subscribe to 8.7 new shares in Orco Property Group (hereinafter the "Exercise Parity") subject to the payment of an exercise price of 60.90 € to be paid in cash, simultaneously to the exercise of the Redeemable Share Subscription Warrants, and (ii) as from February 16, 2010, one Redeemable Share Subscription Warrant shall carry the right to subscribe to 1.03 new share in Orco Property Group (hereinafter the "Exercise Parity") subject to the payment of an exercise price of 7.21 € to be paid in cash, simultaneously to the exercise of the Redeemable Share Subscription Warrants.

However, for every N (as defined below) Redeemable Share Subscription Warrants exercised, bearers may pay for their subscription of A € (as defined below) by (i) the sale to the Company of 1 Bond with an initial nominal value of 686.10 € (see Section 4.1.8.1.3.2 "Early redemption at the option of the bearers exercising the Redeemable Share Subscription Warrants and payment by offset of the share subscription amount by exercise of the Redeemable Share Subscription Warrants") made due and payable to this effect at a price equal to its outstanding principal amount as of the date of the sale ("ONV") and (ii) the payment in cash of R € (as defined below),

Where

"N" means the number rounded up to the nearest whole number calculated by the following formula:

$ONV / K$ ;

"A" means the amount calculated by the following formula:

$N \times K$ ;

"K" means the applicable Exercise Price as of the date of the exercise of such Redeemable Share Subscription Warrants ;

"R" means the amount calculated by the following formula:

$A - ONV$ ."

Please refer to the company's website at [www.orcogroup.com](http://www.orcogroup.com) for further details pertaining to the proposed amendments to the terms and conditions of the Warrants 2012 being subject to their approval by the Meeting.

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The Meeting shall not validly deliberate on the agenda mentioned above, unless at least one half of the total number of the Warrants 2012 outstanding at the time of the Meeting is represented.

If such quorum is not met, a second meeting may be convened, by means of notices published twice at fifteen days interval at least and fifteen days before the meeting in the *Mémorial C*, *Recueil des Sociétés et Associations* and in two Luxembourg newspapers. The second meeting shall validly deliberate regardless of the proportion of the Warrants 2012 represented.

At both meetings, resolutions, in order to be adopted, must be carried by at least seventy-five (75%) percent of the votes cast by the Warranholders present or represented.

Copies of the Prospectus, the articles of association of the Company and the proposed amendments to the terms and conditions of the Warrants 2012 are available on the Company's website at [www.orcogroup.com](http://www.orcogroup.com) and at the registered office of the Company upon request.

The board of directors of the Company would like to point out that for Warranholders whose ownership is directly or indirectly recorded in the warrant registry of the Company, the conditions for attendance or representation at the Meeting are as follows:

1. Conditions for personal attendance

(i) Warranholders whose ownership is indirectly recorded in the warrant registry of the Company

Warranholders whose ownership is indirectly recorded in the warrant registry of the Company and who elect to attend the Meeting in person must use their usual applicable contacting method for informing their financial intermediary, with whom their Warrants 2012 are on deposit, accordingly. They must further request their financial intermediary, with whom their Warrants 2012 are on deposit, to send a blocking certificate (the "blocking certificate") for their Warrants 2012 to the relevant central registration bank no later than 5 business days prior to the Meeting.

Such blocking certificate must indicate clearly the precise identity of the Warranholder, the number of Warrants 2012 being blocked, the date such Warrants 2012 are being blocked, which must be no later than December 11, 2009, and a statement that the relevant Warrants 2012 are registered in the local bank or brokers records in the holder's name and shall be blocked until the close of the Meeting.

The Warranholders must bring a copy of the blocking certificate to the Meeting.

The Warranholders shall also announce their intention to participate at the Meeting by completing, signing, dating and returning on no later than December 11, 2009, at the latest to the relevant central registration bank or to the Company (C/O Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, to the attention of Olivier Lansac and Ralph Limburg), the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank.

(ii) Warranholders whose ownership is directly recorded in the warrant registry of the Company

Warranholders whose ownership is directly recorded in the warrant registry of the Company, shall announce their intention to participate to the Meeting by completing, signing, dating and returning on December 11, 2009, at the latest to the relevant central registration bank or to the Company (C/O Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, to the attention of Olivier Lansac and Ralph Limburg) the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank.

2. Conditions for proxy voting or grant a mandate

(i) Warranholders whose ownership is indirectly recorded in the warrant registry of the Company

Warranholders whose ownership is indirectly recorded in the warrant registry of the Company and who are unable to attend the Meeting in person, may give a voting instruction to a third party that the Warranholder designates.

Prior to giving voting instructions to a proxy, this Warranholder must a) have obtained and delivered to the relevant central registration bank the blocking certificate described above (see "Conditions for personal attendance"), and b) complete, sign and date the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank, indicating the name of the proxy.

The completed, signed and dated participation form must be returned to the relevant central registration bank or to the Company (C/O Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, to the attention of Olivier Lansac and Ralph Limburg) no later than December 11, 2009, at the latest, in order to have that name recorded on the registration list of the Meeting.

If a Warranholder wishes to be represented by a proxy other than the Chairman of the Meeting, then this holder must (a) have obtained and delivered to the relevant central registration bank the blocking certificate described above (see "Conditions for personal attendance"), and (b) complete, sign and date the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank, indicating the name of the proxy. The completed, signed and dated participation form must be returned to the relevant central registration bank or to the Company (C/O Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, to the attention of Olivier Lansac and Ralph Limburg) no later than December 11, 2009, at the latest, in order to have that name recorded on the registration list of the Meeting.



Warrantheholders, who have obtained the blocking certificate and have executed a participation form but who wish to revoke such proxy may do so at any time by timely delivering a properly executed, later dated participation form no later than December 11, 2009, at the latest, or by properly attending and voting in person at the Meeting.

Simply attending the Meeting without voting will not revoke the proxy.

(ii) Warrantheholders whose ownership is directly recorded in the warrant registry of the Company.

Warrantheholders whose ownership is directly recorded in the warrant registry of the Company must complete, sign and date the participation form that can be obtained at the registered office of the Company upon request or downloaded from the Company's website at [www.orcogroup.com](http://www.orcogroup.com) or ultimately upon request to the financial intermediaries or the relevant central registration bank.

The completed, signed and dated participation form must be returned to the relevant central registration bank or to the Company (C/O Orco Property Group, Parc d'Activités Capellen, 40, L-8308 Capellen, to the attention of Olivier Lansac and Ralph Limburg) no later than December 11, 2009, at the latest.

### 3. Request for information and central registration banks

Warrantheholders looking for more information can do so by:

(i) contacting directly the Company's services:

At the registered office of the Company- Legal Department

Tel.: +352 26 47 67 47

Fax.: +352 26 47 67 67

(ii) contacting one of the central registration banks:

CACEIS

14, rue Rouget de Lisle F - 92189 Issy les Moulineaux

Tel.: +33 157783479

Fax: + 33 149080582 or + 33 1 49080583

Paris, November 27, 2009.

*For the board of directors of the Company*

Jean-François Ott

*Director*

Référence de publication: 2009146862/1273/249.

## **UBS (Lux) Equity Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 56.386.

Die Aktionäre werden hiermit zur

### ORDENTLICHEN GENERALVERSAMMLUNG

eingeladen, die am Montag, 7. Dezember 2009 um 11.00 Uhr am Gesellschaftssitz stattfinden wird. Die Generalversammlung vom 21. September 2009 wurde ordnungsgemäss einberufen und mangels Fertigstellung des Jahresberichtes vertagt auf den 7. Dezember 2009 mit folgender Tagesordnung:

#### *Tagesordnung:*

1. Tätigkeitsbericht des Verwaltungsrates und Bericht des Abschlussprüfers.
2. Genehmigung der Jahresabschlussrechnung per 31. Mai 2009.
3. Beschluss über die Verwendung des Jahresergebnisses.
4. Entlastung der Verwaltungsratsmitglieder und des Abschlussprüfers.
5. Statutarische Ernennungen.
6. Mandat Abschlussprüfer.
7. Diverses.

Jeder Aktionär ist berechtigt, an der ordentlichen Generalversammlung teilzunehmen. Er kann sich auf Grund schriftlicher Vollmacht durch einen Dritten vertreten lassen. Jede Aktie gewährt eine Stimme.

Um an der ordentlichen Generalversammlung teilzunehmen, müssen die Aktionäre ihre Aktien bis zum 1. Dezember 2009, spätestens 16.00 Uhr bei der Depotbank, UBS (Luxembourg) S.A., 33A, avenue J.F. Kennedy, L-1855 Luxembourg oder einer anderen Zahlstelle hinterlegen; Vollmachten müssen ebenfalls bis zu diesem Zeitpunkt bei der Adresse der Gesellschaft eingehen.

*Der Verwaltungsrat.*

Référence de publication: 2009142704/755/26.

**UBS (Lux) Strategy Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 43.925.

Die Aktionäre werden hiermit zur

**ORDENTLICHEN GENERALVERSAMMLUNG**

eingeladen, die am Montag, 7. Dezember 2009 um 11.00 Uhr am Gesellschaftssitz stattfinden wird. Die Generalversammlung vom 20. August 2009 wurde ordnungsgemäss einberufen und mangels Fertigstellung des Jahresberichtes vertagt auf den 7. Dezember 2009 mit folgender Tagesordnung:

*Tagesordnung:*

1. Tätigkeitsbericht des Verwaltungsrates und Bericht des Abschlussprüfers.
2. Genehmigung der Jahresabschlussrechnung per 31. Mai 2009.
3. Beschluss über die Verwendung des Jahresergebnisses.
4. Entlastung der Verwaltungsratsmitglieder und des Abschlussprüfers.
5. Statutarische Ernennungen.
6. Mandat Abschlussprüfer.
7. Diverses.

Jeder Aktionär ist berechtigt, an der ordentlichen Generalversammlung teilzunehmen. Er kann sich auf Grund schriftlicher Vollmacht durch einen Dritten vertreten lassen. Jede Aktie gewährt eine Stimme.

Um an der ordentlichen Generalversammlung teilzunehmen, müssen die Aktionäre ihre Aktien bis zum 1. Dezember 2009 spätestens 16.00 Uhr bei der Depotbank, UBS (Luxembourg) S.A., 33A, avenue J.F. Kennedy, L-1855 Luxembourg, oder einer anderen Zahlstelle hinterlegen; Vollmachten müssen ebenfalls bis zu diesem Zeitpunkt bei der Adresse der Gesellschaft eingehen.

*Der Verwaltungsrat.*

Référence de publication: 2009142705/755/26.

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**Strapég S.A., Société Anonyme Holding.**

Siège social: L-1116 Luxembourg, 6, rue Adolphe.  
R.C.S. Luxembourg B 66.846.

Les actionnaires sont priés d'assister à

**L'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra au siège social 6, rue Adolphe, L-1116 Luxembourg, le 7 décembre 2009 à 14.00 heures, pour délibérer sur l'ordre du jour conçu comme suit:

*Ordre du jour:*

1. Présentation des comptes annuels, du rapport du conseil d'administration et du rapport du commissaire aux comptes pour l'exercice clos au 30 septembre 2009,
2. Approbation des comptes annuels au 30 septembre 2009 et affectation du résultat,
3. Décharge à donner aux administrateurs et au commissaire aux comptes,
4. Nominations statutaires,
5. Divers.

*Le Conseil d'administration.*

Référence de publication: 2009142706/833/18.

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**Rolling Zins PlusSi Fonds, Fonds Commun de Placement.**

Die Änderungsvereinbarung betreffend das Verwaltungsreglement des Fonds Rolling Zins Plus<sup>SI</sup> Fonds, in Kraft getreten am 24. November 2009, wurde beim Handels- und Gesellschaftsregister in Luxemburg-Stadt hinterlegt.

Hinweis zur Bekanntmachung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 23. Oktober 2009.

Structured Invest S.A.

Silvia Mayers / Désirée Eklund

Référence de publication: 2009133954/11.

(090164465) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 octobre 2009.

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**UBS (Lux) Bond Sicav, Société d'Investissement à Capital Variable.**

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 56.385.

Die Aktionäre werden hiermit zur

**ORDENTLICHEN GENERALVERSAMMLUNG**

eingeladen, die am Montag, 7. Dezember 2009, um 11.30 Uhr am Gesellschaftssitz stattfinden wird. Die Generalversammlung vom 21. September 2009 wurde ordnungsgemäss einberufen und mangels Fertigstellung des Jahresberichtes vertagt auf den 7. Dezember 2009 mit folgender Tagesordnung:

*Tagesordnung:*

1. Tätigkeitsbericht des Verwaltungsrates und Bericht des Abschlussprüfers.
2. Genehmigung der Jahresabschlussrechnung per 31. Mai 2009.
3. Beschluss über die Verwendung des Jahresergebnisses.
4. Entlastung der Verwaltungsratsmitglieder und des Abschlussprüfers.
5. Statutarische Ernennungen.
6. Mandat Abschlussprüfer.
7. Diverses.

Jeder Aktionär ist berechtigt, an der ordentlichen Generalversammlung teilzunehmen. Er kann sich auf Grund schriftlicher Vollmacht durch einen Dritten vertreten lassen. Jede Aktie gewährt eine Stimme.

Um an der ordentlichen Generalversammlung teilzunehmen, müssen die Aktionäre ihre Aktien bis zum 1. Dezember 2009, spätestens 16.00 Uhr bei der Depotbank, UBS (Luxembourg) S.A., 33A, avenue J.F. Kennedy, L-1855 Luxembourg oder einer anderen Zahlstelle hinterlegen; Vollmachten müssen ebenfalls bis zu diesem Zeitpunkt bei der Adresse der Gesellschaft eingehen.

*Der Verwaltungsrat.*

Référence de publication: 2009142707/755/26.

**Sustain S.A., Société Anonyme.**

Siège social: L-2551 Luxembourg, 23, avenue du X Septembre.  
R.C.S. Luxembourg B 110.062.

Les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

de la société qui se tiendra extraordinairement le lundi 7 décembre 2009 à 11.00 heures au 21, Rue de Pont Remy, L - 2423 Luxembourg avec l'ordre du jour suivant:

*Ordre du jour:*

1. Présentation et discussion des rapports du conseil d'administration et du commissaire aux comptes sur l'exercice clôturé au 31.12.2008;
2. Présentation et approbation des comptes annuels arrêtés au 31.12.2008
3. Affectation du résultat ;
4. Décharge à donner aux organes de la société ;
5. Décision à prendre sur base de l'article 100 de la loi modifiée du 10 août 1915 ;
6. Divers.

*Le Conseil d'Administration.*

Référence de publication: 2009143341/832/19.

**Algebris (Luxembourg) S.à r.l., Société à responsabilité limitée.**

Siège social: L-2346 Luxembourg, 20, rue de la Poste.  
R.C.S. Luxembourg B 149.205.

**STATUTES**

In the year two thousand and nine, on the twenty eighth day of October,  
Before the undersigned Maître Joseph Elvinger, notary residing in Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED:

Algebris Investments (Cayman) Ltd., a Cayman Islands exempted company incorporated on 14 June 2006 under the laws of Cayman Islands, with its registered office at PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman

Islands, represented by Ms Marie-Christine Turbang, jurist, residing in Luxembourg, by virtue of a proxy given under private seal, which, initialled "ne varietur" by the proxyholder and the undersigned notary, will remain annexed to the present deed to be filed with it at the same time with the registration authorities.

Such appearing party, represented as stated hereabove, has requested the notary to draw up the following articles of incorporation of a private limited liability company (société à responsabilité limitée).

### Chapter I.- Form, Name, Registered office, Object, Duration

**Art. 1.** There is formed a private limited liability company (société à responsabilité limitée) under the name "Algebris (Luxembourg) S.à r.l." which will be governed by the laws pertaining to such an entity (hereafter the "Company"), and in particular by the law of 10 August 1915 on commercial companies as amended (hereafter the "Law"), as well as by the present articles of incorporation (hereafter the "Articles").

**Art. 2.** The Company's corporate object is to take participations, in any form whatsoever, in any commercial, industrial, financial or other, Luxembourg or foreign enterprises; to acquire any securities and rights through participation, contribution, underwriting, firm purchase or option, negotiation or in any other way and namely to acquire patents and licences, to manage and develop them; to grant to enterprises in which the Company has an interest, any assistance, loans, advances or guarantees, finally to perform any operation which is directly or indirectly related to its purpose.

The Company may, in particular, act as general partner (associé gérant commandité) of "Algebris (Luxembourg) S.C.A. SICAV-SIF" (the "SICAV-SIF"), a Luxembourg investment company with variable capital - specialised investment fund governed by Luxembourg laws and incorporated under the legal form of a partnership limited by shares (société en commandite par actions).

The Company shall carry out any activities connected with its status of general partner of the SICAV-SIF.

The Company can perform all commercial, technical and financial operations, connected directly or indirectly in all areas as described above in order to facilitate the accomplishment of its purpose.

**Art. 3.** The registered office of the Company is established in Luxembourg.

It may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its unitholders deliberating in the manner provided for the amendments to the Articles.

However, the Board of Managers (as defined below in article 10 of the Articles) of the Company is authorised to transfer the registered office of the Company within the City of Luxembourg.

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

**Art. 4.** The Company is incorporated for an unlimited period.

### Chapter II.- Capital - Units

**Art. 5.** The corporate capital is fixed at twelve thousand five hundred Euro (EUR 12,500.-) represented by represented by one hundred and twenty five (125) units. Each unit has a nominal value of one hundred Euro (EUR 100.-) each.

**Art. 6.** The capital may be changed at any time by a decision of the single unitholder (where there is only one unitholder) or by a decision of the general meeting of unitholders (in case of plurality of unitholders), in accordance with article 16 of the Articles.

**Art. 7.** All units will have equal rights.

**Art. 8.** Towards the Company, the Company's units are indivisible, since only one owner is admitted per unit. Joint co-owners have to appoint a sole person as their representative towards the Company.

**Art. 9.** In case of a single unitholder, the Company's units held by the single unitholder are freely transferable.

In case of plurality of unitholders, the units held by each unitholder may be transferred by application of the requirements of articles 189 and 190 of the Law.

In addition, each unitholder agrees that it will not pledge or grant a security interest in any unit without the prior written consent of the Board of Managers (as defined below).

### Chapter III.- Management

**Art. 10.** The Company is managed by a board of managers (the "Board of Managers" and each member a "Manager") of at least two (2) members. The members of the Board of Managers need not be unitholders.

The Managers are appointed for an unlimited period of time. Each Manager may be removed at any time, with or without cause, by a resolution of unitholders holding a majority of votes.

**Art. 11.** In dealing with third parties and without prejudice to articles 10 and 12 of the present Articles, the Board of Managers will have all powers to act in the name of the Company in all circumstances and to carry out and approve all administration and disposition acts and operations consistent with the Company's objects.

All powers not expressly reserved by law or by the Articles to the general meeting of unitholders fall within the competence of the Board of Managers.

**Art. 12.** Towards third parties, the Company shall be validly bound by the joint signature of any two Managers or by the signature of any person to whom such power shall be delegated by the Board of Managers.

**Art. 13.** Any Manager may delegate its powers for specific tasks to one or more ad hoc agents.

Any Manager will determine any such agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of its agency.

**Art. 14.** The Board of Managers shall elect a chairman from among its members. The first chairman may be appointed by the first general meeting of unitholders. If the chairman is unable to be present, he will be replaced by a Manager elected for this purpose from among the Managers present at the meeting.

The meetings of the Board of Managers are convened by the chairman or by any two Managers. Meetings of the Board of Managers shall be held at the registered office of the Company or such other place in Luxembourg as the Manager or the Board of Managers may from time to time determine.

Written notice of any meeting of the Board of Managers shall be given to all Managers at least three (3) days prior to the beginning of 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 the consent in writing or by telegram, facsimile or e-mail transmission of each Manager. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Managers.

Any Manager may act at any meeting of the Board of Managers by appointing in writing or by telegram or telefax or email or letter another Manager as his proxy. A Manager may also appoint another Manager to represent him by phone to be confirmed in writing at a later stage.

The Board of Managers can deliberate or act validly only if at least a majority of the Managers is present or represented. The resolutions of the Board of Managers are validly adopted if approved by a majority of the members of the Board of Managers, present or represented. In case of ballot, the chairman has a casting vote.

The use of video-conferencing equipment and conference call shall be allowed provided that each participating member of the Board of Managers is able to hear and to be heard by all other participating members whether or not using this technology, and each participating member of the Board of Managers shall be deemed to be present and shall be authorised to vote by video or by telephone.

Written resolutions of the Board of Managers can be validly taken if approved in writing and signed by all the members of the Board of Managers. Such approval may be in a single or in several separate documents sent by fax, e-mail, telegram or telex. These resolutions shall have the same effect as resolutions voted at the Board of Managers' meetings, physically held.

Votes may also be cast by mail, fax, e-mail, telegram, telex, or by telephone provided in such latter event such vote is confirmed in writing.

The minutes of a meeting of the Board of Managers shall be signed by the chairman or, in his absence or incapacity to act, by the chairman pro tempore who presided at such meeting or by any two Managers. Extracts shall be certified by any Manager or by any person nominated by any two Managers or during a meeting of the Board of Managers.

#### **Chapter IV.- General Meeting of unitholders**

**Art. 15.** Each unitholder may take part in collective decisions irrespectively of the number of units which he owns. Each unitholder has voting rights commensurate with his unitholding.

In case of one unitholder owning all the units, it assumes all powers conferred to the general meeting of unitholders and its decisions are recorded in writing.

**Art. 16.** Unitholders meetings may always be convened by any Manager, failing which by unitholders representing more than half of the capital of the Company.

The holding of general meetings shall not be obligatory where the number of unitholders does not exceed twenty-five. In such a case, each unitholder shall receive the precise wording of the text of the resolutions or decisions to be adopted and shall give his vote in writing.

Should the Company have more than twenty-five unitholders, at least one annual general meeting must be held each year. Such annual general meeting will be held on the second Monday in May at 2:00 p.m.. If such day is not a bank business day, the annual general meeting shall be held on the next following bank business day.

Whatever the number of unitholders, the balance sheet and profit and loss account shall be submitted to the unitholders for approval who also shall vote specifically as to whether discharge is to be given to the Board of Managers.

Collective decisions of unitholders are only validly taken insofar as unitholders owning more than half of the corporate capital adopt them. If that figure is not reached at the first meeting or first written consultation, the unitholders shall be convened or consulted a second time, by registered letter, and decisions shall be adopted by a majority of the votes cast, regardless of the portion of capital represented.

However, resolutions to alter the Articles may only be adopted by the majority of the unitholders owning at least three-quarters of the Company's corporate capital in accordance with any provisions of the Law.

Moreover, the nationality of the Company may be changed only with the unanimous consent of all the unitholders and in compliance with any other legal requirement.

#### **Chapter V.- Financial year - Balance sheet**

**Art. 17.** The Company's financial year starts on the first of January and ends on the thirty first of December of each year.

**Art. 18.** At the end of each financial year, the Company's accounts are established and the Board of Managers prepares an inventory including an indication of the value of the Company's assets and liabilities.

Each unitholder may inspect the above inventory and balance sheet at the Company's registered office.

**Art. 19.** The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortization and expenses represent the net profit. An amount equal to five per cent (5%) of the net profit of the Company is allocated to the legal reserve, until this reserve amounts to ten per cent (10%) of the Company's corporate capital.

To the extent that funds are available at the level of the Company for distribution and to the extent permitted by Law and by the Articles, the Board of Managers shall propose that funds available be distributed.

The decision to distribute funds and the determination of the amount of such a distribution will be taken by the general meeting of the unitholders.

The Board of Managers may however decide to pay interim dividends. In such case, the general meeting of unitholders shall ratify the interim dividends and shall, upon proposal from the Board of Managers and within the limits provided by Law and the Articles decide to distribute what has not been paid as interim dividends or otherwise.

#### **Chapter VI.- Dissolution - Liquidation**

**Art. 20.** The Company shall not be dissolved by reason of the death, suspension of civil rights, insolvency or bankruptcy of one of the unitholders.

**Art. 21.** The liquidation of the Company can only be decided if approved by a majority of the unitholders representing three-quarters of the Company's corporate capital.

The liquidation will be carried out by one or several liquidators, unitholders or not, appointed by the unitholders who shall determine their powers and remuneration.

#### **Chapter VII.- Applicable law**

**Art. 22.** Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

##### *Transitory provisions*

The first accounting year shall begin on the date of the formation of the Company and shall terminate on the 31 December 2010.

##### *Subscription - Payment*

The Articles having thus been established, the above-named party has subscribed for the one hundred and twenty five (125) units.

All these units have been fully paid up in cash, therefore the amount of twelve thousand five hundred Euro (EUR 12,500.-) is as now at the disposal of the Company, evidence of which has been duly given to the notary.

##### *Estimate of costs*

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its incorporation, have been estimated at about one thousand three hundred and fifty (1,350.- Euro).

##### *Extraordinary General Meeting*

Immediately after the incorporation of the Company, the above-named person, representing the entirety of the subscribed capital and exercising the powers devolved to the meeting, passed the following resolutions:

1. The number of Managers is currently fixed at four (4).
2. The following persons are appointed Managers for an unlimited period of time:
  - Mr Eric Halet, professionally residing at 7 Clifford Street, London, W1S 2WE, United Kingdom;

- Mr Andrew Galloway, professionally residing at Landmark Square, 1<sup>st</sup> Floor, 64 Earth Close, PO Box 715, Grand Cayman, KY1-1107 Cayman Islands;
- Mr Alexander Lasagna, professionally residing at Via Santa Radegonda, 1-Milano 1012, Italy; and
- Mr Ralph Woodford, professionally residing at Landmark Square, 1<sup>st</sup> Floor, 64 Earth Close, PO Box 715, Grand Cayman, KY1-1107 Cayman Islands.

In accordance with article 12 of the Articles, the Company shall be validly bound towards third parties, by the joint signature of any two Managers or by the signature of any person to whom such power shall be delegated by the Board of Managers.

3. The following person is appointed as chairman of the Board of Managers as provided for in article 14 of the present Articles: Mr Andrew Galloway.

4. The registered office of the Company is set at 20, rue de la Poste, L-2010 Luxembourg, Grand Duchy of Luxembourg.

#### *Declaration*

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

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

The document having been read to the person appearing, he signed together with the notary the present deed.

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

L'an deux mille neuf, le vingt-huit octobre,

Par-devant Maître Joseph Elvinger, notaire de résidence à Luxembourg, Grand-duché de Luxembourg.

#### **A COMPARU:**

Algebris Investments (Cayman) Ltd., une société constituée sous le droit des Iles Caïmans, le 14 juin 2006 ayant son siège social au PO Box 309, Uglan House, Grand Cayman KY1-1104, Iles Caïmans, représentée par Melle Marie-Christine Turbang, juriste, résidant à Luxembourg, en vertu d'une procuration donnée sous seing privé, signé "ne varietur" par le mandataire et par le notaire et qui restera annexée au présent acte afin d'être enregistré en même temps par les autorités d'enregistrement.

Laquelle comparante, représentée comme indiqué ci-dessus, a requis le notaire instrumentant de dresser les statuts d'une société à responsabilité limitée.

#### **Chapitre I<sup>er</sup>.- Forme, Nom, Siège social, Objet, Durée**

**Art. 1<sup>er</sup>.** Il est formé une société à responsabilité limitée sous la dénomination de "Algebris (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 (ci-après les "Statuts").

**Art. 2.** L'objet social de la Société est de prendre des participations, de quelque sorte que ce soit, dans des sociétés commerciales, industrielles, financières ou autre, au Luxembourg ou à l'étranger; d'acquérir des valeurs et des droits au moyen de participation, contribution, souscription, prise ferme ou option, négociation, ou de tout autre manière, dont entre autre l'acquisition, l'exploitation et le développement de brevets et licences; d'accorder aux entreprises dans lesquelles la Société à un intérêt toute assistance, prêts, avances ou garanties, et enfin d'accomplir toute opération directement ou indirectement liées à son objet.

La Société peut, en particulier, agir en qualité d'associé gérant commandité de "Algebris (Luxembourg) S.C.A. SICAV-SIF" (ci-après la "SICAV- SIF"), une société d'investissement à capital variable - fonds d'investissement spécialisé régi par les lois luxembourgeoises et constituée sous la forme légale d'une société en commandite par actions.

La Société accomplira toutes les activités liées à son statut d'associé gérant commandité de la SICAV-SIF.

La Société peut réaliser toutes opérations commerciales, techniques ou financières en relation directe ou indirecte avec toutes les matières décrites ci-dessus, de manière à faciliter l'accomplissement de son objet social.

**Art. 3.** Le siège social de la Société est établi à Luxembourg.

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

Toutefois, le Conseil de Gérance (tel que défini ci-après à l'article 10 des Statuts) est autorisé à transférer le siège social de la Société à l'intérieur de la Ville de Luxembourg.

Au cas où des événements extraordinaires d'ordre militaire, politique, économique ou social de nature à compromettre l'activité normale au siège social de la Société se seraient produits ou seraient imminents, le siège social pourra être transféré provisoirement 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 une société luxembourgeoise. La décision de transférer le siège social à l'étranger sera prise par le Conseil de Gérance.

La Société peut avoir des bureaux et succursales à la fois au Luxembourg et à l'étranger.

**Art. 4.** La Société est constituée pour une durée illimitée.

### Chapitre II.- Capital - Actions

**Art. 5.** Le capital social souscrit est fixé à douze mille cinq cents euros (EUR 12.500,-) représenté par cent vingt-cinq (125) actions. Chaque action a une valeur nominale de cent euros (EUR 100,-), chacune.

**Art. 6.** Le capital peut être modifié à tout moment par décision de l'actionnaire unique (lorsqu'il n'y a qu'un seul actionnaire) ou par décision de l'assemblée générale des actionnaires (en cas de pluralité des actionnaires), conformément à l'article 16 des Statuts.

**Art. 7.** Toutes les actions donnent droit à des droits égaux.

**Art. 8.** Envers la Société, les actions sont indivisibles, de sorte qu'un seul propriétaire par action est admis. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la société.

**Art. 9.** Dans l'hypothèse où il n'y a qu'un seul actionnaire, les actions détenues par celui-ci sont librement transmissibles.

Dans l'hypothèse où il y a plusieurs actionnaires, les actions détenues par chacun d'entre eux ne sont transmissibles que moyennant l'application de ce qui est prescrit par les articles 189 et 190 de la Loi.

De plus, chaque actionnaire s'engage à ne pas mettre en gage ou conférer des garanties sur les actions qu'il détient sans le consentement préalable et écrit du Conseil de Gérance (tel que défini plus bas).

### Chapitre III.- Gérance

**Art. 10.** La Société est gérée par un conseil de gérance (le "Conseil de Gérance" et chaque membre un "Gérant"), composé de minimum deux (2) membres. Les membres du Conseil de Gérance ne sont pas obligatoirement actionnaires.

Les Gérants sont nommés pour une période indéterminée. Chaque Gérant peut être révoqué avec ou sans raison par une résolution des actionnaires titulaires de la majorité des votes.

**Art. 11.** Dans les rapports avec les tiers et sans préjudice des articles 10 et 12 des présents Statuts, le Conseil de Gérance a tous pouvoirs pour agir au nom de la Société et pour effectuer et approuver tous actes d'administration et de disposition et toutes opérations conformes à l'objet social de la Société.

Les compétences non expressément réservées par la loi ou par les Statuts à l'assemblée générale des actionnaires sont de la compétence du Conseil de Gérance.

**Art. 12.** Vis-à-vis des tiers, la Société est valablement engagée par la signature conjointe de deux Gérants ou par la signature de toute personne à qui ce pouvoir aura été délégué par le Conseil de Gérance.

**Art. 13.** Tout Gérant peut déléguer ses pouvoirs à un ou plusieurs mandataires ad hoc pour des tâches déterminées.

Tout Gérant déterminera les responsabilités et la rémunération (s'il y en a) de ces mandataires, la durée de leurs mandats ainsi que toutes autres conditions de leur mandat.

**Art. 14.** Le Conseil de Gérance élira un président parmi ses membres. Le premier président peut être choisi lors de la première assemblée générale des actionnaires. Si le président est incapable d'être présent, il sera remplacé par un Gérant élu à cet effet parmi les Gérants présent à la réunion.

Le Conseil de Gérance se réunit sur convocation du président ou de deux Gérants. Les réunions du Conseil de Gérance seront tenues au siège social de la Société ou à tout autre place à Luxembourg tel que déterminé par le Gérant ou le Conseil de Gérance.

Avis écrit de toute réunion du Conseil de Gérance sera donné à tous les Gérants au moins trois (3) jours avant le commencement de la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation. Il pourra être passé outre à cette convocation par l'assentiment écrit ou par télégramme, facsimilé ou e-mail de chaque Gérant. Une convocation spéciale ne sera pas requise pour une réunion du conseil tenue aux place et heure fixées dans une décision adoptée préalablement par le Conseil de Gérance.

Tout Gérant peut participer à toute réunion du Conseil de Gérance en désignant, par écrit ou par télégramme, fax, e-mail ou lettre un autre Gérant comme son mandataire. Un Gérant pourra également nommer par téléphone un autre Gérant pour le représenter, moyennant confirmation écrite ultérieure.

Le Conseil de Gérance peut délibérer ou agir valablement si au moins une majorité des Gérants sont présents ou représentés. Les décisions du Conseil de Gérance sont valablement adoptées lorsqu'elles sont approuvées par une majorité des membres du Conseil de Gérance, présents ou représentés. En cas d'égalité des voix, le président aura une voix de préférence.

L'utilisation de la vidéo conférence et de conférence téléphonique est autorisée si chaque participant est en mesure d'entendre et d'être entendu par tous les membres du Conseil de Gérance participants à la réunion en utilisant ou non



ce type de technologie et chaque participant sera réputé présent à la réunion et sera habilité à prendre part au vote via le téléphone ou la vidéo.

Des résolutions écrites du Conseil de Gérance peuvent être prises valablement par voie circulaire si elles sont signées et approuvées par tous les membres du Conseil de Gérance. Cette approbation peut résulter d'un seul ou de plusieurs documents séparés transmis par fax, e-mail, télégramme ou télex. Ces décisions auront le même effet que des décisions votées lors d'une réunion du Conseil de Gérance tenue physiquement.

Les votes pourront également être exprimés par lettre, fax, e-mail, télégramme, telex ou téléphone, et dans cette dernière hypothèse, le vote devra être confirmé par écrit.

Les procès-verbaux des réunions du Conseil de Gérance sont signés par le président ou, en son absence ou incapacité d'agir, par le président pro tempore qui a présidé cette réunion ou par deux Gérants. Les extraits seront certifiés par tout Gérant ou par toute personne nommée par deux Gérants ou pendant une réunion du Conseil de Gérance.

#### Chapitre IV.- Assemblée Générale des actionnaires

**Art. 15.** Tout actionnaire peut prendre part aux décisions collectives quel que soit le nombre d'actions qu'il détient. Chaque actionnaire a un droit de vote proportionnel à sa participation dans le capital social.

En cas d'actionnaire unique, celui-ci exerce tous pouvoirs qui sont conférés à l'assemblée générale des actionnaires et ses décisions sont établies par écrit.

**Art. 16.** Des assemblées générales pourront toujours être convoquées par tout Gérant, à défaut par les actionnaires représentant plus de la moitié du capital de la Société.

La tenue d'assemblée générale n'est pas obligatoire, quand le nombre des actionnaires n'est pas supérieur à vingt-cinq. Dans ce cas, chaque actionnaire recevra le texte des résolutions ou décisions à prendre expressément formulées et émettra son vote par écrit.

Lorsqu'il y aura plus de vingt-cinq actionnaires, il devra être tenu, chaque année, une assemblée générale. Cette assemblée générale annuelle se tiendra le deuxième lundi du mois de mai à 14:00 heures. Si ce jour n'est pas un jour ouvrable bancaire l'assemblée générale annuelle se tiendra au jour ouvrable bancaire qui suivra.

Quelque soit le nombre d'actionnaires, le bilan et le compte de profits et pertes sont soumis à l'approbation des actionnaires qui se prononceront aussi par un vote spécial sur la décharge à donner au Conseil de Gérance.

Les décisions collectives ne sont valablement prises que pour autant que les actionnaires détenant plus de la moitié du capital social les adoptent. Si ce chiffre n'est pas atteint lors de la première réunion ou consultation par écrit, les actionnaires sont convoqués ou consultés une seconde fois, par lettre recommandée, et les décisions sont prises à la majorité des votes émis, quelle que soit la portion du capital représenté.

Cependant, les résolutions modifiant les Statuts de la Société ne peuvent être adoptés que par une majorité d'actionnaires détenant au moins les trois quarts du capital social, conformément aux prescriptions de la Loi.

Par ailleurs, le changement de nationalité de la Société ne peuvent être décidés qu'avec l'accord unanime des actionnaires et sous réserve du respect de toute autre disposition légale.

#### Chapitre V.- Année sociale - Bilan

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

**Art. 18.** A la fin de chaque année sociale, les comptes de la Société sont établis et le Conseil de Gérance prépare un inventaire comportant l'indication de l'actif et du passif de la Société.

Chaque actionnaire peut consulter cet inventaire et le bilan au siège social de la Société.

**Art. 19.** Les profits de l'exercice social repris dans les comptes annuels, après déduction des frais généraux des charges et des amortissements, constituent le bénéfice net de la Société pour cette période. Un montant équivalent à cinq pourcent (5%) du bénéfice net de la Société sera alloué à la réserve légale jusqu'à ce que ce montant de la réserve légale atteigne dix pourcent (10%) du capital social de la Société.

Dans la mesure où des fonds peuvent être distribués au niveau de la Société dans le respect de la Loi et des Statuts, le Conseil de Gérance pourra proposer que les fonds disponibles soient distribués.

La décision de distribuer des fonds et d'en déterminer le montant sera prise par l'assemblée générale des actionnaires.

Le Conseil de Gérance peut cependant décider de distribuer des dividendes intérimaires. Dans un tel cas, l'assemblée générale des actionnaires ratifiera les acomptes sur dividendes et décidera, sur proposition du Conseil de Gérance et dans les limites fixées par la Loi et les Statuts, de distribuer ce qui n'a pas encore été payé comme acomptes sur dividendes ou autre.

#### Chapitre VI.- Dissolution - Liquidation

**Art. 20.** La Société ne pourra être dissoute pour cause de décès, de suspension des droits civils, d'insolvabilité ou de faillite de l'un de ses actionnaires.

**Art. 21.** La liquidation de la Société n'est possible que si elle est approuvée par la majorité des actionnaires représentant les trois quarts du capital social de la Société.

La liquidation sera assurée par un ou plusieurs liquidateurs, actionnaires ou non, nommés par les actionnaires qui détermineront leurs pouvoirs et rémunérations.

## Chapitre VII.- Loi applicable

**Art. 22.** Il est fait référence aux prescriptions de la Loi pour toutes les matières non-traitées explicitement dans ces Statuts.

### *Dispositions transitoires*

Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2010.

### *Souscription - Paiement*

Les Statuts ayant été établi, la partie mentionnée ci-dessus a souscrit pour cent vingt-cinq (125) actions.

Toutes ces actions ont été intégralement libérées par des versements en numéraire de sorte que la somme de douze mille cinq cents euros (EUR 12.500,-) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire.

### *Estimation des coûts*

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, s'élève à environ mille trois cent cinquante (1.350,- EUR).

### *Assemblée Générale Extraordinaire*

Immédiatement après la constitution de la Société, la comparante précitée, représentant la totalité du capital social et exerçant les pouvoirs de l'assemblée, a pris les résolutions suivantes:

1. Le nombre des Gérants est fixé à quatre (4).

2. Les personnes suivantes sont désignées comme Gérants pour une période indéterminée:

- M. Eric Halet, résidant professionnellement au 7 Clifford Street, London, W1S 2WE, Royaume-Uni,
- M. Andrew Galloway, résidant professionnellement au Landmark Square, 1<sup>st</sup> Floor, 64 Earth Close, PO Box 715, Grand Cayman, KY1-1107, Iles Caïmans,
- M. Alexander Lasagna, résidant professionnellement au Via Santa Radegonda, 1-Milano 1012, Italie, et
- M. Ralph Woodford, résidant professionnellement au Landmark Square, 1<sup>st</sup> Floor, 64 Earth Close, PO Box 715, Grand Cayman, KY1-1107, Iles Caïmans.

En vertu de l'article 12 des Statuts, la Société sera valablement liée vis-à-vis des tiers par la signature conjointe de deux Gérants ou par la signature de toute personne à qui un tel pouvoir a été donné par le Conseil de Gérance.

3. La personne suivante est nommée présidente du Conseil de Gérance conformément à l'article 14 des présents Statuts:

- M. Andrew Galloway.

4. Le siège social de la Société est fixé au 20, rue de la Poste, L-2010 Luxembourg, Grand-Duché de Luxembourg.

### *Déclaration*

Le notaire soussigné, qui comprend et parle l'anglais, déclare que la comparante l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française. Sur demande de la même comparante, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

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

Et après lecture faite et interprétation donnée à la mandataire de la comparante, celle-ci a signé le présent acte avec le notaire.

Signé: M-C. TURBANG, J. ELVINGER.

Enregistré à Luxembourg A.C. le 2 novembre 2009. Relation: LAC/2009/45972. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): Francis SANDT.

POUR EXPEDITION CONFORME, délivrée aux fins de publication au Mémorial, Recueil Spécial des Sociétés et Associations.

Luxembourg, le 11 novembre 2009.

Joseph ELVINGER.

Référence de publication: 2009145153/379.

(090176037) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 novembre 2009.

**Zodiac Fund, Fonds Commun de Placement.**—  
EXTRAIT

Le Règlement de Gestion coordonné daté du 27 octobre 2009 et effectif au 29 octobre 2009 a été déposé au Registre du Commerce et des Sociétés de Luxembourg.

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

Luxembourg, le 30 octobre 2009.

*Pour la société*

Morgan Stanley Asset Management S.A.

Signature

Référence de publication: 2009136847/13.

(090168548) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 novembre 2009.

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**HVB Bonus Fonds DJ EURO STOXX 50® 01/2014, Fonds Commun de Placement.**

Die Änderungsvereinbarung betreffend das Verwaltungs- und Sonderreglement des Fonds HVB Bonus Fonds DJ EURO STOXX 50® 01/2014, in Kraft getreten am 4. Dezember 2009, wurde beim Handels- und Gesellschaftsregister in Luxemburg-Stadt hinterlegt.

Hinweis zur Bekanntmachung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 29. Oktober 2009.

Structured Invest S.A.

Silvia Mayers / Désirée Eklund

Référence de publication: 2009140081/12.

(090172189) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 novembre 2009.

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**HVB Bonus Fonds DJ EURO STOXX 50® 11/2013, Fonds Commun de Placement.**

Die Änderungsvereinbarung betreffend das Verwaltungs- und Sonderreglement des Fonds HVB Bonus Fonds DJ EURO STOXX 50® 11/2013, in Kraft getreten am 4. Dezember 2009, wurde beim Handels- und Gesellschaftsregister in Luxemburg-Stadt hinterlegt.

Hinweis zur Bekanntmachung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 29. Oktober 2009.

Structured Invest S.A.

Silvia Mayers / Désirée Eklund

Référence de publication: 2009140083/12.

(090172170) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 novembre 2009.

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**Aberdeen Umbrella Property Fund of Funds, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.**

Le Règlement de Gestion daté du 23 octobre 2009 et effectif au 30 septembre 2009 a été déposé au Registre du Commerce et des Sociétés de Luxembourg.

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

Luxembourg, le 16 novembre 2009.

*Pour la société*

Aberdeen Umbrella Property Fund of Funds Management Company (Lux) S.à r.l.

Signature

Référence de publication: 2009143884/13.

(090177088) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 novembre 2009.

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**Black Lion Beverages Luxembourg, Société à responsabilité limitée.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 113.100.

**Suntory (Lux) S.à r.l., Société à responsabilité limitée.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 149.214.

—  
20 NOVEMBER 2009

**MERGER PLAN****BETWEEN:**

(1) Black Lion Beverages Luxembourg, a Luxembourg private limited liability company, having its registered office at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 113.100 (the "Absorbing Company"); and

(2) Suntory (Lux) S.à r.l., a Luxembourg private limited liability company, having its registered office at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 149.214 (the "Absorbed Company").

The Absorbing Company and the Absorbed Company being referred to herein as the "Merging Companies" have adopted a joint merger plan (the "Merger Plan"), as follows:

**WHEREAS:**

The Absorbing Company is a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, incorporated pursuant to a notarial deed drawn up on 22 December 2005 by M<sup>e</sup> Jean-Joseph Wagner, and registered with the Luxembourg Register of Commerce and Companies under the number 113.100. Its articles of association have been published in the Mémorial C, Recueil des Sociétés et Associations dated 27 March 2006, number 628 (the "Mémorial C"). Its articles of association have been amended for the last time pursuant to a deed of Maître Martine Schaeffer, notary residing in Luxembourg, dated 16 November 2009, not yet published in the Mémorial C. The subscribed share capital of the Absorbing Company is of EUR 2,513,050.- (two million five hundred and thirteen thousand fifty Euros), fully paid up.

The Absorbed Company is a Luxembourg private limited liability company (société à responsabilité limitée), having its registered office at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, incorporated pursuant to a notarial deed, drawn up on 27 October 2009 by M<sup>e</sup> Martine Schaeffer, registered with the Luxembourg Register of Commerce and Companies under number B 149.214. Its articles of association have not yet been published in the Mémorial C. Its articles of association have been amended for the last time pursuant to a deed of Maître Martine Schaeffer, notary residing in Luxembourg, dated 10 November 2009, not yet published in the Mémorial C. The subscribed share capital of the Absorbed Company is of EUR 673,012,500.- (six hundred seventy-three million twelve thousand five hundred Euros), fully paid up.

The boards of managers of the above-mentioned companies (the "Boards") propose a merger (the "Merger") of the Absorbing Company with the Absorbed Company.

The proposed Merger is subject to the condition that the sole shareholder of the Merging Companies approve the present Merger Plan at separate extraordinary general meetings of shareholder in accordance with the Luxembourg law dated 10 August 1915 on commercial companies, as amended (the "Law").

The effective date of the Merger shall be the date on which the extraordinary general meetings of the shareholder of the Merging Companies approve the Merger Plan or such other date decided by said meetings (the "Effective Date").

**IT IS AGREED as follows:**

1. The Merging Companies intend, on 28 December 2009 or at any date thereafter, to merge the Absorbing Company with the Absorbed Company in accordance with the provisions of articles 261 to 276 of the Law, as amended.

2. As a result of the Merger, the surviving entity will be the Absorbing Company and his name will be Orangina Schweppes Holdings S.à r.l. (subject to availability of this name), a Luxembourg private limited liability company, having its registered office at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 113.100.

3. On the Effective Date, the Absorbed Company will contribute all of its assets and liabilities ("apport d'universalité de patrimoine") to the Absorbing Company. The amount of the book value of the net assets contributed by the Absorbed Company, which the parties estimate on the day of the Merger Plan, will be EUR 673,012,500.- (six hundred seventy-three million twelve thousand five hundred Euros).

4. An accounting statement as of 17 November 2009 has been drawn up for each of the Merging Companies. Based on these figures, the share capital of the Absorbing Company shall be increased from its current amount of EUR 2,513,050.- (two million five hundred and thirteen thousand fifty Euros) to EUR 675,525,550.- (six hundred seventy-five million five hundred twenty-five thousand five hundred fifty Euros) through the issuance of 26,920,500.- (twenty-six million nine

hundred and twenty thousand five hundred) shares having a nominal value of EUR 25.- (twenty-five Euros) each (the "New Shares") to be subscribed by the sole shareholder of the Absorbed Company on the Effective Date.

5. As a result of the Merger, the Absorbed Company shall cease to exist and all its shares in issue shall be cancelled.

6. The sole shareholder of the Absorbed Company as of the Effective Date shall receive in exchange of its shares in the share capital of the Absorbed Company a number of shares in the share capital of the Absorbing Company equal to the number of shares it holds in the share capital of the Absorbed Company multiplied by the exchange ratio. Based on the figures currently available, the exchange ratio will be 1 (one) share of the Absorbing Company in exchange for 25 (twenty-five) shares of the Absorbed Company.

7. The exchange ratio may be adjusted by mutual consent of the Merging Companies on or before the date of the extraordinary general meetings of shareholder of the Merging Companies at which the present Merger Plan shall be ratified and approved in order to reflect any facts or events which are material for the purpose of determining the net asset value of the assets and liabilities, such consent to be evidenced by representation letters of the Merging Companies dated prior to the date of the said shareholder's meetings.

8. The current share capital of the Absorbing Company is composed of ordinary shares having a nominal value of EUR 25.- (twenty-five Euros). The New Shares to be issued by the Absorbing Company to the sole shareholder of the Absorbed Company as of the Effective Date shall be ordinary shares and shall have the same features as the existing shares.

9. The sole shareholder of the Absorbed Company as of the Effective Date will be removed from the shareholder's register of the Absorbed Company and registered in the shareholder's register of the Absorbing Company for the number of New Shares it will receive on the Effective Date.

10. No special advantages have or will be granted to the members of the Boards, to independent experts or to auditors of the Merging Companies.

11. As from the Effective Date, all assets and liabilities of the Absorbed Company shall be deemed transferred to the Absorbing Company and accounting wise, as of 28 December 2009, the operations of the Absorbed Company shall be considered as accomplished for the account of the Absorbing Company. The Merger shall be performed in accordance with the provisions of articles 59 and 170(2) of the Luxembourg Income Tax law dated 4 December 1967, as amended.

12. The Merger shall be effective and will have the effects provided for by article 274 of the Law of 1915 once the general meetings of shareholder of the Absorbing Company and Absorbed Company have approved it.

13. From the Effective Date, the New Shares will participate in the results of the Absorbing Company.

14. The Absorbing Company shall itself carry out all formalities, including such publications as prescribed by law, which are necessary or useful to put into effect the Merger and the transfer and assignment of the assets and liabilities by the Absorbed Company.

15. Insofar as required by law or deemed necessary or useful, appropriate transfer instruments may be executed by the Merging Companies to effect the transfer of the assets and liabilities contributed to the Absorbing Company and to execute such transfer instruments and assignments.

16. Based on the developments set out above and due to the fact that the figures and parities provided in the present Merger Plan are valued at the present date on a provisional basis, the Boards of the Merging Companies may at any time be entitled to proceed to adjustments, where appropriate, pertaining to the values and postulates considered in the Merger Plan and submit the revised figures and parities to the approval of the general meeting of shareholder of the Merging Companies and holders of other securities.

17. The books and documents of the Absorbed Company shall be kept at the registered office of the Absorbing Company as long as required under the laws of Luxembourg.

18. As foreseen by article 267 of the Law, the information on the Merging Companies shall be available at the registered office of each one of the Merging Companies for inspection by the sole shareholder one month at least prior to the date of the extraordinary general shareholder meetings referred above.

The present deed is worded in English, followed by a French version, and the parties agree that in case of divergences between the English and the French texts, the English version will prevail.

#### **Suit la traduction française**

ENTRE:

(3) Black Lion Beverages Luxembourg, une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché du Luxembourg, immatriculée auprès du Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 113.100 (la "Société Absorbante"); et

(4) Suntory (Lux) S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché du Luxembourg, immatriculée auprès du Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 149.214 (la "Société Absorbée").

La Société Absorbante et la Société Absorbée étant définies ci-après comme les "Sociétés Fusionnantes", ont adopté le projet commun de fusion (le "Projet de Fusion") comme suit:

ALORS QUE:

La Société Absorbante est une société à responsabilité limitée de droit luxembourgeois, dont le siège social est 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché du Luxembourg, constituée en vertu d'un acte du notaire Me Jean-Joseph Wagner du 22 décembre 2005 et immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 113.100. Ses statuts ont été publiés au Mémorial C, Recueil des Sociétés et Associations (le "Mémorial C") en date du 27 mars 2006, numéro 628. Ses statuts ont été modifiés pour la dernière fois par un acte du notaire M<sup>e</sup> Martine Schaeffer, notaire résidant à Luxembourg, en date du 16 novembre 2009, non encore publié au Mémorial C. Le capital social souscrit de la Société Absorbante est de 2.513.050,- EUR (deux millions cinq cent treize mille cinquante Euros), entièrement libéré.

La Société Absorbée est une société à responsabilité limitée de droit luxembourgeois, dont le siège social est au 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché du Luxembourg, constituée en vertu d'un acte du notaire M<sup>e</sup> Martine Schaeffer du 27 octobre 2009, immatriculée auprès du Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 149.214. Ses statuts n'ont pas encore été publiés au Mémorial C. Ses statuts ont été modifiés pour la dernière fois par un acte du notaire M<sup>e</sup> Martine Schaeffer, notaire résidant à Luxembourg, en date du 10 novembre 2009, non encore publié au Mémorial C. Le capital social souscrit de la Société Absorbée est de 673.012.500,- EUR (six cent soixante-treize millions douze mille cinq cents Euros), entièrement libéré.

Les conseils de gérance des sociétés mentionnées ci-dessus (les "Conseils") proposent une fusion (la "Fusion") de la Société Absorbante avec la Société Absorbée.

La Fusion proposée est soumise à la condition que l'associé unique des Sociétés Fusionnantes approuve le présent Projet de Fusion lors d'assemblées générales extraordinaires d'associé distinctes, conformément à la loi luxembourgeoise du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la "Loi").

La date d'effet de la Fusion sera la date à laquelle les assemblées générales extraordinaires de l'associé des Sociétés Fusionnantes auront approuvé le Projet de Fusion ou toute autre date décidée par ces assemblées (la "Date d'Effet").

IL EST DECIDE comme suit:

1. Les Sociétés Fusionnantes envisagent de fusionner la Société Absorbante avec la Société Absorbée le 28 décembre 2009 ou à toute autre date ultérieure, en conformité avec les dispositions des articles 261 à 276 de la Loi, telle que modifiée.

2. Suite à la Fusion, l'entité survivante sera la Société Absorbante et son nom sera Orangina Schweppes Holdings S.à r.l. (sous réserve de disponibilité du nom), une société à responsabilité limitée de droit luxembourgeois, dont le siège social est 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché du Luxembourg, immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 113.100.

3. A la Date d'Effet, la Société Absorbée apportera l'ensemble de son actif et passif (apport d'universalité de patrimoine) à la Société Absorbante. Le montant de la valeur comptable de l'actif net apporté par la Société Absorbée, estimé par les parties à la date du Projet de Fusion, sera d'un montant de 673.012.500,- EUR (six cent soixante-treize millions douze mille cinq cents Euros).

4. Un état comptable en date du 17 novembre 2009 a été établi pour chacune des Sociétés Fusionnantes. Selon ces chiffres, le capital social de la Société Absorbante sera augmenté de son montant actuel de 2.513.050,- EUR (deux millions cinq cent treize mille cinquante Euros) à 675.525.550,- EUR (six cent soixante-quinze millions cinq cent vingt-cinq mille cinq cent cinquante Euros) par l'émission de 26.920.500,- (vingt-six millions neuf cent vingt mille cinq cents) parts sociales ayant chacune une valeur nominale de 25,- EUR (vingt-cinq Euros) (les "Nouvelles Parts Sociales") devant être souscrites par l'associé unique de la Société Absorbée à la Date d'Effet.

5. Suite à la Fusion, la Société Absorbée cessera d'exister et toutes ses parts sociales émises seront annulées.

6. L'associé unique de la Société Absorbée à la Date d'Effet recevra en échange de ses parts sociales dans le capital social de la Société Absorbée un nombre de parts sociales dans le capital social de la Société Absorbante égal au nombre de parts sociales qu'il détient dans le capital social de la Société Absorbée multiplié par le rapport d'échange. Sur la base des chiffres disponibles actuellement, le rapport d'échange sera de 1 (une) part sociale de la Société Absorbante en échange de 25 (vingt-cinq) parts sociales de la Société Absorbée.

7. Le rapport d'échange ci-dessus pourra être ajusté par accord mutuel des Sociétés Fusionnantes avant ou à la date des assemblées générales extraordinaires de l'associé des Sociétés Fusionnantes approuvant et ratifiant le présent Projet de Fusion afin de refléter tous faits ou événements qui sont substantiels pour les besoins de la détermination de la valeur de l'actif net de l'actif et du passif, un tel accord devant être établi par des lettres de représentation des Sociétés Fusionnantes datées antérieurement à la date desdites assemblées d'associé.

8. Le capital social actuel de la Société Absorbante est composé de parts sociales ordinaires ayant chacune une valeur nominale de EUR 25,- (vingt-cinq Euros). Les Nouvelles Parts Sociales devant être émises par la Société Absorbante à l'associé unique de la Société Absorbée à la Date d'Effet seront des parts sociales ordinaires et auront les mêmes caractéristiques que les parts sociales existantes.

9. L'associé unique de la Société Absorbée à la Date d'Effet sera radié du registre des associés de la Société Absorbée et enregistré dans le registre des associés de la Société Absorbante pour le nombre de Nouvelles Parts Sociales qu'il recevra à la Date d'Effet.

10. Aucun avantage particulier ne sera accordé aux membres des Conseils, à des experts indépendants ou à des commissaires des Sociétés Fusionnantes.

11. A la Date d'Effet, l'ensemble de l'actif et du passif de la Société Absorbée sera considéré comme transféré à la Société Absorbante, et d'un point de vue comptable, à compter du 28 décembre 2009, les opérations de la Société Absorbée seront considérées comme accomplies pour le compte de la Société Absorbante. La Fusion sera réalisée en application des dispositions des articles 59 et 170 (2) de la loi luxembourgeoise sur l'Impôt sur le Revenu du 4 Décembre 1967, telle que modifiée.

12. La Fusion produira ses effets et aura les effets prévus à l'article 274 de la Loi dès que les assemblées générales de l'associé de la Société Absorbante et de la Société Absorbée l'auront approuvée.

13. A la Date d'Effet, les Nouvelles Parts Sociales participeront aux résultats de la Société Absorbante.

14. La Société Absorbante remplira elle-même toutes les formalités, y compris les publications prescrites par la loi, qui sont nécessaires ou utiles pour la prise d'effet de la Fusion et le transfert et la cession de l'ensemble de l'actif et du passif par la Société Absorbée.

15. Dans la mesure où la loi l'exige ou il est jugé nécessaire ou utile de le faire, des documents de transfert appropriés peuvent être signés par les Sociétés Fusionnantes pour réaliser le transfert de l'ensemble de l'actif et du passif apporté à la Société Absorbante et pour exécuter ces documents de transfert et cessions.

16. Sur la base des développements ci-dessus et dû au fait que les chiffres et les parités fournis dans le présent Projet de Fusion sont évalués à la présente date sur une base provisoire, les Conseils des Sociétés Fusionnantes ont à tout moment le droit de procéder à des ajustements, où approprié, se rapportant aux valeurs et aux postulats considérés dans le Projet de Fusion et de soumettre les chiffres et les parités révisés à l'approbation des assemblées générales de l'associé des Sociétés Fusionnantes et des détenteurs des autres titres.

17. Les livres et documents de la Société Absorbée seront gardés au siège social de la Société Absorbante aussi longtemps que requis par les lois luxembourgeoises.

18. Tel que prévu par l'article 267 de la Loi, les informations sur les Sociétés Fusionnantes seront disponibles au siège social de chacune des Sociétés Fusionnantes pour consultation par l'associé unique au moins un mois avant la date des assemblées générales extraordinaires d'associé mentionnées ci-dessus.

Le présent acte est établi en langue anglaise, suivi d'une version française, et les parties s'accordent qu'en cas de divergences entre les versions française et anglaise, la version anglaise prévaudra.

Le 20 novembre 2009.

Black Lion Beverages Luxembourg / Suntory (Lux) S.à.r.l.

Signature / Signature

Manager / Manager

Référence de publication: 2009145811/206.

(090179255) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 novembre 2009.

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#### **ACMBernstein, Fonds Commun de Placement.**

L'acte modificatif au règlement de gestion de ACMBernstein, a été déposé au Registre de Commerce et des Sociétés de Luxembourg.

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

Luxembourg, le 20 novembre 2009.

ALLIANCEBERNSTEIN (LUXEMBOURG) S.A.

Société de Gestion

Référence de publication: 2009146194/11.

(090179795) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 novembre 2009.

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#### **Greenwich Point Global Value, Fonds Commun de Placement.**

Le règlement de gestion modifié au 1<sup>er</sup> novembre 2009 a été déposé au Registre de commerce et des sociétés.

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

HSBC Trinkaus Investment Managers S.A.

Signatures

Référence de publication: 2009146612/9.

(090180057) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 novembre 2009.

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**Finter Fund, Fonds Commun de Placement.**

Das Verwaltungsreglement des Finter Fund (FCP), welcher von der Finter Fund Management Company S.A. verwaltet wird und dem Gesetz vom 20. Dezember 2002 unterliegt, wurde am 23. November 2009 am Handels- und Gesellschaftsregister Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations, erteilt.

*Für FINTER FUND MANAGEMENT COMPANY S.A.*

UBS Fund Services (Luxembourg) S.A.

Martin Rausch / Peter Sasse

*Associate Director / Associate Director*

Référence de publication: 2009146578/13.

(090180328) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 novembre 2009.

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**Airworks S.A., Société Anonyme.**

Siège social: L-1941 Luxembourg, 241, route de Longwy.

R.C.S. Luxembourg B 81.036.

Les comptes annuels au 31 décembre 2008 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: 2009142884/10.

(090173137) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 novembre 2009.

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**Maxiweb S.A., Société Anonyme.**

Siège social: L-1941 Luxembourg, 241, route de Longwy.

R.C.S. Luxembourg B 60.427.

Les comptes annuels au 31 décembre 2008 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: 2009142885/10.

(090173136) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 novembre 2009.

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**Herzog Investments S.A., Société Anonyme.**

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 128.037.

Le bilan au 31 décembre 2007 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.

Signatures.

Référence de publication: 2009142887/10.

(090173134) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 novembre 2009.

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**Vianta S.A., Société Anonyme Holding.**

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 9.915.

Le bilan au 31 décembre 2008 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.

Signatures.

Référence de publication: 2009142888/10.

(090173133) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 novembre 2009.

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